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# SHREE CEMENT LTD.

An ISO 9001, 14001, 50001 & OHS 18001 Certified Company

Regd. Office:

BANGUR NAGAR, POST BOX NO.33, BEAWAR 305901, RAJASTHAN, INDIA

SCL/BWR/SE/2020-21/  
13<sup>th</sup> June, 2020

**FAX NO. 022 – 26598237 / 26598238**

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra – Kurla Complex, Bandra (East)  
MUMBAI – 400 051  
**SCRIP CODE: SHREECEM EQ**

**FAX NO. 022-22722041 / 22722061**

Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street,  
MUMBAI – 400 023  
**SCRIP CODE 500387**

**Re:- Notice of the 41<sup>st</sup> Annual General Meeting and Annual Report for the Financial Year 2019-20**

Dear Sirs,

In continuation to our letter dated 11<sup>th</sup> June, 2020 and in terms of the provisions of Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Annual Report of the Company for the financial year 2019-20 and the Notice of the 41<sup>st</sup> Annual General Meeting of the Company to be held on Monday, 6<sup>th</sup> July, 2020 at 2.00 p.m. (IST), through Video Conferencing /Other Audio Visual Means.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Company has fixed Monday, 29<sup>th</sup> June, 2020 as the cut-off date to determine the eligibility of the members to cast their vote by remote e-voting and voting during the AGM.

Kindly find the same in order.

Thanking you,

Yours faithfully,  
For **SHREE CEMENT LIMITED**

(S.S. KHANDELWAL)  
COMPANY SECRETARY

Encl: As above



# THIS WAS ONCE

*just a seed.*



SHREE CEMENT LTD.

ANNUAL REPORT

2019 - 20



## IT ALL STARTED WITH JUST A SEED.

A seed of an idea, with a grand vision and steadfast mission, was planted over four decades ago. Today, rooted deep in principled business philosophy, this tiny seed has grown from strength to strength into a mighty Banyan tree.

It is with these roots spread deep into the soil that we, at Shree, have been able to build a rock-solid foundation and have been able to weather the toughest of storms. Good corporate governance practices, integrity, accountability, quality consciousness, customer responsiveness, employee and environment friendliness are the roots that nourish us.

While the fundamentals of foundation remain invisible, the growth, performance and success are clearly visible. This growth that you see is a result of many years of nurturing the Tree with hard work, perseverance and dedication. Just like winding branches of this Banyan tree that spreads infinitely, accepting no limit, with utmost devotion, Shree has steadily spread its intricate network of branches and expanded its reach across India and abroad.

As the business grew, so did our people, processes and systems. With spirit of innovation, continual improvement and empowerment, we have nourished this sapling to become a colossal Banyan tree.

For us at Shree, from a humble seed, a delicate sapling, to a plant and now a behemoth, the journey has traversed through generations together and has pursued growth from the ground up.

The strength of the Banyan tree is its main trunk which helps it grow and spread, while the aerial roots nourished by this main trunk grow their own trunks and become independent in their growth. Imbibing this philosophy, at Shree, the Management strongly believes in giving a great deal of freedom to its employees to excel and grow. While they lend their unwavering support, the Management lets them pursue innovations, improvements and out-of-the-box solutions and lets them implement the same; allowing them to flourish and in turn increase the spread and growth of the Banyan tree called Shree.

With conviction and hope the seed was sown, and today stands tall with a promise to continue to serve all its customers, shareholders & stakeholders and to cement a stronger tomorrow.



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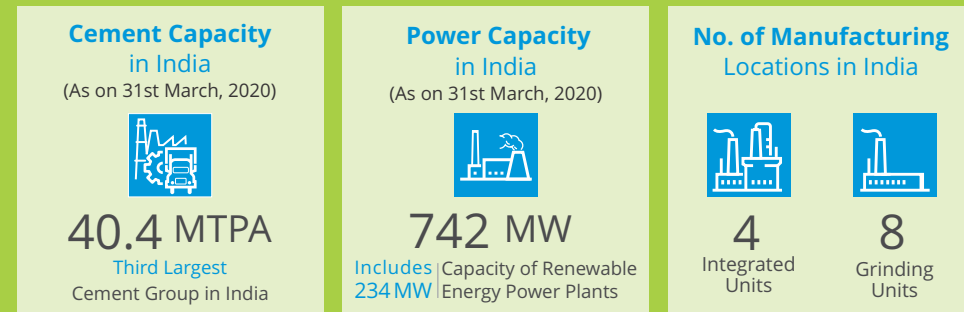
### Disclaimer:

**Caution regarding forward-looking statements:** This document contains statements about expected future events and financial and operating results of Shree Cement Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management's Discussion and Analysis of the Shree Cement Limited Annual Report 2019 - 20.

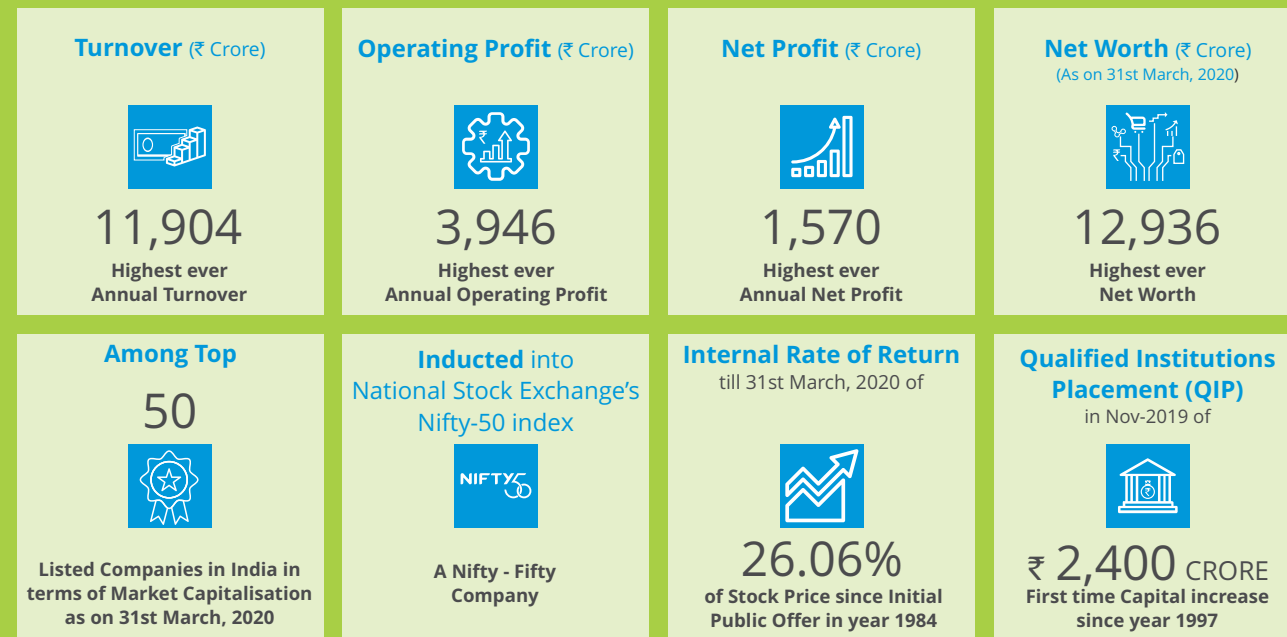
Your comments and feedback are of great importance to us. We would be glad to address any queries or observations that you may have with regard to our Performance or this Report. You are most welcome to e-mail us at [investor@shreecement.com](mailto:investor@shreecement.com).

## CONTINUING THE MOMENTUM

### SHREE IN NUMBERS (STANDALONE BASIS)



### KEY HIGHLIGHTS OF YEAR 2019-20 (STANDALONE PERFORMANCE)



### GROWTH OVER 10-YEAR HORIZON

Parameter	2009-10	2019-20	CAGR
Cement Production Capacity (MTPA)	12.00	40.40	12.91%
Power Generation Capacity (MW)	210	742	13.45%
Revenue from Operations (₹ Crore)	3,632	11,904	12.60%
Operating Profit (EBIDTA) (₹ Crore)	1,578	3,946	9.60%
Profit After Tax (₹ Crore)	676	1,570	8.79%
Net Worth (₹ Crore) (as at the year-end)	1,833	12,936	21.58%
Market Capitalisation (₹ Crore) (as at the year-end)	8,228	63,309	22.64%

## PHILOSOPHY, VISION AND GUIDING PRINCIPLES

### OUR PHILOSOPHY

**Aah No Bhadra: Kratavo Yantu Vishwatah - Rigveda**

*"Let noble thoughts come to us from all over the World."*

At Shree, we believe in imbibing and extending these noble thoughts across all our functions.

### We call it 'The Shree Philosophy,' which makes us an organisation that is

- Quality and Energy Conscious
- Customer Responsive
- Socially Responsive
- Investor Rewarding
- Employee and Environment Friendly
- Sustainable Organisation

### OUR VISION

**Lead in creating prosperity and happiness for all stakeholders through innovation and sustainable practices**

As an organisation, we spread happiness amongst everyone connected with our ecosystem and create wealth for investors, employees, business associates and communities where we operate by experimenting and implementing new ideas for improving efficiencies and maximising the ratio of output product to input resources.

### OUR GUIDING PRINCIPLES

- Enforce good Corporate Governance Practices
- Encourage integrity of conduct
- Ensure clarity in communication
- Remain accountable to all Stakeholders
- Encourage socially responsible behaviour

## OUR VALUES, OUR OPERATING STRENGTHS



Passion for Efficiency

Ensuring optimum outcomes in everything we do at work

Achieve our targets consistently with minimal costs



Trust and Support

Believing in each other with mutual respect

Promoting honest and open communication

Building an environment of freedom with responsibility



Creativity and Innovation

Experimenting with new ideas to improve continuously

Striving to take risk for adding value to the business



Simplify

Extracting the essence and keep communication simple



Dynamism

Prioritising opportunities and challenges to enable swift decision making

Being flexible in our approach to find effective business solutions



Care

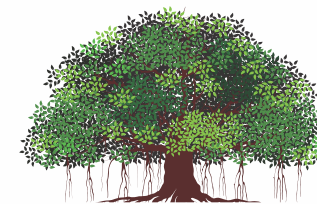
Being compassionate towards our communities and our environment

Working together as one family; connect personally with each other

Demonstrating humane touch in the way we work

**CHAIRMAN'S WORDS****B. G. Bangur** | Chairman

All actions at Shree remain anchored in fulfilling our shared vision of "Lead in creating prosperity and happiness for all stakeholders through innovation and sustainable practices". This shared vision keeps all of us grounded to our roots and our purposes.



We acknowledge the immense power inside a tiny seed when we witness its transformation into a gigantic tree. This seed has fought its way out overcoming nature's obstacles in its path to become one giant that touches skies.

An enterprise also starts its journey in form of a tiny seed. It is sowed as an idea which gradually grows into a colossal institution crossing all barriers in its path to touch the echelons of success. All this is made possible on the back of consistent hard work, innovation and perseverance of its members. Like this, four decades back, Shree Cement was also once just a tiny seed.

Over these years, Shree has leveraged interdependencies of technology, processes and people to deliver best-in-class products. Our teams constantly research, experiment, innovate and persevere to optimise everything that they do. Our operations branch out across the breadth of India to widen its reach. We have maximised creation of value and share it equitably amongst our universe of stakeholders. All actions at Shree remain anchored in fulfilling our shared vision of "Lead in creating prosperity and happiness for all stakeholders through innovation and sustainable practices". This shared vision keeps all of us grounded to our roots and our purposes.

The history of human race demonstrates that severe storms of different kind have tried to rock the boat of human progress, time and again. But the resilience of human spirit and collaboration led innovative solutions have helped it sail through these storms. The present COVID-19 health challenge is one such storms the world is facing today. At Shree Cement, we have taken utmost care to ensure that we not only stay safe ourselves, but also be a part of government's mission to collectively defeat this common enemy. Overcoming this challenge may take some time, but collectively we all shall overcome it for sure.

Despite the challenges, we are committed to put our best foot forward for continued and sustained value creation for our stakeholders.

## MANAGING DIRECTOR'S OUTLOOK



People need to be flexible in their thinking, take calculated risks and be willing to discover the untapped potential that exists in equipment, processes and systems.

**H. M. Bangur** | Managing Director

Uncommon things draw attention. When you do common things in an uncommon way, you command the attention of the world. Why so? It is because they are the results of unconventional and 'out of box' thinking achieved by challenging the conventional thoughts and practices. Successful organizations are characterized by their uncommon approaches and practices. They are successful because they chose to tread a different path. The key then is to Think, Do and Be Uncommon.

While taking decisions, quite often, people go by their perceptions. Uncommon style is to break those perceptions and practice reasoning based logical analysis. Normally, when a machine continuously works at or about its rated capacity, say 100 tons per day, it is said it has attained its true potential. A few people even go beyond and try to gain some bit of hidden margins built by the OEM suppliers and achieve a level of say 110 tons. But a very few will try to increase its potential further to say 125 tons by logically analyzing the operating parameters, design limitations, composition of raw materials, constraints in different parts of the machine and so on and so forth. I am of the strong belief that such people will certainly end up getting a higher output beyond 110 tons if not 125 tons. And this process keeps going. Blindly going by perceptions and not trying for reasoning based outcomes would make the organization stagnant and flatten its growth trajectory. People need to be flexible in their thinking, take calculated



risks and be willing to discover the untapped potential that exists in equipment, processes and systems.

Conventional wisdom promotes - 'Better safe than sorry'. In business, a common belief is to have strong safeguards in any process and avoid deviations. Systems are designed to operate within limitations. But in the process, we may be missing opportunities of betterment. For example, for expediting completion of kiln maintenance schedule, ordering of a particular item may have deviated from procurement norms. Normally this deviation would be avoided as it would be questioned later. However, people at Shree allow such small deviation. Emphasis has to be on practical approach. People need to look beyond what may be ideal limits to settling for what are necessary limits.

Similarly, there is common belief that best of the talent will guarantee success. I am of the view that you need the right people and not necessarily the best people. Many raise question as to how our efficiencies are very high and how we are able to complete our projects before time one after another. I believe it is intrinsic motivation in our people that enables this accomplishment. High Perks and external motivation can influence only for short span but the willingness to realize something new is what drives them continuously. The excitement of

triumph outshines all other motivations. Give authority and purpose and people will deliver. People try new things on every day basis. Their hard work and dedication and zeal to achieve something extra help them unlock the untapped potential of efficiency in our operations.

A great idea is of little use if it remains only in mind. What is needed is to take concrete actions upon them. The biggest of changes have their origins from sincere actions taken on smallest looking ideas. Thus teams need to work on every seed of thought that holds promise of bringing improvement. All actions may not turn out successful but it definitely assures gradual progress against the alternate of standing still. Constant course correction, taking actions and moving ahead increases the chances of success. This in turn creates edge for the long term sustenance of an organization.

Important point is to adopt a practical approach focused on betterment instead of blindly following a rule based approach. Systems and procedures are guidelines but they should not come in the way of creative solutions. We believe in an open culture. Ready to embrace new solutions, ideas and knowledge. Our willingness to change and an open mind help us explore new paths. We shall remain in constant pursuit of better ways of doing things and creating a differential value.

## JT. MANAGING DIRECTOR'S COMMUNICATION



Regular planting of seeds of new ideas, solutions and thinking is a way of life and key to our success. Like the mother nature, which changes at regular intervals and still remain eternal, our practices keep changing while remaining true to its core.

**Prashant Bangur** | Jt. Managing Director

It's a mere truism that change brings challenges. We are living in a time where the only certainty we can envisage is the uncertainty which is an unavoidable reality of life as well as business. Market dynamics, policy changes, vagaries of nature, health outbreaks – the world is now dominated by the new normal which is unprecedented and a challenge in itself.

No company, no matter how successful it may be, is immune from rising risks of technological disruptions to continually-improving competitors to unknown internal and external challenges. One of the biggest obstacles in the way of organization's ability to address these risks is - status quo. Status quo builds over time as a deceptive comfort trap. Organizations build processes and systems to run their operations. Gradually these turns into norms. Whole focus turns towards compliance. People submit the reports at regular frequency. Managers focus on seeing that all the fields in the report filled in. Over time, the true purpose behind the reports is forgotten. The format becomes sacred, regardless of whether it is still relevant or not. Submission deadlines are set in stone, whether or not anyone is actually analyzing the reports. Life at the office becomes 'report oriented' – instead of being 'task oriented'. Such entire culture suppresses creativity and initiative.

It's impossible to stay competitive while staying the same. It is therefore important to build a culture where norms are challenged every day. A target

achieved yesterday should become a base for a new challenge to be achieved today. For this, first and foremost is to create an ecosystem of innovation. People need to be empowered at all levels to challenge the present and come up with new ideas, new thinking, newer way of doing things as a matter of daily routine. They must feel the need to create growth instead of simply managing daily work. Secondly, many times people defend status quo saying that "We tried that before but it didn't work". This becomes an excuse for not making another attempt. To overcome this mindset, the leadership needs to encourage people's failed attempts of experimenting or trying newer things. In fact, if we're not failing at all, we're doing something wrong – because failure is a necessary by-product of innovation. Third and an easy way of breaking status quo is to make people understand the value of their ideas. People should be encouraged to express their suggestions or new proposals in terms of extra revenue earned or cost saved.

Another area that affects an organizations' ability to deal with uncertainties is the time taken for decision making. Delayed decision often turns into a lost opportunity. In the age of digital world, plenty of data is available and lots of analysis is possible. Problems of "analysis paralysis" and "never ending discussions" often grip leaders and their teams. This leads to delay in decisions. It needs to be understood that picking a

"good-enough" decision is better than a perfect but delayed decision. In fact, there does not exist a perfect solution to a problem. One needs to take a good enough decision and improve it as he goes along. Bottom line is that faster decisions are better than no decisions.

Shree's past performance has been among the best in the industry because of its focused approach on constant improvement, challenging the status quo and finding innovative solutions. Past accomplishments however breed complacency. Hence we have created an atmosphere of agility to ensure that people don't become contended and continually attempt to remain on the better side of embracing the change. They are encouraged to perceive opportunities in challenges, pursue them and use them to build a competitive edge. They are encouraged and empowered to question themselves and venture outside of their comfort zone. In challenging times like at present, we are even more focused on out-of-box thinking and creative solutions to rationalize costs and improve efficiencies.

Regular planting of seeds of new ideas, solutions and thinking is a way of life and key to our success. Like the mother nature, which changes at regular intervals and still remain eternal, our practices keep changing while remaining true to its core. We will continue to break new grounds, create new synergies and set new benchmarks.



## OUR POWER BRANDS

By focusing on changing trends in customer requirements, Shree has constantly evolved its offering to delight customers in the most satisfying manner.

Deeply rooted in our value system is our promise of superior quality. From the very beginning, all of our products have consistently delivered on quality assurance made to customers.



### Shree Jung Rodhak Cement

One of the most trusted brands for rust-free construction, Shree Jung Rodhak Cement is the preferred choice of customers of this segment. Its strong corrosion resistant property protects the steel bars used in the reinforced cement concrete construction from rust attack; thereby directly prolonging the life and durability of the structure. An all-purpose cement, it lends impregnable physical and chemical resistance within the concrete against action of deleterious agents like Water, Carbon-dioxide, Sulphates and Chloride Ions.



### Bangur Cement

Made using German technology, Bangur Cement is an ideal product developed for the segment of customers who want top-notch quality. With a tagline – Sasta Nahin, Sabse Accha - it clearly positions itself as a high-quality cement.



### Rockstrong Cement

High on strength and low on setting time, Rockstrong Cement enables robust construction in quick time. A widely used cement that offers great value at competitive pricing.



### Roofon Concrete Master Cement

It is a revolutionary product that matches the attributes of world's top-quality cement brands. Scientifically formulated by our international technical experts, Roofon Concrete Master Cement offers higher strength to roofs with denser concrete that is crack and rust resistant. Apart from roof slabs, it's a speciality concrete mix for foundations, columns and beams.



### Bangur Power Cement

After huge success of Bangur Cement, Shree recently launched an even more powerful cement that offers extra finesse, smoothness, high volume, higher strength and corrosion resistance. Bangur Power Cement is a specially formulated cement that meets all international standards, to meet the requirements of discerning customers .





## CSR ACTIVITIES

At Shree, we endeavour to be the Banyan tree for the community we live in. We strongly believe that the Society we operate in is a key stakeholder in our success. CSR activities at Shree get as much management attention as the core business. Our employees also participate voluntarily in these activities with full enthusiasm and interest.

During FY 19-20, an amount of ₹ 40.47 Crore was spent on various CSR Initiatives of the Company impacting the communities at large.



Health Camps



Mamta Project



Dental Check-up

### Healthcare

Our interventions in area of healthcare include organising health camps, running mobile healthcare units, 'Mamta Project' for pregnant women & newborn children and ensuring basic healthcare facilities through 24X7 Health Management Centre at our manufacturing units.



Shree ki Pathshala



Anganwadi Support Programme



Computer Literacy Programme



School Support Programme

### Education

We are committed to providing enriching learning opportunities through independently run programmes or in partnership with the Government. We work relentlessly towards raising quality standards of school education in our nearby areas and earnestly support communities in getting educated.

### Livelihood and Income Generation

For self-employed community of nearby areas like farmers, we have dedicated Programmes to help them improve their productivity levels and help them increase their income generation.



Skill and Knowledge Building of Farmers



Distribution of Seeds



Support to Farmers

### Rural Infrastructure Development

Since we operate in the vicinity of several rural areas, rural infrastructure development finds a crucial place in our CSR interventions. Few of the interventions include constructing / repairing roads, building community assets, upgrading government infrastructure, etc. amongst others.



Community Asset Development



Construction of Roads



Community hall construction

### Women Empowerment and Skill Development

Our dedicated Programmes in areas of training and skill development and formation of Self Help Groups for undertaking self-employment activities have gradually enabled women of nearby communities to uplift quality of their life.



Training and Skill Development



Self-help Group Formation



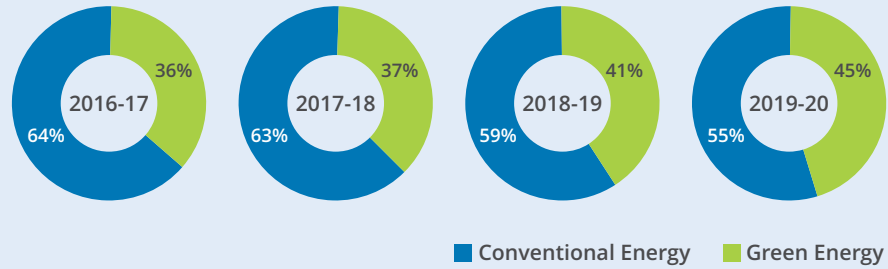
Girl Marriage Support Programme

## GROWING SUSTAINABLY

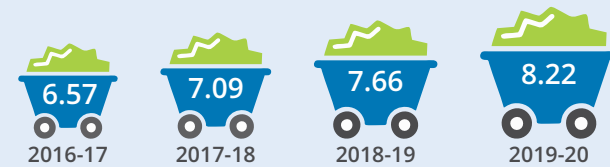
We, at Shree, believe in caring for the environment and our planet by reducing carbon footprints, conserving natural resources and enhancing the green cover. From using green energy, to usage of alternative raw material, implementing energy efficiency measures, cutting down GHG emissions, to optimal use of natural resources, Shree's sustainability interventions have been an integral part of its growth story and have become a guiding light for its sustainable future.

### Renewed by the Renewables

During FY 19-20, of the total energy consumed by Shree, 45% was green energy. Our renewable energy portfolio of 234 MW is one of the highest in the Industry; comprising of Waste Heat Recovery Power Plants, Solar Power Plants and Wind Power Plants.



### Alternative Raw Material consumption (in Million Tonnes)



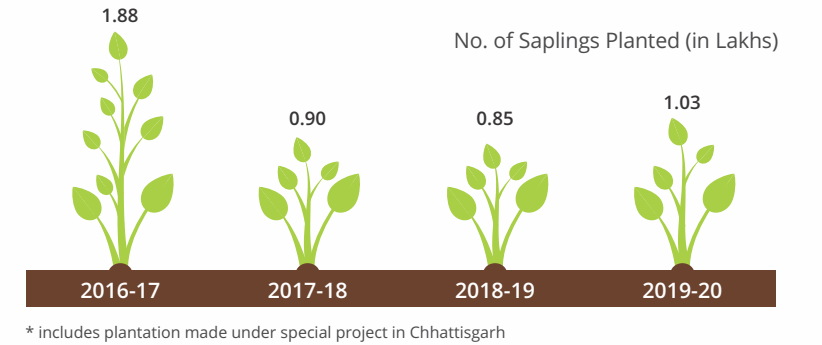
**24.3%** of the total Raw Material consumed in year 2019-20 was sourced from Waste Resources

### Best out of Waste

Emphasis on conserving natural resources and use of alternative resources has been hallmark of Shree's sustainability journey. Not only has Shree used other industries' waste as inputs in the manufacturing process, but has also invented materials like Synthetic Gypsum to replace Natural Gypsum.

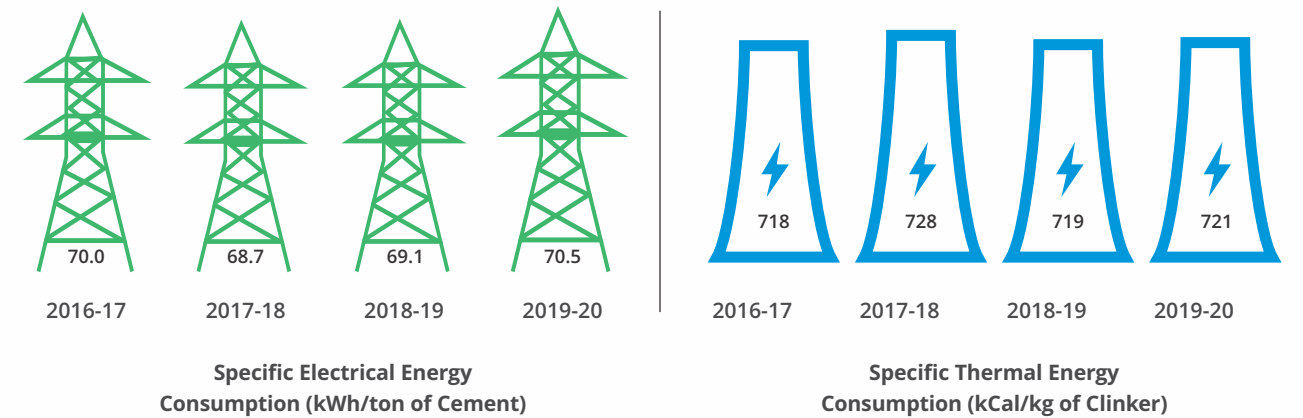
### Go Green, Grow Green

As a part of its commitment towards sustainability, Shree has always given priority to protection of environment and biodiversity across all operational areas. The plantation drive is an initiative in this direction to bring community together to move towards a greener and better tomorrow.



### Energy for Life

Energy conservation is a vital focus area at Shree and is driven at every level of its operations. Continual focus of energy efficiency, process improvement, technological upgradation, etc. has enabled us to continuously maintain energy consumptions levels below the Industry Standards.



AWARDS AND ACCOLADES



**Bhamashaha Samman for Corporate Social Responsibility 2019**  
by Government of Rajasthan for Ras Site



**Great Place to Work Certified**  
by Great Place to Work © Institute

**Global Sustainability Award 2019**  
by the Energy and Environment Foundation



**State CSR Excellence Award 2019**  
by Department of Industries, Government of Rajasthan



**Best Quality Excellence Award 2017-18 & 2018-19**  
by National Council for Cement and Building Materials (NCCBM)



**Industry Champion Award 2019**  
by Rajasthan Chamber of Commerce and Industry

**Supply Chain and Logistics Excellence (SCALE) Award 2019**  
by Confederation of Indian Industry (CII)



**India Risk Management Award in Sustainability Category**  
by ICICI Lombard and CNBC TV-18



**Corporate Governance and Sustainability Vision Awards 2020**  
by Indian Chamber of Commerce



**Strong Commitment to HR Excellence 2019-20**  
by Confederation of Indian Industry (CII)

**Golden Peacock Award for HR Excellence 2019**  
by the Institute of Directors (IOD)



**Best Employers Award 2018**  
by the Employers Association of Rajasthan



## PROFILE OF DIRECTORS



**Shri B. G. Bangur** | *Chairman*

Shri B. G. Bangur is a B.Com. (Hons) from Calcutta University and he brings to Shree an extensive experience of the Industry. He is Director in The Marwar Textiles (Agency) Pvt. Ltd., Shree Global FZE, Shree Enterprises Management Ltd., Shree International Holding Ltd. and Union Cement Company (Pr.JSC). He has also been actively associated with various Philanthropic and Charitable Institutions and Trusts.

**Shri H. M. Bangur** | *Managing Director*

Shri H. M. Bangur is a Chemical Engineer from IIT, Mumbai. He brings to the Board technical insights, which are a driving force of the technical excellence achieved by the Company. Shri Bangur is President of Rajasthan Foundation, Kolkata Chapter. Shri Bangur was the President of the Cement Manufacturers' Association (CMA) between 2007 and 2009 and Ex-executive Member of FICCI. He has been awarded with the prestigious "Ernst & Young Entrepreneur of the Year Award 2016" and "Forbes Leadership Award 2017". He is also Chairman of "The Bengal", an NGO actively engaged with Kolkata Police to provide all possible help to the old age people living alone.



**Shri Prashant Bangur** | *Joint Managing Director*

Shri Prashant Bangur is a graduate from the Indian School of Business, Hyderabad. He joined Shree Cement in 2004 and since then has been involved in all strategic, policy and operational matters of the Company. He has been providing critical insight and direction in all management decisions in the Company. He joined the Board of the Company in 2012. Shri Bangur is a Committee Member of Indian Chamber of Commerce, Kolkata and also Member of Managing Committee of Bharat Chamber of Commerce & Industry, Kolkata and of Indian School of Business, Hyderabad. He is member of National Management Committee of Cement Manufacturers' Association (CMA), which is the prime body for policy advocacy for Cement Industry in India. He is a strong proponent of sustainable development, considering his contribution and role in sustainable development initiatives. He is also Director in Khemka Properties Pvt. Ltd. and Ragini Properties Pvt.Ltd.

**Shri R. L. Gaggar** | *Independent Director*

Shri R. L. Gaggar is a B.A. (Hons) from Calcutta University and is a renowned Solicitor and Advocate based at Kolkata. He is practicing as a Solicitor and an Advocate at the High Court of Kolkata for more than 50 years. Shri Gaggar is also on the Board of Duroply Industries Ltd. (Formerly Sarda Plywood Industries Ltd.), TIL Ltd., Paharpur Cooling Towers Ltd., Sumedha Fiscal Services Ltd., Machino Polymers Ltd., Subhash Kabini Power Corporation Ltd., International Combustion (India) Ltd. and Mayfair Hotels & Resorts Ltd.



**Dr. Y. K. Alagh** | *Independent Director*

Dr. Y. K. Alagh is a noted economist and visiting professor to several renowned national and international institutions. He holds a Doctoral Degree and Master's Degree in Economics from University of Pennsylvania. He is Vice Chairman of Sardar Patel Institute of Economic and Social Research, Ahmedabad. He is President of the Trust of The Indian Society of Labour Economics and he was president of the Institute of Human Development, New Delhi and Chairman of Advisory Committee of N. M. Sadguru Water and Development Foundation, Dahod (Gujarat). He was earlier the Union Minister of Power and for Planning & Programme Implementation with additional charge of the Ministry of Science and Technology. He has been Member of Planning Commission (in the rank of Minister of State). He has been Chairman, Bureau of Industrial Costs and Prices, Ministry of Industry. He has several books and over a hundred articles to his credit; published both at home and abroad. He has traveled widely and represented India in a number of high-level official delegations and seminars. He was an invitee to the Climate Policy Game Group of The Committee of American Progress; the findings of which were presented in Paris and invited to develop a sustainable development scenario for 2030 for the Canadian G8/G20 Munk Institute for the G20 Meeting in Seoul. He is on the Board of ADJB Production Pvt. Ltd.



**Shri O. P. Setia** | *Independent Director*

Shri O. P. Setia is a M. Com. from Delhi University and an eminent Banker. He was the Managing Director of State Bank of India and has held many key positions in its associate banks.

**Shri Shreekant Somany** | *Independent Director*

Shri Shreekant Somany is an Industrialist who holds a Bachelor of Science Degree from Calcutta University and is currently on the Board of Somany Ceramics Ltd., SR Continental Ltd., Somany Bathware Ltd. (formerly known as Somany Global Ltd.), JK Tyre and Industries Ltd. and Indian Council of Ceramic Tiles and Sanitaryware. He is also the President of Indian Ceramic Society and Member of National Council - Confederation of Indian Industry (CII).



**Shri Nitin Desai** | *Independent Director*

Shri Nitin Desai is a graduate from London School of Economics and a well-known Economist, and has had a long and distinguished career with the Government of India and United Nations. Shri Desai is the Chairman of the Governing Council of The Energy and Resources Institute (TERI), Honorary Professor at the Indian Council for Research in International Economics Relations (ICRIER), Honorary Fellow of the London School of Economics and Political Science, UK. He is connected with the Governing Bodies of several NGOs and Research Institutions. He is also a member of the National Broadcasting Standards Authority. Shri Desai has worked at senior levels in the Planning Commission from 1973 to 1987. From 1988 to 1990, he was the Chief Economic Advisor and Secretary in the Department of Economic Affairs in the Ministry of Finance. In 1990, he joined the United Nations as Deputy Secretary General of the 1992 Rio Summit on Environment & Development and served later as Under Secretary General dealing with Economic and Social Affairs from 1993 to 2003. He is on the Board of Shakti Sustainable Energy Foundation.

**Shri Sanjiv Krishnaji Shelgikar** | *Independent Director*

Shri Sanjiv Krishnaji Shelgikar is a Veteran Chartered Accountant and has been practicing his profession since 1978. He has also contributed as Special Editor to the Book 'The Companies Act' written by A. Ramaiya. He has worked with the Finance Department of Videocon Group, handling all local IPOs, international mobilisation of debt and equity, global and local mergers & acquisitions, domestic and international structured financial products for the Group's finances. He is on the Board of Joy Holdings Pvt. Ltd., Magrolia Leasing and Infotech Pvt. Ltd., Archangel Leasing and Infotech Pvt. Ltd., Yunus Mumbai Foundation, Slum Dwellers Development India Pvt. Ltd., Microcredit Initiative of Grameen, Taegutec India Pvt. Ltd., Goldcrest Infotech Solutions Pvt. Ltd., Black Swan Venture Capital Pvt. Ltd., Mobile Search Engine Pvt. Ltd., NRS Micro Systems Pvt. Ltd., Shree Global FZE and Shree International Holding Limited.



**Smt. Uma Ghurka** | *Independent Director*

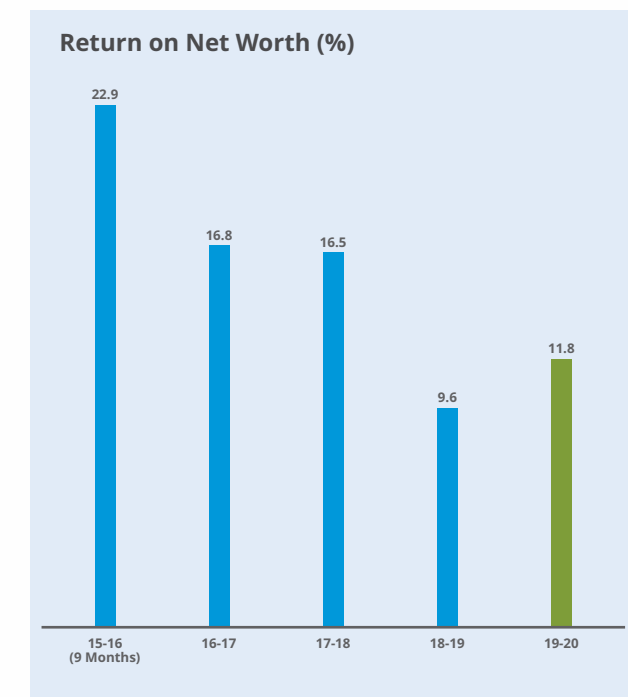
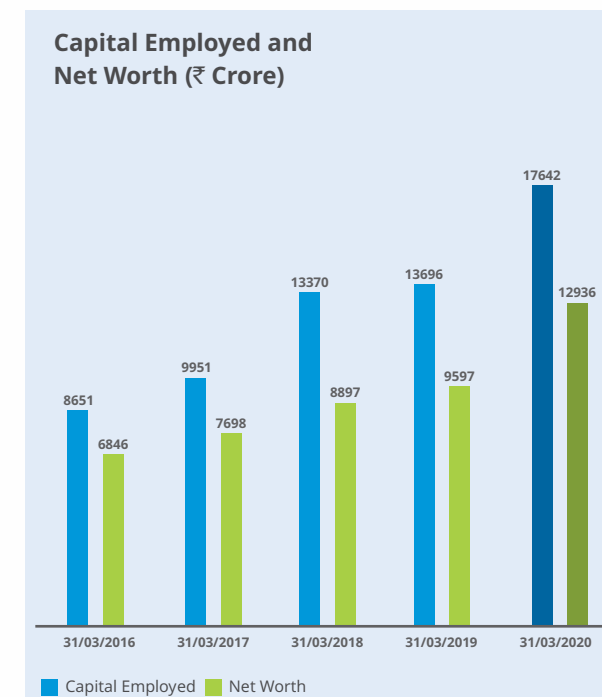
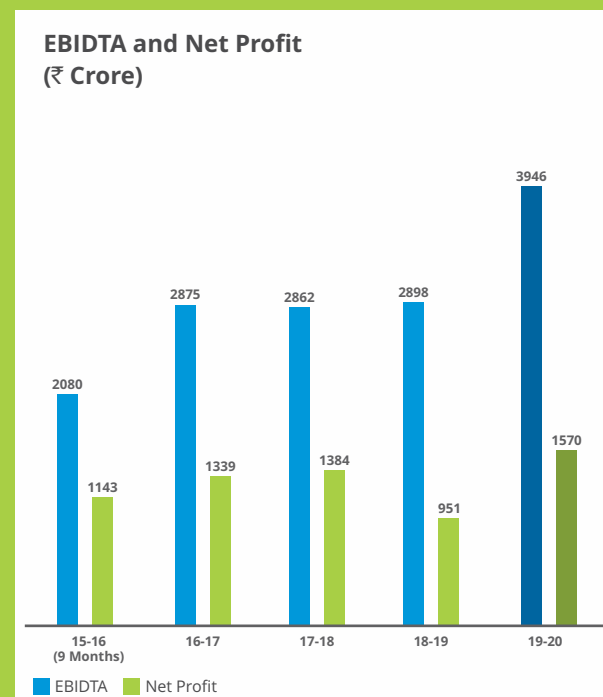
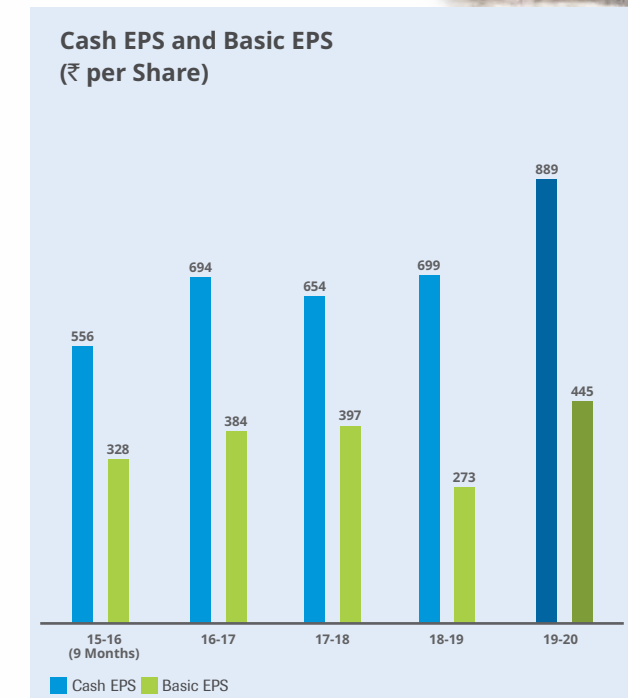
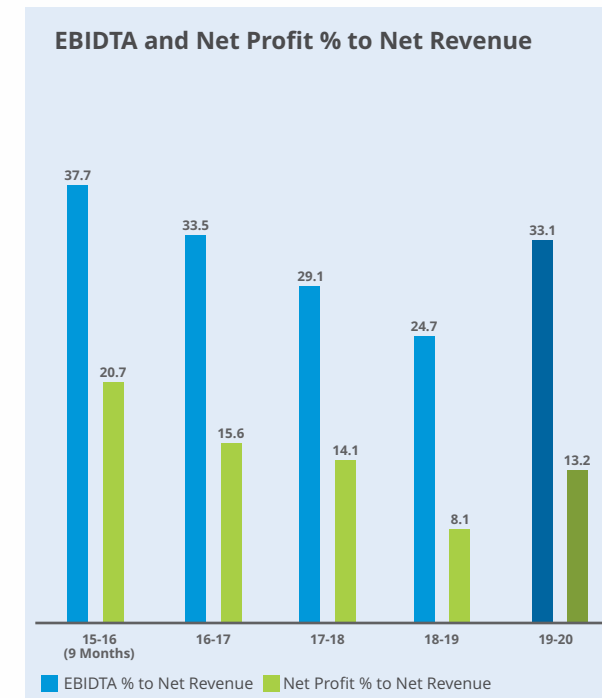
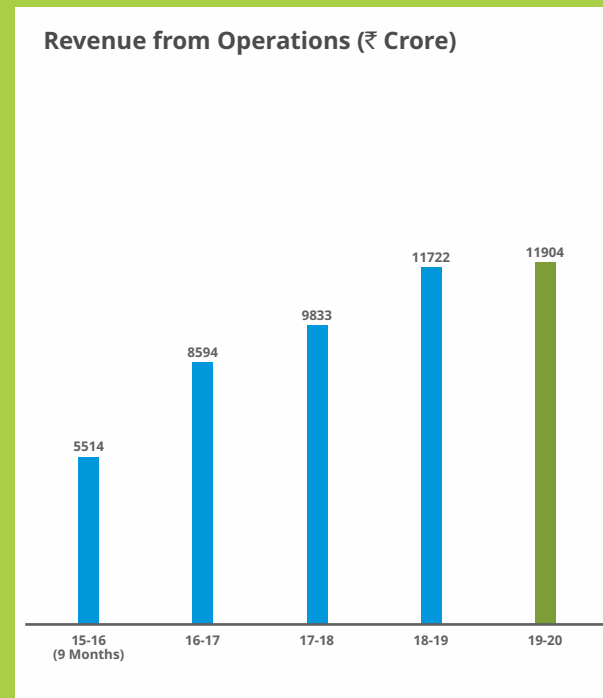
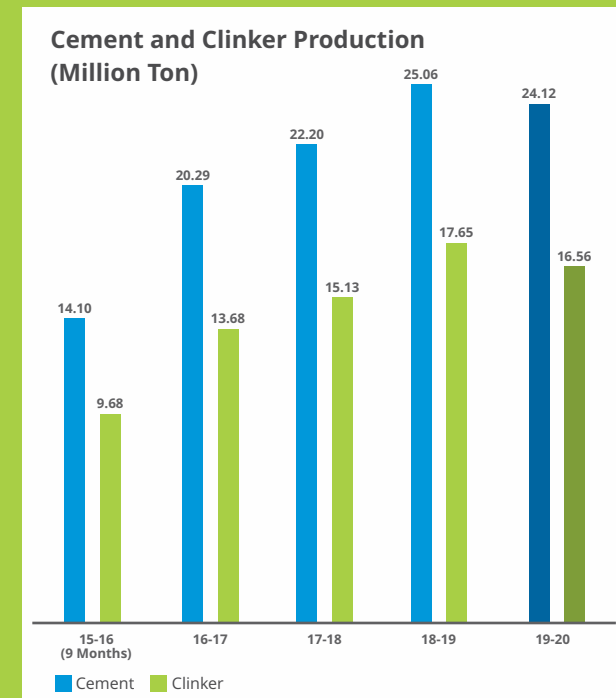
Smt. Uma Ghurka graduated with a B.Tech Degree in Electrical Engineering from IIT, Madras in 1975. She is a seasoned technocrat and a renowned entrepreneur. With a penchant for developing innovative products that find application across major industries to our daily lives, she founded Thermopads Group. With over 40 years of experience in building and leading business, Smt. Uma Ghurka brings with her a rich repertoire of technical and business acumen. She has also been an active member of various professional, entrepreneurship and social organisations. Among several eminent positions held by her she has also been a Non-Executive Director in State Bank of Hyderabad. She was also honoured with "Best Woman Entrepreneur of the Year -1984" by the President of India. She is presently Whole Time Director of Thermopads Pvt. Ltd., Managing Director of Thermo Cables Ltd. and Director in Thermo Polymers Pvt.Ltd., Thermosystems Pvt.Ltd. & Confederation of Women Entrepreneurs of India.

**Shri P.N. Chhangani** | *Whole Time Director*

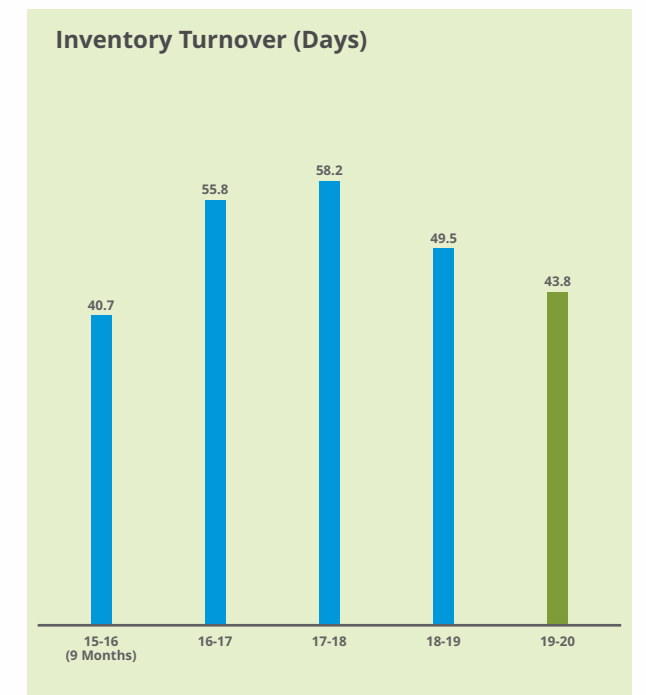
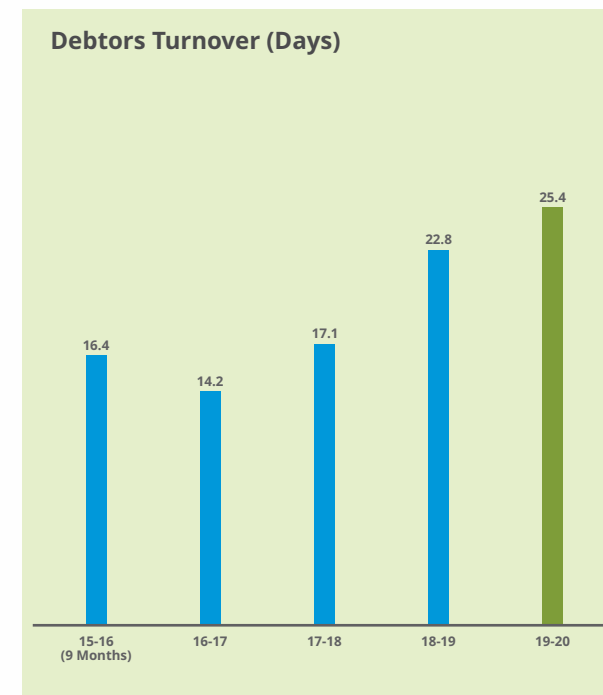
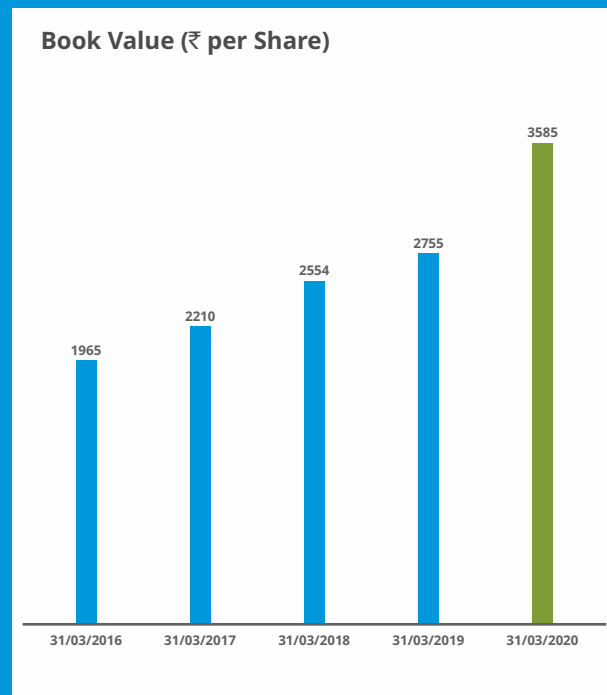
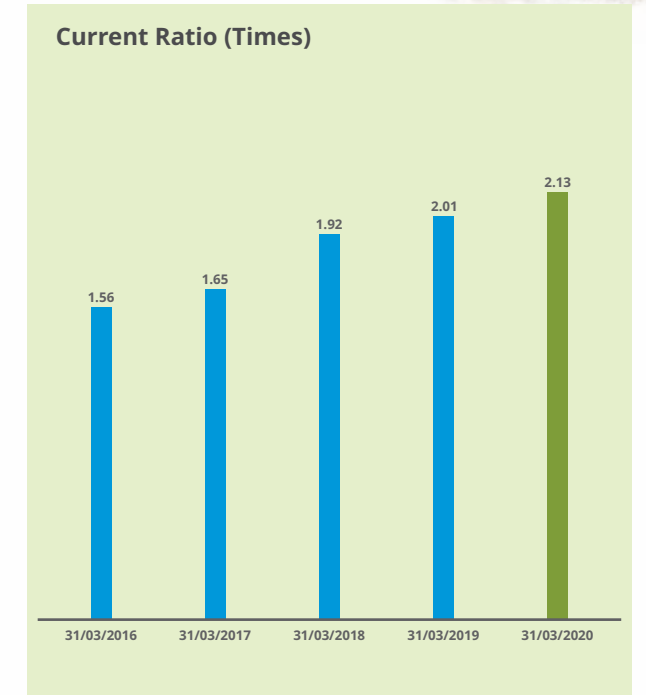
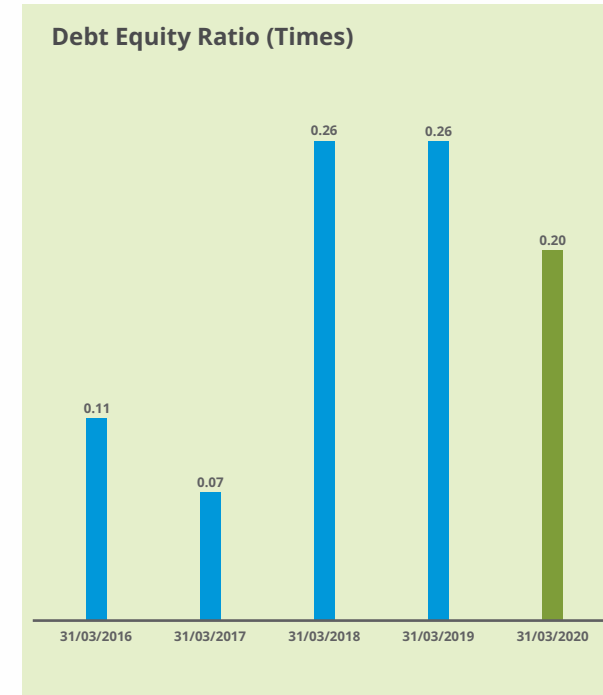
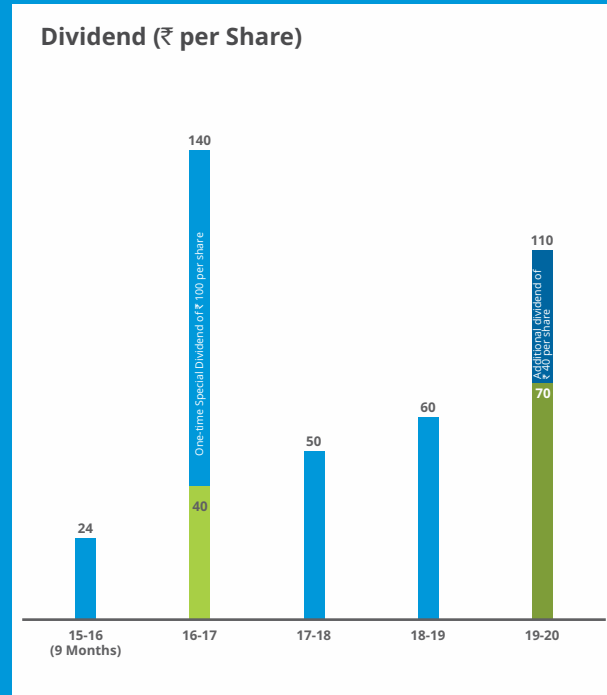
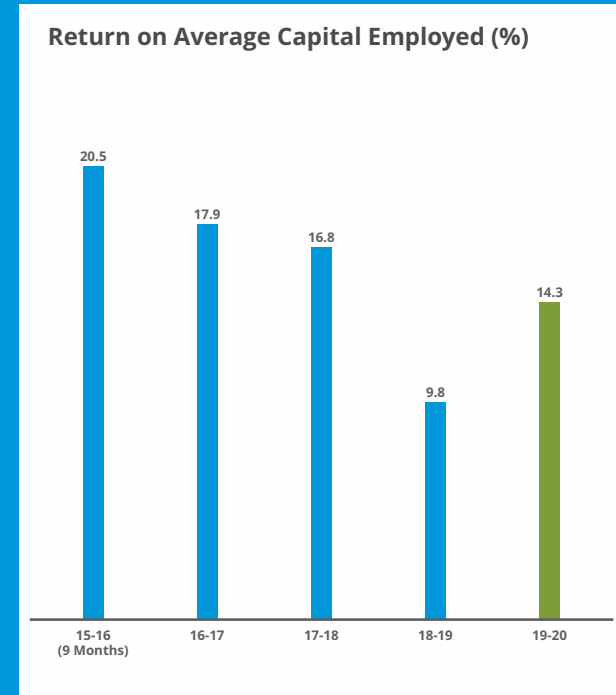
Shri P. N. Chhangani is a Chemical Graduate having over 35 years of rich experience in Cement and related Industries. Prior to his elevation as Whole Time Director, he has worked with the company as President (Works) and is supervising overall Cement Plant Operations of the Company.



PERFORMANCE HIGHLIGHTS



PERFORMANCE HIGHLIGHTS





## FIVE YEARS' HIGHLIGHTS

### OPERATIONAL PERFORMANCE

Particulars	2015-16 (9 Months)	2016-17	2017-18	2018-19	2019-20
Cement Production (Lac MT)	140.99	202.87	222.02	250.63	241.15
Cement and Clinker Sales (Lac MT)	142.43	205.86	225.34	258.61	249.24
Net Power Generation (Lac Kwh)	26,114	28,946	25,622	32,536	26,600
Power Consumption (Kwh/Ton of Cement)	72.13	69.99	68.67	69.05	70.54
Fuel Consumption (Kcal/ kg of Clinker)	719	718	728	719	721

### FINANCIAL PERFORMANCE

#### Profit & Loss Statement

(₹ in Crore except per share data)

Particulars	2015-16 (9 Months)	2016-17	2017-18	2018-19	2019-20
<b>Net Revenue from Operations</b>	<b>5,513.64</b>	<b>8,594.30</b>	<b>9,833.10</b>	<b>11,722.00</b>	<b>11,904.00</b>
Other Income	672.68	361.77	389.05	245.40	271.62
<b>Total Net Revenue</b>	<b>6,186.32</b>	<b>8,956.07</b>	<b>10,222.15</b>	<b>11,967.40</b>	<b>12,175.62</b>
<b>EBIDTA</b>	<b>2,079.59</b>	<b>2,874.94</b>	<b>2,861.83</b>	<b>2,898.22</b>	<b>3,946.15</b>
Depreciation and Amortisation	827.57	1,214.71	899.40	1,391.68	1,699.42
Finance Costs	75.77	129.42	135.27	246.98	286.52
Exceptional Items	-	-	-	178.13	-
<b>Profit before Tax</b>	<b>1,176.25</b>	<b>1,530.81</b>	<b>1,827.16</b>	<b>1,081.43</b>	<b>1,960.21</b>
Tax Expense	33.12	191.70	442.98	130.38	390.03
<b>Net Profit</b>	<b>1,143.13</b>	<b>1,339.11</b>	<b>1,384.18</b>	<b>951.05</b>	<b>1,570.18</b>
Cash EPS (in ₹)	556.02	694.45	654.47	698.54	888.58
Basic and Diluted EPS (in ₹)	328.13	384.39	397.33	273.00	445.08

#### Balance Sheet

(₹ in Crore)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2020
Net Block of Fixed Assets	3,050.17	2,599.12	3,589.18	4,475.67	3,978.67
Shareholders' Fund	6,845.53	7,698.14	8,896.83	9,597.39	12,936.42
Total Capital Employed	8,651.35	9,950.89	13,369.54	13,695.50	17,642.34

#### Key Ratios

Particulars	2015-16 (9 Months)	2016-17	2017-18	2018-19	2019-20
EBIDTA to Net Revenue from Operations (%)	37.72	33.45	29.10	24.72	33.15
Return on Net Worth (%)	22.85	16.75	16.47	9.61	11.77
Return on Average Capital Employed (%)	20.47	17.85	16.83	9.82	14.34

**Note:** Figures for the Financial Year 2015-16 have been annualised for calculating Return on Net Worth (%) and Return of Average Capital Employed (%).

## PERFORMANCE HIGHLIGHTS SINCE BEGINNING

Year		Clinker Production (Lac MT)	Cement Sales (Lac MT)	Net Revenue (₹ in Crore)	Shareholders' Fund (₹ in Crore)	Book Value (₹ per Share)	
1985	(8 months)	2.60	2.67	22.01	15.46	10.11	
1994-95		8.93	9.27	149.91	88.59	35.99	
1995-96		8.88	8.68	176.10	134.87	46.46	
1996-97	(15 months)	10.79	11.62	208.95	182.03	52.25	
1997-98		14.36	16.62	280.59	190.57	54.70	
1998-99		19.45	20.91	372.76	196.54	56.42	
1999-00		22.85	23.10	409.68	219.39	60.82	
2000-01		21.13	24.00	466.85	247.06	66.61	
2001-02	(9 months)	16.25	18.02	333.51	215.61	57.58	
2002-03		22.85	27.25	455.69	222.40	63.84	
2003-04		22.94	28.41	473.23	251.38	72.16	
2004-05		24.83	30.61	582.08	289.49	83.10	
2005-06		27.71	32.03	669.39	296.30	85.05	
2006-07		35.06	48.33	1,367.98	454.55	130.48	
2007-08		46.23	63.34	2,109.12	672.81	193.13	
2008-09		64.18	77.36	2,710.63	1,210.02	347.33	
2009-10		80.45	92.71	3,632.12	1,833.24	526.23	
2010-11		74.65	93.38	3,453.53	1,986.18	570.13	
2011-12	(15 months)	102.88	142.06	5,799.52	2,733.93	784.77	
2012-13		86.82	122.77	5,590.25	3,843.65	1,103.32	
2013-14		98.62	140.66	5,887.31	4,710.87	1,352.25	
2014-15		113.18	157.45	6,453.57	5,276.40	1,514.59	
2015-16	(9 months)	96.83	141.08	5,513.64	6,845.53	1,965.00	
2016-17		136.82	200.73	8,594.30	7,698.14	2,209.74	
2017-18		151.34	220.18	9,833.10	8,896.83	2,553.83	
2018-19		176.50	248.76	11,722.00	9,597.39	2,754.92	
<b>2019-20</b>		<b>165.57</b>	<b>239.46</b>	<b>11,904.00</b>	<b>12,936.42</b>	<b>3,585.41</b>	
<b>G R O W T H</b>	<b>Absolute No. of Times</b>	<b>Since Beginning</b>	<b>42.45</b>	<b>59.79</b>	<b>360.56</b>	<b>836.57</b>	<b>354.52</b>
		<b>25 Years</b>	<b>18.54</b>	<b>25.83</b>	<b>79.41</b>	<b>146.03</b>	<b>99.62</b>
		<b>20 Years</b>	<b>7.25</b>	<b>10.37</b>	<b>29.06</b>	<b>58.97</b>	<b>58.95</b>
		<b>10 Years</b>	<b>2.06</b>	<b>2.58</b>	<b>3.28</b>	<b>7.06</b>	<b>6.81</b>
		<b>5 Years</b>	<b>1.46</b>	<b>1.52</b>	<b>1.84</b>	<b>2.45</b>	<b>2.37</b>
	<b>CAGR</b>	<b>Since Beginning</b>	<b>11.66%</b>	<b>12.79%</b>	<b>18.91%</b>	<b>21.89%</b>	<b>18.85%</b>
		<b>25 Years</b>	<b>12.39%</b>	<b>13.89%</b>	<b>19.12%</b>	<b>22.06%</b>	<b>20.21%</b>
		<b>20 Years</b>	<b>10.41%</b>	<b>12.40%</b>	<b>18.35%</b>	<b>22.61%</b>	<b>22.61%</b>
		<b>10 Years</b>	<b>7.48%</b>	<b>9.95%</b>	<b>12.60%</b>	<b>21.58%</b>	<b>21.15%</b>
		<b>5 Years</b>	<b>7.91%</b>	<b>8.75%</b>	<b>13.03%</b>	<b>19.65%</b>	<b>18.81%</b>

**Note:** Figures for the year 1985 have been annualised for calculation of Absolute No. of Times and CAGR.



# BOARD'S REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

## Dear Members,

The Directors take pleasure in presenting the 41<sup>st</sup> Annual Report together with the Audited Financial

Statements for the year ended 31<sup>st</sup> March, 2020. The Management Discussion and Analysis has also been incorporated into this report.

## 1. FINANCIAL PERFORMANCE

A brief of financial performance for the year gone by and its comparison with previous year is given below:-

(₹ in Crore)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
<b>Revenue from Operations</b>	<b>11,904.00</b>	<b>11,722.00</b>	<b>12,868.39</b>	<b>12,554.65</b>
Other Income	271.62	245.40	274.40	249.76
<b>Total Income</b>	<b>12,175.62</b>	<b>11,967.40</b>	<b>13,142.79</b>	<b>12,804.41</b>
Total Expenditure	8,229.47	9,069.18	9,109.29	9,760.97
<b>Profit Before Interest, Depreciation &amp; Taxes (PBIDT)</b>	<b>3,946.15</b>	<b>2,898.22</b>	<b>4,033.50</b>	<b>3,043.44</b>
Finance Costs	286.52	246.98	291.43	247.86
Depreciation and amortization expenses	1,699.42	1,391.68	1,807.81	1,471.81
Exceptional Items	-	178.13	-	178.13
<b>Profit Before Tax</b>	<b>1,960.21</b>	<b>1,081.43</b>	<b>1,934.26</b>	<b>1,145.64</b>
Tax Expense	390.03	130.38	390.20	130.59
<b>Profit After Tax</b>	<b>1,570.18</b>	<b>951.05</b>	<b>1,544.06</b>	<b>1,015.05</b>
<b>Profit attributable to Owners of the Company</b>	<b>-</b>	<b>-</b>	<b>1,535.85</b>	<b>1,006.39</b>
<b>Profit attributable to Non-Controlling Interest</b>	<b>-</b>	<b>-</b>	<b>8.21</b>	<b>8.66</b>

### Key Highlights (Standalone Performance)

- Sales Volume (Cement and Clinker) during the year came down by 3.6% to 24.92 Million Ton mainly because of lockdown announced during last days of Mar 20.
- Revenue from Operations was up marginally 1.6% to ₹ 11,904.00 Crore mainly because of better cement price realization. This include power sales of ₹ 515.24 Crore, which was lower compared to ₹ 801.88 Crore achieved last year.
- During the year, the power and fuel costs went lower due to soft petcoke and coal prices. On Raw material cost, Company was able to contain the cost by optimizing its procurement of fly ash and other materials. Company also continued its efforts on cost optimization through

innovative and alternative methods across its operations.

- EBITDA went up 36.2% to ₹ 3,946 Crore. This was mainly because of better realisation on account of company's strong brand portfolio including contribution coming in from premium cement brands launched by the company and several Cost optimization measures undertaken during the year.
- Last year, Company launched Premium cement brands (Roofon and Bangur Power) in the market. Both the premium brands have been well received by the markets. Company now has a complete range of brands to address all segments of cement consumers.

## Key Financial Ratios

Key financial ratios of the Company in terms of showing the financial performance are as under:-

Particulars	2019-20	2018-19	% Change	Remarks
Operating Profit Margin (without other income) (%)	30.87%	22.63%	36.41%	Higher due to increase in realisation and cost optimisation
Net Profit Margin (%)	13.19%	8.11%	62.64%	
Return on Net Worth (%)	11.77%	9.61%	22.48%	
Interest Coverage Ratio	13.77	11.73	17.39%	No significant change
Debtors Turnover (Days)	25.40	22.81	11.35%	No significant change
Inventory Turnover (Days)	43.78	49.48	(11.52)%	No significant change
Current Ratio (Times)	2.13	2.01	5.97%	No significant change
Debt-Equity Ratio (Times)	0.20	0.26	(23.08)%	Lower due to capital raised during the year

## 2. DIVIDEND AND RESERVES

- During the year 2019-20, Company has paid Interim Dividend of ₹ 110/- per equity share of ₹ 10/- each for the Financial Year 2019-20 which includes ₹ 70/- per equity share as normal dividend and ₹ 40/- per equity share as additional dividend. Last year Company had paid total dividend of ₹ 60/- per share (₹ 25/- per Share as Interim Dividend and ₹ 35/- per Share as Final Dividend).
- Total dividend relating to the year 2019-20 amounts to ₹ 478.47 Crore (including dividend distribution tax of ₹ 81.58 Crore) as against ₹ 251.98 Crore (including dividend distribution tax of ₹ 42.96 Crore) for the year 2018-19.
- During the year, an amount of ₹ 300.00 Crore was transferred to General Reserves.

The Board of Directors of the Company in line with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 had approved Dividend Distribution Policy on 12<sup>th</sup> August, 2016. The Policy is uploaded on Company's website and can be accessed at the link <https://www.shreecement.com/pdf/dividend-policy.pdf>.

## 3. MANAGEMENT OUTLOOK OF MACRO ECONOMY AND INDUSTRY

### I. Indian Economy-Developments and Outlook

During 2019-20, the Indian economy has passed through a tough phase with declining growth

rates. India witnessed a dismal 5.1% GDP growth during first 3 quarters of FY 19-20 against 6.3% in the same period of FY19. There were positive signs of improvement observed in 4th quarter of 2019-20. But the same was short lived as lockdown of the country due to COVID-19 virus halted the growth momentum.

The Government undertook unique measure of rationalizing income tax rates to boost fresh investments by corporates in the country. This measure is yet to yield its results. RBI on its part also undertook much needed measures of rationalizing its policy rates and increased the liquidity in the banking system. However, this did not lead to meaningful contraction of interest rates for majority of borrowers.

On the external front, the INR which remained mostly stable during most part of the year on the back of strong FDI flows and declining crude oil prices, weakened towards close of the year due to impact of COVID-19 virus.

Overall the Indian economy is expected to witness a growth rate of around 5% for the year 2019-20 which shall be the lowest witnessed since the Global financial crisis in 2008-09. This is largely because of poor showing by manufacturing, construction and mining sectors.

The lockdown imposed in the country as a result of COVID-19 virus has had an unprecedented impact on the entire economy of the country. The month of





April 20 was virtually a complete standstill. There is uncertainty as to how long the impact of lockdown is expected to continue and when one can witness normalcy returning to the economy.

Overall, outlook for the economy in the near term is not encouraging. However, in past also, Indian economy showed strong recovery in the face of global financial crisis. With our robust and large consumer base, expected fiscal stimulus from the Government and timely interventions from RBI, India will soon be on rapid recovery path. We, therefore, believe that in the medium to long term the Indian economy will emerge stronger from this crisis.

## II. Cement Industry – Development and Outlook

While challenging macro-economic conditions coupled with lower infra spending by Governments impacted cement demand, individual housing building segment continued to show good traction.

The nation-wide lockdown due to COVID-19 pandemic however affected cement demand towards last days of the close of the financial year 2019-20. Based on cement production data for 11 months upto Feb 20 and expected production for Mar 20, cement production during 2019-20 is expected to remain at around same level as that of 2018-19.

The COVID-19 pandemic has dented the cement demand because of nation-wide lockdown and resultant dip in the overall economic activities. The uncertainty around the continuation of the impact of the pandemic makes it difficult to make any proposition about the outlook for the near future. While short term outlook is uncertain, the long-term outlook of the cement industry continues to be positive on account of the various economic reforms, increasing aspirations, sustained consumption momentum and persistent infra spending.

### 4. NEW / EXPANSION PROJECTS

During the year, Company completed Clinker Grinding Unit having capacity of 2.5 MTPA at Seraikela- Kharsawan District in Jharkhand. Further,

Company has following on-going projects:

- Clinker grinding unit of 3.0 MTPA at Athagarh Tehsil in Cuttack District of Odisha which has got delayed and is now expected to be completed in second quarter of FY 20-21.
- Clinker Grinding Unit of 3.0 MTPA at Patas in Pune District of Maharashtra which is scheduled to be completed by second quarter of FY 20-21.

### 5. QUALIFIED INSTITUTIONS PLACEMENT

During the FY19-20, the company raised ₹ 2,400 Crore by allotting 12,43,523 equity shares of ₹ 10/- each at a price of ₹ 19,300/- on 23<sup>rd</sup> November, 2019 through Qualified Institutions Placement. Consequently, the Paid-up Equity share Capital of the Company increased from ₹ 34.84 Crore to ₹ 36.08 Crore.

### 6. INTEGRATION OF CEMENT AND POWER SEGMENT

The Company is primarily engaged in the manufacture and sale of cement related products. From the current year, the power segment is considered as part of cement business for internal reporting purposes as majority of power is consumed for cement operations. Hence, as per Ind AS 108, 'Operating Segments', no disclosures related to segments are presented.

### 7. RISK MANAGEMENT

Company's risk management process is designed to identify and mitigate risks that have the potential to materially impact our business objectives and maintains a balance between managing risk and exploiting the opportunities. Identification and management of risk is systematically achieved using an Enterprise Risk Management (ERM) system under which the Board is responsible for overseeing the overall risk management framework of the Company. The Audit and Risk Management Committee of Board, keeps an eye on execution of the risk management plan of the Company and advises the management on strengthening mitigating measures wherever required. The actual identification, assessment and mitigation of risks are however done by key executives of the Company in a systematic manner through regular meetings and dialogue and

engagement / consultation with relevant stakeholders. The key risks identified by the Company and their mitigation measures are as under:-

**(a) Over-Capacity in the Industry-** Continued over capacity in the industry poses risk of underutilization of production capacities and prices falling to levels which are non-remunerative levels. For this purpose, Company has invested in building customer loyalty through consistent high quality products, faster delivery to consumers and continued customer engagement through its dedicated marketing teams. It also keeps adding capacity in markets where demand-supply conditions are considered to be relatively favourable.

**(b) Availability of Limestone and other resources-** Limestone is the key raw material for cement production and its availability for existing and future plant requirements is essential. With limited reserves at existing mines and acquisition of new limestone mines being uncertain due to regulatory and competition issues, conservation of limestone is quite important. Company has been making all efforts to optimize its usage, thereby, conserving the deposits and enhancing their life. To conserve the high grade limestone, Company blends marginal grade limestone with high quality limestone for clinker production without compromising the Quality of its cement. Company's emphasis on enhanced production of blended cement has also helped conserve limestone significantly.

Company's plants in Rajasthan are located in water deficient areas and as such conserving water becomes very important. Realizing this, Company installed Air Cooled Condensers (ACC) in all its power plants which though involve additional capital expenditure, have helped Company reduce water consumption significantly. Company has installed Waste Heat Recovery Systems in its cement plants thereby, eliminating the need for cooling of waste hot gases and thus, saving water. Water harvesting reservoirs have also been constructed within plant and mines area.

**(c) Fuel Cost-** Company sources fuel from open market and hence, is exposed to volatility of market prices of the fuel. Company has deployed multi-fuel usage strategy as well as state of the art technology, which allows it to use different fuels and use the most economical fuel among a basket of different fuels as per prevailing trends in the market. Company participates in auctions for securing coal linkage for meeting the fuel requirements of its Raipur, Chhattisgarh plant. Additionally, to reduce reliance on conventional fuel for its captive thermal power plants, Company has extensively invested in Waste Heat Recovery Power Plants thereby, cushioned itself from fuel price volatility to that extent. Additionally, to reduce reliance on conventional fuel, company is continually investing in setting up of renewable energy power plants.

**(d) Economic shocks due to external factors-** The COVID-19 virus has shattered the world economy. The industry in general will have to brace itself for the economic shocks of such nature. The Companies will have to prepare contingency plans such as work from home, enhanced safety measures, strategies for continuity of business and rapid restoration of operations. Company has taken the risks of such external shocks into its business strategy and have taken necessary steps in terms of devising plans for mitigating such risk.

**(e) Cyber Security-** Considering the increasing importance of digitisation to business, majority of business activities of the Company have been seeing digital transformations including logistics, marketing and manufacturing. Significant advantages of digitisation reflect in faster customer servicing, enhanced process efficiency, better controls and speedy decision making. Digitisation is however fraught with risk of cyber security. This could be misuse of hardware and software, cyber-attacks, unauthorised access etc. In addition to data loss, the same can impact business operations.

Company has taken necessary measures like systematic back-up procedures, firewall systems, better monitoring & control



mechanism to mitigate any risks arising due to digitisation.

**(f) Climate Change-** Global warming and consequent impact in the form of erratic and frequent climate change has emerged as a major risk across globe. This impacts our operations also as cement manufacturing releases CO<sub>2</sub> due to calcination process and combustion of fuels. Efforts to address climate change by reducing emissions of greenhouse gases (GHG) through national, state and regional laws and regulations as well as international agreements will bring about various regulatory requirements affecting our operations and creates uncertainties for our business. New legislative or regulatory controls may pose risks which could include costs to purchase allowances or credits to meet GHG emission caps, costs required to procure advanced equipment to reduce emissions to comply with GHG limits or required technological standards or higher production costs. In addition, physical risks arising from extreme weather or high temperatures may impact any manufacturing sector in terms of property damage and disruption to operations. We have integrated sustainability as core to our operations and are thus prepared to meet new regulatory and legislative requirements resulting from climate change risks.

## 8. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

In order to ensure orderly and efficient conduct of business, Company's management has put in place necessary internal control systems commensurate with its business requirements, scale of operations, geographical spread and applicable statutes. The Company has an in-house Internal Audit department manned by qualified professionals and an external firm acting as independent internal auditors that reviews internal controls and operating systems and procedures on a regular basis. Company's internal control systems include policies and procedures, IT systems, delegation of authority, segregation of duties, internal audit and review framework etc. Company has designed the necessary internal financial controls and systems

with regard to adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. Company keeps documented Standard Operating Procedures (SOPs) for all its major operations. The compliance to these controls and systems including SOPs are periodically reviewed by the Internal Audit function and exceptions are reported. All internal audit observations are discussed by the senior management team for prompt remedial actions and addressal. All material audit observations and follow up actions thereon are reported to the Audit and Risk Management Committee. The Committee holds regular discussions with the auditors to ensure adequacy and effectiveness of the internal control systems and monitors implementation of audit recommendations.

## 9. HUMAN RESOURCES / INDUSTRIAL RELATIONS

### (a) Employee Engagement and Talent Management-

It is the people that make an organisation. With human resources department being the custodian of all people related processes, it becomes the critical success factor in organisational success. The HR works with an objective of aligning the aspirational needs of the people with the organizational objectives of sustained growth, market leadership and cost competitiveness. Its sole aim is to build Shree as an exemplary organisation that inspires excellence every day.

**Developing Talent for Excellence:** People development has been a constant focus of HR. This year we took a step forward to make it more inclusive and targeted. As much as 95% of the Middle to Senior Management participated in a study designed on the SCL Competency Framework – the eight Critical Success Factors that propel us towards excellence. The study was carried out through an online assessment process and its outcome was a detailed report and Development Plan for each participant which is being used for the learning plan for this year.

**Inclusive Employee Experience:** To make learning more inclusive, we also launched STEPS (School for Training, Education and Personal

Success) – an online platform that uses Artificial Intelligence to curate personalised learning programme.

**Automating for better interface with employees:** We believe that continuous improvements in our HR processes can result in positive user experience, faster turn-around time and cost efficiency. This year, we launched a chat-bot to answer employee queries about policies, that answers frequently asked questions, thereby reducing dependence on HR representatives. We observed that people who retire or resign from the Company face various issues in settlement of their claims. To address this, we automated the exit claims settlement process which thereby reduced the response time by 30%. Aarohan – an internal job application process was launched to automate the process of internal applications to any job opening. This has helped us increase transparency and reduce the response time.

**Assessing for Success:** We believe that unless we measure our performance, we will not be able to identify our weaknesses. Its only then we can work upon bringing about improvements. This year we got the people processes audited by Confederation of Indian Industries (CII). As a result of which Shree Cement was awarded, "Strong Commitment to HR Excellence". The audit process was intensive, which included analysis of quantitative and qualitative data. It was followed by multiple rounds of virtual Q&A and was closed with a detailed on-site audit by Industry Experts. This is the first time that we undertook this process and Shree Cement is among the 20% companies that secured the "Strong Commitment to HR Excellence" in its first attempt. As part of the process, we also learnt the areas we need to further improvise upon.

**Certified Great Place To Work:** One step a day can take us further in the future and help us build a stronger foundation as compared to excellence in one day. That is the power of habit. Through all these years we have been taking baby steps to make the organisation more inclusive, more-friendly and more open. The efforts have paid off. Shree Cement was

recognised among India's Great Places to Work for the year 2020-21 with the scores comparable to India's Top 100 organisations. Excellence is a consistent work in progress and our focus is to keep moving forward and keep raising the bar higher, and the feedback of our stakeholders is the fuel that propels us.

**(b) Occupational Health and Safety-** Following a 'Safety First' approach, health and safety are a top priority area of the Company. To institutionalize the organisation-wide focus on Occupational Health and Safety, Company has built a robust safety management system based on the globally recognised and practised OHSAS 18001 standard.

'Safety Committees' have been formed at all manufacturing units with equal representation from both management and non-management categories. These committees play a pivotal role in achieving the objective of 'Safety First' by undertaking assessment of safety issues on an ongoing basis and implementing suitable initiatives and programs for the same. To transform the way workers look at safety and make them aware and adopt best practices related to safety, these Committees periodically organize trainings, mentoring and coaching with the help of internal and external safety experts. This has helped bring about a positive change to the workers' safety performance. Such interactions also help the plant level Safety Committees get feedback from workers and thereby identify hazards and minimize the recurrence of the same. Company has established a structured hazard identification and risk assessment process which helps us identify potential risks which could have resulted in production disruptions and liabilities.

To provide our employees and contractual workers access to quality healthcare services, Company has established 'Wellness Management Centers (WMC)' at all the locations. WMCs are equipped with qualified doctors and modern facilities which help carry out day to day health-care services and also conduct Annual health check-ups for employees & contract



workers. Health talks by experts and specialists are also organized to propagate awareness on chronic and lifestyle diseases.

All our safety initiatives and employee engagement programs have been designed to ensure their continuous review and monitoring. Through a regular internal audit protocol, we assess the overall safety performance and examine the existing procedures, systems and control measures for fire & safety hazards. Observations and recommendations were implemented by concerned departments within set timelines. As part of the process, monthly safety performance of all grinding units are reviewed and discussed with all safety professionals for implementation of common safety system and practices.

**(c) Industrial Relations-** Employee Relations remained cordial during the year. This has enabled Company to build healthy relationship and resolve issues through dialogue and discussions.

Total number of employees as on 31<sup>st</sup> March, 2020 were 6,185.

## 10. SUSTAINABILITY

It has been a constant endeavour of the Company to formulate, adopt and improve its business model embracing both sustainability and growth agenda. This model helps us build efficiencies to achieve sustainable business performance and give us necessary edge to stay ahead of the competitors. As part of our sustainability agenda, we focus on conservation of environment, natural resources and energy efficiency. Our operational strategy is built on a long term commitment to experiment and implement new ideas for improving efficiencies and minimizing the use of input resources. Our continued endeavours towards improving productivity and efficiency of all processes, equipment and systems as well optimization measures have made the Company as one of the most efficient player in terms of energy consumption and resource utilization. With sustained efforts towards greening our operations, we have been able to keep our direct CO<sub>2</sub> emission intensity at one of the lowest levels in the cement

industry. Some of the sustainability initiatives which were taken during the year were as follows:-

**(a) Generation of Power from Renewable Resources-** Focus on renewable energy continues to remain a thrust area in our sustainability agenda. This has helped Company in conserving precious natural resources, mitigating GHG emissions and controlling fugitive emission. Over the years, the Company has been steadily ramping up its RE power generation capacity spanning across Waste Heat Recovery, Solar and Wind power plants. The Company continues to have largest WHRP capacity in World Cement Industry excluding China. This apart, in terms of operational efficiency of WHRP, Company is regarded as one of the best in the industry. Its total RE capacity including Wind and Solar power plants at the end of FY 2019-20 stood at 234 MW.

**(b) Energy Conservation-** Energy conservation has been another focus area of the Company. As part of "Perform, Achieve & Trade" (PAT) scheme of the Govt. of India, Company has, in PAT Cycle II applicable for 2016-19, has yet again realized more than its allotted target reduction of its energy consumption. As a result, the Company has claimed 1,05,594 (Nos) ESCerts which are under assessment by Ministry of Power (MoP) and Bureau of Energy Efficiency (BEE). It is worth noting that in the first cycle, 2012-2015 also the Company had over-achieved its targets and was awarded the 'Best Performer' award for energy saving under PAT Cycle I by BEE.

**(c) Alternative Fuels and Raw Materials-** In line with our goal to increase usage of alternative raw materials and fuels, during the year, we continued experiments with wastes of various industries such as Pharma, Chemical, Sponge Iron as alternate fuel and commenced their commercial usage. To supplement this, we have undertaken necessary modification in the design and system of plant and machinery. In area of alternative raw materials, we continue to step-up reuse of low grade limestone and quarry rejects in a cost effective manner. This has helped us significantly reduce our environmental impacts and economic costs

without compromising on our product's quality and output.

**(d) Water Conservation-** Water is increasingly becoming a scarce and precious natural resource. We therefore give utmost priority in our sustainability initiatives. We have been working on our two pronged approach of conserving usage of water as well as increasing availability of water through water harvesting and recharging. In our water conservation efforts, our macro level initiatives such as installing Air Cooled Condensers in all our thermal power plants has been a great success. There are several micro level initiatives that are implemented regularly in all our operations that help us reduce usage of water. For increasing the availability of water around our operating sites and reduce dependence on ground water, while we regularly work on constructing rain water harvesting structures, we also undertake detailed assessment of water flows around our plants to identify potential areas which are most suited for water harvesting and recharge. This apart, Sewage Treatment Plants (STP) are installed for treatment of domestic waste water at different plant sites of the Company. The Company has been continuously exploring opportunities to increase use of recycled water and reduce water consumption in its operations.

**(e) CDP disclosure-** The Company has been participating consistently in the Carbon Disclosure Project to assess its performance on carbon emission. It has been ranked 'B' in CDP Climate Change Disclosure 2019 which is higher than the Asia regional and Global average Rank C. We have been continuously working upon to further improve our performance by implementing various measures and recommendations.

**(f) Sustainability Reporting-** During the year, Company released its 15<sup>th</sup> annual corporate sustainability report for the reporting period 2018-19 titled "Expanding the Sustainability Horizon", which manifest Company's commitment to embed sustainability not just in our operations but going beyond and sowing the seeds of sustainability across our value chain.

The said report was prepared in accordance with the GRI Standards – Comprehensive Option and assured by an independent certifying agency. The Company has also consistently issued its Business Responsibility Report as part of Annual Report since year 2012-13 disclosing our performance of various Business Responsibility principles.

During the year Company was awarded and recognised for its various initiatives towards sustainable development, a few which are as under:-

- **Corporate Governance & Sustainability Vision Award, 2020-** The Award was instituted by the Indian Chamber of Commerce and given in recognition of its overall governance, environmental, economic & social performance.
- **Greentech Environment Award-2019-** The award was given in recognition of excellence in overall environmental performance through effective emission control, alternative waste utilization, green belt development and climate change mitigation by the Greentech Foundation.
- **Global Sustainability Award-2019-** Company has been conferred on the Global Sustainability Award 2019 by the Energy and Environment Foundation. The award was given in recognition of Company's excellence in overall governance, environmental, economic & social performance.
- **Supply Chain and Logistic Excellence (SCALE) Award 2019 -** Company has been awarded with "Supply Chain & Logistics Excellence Award-2019" for excellence in supply chain strategies to increase efficiency through innovation and cost optimization. The award was instituted by Confederation of Indian Industry (CII).

## 11. CORPORATE GOVERNANCE

Your Directors reaffirm their continued commitment to good corporate governance practices. During the year under review, Company was in compliance with the provisions relating to corporate governance as provided under the Listing



Regulations. The compliance report is provided in the Corporate Governance section of this Annual Report. The Auditor's Certificate on Corporate Governance is enclosed at **Annexure-1**.

## 12. BUSINESS RESPONSIBILITY REPORTING

Company is also releasing Business Responsibility Report (BRR) as part of this Annual Report covering its compliances towards the Business Responsibility Principles enunciated by the Securities and Exchange Board of India as required under Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 13. CORPORATE SOCIAL RESPONSIBILITY

As part of its triple bottom-line approach to its business, Company has always considered the community as its key stakeholder. It believes that the community around its operations should also grow and prosper in the same manner as does its own business. Accordingly, Corporate Social Responsibility is an integral part of the Company's business. In order to oversee all its CSR initiatives and activities, the Company has constituted a Board level Committee - "Corporate Social and Business Responsibility Committee" (CSBR Committee). The major thrust areas of the Company include healthcare, education, women empowerment, infrastructure support, integrated rural development and conservation of natural resources. The Annual Report on CSR activities of FY 2019-20 with requisite details in the specified format as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is enclosed at **Annexure-2** and forms part of this report. The CSR Policy of the Company may be accessed on website of the Company at link [https://www.shreecement.com/pdf/shree\\_csr\\_policy\\_final.pdf](https://www.shreecement.com/pdf/shree_csr_policy_final.pdf).

## 14. SUBSIDIARY COMPANIES

The Company has following subsidiaries:

SN	Name of Subsidiaries	Nature of Interest
1.	Shree Global FZE, Jebel Ali Free Zone, Emirate of Dubai, U.A.E.	Wholly Owned Subsidiary
2.	Raipur Handling and Infrastructure Private Limited, Baloda Bazar, Chhattisgarh	

SN	Name of Subsidiaries	Nature of Interest
3.	Shree Enterprises Management Ltd, Dubai International Financial Centre, Emirate of Dubai, U.A.E.	Step-down Subsidiaries
4.	Shree International Holding Ltd, Dubai International Financial Centre, Emirate of Dubai, U.A.E.	
5.	Union Cement Company, PrJSC, Emirate of Ras- Al-Khaimah, U.A.E.	
6.	Union Cement Norcem Co. Ltd. LLC, Emirate of Ras-Al-Khaimah, U.A.E.	

As required under Section 129(3) of the Companies Act, 2013, Statement showing the salient features of the financial statements of the Subsidiary Companies in Form AOC-1, forms part of the Consolidated Financial Statements of Company. The shareholders, who wish to receive a copy of Annual Accounts of the Subsidiary Companies, may request the Company Secretary for the same. The policy for determining material subsidiaries as approved by the Board can be accessed on the website of the Company at link <https://www.shreecement.com/pdf/Shree-material-subsidiary-policy.pdf>.

## 15. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company are prepared as required in terms of provisions of Companies Act, 2013 and Listing Regulations by following the applicable Accounting Standards notified by the Ministry of Corporate Affairs and forms part of the Annual Report.

## 16. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state that:

- In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2020 the applicable accounting standards have been followed and there are no material departures from the same;
- They have selected such accounting policies, judgments and estimates that are reasonable and prudent and have applied them

consistently so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2020 and of the statement of Profit and Loss as well as Cash Flow of the company for the year ended on that date;

- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on a going concern basis;
- Necessary internal financial controls have been laid down by the Company and the same are commensurate with its size of operations and that they are adequate and were operating effectively; and
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 17. PERFORMANCE EVALUATION OF BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS

In terms of requirements of Listing Regulations and provisions of Companies Act, 2013, Nomination cum Remuneration Committee of the Board of Directors of the Company specified the manner for effective evaluation of performance of Board, its Committees and Individual Directors. Based on the same, the Board carried out annual evaluation of its own performance, performance of its Committees, Individual Directors including Independent Directors during the year. Company had adopted the evaluation parameters as suggested by ICSI and SEBI with suitable changes from Company's perspective. The performance of the Board was evaluated by the Board on the basis of criteria such as Board composition and structure, effectiveness of Board processes, information flow to Board, functioning of the Board etc. The performance of Committees was evaluated by the Board on the basis of criteria such as composition of Committees, effectiveness of Committee working, independence etc. The Board evaluated the

performance of individual Director on the basis of criteria such as attendance and contribution of Director at Board/Committee Meetings, adherence to ethical standards and code of conduct of the Company, interpersonal relations with other Directors, meaningful and constructive contribution and inputs in the Board/Committee meetings etc.

For the above evaluation, the Board members completed questionnaires providing feedback on different parameters as already stated above including on performance of Board / Committees / Directors, engagement levels, independence of judgment and other criteria. This is followed with review and discussions at the level of Board.

The results of evaluation showed high level of commitment and engagement of Board, its various committees and senior leadership.

In a separate meeting of the Independent Directors, performance evaluation of Non-Independent Directors, the Board as a whole and performance evaluation of Chairman was carried out, taking into account the views of Executive and Non-Executive Directors. The quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties were also evaluated in the said meeting.

The Independent Directors well appreciated the functioning of the Board of Directors, Working Directors as well as Committee of the Board. They were also highly satisfied with leadership role played by the Chairman.

Company appointed an External Facilitator for the purpose of carrying out the performance evaluation in a fair and transparent manner.

## 18. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and Article 112 of the Articles of Association of the Company, Shri Prashant Bangur (DIN: 00403621), Director of the Company will retire by rotation in the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Item seeking approval of members for the same is included in the Notice convening the



41<sup>st</sup> Annual General Meeting (AGM). The Board recommends the re-appointment of Shri Prashant Bangur.

The Board of Directors of the Company vide Circular Resolution passed on 11<sup>th</sup> November, 2019 (on the recommendation of Nomination cum Remuneration Committee), appointed Ms. Uma Ghurka (DIN: 00351117) as Additional Director of the Company w.e.f. 11<sup>th</sup> November, 2019. She holds office as Additional Director up to the date of the ensuing Annual General Meeting. The Board further appointed her as Independent Director of the Company for five years w.e.f. 11<sup>th</sup> November, 2019 subject to approval of the members.

Shri Sanjiv Krishnaji Shelgikar (DIN: 00094311) was appointment as Independent Director of the Company, to hold office for a term of 5 (five) years w.e.f. 5<sup>th</sup> August, 2015. His term will be completed on 4<sup>th</sup> August, 2020. Based on the recommendations of the Nomination cum Remuneration Committee, the Board of directors of the Company in its meeting held on 8<sup>th</sup> May, 2020 proposed to re-appoint Shri Sanjiv Krishnaji Shelgikar, as Independent Director of the Company for second consecutive term of 5 years effective 5<sup>th</sup> August, 2020.

Further, in the opinion of the Board, Ms. Uma Ghurka and Shri Sanjiv Krishnaji Shelgikar are persons of high integrity, expertise and experience and thus qualify to be appointed as Independent Directors of the Company. Further, as required under section 150(1) of the Companies Act, 2013 they have registered themselves as Independent Directors in the independent director data bank. They shall pass the proficiency self-assessment test in due course in terms of Companies (Appointment and Qualifications of Directors), Rules 2014 (as amended).

The resolutions seeking approval of members for appointment of Ms. Uma Ghurka and re-appointment of Shri Sanjiv Krishnaji Shelgikar as Independent Directors of the Company form part of Notice convening the 41<sup>st</sup> Annual General Meeting. The Board recommends their appointment.

Dr. Leena Srivastava (DIN: 00005737) ceased as Independent Director of the Company w.e.f. close of Business Hours on 31<sup>st</sup> August, 2019 consequent upon completion of her term.

During the year under review, Shri Ratanlal Gaggar (DIN: 00066068), Shri Om Prakash Setia (DIN: 00244443), Dr. Yoginder Kumar Alagh (DIN: 00244686), Shri Nitin Dayalji Desai (DIN: 02895410), and Shri Shrikant Somany (DIN: 00021423) were re-appointed as Independent Directors for second term of 5 years w.e.f. 1<sup>st</sup> September 2019.

In accordance with Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each Independent Director has given a declaration to the Company confirming that he/she meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Profile and other information of the aforesaid Directors, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 forms part of the Notice convening the 41<sup>st</sup> Annual General Meeting.

#### 19. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In order to acquaint the new directors with the Company, a detailed presentation is given to them at the time of their appointment which covers their role, duties and responsibilities, Company's strategy, business model, operations, markets, organisation structure, products, etc. A detailed presentation along similar lines is sent to existing Independent Directors every year to keep them apprised of the above details.

As part of Board discussions, presentation on performance of the Company is made to the Board during its meeting(s). Plant visits are also arranged for Independent Directors from time-to-time for better understanding of the Company's operations. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at link <https://www.shreecement.com/pdf/familiarization-programme-for-independent-directors.pdf>.

[www.shreecement.com/pdf/familiarization-programme-for-independent-directors.pdf](https://www.shreecement.com/pdf/familiarization-programme-for-independent-directors.pdf).

#### 20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO

The particulars relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo, as required to be disclosed under the Companies Act, 2013 is set out at **Annexure-3** which forms part of this report.

#### 21. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided at **Annexure-4**.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of employees and other particulars of the top ten employees and employees drawing remuneration in excess of the limits as provided in the said rules are set out in the Board's Report as an addendum thereto. However, in terms of provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company excluding the aforesaid information. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

#### 22. AUDITORS

##### I. Statutory Auditors

M/s. Gupta & Dua, Chartered Accountants (Firm Registration No. 003849N) were appointed as Statutory Auditor of the Company, in the Annual General Meeting held on 31<sup>st</sup> July, 2017, for a consecutive term of five years from the conclusion of 38<sup>th</sup> Annual General Meeting till

the Conclusion of 43<sup>rd</sup> Annual General Meeting. They have given their report on the Annual Financial Statements for Financial Year 2019-20. The Audit Report does not contain any qualification, reservation or adverse remark.

##### II. Secretarial Auditors

The Board had appointed M/s. P. Pincha & Associates, Company Secretaries as Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2019-20. They have submitted their report in prescribed format and the same is enclosed at **Annexure-5**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

##### III. Cost Auditors

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of the Company appointed M/s. K. G. Goyal & Associates, Cost Accountants, Jaipur (Firm Registration No. 00024) to conduct the cost audit for the financial year ending 31<sup>st</sup> March, 2021 at a remuneration as stated in the Notice convening the 41<sup>st</sup> Annual General Meeting of the members. As required under the Companies Act, 2013, the remuneration payable to cost auditors has to be placed before the Members at a general meeting for ratification. Hence, a resolution seeking ratification of remuneration by the Members, payable to the Cost Auditors forms part of the Notice of the ensuing 41<sup>st</sup> Annual General Meeting.

#### 23. OTHER DISCLOSURES

##### (a) Composition of Audit and Risk Management Committee:

The Committee comprises of Shri O. P. Setia as Chairman, Shri R. L. Gaggar, Dr. Y. K. Alagh, Shri Nitin Desai, Shri Shreekant Somany and Shri Sanjiv Krishnaji Shelgikar as other Members. More details are given in the Corporate Governance Report. All the recommendations made by the Audit and Risk Management Committee were accepted by the Board.





**(b) Details of Meetings of Board and its Committees:**

The Board of Directors of your Company met 4 times during the year to deliberate on various matters. The meetings were held on 18<sup>th</sup> May, 2019, 9<sup>th</sup> August, 2019, 19<sup>th</sup> October, 2019 and 14<sup>th</sup> February, 2020. Further, details are provided in the Corporate Governance Report forming part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.

**(c) Extract of the Annual Return:** Extract of Annual Return of the Company is enclosed at **Annexure-6** which forms part of this report and same is also placed at website of the Company at [www.shreecement.com](http://www.shreecement.com).

**(d) Particulars of Loan, Guarantees or Investments:** During the year 2019-20, there were no loans or guarantees given by the Company which attract the provisions of Section 186 of the Companies Act, 2013. The details of investments made by the Company in terms of Section 186 of the Companies Act, 2013 are given in the Notes forming part of Standalone Financial Statements.

**(e) Particulars of Contracts or Arrangements with Related Parties:** All Related Party Transactions during the financial year 2019-20 were on arm's length basis and in ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. All such transactions are placed before the Audit and Risk Management Committee for review/ approval. The necessary omnibus approvals have been obtained from Audit and Risk Management Committee wherever required. There were no material Related Party Contract/Arrangement/Transactions made by the Company during the year that would have required Shareholders' approval under provisions of Section 188 of the Companies Act, 2013 or of the Listing Regulations. The Company has adopted a Related Party Transactions Policy duly approved by the Board, which is uploaded

on the Company's website & may be accessed at link [https://www.shreecement.com/pdf/rpt\\_policy\\_as\\_amended.pdf](https://www.shreecement.com/pdf/rpt_policy_as_amended.pdf).

Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the transactions with person / entity belonging to the promoter/promoter group holding 10% or more shareholding in the Company are as under:

Name of the Entity	% Holding in the Company	Amount (₹ Cr.)	Nature of Transaction
Shree Capital Services Ltd.	24.90%	0.24	Payment of office rent

**(f) Deposits from Public:** The Company has not accepted any deposits from public covered under Chapter V of the Companies Act, 2013 during the year and as such, no amount on account of principal or interest on deposits from public was outstanding.

**(g) Vigil Mechanism/ Whistle Blower Policy:** The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behaviour. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit and Risk Management Committee. The whistle blower policy may be accessed on the website of the Company at link [https://www.shreecement.com/pdf/whistleblower\\_policy.pdf](https://www.shreecement.com/pdf/whistleblower_policy.pdf).

**(h) Remuneration Policy:** Company firmly believes in nurturing a people friendly environment which is geared to drive the organization towards high and sustainable growth. Each and every personnel working with Company strives to achieve the Company's vision of being the best in the industry. Its remuneration policy is therefore designed to achieve this vision. The policy has been approved by the Board on the recommendation of Nomination cum Remuneration Committee. The policy is applicable to Directors, Key Managerial

Personnel and other employees. The policy provides that while nominating appointment of a Director, the Nomination cum Remuneration Committee shall consider the level and composition of remuneration which is reasonable and sufficient to attract, retain and motivate the Directors for delivering high performance. The Remuneration Policy can be accessed on the website of the Company at link [https://www.shreecement.com/pdf/remuneration\\_policy\\_new.pdf](https://www.shreecement.com/pdf/remuneration_policy_new.pdf).

**(i) Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace:**

The Company has complied with the provisions of the constitution of the Internal Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. Company has formed an 'Internal Complaints Committee' for prevention redressal of sexual harassment at workplace. The Committee has four members and is chaired by a senior woman member of the organization. The Company has not received any complaint of sexual harassment during the financial year 2019-20.

**(j) Material Changes after the Close of Financial Year:**

There have been no material changes and commitments which have occurred after the close of the year till the date of this Report, affecting the financial position of the Company.

**(k) Significant and Material Orders passed by the Regulators or Courts:**

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

**(l) Maintenance of Cost Records:**

Company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, accordingly such accounts and records are made and maintained by the Company.

**(m) Compliance with Secretarial Standards:**

Company has complied with the Secretarial Standards issued by Institute of Companies Secretaries of India (ICSI) on Board Meetings (SS- 1) and General Meetings (SS-2).

**24. ACKNOWLEDGEMENT**

The Directors take this opportunity to express their deep sense of gratitude to its lenders, Central and State Governments and the local authorities for their continued co-operation and support. They also would like to place on record their sincere appreciation for the commitment, hard work and high engagement level of every member of the Shree family without which the exemplary performance of the Company year after year, would not have been possible. The Directors would also like to thank various stakeholders of the Company including customers, dealers, supplies, transporters, advisors, local community, etc. for their continued committed engagement with the Company. Lastly, the Directors would also like to thank you, the Members of the Company for the confidence and trust reposed in them.

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196

Place: Kolkata  
Date : 8<sup>th</sup> May, 2020



## ANNEXURE-1 TO THE BOARD'S REPORT

### INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
THE MEMBERS OF  
**SHREE CEMENT LIMITED**

1. We, Gupta & Dua, Chartered Accountants, the Statutory Auditors of Shree Cement Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing (Obligation and Disclosure requirements) Regulations, 2015 (the Listing Regulations).

#### Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This Responsibility includes the Design, implementation and maintenance of internal controls and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

#### Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial Statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

#### Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2020.

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

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No.: 003849N

**Mukesh Dua**  
Partner  
Membership No.: 085323

Place: New Delhi  
Date: 8<sup>th</sup> May, 2020  
UDIN : 20085323AAAABV3817

## ANNEXURE-2 TO THE BOARD'S REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

<p><b>1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs</b></p>	<p>The Company follows a balanced growth model where economic growth walks hand in hand with care for the society. By following triple bottom line approach, the Company has pledged to have a positive impact on society through its business, realizing its corporate social responsibility and management philosophy at the same time. The projects / activities undertaken by the Company fall within the broad framework of Schedule VII to the Companies Act, 2013 which interalia include education, healthcare, sustainable livelihood, women empowerment, infrastructure development, environment protection and promotion of art &amp; culture, epitomising a holistic approach to inclusive growth.</p> <p>Company's CSR Policy was approved by the Corporate Social and Business Responsibility Committee (CSBR Committee) of the Board in its meeting held on 28<sup>th</sup> April, 2014. The web link to the CSR Policy of the Company is <a href="https://www.shreecement.com/pdf/shree_csr_policy_final.pdf">https://www.shreecement.com/pdf/shree_csr_policy_final.pdf</a></p>
<p><b>2. The Composition of the CSR Committee</b></p>	<p>Company's CSBR Committee comprises of six members i.e. four independent Directors and two Working Directors and is chaired by an Independent Director. The composition of the Committee as on 31<sup>st</sup> March, 2020 is set out below:</p> <ol style="list-style-type: none"> <li>1. Shri O. P. Setia (Chairman) - Independent &amp; Non-Executive Director</li> <li>2. Shri Prashant Bangur - Joint Managing Director</li> <li>3. Shri Nitin Desai - Independent &amp; Non-Executive Director</li> <li>4. Shri Sanjiv Krishnaji Shelgikar - Independent &amp; Non-Executive Director</li> <li>5. Ms. Uma Ghurka - Independent &amp; Non-Executive Director</li> <li>6. Shri P. N. Chhangani - Whole Time Director</li> </ol>
<p><b>3. Average net profit of the company for last three financial years</b></p>	<p>The average net profit of the Company for the last three financial years calculated in terms of Section 198 of the Companies Act, 2013 is ₹2,015.69 Crore.</p>
<p><b>4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)</b></p>	<p>The prescribed CSR expenditure requirement for year 2019-20 was ₹40.31 Crore.</p>
<p><b>5. Details of CSR spent during the financial year</b></p>	<p><b>a) Total amount to be spent for the financial year;</b> Total amount spent on CSR activities during year 2019-20 was ₹40.47 Crore.</p> <p><b>b) Amount unspent, if any;</b> NIL</p> <p><b>c) Manner in which the amount spent during the financial year is detailed below</b> The manner in which the amount was spent is annexed.</p>
<p><b>6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report</b></p>	<p>Not Applicable</p>
<p><b>7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company</b></p>	<p>The CSBR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.</p>

Date: 8<sup>th</sup> May, 2020

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place: Kolkata

**O. P. Setia**  
Chairman – Corporate Social and Business Responsibility Committee  
DIN: 00244443  
Place: New Delhi



Annexure to CSR Report (Point 5 (c) of the CSR Report)							
Amount in ₹ Crore							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through Implementing agency
1.	Organizing health camps, running health management centres, mother & child healthcare programs, sanitation facilities and raising awareness, support to victims of natural disasters and accidents, support for Autistic children and expenses on COVID-19 mitigation and relief measures	<b>Schedule VII, Item No. (i)</b> Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner, Suratgarh (Rajasthan), Roorkee (Uttarakhand), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Aurangabad (Bihar), Seraikela-Kharsawan (Jharkhand), project sites at Athagarh (Odisha) and Patas (Maharashtra) and city of Kolkata (West Bengal)	5.40	6.29	6.29	•Direct •Through Shree Foundation Trust and Amrit Somani Memorial Trust
2.	Water supply through tankers, construction/repair/renovation of water tanks, hand-pumps, water harvesting and conservation activities	<b>Schedule VII, Item No. (i)</b> Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner, Suratgarh (Rajasthan), Baloda Bazar (Chhattisgarh), Bulandshahr (Uttar Pradesh) and Seraikela-Kharsawan (Jharkhand)	0.25	0.24	0.24	Through Shree Foundation Trust

Annexure to CSR Report (Point 5 (c) of the CSR Report)							
Amount in ₹ Crore							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through Implementing agency
3.	Support for improved agriculture yield, distribution of high quality seeds and agriculture equipment, training and exposure visit of farmers for increasing knowledge	<b>Schedule VII, Item No. (ii)</b> Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Villages adjoining plants at Beawar and Ras (Rajasthan)	0.25	0.21	0.21	Through Shree Foundation Trust
4.	Financial assistance, civil works, furniture & fixtures, education material, sanitation facilities, uniforms, etc. in govt. schools, celebration of national days, imparting computer education and training, adoption of Anganwadi centres, scholarship and financial assistance to needy students, company run schools,	<b>Schedule VII, Item No. (ii)</b> Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner, Suratgarh (Rajasthan), Roorkee (Uttarakhand), Aurangabad (Bihar), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Bulandshahr (Uttar Pradesh), Kodla (Karnataka), Seraikela-Kharsawan (Jharkhand) and project sites at Athagarh (Odisha) and Patas (Maharashtra)	3.20	3.07	3.07	•Direct •Through Shree Foundation Trust





Annexure to CSR Report (Point 5 (c) of the CSR Report)							
Amount in ₹ Crore							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through Implementing agency
	Shree Ki Pathshala project and awareness for exercising voting right						
5.	Skill enhancement trainings for masons, programs on consumer education and awareness, internship programs for students of IITs and IIMs, on-site training to ITI passouts	<b>Schedule VII, Item No. (ii)</b> Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	At plants at Beawar, Ras (Rajasthan), Aurangabad (Bihar), Baloda Bazar (Chhattisgarh), Panipat (Haryana), various cities and rural areas in the states having above plants and states of Jharkhand, Karnataka, West Bangal, Maharashtra, Odisha, Uttar Pradesh, Uttarakhand, Andhra Pradesh, Gujarat, Himachal Pradesh, Madhya Pradesh, Punjab, Telangana and UT of Delhi, Chandigarh, Jammu & Kashmir	5.65	5.71	5.71	Direct
6.	Support for marriage of BPL girls of marginalized communities, financial assistance on birth of girl child, training and skill development of rural women, formation of SHG for undertaking entrepreneurial activities	<b>Schedule VII, Item No. (iii)</b> Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner (Rajasthan), Roorkee (Uttarakhand), Bulandshahr (Uttar Pradesh), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Kodla (Karnataka) and Seraikela-Kharsawan (Jharkhand)	0.50	0.47	0.47	Through Shree Foundation Trust

Annexure to CSR Report (Point 5 (c) of the CSR Report)							
Amount in ₹ Crore							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through Implementing agency
7.	Basic facilities, security and medical services to old-aged people, distribution of essential items, food, etc. to needy people on various occasions and ad-hoc basis	<b>Schedule VII, Item No. (iii)</b> Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner, Suratgarh (Rajasthan), Roorkee (Uttarakhand), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Aurangabad (Bihar), Bulandshahr (Uttar Pradesh), Kodla (Karnataka), Seraikela-Kharsawan (Jharkhand), city of Kolkata (West Bengal), project sites at Athagarh (Odisha), Patas (Maharashtra) and various cities and rural areas in the states having above plants and states of Andhra Pradesh, Gujarat, Himachal Pradesh, Madhya Pradesh, Punjab, Telangana and UT of Delhi, Chandigarh, Jammu & Kashmir	6.25	6.24	6.24	•Direct •Project Pronam through 'The Bengal' trust and Shree Foundation Trust
8.	Tree plantation in schools and nearby areas, green belt development, nurturing and maintenance of plants and saplings, livestock management program, construction of feed managers for farming cattle	<b>Schedule VII, Item No. (iv)</b> Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Suratgarh, Jobner (Rajasthan), Roorkee (Uttarakhand), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Bulandshahr (Uttar Pradesh), Kodla (Karnataka), Seraikela-Kharsawan (Jharkhand), Aurangabad (Bihar) and project sites at Athagarh (Odisha) and Patas (Maharashtra)	1.50	1.45	1.45	•Direct •Through Shree Foundation Trust



Annexure to CSR Report (Point 5 (c) of the CSR Report)							
Amount in ₹ Crore							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through Implementing agency
		Fund set-up by the Central Government for rejuvenation of river Ganga					
9.	Support for rural cultural programs, festivals and melas, development works at various social and religious places/ institutions of nearby areas, sponsorships/ contributions for various events to promote art, music, dance, literature, poetry, etc. and support to institutions of repute engaged in activities in line with the CSR policy	<b>Schedule VII, Item No. (v)</b> Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner (Rajasthan), Roorkee (Uttarakhand), Aurangabad (Bihar), Baloda Bazar (Chhattisgarh), Kodla (Karnataka), Bulandshahr (Uttar Pradesh), Panipat (Haryana), Seraikela-Kharsawan (Jharkhand) and project sites at Athagarh (Odisha) and Patas (Maharashtra)	8.10	7.90	7.90	•Direct •Through Shree Foundation Trust
10.	Assistance and support in organizing local sports, conducting sporting tournaments in schools and nearby areas, distribution of sports equipment, apparels to students and needy	<b>Schedule VII, Item No. (vii)</b> Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner (Rajasthan), Aurangabad (Bihar), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Kodla (Karnataka) and Seraikela-Kharsawan (Jharkhand)	0.35	0.33	0.33	•Direct •Through Shree Foundation Trust

Annexure to CSR Report (Point 5 (c) of the CSR Report)							
Amount in ₹ Crore							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through Implementing agency
11.	Construction/ repair of roads in nearby villages, construction, repair and maintenance of various community assets, providing construction material for various structures/ buildings	<b>Schedule VII, Item No. (x)</b> Rural development projects	Villages/towns adjoining plants at Beawar, Ras, Khushkhera, Jobner, Suratgarh (Rajasthan), Roorkee (Uttarakhand), Bulandshahr (Uttar Pradesh), Baloda Bazar (Chhattisgarh), Panipat (Haryana), Aurangabad (Bihar), Kodla (Karnataka), Seraikela-Kharsawan (Jharkhand) and project site at Athagarh (Odisha)	7.00	6.57	6.57	•Direct •Through Shree Foundation Trust
12.	CSR Overheads	Rule 4(6) of Companies (Corporate Social Responsibility Policy) Rules, 2014	-	2.02	1.99	1.99	-
			<b>Grand Total</b>	<b>40.47</b>	<b>40.47</b>	<b>40.47</b>	



## ANNEXURE-3 TO THE BOARD'S REPORT

[Pursuant to Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

### (A) Conservation of Energy

#### (a) Steps taken or impact on conservation of Energy

- Installed VFDs on the upper and lower and main pfister blowers to control coal firing
- Replacement of old pumps with energy efficient new pumps
- Interconnection between bag house inlet ducts
- Reduced interlocking timing of raw mill main drive
- Replaced Cement Ball Mill classifier with energy efficient classifier
- Installation of Solar and LED lights at various locations
- Increase in coal mill bag house height
- Modification in Raw Mill and Coal Mill to introduce higher capacity classifier
- Installation of new boiler feed pump in WHRP to improve the pump efficiency
- Installation of higher size pulley in fan to reduce speed for auxiliary power consumption
- Modification in suction duct of Boiler fans for efficiency improvement
- Air preheater tubes cleaning by hrdrojet and tubes replacement
- Air ingressment reduction in Preheater waste heat recovery boilers

- PH Boilers pneumatic conveying replacement by mechanical conveyor to reduce auxiliary power consumption
- Pump impeller trimming for auxiliary power saving
- Addition of cells in air cooled condensers
- Installation of spray system at air cooled condenser
- Installation of new efficient steam turbine
- Installation of new efficient air compressor to reduce auxiliary power consumption
- Increase in height of pyro to increase the heat transfer rate
- Increase in kiln hood duct area to reduce the dust losses

#### (b) Steps taken by the company for utilizing alternate sources of energy

- Installed Solar plants at Panipat and Roorkee. Also undertaken work of setting up a Solar Plant at Jharkhand Cement unit as well as a 8 MW Wind Power Plant in Karnataka for captive use.
- Established waste heat recovery based power plants for generation of power through Waste heat recovery system.
- Use of industrial waste.

#### (c) Capital investment on energy conservation equipment's: ₹ 280.74 Crore

### (B) Technology Absorption

#### (i) Efforts made towards technology absorption

- Installation of NOx mitigation system in all the units to reduce emissions
- Installation of Centrifugal Compressor instead of Reciprocating Compressor
- Installation of rotary bed ash cooler in CPP boilers for utilization of waste heat from CFBC boiler bed ash
- The Company has leading research & development centres at Beawar and Ras, both of which are recognized by Department of Science & Industrial Research (DSIR), Government of India. It makes continuous efforts towards adoption and implementation of new technologies, which assist in reducing the Company's carbon footprint
- Company's officials participate in various national and international seminars on technology up-gradation, adaptations & innovation and share knowledge at various global forums at National & International platforms

#### (ii) The benefits derived like product improvement, cost reduction, product development or import substitution

- Energy conservation
- Emission reduction
- Conservation of natural resources
- Improvement in equipment efficiency and productivity
- Cost reduction

#### (iii) Information regarding imported technology (imported during last three years)

Details of technology imported	Technology import from	Year of Import	Status implementation / absorption
-	-	-	-

#### (iv) Expenditure incurred on Research and Development

(₹ in Crore)

Particulars	2019-20			Total
	Beawar	Ras	Other Units	
Capital	-	29.17	2.59	31.76
Revenue	4.14	6.23	6.27	16.64
<b>Total</b>	<b>4.14</b>	<b>35.40</b>	<b>8.86</b>	<b>48.40</b>
<b>Total R&amp;D Expenditure as a % of Turnover</b>				<b>0.41%</b>

(₹ in Crore)

Particulars	2018-19			Total
	Beawar	Ras	Other Units	
Capital	-	4.13	8.18	12.31
Revenue	4.00	10.13	5.63	19.76
<b>Total</b>	<b>4.00</b>	<b>14.26</b>	<b>13.81</b>	<b>32.07</b>
<b>Total R&amp;D Expenditure as a % of Turnover</b>				<b>0.27%</b>

#### (C) Total Foreign Exchange Earning and Outgo

(₹ in Crore)

Particulars	2019-20	2018-19
Earned	6.57	48.12
Outgo	1,317.50	1,564.21

For and on behalf of the Board

Place: Kolkata  
Date : 8<sup>th</sup> May, 2020

**B. G. Bangur**  
Chairman  
DIN: 00244196



## ANNEXURE-4 TO THE BOARD'S REPORT

[Pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20, the percentage increase in remuneration of each Director, Chief Finance Officer and Company Secretary during the financial year 2019-20 are as under:**

Sl. No.	Name of Director / KMP and Designation	Ratio of remuneration of each Director to median remuneration of employees	% increase in the remuneration for the Financial Year 2019-20
1	Shri B.G. Bangur - Chairman (Non-Executive)	4.4	(22.2)%
2	Shri H.M. Bangur - Managing Director / KMP	659.8	(9.7)%
3	Shri Prashant Bangur - Jt. Managing Director / KMP	328.2	(9.7)%
4	Shri P.N. Chhangani - Whole Time Director / KMP	69.1	12.5%^
5	Shri R. L. Gaggar - Independent & Non-Executive	5.0	(23.0)%
6	Shri Shreekant Somany - Independent & Non-Executive	5.0	(17.0)%
7	Shri O.P. Setia - Independent & Non-Executive	5.4	(17.6)%
8	Dr. Y.K. Alagh - Independent & Non-Executive	5.0	(23.0)%
9	Shri Nitin Desai - Independent & Non-Executive	5.3	(19.4)%
10	Shri Sanjiv Krishnaji Shelgikar - Independent & Non-Executive	5.1	(19.8)%
11	Ms. Uma Ghurka - Independent & Non-Executive \$	4.2	N.A.
12	Dr. Leena Srivastava - Independent & Non-Executive #	0.4	N.A.

**Key Managerial Personnel (Other than Managing Director, Joint Managing Director and Whole Time Director)**

1	Shri S. S. Khandelwal - Company Secretary	Not Applicable	12.4%
2	Shri Subhash Jajoo - Chief Finance Officer	Not Applicable	11.6%

^ Previous year remuneration has been annualized for working out the % increase.

\$ Appointed w.e.f. 11<sup>th</sup> November, 2019 #Ceased w.e.f. 31<sup>st</sup> August, 2019. (Close of business hours).

**ii. The percentage increase in the median remuneration of Employees in the Financial Year:**

There was 5.54% increase in the median remuneration of employees during 2019-20.

**iii. The No. of Permanent Employees on the rolls of Company:**

No. of Permanent Employees on the rolls of the Company as on 31<sup>st</sup> March, 2020 were 6,185.

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

Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2019-20 was 9.5% whereas the decrease in the managerial remuneration was 8.4%. The remuneration of Working Directors is decided based on Industry trend, remuneration package in other comparable Corporates, Job contents, key performance areas and Company's performance.

**v. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Place: Kolkata  
Date : 8<sup>th</sup> May, 2020

**B. G. Bangur**  
Chairman  
DIN: 00244196



## ANNEXURE-5 TO THE BOARD'S REPORT

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended on 31<sup>st</sup> March, 2020

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

To  
The Members,  
Shree Cement Limited  
Bangur Nagar, Beawar,  
Rajasthan-305 901

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Shree Cement Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Shree Cement Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the reporting period under audit)**
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the reporting period under audit)**
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the reporting period under audit)** &
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the reporting period under audit)**
- (vi) Company has complied with the following laws applicable specifically to the Company:
- The Mines Act 1952, and Rules made thereunder, as amended from time to time
  - Mines and Minerals (Development and Regulation) Act, 1957 and Rules made thereunder, as amended from time to time



- (c) The Indian Electricity Act, 2003 and Rules made thereunder and other applicable Regulations, if any

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

- (i) Secretarial Standards on Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**I further report that**, during the year under review:

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

Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items

before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Board Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of Board of Directors of the Company or committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period:

- a) the company has allotted 12,43,523 Equity Shares of ₹ 10 each on 23<sup>rd</sup> November, 2019 to qualified institutional buyers at an issue price of ₹ 19,300 per Equity Share (including a premium of ₹ 19,290 per Equity Share), aggregating to ₹ 23,999,993,900 (Rupees Two Thousand Three Hundred Ninety Nine Crores Ninety Nine Lac Ninety Three Thousand Nine Hundred Only) pursuant to the QIP.
- b) Link Intime India Private Limited (SEBI Registration no. INR000004058) has started acting as new Registrar and Transfer Agent of the Company in place of KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) with effect from Friday, 17<sup>th</sup> January, 2020.

For **P. Pincha & Associates**  
Company Secretaries

**Pradeep Pincha**  
**Proprietor**  
M. No.: FCS 5369  
C. P. No.:4426

Date: 27<sup>th</sup> April, 2020  
Place: Jaipur  
UDIN:F005369B000180489

(This report is to be read with my letter of even date which is annexed as **Annexure-A** which forms an integral part of this report.)



## ANNEXURE - A TO THE SECRETARIAL AUDIT REPORT

To  
The Members,  
Shree Cement Limited  
Bangur Nagar, Beawar,  
Rajasthan-305901

The above report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **P. Pincha & Associates**  
Company Secretaries

**Pradeep Pincha**  
**Proprietor**  
M. No.: FCS 5369  
C. P. No.:4426

Date: 27<sup>th</sup> April, 2020  
Place: Jaipur  
UDIN:F005369B000180489



# ANNEXURE-6 TO THE BOARD'S REPORT

FORM NO. MGT-9  
**EXTRACT OF ANNUAL RETURN**  
 as on Financial Year ended on 31<sup>st</sup> March, 2020  
 [Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of  
 The Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION & OTHER DETAILS

1. CIN	L26943RJ1979PLC001935
2. Registration Date	25 <sup>th</sup> October, 1979
3. Name of the Company	SHREE CEMENT LIMITED
4. Category/Sub-category of the Company	Category : Public Company Limited by Shares Sub-Category - Non-Govt. Company
5. Address of the Registered office & contact details	Address : Bangur Nagar, Beawar, Rajasthan - 305901 Phone No. : +91-1462-228101 Fax No. : +91-1462-228117 E-mail ID : khandelwalss@shreecement.com www.shreecement.com
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Name: Link Intime India Private Limited Address: C101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083 Phone No.: 022-49186270, 1800 1020 878

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Cement & Clinker	NIC Code 2394	95.67%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Shree Global FZE Workstation LB192702WS22 Jebel Ali Free Zone, P.O. Box 184278 Dubai, U.A.E.	JAFZA Registration No.: 199340	Subsidiary Company	100%	2(87)
2.	Shree Enterprises Management Ltd. Unit S1403, Level 14, Emirates Financial Towers, Dubai International Financial Centre, P.O. Box 184278, Dubai, U.A.E.	DIFC Registration No.: 2888	Subsidiary Company	100% (Beneficially Owned)	2(87)
3.	Shree International Holding Ltd. Unit S1403, Level 14, Emirates Financial Towers, Dubai International Financial Centre P.O. Box 184278, Dubai, U.A.E.	DIFC Registration No.: 2905	Subsidiary Company	100%	2(87)
4.	Union Cement Company (PrJSC) PO Box 170, Khor Khuwair, Ras Al Khaimah, U.A.E.	U.A.E Ministry of Economy Registration No. 17	Subsidiary Company	97.71%	2(87)
5.	Union Cement Norcem Co. Ltd. LLC, PO Box 170, Khor Khuwair, Ras Al Khaimah, U.A.E.	Commercial License No. 9607	Subsidiary Company	60.00%	2(87)
6.	Raipur Handling and Infrastructure Pvt. Ltd. Ringni, Hathbandh, Village-Neodha, Tahsil - Simga, District Baloda Bazar (Chhattisgarh)	U63011CT2004PTC016906	Subsidiary Company	100%	2(87)

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1074484	NIL	1074484	3.09%	1074484	NIL	1074484	2.98%	(0.11)%
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corporate	21495313	NIL	21495313	61.70%	21495313	NIL	21495313	59.57%	(2.13)%
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (A) (1)</b>	<b>22569797</b>	<b>NIL</b>	<b>22569797</b>	<b>64.79%</b>	<b>22569797</b>	<b>NIL</b>	<b>22569797</b>	<b>62.55%</b>	<b>(2.24)%</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other-Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (A) (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Total shareholding of Promoter(s) (A) = (A)(1)+(A)(2)</b>	<b>22569797</b>	<b>NIL</b>	<b>22569797</b>	<b>64.79%</b>	<b>22569797</b>	<b>NIL</b>	<b>22569797</b>	<b>62.55%</b>	<b>(2.24)%</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	1948638	1300	1949938	5.60%	3021089	200	3021289	8.37%	2.78%
b) Banks / FI	21599	10100	31699	0.09%	9456	9300	18756	0.05%	(0.04)%
c) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	181786	NIL	181786	0.52%	434390	NIL	434390	1.20%	0.68%
g) FI(s) / FPI(s)	4517454	100	4517554	12.97%	4294906	100	4295006	11.90%	(1.06)%
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (Specify)									
- Alternate Investment Funds	2886	NIL	2886	0.01%	13457	NIL	13457	0.04%	0.03%
- Qualified Institutional Buyer	NIL	NIL	NIL	NIL	560421	NIL	560421	1.55%	1.55%
<b>Sub-total (B) (1)</b>	<b>6672363</b>	<b>11500</b>	<b>6683863</b>	<b>19.19%</b>	<b>8333719</b>	<b>9600</b>	<b>8343319</b>	<b>23.12%</b>	<b>3.94%</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	706027	5200	711227	2.04%	249221	4800	254021	0.70%	(1.34)%
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	793010	117633	910643	2.61%	903774	99470	1003244	2.78%	0.17%
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	114005	NIL	114005	0.33%	32500	NIL	32500	0.09%	(0.24)%
<b>c) Others (specify)</b>									
- Clearing Members	35450	NIL	35450	0.10%	38232	NIL	38232	0.11%	0.01%
- Trusts	42539	NIL	42539	0.12%	62132	NIL	62132	0.17%	0.05%
- Investor Education and Protection Fund	55893	NIL	55893	0.16%	59313	NIL	59313	0.16%	0.00%
- Foreign Nationalists	36	NIL	36	0.00%	26	NIL	26	0.00%	0.00%
- NBFC	1684	NIL	1684	0.00%	1457	NIL	1457	0.00%	0.00%
- Foreign Corporate Bodies	100000	3500000	3600000	10.33%	100000	3500000	3600000	9.98%	(0.35)%
- NRI (Repatriable)	54119	30800	84919	0.24%	59878	25450	85328	0.24%	0.00%



Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
- NRI (Non-Repatriable)	27169	NIL	27169	0.08%	31379	NIL	31379	0.09%	0.01%
<b>Sub-total (B) (2)</b>	<b>1929932</b>	<b>3653633</b>	<b>5583565</b>	<b>16.03%</b>	<b>1537912</b>	<b>3629720</b>	<b>5167632</b>	<b>14.32%</b>	<b>(1.71)%</b>
<b>Total Public Shareholding (B)=(B) (1)+ (B) (2)</b>	<b>8602295</b>	<b>3665133</b>	<b>12267428</b>	<b>35.21%</b>	<b>9871631</b>	<b>3639320</b>	<b>13510951</b>	<b>37.45%</b>	<b>2.24%</b>
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Grand Total (A+B+C)</b>	<b>31172092</b>	<b>3665133</b>	<b>34837225</b>	<b>100.00%</b>	<b>32441428</b>	<b>3639320</b>	<b>36080748</b>	<b>100.00%</b>	<b>0.00%</b>

Note: Company had made allotment of 12,43,523 equity shares by way of Qualified Institutions Placement (QIP) on 23<sup>rd</sup> November, 2019. Accordingly, although there was no change in the aggregate shareholding of promoters, their % shareholding in total equity share capital of the Company has undergone change as a result of dilution due to issue of new shares pursuant to QIP.

**B) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the year (31.03.2020)			% Change in shareholding during the year\$
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Benu Gopal Bangur	10,221	0.03%	NIL	10,221	0.03%	NIL	(0.00)%
2	Hari Mohan Bangur	4,82,063*	1.38%	NIL	4,82,063*	1.34%	NIL	(0.04)%
3	Prashant Bangur	3,89,750*	1.12%	NIL	3,89,750*	1.08%	NIL	(0.04)%
4	Rajkamal Devi Bangur	1,26,100	0.36%	NIL	1,26,100	0.35%	NIL	(0.01)%
5	Ranu Bangur	63,700	0.18%	NIL	63,700	0.18%	NIL	(0.00)%
6	Riya Puja Jain	2,050	0.01%	NIL	2,050	0.01%	NIL	(0.00)%
7	Padma Devi Maheshwari	600	0.00%	NIL	600	0.00%	NIL	(0.00)%
8	Shree Capital Services Ltd.	89,84,155	25.79%	NIL	89,84,155	24.90%	NIL	(0.89)%
9	Digvijay Finance Ltd.	42,34,780	12.16%	NIL	42,34,780	11.74%	NIL	(0.42)%
10	Mannakrishna Investments Pvt Ltd.	20,42,824	5.86%	NIL	20,42,824	5.66%	NIL	(0.20)%
11	Newa Investments Pvt. Ltd.	13,76,270	3.95%	NIL	13,76,270	3.81%	NIL	(0.14)%
12	Ragini Finance Ltd.	12,68,882	3.64%	NIL	12,68,882	3.52%	NIL	(0.12)%
13	Didu Investments Pvt. Ltd.	11,70,909	3.36%	NIL	11,70,909	3.25%	NIL	(0.11)%
14	NBI Industrial Finance Co Ltd.	8,49,450	2.44%	NIL	8,49,450	2.35%	NIL	(0.09)%
15	The Venktesh Co Ltd.	4,60,030	1.32%	NIL	4,60,030	1.28%	NIL	(0.04)%
16	Rajesh Vanijya Pvt. Ltd.	3,69,226	1.06%	NIL	3,69,226	1.02%	NIL	(0.04)%
17	The Didwana Investment Company Ltd.	3,27,400	0.94%	NIL	3,27,400	0.91%	NIL	(0.03)%
18	Asish Creations Pvt. Ltd.	2,10,737	0.60%	NIL	2,10,737	0.58%	NIL	(0.02)%
19	Western India Commercial Co. Ltd.	2,00,650	0.58%	NIL	2,00,650	0.56%	NIL	(0.02)%
<b>Total</b>		<b>2,25,69,797</b>	<b>64.79%</b>	<b>NIL</b>	<b>2,25,69,797</b>	<b>62.55%</b>	<b>NIL</b>	<b>(2.24)%</b>

\*(i): Out of the 4,82,063 shares held by Shri Hari Mohan Bangur, the beneficial Interest on 14,100 shares is held by the following Trusts/Institutions (Belonging to Promoters Group):  
 - Benugopal Bangur Family Trust (Private Trust): 4,000 shares  
 - Sunder Devi Bangur Family Benefit Trust (Private Trust): 3,000 shares  
 - Sri Rama Nidhi (Family Deity): 7,100 shares

(ii): Out of the 3,89,750 shares held by Shri Prashant Bangur, the beneficial Interest on 93,800 shares is held by the Shree Venktesh Ayurvedic Aushdhalaya, Charitable Institution (Belonging to Promoters Group).

\$ Company had made allotment of 12,43,523 equity shares by way of Qualified Institutions Placement (QIP) on 23<sup>rd</sup> November, 2019. Accordingly, although there was no change in the aggregate shareholding of promoters, their % shareholding in total equity share capital of the Company has undergone change as a result of dilution due to issue of new shares pursuant to QIP.

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year (01.04.2019)	22569797	64.79%	22569797	64.79%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change			
	At the end of the year (31.03.2020)			22569797	62.55%\$

\$ Company had made allotment of 12,43,523 equity shares by way of Qualified Institutions Placement (QIP) on 23<sup>rd</sup> November, 2019. Accordingly, although there was no change in the aggregate shareholding of promoters, their % shareholding in total equity share capital of the Company has undergone change as a result of dilution due to issue of new shares pursuant to QIP.

**D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	FLT LIMITED	3600000	10.33	1-Apr-19				3600000	10.33
				31-Mar-20	No Change		3600000	9.98	
2	SBI MUTUAL FUND	344407	0.99	1-Apr-19				344407	0.99
				5-Apr-19	Sale	35915	0.10	341938	0.98
				12-Apr-19	Purchase	60010	0.17	401948	1.15
				19-Apr-19	Purchase	8470	0.02	410418	1.18
				26-Apr-19	Sale	24665	0.07	385753	1.11
				3-May-19	Sale	9598	0.03	376155	1.08
				10-May-19	Purchase	316	0.00	376471	1.08
				17-May-19	Purchase	453	0.00	376924	1.08
				24-May-19	Purchase	190	0.00	377114	1.08
				31-May-19	Purchase	115	0.00	377229	1.08
				7-Jun-19	Purchase	431	0.00	377660	1.08
				14-Jun-19	Purchase	254	0.00	377914	1.08
				21-Jun-19	Purchase	175	0.00	378089	1.09
				29-Jun-19	Purchase	637	0.00	378726	1.09
				5-Jul-19	Purchase	644	0.00	379370	1.09
				12-Jul-19	Purchase	459	0.00	379829	1.09
				19-Jul-19	Sale	808	0.00	379021	1.09
				26-Jul-19	Purchase	321	0.00	379342	1.09
				2-Aug-19	Purchase	352	0.00	379694	1.09
9-Aug-19	Purchase	21605	0.06	401299	1.15				
16-Aug-19	Purchase	37387	0.11	438686	1.26				
23-Aug-19	Purchase	36725	0.11	475411	1.36				
30-Aug-19	Purchase	20307	0.06	495718	1.42				
6-Sep-19	Purchase	1635	0.00	497353	1.43				
13-Sep-19	Sale	9758	0.03	487595	1.40				
20-Sep-19	Purchase	423	0.00	488018	1.40				
27-Sep-19	Sale	1199	0.00	486819	1.40				
30-Sep-19	Purchase	50	0.00	486869	1.40				



Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
				4-Oct-19	Purchase	164	0.00	487033	1.40
				11-Oct-19	Purchase	233	0.00	487266	1.40
				18-Oct-19	Purchase	430	0.00	487696	1.40
				1-Nov-19	Purchase	8	0.00	487704	1.40
				8-Nov-19	Sale	1	0.00	487703	1.40
				15-Nov-19	Sale	157	0.00	487546	1.40
				29-Nov-19	Purchase	174118	0.48	661664	1.83
				6-Dec-19	Purchase	125	0.00	661789	1.83
				13-Dec-19	Purchase	26	0.00	661815	1.83
				20-Dec-19	Purchase	41	0.00	661856	1.83
				27-Dec-19	Purchase	26	0.00	661882	1.83
				31-Dec-19	Purchase	478	0.00	662360	1.84
				3-Jan-20	Purchase	12	0.00	662372	1.84
				10-Jan-20	Purchase	15214	0.04	677586	1.88
				17-Jan-20	Purchase	59	0.00	677645	1.88
				24-Jan-20	Purchase	61	0.00	677706	1.88
				31-Jan-20	Sale	99	0.00	677607	1.88
				7-Feb-20	Purchase	27	0.00	677634	1.88
				14-Feb-20	Purchase	32737	0.09	710371	1.97
				21-Feb-20	Purchase	18	0.00	710389	1.97
				28-Feb-20	Purchase	207	0.00	710596	1.97
				6-Mar-20	Purchase	220	0.00	710816	1.97
				13-Mar-20	Purchase	285	0.00	711101	1.97
				20-Mar-20	Purchase	158229	0.44	869330	2.41
				27-Mar-20	Purchase	6052	0.02	875382	2.43
				31-Mar-20	Purchase	3081	0.01	878463	2.43
				31-Mar-20	At the end of the Year			878463	2.43
3	KOTAK MUTUAL FUND	376438	1.08	1-Apr-19				376438	1.08
				5-Apr-19	Sale	10998	0.03	365440	1.05
				12-Apr-19	Sale	2581	0.01	362859	1.04
				19-Apr-19	Sale	3850	0.01	359009	1.03
				26-Apr-19	Purchase	5850	0.02	364859	1.05
				3-May-19	Purchase	5750	0.02	370609	1.06
				10-May-19	Sale	100	0.00	370509	1.06
				17-May-19	Purchase	20466	0.06	390975	1.12
				24-May-19	Sale	10314	0.03	380661	1.09
				31-May-19	Purchase	550	0.00	381211	1.09
				7-Jun-19	Sale	3539	0.01	377672	1.08
				14-Jun-19	Purchase	5450	0.02	383122	1.10
				21-Jun-19	Sale	250	0.00	382872	1.10
				29-Jun-19	Sale	4349	0.01	378523	1.09
				5-Jul-19	Sale	1009	0.00	377514	1.08
				12-Jul-19	Purchase	1132	0.00	378646	1.09
				19-Jul-19	Sale	6200	0.02	372446	1.07
				26-Jul-19	Sale	1956	0.01	370490	1.06
				2-Aug-19	Purchase	756	0.00	371246	1.07
				9-Aug-19	Purchase	5150	0.01	376396	1.08
				16-Aug-19	Sale	13550	0.04	362846	1.04
				23-Aug-19	Purchase	13570	0.04	376416	1.08
				30-Aug-19	Purchase	5752	0.02	382168	1.10

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
				6-Sep-19	Purchase	6650	0.02	388818	1.12
				13-Sep-19	Sale	18774	0.05	370044	1.06
				20-Sep-19	Purchase	2424	0.01	372468	1.07
				27-Sep-19	Purchase	4860	0.01	377328	1.08
				30-Sep-19	Purchase	1750	0.01	379078	1.09
				4-Oct-19	Purchase	3367	0.01	382445	1.10
				11-Oct-19	Purchase	17609	0.05	400054	1.15
				18-Oct-19	Sale	1350	0.00	398704	1.14
				25-Oct-19	Purchase	5769	0.02	404473	1.16
				1-Nov-19	Purchase	1400	0.00	405873	1.17
				8-Nov-19	Purchase	4450	0.01	410323	1.18
				15-Nov-19	Purchase	1950	0.01	412273	1.18
				29-Nov-19	Sale	1587	0.00	410686	1.14
				6-Dec-19	Purchase	50	0.00	410736	1.14
				13-Dec-19	Sale	750	0.00	409986	1.14
				27-Dec-19	Sale	650	0.00	409336	1.13
				31-Dec-19	Sale	150	0.00	409186	1.13
				10-Jan-20	Purchase	3500	0.01	412686	1.14
				17-Jan-20	Sale	650	0.00	412036	1.14
				24-Jan-20	Purchase	16100	0.04	428136	1.19
				31-Jan-20	Purchase	2950	0.01	431086	1.19
				7-Feb-20	Purchase	4976	0.01	436062	1.21
				14-Feb-20	Purchase	4200	0.01	440262	1.22
				21-Feb-20	Purchase	2550	0.01	442812	1.23
				28-Feb-20	Purchase	32900	0.09	475712	1.32
				6-Mar-20	Purchase	5028	0.01	480740	1.33
				13-Mar-20	Purchase	8860	0.02	489600	1.36
				20-Mar-20	Sale	33399	0.09	456201	1.26
				27-Mar-20	Purchase	31569	0.09	487770	1.35
				31-Mar-20	Purchase	1864	0.01	489634	1.36
				31-Mar-20	At the end of the Year			489634	1.36
4	LIFE INSURANCE CORPORATION OF INDIA*	134224	0.39	1-Apr-19				134224	0.39
				5-Apr-19	Purchase	2891	0.01	137115	0.39
				12-Apr-19	Purchase	4100	0.01	141215	0.41
				19-Apr-19	Purchase	1663	0.00	142878	0.41
				10-May-19	Purchase	11821	0.03	154699	0.44
				17-May-19	Purchase	29838	0.09	184537	0.53
				24-May-19	Purchase	7594	0.02	192131	0.55
				14-Jun-19	Purchase	8462	0.02	200593	0.58
				21-Jun-19	Purchase	31315	0.09	231908	0.67
				29-Jun-19	Purchase	12295	0.04	244203	0.70
				5-Jul-19	Purchase	4017	0.01	248220	0.71
				12-Jul-19	Purchase	17446	0.05	265666	0.76
				19-Jul-19	Purchase	13812	0.04	279478	0.80
				26-Jul-19	Purchase	16481	0.05	295959	0.85
				2-Aug-19	Purchase	18992	0.05	314951	0.90
				9-Aug-19	Purchase	24243	0.07	339194	0.97
				16-Aug-19	Purchase	12590	0.04	351784	1.01
				7-Feb-20	Purchase	2061	0.01	353845	0.98
				28-Feb-20	Purchase	13735	0.04	367580	1.02





Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year				
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company			
5	UTI MUTUAL FUND	354378	1.02	6-Mar-20	Purchase	28605	0.08	396185	1.10			
				13-Mar-20	Purchase	15205	0.04	411390	1.14			
				20-Mar-20	Purchase	13080	0.04	424470	1.18			
				27-Mar-20	Purchase	2057	0.01	426527	1.18			
				31-Mar-20	At the end of the Year				426527	1.18		
				1-Apr-19							354378	1.02
				5-Apr-19	Purchase	6606	0.02	360984	1.04			
				12-Apr-19	Purchase	237	0.00	361221	1.04			
				19-Apr-19	Purchase	79	0.00	361300	1.04			
				26-Apr-19	Purchase	213	0.00	361513	1.04			
				3-May-19	Purchase	367	0.00	361880	1.04			
				10-May-19	Purchase	316	0.00	362196	1.04			
				17-May-19	Purchase	983	0.00	363179	1.04			
				24-May-19	Purchase	4440	0.01	367619	1.06			
				31-May-19	Purchase	1031	0.00	368650	1.06			
				7-Jun-19	Purchase	7747	0.02	376397	1.08			
				14-Jun-19	Purchase	1001	0.00	377398	1.08			
				21-Jun-19	Purchase	1292	0.00	378690	1.09			
				29-Jun-19	Purchase	1450	0.00	380140	1.09			
				5-Jul-19	Purchase	649	0.00	380789	1.09			
				12-Jul-19	Purchase	395	0.00	381184	1.09			
				19-Jul-19	Purchase	150	0.00	381334	1.09			
				26-Jul-19	Sale	1279	0.00	380055	1.09			
				2-Aug-19	Purchase	2032	0.01	382087	1.10			
				9-Aug-19	Purchase	429	0.00	382516	1.10			
				16-Aug-19	Purchase	102	0.00	382618	1.10			
				23-Aug-19	Purchase	498	0.00	383116	1.10			
				30-Aug-19	Purchase	387	0.00	383503	1.10			
				6-Sep-19	Purchase	140	0.00	383643	1.10			
				13-Sep-19	Purchase	191	0.00	383834	1.10			
				20-Sep-19	Sale	288	0.00	383546	1.10			
				27-Sep-19	Sale	10943	0.03	372603	1.07			
30-Sep-19	Sale	1954	0.01	370649	1.06							
4-Oct-19	Sale	821	0.00	369828	1.06							
11-Oct-19	Purchase	331	0.00	370159	1.06							
18-Oct-19	Purchase	158	0.00	370317	1.06							
25-Oct-19	Purchase	37	0.00	370354	1.06							
1-Nov-19	Purchase	775	0.00	371129	1.07							
8-Nov-19	Sale	515	0.00	370614	1.06							
15-Nov-19	Sale	1574	0.00	369040	1.06							
29-Nov-19	Purchase	14736	0.04	383776	1.06							
6-Dec-19	Sale	1871	0.01	381905	1.06							
13-Dec-19	Purchase	90	0.00	381995	1.06							
20-Dec-19	Sale	2258	0.01	379737	1.05							
27-Dec-19	Sale	346	0.00	379391	1.05							
31-Dec-19	Purchase	1036	0.00	380427	1.05							
3-Jan-20	Purchase	30	0.00	380457	1.05							
10-Jan-20	Sale	2604	0.01	377853	1.05							
17-Jan-20	Sale	3616	0.01	374237	1.04							
24-Jan-20	Purchase	410	0.00	374647	1.04							

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		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company			
6	KUWAIT INVESTMENT AUTHORITY	397252	1.14	31-Jan-20	Sale	1511	0.00	373136	1.03			
				7-Feb-20	Sale	896	0.00	372240	1.03			
				14-Feb-20	Sale	1277	0.00	370963	1.03			
				21-Feb-20	Sale	4754	0.01	366209	1.02			
				28-Feb-20	Sale	4391	0.01	361818	1.00			
				6-Mar-20	Purchase	5422	0.02	367240	1.02			
				13-Mar-20	Purchase	1748	0.00	368988	1.02			
				20-Mar-20	Purchase	39401	0.11	408389	1.13			
				27-Mar-20	Purchase	1563	0.00	409952	1.14			
				31-Mar-20	Sale	1312	0.00	408640	1.13			
				31-Mar-20	At the end of the Year				408640	1.13		
				1-Apr-19							397252	1.14
				5-Apr-19	Purchase	2337	0.01	399589	1.15			
				26-Apr-19	Sale	10507	0.03	389082	1.12			
				10-May-19	Sale	3636	0.01	385446	1.11			
				17-May-19	Sale	17431	0.05	368015	1.06			
				24-May-19	Sale	2784	0.01	365231	1.05			
				31-May-19	Sale	4440	0.01	360791	1.04			
				7-Jun-19	Sale	4844	0.01	355947	1.02			
				29-Jun-19	Sale	12573	0.04	343374	0.99			
5-Jul-19	Sale	6963	0.02	336411	0.97							
12-Jul-19	Sale	15713	0.05	320698	0.92							
2-Aug-19	Sale	7227	0.02	313471	0.90							
9-Aug-19	Sale	9319	0.03	304152	0.87							
27-Sep-19	Purchase	8706	0.02	312858	0.90							
4-Oct-19	Purchase	699	0.00	313557	0.90							
11-Oct-19	Sale	4195	0.01	309362	0.89							
18-Oct-19	Sale	5805	0.02	303557	0.87							
25-Oct-19	Sale	8750	0.03	294807	0.85							
15-Nov-19	Purchase	12253	0.04	307060	0.88							
29-Nov-19	Purchase	49028	0.14	356088	0.99							
24-Jan-20	Sale	2241	0.01	353847	0.98							
31-Jan-20	Sale	266	0.00	353581	0.98							
28-Feb-20	Purchase	4970	0.01	358551	0.99							
13-Mar-20	Sale	10204	0.03	348347	0.97							
20-Mar-20	Sale	10127	0.03	338220	0.94							
27-Mar-20	Sale	12615	0.03	325605	0.90							
31-Mar-20	Sale	10351	0.03	315254	0.87							
31-Mar-20	At the end of the Year				315254	0.87						
1-Apr-19							7635	0.02				
3-May-19	Purchase	51900	0.15	59535	0.17							
10-May-19	Purchase	24291	0.07	83826	0.24							
24-May-19	Purchase	8415	0.02	92241	0.26							
31-May-19	Purchase	29715	0.09	121956	0.35							
7-Jun-19	Sale	600	0.00	121356	0.35							
29-Jun-19	Sale	3950	0.01	117406	0.34							
5-Jul-19	Purchase	3000	0.01	120406	0.35							
23-Aug-19	Sale	11500	0.03	108906	0.31							
13-Sep-19	Purchase	4000	0.01	112906	0.32							
27-Sep-19	Purchase	100	0.00	113006	0.32							



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				25-Oct-19	Purchase	910	0.00	113916	0.33				
				1-Nov-19	Purchase	12	0.00	113928	0.33				
				8-Nov-19	Sale	34	0.00	113894	0.33				
				15-Nov-19	Sale	54	0.00	113840	0.33				
				29-Nov-19	Purchase	128610	0.36	242450	0.67				
				6-Dec-19	Sale	10	0.00	242440	0.67				
				13-Dec-19	Sale	32	0.00	242408	0.67				
				20-Dec-19	Sale	79	0.00	242329	0.67				
				27-Dec-19	Sale	4	0.00	242325	0.67				
				10-Jan-20	Purchase	12447	0.03	254772	0.71				
				17-Jan-20	Purchase	25155	0.07	279927	0.78				
				24-Jan-20	Purchase	8443	0.02	288370	0.80				
				31-Jan-20	Purchase	9979	0.03	298349	0.83				
				7-Feb-20	Purchase	2586	0.01	300935	0.83				
				14-Feb-20	Sale	503	0.00	300432	0.83				
				21-Feb-20	Sale	5019	0.01	295413	0.82				
				28-Feb-20	Purchase	8000	0.02	303413	0.84				
				6-Mar-20	Purchase	4281	0.01	307694	0.85				
				13-Mar-20	Purchase	12	0.00	307706	0.85				
				20-Mar-20	Sale	7416	0.02	300290	0.83				
				27-Mar-20	Purchase	50	0.00	300340	0.83				
				31-Mar-20	Purchase	15	0.00	300355	0.83				
				31-Mar-20	At the end of the Year				300355	0.83			
				8	FIDELITY INVESTMENT TRUST*	181200	0.52	1-Apr-19				181200	0.52
								3-May-19	Purchase	4299	0.01	185499	0.53
								10-May-19	Purchase	1901	0.01	187400	0.54
								5-Jul-19	Purchase	4085	0.01	191485	0.55
								12-Jul-19	Purchase	5615	0.02	197100	0.57
								13-Sep-19	Purchase	4937	0.01	202037	0.58
								20-Sep-19	Purchase	5763	0.02	207800	0.60
								27-Sep-19	Purchase	2900	0.01	210700	0.60
				8-Nov-19	Purchase	12300	0.04	223000	0.64				
				29-Nov-19	Purchase	51868	0.14	274868	0.76				
				6-Dec-19	Purchase	3000	0.01	277868	0.77				
				13-Dec-19	Purchase	4500	0.01	282368	0.78				
				7-Feb-20	Purchase	5800	0.02	288168	0.80				
				31-Mar-20	At the end of the Year				288168	0.80			
9	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED	202133	0.58	1-Apr-19				202133	0.58				
				5-Apr-19	Sale	104	0.00	202029	0.58				
				12-Apr-19	Sale	2593	0.01	199436	0.57				
				26-Apr-19	Sale	12	0.00	199424	0.57				
				10-May-19	Purchase	10000	0.03	209424	0.60				
				24-May-19	Purchase	10349	0.03	219773	0.63				
				31-May-19	Purchase	250	0.00	220023	0.63				
				7-Jun-19	Sale	703	0.00	219320	0.63				
				14-Jun-19	Sale	2400	0.01	216920	0.62				
				21-Jun-19	Sale	3060	0.01	213860	0.61				
				5-Jul-19	Sale	2350	0.01	211510	0.61				
				12-Jul-19	Sale	107	0.00	211403	0.61				
				19-Jul-19	Purchase	32	0.00	211435	0.61				

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		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company					
				26-Jul-19	Purchase	10	0.00	211445	0.61					
				9-Aug-19	Sale	3992	0.01	207453	0.60					
				23-Aug-19	Purchase	11	0.00	207464	0.60					
				30-Aug-19	Sale	2550	0.01	204914	0.59					
				13-Sep-19	Sale	32	0.00	204882	0.59					
				20-Sep-19	Purchase	4	0.00	204886	0.59					
				27-Sep-19	Purchase	554	0.00	205440	0.59					
				11-Oct-19	Purchase	121	0.00	205561	0.59					
				18-Oct-19	Sale	2500	0.01	203061	0.58					
				1-Nov-19	Sale	2800	0.01	200261	0.57					
				29-Nov-19	Purchase	154533	0.43	354794	0.98					
				17-Jan-20	Purchase	4	0.00	354798	0.98					
				31-Jan-20	Purchase	71	0.00	354869	0.98					
				7-Feb-20	Sale	5988	0.02	348881	0.97					
				21-Feb-20	Sale	4235	0.01	344646	0.96					
				28-Feb-20	Purchase	1500	0.00	346146	0.96					
				6-Mar-20	Sale	8580	0.02	337566	0.94					
				13-Mar-20	Sale	16919	0.05	320647	0.89					
				20-Mar-20	Sale	41091	0.11	279556	0.77					
				27-Mar-20	Purchase	626	0.00	280182	0.78					
				31-Mar-20	Sale	644	0.00	279538	0.77					
				31-Mar-20	At the end of the Year				279538	0.77				
				10	NEW WORLD FUND INC*	0	0.00	1-Apr-19				0	0.00	
								29-Nov-19	Purchase	219918	0.61	219918	0.61	
								13-Dec-19	Purchase	8605	0.02	228523	0.63	
								20-Dec-19	Purchase	2327	0.01	230850	0.64	
								27-Dec-19	Purchase	1978	0.01	232828	0.65	
								31-Dec-19	Purchase	3165	0.01	235993	0.65	
								3-Jan-20	Purchase	2	0.00	235995	0.65	
								31-Mar-20	At the end of the Year				235995	0.65
				11	PINEBRIDGE INVESTMENTS GF MAURITIUS LIMITED#	416859	1.20	1-Apr-19				416859	1.20	
				5-Apr-19	Sale	13866	0.04	402993	1.16					
				12-Apr-19	Sale	14000	0.04	388993	1.12					
				19-Apr-19	Sale	755	0.00	388238	1.11					
				26-Apr-19	Sale	10596	0.03	377642	1.08					
				3-May-19	Sale	2399	0.01	375243	1.08					
				10-May-19	Sale	8439	0.02	366804	1.05					
				24-May-19	Sale	12489	0.04	354315	1.02					
				31-May-19	Sale	10244	0.03	344071	0.99					
				21-Jun-19	Sale	273	0.00	343798	0.99					
				29-Jun-19	Sale	10071	0.03	333727	0.96					
				5-Jul-19	Sale	1539	0.00	332188	0.95					
				12-Jul-19	Sale	1373	0.00	330815	0.95					
				2-Aug-19	Sale	1971	0.01	328844	0.94					
				10-Jan-20	Sale	18922	0.05	309922	0.86					
				17-Jan-20	Sale	10700	0.03	299222	0.83					
				7-Feb-20	Sale	11717	0.03	287505	0.80					
				14-Feb-20	Sale	1482	0.00	286023	0.79					
				28-Feb-20	Sale	166	0.00	285857	0.79					
				6-Mar-20	Sale	12834	0.04	273023	0.76					



Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year		
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
12	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED#	210616	0.60	20-Mar-20	Sale	4811	0.01	268212	0.74	
				27-Mar-20	Sale	45000	0.12	223212	0.62	
				31-Mar-20	At the end of the Year		223212	0.62		
				1-Apr-19					210616	0.60
				5-Apr-19	Purchase	20994	0.06	231610	0.66	
				12-Apr-19	Purchase	8095	0.02	239705	0.69	
				19-Apr-19	Purchase	6412	0.02	246117	0.71	
				26-Apr-19	Purchase	2515	0.01	248632	0.71	
				3-May-19	Purchase	12771	0.04	261403	0.75	
				24-May-19	Purchase	20234	0.06	281637	0.81	
				31-May-19	Purchase	3213	0.01	284850	0.82	
				14-Jun-19	Sale	40	0.00	284810	0.82	
				21-Jun-19	Purchase	499	0.00	285309	0.82	
				29-Jun-19	Sale	602	0.00	284707	0.82	
				5-Jul-19	Purchase	14484	0.04	299191	0.86	
				12-Jul-19	Sale	8587	0.02	290604	0.83	
				19-Jul-19	Sale	13634	0.04	276970	0.80	
				26-Jul-19	Sale	2077	0.01	274893	0.79	
				2-Aug-19	Sale	2239	0.01	272654	0.78	
				9-Aug-19	Sale	8036	0.02	264618	0.76	
				16-Aug-19	Sale	6141	0.02	258477	0.74	
				23-Aug-19	Sale	20275	0.06	238202	0.68	
				30-Aug-19	Sale	18706	0.05	219496	0.63	
				6-Sep-19	Sale	21266	0.06	198230	0.57	
				13-Sep-19	Sale	1649	0.00	196581	0.56	
				20-Sep-19	Sale	34	0.00	196547	0.56	
				27-Sep-19	Sale	8506	0.02	188041	0.54	
				4-Oct-19	Sale	6398	0.02	181643	0.52	
				11-Oct-19	Sale	2105	0.01	179538	0.52	
				18-Oct-19	Sale	4361	0.01	175177	0.50	
				25-Oct-19	Sale	7314	0.02	167863	0.48	
1-Nov-19	Sale	5214	0.01	162649	0.47					
8-Nov-19	Sale	19698	0.06	142951	0.41					
15-Nov-19	Sale	2654	0.01	140297	0.40					
29-Nov-19	Purchase	40458	0.11	180755	0.50					
6-Dec-19	Sale	145	0.00	180610	0.50					
13-Dec-19	Sale	11070	0.03	169540	0.47					
20-Dec-19	Sale	12523	0.03	157017	0.44					
27-Dec-19	Sale	16	0.00	157001	0.44					
31-Dec-19	Sale	14	0.00	156987	0.44					
3-Jan-20	Sale	5	0.00	156982	0.44					
10-Jan-20	Purchase	10494	0.03	167476	0.46					
17-Jan-20	Purchase	6040	0.02	173516	0.48					
24-Jan-20	Purchase	2	0.00	173518	0.48					
31-Jan-20	Purchase	3025	0.01	176543	0.49					
7-Feb-20	Sale	373	0.00	176170	0.49					
14-Feb-20	Sale	13988	0.04	162182	0.45					
21-Feb-20	Sale	3705	0.01	158477	0.44					
28-Feb-20	Purchase	3016	0.01	161493	0.45					
6-Mar-20	Purchase	163	0.00	161656	0.45					

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
13	DSP BLACKROCK MUTUAL FUND#	230403	0.66	13-Mar-20	Purchase	282	0.00	161938	0.45
				20-Mar-20	Purchase	6859	0.02	168797	0.47
				27-Mar-20	Sale	3200	0.01	165597	0.46
				31-Mar-20	Purchase	16	0.00	165613	0.46
				31-Mar-20	At the end of the Year		165613	0.46	
				1-Apr-19				230403	0.66
				5-Apr-19	Purchase	24	0.00	230427	0.66
				12-Apr-19	Purchase	20	0.00	230447	0.66
				19-Apr-19	Purchase	3	0.00	230450	0.66
				26-Apr-19	Sale	1041	0.00	229409	0.66
				3-May-19	Purchase	5	0.00	229414	0.66
10-May-19	Sale	31	0.00	229383	0.66				
17-May-19	Sale	4	0.00	229379	0.66				
24-May-19	Sale	13378	0.04	216001	0.62				
31-May-19	Sale	16684	0.05	199317	0.57				
7-Jun-19	Sale	7677	0.02	191640	0.55				
14-Jun-19	Purchase	28	0.00	191668	0.55				
21-Jun-19	Purchase	4	0.00	191672	0.55				
29-Jun-19	Sale	1999	0.01	189673	0.54				
5-Jul-19	Purchase	14	0.00	189687	0.54				
12-Jul-19	Purchase	4	0.00	189691	0.54				
19-Jul-19	Purchase	6	0.00	189697	0.54				
26-Jul-19	Purchase	3	0.00	189700	0.54				
2-Aug-19	Sale	96	0.00	189604	0.54				
9-Aug-19	Purchase	863	0.00	190467	0.55				
16-Aug-19	Purchase	4265	0.01	194732	0.56				
23-Aug-19	Purchase	1629	0.00	196361	0.56				
30-Aug-19	Purchase	7	0.00	196368	0.56				
6-Sep-19	Purchase	6	0.00	196374	0.56				
13-Sep-19	Purchase	8	0.00	196382	0.56				
20-Sep-19	Purchase	5	0.00	196387	0.56				
27-Sep-19	Purchase	353	0.00	196740	0.56				
30-Sep-19	Purchase	1430	0.00	198170	0.57				
4-Oct-19	Purchase	21	0.00	198191	0.57				
11-Oct-19	Purchase	1660	0.00	199851	0.57				
18-Oct-19	Sale	3	0.00	199848	0.57				
25-Oct-19	Sale	261	0.00	199587	0.57				
1-Nov-19	Purchase	12	0.00	199599	0.57				
8-Nov-19	Sale	521	0.00	199078	0.57				
15-Nov-19	Sale	16	0.00	199062	0.57				
29-Nov-19	Sale	1702	0.00	197360	0.55				
6-Dec-19	Sale	12894	0.04	184466	0.51				
13-Dec-19	Sale	16862	0.05	167604	0.46				
20-Dec-19	Purchase	35	0.00	167639	0.46				
27-Dec-19	Sale	24	0.00	167615	0.46				
31-Dec-19	Purchase	66	0.00	167681	0.46				
3-Jan-20	Purchase	19	0.00	167700	0.46				
10-Jan-20	Sale	9671	0.03	158029	0.44				
17-Jan-20	Sale	8364	0.02	149665	0.41				
24-Jan-20	Purchase	48	0.00	149713	0.41				



Sl. No.	Name	Shareholding at the beginning of the year (01.04.2019)		Date	Reason	Increase/Decrease in shareholding		Cumulative Shareholding during the year					
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company				
				31-Jan-20	Purchase	74	0.00	149787	0.42				
				7-Feb-20	Sale	188	0.00	149599	0.41				
				14-Feb-20	Purchase	5	0.00	149604	0.41				
				21-Feb-20	Purchase	26	0.00	149630	0.41				
				28-Feb-20	Purchase	74	0.00	149704	0.41				
				6-Mar-20	Purchase	80	0.00	149784	0.42				
				13-Mar-20	Purchase	105	0.00	149889	0.42				
				20-Mar-20	Sale	421	0.00	149468	0.41				
				27-Mar-20	Purchase	1967	0.01	151435	0.42				
				31-Mar-20	Purchase	3416	0.01	154851	0.43				
				31-Mar-20	At the end of the Year		154851	0.43					
				14	FRANKLIN TEMPLETON INVESTMENT FUNDS#	202028	0.58	1-Apr-19				202028	0.58
								5-Apr-19	Sale	4691	0.01	197337	0.57
				3-May-19	Sale	19700	0.06	177637	0.51				
				17-May-19	Sale	13739	0.04	163898	0.47				
				24-May-19	Sale	6371	0.02	157527	0.45				
				14-Jun-19	Sale	18091	0.05	139436	0.40				
				21-Jun-19	Sale	3552	0.01	135884	0.39				
				12-Jul-19	Sale	4358	0.01	131526	0.38				
				9-Aug-19	Sale	5623	0.02	125903	0.36				
				3-Jan-20	Sale	5133	0.01	120770	0.33				
				17-Jan-20	Sale	770	0.00	120000	0.33				
				24-Jan-20	Sale	38113	0.11	81887	0.23				
				31-Jan-20	Sale	3740	0.01	78147	0.22				
				7-Feb-20	Sale	6587	0.02	71560	0.20				
				14-Feb-20	Sale	7103	0.02	64457	0.18				
				21-Feb-20	Sale	16877	0.05	47580	0.13				
				28-Feb-20	Sale	12287	0.03	35293	0.10				
				31-Mar-20	At the end of the Year		35293	0.10					

# Ceased in the list of Top 10 Shareholders during the year. The same are reflected above since the shareholders were among Top 10 shareholders as at the beginning of the year i.e. 01.04.2019.

\* Not in the list of Top 10 Shareholders as on 01.04.2019. The same has been reflected above since the shareholders were among one of the Top 10 shareholders during the period 01.04.2019 to 31.03.2020.

**Notes:-**

- Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholders, wherever required.
- Company had made allotment of 12,43,523 equity shares by way of Qualified Institutions Placement (QIP) on 23<sup>rd</sup> November, 2019. Accordingly, post 23<sup>rd</sup> November 2019, the % shareholding in total equity share capital of the Company for each of the shareholders has been calculated on the increased equity share capital.

**E) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	<b>B. G. Bangur – Chairman</b>				
	At the beginning of the year	10,221	0.03%	10,221	0.03%
	<b>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	No Change			
	At the end of the year (31.03.2020)			10,221	0.03%
2	<b>H. M. Bangur – Managing Director (Key Managerial Personnel)</b>				
	At the beginning of the year	4,82,063	1.38%	4,82,063	1.38%
	<b>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	No Change			
	At the end of the year (31.03.2020)			4,82,063	1.34%
3	<b>Prashant Bangur – Jt. Managing Director (Key Managerial Personnel)</b>				
	At the beginning of the year	3,89,750	1.12%	3,89,750	1.12%
	<b>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	No Change			
	At the end of the year (31.03.2020)			3,89,750	1.08%

**Other Directors, Chief Finance Officer and Company Secretary of the Company did not hold any shares of the Company during the financial year 2019-20**

\$ Company had made allotment of 12,43,523 equity shares by way of Qualified Institutions Placement (QIP) on 23<sup>rd</sup> November, 2019. Accordingly, although there was no change in the shareholding of above directors, their % shareholding in total equity share capital of the Company has undergone change as a result of dilution due to issue of new shares pursuant to QIP.

**V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

(₹ in Crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2019)</b>				
i) Principal Amount	2,797.95	-	-	2,797.95
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.93	-	-	5.93
<b>Total (i+ii+iii)</b>	<b>2,803.88</b>	<b>-</b>	<b>-</b>	<b>2,803.88</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition (Principal)	380.78	682.49	-	1,063.27
• Reduction (Principal)	74.53	642.49	-	717.02
<b>Net Change</b>	<b>306.25</b>	<b>40.00</b>	<b>-</b>	<b>346.25</b>
<b>Indebtedness at the end of the financial year (31.03.2020)</b>				
i) Principal Amount	3,104.20	40.00	-	3,144.20
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.40	-	-	5.40
<b>Total (i+ii+iii)</b>	<b>3,109.60</b>	<b>40.00</b>	<b>-</b>	<b>3,149.60</b>



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹ in Lac)

Sl. No.	Particulars of Remuneration	H. M. Bangur (Managing Director)	Prashant Bangur (Joint Managing Director)	P. N. Chhangani (WTD)	Total Amount
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,769.16	1,235.06	396.89	4,401.11
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.52	3.84	0.21	6.57
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- Others, please specify (As decided by Board for FY 2019-20)	1,200.00	700.00	-	1,900.00
<b>5</b>	<b>Others, please specify</b>				
	Retiral Benefits (Contribution to Provident, Superannuation and Annuity Funds) & Others	204.30	137.94	40.05	382.29
	<b>Total (A)</b>	<b>4,175.98</b>	<b>2,076.84</b>	<b>437.15</b>	<b>6,689.97</b>
	<b>Ceiling as per the Act</b>				<b>28,317.00</b>

### B. Remuneration to other directors

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Name of Directors								Total Amount
		R. L. Gaggar	Shreekant Somany	O. P. Setia	Dr. Y. K. Alagh	Uma Ghurka#	Nitin Desai	Dr. Leena Srivastava*	Sanjiv Krishnaji Shelgikar	
<b>1.</b>	<b>Independent Directors</b>									
	Fee for attending board / committee meetings	6.75	6.75	9.00	6.75	1.50	8.25	2.25	7.50	<b>48.75</b>
	Commission	25.00	25.00	25.00	25.00	25.00	25.00	-	25.00	<b>175.00</b>
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	<b>Nil</b>
	<b>Total (1)</b>	<b>31.75</b>	<b>31.75</b>	<b>34.00</b>	<b>31.75</b>	<b>26.50</b>	<b>33.25</b>	<b>2.25</b>	<b>32.50</b>	<b>223.75</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>									
		<b>B. G. Bangur</b>	<b>Total Amount</b>							
	Fee for attending board / committee meetings	3.00	<b>3.00</b>							
	Commission	25.00	<b>25.00</b>							
	Others, please specify	Nil	<b>Nil</b>							
	<b>Total (2)</b>	<b>28.00</b>	<b>28.00</b>							
	<b>Total (B)=(1+2)</b>		<b>251.75</b>							

# Appointed as Director w.e.f. 11<sup>th</sup> November, 2019

\* Ceased w.e.f. 31<sup>st</sup> August, 2019 (Close of business hours)

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		S. S. Khandelwal (Company Secretary)	Subhash Jajoo (CFO)	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	153.84	95.61	<b>249.45</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.07	0.07	<b>0.14</b>
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- Others, please specify	-	-	-
<b>5</b>	<b>Others, please specify</b>			
	Retiral Benefits (Contribution to Provident, Superannuation and Annuity Funds) & Others	17.10	11.16	<b>28.26</b>
	<b>Total</b>	<b>171.01</b>	<b>106.84</b>	<b>277.85</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

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

For and on behalf of the Board

Place: Kolkata  
Date : 8<sup>th</sup> May, 2020

**B. G. Bangur**  
Chairman  
DIN: 00244196



# BUSINESS RESPONSIBILITY REPORT

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company	L26943RJ1979PLC001935			
2. Name of the Company	Shree Cement Limited			
3. Registered address	Bangur Nagar, Beawar -305901, Distt: Ajmer, Rajasthan			
4. Website	www.shreecement.com			
5. E-mail id	shreebwr@shreecement.com			
6. Financial Year reported	1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020			
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	<b>Group</b>	<b>Class</b>	<b>Sub Class</b>	<b>Description</b>
	239	2394	23941 23942	Manufacture of clinker and cement
	[Source: National Industrial Classification Code (NIC)]			
8. List three key products/services that the Company manufactures/provides (as in balance sheet)	Ordinary Portland Cement, Portland Pozzolana Cement and Portland Slag Cement			
9. Total number of locations where business activity is undertaken by the Company	<b>a. Number of International Locations (provide details of major 5):</b> Company operates in United Arab Emirates through its subsidiaries.			
	<b>b. Number of National Locations:</b> Operative cement plants at 12 locations, Registered Office, Corporate office and marketing offices			
10. Markets served by the Company	Local	State	National	International
	✓	✓	✓	✓

## SECTION B: FINANCIAL DETAILS OF THE COMPANY (STANDALONE)

1. Paid up Capital (INR)	36.08 Crore
2. Total Turnover (INR)	11904.00 Crore
3. Total profit after taxes (INR)	1570.18 Crore
4. Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.01% of average net profit of last three financial years computed as per Section 198 of the Companies Act, 2013 (CSR spent is ₹ 40.47 Crore)
5. List of activities in which expenditure in 4 above has been incurred	Major activities are as under:- (a) Education (b) Livelihood and Income Generation (c) Healthcare and arrangement of drinking water (d) Women empowerment and skill development (e) Helping old aged people, needy and orphans (f) Community Infrastructure and Rural Development (g) Social welfare and promotion of art and culture (h) Environment sustainability

## SECTION C: OTHER DETAILS

### 1. Does the Company have any Subsidiary Company/ Companies?

Yes. As on 31<sup>st</sup> March, 2020; Company had 2 Wholly Owned Subsidiaries - 1 (one) domestic and 1 (one) foreign. This apart, there are 4 (four) more foreign step-down subsidiaries of the Company.

### 2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).

None of the Wholly Owned Subsidiaries of the Company has material business operations. Out of four foreign step-down subsidiaries, one subsidiary has material business operations in United Arab Emirates. The said subsidiary complies with applicable laws concerning economic, social and environment discipline.

### 3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

Other entities do participate to the extent possible but their participation level cannot be measured and expressed in terms of percentage.

## SECTION D: BR INFORMATION

### 1. Details of Director/Directors responsible for BR

#### a) Details of Director/ Director responsible for implementation of BR policy/ policies

1. <b>DIN:</b>	08189579
2. <b>Name:</b>	Shri P. N. Chhangani
3. <b>Designation:</b>	Whole Time Director

#### b) Details of the BR head

Sl. No.	Particulars	Details
1.	DIN (if applicable)	N.A.
2.	Name	S. S. Khandelwal
3.	Designation	Company Secretary
4.	Telephone number	+91-1462-228101-6
5.	e-mail id	shreebwr@shreecement.com

### 2. Principle-wise (as per NVGs) BR Policy/policies

#### (a) Details of compliances (Reply in Y/N)

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs have identified nine areas of Business Responsibility which have been coined in the form of nine business principles. These principles are as under -

- P-1** Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
- P-2** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
- P-3** Businesses should promote the well-being of all employees.
- P-4** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
- P-5** Businesses should respect and promote human rights.
- P-6** Businesses should respect, protect and make efforts to restore the environment.
- P-7** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
- P-8** Businesses should support inclusive growth and equitable development.
- P-9** Businesses should engage with and provide value to their customers and consumers in a responsible manner.



Sl. No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	<b>Do you have a policy/ policies for the BR principles?</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	<b>Has the policy been formulated in consultation with the relevant stakeholders?</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	<b>Does the policy conform to any national/international standards? If yes, specify? (50 words)</b>	<p>Company has adopted various standards specified by the International Organization for Standardization (ISO). These are-</p> <ul style="list-style-type: none"> <li>a) ISO 9001:2015 for Quality management systems</li> <li>b) ISO 14001:2015 for Environment management systems</li> <li>c) ISO 50001 Energy management systems</li> </ul> <p>Apart from these, other standards which the Company is following with are:</p> <ul style="list-style-type: none"> <li>a) IS 18001:2007 for Occupational, Health and Safety Management System (Bureau of Indian Standard, Govt.of India)</li> <li>b) OHSAS 45001:2018 for Occupational Health and Safety</li> <li>c) International Labour Organisation (ILO) Guidelines</li> <li>d) UN Global Compact and International Finance Corporation guidelines for specific aspects of cement sector</li> <li>e) National Voluntary Guidelines (NVG) given by Ministry of Corporate Affairs for Social, Environment and Economic responsibility of business</li> <li>f) Global Reporting Initiative standards</li> <li>g) Cement Standard IS 269, IS 455, IS 1489 Part-1, IS 6909, IS 16415, IS 2185 Part -3 by Bureau of Indian Standard, Govt.of India</li> </ul> <p>Company is also member of Global Cement and Concrete Association (GCCA) at global and national level and complying its guidelines on sustainability aspect. All policies on the principles mentioned above are in compliance with these standards and statutory requirements of applicable laws of jurisdiction in which the Company operates. Other than these, the policies are based on the generally accepted practices for the respective principles.</p>								
4.	<b>Has the policy been approved by the Board? If yes, has it been signed by MD / owner / CEO/ appropriate Board Director?</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	<b>Does the company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?</b>	<p>Yes. The Board has constituted Corporate Social and Business Responsibility (CSBR) Committee consisting of 6 directors which is responsible for overseeing implementation of various policies adopted by the Company. At executive level, there is Environment Social and Governance (ESG) Committee consisting of Senior Executives of the Company, which carries out continuous monitoring and implementation of policies. To put further thrust on implementation of various sustainability measures, the Board has linked performance appraisal of Shri P. N. Chhangani, Whole Time Director to Company's performance on Key Performance Indicators (KPIs) set for various sustainability parameters (like consumption of green</p>								

Sl. No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		<p>energy, reduction of specific power/energy consumption, lower specific carbon emissions, increase in consumption of industrial wastes, etc.). He is also required to ensure that annual performance appraisal of all unit heads reporting to him also have assessment of their units' performance on sustainability parameters KPI's set for them.</p>								
6.	<b>Indicate the link for the policy to be viewed online?</b>	<p><a href="https://www.shreecement.com/pages/policies.php">https://www.shreecement.com/pages/policies.php</a></p>								
7.	<b>Has the policy been formally communicated to all relevant internal and external stakeholders?</b>	<p>Communication is an on-going process. For this purpose, the policies have been posted on the Company's website for information of all stakeholders. For internal stakeholders, appropriate communication means such as notice boards, company magazines, intranet, etc. are used. These are also covered in Company's Corporate Sustainability Report released every year for all its stakeholders.</p>								
8.	<b>Does the company have in-house structure to implement the policy/policies?</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	<b>Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?</b>	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	<b>Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?</b>	<p>As part of compliance with the ISO and other standards adopted by the Company, an external agency evaluates the implementation of the standards on an annual basis. Apart from this, Company also has a system of undertaking regular audit/ review of the implementation of various standards/ compliance of applicable laws, provisions of which have been imbibed in the policies. Separately, an external consultant also gives its assurance on our Corporate Sustainability Report (which interalia contains compliances with policies and frameworks adopted by the Company) with respect to various environmental and social indicators.</p>								



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

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

**3. Governance related to BR**

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

Corporate Social and Business Responsibility Committee of the Board annually reviews and assesses the BR performance of the Company.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Company publishes Corporate Sustainability Report on annual basis which is GRI compliant and assured by an independent certifying agency. Hyperlink to view reports published by the Company is <https://www.shreecement.com/pages/csr.php>.

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**PRINCIPLE - 1 : Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.**

**1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No.**

**Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?**

The policy relating to ethics, bribery and corruption is inclusive in code of conduct which is to be followed by all the employees and Directors of the Company. Our foreign material step-down subsidiary has its own policy and guidelines governing ethics, bribery and corruption commensurate to laws of jurisdiction in which it operates. The Company, as far as possible, encourages all the associated parties including vendors, suppliers and contractors to follow the principles envisaged in the policy.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

There were 8 complaints received from the investors during the year 2019-20. All these complaints were properly attended and necessary actions were taken. Proper investigation was carried out in respect of complaints which were received as part of vigil mechanism.

**PRINCIPLE - 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

Company, in its operations, has deployed best-in-class technology and processes which optimally utilize resources and leave minimal footprints. This apart, Company's specific efforts in addressing environmental concerns in its operations include the following: -

- Utilizing fly-ash/slag, pet coke and other waste materials in cement manufacturing to substitute natural materials & fuels;
- Implementation of Waste Heat Recovery Plants to capture waste heat of kilns and utilize the same for power generation and resultantly save water and fossil fuels;
- Installation of Air Cooled Condensers (ACC) in place of Water Cooled Condensers (WCC) in all its power plants including 300 MW power plant to conserve water;
- Implementation of Ambient Air Quality Monitoring System (AAQMS) and Continuous Emission Monitoring System (CEMS) for better emission monitoring and online reporting to Pollution Control Boards;
- Installation of De NOx system for the control of NOx emissions;
- Installation/up-gradation of bag filters at various manufacturing facilities for emission reduction;
- Installation of wind power plants and solar power plant for increasing share of renewable power in captive power consumption;
- Continual improvement in efficiency to bring down station heat rate and auxiliary consumption in the thermal power plants;
- Utilization of sewage water after proper treatment in Sewage Treatment Plant (STP); and
- Installation of organic waste convertor for treatment and disposal of household waste in colony.

For water conservation, the Company has been continuously exploring opportunities to increase use of recycled water and reduce water consumption in its operations. Additionally, the Company has been undertaking various studies for exploring ways for recharge of ground water in nearby areas.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

**(a) Reduction during sourcing/production/distribution achieved since the previous year through out the value chain?**

Resources	Unit of measurement	2019-20	2018-19
Electricity	kWh/ton of cement	70.54	69.05
Fuel	KCal/kg of clinker	721	719

**(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

The data regarding reduction during usage by consumers (energy, water) is not available with the Company.

**3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

Company's sourcing practices are targeted to achieve cost optimization, ensuring environment sustainability and resource efficiency. The criteria used for selection of suppliers/ vendors go beyond cost relevance and include resource efficiency, product quality, life cycle, environment impact, etc. Limestone, the primary raw material, is captively extracted by the Company from its limestone mines using latest mining techniques for cost optimization and waste reduction. These limestone mines are located in vicinity to its clinker manufacturing facilities which reduces cost of transportation of the material. For procurement of other materials and items, Company gives preference to vendors which comply with the various principles of sustainability. At the time of award of contract to vendors, various clauses are incorporated in the contract document related to health and safety, human rights practices, work environment, etc. Engagement of transporters is done based on conditions like young vehicles, need for drivers to carry pollution certificates, drivers and support staff to always carry safety aprons, helmets, driving license, etc. Also, Company continuously strives for load and route optimization to ensure fuel and environmental efficiency of the fleets.





**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Company accords priority to local suppliers in procurement of raw materials, stores and spares and other consumables. Currently it has over 900 MSME vendors registered across all locations for procurement of goods and availing services. Company's contractors who supply labour services for plant operations, housekeeping, horticulture, general maintenance and varied other purposes employ workmen from nearby communities. This workforce is provided training on occupational health and safety aspects before commencing work.

**5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Company's product i.e. cement has high life span and is not meant for recycling. Also cement manufacturing process as such does not involve production of any by-products or waste. Fly-ash, a solid waste, generated from operation of thermal power plants is utilized in production of blended cement. Used oil is only the hazardous waste being generated which is entirely co-processed in the cement operations itself. Other miscellaneous non-hazardous wastes are sold to recyclers. The domestic waste water generated is 100% recycled through Sewage Treatment Plants in the Company. This apart, Company also utilizes waste of other industries in the form of Alternative Fuels and Raw Materials (AFR) in cement production process

which ultimately provides feasible solution to industrial waste disposal.

**PRINCIPLE - 3 : Businesses should promote the well-being of all employees.**

- 1. Please indicate the total number of employees.**  
The total number of employees as on 31<sup>st</sup> March, 2020 was 6185.
- 2. Please indicate the total number of employees hired on temporary/contractual/casual basis.**  
Total Temporary/Contractual/Casual employees including retainers were 13418 as on 31<sup>st</sup> March, 2020.
- 3. Please indicate the number of permanent women employees.**  
There were 29 permanent women employees as on 31<sup>st</sup> March, 2020.
- 4. Please indicate the number of permanent employees with disabilities.**  
There were 6 permanent employees with disabilities as on 31<sup>st</sup> March, 2020.
- 5. Do you have an employee association that is recognized by management?**  
Yes, the Company has recognized trade unions affiliated to various trade union bodies.
- 6. What percentage of your permanent employees is members of this recognized employee association?**  
5.77% of total permanent employees are members of above trade unions as on 31<sup>st</sup> March, 2020.
- 7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

Sl. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/ forced labour/involuntary labour	NIL	NIL
2.	Sexual harassment	NIL	NIL
3.	Discriminatory employment	NIL	NIL

Company provides equal opportunity to all irrespective of gender, religion, caste, colour and does not discriminate based on any other factor.

**8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

Type of employee	Total no. as on 31 <sup>st</sup> March, 2020	Training imparted to number of persons during the year	% Training
Permanent Employees	6185	5205	84%
Permanent Women Employees	29	20	69%
Casual/Temporary/Contractual Employees*	13418	12420	93%
Employees with Disabilities	6	5	83%

\*includes employees hired through contractors including retainers. Casual/ Contractual employees were covered under safety & compliance training

**PRINCIPLE - 4 : Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

- 1. Has the company mapped its internal and external stakeholders? Yes/No**  
Yes. The Company has mapped its stakeholders as part of sustainability reporting process.
- 2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**  
Company considers people from low strata of the local communities around its manufacturing units and its contract workers as disadvantaged, vulnerable and marginalized stakeholder of the Company.
- 3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

Company's initiatives in the field of Corporate Social Responsibility are intended to cover wide spectrum of communities including the disadvantaged, vulnerable and marginalised stakeholders. These initiatives include areas like education, healthcare, livelihood support, rural and infrastructure development, support to elderly and needy people, community hygiene and sanitation, women empowerment, etc. and are carried out by CSR arm of the Company Shree Foundation Trust. Company engages with local community to ascertain their needs for planning, coordinating and routine monitoring of its CSR activities and programs.

**PRINCIPLE - 5 : Businesses should respect and promote human rights.**

- 1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**  
The policy on human rights covers the Company only. Our foreign material subsidiary has its own policy and guidelines governing human rights commensurate to laws of jurisdiction in which it operates. Further Company encourages parties associated with its value chain like vendors, suppliers, contractors, etc. to follow the principles envisaged in the policy.
- 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**  
Company did not receive any stakeholder complaint in FY 2019-20 relating to human rights.

**PRINCIPLE - 6 : Businesses should respect, protect and make efforts to restore the environment.**

- 1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**  
The policy on environment covers the company only. Our foreign material subsidiary has its own policy and guidelines governing environment protection commensurate to laws of jurisdiction in which it operates. The Company encourages the parties associated with it to follow the governing principles of this policy for the protection and restoration of environment.



**2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for web page etc.**

Yes. Company's initiatives such as installation of Waste Heat Recovery Plants, Renewable Energy Power Plants, Air Cooled Condensers in power plants, in-house production of synthetic gypsum using patented technology, energy conservation and efficiency measures, etc. are aimed to address global warming and climate change issues. This apart, Company is a member of various global forums which enables it to benchmark its practices with the international standards and provides it a forum to participate in global environmental initiatives. The Company also voluntarily discloses its carbon emissions and water footprints in the Carbon Disclosure Project (CDP). It annually keeps its stakeholders updated about its sustainability measures and performance through GRI compliant Corporate Sustainability Report, the weblink of which is <https://www.shreecement.com/pages/csr.php>.

**3. Does the company identify and assess potential environmental risks? Y/N**

Yes. Company has risk management mechanism in place to identify and assess existing and potential risks across its operations.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

Company was the 1<sup>st</sup> cement company in India to register its project 'Optimum Utilization of Clinker' with the United Nations Framework Convention on Climate Change (UNFCCC) under the Clean Development Mechanism (CDM) wherein it was granted 4,50,000 units of Certified Emission Reductions (CERs) by UNFCCC. Company has another project on Waste Heat Recovery based power generation at Ras, Rajasthan registered with UNFCCC. The Company has also filed applications for registration of 21 MW Wind Power Plant of the Company under Gold Standard.

There is no requirement of filing environment

compliance report. A validation and verification report is required to be submitted and the same has been filed, wherever required.

**5. Has the company undertaken any other initiatives on-clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Yes. Company has undertaken several initiatives on clean technology, energy efficiency, renewable energy, etc. Details of these initiatives are covered in the Corporate Sustainability Report issued by the Company every year. The weblink for the above reports is <https://www.shreecement.com/pages/csr.php>.

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Emissions/ wastes generated by the Company were within the permissible limits set by CPCB/ SPCB for the relevant financial year. The Company ensures submission of report on the emission levels to CPCB/SPCB at regular intervals.

**7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

No such cases pending at the end of financial year 2019-20.

**PRINCIPLE - 7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.**

**1. Is your company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with:**

The Company is member of following trade chambers, associations and forums which make effort towards climate change, global warming and sustainable business development-

- Cement Manufacturers' Association (CMA)
- The Energy and Resource Institute (TERI)
- Bureau of Energy Efficiency (BEE)
- Global Reporting Initiative (GRI)
- Confederation of Indian Industries (CII)

- Federation of Indian Chamber of Commerce and Industry (FICCI)
- National Council for Cement & Building Materials (NCCBM)
- Global Cement and Concrete Association (GCCA) (national and global membership)

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No. If yes, specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

Yes, the Company has utilized these forums for advocating framing of policies for advancement of public good. Some of them are as below:

- Promoting concreted cemented roads through CMA which are beneficial, eco-friendly and cheaper than the conventional tar roads in long term;
- Recommendation for increased use of fly-ash in cement manufacturing;
- Promoting installation of Waste Heat Recovery Plants in cement manufacturing units which capture hot gases to generate power without using any fossil fuel;
- Associated with National Council for Cement and Building Materials (NCCBM) in its Research Advisory Committee contributing in research and development of building materials;
- Provided inputs to Bureau of Energy Efficiency (BEE) for Perform, Achieve and Trade (PAT) cycles;
- Development and promotion of best sustainability practices through Global Cement and Concrete Association (GCCA).

**PRINCIPLE - 8 : Businesses should support inclusive growth and equitable development.**

**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company has specified programs in pursuit of its policy on inclusive growth and equitable

development. It has aligned its thrust areas in line with the requirements of Schedule VII to the Companies Act, 2013. A Board constituted committee oversees the implementation of various CSR activities and programs of the Company. The details of various CSR initiatives of the Company are given below: -

**Education**

- In order to improve the quality of education in nearby areas, through its dedicated school support programs, Company equips government schools with basic infrastructure facilities like seating arrangements, water & sanitation facilities, furniture, stools & tables and other facilities and supplement efforts of the State Govt. to provide basic education to rural communities. Further additional teachers on honorarium basis have been appointed in Government schools nearby to plant areas. Company has established computer literacy centres and conducted computer literacy programmes for students and villagers. It has collaborated with NIIT foundation through which structured course material, assessment and certificates to student are provided by trainers in the training centres. Company has also started conducting RS-CIT (Rajasthan State Certificate on Information Technology) certificate course. Company, under its 'Shree Ki Pathshala' project, is running centres for imparting basic education to girls who never attended any school or are drop outs. Also, tuition facility is provided to students of nearby community after school hours who are appearing for 10<sup>th</sup> standard exams.
- For psychological, physical and social development of children of 0-6 years age, Company has adopted Anganwadi centres of nearby villages and supported them with items like learning & stationary materials. Through its dedicated programs, Company provided support to needy students through scholarship and extended financial support to undertake further/ higher studies.
- Company has made financial contribution to an NGO Amrit Somani Memorial Trust for running



day-care centre for Autistic children in Kolkata. This centre is being run by trained professionals who are Board Certified Behavior Analysis, USA (BCBA) certified having experience in language therapy, occupational therapy, speech therapy, etc. for Autistic children.

#### Livelihood and Income Generation

- To the farmers in the nearby communities, Company provides training and conducts live demonstration of new farming techniques for improving their farming productivity. Exposure visits to nearby Krishi Vigyan Kendra are organized for improving knowledge base of the farmers. Farmers are also sensitized about various government schemes e.g. crop insurance, irrigation, etc. and trained to take proper action in the event of extreme weather conditions, insects' attacks, etc. on crops. Company provides agriculture tools (like sprayer machine, sprinkler sets, HDPE pipes) to farmers and distributes high quality seeds at subsidized rates for improved yield. Company also provided subsidy on plantation of fruit bearing plants to farmers.
- For improving productivity of livestock which is one of the major sources of livelihood of nearby communities, Company provides fodder seeds to farmers for cultivation and ensuring availability of green fodder for cattle throughout the year. It has given financial assistance for construction of feed manager (chara kheli) to minimize wastage of fodder during cattle feeding.
- Company is providing training to masons to upgrade their professional knowledge about the construction methods and techniques. It gives them an opportunity to learn about the methods of environment friendly usage of cement and other building materials and acquire information about the latest constructing techniques to improve their overall competence. This apart, Company also organizes visits of its technical teams comprising of civil engineers to consumers' site to create awareness about good construction practices among consumers in using cement in the most efficient manner for extracting maximum

benefits and construct long lasting and sustainable structures with optimum resource utilization.

- The Company organises internship training for students of IITs and IIMs to provide a structured opportunity to gain practical experience of onsite working. Similarly, vocational trainings were provided to ITI passed students of nearby areas which helped them integrate their classroom learning with actual professional work experience and enhance their employability.

#### Healthcare programs and arranging drinking water

- Company's 24X7 Health Management Centres (HMC) provide primary healthcare services to local communities. These centres are equipped with all facilities to meet primary and emergency medical needs of nearby communities. Ambulance services are also made available from these centres for critical and emergency cases for people of nearby communities. Besides these centres, Company organizes health camps in the nearby villages and hamlets to cover patients from different specialties. From mobile health care units of the Company, on-the-spot medical services are provided to patients in extreme interiors where medical facilities are not available. To increase awareness about sanitation and hygiene in daily life, Company has undertaken Swachhta Project in nearby communities.
- In 'Mamta Project', Company organizes health camps and arranges doctors' visits in the nearby villages for medical check-up of pregnant women and new-born children. To ensure institutional delivery of pregnant women in nearby villages, Company has appointed volunteers (Sakhis) to act as health educators and counselors.
- For maintaining water supply levels during peak summer season, Company constructed public water huts, water tanks, laid underground pipelines, installed bore wells & pumps and supplied RO water through tankers in nearby villages.

- During the year, Company made financial contribution to State Government for support and relief of people affected by cyclone in Odisha and floods in Karnataka. To mitigate and curb the spread of COVID-19 pandemic in and around its surroundings and nearby localities, the Company took all precautionary measures such as distribution of masks and sanitizers, disinfectant sprays, disseminating awareness of hygiene and social distancing, etc. It distributed food packets, medicines and other items of basic necessity to the migrants/poor/daily wage earners who were forced to stay at home during the lockdown / curfew.

#### Women empowerment and skill development

- Under 'Shree Shakti Project', Company promotes formation of Self-Help Groups (SHGs) of local rural women to help inculcating a habit of saving and creating corpus. Members of these groups with own corpus and financial assistance from lending institutions undertake entrepreneurial assignments. As part of training to SHG members, Company organizes orientation programs for SHG women to gain practical knowledge and acquaint themselves with different mechanism involved in functioning of SHG. The members have taken up activities like cattle farming, fodder growing, irrigation farming, etc. For skill development of rural women, Company has conducted various training programmes on sewing and cutting, bag making, food processing, beauty parlor, carding and spinning, hand embroidery, etc.
- In order to reduce girl infant mortality, Company under its 'Save the Girl Child Campaign' provided help in the form of a fixed deposit of ₹ 5000 at the time of birth of girl child which is available to her after attaining 18 years of age. Company provides basic essential items (like utensil set, sewing machine, bed, cooking stove, cooker, wedding attires, etc.) on the occasion of marriage of girl of BPL families after attaining the age of 18 years.

#### Helping old aged people, needy and orphans

Company is supporting project 'Pronam' for the elderly people of Kolkata under which medical services like ambulance, health check-ups,

camps, etc. are organized. This project also provides safety and security services to these people in co-ordination with Kolkata Police including legal help wherever necessary. Company on various religious and social occasions and as and when need arises, undertakes distribution of food, clothes, winter wears, etc. to people living in old age homes, orphan and needy people of nearby community to meet their daily essential requirements.

#### Community Infrastructure and Rural Development

Company regularly undertakes infrastructure and construction projects in the nearby communities to improve infrastructural facilities, improving accessibility of services and proper utilization of resources for increasing living standards of people in these communities. In order to remove bottleneck of road connectivity in rural areas, Company has undertaken construction and repairing work of the roads in nearby villages of its plants. This apart, Company undertakes civil works in nearby villages to systematically improve infrastructure base. Such work includes construction/ repair of public institutions, renovation of old buildings and community centres, construction of stages, boundary wall, stay rooms, waiting stands, etc. which are commonly used by the communities at large.

#### Promotion of art and culture

To preserve and nurture Indian socio-religious culture, Company organises tableau (Jhankis) on the occasion of the anniversary of Lord Hanuman temple at Beawar. The tableaux apart from projecting mythological and religious characters also convey environmental /social messages. Besides this, company provides financial contribution and support for organizing various social and cultural events by nearby communities which help conservation of their ancient tradition and practices and maintain social harmony. It sponsors and supports events organized by various institutions, private bodies that promote literature, music, poetry, folk, art, etc. and encourages artists, writers, musicians, etc. to



showcase their talent. During the year, company sponsored National Tribal Dance Festival organized by Government of Chhattisgarh to promote the ancient cultures of tribes of Chhattisgarh.

#### Promotion of sports

To inculcate sporting habit and promote sports, Company provides contribution and sponsorship for organising various sporting events, activities, tournaments in schools and nearby areas. This apart, it also provides financial aid/ arranges sports equipment for needy people of nearby communities.

#### Environment Sustainability

Company distributes saplings among farmers of nearby villages for plantation to cover the open areas and development of green belt. Further, Company conducts school plantation programmes wherein it encourages students to plant trees. In nearby areas of its manufacturing facilities, the Company with government administration plant saplings with tree guards and carry out their maintenance to ensure their survival and growth. In the state of Chhattisgarh, the Company had undertaken mass tree plantation drive in four villages of Baloda Bazar District to enhance the green cover in the area. Now Company is carrying out maintenance and nurturing activities of these plants roped in previous years to ensure their survival and growth.

#### 2. Are the programmes/projects under taken through in-house team/own foundation/ external NGO/government structures/any other organization?

The projects are undertaken both by the internal teams, CSR arm of the Company Shree Foundation Trust as well as through/ in-coordination with external agencies like NGOs, trusts and government institutions.

#### 3. Have you done any impact assessment of your initiative?

Company engages with local communities to discuss and understand their needs, identify the priority intervention areas and gauge the impact of its interventions.

#### 4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

Company has spent an amount of ₹ 40.47 Crore on various CSR activities during year 2019-20. The details of the amount incurred and areas covered are given in question 1 above and in Annual Report on Corporate Social Responsibility Activities i.e. Annexure-2 to the Board's Report.

#### 5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes. Company has a process of engaging with local community to understand their concern. CSR interventions are carried out on a 'need based approach' which are developed after consultations with the local community to ensure that the activities are adopted by them.

#### PRINCIPLE – 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner.

##### 1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year?

Company regularly conducts meetings with customers to educate, appraise and understand their concerns. All the concerns are taken up and resolved immediately to the satisfaction of the customers. Despite that, there were 20 consumer cases filed against the Company which were pending as on 31<sup>st</sup> March, 2020.

##### 2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./ Remarks (additional information)

Company displays all information as mandated by the regulations to ensure full compliance with relevant laws.

##### 3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

- i) Competition Commission of India (CCI) vide its order dated 31<sup>st</sup> August, 2016 for alleged violation of provisions of the Competition Act imposed a penalty of ₹ 397.51 Crore on the Company which was challenged by the Company in Competition Appellate Tribunal (now National Company Law Appellate Tribunal) (the 'Tribunal'). Based on submissions made by the Company, the Tribunal, by its order dated 7<sup>th</sup> November, 2016, stayed the operation of the order passed by CCI subject to deposition of 10 percent penalty amount in form of fixed deposit. The Company has complied with the conditions of the above order for stay and the appeal is now before the Tribunal.
- ii) In another matter, CCI had vide its order dated 19<sup>th</sup> January, 2017 imposed a penalty of ₹18.44

Crore on the Company in connection with a reference filed by the Government of Haryana in respect of tender invited by Director Supplies & Disposals, Haryana, for supply of cement. Company has filed an appeal in the Tribunal against the above order which has been stayed and the same is now before the Tribunal.

#### 4. Did your Company carry out any consumer survey/ satisfaction trends?

Consumer satisfaction survey is carried out every year to gauge consumer sentiments. The Company has put in place appropriate grievance handling mechanism to address customer concerns and gather feedback, based on which further appropriate measures and interventions are taken to increase customer satisfaction.



# REPORT ON CORPORATE GOVERNANCE

## Corporate Governance Philosophy

Our Corporate Governance philosophy is aimed at creating and nurturing a valuable bond with stakeholders to maximize stakeholders' value. The Company has always conducted itself by adhering to the core values of transparency, accountability and integrity in all its business practices and management. The Company believes that a business can be successful if it is ethical and meets the aspirations of all its stakeholders which include shareholders, employees, suppliers, customers, investors, communities or policy makers.

Over the years, we have strengthened relationships with our stakeholders in a manner that is dignified, distinctive and responsible. We continue to review and benchmark the corporate governance practices of the Company against best practices. These practices being followed since inception have contributed to the Company's sustained growth. The Company believes in carrying out its operations in a sustainable manner with minimal carbon footprints and optimal utilization of natural resources. The Board is collectively responsible to ensure that processes are structured to direct the Company's actions, assets and agents to achieve the aim of maximization of stakeholders' value.

## Board of Directors

### Composition & Board Diversity

The Board of Directors ('the Board') comprises of appropriate mix of Executive and Non-Executive Directors as required under the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to maintain the

independence of the Board and also to maintain an optimal mix of professionalism, knowledge and experience to enable it to discharge its responsibilities. The Board consists of eleven members, three of whom are Executive Directors, one Non-Executive (Non-Independent) Director (Chairman) and seven Independent Directors including one Women Director. The members of the Board are from diverse background having expertise in the fields of law, banking, economics, sustainability, energy conservation, finance & taxation, etc.

The Board is responsible for and committed to sound principles of Corporate Governance in the Company. The Board, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby, enhancing stakeholders' value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. The Board also plays a crucial role in overseeing how the management serves the short and long term interests of stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and Independent Board. For Directors' Profile, please refer the 'Profile of Directors' section in the Annual Report.

### Skills/Expertise/Competence of the Board of Directors

Core skills/expertise/competence required by the Board (as identified by the Board) for efficient functioning of the Company in the present business environment and those skills/expertise/competence actually available with the Board are as follows:-

Sl. No.	Skills / Expertise / Competence required by the Board of Directors	Status of availability with the Board	
1	Understanding of Business/Industry	Experience and knowledge of business related issues in general and those of Cement business in particular	✓
2	Strategy and strategic planning	Ability to think strategically, identify and assess strategic opportunities & threats and contribute towards developing effective strategies in the context of the strategic objectives of the Company's policies & priorities	✓
3	Critical and innovative thoughts	The ability to analyse the information and share innovative approaches and solutions to the problems	✓
4	Financial Understanding	Ability to analyse and understand the key financial statements, assess financial viability of the projects & efficient use of resources	✓
5	Market Understanding	Understanding of the Cement Market dynamics	✓
6	Risk and compliance oversight	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliances, and monitor risk and compliance management frameworks	✓

On the basis of the above-mentioned skill matrix, the skills which are currently available with the Board are as under:-

Name of Directors	Understanding of Business/ Industry	Strategy and strategic planning	Critical and innovative thoughts	Financial Understanding	Market Understanding	Risk and compliance oversight
Shri B. G. Bangur	✓	✓	✓	✓	✓	✓
Shri H. M. Bangur	✓	✓	✓	✓	✓	✓
Shri Prashant Bangur	✓	✓	✓	✓	✓	✓
Shri P. N. Chhangani	✓	-	✓	✓	✓	✓
Shri O. P. Setia	✓	-	✓	✓	-	✓
Shri R. L. Gaggar	✓	-	✓	✓	-	✓
Shri Shreekant Somany	✓	-	✓	✓	-	✓
Dr. Y. K. Alagh	✓	-	✓	✓	-	✓
Shri Nitin Desai	✓	-	✓	✓	-	✓
Shri Sanjiv Krishnaji Shelgikar	✓	-	✓	✓	-	✓
Ms. Uma Ghurka	✓	-	✓	✓	-	✓

### Selection, Appointment and Tenure of Director

As per the Remuneration Policy, the Nomination cum Remuneration Committee facilitates the Board in identification and selection of the Directors carrying high integrity, relevant expertise and experience so as to have well diverse Board.

The Directors including the Independent Directors are appointed or re-appointed with the approval of the shareholders in accordance with the provisions of the law.

The Executive Directors are normally appointed for a term of five years. Except the Independent Directors, all other Directors including Non-Executive Directors are liable to retire by rotation and are eligible for re-appointment.

As required under rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (As amended), all the Independent Directors of

the Company has enrolled their names in the Independent Directors' data bank within stipulated time.

As required under Regulation 46(2)(b) of the Listing Regulations and Para IV of Schedule IV of the Act, the Company issues formal letter of appointment to the Independent Directors. The specimen thereof has been posted on the website of the Company in terms of the said provisions and can be accessed on the website of the Company at link [https://www.shreecement.com/pdf/appointment\\_letter\\_of\\_independent\\_directors.pdf](https://www.shreecement.com/pdf/appointment_letter_of_independent_directors.pdf).

### Category and Attendance of Directors

The names and categories of Directors, their attendance at the Board Meetings held during the year 2019-20 and at the last Annual General Meeting, and also the number of Directorships held by them in other Companies, Committee Membership / Chairmanship held by them, Directorship held in other listed entities and category of directorship are given below:-



Name of Director	Category		Attendance at AGM held on 9 <sup>th</sup> August, 2019	No. of Board Meetings attended during 2019-20	Directorship in other Companies	Committee Memberships in other Companies	Chairperson of Committees in other Companies	Number of shares held as at 31 <sup>st</sup> March, 2020	Directorship in other listed entity & Category of Directorship
Shri B. G. Bangur		Chairman (Non-Executive)	YES	4	1	-	-	10,221	NIL
Shri H.M. Bangur	Promoter Directors	Managing Director	YES	4	-	-	-	4,82,063*	NIL
Shri Prashant Bangur		Joint Managing Director	YES	4	3	-	-	3,89,750*	NIL
Shri P. N. Chhangani	Professional Director	Whole-Time Director	YES	3	-	-	-	-	NIL
Shri O. P. Setia		Independent Director	YES	4	-	-	-	-	NIL
Shri R. L. Gaggar		Independent Director	YES	3	8	6	-	-	1. Duroply Industries Limited [formerly known as Sarda Plywood Industries Limited] (Independent Director) 2. TIL Limited (Independent Director) 3. International Combustion (India) Limited (Independent Director) 4. Sumedha Fiscal Services Limited (Independent Director)
Shri Shreekant Somany		Independent Director	NO	3	5	3	-	-	1. Somany Ceramics Limited (Chairman & Managing Director) 2. JK Tyre & Industries Limited (Independent Director)
Dr. Y. K. Alagh		Independent Director	YES	3	1	-	-	-	NIL
Shri Nitin Desai		Independent Director	YES	4	1	-	-	-	NIL
Shri Sanjiv Krishnaji Shelgikar		Independent Director	YES	4	11	-	-	-	NIL
Ms. Uma Ghurka\$		Independent Director	-	1	5	-	-	-	NIL
Dr. Leena Srivastava#		Independent Director	YES	2	-	-	-	-	-

\*(i): Out of the 4,82,063 shares held by Shri H. M. Bangur, the beneficial Interest on 14,100 shares is held by the following Trusts/Institutions (Belonging to Promoters Group):

- Benugopal Bangur Family Trust (Private Trust): 4,000 shares
- Sunder Devi Bangur Family Benefit Trust (Private Trust): 3,000 shares
- Sri Rama Nidhi (Family Deity): 7,100 shares

(ii): Out of the 3,89,750 shares held by Shri Prashant Bangur, the beneficial Interest on 93,800 shares is held by the Shree Venkatesh Ayurvedic Aushdhalaya, Charitable Institution (Belonging to Promoters Group)

\$Appointed w.e.f. 11<sup>th</sup> November, 2019 # Ceased w.e.f. 31<sup>st</sup> August, 2019 (Close of business hours)

**Notes:**

1. The directorships held by Directors as mentioned above, do not include directorships in foreign companies.
2. In accordance with Regulation 26 of the Listing Regulations, Memberships/Chairpersonship of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (excluding Shree Cement Ltd.) have been considered.
3. Shri H. M. Bangur is son of Shri B. G. Bangur and father of Shri Prashant Bangur. Shri Prashant Bangur is son of Shri H. M. Bangur and grandson of Shri B. G. Bangur. Except this, there are no inter-se relationships among other Directors.

Four meetings of the Board of the Company were held during financial year 2019-20 i.e. on 18<sup>th</sup> May, 2019, 9<sup>th</sup> August, 2019, 19<sup>th</sup> October, 2019 and 14<sup>th</sup> February, 2020. The gap between any two meetings did not exceed 120 days.

**Board Procedures**

The Board of Directors of the Company acts in the capacity of 'management trustee', being responsible for managing the affairs of the Company on behalf of the shareholders. Therefore, it is absolutely necessary to ensure complete transparency and foresightedness in the decision-making process. The Board takes decision based on detailed discussions and deliberations. The members of the Board have complete independence to raise any issue/matter for discussion.

Meetings of the Board are governed by a structured agenda. Agenda of meeting is circulated to the Board Members well in advance. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. To supplement this, it is ensured that Board Members are presented with all the relevant information, in addition to the agenda of the meeting, for review on vital matters affecting the working of the Company including the minimum information to be placed before the Board as inter-alia specified under Regulation 17(7) of the Listing Regulations.

**Board Independence**

Seven Directors out of eleven Directors of the Company are Independent Directors as per the criteria specified in the Listing Regulations and the Companies Act, 2013 (As amended). All Independent Directors make annual disclosure of their Independence to the Company. None of the Independent Directors has any material pecuniary relationship or transactions with the Company or its subsidiaries, apart from receiving sitting fee and commission as an Independent Director. Further, no Independent Director has resigned before the expiry of the tenure during the year. In opinion of the Board of Director of the Company, the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management.

**Separate Meeting of Independent Directors**

The Independent Directors of the Board met, without the presence of any Non-Independent Director and/or Management Representative, on 14<sup>th</sup> February, 2020 to inter-alia discuss the following:-

- Review of performance of Non-Independent Directors;
- Review of performance of Board as a Whole;
- Review of Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- Quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Independent Directors were assisted by an independent external facilitator to carry out the evaluation process. The outcome of the meeting was apprised to the Chairman of the Company.

**Induction and Familiarization Programme for Independent Directors**

A detailed presentation is provided to the Independent Directors of the Company at the time of their appointment, which covers their role, duties and responsibilities, Company's strategy, business model, operations, markets, organisation structure, products, etc. The said presentation is also provided to existing Independent Directors every year.

As part of Board discussions, presentation on performance of the Company is made to the Board during its meeting(s). Plant visits are also arranged for Independent Directors from time-to-time for better understanding of the Company's operations. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed on the website of the



Company at link [https://www.shreecement.com/pages/shareholders\\_information.php](https://www.shreecement.com/pages/shareholders_information.php).

### Governance Structure

The Company has put in place a governance structure with defined roles and responsibilities of every constituent of the system. The shareholders of the Company appoint the Directors who act as trustees towards the stakeholders of the Company. The Board of Directors discharges its responsibilities in an effective manner with the help of various Board Committees and the Management of the Company. The Company Secretary acts as Secretary to all Committees of the Board. The Chairman of the Company is responsible for fostering a culture which enables the Board to carry out its functions in a harmonious manner and ensure that the Board provides effective governance and guidance to the Company. The Chairman presides at meetings of the Board and also of the Shareholders of the Company. The Managing Director is responsible for overall management of the Company and provides strategic direction for business strategies, growth and expansion of business along-with taking all other policy decisions having significant business and financial implications. The Joint Managing Director is also involved in the management of the Company including executing all strategic and policy decisions and providing critical insights and directions in the operational and management decisions of the Company. The Whole Time Director and other Senior Executives of the Company executes the day-to-day operational matters under the overall guidance and supervision of the Managing Director and the Joint Managing Director thereby, strengthening the effectiveness of control in managing the affairs of the Company.

### Board Committees

The Board has constituted the following Committees of Directors to look into and monitor the matters falling within their terms of reference:

#### A. Audit and Risk Management Committee

##### A.1. Terms of Reference

The Audit and Risk Management Committee ('Committee') reviews the matters falling in its terms of reference and addresses larger issues that could be of vital concerns to the Company. The Committee constituted by the

Board in terms of Section 177 of the Companies Act, 2013 and Listing Regulations meets the requirement of the said section and the Listing Regulations.

The terms of reference of the Committee broadly includes matters pertaining to review of financial reporting process, adequacy of internal control systems, discussion of financial results, interaction with Auditors, appointment and remuneration of Auditors, adequacy of disclosures, Risk Management framework and other relevant matters. In particular, these include:-

- Review the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a) matters required to be included in the Director's Responsibility Statement of the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Act;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s), if any, in the draft audit report;
- Review the quarterly financial statements before submission to the Board for approval;
- Reviewing the financial statements of subsidiaries in particular, the

investments made by the unlisted subsidiaries of the Company, if any;

- Oversight Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- Reviewing and monitoring the Auditor's independence & performance and effectiveness of audit process;
- Approval (including omnibus approval) or any subsequent modification of transactions with related parties;
- Scrutiny of inter-corporate loans and investments;
- Review the utilization of loans and/ or advances / investment made in the subsidiary Company(ies) exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls;
- Reviewing performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings & follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected

fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Review the management discussion and analysis of financial condition and results of operations;
- Review the management letters / letters issued by the statutory auditors and internal audit reports on internal control weaknesses;
- Review of the appointment, removal and terms of remuneration of the chief internal auditor of the Company;
- Formulating and recommending the Risk Management Policy Procedure and Plans to the Board and review and evaluation of the Risk Management System;
- To monitor and review issues/risks related to Cyber Security of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the Audit and Risk Management Committee.

##### A.2. Composition, meetings and attendance

All members of the Committee are financially literate. Shri O. P. Setia, Chairman of the Committee is having the relevant accounting and financial management expertise. During the year under review, the Committee met four times i.e. on 18<sup>th</sup> May, 2019, 9<sup>th</sup> August, 2019, 19<sup>th</sup> October, 2019 and 14<sup>th</sup> February, 2020. The maximum gap between any two meetings was not more than four months.



Name of Member	Category	Qualification of the Member	No. of Meetings Attended
Shri O.P. Setia - Chairman	Independent & Non-Executive Director	The Chairman is Master of Commerce and Ex-Managing Director of State Bank of India and has held many key positions in its associate banks. He possesses the requisite accounting and financial management expertise.	4
Shri R. L. Gagar	Independent & Non-Executive Director	Member is a renowned Solicitor and Advocate based at Kolkata. He is practicing at the High Court of Kolkata for over 50 years. He has good accounting and financial management knowledge.	3
Dr. Y. K. Alagh	Independent & Non-Executive Director	Member is a noted Economist. He has good accounting and financial management knowledge.	3
Shri Nitin Desai	Independent & Non-Executive Director	Member is a noted Economist. He has good accounting and financial management knowledge.	4
Shri Shreekant Somany	Independent & Non-Executive Director	Member is Eminent Industrialist having rich experience of Business. He has good accounting and financial management knowledge.	3
Shri Sanjiv Krishnaji Shelgikar	Independent & Non-Executive Director	Member is a veteran Chartered Accountant and possesses the requisite accounting and financial management expertise.	4
Shri Prashant Bangur*	Executive Director	Member has expertise in Corporate Business Planning & Management and has good accounting and financial management knowledge.	4

\* Ceased as member of the Committee w.e.f. 14<sup>th</sup> February, 2020.

### A.3. Invitees to the Committee

The Whole Time Director, Chief Finance Officer (CFO) and Company Secretary along with the representative(s) from Statutory and Internal Auditors of the Company are permanent invitees for responding to the observations of the Committee. Also, other directors of the Company join the meeting based on requirement as invitees.

## B. Nomination cum Remuneration Committee

### B.1. Terms of Reference

Committee is empowered to –

- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board for their appointment and/or removal;
- Formulate the system and procedure for evaluating performance of Directors;
- Formulate the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board, a policy

relating to the remuneration for the Directors, Key Managerial Personnel and other employees;

- Formulate the criteria for evaluation of performance of Independent Directors and of the Board of Directors as a whole;
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management;
- to see the diversity of the Board of Directors of the Company;
- to extent or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable; and
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

### B.2. Composition, meetings and attendance

The Nomination cum Remuneration Committee consists of all Independent Directors and during the year under review, the Committee met on 18<sup>th</sup> May, 2019 & 19<sup>th</sup> October, 2019. The composition of the Committee and particulars of attendance at the Committee Meetings are given below:

Name of the Member	Category	No. of Meetings Attended
Shri R. L. Gagar - Chairman	Independent & Non-Executive Director	1
Shri O. P. Setia	Independent & Non-Executive Director	2
Shri Shreekant Somany	Independent & Non-Executive Director	2
Dr. Y. K. Alagh	Independent & Non-Executive Director	1

### B.3. Performance evaluation criteria for Independent Directors

The performance evaluation criteria laid down for the Independent Directors covers their attendance and contribution at Board/ Committee meetings, adherence to ethical standards and code of conduct of the Company, inter-personal relations with other Directors, meaningful and constructive contribution and inputs in the Board/ Committee meetings, etc.

### B.4. Remuneration Policy

The Company believes in nourishing a people-friendly environment aimed at attaining high and sustainable growth where each and every personnel working with it is able to achieve the Company's vision of being the best in the industry. The objective of the remuneration policy is –

- to enable the Nomination cum Remuneration Committee to attract highly qualified executives to join the Board of Directors and top management of the Company;
- to enable the top management to attract, recruit and retain people at senior level positions in the organization;
- to enable the top management working along with senior personnel and Human Resource group of the organization to attract, recruit, motivate and retain the best talent available to join its team;
- to create value for all stakeholders in an efficient and responsible manner; and
- to ensure that the Directors, Executives and prescribed officers are remunerated fairly and responsibly with the long term interest of the Company in mind.

The policy covers appointment and fixing of remuneration for all the Directors as well as Key Management Personnel (KMP) of the Company which includes the Chief Finance Officer and the Company Secretary. It also includes the appointment of other Senior Management Personnel which the Board may decide to appoint and who may report to the top management of the Company. Further, the appointment and remuneration of other employees of the Company shall also be guided by this policy although the specific implementation may be undertaken by the respective department responsible for hiring in the Company. The Remuneration Policy of the Company is posted on the website of the Company and can be accessed on the website of the Company at link [https://www.shreecement.com/pdf/remuneration\\_policy\\_new.pdf](https://www.shreecement.com/pdf/remuneration_policy_new.pdf).

### B.5. Remuneration of Directors Executive Directors

The remuneration of the Executive Directors is decided by the Board based on the recommendations of the Nomination cum Remuneration Committee. The remuneration is decided based on broad criteria(s) like industry trend, remuneration package in other comparable corporates, job contents and key performance areas, Company's performance etc. The remuneration structure comprises of salary, contribution to provident, superannuation & annuity funds perquisites & allowances and gratuity in accordance with Company's rules and Commission/ Bonus to the Executive Directors, at the end of the year, is determined and approved by the Board. Necessary approvals from shareholders are





sought in the general meetings for approval of the remuneration package(s). Executive Directors are not paid any sitting fees for attending meetings of Board and Committee thereof.

#### Non-Executive Directors

The remuneration of the Non-Executive Directors comprises of sitting fees and commission. Non-Executive Directors are paid sitting fees of ₹ 75,000 for each meeting of the Board and its Committees attended by them which is within the limits prescribed

under the Companies Act, 2013. Besides the sitting fees, they are also paid commission. Payment of commission to Non-Executive Directors including Independent Directors is made based on their contribution in the Board deliberations and Company's performance. None of the Non-Executive Director has any pecuniary relationship or transaction with the Company apart from receiving the sitting fee and commission as aforesaid. The details of remuneration package, fees paid, etc. to the Directors for the year ended on 31<sup>st</sup> March, 2020 are given hereunder:-

(₹ in Lac)

#### A. Working Directors - Salary

Director	Category	Fixed Component		Performance Linked Incentives/ Commission	Total
		Basic Salary	Allowances Perquisites and other Benefits\$		
Shri H.M. Bangur	Managing Director	1,500.00	1,475.98	1,200.00	<b>4,175.98</b>
Shri Prashant Bangur	Jt. Managing Director	477.00	899.84	700.00	<b>2,076.84</b>
Shri P.N. Chhangani	Whole-Time Director	140.00	119.89	177.26	<b>437.15</b>

#### B. Non-Executive Directors

(₹ in Lac)

Director	Category	Commission	Sitting Fees	Total
Shri B.G. Bangur	Non-Executive Chairman	25.00	3.00	<b>28.00</b>
Shri R.L. Gaggar	Independent Director	25.00	6.75	<b>31.75</b>
Shri Shreekant Somany	Independent Director	25.00	6.75	<b>31.75</b>
Shri O.P. Setia	Independent Director	25.00	9.00	<b>34.00</b>
Dr. Y.K. Alagh	Independent Director	25.00	6.75	<b>31.75</b>
Shri Nitin Desai	Independent Director	25.00	8.25	<b>33.25</b>
Shri Sanjiv Krishnaji Selgirkar	Independent Director	25.00	7.50	<b>32.50</b>
Ms. Uma Ghurka^	Independent Director	25.00	1.50	<b>26.50</b>
Dr. Leena Srivastava*	Independent Director	NIL	2.25	<b>2.25</b>

\$ The Allowances, Perquisite and other Benefits include contribution to Provident, Superannuation and Annuity Funds, Leave Encashment and Gratuity (if paid). The value of perquisites is calculated in accordance with the rules framed under the Income Tax Act, 1961.

^ Appointed w.e.f. 11<sup>th</sup> November, 2019 \* Ceased w.e.f. 31<sup>st</sup> August, 2019 (Close of business hours).

#### Service Contract, Notice Period, Severance Fees and Stock Options

- The appointment of Shri H. M. Bangur, Managing Director, Shri Prashant Bangur, Joint Managing Director & Shri P. N. Chhangani, Whole Time Director is for five years from the date of their respective appointment.
- Notice period as per the Rules of the Company.
- Except Gratuity and Earned Leave at the end of the tenure, no other severance fees is payable.
- No Stock Options were granted during the year.

#### C. Stakeholders' Relationship Committee

##### C.1. Terms of Reference

Committee is empowered to -

- Review and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review measures taken for effective exercise of voting rights by shareholders.
- Review the adherence to the service standards adopted by the listed entity in

respect of various services being rendered by the Registrar & Share Transfer Agent.

- Review the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely payment of dividend/dispatch of annual reports/statutory notices to the shareholders of the Company.
- Monitor redressal of investors' grievances.

##### C.2. Composition, meeting and attendance

The Stakeholders' Relationship Committee consists of all Independent Directors and during the year under review, one meeting of the Committee was held on 14<sup>th</sup> February, 2020. In the said meeting, the Committee reviewed the status of investors' complaints received and resolved during the calendar year 2019. The composition of the Committee and particulars of attendance at the Committee Meeting are given below:-

Name of the Member	Category	No. of Meetings Attended
Shri R. L. Gaggar-Chairman	Independent & Non-Executive Director	1
Dr. Y. K. Alagh	Independent & Non-Executive Director	1
Shri Nitin Desai	Independent & Non-Executive Director	1

##### C.3. Particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year

Link Intime India Private Limited has started acting as new Registrar and Transfer Agent of the Company in place of KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) with effect from 17<sup>th</sup> January, 2020, for carrying out the share transfer & other related work. Shri S. S. Khandelwal, Company Secretary of the Company is the Compliance Officer in terms of Regulation 6 of the Listing Regulations. The Share Transfer Agent(s)/Company has timely resolved/attended all the complaints and no complaint or grievance remained

unattended/unresolved at the end of the year. Details of the complaints received and resolved during, the year ended 31<sup>st</sup> March, 2020 are as under:-

Sl. No.	Nature of Complaints	No. of Complaints received	No. of Complaints resolved
I	Dividend related issues	1	1
II	Dematerialization related issues	3	3
III	Annual Report related issues	4	4
	<b>Total</b>	<b>8</b>	<b>8</b>

Any Member/Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary & Compliance Officer with a copy of the earlier correspondence.

#### D. Corporate Social and Business Responsibility Committee (CSBR Committee)

As required under Section 135 of the Companies Act, 2013, the Company has constituted CSBR Committee of Directors to inter-alia formulate Corporate Social Responsibility (CSR) Policy, recommend the amount of expenditure to be incurred on the activities in line with the objectives given in CSR policy, monitor the CSR policy, etc. The terms of reference and other details are as follows:-

##### D.1 Terms of Reference:

The Committee is empowered to:-

- formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy;
- recommend the amount of expenditure to be incurred on the activities in line with the objectives given in CSR policy;
- oversee the Company's activities and contribution with regard to its corporate and societal obligations & its reputation as a responsible corporate citizen;
- review the performance of the Company on environment, governance and sustainability initiatives & matters;
- approve the policies on principles as required in terms of Business Responsibility Reporting requirements and changes/modifications required from time to time in such policies; and



- to approve Company's report on Business Responsibility Reporting requirements.

#### D.2. Composition, meeting and attendance

During the year under review, the CSBR Committee met once on 18<sup>th</sup> May, 2019. The composition of the Committee and particulars of attendance at the Committee Meeting are given below:-

Name of the Member	Category	No. of Meetings Attended
Shri O. P. Setia - Chairman	Independent & Non-Executive Director	1
Shri Prashant Bangur	Executive Director	1
Shri Nitin Desai	Independent & Non-Executive Director	1
Dr. Leena Srivastava*	Independent & Non-Executive Director	1
Shri Sanjiv Krishnaji Shelgikar	Independent & Non-Executive Director	1
Shri P. N. Chhangani\$	Whole Time Director	NA
Ms. Uma Ghurka\$	Independent & Non-Executive Director	NA

\*Ceased w.e.f. 31<sup>st</sup> August, 2019 (Close of business hours)  
\$ Inducted as Member w.e.f. 14<sup>th</sup> February, 2020

#### Subsidiary Companies

The Audit and Risk Management Committee of the Board of Directors of the Company reviews the financial statements, in particular, the investments, if any, made by its unlisted subsidiary company. Statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies, if any is placed before the Board for review. Copies of Minutes of the Board Meeting(s) of the Subsidiary Companies are tabled at the Board Meeting of the Company. In line with the amended Regulation 24 of the Listing Regulations (effective 1.4.2019), Company has appointed Shri Sanjiv Krishnaji Shelgikar, Independent Director of the Company on the Board of Directors of unlisted material subsidiaries. The policy for determining material subsidiaries as approved by the Board is posted on the website of the Company and can be accessed at link <https://www.shreecement.com/pages/policies.php>.

#### General Body Meetings

The required information under Regulation 34(3) read with Schedule V of the Listing Regulations is given under the "Shareholders' Information" separately in the annexure to this Corporate Governance Report.

#### Disclosures

- Related Party Transactions:** There were no material related party transactions during the year 2019-20 that have conflict with the interest of the Company as provided under Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. All related party transactions have been approved by the Audit and Risk Management Committee. The policy on Related Party Transactions as approved by the Audit and Risk Management Committee and the Board is available on Company's website and can be accessed at link: <https://www.shreecement.com/pages/policies.php>.
- Non-compliance/strictures/ penalties imposed:** No non-compliance / strictures/penalties have been imposed on the Company by the Stock Exchange(s) or the Securities and Exchange Board of India or any statutory authority on any matters related to capital markets during the last three years.
- Risk Management:** Risk evaluation and management is an on-going process within the organisation. The Company has a well-defined risk management framework in place. The Company periodically places before the Audit and Risk Management Committee and the Board, the key risks and the risk assessment and mitigation procedures followed by the Company.
- Vigil Mechanism:** The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and instances of leakage of unpublished price sensitive information. The

policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit and Risk Management Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit and Risk Management Committee.

- Certificate from Practicing Company Secretary:** A certificate from Shri Pradeep Pincha, Practicing Company Secretary is attached and forms part of this report certifying that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as director of company, by the SEBI or Ministry of Corporate Affairs or any such statutory authority.
- Total fee paid to Statutory Auditors:** Total fees paid by the Company for the services rendered by the statutory auditor and to all the entities in network firm/network entity belonging to them, is ₹ 67.25 Lacs (includes Audit fees and certification / other services).  
No fee was paid by Subsidiary Companies to Statutory Auditor for such services.
- Confirmation by the Board of Directors' Acceptance of Recommendation of Mandatory Committees:** During the year, there were no such instances of non-acceptance by the Board of any mandatory recommendations made by the Committees.
- Details of utilization of funds raised through preferential allotment or qualified institutions placement:** Company during the year under review, has raised ₹ 2,400 Crore by allotting 12,43,523 equity shares of ₹ 10 each at a price of ₹ 19,300 (which was at 2.56% discount to Floor Price of ₹ 19,806.46 determined in terms of Regulation 176 of Chapter VI of SEBI ICDR Regulations) on 23<sup>rd</sup> November, 2019. Consequently, the Paid-up Equity share Capital of the Company stands increased from ₹ 34.84 Crores to ₹ 36.08 Crores (Total Equity shares of

the Company increased from 3,48,37,225 Equity shares to 3,60,80,748 Equity shares). The Company has received the necessary listing and trading approval from the concerned Stock Exchanges (i.e. NSE & BSE) w.e.f. 26<sup>th</sup> November, 2019. The object of the raising of the funds is to utilize the same for business purposes such as funding future growth opportunities and/or strategic acquisitions, general corporate requirements as well as meeting our working capital requirement, pre-payment and/or repayment of loans and/or any other purposes, as may be permissible under applicable law and approved by the Board or its duly constituted committee. Till 31<sup>st</sup> March, 2020, the Company is yet to utilize the above proceeds.

- Commodity price risk or foreign exchange risk and hedging activities:** Company's foreign exchange risk emanates from forex borrowings and import of fuel and other raw materials. For all forex loans, Company maintains 100% forward cover against foreign exchange risk. As regards import of fuel and other raw materials, the Company decides about the hedging based on prevailing market conditions period of exposure, amount involved etc. The Company does not have any exposure hedged through Commodity derivatives.
- Disclosure pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The details of the complaints pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are as under:-

Sl. No.	Particulars	No. of Complaints
1	Number of complaints filed during the financial year 2019-20	NIL
2	Number of complaints disposed of during the financial year 2019-20	NIL
3	Number of complaints pending as at end of the financial year 2019-20	NIL



- **Details of compliance with mandatory requirements and adoption of non-mandatory requirements:** The Company has complied with all mandatory requirements of Regulation 34(3) read with Schedule V of the Listing Regulations. Disclosure of Compliance of Non-mandatory requirements as specified in Part E of the Schedule II of Listing Regulations are as under:-

- Non-Executive Chairman's Office:** The Company maintains a separate office for the Chairman of the Company who is Non-Executive Director with all necessary infrastructure. All assistance is made available to enable him to discharge his responsibilities effectively.
- Shareholder's Rights:** As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the

Company's website, the same are not being sent to the shareholders.

- Modified opinion in Auditors' Report:** Company's financial statement for the year 2019-20 does not contain any modified audit opinion.
  - Separate posts of Chairperson and Chief Executive Officer:** The Company is having separate posts of Chairman (Non-Executive) and Managing Director.
  - Reporting of Internal Auditors:** The Internal Auditors of the Company submit reports to the Audit and Risk Management Committee and have direct access to it.
- **Disclosures of the Compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-regulation (2) of Regulation 46 are as follows:**

Regulation	Particulars of Regulations	Compliance Status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of directorships	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
24A	Secretarial Audit	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46 (2) (b) to (i)	Website (Updation)	Yes

#### CEO / CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and the Chief Finance Officer of the Company is required to issue annual certification on financial reporting and internal controls to the Board. The certificate for financial year 2019-20 given by the Managing Director and the Chief Finance Officer is annexed to this Report. The Managing Director and the

Chief Finance Officer also give quarterly certification on financial results to the Board in terms of Regulation 33(2) of the Listing Regulations.

#### Code of Conduct

The Board of Directors has laid down a Code of Conduct known as Policy on Ethics, Transparency and Accountability for all the Board Members and Employees of the Company. The code covers, amongst other things, Company's commitment to honest and

ethical personal conduct, fair competition, corporate social responsibility, sustainable development, health & safety, transparency and compliance of laws & regulations, etc. The code of conduct is posted on the website of the Company.

All the Board members and Senior Management personnel have confirmed compliance with the code for the year 2019-20. A declaration to that effect signed by the Managing Director is attached and forms part of this Report.

#### Prevention of Insider Trading

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), the Company has formulated and implemented a Code of Conduct for Regulating, Monitoring and Reporting of trading by the Designated Persons and their immediate relatives. All the Designated Persons as defined in the Code are governed by this Code. The Company has appointed Shri S.S. Khandelwal, Company Secretary as Compliance Officer who is responsible for setting forth procedures & implementation of the Code. The Company has also formulated and uploaded on its website the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information as envisaged under Regulation 8(1) of above regulations and nominated Company Secretary, Shri S. S. Khandelwal as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

As required under Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (as amended), Audit and Risk Management Committee of the Board of Directors of the Company has reviewed the Compliances with the provisions of these regulations and has also verified the internal control systems in this respect and the same are adequate and operating effectively.

#### Means of Communications

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications. Details of communication mode are as under -

- The unaudited quarterly and audited annual financial results are announced immediately after approval from the Board and sent to respective stock exchanges where the Company's shares are listed within the time specified in the Listing Regulations.
- Thereafter, these are circulated among media/news agencies/ analyst, etc. and are displayed on the Company's website [www.shreecement.com](http://www.shreecement.com). These results are also published in leading newspapers normally with Financial Express, Economic Times, Mint, Business Line, Dainik Bhaskar, Dainik Navjyoti, Rajasthan Patrika within forty-eight hours.
- The Annual Report, inter-alia, containing Audited Financial Statements, Audited Consolidated Financial Statements, Board's Report including Management Discussion and Analysis, Auditors' Report and other important information is circulated to members and others entitled thereto.
- Presentation made to institutional investors or to the analysts are also submitted with respective stock exchanges where the Company's shares are listed and are also displayed on the Company's website [www.shreecement.com](http://www.shreecement.com).
- **NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (Listing Centre):** Both NEAPS and Listing Centre are web-based applications designed for corporates by the respective stock exchanges. All periodical compliance filings like shareholding pattern, corporate governance report, statement of investor complaints, media releases, etc. are filed electronically on these platforms.
- **SEBI Complaints Redress System (SCORES):** This is a centralised web-based complaint redressal system designed by SEBI for investors. Companies are required to upload online Action Taken Reports (ATRs) against the complaints filed by investors and simultaneously investors can view the actions taken on the complaint and its current status.
- **Website:** The Company's website [www.shreecement.com](http://www.shreecement.com) contains a separate dedicated section 'Investor Centre' wherein all information related to Members/Investors has been made available.



# ANNEXURE TO CORPORATE GOVERNANCE REPORT

## SHAREHOLDERS' INFORMATION

### Annual General Meeting

Day & Date of AGM	Time	Venue
Monday, 6 <sup>th</sup> July, 2020	2.00 p.m. (IST)	Through Video Conferencing / Other Audio Visual Means [Deemed Venue for Meeting: Registered Office: Bangur Nagar, Beawar - 305901, Distt.: Ajmer, Rajasthan]

Details of the Annual General Meeting held in the last three years are as under:

Year Ended	Day & Date of AGM	Time	Venue
31 <sup>st</sup> March, 2017	Monday, 31 <sup>st</sup> July, 2017	1:00 PM	'Rangmanch Auditorium', Bangur Nagar, Beawar - 305901, Distt.: Ajmer, Rajasthan
31 <sup>st</sup> March, 2018	Monday, 30 <sup>th</sup> July, 2018	11:30 AM	
31 <sup>st</sup> March, 2019	Friday, 9 <sup>th</sup> August, 2019	11:30 AM	

Special Resolution(s) passed in previous three AGMs:

Date of AGM	Special Resolution(s) passed by Members
31 <sup>st</sup> July, 2017	<ul style="list-style-type: none"> <li>a) Re-appointment of Shri Prashant Bangur as Joint Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> April, 2017 and terms and conditions as to his remuneration</li> <li>b) Authorization to Board of Directors for issue of Non-convertible Debentures (NCDs) through Private Placement pursuant to Section 42 &amp; 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014.</li> </ul>
30 <sup>th</sup> July, 2018	<ul style="list-style-type: none"> <li>a) Increase in Borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013</li> <li>b) Authorisation to Board of Directors for creation of charges/mortgages in respect of borrowings pursuant to Section 180(1)(a) of the Companies Act, 2013</li> <li>c) Authorization to Board of Directors for issue of Non-Convertible Debentures (NCDs) through Private Placement pursuant to Section 42 &amp; 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014.</li> </ul>
9 <sup>th</sup> August, 2019	<ul style="list-style-type: none"> <li>a) Re-appointment of Shri Ratanlal Gaggar (DIN: 00066068) as an Independent Director for second term of 5 (five) years w.e.f. 1<sup>st</sup> September, 2019</li> <li>b) Re-appointment of Shri Om Prakash Setia (DIN: 00244443) as an Independent Director for second term of 5 (five) years w.e.f. 1<sup>st</sup> September, 2019</li> <li>c) Re-appointment of Dr. Yoginder Kumar Alagh (DIN: 00244686) as an Independent Director for second term of 5 (five) years w.e.f. 1<sup>st</sup> September, 2019</li> <li>d) Re-appointment of Shri Nitin Dayalji Desai (DIN: 02895410) as an Independent Director for second term of 5 (five) years w.e.f. 1<sup>st</sup> September, 2019</li> <li>e) Re-appointment of Shri Shreekant Somany (DIN: 00021423) as an Independent Director for second term of 5 (five) years w.e.f. 1<sup>st</sup> September, 2019</li> </ul>

### Special Resolution passed through Postal Ballot

During the year, the Company has carried out postal ballot process in accordance with Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, to obtain consent of members by way of Special Resolution(s) for Raising of funds in one or more tranches, by issuance of equity shares by way of Qualified Institutions Placement for an amount not exceeding ₹ 3,000 crore and for Partial modification in terms of remuneration of Shri Prakash Narayan Chhangani, Whole Time Director of the Company.

The Board appointed Shri Pradeep Pincha (Membership No. FCS 5369) Practising Company Secretary as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The details of voting pattern of postal ballot resolutions are as under:-

Sl. No.	Description of Resolution	Total No. of Valid Votes	Votes Assenting the Resolution	% of Votes Cast in Favour	Votes Dissenting the Resolution	% of Votes Cast Against
1	Raising of funds in one or more tranches, by issuance of equity shares by way of qualified institutions placement(s) for an amount not exceeding ₹ 3,000 crore	2,78,92,721	2,78,85,249	99.9732	7,472	0.0268
2	Partial modification in terms of remuneration of Shri Prakash Narayan Chhangani, Whole Time Director of the Company	2,74,10,903	2,58,83,115	94.4263	15,27,788	5.5737

All the aforesaid resolutions were passed with requisite majority.

None of the businesses is proposed to be transacted through Postal Ballot before the ensuing Annual General Meeting.

### Procedure for Postal Ballot

Postal Ballot Notice ("Notice") containing the proposed resolution(s) and explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, are sent electronically to all the members whose email address is registered with the Company/their Depository Participant. The Company also dispatches the Notices and Postal Ballot Form ("Form") alongwith postage prepaid envelope to its members whose email addresses are not registered, through permitted mode of dispatch. Further, the Company also gives option to the members to cast their vote electronically instead of dispatching the Form. The Forms received upto the last day notified in the Notice and the votes cast on the e-voting platform within specified time are considered by the Scrutinizer. The Scrutinizer submits his report to the Chairman and the results of the voting by Postal Ballot is declared/announced by the Chairman or any other person authorised by him. The results are also displayed on the Company's website (www.shreecement.com) besides being communicated to the stock exchanges.

### Financial Year and Tentative Financial Calendar

Company follows period of 1<sup>st</sup> April to 31<sup>st</sup> March as its Financial Year. Tentative financial calendar for the Financial Year 2020-21 is as under:-

Un-audited Financial Results:	
First Quarter ending on 30 <sup>th</sup> June, 2020	Within 45 days from the end of quarter
Second Quarter/half year ending on 30 <sup>th</sup> September, 2020	Within 45 days from the end of quarter
Third Quarter ending on 31 <sup>st</sup> December, 2020	Within 45 days from the end of quarter
Audited Financial Results:	
Year ending on 31 <sup>st</sup> March, 2021	Within 60 days from the end of the financial year

### Dividend Payment Date

Particular	Payment Date
Interim Dividend for the year 2019-20 (Already paid)	27 <sup>th</sup> February, 2020



### Credit Ratings

Credit Ratings obtained by the Company along with any revisions thereto during the financial year 2019-20 are as follows:-

Facilities	Amount (₹ Crores)	Rating	Rating Action
Long-term Bank Facilities	1,100.00	CARE AAA; Stable (Triple A; Outlook: Stable)	Reaffirmed
Short-term Bank Facilities	800.00	CARE A1+ (A One Plus)	Reaffirmed
<b>Total</b>	<b>1,900.00</b>		
Commercial Paper	600.00	CARE A1+ (A One Plus)	Reaffirmed

### Dividend Distribution Policy

The Dividend Distribution Policy of the Company is as under:-

"Your company has uninterrupted and increasing dividend pay out track record since 2000-01. The management is confident of maintaining the same. The yearly outgo of dividend is dependent on the prevalent macro economic conditions as well as the industry specific scenario. It also depends on the capital expenditure program under implementation. The retained earnings as in past, shall always be used for the expansion of business."

### Listing on Stock Exchange(s)

Name of Stock Exchange	Stock Code
<b>BSE Limited</b> P J Towers, Dalal Street, Fort, Mumbai - 400 001	500387
<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051	SHREECEM EQ

Name of the Depositories (for Demat only)	ISIN
<b>National Securities Depository Ltd.</b> Trade World, 'A' Wing, 4 & 5 Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013	INE070A01015
<b>Central Depository Services (India) Ltd.</b> P J Towers, 17 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai - 400 001	INE070A01015

### Company's equity shares have been included in Nifty 50 index w.e.f. 19<sup>th</sup> March, 2020.

The Company has paid listing fees to all the Stock Exchanges where its securities are listed for the financial year 2019-20.

**Corporate Identification Number (CIN):** L26943RJ1979PLC001935

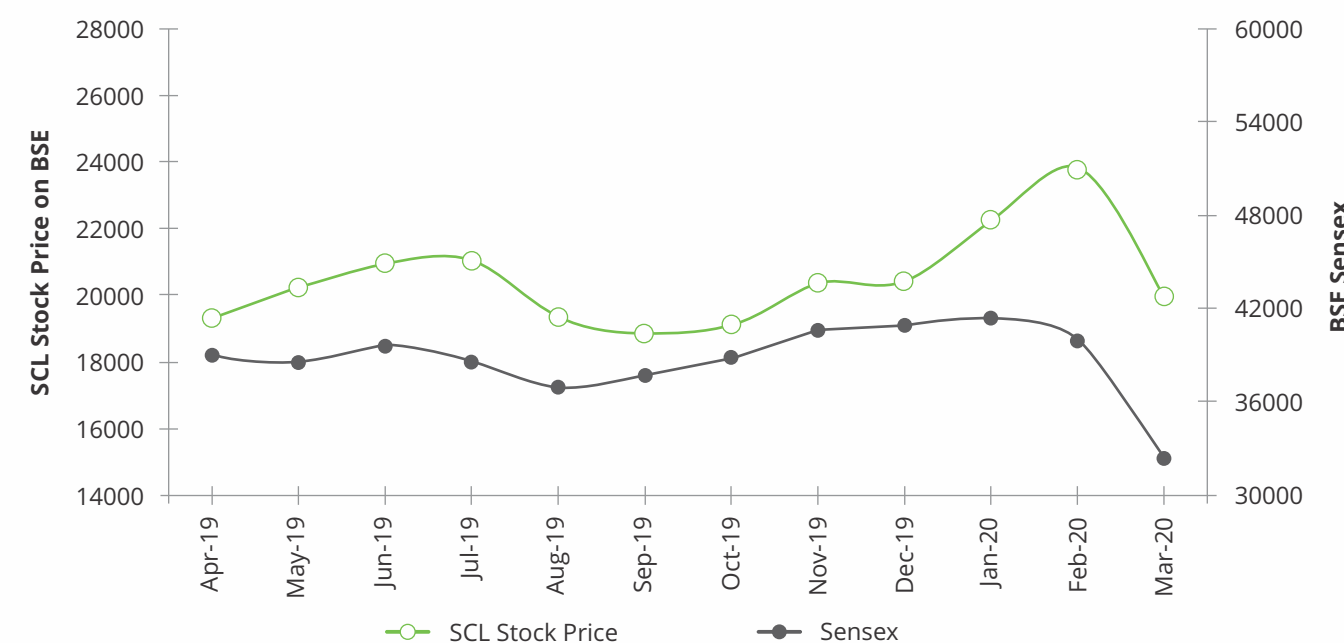
### Market Price data

Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (No. of Shares)	High (₹)	Low (₹)	Volume (No. of Shares)
April-19	20,199.95	18,450.00	11,315	20,200.00	18,422.00	5,61,186
May-19	21,899.85	18,575.00	44,890	21,950.00	18,540.40	7,17,218
June-19	22,051.00	19,849.75	32,084	22,100.35	19,857.10	5,10,241
July-19	22,200.00	19,908.00	27,911	22,399.90	19,889.55	4,57,930
August-19	20,805.00	17,931.50	27,022	20,918.30	17,929.15	6,70,077
September-19	20,450.45	17,280.00	10,883	20,490.00	17,285.70	6,32,863
October-19	20,495.35	17,743.25	14,767	20,600.00	17,727.00	5,17,539
November-19	21,399.20	19,367.70	19,538	21,438.00	19,368.05	5,15,161
December-19	21,049.50	19,843.65	4,585	21,099.95	19,838.20	3,37,107
January-20	24,250.00	20,307.00	19,135	24,263.05	20,287.05	7,46,844
February-20	25,341.20	22,247.95	61,057	25,355.00	22,250.15	8,32,816
March-20	23,876.45	16,103.85	52,020	23,896.50	16,068.15	17,61,409
<b>TOTAL</b>			<b>3,25,207</b>			<b>82,60,391</b>

### Performance of Company's Share price in comparison to broad-based indices

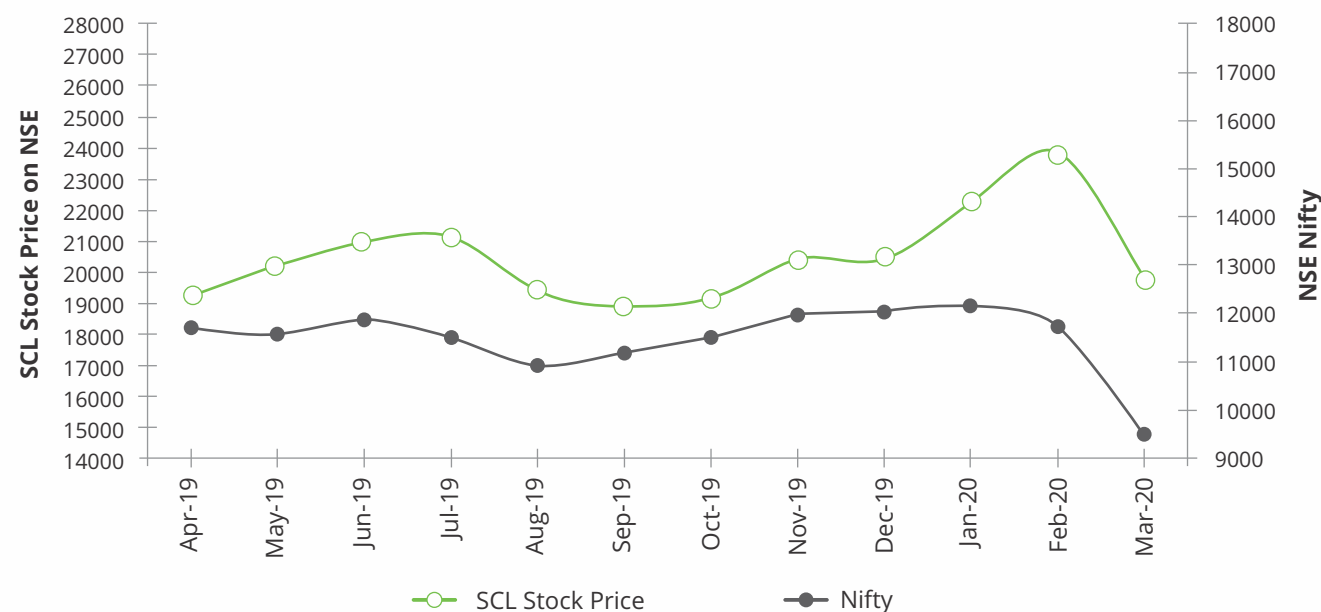
Indices	BSE (Sensex)	SCL Quote at BSE (₹)	NSE (Nifty)	SCL Quote at NSE (₹)
1 <sup>st</sup> April, 2019 (Open)	38,858.88	18,800.00	11,665.20	18,760.00
31 <sup>st</sup> March, 2020 (Close)	29,468.49	17,574.95	8,597.75	17,546.35
Increase/(Decrease)	(9,390.39)	(1,225.05)	(3,067.45)	(1,213.65)
% Increase/(Decrease)	(24.17)%	(6.52)%	(26.30)%	(6.47)%

Movement of Shree Cement's Share price vis-à-vis Sensex in FY 2019-20 (Average of monthly high-low)





### Movement of Shree Cement's Share price vis-à-vis Nifty in FY 2019-20 (Average of monthly high-low)



#### Share Transfer System

Transfer of shares in dematerialised form is done through the Depository Participant (DP) without any involvement of the Company/Registrar & Share Transfer Agent. As regards transfer of shares in physical form, the transfer document can be lodged with Link Intime India Private Limited, Registrar & Share Transfer Agent or with the Company.

The physical shares along with valid, duly executed and stamped Securities Transfer Form (Form No. SH-4) signed by the member (or on his/ her behalf) and the transferee, as and when received, are duly processed and shares in respect of valid transfer instruments are transferred in the name of transferees after observing compliance with the rules in force. The Compliance Officer i.e. Company Secretary has been delegated the power to approve registration of transfers/ transmission/ transposition of shares. Duly transferred share certificates are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

However, SEBI vide its Notification No. SEBI/LAD-NRO/ GN/2018/24 dated 8<sup>th</sup> June, 2018 & Notification No. SEBI/

LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1<sup>st</sup> April, 2019, transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository (except in case of transmission or transposition of securities). In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately.

#### Change of Registrar and Share Transfer Agent of the Company

Company has terminated the services of the KFin Technologies Private Limited ('KFin Technologies') (formerly Karvy Fintech Private Limited) as Registrar & Share Transfer Agent and has appointed Link Intime India Private Limited as Registrar & Share Transfer Agent with effect from 17<sup>th</sup> January, 2020.

#### Nomination facility

As per the provisions of Section 72 of the Companies Act 2013, facility for making nominations is available to

individuals holding shares of the Company. Members holding shares in physical form, may obtain the Nomination Form (Form SH-13) from the Registered Office of the Company or Registrar & Share Transfer Agent or can be downloaded from the Company's website viz. [www.shreecement.com](http://www.shreecement.com) under the section 'Investor Center'. Investors holding share in electronic form should contact their concerned Depository Participant (DP) directly for nomination.

#### Unclaimed Dividends and transfer to IEPF

In accordance with the provisions of Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) ('IEPF rules'), dividend which remains unclaimed for a period of seven years or more from the date of transfer to the 'Unpaid Dividend Account' of the Company shall be transferred to the 'Investor Education and Protection Fund' (IEPF) established by the Central Government. As per practice, Company sends reminders to shareholders whose dividend amount is unpaid before transferring the same to IEPF. During the year, the Company has transferred the amount of unclaimed and unpaid Second Interim & Final Dividend for year 2011-12 within the prescribed due date.

For the dates of transfer of unpaid dividend amount to IEPF, please refer the relevant section of Notice of the 41<sup>st</sup> Annual General Meeting of the Company. Shareholders are requested to approach the Company, if they have not received/encashed their dividend warrants of relevant year.

In compliance with the IEPF rules, the Company has uploaded the information in respect of dividend amounts remaining unpaid and unclaimed as on date of 40<sup>th</sup> Annual General Meeting of the Company with the Ministry of Corporate Affairs. The same information has been uploaded on Company's website [www.shreecement.com](http://www.shreecement.com) as prescribed in the above referred rules. Shareholders can visit website of MCA/ Company for checking the status of dividend amounts remaining unpaid/unclaimed dividend in respect of their holding in the Company. Members whose unpaid dividends were transferred to IEPF, can claim the

amounts by following prescribed procedures/ guidelines which are available at website of the Company at [https://www.shreecement.com/pages/shareholders\\_information.php](https://www.shreecement.com/pages/shareholders_information.php) and website of the IEPF authority at <http://www.iepf.gov.in/IEPF/refund.html>.

#### Transfer of underlying shares into Investor Education and Protection Fund (IEPF)

In terms of Section 124(6) of the Companies Act, 2013 read with IEPF rules, the Company is required to transfer shares to the IEPF Suspense Account in respect of which dividends remained unpaid/unclaimed for a period of seven consecutive years or more. In compliance to the said requirement, the Company has transferred shares which were liable to be transferred in favour of IEPF authority in the prescribed manner. Details of the said shares are available on the website of the Company and can be accessed through the link: [https://www.shreecement.com/pages/shareholders\\_information.php](https://www.shreecement.com/pages/shareholders_information.php). The said details have also been submitted with the Ministry of Corporate Affairs and same can be accessed through the link: <http://www.iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>. Such shares can be claimed from IEPF authority by filing Form No. IEPF-5 in the prescribed manner.

#### Usage of electronic payment modes for making dividend payments to the investors

Shareholders can opt for receiving dividend credit directly into their bank account by updating their bank account details with the Depository Participants in case the same are held in dematerialised mode or with the Registrar & Share Transfer Agent of the Company in case the share are held in physical form. The Company, wherever it is possible based on the details submitted by members to Registrar & Share Transfer Agent or Depository Participants, as the case may be, is using electronic modes such as RTGS, NEFT, NECS, Direct Credit for making payment of dividend amounts. In remaining cases, payable at-par demand Drafts / Pay Order are issued in favour of members and dispatched to their registered address.



### Disclosure relating to Demat Suspense Account/ Unclaimed Suspense Account

Regulation 39(4) of the Listing Regulations read with Schedule VI provides for the manner of dealing with unclaimed shares. As per the provisions, the Company is required to dematerialise such shares which have been returned as undelivered by postal authorities and hold the same in Unclaimed Suspense Account with a Depository. Disclosure pursuant to the unclaimed shares held by the Company as on 31<sup>st</sup> March, 2020 is given below:-

Particulars	Aggregate number of Shareholders	Outstanding shares
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account at the beginning of the year i.e. 1 <sup>st</sup> April, 2019	1	100
Number of Shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year	-	-
Number of Shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	-	-
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account at the end of the year i.e. 31 <sup>st</sup> March, 2020	1	100

The voting rights on the aforesaid shares shall remain frozen till the rightful owner claims the shares.

### Correspondence regarding change of address, bank mandate, etc.

Shareholders are requested to ensure that all events of change of address, change in bank particulars, etc., are intimated to Company or Share Transfer Agent promptly. Such requests duly signed by all holders, where there are more than one, along with supporting documents such as proof of residence and proof of identification should be sent for updating Company's records. Shareholders who hold shares in dematerialised form should correspond with the Depository Participant with whom they have opened Demat Account(s).

### Reconciliation of Share Capital Audit

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, depositories and is also placed before the Board of Directors in their meetings.

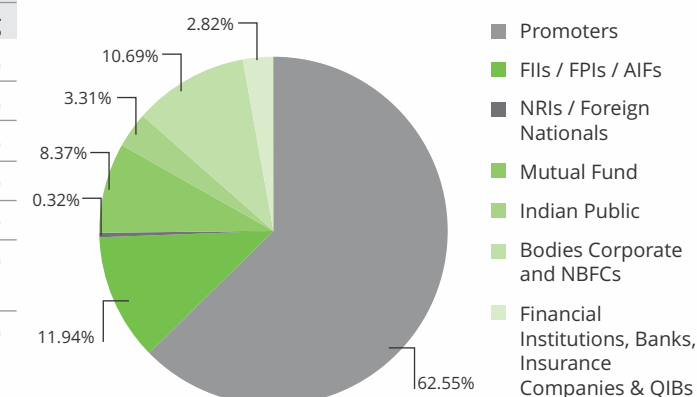
### Distribution of Shareholding as on 31<sup>st</sup> March, 2020

Sl. No.	Slab of shares	No. of Holders	% to Holders	No. of Shares	% to Total No. of Shares
1.	1 - 50	37,646	89.78	3,51,600	0.97
2.	51 - 100	1,851	4.41	1,55,179	0.43
3.	101 - 200	920	2.20	1,43,974	0.40
4.	201 - 500	641	1.53	2,20,961	0.61
5.	501 - 1000	328	0.78	2,49,961	0.69
6.	1001 - 5000	292	0.70	6,80,495	1.89
7.	5001 - 10000	85	0.20	6,23,098	1.73
8.	10001 and above	168	0.40	3,36,55,480	93.28
	<b>TOTAL</b>	<b>41,931</b>	<b>100.00</b>	<b>3,60,80,748</b>	<b>100.00</b>

Note: Total no. of shareholders stated based on no. of Beneficial Account(s) / Folio(s).

### Shareholding Pattern

Description	No. of Shares held	
	31.03.2020	% of holding
Promoters	2,25,69,797	62.55%
FII's / FPI's / AIF's	43,08,463	11.94%
NRI's / Foreign Nationals	1,16,733	0.32%
Mutual Fund	30,21,289	8.37%
Indian Public	11,95,421	3.31%
Bodies Corporate and NBFCs	38,55,478	10.69%
Financial Institutions, Banks, Insurance Companies & QIBs	10,13,567	2.82%
<b>Total</b>	<b>3,60,80,748</b>	<b>100.00%</b>



### Dematerialisation of Shares & Liquidity

The trading in the Company's Equity Shares has been permitted in Demat form w.e.f. 29<sup>th</sup> November, 1999. The Company has entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for maintaining and facilitating transactions in the Company's shares in electronic mode. In view of the advantage offered by the Depository System, Members are requested to avail the facility of dematerialisation. 89.91% of total equity share capital is held in dematerialised form with NSDL and CDSL as on 31<sup>st</sup> March, 2020 (As on 31<sup>st</sup> March, 2019: 89.48%).

The shares are actively traded at BSE and NSE and have adequate liquidity.

**There were no outstanding GDRs / ADRs / Warrants or any other Convertible Instruments as on 31<sup>st</sup> March, 2020.**

**Plants Location**

<b>RAJASTHAN</b>	
1	<b>Beawar:</b> Bangur Nagar, Beawar, Distt.: Ajmer, Rajasthan - 305 901
2	<b>Ras:</b> Bangur City, Ras, Tehsil: Jaitaran, Distt.: Pali, Rajasthan - 306 107
3	<b>Khushkhera:</b> Plot No. SP3-II / A-1, RIICO Industrial Area, Khushkhera, Tehsil: Bhiwadi, Distt.: Alwar, Rajasthan - 301 707
4	<b>Suratgarh:</b> Near N.H.-15, Udaipur - Udasar, Tehsil: Suratgarh, Distt.: Sriganganagar, Rajasthan - 335 804
5	<b>Jobner (Jaipur):</b> Mahela - Jobner Road, Village: Aslapur, Tehsil: Phulera, Distt.: Jaipur, Rajasthan - 303 331
<b>CHHATTISGARH</b>	
6	<b>Baloda Bazar:</b> Village Khapradih, Tehsil- Simga, Distt.: Balodabazar, Chhattisgarh - 493 332
<b>KARNATAKA</b>	
7	<b>Kodla:</b> Village Kodla & Benkanhalli, Taluk: Sedam Distt.: Kalaburagi, Karnataka - 585222
<b>UTTARAKHAND</b>	
8	<b>Laksar (Roorkee):</b> Akbarpur - Oud, Tehsil: Laksar, Distt.: Haridwar, Uttarakhand - 247 663
<b>HARYANA</b>	
9	<b>Panipat:</b> Village - Khukhrarna, P. O. - Asan Kalan, Tehsil - Madloda, Distt: Panipat (Haryana)
<b>UTTAR PRADESH</b>	
10	<b>Bulandshahr:</b> 12, Sikandrabad Industrial Area, Sikandrabad, Distt.: Bulandshahr, Uttar Pradesh - 203 205
<b>BIHAR</b>	
11	<b>Aurangabad:</b> Industrial Growth Centre Biada, Near Jasoia More, Post: Mojurahi, Distt.: Aurangabad, Bihar - 824 102
<b>JHARKHAND</b>	
12	<b>Saraikela:</b> PO - Burudh, Hansda, District : Seraikela - Kharsawan, Jharkhand - 833210

**Registered Office & Address for Correspondence:**

Shree Cement Limited, Post Box No. 33,  
Bangur Nagar, Beawar - 305 901  
Distt: Ajmer, Rajasthan  
Phone: +91-1462-228101-06  
Fax: +91-1462-228117 / 228119  
Toll Free No.: 1800 180 6003 / 6004  
Email: shreebwr@shreecement.com

**Clarifications on financial statements:**

Shri Subhash Jajoo, Chief Finance Officer  
Phone: +91-33-22390601-05  
Fax: +91-33-22434226  
E-mail: jajoo@shreecement.com

**Shareholders' Queries:**

Shri S.S. Khandelwal - Company Secretary  
Phone: +91-1462-228101 to 06  
Fax: +91-1462-228117/19  
Toll Free: 1800 180 6003 / 6004  
Exclusive e-mail ID for shareholders' queries:  
investor@shreecement.com

**Registrar and Share Transfer Agents:**

Link Intime India Private Limited  
Unit: SHREE CEMENT LIMITED  
C101, 247 Park, L B S Marg,  
Vikhroli (West), Mumbai 400 083  
Tel: 022 - 4918 6270, Fax: 022 - 49186060  
Email: rnt.helpdesk@linkintime.co.in  
Website : www.linkintime.co.in  
Contact Person: Ms. Rima Shah, Manager

**DECLARATION ON CODE OF CONDUCT**

As provided under Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended on 31<sup>st</sup> March, 2020.

for **SHREE CEMENT LIMITED**

**H. M. Bangur**  
Managing Director  
DIN: 00244329

Place: Kolkata  
Date: 8<sup>th</sup> May, 2020





## COMPLIANCE CERTIFICATE FROM CEO/CFO

[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors,  
SHREE CEMENT LIMITED

Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, this is to certify that:-

- A. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2020 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit and Risk Management Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take for rectifying these deficiencies.
- D. We have indicated to the auditors and the Audit and Risk Management Committee:
- (1) significant changes in internal control over financial reporting during the year;
  - (2) significant changes in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kolkata  
Date: 8<sup>th</sup> May, 2020

**Subhash Jajoo**  
Chief Finance Officer

**H. M. Bangur**  
Managing Director  
DIN: 00244329

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members,  
Shree Cement Limited  
Bangur Nagar, Beawar,  
Rajasthan-305 901

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shree Cement Limited having CIN L26943RJ1979PLC001935 and having registered office at Bangur Nagar, Beawar-305 901, Rajasthan (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations, representations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sl. No.	Name of Director	DIN	Date of appointment in the Company
1	Benu Gopal Bangur	00244196	25/10/1979
2	Hari Mohan Bangur	00244329	31/07/1992
3	Prashant Bangur	00403621	23/08/2012
4	Shreekant Somany	00021423	20/10/2000
5	Ratanlal Gaggar	00066068	25/01/1995
6	Sanjiv Krishnaji Shelgikar	00094311	05/08/2015
7	Om Prakash Setia	00244443	31/07/1999
8	Yoginder Kumar Alagh	00244686	29/10/2004
9	Nitin Dayalji Desai	02895410	27/05/2011
10	Prakash Narayan Chhangani	08189579	30/07/2018
11	Uma Ghurka	00351117	11/11/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

For **P. Pincha & Associates**  
Company Secretaries

**Pradeep Pincha**  
Proprietor  
M. No.: FCS 5369  
C. P. No.:4426

Place: Jaipur  
Date: 30<sup>th</sup> April, 2020  
UDIN: F005369B000190686



# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF SHREE CEMENT LIMITED Report on the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Shree Cement Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and its profit, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section

### Description of Key Audit Matters:

Key audit matters	How our audit addressed the key audit matter
<b>Revenue from sale of goods</b>  The Company recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. In determining the sales price, the Company considers the effects of rebates and discounts. The terms of sales arrangements, including the timing of transfer of control, the nature of discount and rebates arrangements and delivery specifications, create complexity and judgment in determining sales revenues and accordingly, it was determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included the following: <ul style="list-style-type: none"> <li>• Considered the appropriateness of Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers';</li> <li>• Assessed the design and tested the operating effectiveness of internal controls related to sales and related rebates and discounts;</li> <li>• Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. In respect of the samples selected, tested that the revenue has been recognized as per the sales agreements;</li> <li>• Assessed the relevant disclosures made in the Standalone financial statements.</li> </ul>

143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

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

### Description of Key Audit Matters: (contd...)

Key audit matters	How our audit addressed the key audit matter
<b>Litigation, Claims and Contingent Liabilities:</b>  The Company is exposed to a variety of different laws, regulations and interpretations thereof which encompasses taxation and legal matters. In the normal course of business, provisions and contingent liabilities may arise from legal proceedings, including regulatory and other Governmental proceedings, constructive obligations as well as investigations by authorities and commercial claims.  Based on the nature of regulatory and legal cases management applies significant judgment when considering whether, and how much, to provide for the potential exposure of each matter. These estimates could change substantially over time as new facts emerge as each legal case or matters progresses.  Given the different views possible, basis the interpretations, complexity and the magnitude of the potential exposures, and the judgment necessary to determine required disclosures, this is a key audit matter.	Our audit procedures included the following: <ul style="list-style-type: none"> <li>• We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Company's controls over the recording and re-assessment of uncertain legal positions, claims and contingent liabilities;</li> <li>• We held discussions with the person responsible for legal and compliance to obtain an understanding of the factors considered in classification of the matter as 'probable', 'possible' and 'remote';</li> <li>• We read the correspondence from Court authorities and considered legal opinion obtained by the Company from external law firms to challenge the basis used for provisions recognised or the disclosures made in the standalone financial statements;</li> <li>• For those matters where Company concluded that no provision should be recorded, we also considered the adequacy and completeness of the Company's disclosures made in relation to contingent liabilities.</li> </ul>

### Information Other than the Standalone Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditors' report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our

responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act,



2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditors' Responsibility for the Audit of the Financial Statements**

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

decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

#### **Report on Other Legal & Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central

Government of India in terms of section 143 (11) of the Act, we give in the **Annexure 'A'** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 from being appointed as a director in terms of section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure 'B'**.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its



directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 34 to the standalone financial statements;

- ii. The Company did not have any long-term contracts including any derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No.085323  
UDIN: 20085323AAAABT9464

Place: New Delhi  
Date: 8<sup>th</sup> May, 2020

## Annexure 'A' to the Independent Auditors' Report

(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

### 1) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) Based upon the audit procedure performed and according to the records of the Company, the title deeds of all the immovable properties are held in the name of the Company.

### 2) In respect of its inventories:

- (a) The management has physically verified the inventories. In our opinion, the frequency of verification is reasonable.
- (b) The discrepancies noticed on verification between the physical stocks and the book records were not material and such discrepancies have been properly dealt with in the books of accounts.
- 3) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties cover under section 185 of the Act. In respect of investments made by the Company, the provisions of section 186 of the Act have been complied with.

- 5) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year in terms of the provisions of section 73 to 76 of the Act or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder.
- 6) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment Rules, 2014 specified by the Central Government under Section 148 of the Act, and are of the opinion that prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- 7) (a) According to the information and explanations given to us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Cess, Goods and Service Tax and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, the details of disputed amount of Income Tax, Value Added Tax, Sales Tax, Goods and Service Tax, Excise Duty, Custom Duty and Service Tax not deposited by the Company are as follows:



Name of the statute	Nature of the dues	Amount under dispute not yet deposited (₹ in Crore)	Period to which the amount relates	Forum where dispute is pending
<b>(A) Excise and Service Tax</b>				
Central Excise Act, 1944	Cenvat credit on Inputs and capital goods	0.58	2005-06 to 2007-08 & 2013-14	Commissioner (Appeals) of Central Excise and Service Tax
	Cenvat credit on capital goods	0.03	2009-10	Rajasthan High Court, Jaipur
Finance Act, 1994	Credit of Service Tax	1.21	2013-14 to 2017-18	Commissioner (Appeals) of Central Excise and Service Tax
	Credit of Service Tax	7.20	2011-12 & 2015-16 to 2017-18	Customs Excise & Service Tax Appellate Tribunal (CESTAT), New Delhi
<b>Total (A)</b>		<b>9.02</b>		
<b>(B) Customs Duty</b>				
Customs Act, 1962	Custom Duty Valuation	15.47	2008-09 to 2009-10 & 2012-13	Customs Excise & Service Tax Appellate Tribunal (CESTAT)
		0.29	2009-10	Commissioner (Appeals)
<b>Total (B)</b>		<b>15.76</b>		
<b>(C) Sales Tax</b>				
Central Sales Tax Act, 1956	Partial Exemption Claim including interest	2.24	1998-99 to 2000-01	Rajasthan High Court, Jodhpur
Central Sales Tax Act, 1956	Interest demand on CST	14.98	2007-08	Tax Board, Ajmer
Rajasthan VAT Act, 2003	Interest demand on VAT	7.36	2007-08	Tax Board, Ajmer
Bihar VAT Act, 2005	Input VAT Credit	0.12	2016-17	Joint Commissioner of Commercial Taxes (Appeals) Central Division, Patna
Uttarakhand VAT Act, 2005	Concessional tax diesel used for raw material transportation	0.44	2017-18 to 2018-19	Joint Commissioner of Commercial Taxes (Appeals), Haridwar
<b>Total (C)</b>		<b>25.14</b>		
<b>(D) Goods and Service Tax</b>				
Goods and Service Tax Act, 2017	Input tax credit of SGST availed	0.61	2017-18	Additional Commissioner (Appeals), Patna
<b>Total (D)</b>		<b>0.61</b>		
<b>Grand Total (A+B+C+D)</b>		<b>50.53</b>		

- 8) Based on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans and borrowings to the financial institutions, banks or debenture holders. The Company did not have any outstanding loans and borrowings from government during the year.
- 9) The company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year. In our opinion, the term loans have been applied for the purpose for which they were obtained.
- 10) In our opinion and according to the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the year.
- 11) In our opinion, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details

- have been disclosed in the Standalone Financial Statements, as required by the applicable Indian accounting standards.
- 14) According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the shares issued through Qualified Institutional Placement during the year. According to the information and explanations given by the management, we report that the amount raised were not required for immediate utilization, hence invested in line with interim use of fund disclosed in the Placement Document. The Company did not make preferential allotment/ private placement of fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not entered into any non-cash transaction with directors or persons connected with him, therefore reporting under clause 3(xv) of the Order are not applicable.
- 16) In our, opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No.085323  
UDIN: 20085323AAAABT9464

Place : New Delhi  
Date : 8<sup>th</sup> May, 2020



## Annexure 'B' to the Independent Auditors' Report

(Referred to in Paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shree Cement Limited ("the Company") as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain

reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and

directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate

because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No.085323  
UDIN: 20085323AAAABT9464

Place: New Delhi  
Date: 8<sup>th</sup> May, 2020



## STANDALONE BALANCE SHEET as at 31<sup>st</sup> March, 2020

	Notes	As at 31.03.2020	As at 31.03.2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	6	3,959.30	4,465.04
Capital Work-in-Progress	37	962.11	1,121.11
Intangible Assets	7	19.37	10.63
Right of Use Assets	8	340.25	-
Investments in Subsidiaries	9	2,557.89	2,158.31
<b>Financial Assets</b>			
Investments	10	3,271.28	2,252.83
Loans	11	52.70	51.87
Other Financial Assets	12	156.17	22.72
Deferred Tax Assets (Net)	13	743.78	612.64
Non-Current Tax Assets (Net)		110.76	110.76
Other Non-Current Assets	14	338.69	395.65
		12,512.30	11,201.56
<b>Current Assets</b>			
Inventories	15	1,427.85	1,589.05
<b>Financial Assets</b>			
Investments	16	3,086.26	32.74
Trade Receivables	17	828.45	732.40
Cash and Cash Equivalents	18	15.33	35.00
Bank Balances other than Cash and Cash Equivalents	19	92.83	272.78
Loans	11	7.63	9.65
Other Financial Assets	12	204.18	101.45
Other Current Assets	14	1,163.04	1,218.62
		6,825.57	3,991.69
<b>Total Assets</b>		<b>19,337.87</b>	<b>15,193.25</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	20	36.08	34.84
Other Equity		12,900.34	9,562.55
		12,936.42	9,597.39
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	21	1,638.70	2,309.04
Other Financial Liabilities	22	944.91	734.19
Provisions	23	9.18	8.24
Other Non-Current Liabilities	24	607.64	557.73
		3,200.43	3,609.20
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	25	708.74	467.95
Trade Payables			
Total Outstanding Dues of Micro and Small Enterprises	53	2.18	2.11
Total Outstanding Dues of Creditors other than Micro and Small Enterprises		525.84	448.68
Other Financial Liabilities	22	1,288.53	423.03
Other Current Liabilities	24	611.21	621.61
Provisions	23	1.11	1.03
Current Tax Liabilities (Net)		63.41	22.25
		3,201.02	1,986.66
<b>Total Equity and Liabilities</b>		<b>19,337.87</b>	<b>15,193.25</b>
Significant Accounting Policies	4		

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**O. P. Setia**  
Independent Director  
DIN: 00244443  
Place : New Delhi

**Dr. Y. K. Alagh**  
Independent Director  
DIN: 00244686  
Place: Ahmedabad

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place : Kolkata

**R. L. Gaggar**  
Independent Director  
DIN: 00066068  
Place: Kolkata

**Nitin Desai**  
Independent Director  
DIN: 02895410  
Place: New Delhi

**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**Shreekanth Somany**  
Independent Director  
DIN: 00021423  
Place: New Delhi

**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
Place: Mumbai

**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

Date : 8<sup>th</sup> May, 2020

## STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31<sup>st</sup> March, 2020 (contd...)

	Notes	For the year ended 31.03.2020	For the year ended 31.03.2019
<b>INCOME</b>			
Revenue from Operations	26	11,904.00	11,722.00
Other Income	27	271.62	245.40
<b>Total Income</b>		<b>12,175.62</b>	<b>11,967.40</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	28	763.27	894.81
Changes in Inventories of Finished Goods and Work-in-Progress	29	4.97	(30.61)
Employee Benefits Expenses	30	731.01	677.82
Power and Fuel		2,347.62	2,745.04
Freight and Forwarding Expenses	31	2,606.13	2,864.10
Finance Costs	32	286.52	246.98
Depreciation and Amortisation Expenses	6,7 & 8	1,699.42	1,391.68
Other Expenses	33	1,802.54	1,955.96
		10,241.48	10,745.78
Captive Consumption of Cement		(26.07)	(37.94)
<b>Total Expenses</b>		<b>10,215.41</b>	<b>10,707.84</b>
<b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>		<b>1,960.21</b>	<b>1,259.56</b>
Exceptional Items	36	-	178.13
<b>PROFIT BEFORE TAX</b>		<b>1,960.21</b>	<b>1,081.43</b>
<b>Tax Expense</b>	43		
Current Tax		530.16	220.41
Tax Expense Relating to Earlier Years (Net)		(5.33)	(2.69)
Deferred Tax (Credit) / Charge		(134.80)	(87.34)
		390.03	130.38
<b>PROFIT FOR THE YEAR</b>		<b>1,570.18</b>	<b>951.05</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be Reclassified to Profit or Loss- Re-measurements of the Defined Benefit Plans	39(b)	6.38	5.05
Income Tax relating to Items that will not be Reclassified to Profit or Loss		(2.23)	(1.76)
Items that will be Reclassified to Profit or Loss - Cash Flow Hedge	48	13.51	(35.05)
Income Tax relating to Items that will be Reclassified to Profit or Loss		(4.72)	12.25
		12.94	(19.51)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>1,583.12</b>	<b>931.54</b>
<b>(Comprising Profit and Other Comprehensive Income for the Year)</b>			
<b>Earnings per Equity Share of ₹ 10 each (In ₹)</b>	50		
Cash		888.58	698.54
Basic and Diluted		445.08	273.00
Significant Accounting Policies	4		

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
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DIN: 00244196  
Place : Kolkata

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Place: Kolkata

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Independent Director  
DIN: 02895410  
Place: New Delhi

**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**Shreekanth Somany**  
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DIN: 00021423  
Place: New Delhi

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Independent Director  
DIN: 00094311  
Place: Mumbai

**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

Date : 8<sup>th</sup> May, 2020



## STANDALONE CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2020

(₹ in Crore)

Particulars	For the Year ended 31.03.2020		For the Year ended 31.03.2019	
<b>A Cash Flow From Operating Activities</b>				
<b>Profit Before Exceptional Items and Tax</b>		<b>1,960.21</b>		<b>1,259.56</b>
Adjustments For :				
Depreciation and Amortisation Expenses	1,699.42		1,391.68	
Foreign Exchange Rate Differences (Net)	(1.38)		142.12	
Balances Written Back	(0.91)		(2.14)	
Provision No Longer Required	-		(0.20)	
Allowance for Doubtful Trade Receivables (Net)	0.40		0.57	
Net (Gain) / Loss on Sale of Investments	3.43		(9.92)	
Loss on Liquidation of a Subsidiary Company Classified at Cost	-		0.21	
(Gain) / Loss on Fair Value of Financial Assets through Profit or Loss	(54.13)		(14.84)	
Interest Income	(173.37)		(163.68)	
Dividend Income on Financial Assets Classified at Fair Value through Profit or Loss	(40.75)		(52.84)	
Profit on Sale of Property, Plant and Equipment (Net) / Assets Written Off	(1.29)		22.35	
Finance Costs	286.52	1,717.94	246.98	1,560.29
<b>Operating Profit Before Working Capital Changes</b>		<b>3,678.15</b>		<b>2,819.85</b>
Adjustments For :				
(Increase) / Decrease in Trade and Other Receivables	(3.02)		(400.73)	
(Increase) / Decrease in Inventories	161.20		(20.03)	
Increase / (Decrease) in Trade & Other Payables and Provisions	400.95	559.13	(109.44)	(530.20)
<b>Cash Generated From Operations</b>		<b>4,237.28</b>		<b>2,289.65</b>
Direct Taxes Paid (Net of Refunds)		(485.90)		(229.96)
<b>Net Cash Flow From Operating Activities</b>		<b>3,751.38</b>		<b>2,059.69</b>
<b>B Cash Flow From Investing Activities</b>				
Purchase of Property, Plant and Equipment (Including Capital Work-in-Progress and Capital Advances)	(1,285.11)		(1,897.12)	
Proceeds from Sale of Property, Plant and Equipment	4.32		13.97	
Payments for Intangible Assets	(13.32)		(2.13)	
Purchases of Investments in Bonds, Debentures and Preference Shares	(1,009.96)		-	
Payment for Acquisition of Controlling Stake in Raipur Handling and Infrastructure Private Limited	-		(59.00)	
Proceeds from Sale/ Redemption of Bonds, Debentures and Preference Shares	157.39		705.75	
(Purchases) / Proceeds of Investments in Mutual Funds (Net)	(3,179.58)		2,279.47	
Investment made in Subsidiary Companies	(399.58)		(2,099.31)	
Proceeds from liquidation of a Subsidiary Company	-		0.04	
Investments in Bank Deposits	(241.86)		(210.74)	
Maturity of Bank Deposits	406.21		207.30	
Change in Earmarked Balances with Banks (Unpaid Dividend)	(2.40)		(0.14)	
Dividend Received	44.22		59.43	
Interest Received	146.35		189.85	
<b>Net Cash Used in Investing Activities</b>		<b>(5,373.32)</b>		<b>(812.63)</b>

## STANDALONE CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2020 (contd...)

(₹ in Crore)

Particulars	For the Year ended 31.03.2020		For the Year ended 31.03.2019	
<b>C Cash Flow From Financing Activities</b>				
Proceeds from issue of shares (net of share issue expenses)	2,383.34		-	
Repayment of Long Term Borrowings	(67.50)		(7.53)	
Repayment of Finance Lease/ Lease Liabilities	(44.47)		(1.52)	
Proceeds from Short Term Borrowings	-		75.00	
Repayment of Short Term Borrowings	(75.00)		(1,048.53)	
Proceeds / (Repayment) of Short Term Borrowings (Net) (upto Three months maturity)	304.51		223.44	
Interest and Financial Charges Paid	(286.83)		(275.29)	
Dividend and Tax Paid there on (Interim and Final)	(623.06)		(230.84)	
<b>Net Cash (Used in) / From Financing Activities</b>		<b>1,590.99</b>		<b>(1,265.27)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>		<b>(30.95)</b>		<b>(18.21)</b>
<b>Cash and Cash Equivalents as at the beginning of the Year</b>		<b>15.24</b>		<b>33.45</b>
<b>Cash and Cash Equivalents as at the end of the Year</b>		<b>(15.71)</b>		<b>15.24</b>

### Notes :

- Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- The above cash flow statement has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flows.
- For the purpose of Standalone Cash Flow Statement, Cash and Cash Equivalents comprises the followings:

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Balances with Banks	13.92	34.20
Cash on Hand	1.41	0.80
	15.33	35.00
Less: Bank Overdraft	31.04	19.76
	<b>(15.71)</b>	<b>15.24</b>

- Refer Note 44 for changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes as per Ind AS 7 - Statement of Cash flows.

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

**For Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**O. P. Setia**  
Independent Director  
DIN: 00244443  
Place : New Delhi

**Dr. Y. K. Alagh**  
Independent Director  
DIN: 00244686  
Place : Ahmedabad

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place : Kolkata

**R. L. Gaggur**  
Independent Director  
DIN: 00066068  
Place : Kolkata

**Nitin Desai**  
Independent Director  
DIN: 02895410  
Place : New Delhi

**S S Khandelwal**  
Company Secretary  
Place : Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**Shreekanth Somany**  
Independent Director  
DIN: 00021423  
Place : New Delhi

**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
Place : Mumbai

**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place : Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place : Hyderabad

Date : 8<sup>th</sup> May, 2020





## STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31<sup>st</sup> March, 2020

### A. EQUITY SHARE CAPITAL (Refer Note 20)

Particulars	Numbers	₹ in Crore
Equity shares of ₹ 10 each, issued, subscribed and fully paid-up		
<b>As at 31.03.2019</b>	<b>3,48,37,225</b>	<b>34.84</b>
Changes in equity share capital during the year	12,43,523	1.24
<b>As at 31.03.2020</b>	<b>3,60,80,748</b>	<b>36.08</b>

### B. OTHER EQUITY

For the year ended 31<sup>st</sup> March, 2020

(₹ in Crore)

Particulars	Reserves and Surplus				Item of OCI Effective Portion of Cash Flow Hedges	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings		
<b>Opening Balance as at 01.04.2019</b>	<b>15.00</b>	<b>26.53</b>	<b>5,700.00</b>	<b>3,857.49</b>	<b>(36.47)</b>	<b>9,562.55</b>
Profit for the year				1,570.18		1,570.18
Other Comprehensive Income for the year						
Re-measurements of the Defined Benefit Plans (Net of Tax)				4.15		4.15
Net movement of Cash Flow Hedges (Net of Tax) (Refer Note 48)					8.79	8.79
Transfer to initial carrying amount of hedged items (net of tax) (Refer Note 48)					(1.97)	(1.97)
Transfer to /(from) Retained Earnings			300.00	(300.00)		-
Issue of shares (Net of expenses) (Refer Note 20.5)		2,382.10				2,382.10
Final Dividend on Equity Shares (Note 1 below)				(121.93)		(121.93)
Tax on Final Dividend				(25.06)		(25.06)
Interim Dividend on Equity Shares (Note 2 below)				(396.89)		(396.89)
Tax on Interim Dividend				(81.58)		(81.58)
<b>Closing Balance as at 31.03.2020</b>	<b>15.00</b>	<b>2,408.63</b>	<b>6,000.00</b>	<b>4,506.36</b>	<b>(29.65)</b>	<b>12,900.34</b>

For the year ended 31<sup>st</sup> March, 2019

(₹ in Crore)

Particulars	Reserves and Surplus				Item of OCI Effective Portion of Cash Flow Hedges	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings		
<b>Opening Balance as at 01.04.2018</b>	<b>15.00</b>	<b>26.53</b>	<b>5,500.00</b>	<b>3,334.13</b>	<b>(13.67)</b>	<b>8,861.99</b>
Profit for the year				951.05		951.05
Other Comprehensive Income for the year						
Re-measurements of the Defined Benefit Plans (Net of Tax)				3.29		3.29
Net movement of Cash Flow Hedges (Net of Tax) (Refer Note 48)					(22.80)	(22.80)
Transfer to /(from) Retained Earnings			200.00	(200.00)		-
Final Dividend on Equity Shares (Note 3 below)				(104.51)		(104.51)
Tax on Final Dividend				(21.48)		(21.48)
Interim Dividend on Equity Shares (Note 4 below)				(87.09)		(87.09)
Tax on Interim Dividend				(17.90)		(17.90)
<b>Closing Balance as at 31.03.2019</b>	<b>15.00</b>	<b>26.53</b>	<b>5,700.00</b>	<b>3,857.49</b>	<b>(36.47)</b>	<b>9,562.55</b>

Note 1 : Final Dividend declared at the rate of ₹ 35 per share of ₹ 10 each for FY 2018-19.

Note 2 : Interim Dividend declared at the rate of ₹ 110 per share (including additional dividend of ₹ 40 per share) of ₹ 10 each for FY 2019-20.

Note 3 : Final Dividend declared at the rate of ₹ 30 per share of ₹ 10 each for FY 2017-18.

Note 4 : Interim Dividend declared at the rate of ₹ 25 per share of ₹ 10 each for FY 2018-19.

### Nature of Reserves

#### Capital Redemption Reserve

Capital Redemption Reserve represents the reserve created as a result of redemption of preference shares capital of the Company. The same may be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid-up bonus shares.

#### Securities Premium

Securities Premium represents the amount received in excess of par value of equity shares of the Company. The same, inter-alia, may be utilized by the Company to issue fully paid-up bonus shares to its members and buying back the shares in accordance with the provisions of the Companies Act, 2013.

#### General Reserve

General Reserve represents the reserve created by apportionment of profit generated during the year or transfer from other reserves either voluntarily or pursuant to statutory requirements. The same is a free reserve and available for distribution.

#### Retained Earnings

Retained Earnings represents the undistributed profits of the Company.

#### Effective Portion of Cash Flow Hedges

The Company has designated certain hedging instruments as cash flow hedges and any effective portion is maintained in the said reserve. In case the hedging becomes ineffective, the amount is recognised in the Statement of Profit and Loss.

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date

For and on behalf of the Board

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place : Kolkata

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

**O. P. Setia**  
Independent Director  
DIN: 00244443  
Place: New Delhi

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Independent Director  
DIN: 00066068  
Place: Kolkata

**Shreekant Somany**  
Independent Director  
DIN: 00021423  
Place: New Delhi

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

**Dr. Y. K. Alagh**  
Independent Director  
DIN: 00244686  
Place: Ahmedabad

**Nitin Desai**  
Independent Director  
DIN: 02895410  
Place: New Delhi

**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
Place: Mumbai

**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

Date : 8<sup>th</sup> May, 2020



## Notes Forming Part of Standalone Financial Statements

### 1. CORPORATE INFORMATION

Shree Cement Limited ("the Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed at BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at Bangur Nagar, Beawar, District-Ajmer-305901 (Rajasthan) India.

The Company is engaged in the manufacturing and selling of cement and cement related products. It is recognized as one of the most efficient and environment friendly company in the global cement industry.

For Company's principal shareholders, Refer Note No. 20.1.

These financial statements are approved and adopted by the Board of Directors of the Company in their meeting held on 8<sup>th</sup> May 2020.

### 2. STATEMENT OF COMPLIANCE

The standalone financial statements (hereinafter referred to as "financial statements") of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India ("SEBI"), as applicable.

### 3. NEW ACCOUNTING PRONOUNCEMENTS

#### a) Adoption of Indian Accounting Standard 116 ("Ind AS 116") - 'Leases'

Effective 1<sup>st</sup> April, 2019, the Company has adopted Ind AS 116- 'Leases'. The Company has used modified retrospective approach for transitioning to Ind AS 116 with right of use assets recognized at an amount equal to the lease liability adjusted for any prepayment/ accrual recognized in the balance sheet immediately before the initial application. Accordingly, comparatives for the year ended 31.03.2019 have not been adjusted. The adoption of Ind AS 116 did not have any material impact on the financial statements for year ended 31.03.2020.

The above approach has resulted in recognition of right of use assets of ₹ 321.42 crore (including leasehold land amounting to ₹ 292.72 crore (net of amortization) recognized as finance lease asset under erstwhile lease standard as at

31.03.2019) and a lease liability of ₹ 35.72 crore (including finance lease obligation of ₹ 7.02 crore recognized under erstwhile lease standard as at 31.03.2019) as at 01<sup>st</sup> April, 2019. The Company has discounted the lease payments using its incremental borrowing rate at 8% p.a. While applying Ind AS 116, the Company used practical expedient for accounting of operating leases as short term leases for those leases with remaining lease term of less than 12 months as at 01<sup>st</sup> April, 2019.

#### b) Amendment to Ind AS 103 - Business Combinations

Amendment provides additional guidance for accounting in case of a party to the joint operation achieved control over joint operation. Such transaction is required to be accounted like the business combination achieved in stages. This amendment does not have material impact on the Company.

#### c) Amendment to Ind AS 109 - Financial Instruments

Amendment provides additional guidance in relation to prepayment features with reasonable compensation that changes the contractual cash flow. Amendment also provides the transitional provision in Ind AS 109 as a consequence of issuance of guidance on prepayment features with negative compensation. This amendment does not have material impact on the Company.

#### d) Amendment to Ind AS 111 - Joint Arrangements

As per the amendment, a party participating in joint operation but does not have joint control shall not re-measure its previously held interest in a joint operation (which constitutes a business) while attaining joint control over joint operation on acquisition of additional interest or otherwise. This amendment does not have material impact on the Company.

#### e) Amendment to Ind AS 12 - Income Taxes

As part of amendment, Appendix C 'Uncertainty over Income Tax Treatments' has been inserted in the standard which clarifies the recognition and measurement requirements of Ind AS 12 in case of uncertainty over income tax treatment and reflect the effect of such uncertainty in accounting treatment. This amendment does not have material impact on the Company.

#### f) Amendment to Ind AS 19 - Employee Benefits

The standard is amended to provide the guidance for measurement of defined benefit obligation in case of plan amendment, curtailment or settlement. This amendment does not have material impact on the Company.

#### g) Amendment to Ind AS 23 - Borrowing Cost

The amendment clarifies that borrowing cost applicable to borrowing made specifically for the purpose of obtaining a qualifying asset shall be excluded while determining general capitalization rate only till substantially all the activities necessary to prepare that specific asset for its intended use are completed. This amendment does not have material impact on the Company.

#### h) Amendment to Ind AS 28 - Investments in Associates and Joint Ventures

The amendment clarifies that an entity first applies Ind AS 109 'Financial Instruments' to other financial Instruments (long-term interests in associates and joint ventures) before taking into account its share of profit or loss of an associate or joint venture under Ind AS 28. Consequently, in applying Ind AS 109, an entity does not take account of any adjustments to the carrying amount of long-term interests under Ind AS 28. The Company does not have any interest in associate or joint venture therefore the amendment does not have any effect on the Company's financial statements.

## 4. SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Preparation and Measurement

The Financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments - note 4(s))
- Employee's defined benefit plan as per actuarial valuation

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another

valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest crore, except otherwise indicated.

### b) Classification of Assets and Liabilities into Current/Non-Current

The Company has ascertained its operating cycle as twelve months for the purpose of Current/ Non-Current classification of its Assets and Liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

1. It is expected to be realized, or is intended to be sold or consumed, in the normal operating cycle; or
2. It is held primarily for the purpose of trading; or
3. It is expected to realize the asset within twelve months after the reporting period; or
4. The asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

1. It is expected to be settled in the normal operating cycle; or
2. It is held primarily for the purpose of trading; or
3. It is due to be settled within twelve months after the reporting period; or
4. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

### c) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation/amortization and impairment, if any. Freehold land not containing mineral reserve is disclosed at cost less impairment, if any. Cost comprises of purchase price and directly attributable cost (net of credit availed, if any) of acquisition/ bringing the asset to its working condition for its intended use, including relevant borrowing costs.



The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All subsequent costs are charged to statement of profit and loss unless it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Capital work in progress is carried at cost and directly attributable expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying assets) which is allocated to the property, plant and equipment on the completion of project. Advances given towards acquisition or construction of property, plant and equipment outstanding at each reporting date are disclosed as capital advances under "other non-current assets".

Depreciation is provided on written down value method over the estimated useful lives of the assets. Estimated useful lives of the assets are as follows:

Nature of Asset	Estimated Useful Lives
Plant & Machinery	3-20 Years
Building	20 Years
Roads	10 Years
Railway Siding	20 Years
Vehicles	5-6 Years
Office Equipment	3-5 Years
Furniture & Fixtures	5 Years

Assets individually costing less than or equal to ₹ 25,000 are fully depreciated in the year of purchase. Freehold land containing mineral reserve is amortized over its estimated commercial life based on the units-of-production method.

Depreciation on additions is provided on a pro-rata basis from the date of installation or acquisition and in case of projects, from the date when it is ready for intended use. Depreciation on deduction/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

Gains or losses arising from de-recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the

statement of profit and loss when the asset is disposed and/or derecognized.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**d) Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Cost comprises of purchase price and directly attributable cost (net of credit availed, if any) of acquisition/ bringing the asset to its working condition for its intended use.

Amortization is provided on a written down value method over estimated useful lives, but not exceeding three years except mining rights which is amortized based on units-of-production method.

Expenditure on research phase is recognized as an expense when it is incurred. Expenditure on development phase which results in creation of assets is included in related assets.

The residual values, useful lives and method of amortization of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

**e) Borrowing Costs**

Borrowing costs directly attributable to the acquisition / construction of a qualifying asset that necessarily takes substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**f) Impairment of Non-Financial Assets**

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal and external factors.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are

discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of cash generating unit (CGU) to which the asset belongs. The cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows of other assets or group of assets.

A previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately.

**g) Revenue Recognition**

Revenue is recognized to depict the transfer of promised goods or services to customers. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amount collected on behalf of third party.

Revenue from sale of goods and power is recognized when products are delivered to the customers. Delivery occurs when the product has been shipped to the customers, the risks of obsolescence and loss have been transferred to customers and either the customer has accepted the products in accordance with sales arrangement. Revenue is disclosed net of Goods and Services Tax (GST), discounts, volume rebates and returns, as applicable.

**h)** Dividend income is recognized when the right to receive the payment is established. Interest is recognized using the Effective Interest Rate (EIR) method. Difference between the sale price and carrying value of investment is recognized as

profit or loss on sale/ redemption of investment on the date of transaction.

**i)** Insurance, railway and other claims where quantum of accruals cannot be ascertained with reasonable certainty, are recognized only when collection is virtually certain which generally coincides with receipt and are netted off from related expenses.

**j) Government Grants**

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached thereto and the grants will be received.

Grants related to income are recognized in the statement of profit and loss on a systematic basis over the period to match them with the related costs.

Grants related to assets are included in non-current liabilities as deferred income and are credited to income on a systematic basis over the useful life of the related assets.

The benefit of government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is recognized in the statement of profit and loss.

**k) Employee Benefits**

**1) Defined Contribution Plan**

Superannuation, Provident Fund, National Pension Scheme and Employees State Insurance Corporation (ESIC) are considered as defined contribution plan and the contributions are charged to the statement of profit and loss for the year in which employees have rendered related services.

Contributions as specified by law are paid to the provident fund set up as irrevocable trust in respect of few employees. The Company is generally liable for annual contribution and any shortfall in the fund assets based on the government specified minimum rates of return and recognizes such contribution and shortfall, if any, as an expense in the year incurred.

**2) Defined Benefit Plan**

Gratuity is considered as defined benefit plan and is provided for on the basis of an actuarial valuation, using the projected unit



credit method, as at the date of the Balance Sheet. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee Benefits Expense'.

Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

### 3) Other Long Term Benefits

En-cashable leave in case of employees covered by Cement Wage Board and non-encashable leave are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the Balance Sheet date. Actuarial gains/ losses, if any, are recognized in the statement of profit and loss in the year in which they arise.

### 4) Other Short term Benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave in the period the related service is rendered. Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service

### l) Foreign Currency Transaction

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Company's financial statements are presented

in Indian Rupees, which is also the Company's functional currency.

Foreign currency transactions are initially recorded in the functional currency, using the exchange rate at the date of transaction.

At each balance sheet date, foreign currency monetary items are reported using the closing exchange rates. Non-Monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.

Exchange difference arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise except the amount of such differences capitalized in accordance with policy on 'Borrowing costs'.

### m) Taxation

Income tax expense represents the sum of current and deferred tax (including Minimum Alternate Tax). Tax is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such case the tax is also recognized directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognized in equity or other comprehensive income is also recognized in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is measured on the basis of estimated taxable income computed in accordance with the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Balance Sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet approach. Deferred tax liabilities are recognized for all taxable temporary difference and deferred tax assets are recognized for all deductible temporary

differences, carry forward tax losses and allowances to the extent it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred taxes relate to same taxable entity and the same taxation authority.

The carrying amount of deferred tax asset is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilized.

Tax credit is recognized in respect of Minimum Alternate Tax (MAT) paid in terms of section 115 JAA of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within statutory time frame and the same is reviewed at each balance sheet date. MAT credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Asset.

### n) Inventories

#### 1) Raw Materials, Stores & Spare Parts, Packing Materials and Fuel

These are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

#### 2) Work-in-progress and Finished goods

These are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling

price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### o) Provisions and Contingencies

#### 1) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of time value of money is material, provisions are discounted using equivalent period pre-tax government securities interest rate. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

#### Mines Reclamation Expenditure

The Company provides for the expenditure to reclaim the quarries used for mining, in the statement of profit and loss based on present value of estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mines. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates. The unwinding of the discount on provision is shown as a finance cost in the statement of profit and loss.

#### 2) Contingencies

Contingent liabilities are disclosed when there is a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of amount cannot be made. Contingent assets are not recognized.

#### p) Leases

At the commencement of a lease, the Company recognises a right of use asset and a lease



liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined otherwise incremental borrowing rate is used to discount the lease payments.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, less lease payments made.

The right-of-use asset measured at inception at the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred. The right of use assets is subsequently measured at cost less any accumulated amortization, accumulated impairment losses, if any. Right-of-use assets are amortized on straight line basis over the shorter period of lease term and useful life of the underlying asset.

The right of use assets is presented separately on the face of the Balance sheet as 'Right of Use Assets' and lease liability is presented within 'other financial liabilities' classified as current and non-current.

#### q) Business Combination

The Company applies the acquisition method in accounting for business combinations. The consideration transferred by the Company to obtain control of a business is calculated as the sum of the fair values of assets transferred, liabilities incurred and assumed and the equity interests issued by the Company as at the acquisition date i.e. date on which it obtains control of the acquiree which includes the fair value of any asset or liability arising from a contingent consideration arrangement.

Acquisition-related costs are recognized in the statement of profit and loss as incurred, except to the extent related to the issue of debt or equity securities.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition date.

Intangible Assets acquired in a Business Combination and recognised separately from Goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

Subsequent to initial recognition, intangible assets with definite useful life acquired in a Business Combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill and Intangible assets with indefinite useful life, if any, are tested for impairment at the end of each annual reporting period.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is termed as gain on bargain purchase. In case of a bargain purchase, before recognizing a gain in respect thereof, the Company determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase thereafter, the Company reassesses whether it has correctly identified all the assets acquired and liabilities assumed and recognizes any additional assets or liabilities that are so identified, any gain thereafter is recognized in OCI and accumulated in equity as Capital Reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognizes the gain, after reassessing and reviewing, directly in equity as Capital Reserve.

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently re-measured

to fair value with changes in fair value recognised in statement of profit and loss.

#### r) Investment in Subsidiaries

The Company's investments in its subsidiaries are carried at cost.

#### s) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

##### 1) Financial Assets

###### Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

These include trade receivables, cash and cash equivalents, other bank balances, fixed deposits with banks, loans, other financial assets and investments.

###### Classification and Subsequent Measurement

Financial assets are subsequently measured at amortized cost or fair value through other comprehensive income or fair value through profit or loss depending on its business model for managing those financial assets and the asset's contractual cash flow characteristics.

##### a) Financial Assets at Amortised Cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### b) Financial Assets at Fair Value Through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### c) Financial Assets at Fair Value Through Profit or Loss

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

##### Derecognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity and does not retain control of the asset.

##### Impairment of Financial Assets

Financial assets, other than those at fair value through profit or loss, are assessed for impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

##### 2) Financial Liabilities

###### Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

###### Classification and Subsequent Measurement

The financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

**a) Financial liabilities at Fair Value Through Profit or Loss**

Financial liabilities are classified at fair value through profit or loss when the financial liability is held for trading or are designated upon initial recognition as fair value through profit or loss. It includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. All changes in the fair value of such liability are recognized in the statement of profit and loss.

**b) Other Financial Liabilities**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using effective interest rate method.

**Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.

**3) Derivative Financial Instruments and Hedge Accounting**

The Company uses derivative financial instruments, such as foreign currency forward contracts and cross currency & interest rate swaps to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss, except for the effective portion of cash flow hedges which is taken in the other comprehensive income (net of tax).

The Company uses cross currency and interest rate swaps to hedge the cash flows of the foreign currency denominated debt related to variation in foreign currency exchange rates and interest rates. The Company also enters into foreign currency forward contracts to hedge the foreign currency exchange risk arising from the forecast purchases. The Company

designates these cross currency and interest rate swaps and foreign currency forward contracts in a cash flow hedging relationship by applying the hedge accounting principles.

These derivatives are stated at fair value at each reporting date. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized in other comprehensive income (net of tax) and the ineffective portion is recognized immediately in the statement of profit and loss. Amounts accumulated in equity are reclassified to the statement of profit and loss when the hedged transaction affects the profit or loss. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

**4) Financial Liabilities and Equity Instruments:****Classification as Debt or Equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of financial liabilities and an equity instrument. The Company does not have any compound financial instrument.

**Equity Instruments**

An Equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received. Transaction costs related to issue of equity instruments is reduced from equity.

**t) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flow, cash and cash equivalents consist of

cash at banks and on hand and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**u) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**5. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. These estimates are reviewed regularly and any change in estimates is adjusted prospectively.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognized in the financial statements:

**a) Deferred Tax Assets**

The recognition of deferred tax assets requires assessment of whether it is probable that sufficient future taxable profit will be available against which deferred tax asset can be utilized. The Company reviews at each balance sheet date the carrying amount of deferred tax assets.

**b) Property, Plant and Equipment & Intangible Assets**

The determination of depreciation and amortization charge depends on the useful lives for which judgements and estimations are required. The residual values, useful lives, and method of depreciation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted

prospectively, if appropriate.

**c) Allowances for Uncollected Trade Receivables**

Trade receivables do not carry any interest and are stated at their transaction value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible.

**d) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claims/litigation against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**e) Mines Reclamation Obligation**

The measurement of mines reclamation obligation requires long term assumptions regarding the phasing of the restoration work to be carried out. Discount rates are determined based on the government bonds of similar tenure.

**f) Defined Benefit Plan**

The cost of defined benefit plan and present value of such obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the long-term nature of the plan, such estimates are subject to significant uncertainty. All assumptions are reviewed at each reporting date. Refer Note 39 for sensitivity analysis.

**g) Fair Value Measurement of Financial Instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.



## 6. PROPERTY, PLANT AND EQUIPMENT

(₹ in Crore)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION					NET BLOCK	
	Opening as at 01.04. 2019	Transfer to Right of Use Assets as at 01.04.2019 (Refer Note 3(a))	Additions During the year	Deduct-ions/ Adjust-ments During the year	As at 31.03.2020	Opening as at 01.04.2019	Transfer to Right of Use Assets as at 01.04.2019 (Refer Note 3(a))	For the year	Deduct-ions/ Adjust-ments During the year	Up to 31.03.2020	As at 31.03.2020
<b>Tangible Assets :</b>											
Free Hold Land	1,009.30	-	215.78	-	1,225.08	5.75	-	2.97	-	8.72	1,216.36
Lease Hold Land	314.63	314.63	-	-	-	21.91	21.91	-	-	-	-
Buildings	889.61	-	172.82	2.64	1,059.79	358.98	-	157.34	0.01	516.31	543.48
Plant & Equipment	6,437.69	-	1,054.34 <sup>(a)</sup>	17.61	7,474.42	3,850.24	-	1,481.45	17.38	5,314.31	2,160.11
Railway Siding	37.59	-	0.13	0.07	37.65	15.56	-	5.09	0.04	20.61	17.04
Furniture & Fixtures	37.41	-	6.07	0.32	43.16	30.21	-	9.88	0.32	39.77	3.39
Office Equipment	51.24	-	14.56	1.28	64.52	42.33	-	16.33	1.27	57.39	7.13
Vehicles	35.69	-	11.91	5.98	41.62	23.14	-	12.56	5.87	29.83	11.79
<b>Total</b>	<b>8,813.16</b>	<b>314.63</b>	<b>1,475.61</b>	<b>27.90</b>	<b>9,946.24</b>	<b>4,348.12</b>	<b>21.91</b>	<b>1,685.62<sup>(b)</sup></b>	<b>24.89</b>	<b>5,986.94</b>	<b>3,959.30</b>

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION					NET BLOCK	
	Opening as at 01.04.2018	Additions during the Year	Deduct-ions/ Adjust-ments During the Year	As at 31.03.2019	Opening as at 01.04.2018	For the Year	Deduct-ions/ Adjust-ments During the Year	Up to 31.03.2019	As at 31.03.2019		
<b>Tangible Assets :</b>											
Free Hold Land	804.13	205.82	0.65	1,009.30	3.38	2.37	-	5.75	1,003.55		
Lease Hold Land	305.45	20.95	11.77	314.63	15.43	7.22	0.74	21.91	292.72		
Buildings	638.74	273.56	22.69	889.61	223.45	135.53	-	358.98	530.63		
Plant and Equipment	4,659.09	1,794.05 <sup>(a)</sup>	15.45	6,437.69	2,625.41	1,238.56	13.73	3,850.24	2,587.45		
Railway Siding	23.42	14.17	-	37.59	11.07	4.49	-	15.56	22.03		
Furniture and Fixtures	30.18	7.34	0.11	37.41	23.48	6.84	0.11	30.21	7.20		
Office Equipment	39.26	12.59	0.61	51.24	31.49	11.33	0.49	42.33	8.91		
Vehicles	26.31	13.38	4.00	35.69	15.76	11.28	3.90	23.14	12.55		
<b>Total</b>	<b>6,526.58</b>	<b>2,341.86</b>	<b>55.28</b>	<b>8,813.16</b>	<b>2,949.47</b>	<b>1,417.62<sup>(b)</sup></b>	<b>18.97</b>	<b>4,348.12</b>	<b>4,465.04</b>		

- (a) Includes ₹31.76 crore (for the year ended 31.03.2019 ₹12.31 crore) for capital expenditure on research and development.  
 (b) Depreciation for the year includes ₹9.16 crore (for the year ended 31.03.2019 ₹29.51 crore) on assets during construction period.  
 (c) As on transition to Ind AS on 01.07.2015, the Company has elected to select the option to carry their Property, Plant and Equipment at their previous GAAP value. The Gross Block and Accumulated Depreciation as on the date of transition to Ind AS was ₹8,508.98 crore and ₹5,587.79 crore, respectively.

## 7. INTANGIBLE ASSETS

(₹ in Crore)

Particulars	COST				AMORTIZATION				NET CARRYING AMOUNT	
	Opening as at 01.04.2019	Additions During the Year	Deduct-ions/ Adjust-ments During the Year	As at 31.03.2020	Opening as at 01.04.2019	For the Year	Deduct-ions/ Adjust-ments During the Year	Up to 31.03.2020	As at 31.03.2020	
<b>Intangible Assets :</b>										
Computer Software	13.23	4.24	-	17.47	12.00	4.31	-	16.31	1.16	
Mining Rights	10.08	9.08	-	19.16	0.68	0.27	-	0.95	18.21	
<b>Total</b>	<b>23.31</b>	<b>13.32</b>	<b>-</b>	<b>36.63</b>	<b>12.68</b>	<b>4.58</b>	<b>-</b>	<b>17.26</b>	<b>19.37</b>	

Particulars	COST				AMORTIZATION				NET CARRYING AMOUNT	
	Opening as at 01.04.2018	Additions During the Year	Deduct-ions/ Adjust-ments During the Year	As at 31.03.2019	Opening as at 01.04.2018	For the Year	Deduct-ions/ Adjust-ments During the Year	Up to 31.03.2019	As at 31.03.2019	
<b>Intangible Assets :</b>										
Computer Software	11.10	2.13	-	13.23	8.76	3.24	-	12.00	1.23	
Mining Rights	10.08	-	-	10.08	0.35	0.33	-	0.68	9.40	
<b>Total</b>	<b>21.18</b>	<b>2.13</b>	<b>-</b>	<b>23.31</b>	<b>9.11</b>	<b>3.57</b>	<b>-</b>	<b>12.68</b>	<b>10.63</b>	

- (a) As on transition to Ind AS on 01.07.2015, the Company has elected to select the option to carry their Intangible Assets at their previous GAAP value.

## 8. RIGHT OF USE ASSETS

Particulars	GROSS CARRYING AMOUNT			AMORTIZATION		NET CARRYING AMOUNT	
	Opening as at 01.04.2019 (Refer Note 3(a))	Transfer from plant and equipment as at 01.04.2019 (Refer Note 3(a))	Addition during the Year	Deduct-ions/ Adjust-ments During the Year	As at 31.03.2020	For the Year	Up to 31.03.2020
Land	-	314.63	31.78	-	346.41	21.91	29.68
Buildings	22.94	-	2.54	2.84	22.64	6.52	16.12
Plant and Equipment	2.48	-	0.55	-	3.03	1.68	1.35
Vehicles	3.28	-	5.18	-	8.46	2.41	6.05
<b>Total</b>	<b>28.70</b>	<b>314.63</b>	<b>40.05</b>	<b>2.84</b>	<b>380.54</b>	<b>18.38</b>	<b>340.25</b>

The Company has taken several assets including land, godowns, office premises, vehicles, Heavy earth moving machineries on lease.

## 9. INVESTMENTS IN SUBSIDIARIES (AT COST)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Face Value (in ₹)	Amount	No.	Amount
<b>UNQUOTED</b>				
<b>Subsidiary Companies</b>				
<b>Fully Paid Equity Shares</b>				
Shree Global FZE	1 AED	111,50,51,000	111,50,51,000	2,091.81
Rajpur Handling & Infrastructure Private Limited	10	25,53,500	5,53,500	59.00
<b>Partly Paid Equity Shares</b>				
Rajpur Handling and Infrastructure Private Limited (Paid up of ₹2.50 as at 31.03.2019)	10	-	20,00,000	7.50
<b>Share Application Money Paid</b>				
Shree Global FZE	-	377.68	-	-
<b>Total</b>		<b>2,557.89</b>		<b>2,158.31</b>
<b>9.1 AGGREGATE CARRYING AMOUNT OF UNQUOTED INVESTMENTS</b>			<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
Investments in subsidiaries (at cost)		<b>2,557.89</b>		<b>2,158.31</b>



**10. NON-CURRENT INVESTMENTS**

(₹ in Crore)

Particulars	Face Value (in ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
<b>Investments at Amortised Cost (A)</b>					
<b>QUOTED</b>					
<b>Bonds and Non Convertible Debentures (NCD)</b>					
<b>Indian Railway Finance Corporation Limited</b>					
8.00% IRFC Tax Free Bonds - 23FB22	1,000	20,000	2.06	20,000	2.09
7.21% IRFC Tax Free Bonds - 26NV22	10,00,000	150	15.03	150	15.05
7.22% IRFC Tax Free Bonds - 30NV22	10,00,000	100	10.03	100	10.03
7.18% IRFC Tax Free Bonds - 19FB23	1,000	8,00,000	81.40	8,00,000	81.84
7.19% IRFC Tax Free Bonds - 31JL25	10,00,000	250	25.13	250	25.14
7.15% IRFC Tax Free Bonds - 21AG25	10,00,000	259	26.37	259	26.44
7.04% IRFC Tax Free Bonds - 03MR26	10,00,000	305	32.06	105	10.93
8.10% IRFC Tax Free Bonds - 23FB27	1,000	7,02,310	78.90	1,60,502	18.04
7.38% IRFC Tax Free Bonds - 26NV27	10,00,000	300	32.81	-	-
7.39% IRFC Tax Free Bonds - 06DC27	10,00,000	250	27.15	100	10.80
7.34% IRFC Tax Free Bonds - 19FB28	1,000	5,87,000	63.53	2,37,000	25.32
8.48% IRFC Tax Free Bonds - 21NV28	10,00,000	66	7.63	66	7.78
8.63% IRFC Tax Free Bonds - 26MR29	1,000	5,50,000	55.83	5,50,000	55.89
7.28% IRFC Tax Free Bonds - 21DC30	1,000	1,51,000	15.10	1,51,000	15.10
7.35% IRFC Tax Free Bonds - 22MR31	1,000	5,11,350	52.28	5,11,350	52.34
<b>Power Finance Corporation</b>					
7.21% PFC Tax Free Bonds - 22NV22	10,00,000	500	50.25	500	50.33
7.16% PFC Tax Free Bonds - 17JL25	10,00,000	250	26.06	250	26.23
8.16% PFC Tax Free Bonds - 25NV26	1,00,000	1,000	11.06	1,000	11.18
8.30% PFC Tax Free Bonds - 01FB27	1,000	24,000	2.72	24,000	2.76
8.46% PFC Tax Free Bonds - 30AG28	10,00,000	300	33.70	300	34.02
8.54% PFC Tax Free Bonds - 16NV28	1,000	68,167	7.87	68,167	7.96
<b>National Highways Authority of India</b>					
8.20% NHAI Tax Free Bonds - 25JN22	1,000	14,38,951	144.97	14,38,951	145.54
8.27% NHAI Tax Free Bonds - 05FB24	1,000	1,00,000	10.71	1,00,000	10.87
7.11% NHAI Tax Free Bonds - 18SP25	10,00,000	250	25.06	250	25.06
7.02% NHAI Tax Free Bonds - 18FB26	10,00,000	330	33.54	330	33.61
8.48% NHAI Tax Free Bonds - 22NV28	10,00,000	228	26.75	28	3.26
7.28% NHAI Tax Free Bonds - 18SP30	10,00,000	150	16.32	100	10.82
7.35% NHAI Tax Free Bonds - 11JN31	1,000	7,71,022	85.87	1,46,022	16.03
7.39% NHAI Tax Free Bonds - 18FB31	10,00,000	950	106.57	-	-
7.39% NHAI Tax Free Bonds - 09MR31	1,000	3,85,462	38.55	3,85,462	38.55
<b>Housing and Urban Development Corporation Limited</b>					
8.10% HUDCO Tax Free Bonds - 05MR22	1,000	10,08,424	103.35	10,08,424	104.52
7.34% HUDCO Tax Free Bonds - 16FB23	1,000	2,50,000	25.16	2,50,000	25.21
7.19% HUDCO Tax Free NCD - 31JL25	10,00,000	68	7.00	68	7.03
7.07% HUDCO Tax Free NCD - 01OT25	10,00,000	250	25.16	250	25.19
7.00% HUDCO Tax Free NCD - 09OT25	10,00,000	120	12.18	120	12.21
7.02% HUDCO Tax Free Bonds - 08FB26	1,000	2,80,066	28.28	2,80,066	28.32
7.04% HUDCO Tax Free Bonds - 15MR26	1,000	37,645	3.92	37,645	3.95
8.20%/8.35% HUDCO Tax Free Bonds - 05MR27	1,000	9,70,000	105.91	9,70,000	106.91
7.51% HUDCO Tax Free Bonds - 16FB28	1,000	1,19,000	12.87	1,19,000	12.97
8.56% HUDCO Tax Free Bonds - 02SP28	10,00,000	44	5.13	44	5.20
8.73% HUDCO Tax Free Bonds - 28MR29	1,000	20,000	2.37	20,000	2.40
7.39% HUDCO Tax Free Bonds - 08FB31	1,000	1,80,279	18.03	1,80,279	18.03
7.39% HUDCO Tax Free Bonds - 15MR31	1,000	11,00,439	115.62	11,00,439	115.96
<b>India Infrastructure Finance Company Limited</b>					
7.21% IIFCL Tax Free Bonds - 21NV22	10,00,000	150	15.13	150	15.18
7.19% IIFCL Tax Free Bonds - 22JN23	1,000	8,50,000	85.78	8,50,000	86.02
6.86% IIFCL Tax Free Bonds - 26MR23	1,000	50,000	5.09	50,000	5.12

**10. NON-CURRENT INVESTMENTS (contd...)**

(₹ in Crore)

Particulars	Face Value (in ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
8.11% IIFCL Tax Free Bonds - 05SP23	10,00,000	50	5.16	50	5.20
8.01% IIFCL Tax Free Bonds - 12NV23	1,000	50,000	5.29	50,000	5.36
8.41% IIFCL Tax Free Bonds - 22JN24	1,000	1,53,000	16.29	1,53,000	16.51
7.38% IIFCL Tax Free Bonds - 15NV27	10,00,000	250	26.79	250	26.97
7.38% IIFCL Tax Free Bonds - 21NV27	10,00,000	150	15.40	150	15.44
7.36% IIFCL Tax Free Bonds - 22JN28	1,000	4,46,000	47.05	4,46,000	47.29
7.02% IIFCL Tax Free Bonds - 26MR28	1,000	1,50,000	15.68	1,50,000	15.74
8.26% IIFCL Tax Free Bonds - 23AG28	10,00,000	100	11.33	100	11.45
8.46% IIFCL Tax Free Bonds - 30AG28	10,00,000	130	14.90	130	15.07
8.48% IIFCL Tax Free Bonds - 05SP28	10,00,000	64	7.34	64	7.43
8.38% IIFCL Tax Free Bonds - 12NV28	1,000	11,680	1.36	11,680	1.38
<b>Rural Electrification Corporation</b>					
7.21% REC Tax Free Bonds - 21NV22	10,00,000	250	25.12	250	25.17
7.22% REC Tax Free Bonds - 19DC22	1,000	50,000	5.13	50,000	5.17
8.12% REC Tax Free Bonds - 27MR27	1,000	45,564	5.05	45,564	5.10
7.38% REC Tax Free Bonds - 19DC27	1,000	1,00,000	10.73	1,00,000	10.80
8.46% REC Tax Free Bonds - 29AG28	10,00,000	181	20.67	181	20.90
8.46% REC Tax Free Bonds - 24SP28	1,000	3,00,000	34.27	3,00,000	34.66
<b>Indian Renewable Energy Development Agency Limited</b>					
7.17% IREDA Tax Free Bonds - 01OT25	10,00,000	150	15.53	150	15.68
7.49% IREDA Tax Free Bonds - 21JN31	1,000	8,68,838	87.97	8,68,838	88.05
<b>National Bank for Agriculture and Rural Development</b>					
7.07% NABARD Tax Free Bonds - 25FB26	10,00,000	100	10.63	-	-
7.35% NABARD Tax Free Bonds - 23MR31	1,000	3,91,829	44.13	-	-
<b>NTPC Limited</b>					
7.15% NTPC Tax Free Bonds 21AG25	10,00,000	450	47.81	-	-
<b>National Housing Bank</b>					
8.46% NHB Tax Free NCD - 30AG28	10,00,000	400	47.03	-	-
<b>JK Lakshmi Cement Limited</b>					
8.90% JK Lakshmi Cement Limited NCD - 06JN22	10,00,000	200	20.16	200	20.24
<b>Birla Corporation Limited</b>					
9.25% Birla Corporation Limited NCD - 18AG26	10,00,000	400	41.55	400	41.77
<b>Total (A)</b>			<b>2,298.66</b>		<b>1,782.61</b>
<b>Investments at Fair Value through Profit or Loss (B)</b>					
<b>QUOTED</b>					
<b>Perpetual Bonds</b>					
<b>Bank of Baroda</b>					
8.70% Bank of Baroda non convertible perpetual bond	10,00,000	1,740	165.55	-	-
<b>State Bank of India</b>					
8.50% State Bank of India non convertible perpetual bond	10,00,000	850	83.28	-	-
9.56% State Bank of India non convertible perpetual bond	10,00,000	250	25.56	-	-
8.75% State Bank of India non convertible perpetual bond	10,00,000	1,250	123.66	-	-
<b>Preference Shares</b>					
<b>Infrastructure Leasing and Financial Services Limited (Refer Note 36)</b>					
16.06% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 25 <sup>th</sup> March, 2021	7,500	-	-	28,000	-
15.99% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 16 <sup>th</sup> May, 2021	7,500	52,000	-	52,000	-







### 13. DEFERRED TAX ASSETS (NET) (contd...)

(₹ in Crore)

	As at 31.03.2018	Recognised in P&L	Recognised in OCI	As at 31.03.2019
<b>Deferred Tax Assets:</b>				
Arising on account of:				
Long-term and Short-term Capital Losses	-	1.55	-	1.55
Expenses allowed for tax purpose when paid	177.35	9.36	-	186.71
Depreciation and Amortization	302.82	40.34	-	343.16
Cash Flow Hedges	7.34	-	12.25	19.59
MAT Credit Entitlement	32.94	(13.51)	-	19.43
Fair Value of Investments	-	45.53	-	45.53
Others	0.31	0.20	-	0.51
Deferred Tax Liabilities:				
Arising on account of:				
Others	7.71	(3.87)	-	3.84
<b>Net Deferred Tax Assets/ (Liabilities)</b>	<b>513.05</b>	<b>87.34</b>	<b>12.25</b>	<b>612.64</b>

### 14. OTHER ASSETS

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
(Unsecured, Considered Good)				
Advances to Suppliers and Contractors	-	-	126.39	100.36
Capital Advances	295.44	351.38	-	-
Assets Held for Disposal	-	-	0.08	0.10
Prepaid Expenses	2.45	3.56	4.11	3.57
Other Receivables	40.80	40.71	1,032.46	1,114.59
	<b>338.69</b>	<b>395.65</b>	<b>1,163.04</b>	<b>1,218.62</b>

14.1 Other receivables includes GST/Sales tax, Government grants and other dues from Government etc.

### 15. INVENTORIES (Valued at Lower of Cost or Net Realizable Value)

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Raw Materials [Includes in transit ₹ 13.16 crore (As at 31.03.2019 ₹ 14.40 crore)]	65.43	52.61
Fuel [Includes in transit ₹ 339.05 crore (As at 31.03.2019 ₹ 306.60 crore)]	520.94	707.90
Stores and Spares	556.99	533.88
Packing Materials	23.01	28.21
Work-in-Progress [Includes in transit ₹ 8.46 crore (As at 31.03.2019 ₹ 14.67 crore)]	169.63	178.56
Finished Goods [Includes in transit ₹ 15.31 crore (As at 31.03.2019 ₹ 39.63 crore)]	91.85	87.89
	<b>1,427.85</b>	<b>1,589.05</b>

### 16. CURRENT INVESTMENTS

(₹ in Crore)

Particulars	Face Value (In ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
<b>Investments at Amortised Cost (A)</b>					
<b>QUOTED</b>					
<b>Bonds</b>					
<b>JK Lakshmi Cement Limited</b>					
8.70% JK Lakshmi Cement Limited NCD - 06JN20	10,00,000	-	-	150	15.06
<b>Total (A)</b>					<b>15.06</b>
<b>Investments at Fair Value through Profit or Loss (B)</b>					
<b>QUOTED</b>					
<b>In Units of Mutual Funds</b>					
Kotak Equity Arbitrage Fund - Direct Plan - Growth	10	20,77,11,465	603.80	-	-
SBI Arbitrage Opportunities Fund - Direct Plan- Growth	10	8,02,31,715	212.36	-	-
ICICI Equity Arbitrage Fund - Drt Growth	10	20,99,60,326	566.52	-	-
Aditya Birla Sun Life Arbitrage Fund-Growth Direct Plan	10	11,30,09,186	236.49	-	-
HDFC Arbitrage Fund - WP-DP-Growth	10	15,00,29,041	223.32	-	-
UTI Arbitrage Fund - Direct Growth Plan	10	4,42,55,423	120.93	-	-
IDFC Arbitrage Fund - Growth (Direct Plan)	10	19,27,81,910	496.04	-	-
Nippon India Arbitrage Fund - Direct Growth Plan	10	22,16,66,710	463.95	-	-
Axis Arbitrage Fund - Direct Growth (EA-DG)	10	10,96,05,472	162.85	-	-
<b>Preference Shares</b>					
<b>Zee Entertainment Enterprises Limited</b>					
6% Cumulative Redeemable Non Convertible Preference Shares (Fully Paid-up)	6	-	-	9,62,83,625	17.68
<b>Infrastructure Leasing and Financial Services Limited (Refer Note 36)</b>					
16.06% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 25 <sup>th</sup> March, 2021	7,500	28,000	-	-	-
<b>IL&amp;FS Financial Services Ltd. (Refer Note 36)</b>					
16.99% / 17.38% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 5 years from the date of issue, i.e. 30 <sup>th</sup> March, 2021	7,500	33,400	-	-	-
<b>Total (B)</b>			<b>3,086.26</b>		<b>17.68</b>
<b>TOTAL (A+B)</b>			<b>3,086.26</b>		<b>32.74</b>

#### 16.1 AGGREGATE CARRYING AMOUNT AND MARKET VALUE OF QUOTED INVESTMENTS

(₹ in Crore)

	As at 31.03.2020		As at 31.03.2019	
	Aggregate Carrying Amount	Market Value	Aggregate Carrying Amount	Market Value
<b>Quoted Investments:</b>				
- In Bonds, Preference Shares and Mutual Funds	3,086.26	3,086.26	32.74	32.61
<b>Total</b>	<b>3,086.26</b>	<b>3,086.26</b>	<b>32.74</b>	<b>32.61</b>

#### 16.2 AGGREGATE CARRYING AMOUNT OF UNQUOTED INVESTMENTS

-



## 17. TRADE RECEIVABLES

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Secured, Considered Good	381.89	367.87
Unsecured		
Considered Good	446.56	364.53
Considered significant increase in credit risk	1.87	1.47
	<b>830.32</b>	<b>733.87</b>
Less: Allowance for Doubtful Trade Receivables	1.87	1.47
	<b>828.45</b>	<b>732.40</b>

17.1 Refer Note 47 for information about credit risk and market risk of trade receivables.

17.2 The average payment terms with customers is 3-30 days.

## 18. CASH AND CASH EQUIVALENTS

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Balances with Banks	13.92	34.20
Cash on Hand	1.41	0.80
	<b>15.33</b>	<b>35.00</b>

## 19. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Earmarked Balance with Banks for Unpaid Dividend (Refer note 22.1)	6.28	3.88
Margin Money (Pledged with Banks)	11.31	0.96
Fixed Deposits With Banks (Refer note 19.1 to 19.2 below)	93.24	267.94
Less: Fixed Deposits maturity more than 12 months disclosed under other Non-Current Financial Assets (Refer note 12)	(18.00)	-
	<b>92.83</b>	<b>272.78</b>

19.1 Includes deposits of ₹ 27.00 crore (As at 31.03.2019 ₹ 22.00 crore) are pledged with banks against overdraft facilities. (Refer Note 25.2)

19.2 Includes ₹ 47.23 crore (As at 31.03.2019 ₹ 45.20 crore) given as security to Government department and others.

## 20. SHARE CAPITAL

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
<b>Authorised</b>		
6,00,00,000 (As at 31.03.2019 6,00,00,000) Equity Shares of ₹ 10/- each	60.00	60.00
15,00,00,000 (As at 31.03.2019 15,00,00,000) Cumulative Preference Shares of ₹ 100/- each	15.00	15.00
	<b>75.00</b>	<b>75.00</b>
<b>Issued, Subscribed and Paid-up</b>		
3,60,80,748 (As at 31.03.2019 3,48,37,225) Equity Shares of ₹ 10/- each fully paid-up	36.08	34.84
	<b>36.08</b>	<b>34.84</b>

## 20.1 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY

(₹ in Crore)

Name of Shareholders	As at 31.03.2020		As at 31.03.2019	
	Number of Shares held	% of Total Paid-up Equity Share Capital	Number of Shares held	% of Total Paid-up Equity Share Capital
Shree Capital Services Limited	89,84,155	24.90	89,84,155	25.79
Digvijay Finlease Limited	42,34,780	11.74	42,34,780	12.16
FLT Limited	36,00,000	9.98	36,00,000	10.33
Mannakrishna Investments Private Limited	20,42,824	5.66	20,42,824	5.86

20.2 The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share.

20.3 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## 20.4 RECONCILIATION OF THE SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR:

Particulars	Numbers	Amount
<b>Equity shares outstanding as at 01.04.2018</b>	<b>3,48,37,225</b>	<b>34.84</b>
Add: Equity shares issued during the year	-	-
<b>Equity shares outstanding as at 31.03.2019</b>	<b>3,48,37,225</b>	<b>34.84</b>
Add: Equity shares issued during the year (Refer Note 20.5)	12,43,523	1.24
<b>Equity shares outstanding as at 31.03.2020</b>	<b>3,60,80,748</b>	<b>36.08</b>

20.5 The Company through Qualified Institutions Placement (QIP) allotted 12,43,523 Equity Shares (fully paid up) to the eligible Qualified Institutional Buyers (QIB) at a price of ₹ 19,300 per equity share of face value of ₹ 10 each (inclusive of premium of ₹ 19,290 per equity share) aggregating to ₹ 2,400 crore. The issue was made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and with the applicable provisions of the Companies Act, 2013. Pursuant to the allotment of equity shares in the QIP, the paid up equity share capital of the Company has increased from ₹ 34.84 crore comprising of 3,48,37,225 equity shares to ₹ 36.08 crore comprising of 3,60,80,748 equity shares. Share issue expenses are charged off against securities premium.

20.6 Aggregate number of bonus shares issued, shares issued for consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:

As at 31.03.2020	As at 31.03.2019
Nil	Nil

20.7 The Equity Shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited and the annual listing fees has been paid for the year.

## 21. BORROWINGS

(₹ in Crore)

	Non-Current Portion		Current Maturities	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>				
External Commercial Borrowings	1,638.70	2,255.48	796.75	-
Indian Rupee Term Loans from Banks	-	48.00	-	19.50
Finance Lease Obligation	-	5.56	-	1.46
	<b>1,638.70</b>	<b>2,309.04</b>	<b>796.75</b>	<b>20.96</b>
Amount disclosed under the head "Other Current Financial Liabilities" (Refer Note 22)	-	-	(796.75)	(20.96)
	<b>1,638.70</b>	<b>2,309.04</b>	-	-



**21.1 NATURE OF SECURITIES AND TERMS OF REPAYMENT OF EACH LOAN**

(₹ in Crore)

Sr. No.	Nature of Securities	Interest Rate	Loan Amount		Terms of Repayment
			as at 31.03.2020	as at 31.03.2019	
<b>External Commercial Borrowings</b>					
1	Hypothecation (First Pari Passu Charge) on all moveable fixed assets of the Company and Equitable Mortgage (First Pari Passu Charges) on the immovable fixed assets of the Company located at Beawar, Rajasthan. The charge shall rank pari passu with other term lenders.	6 Months USD LIBOR+1% (Fixed rate of 8.30% including the effect of related cross currency and interest rate swaps)	301.54	276.69	Fully Repayable on 08.05.2020
		3 Months USD LIBOR+0.70% (Fixed rate of 7.81% on INR including the effect of related cross currency and interest rate swaps)	937.98	859.01	Repayable in 9 half yearly equal instalments of USD 1.389 crore w.e.f. 28.03.2021
		3 Months USD LIBOR+0.71% (Fixed rate of 7.82% on INR including the effect of related cross currency and interest rate swaps)	374.35	342.51	Repayable in 8 half yearly instalments w.e.f. 27.09.2020 (First four instalments of USD 0.25 crore each, next two instalments of USD 0.50 crore each and last two instalments of USD 1.5 crore each)
		2.72% on SGD (Fixed rate of 7.96% on INR including the effect of related cross currency and interest rate swaps [USD to INR])	520.04	500.58	Repayable in 8 half yearly instalments w.e.f. 27.09.2020 (First four instalment of SGD 0.49 crore each (i.e USD 0.375 crore each), next two instalments of SGD 0.981 crore each (i.e. USD 0.75 crore each) and last two instalments of SGD 2.943 crore each (i.e. USD 2.25 crore each))
2	<b>Indian Rupee Term Loan from Banks</b> First pari passu Charge on entire moveable fixed assets of the Company. The charge shall rank pari passu with other term lenders. Second pari passu charge on entire current assets of the Company.	8.46%	-	67.50	Repaid during the year 2019-2020
3	<b>Finance Lease Obligation</b> Secured against Leased Assets	9.61%	-	7.02	Finance lease obligation is reclassified to 'other financial liabilities' on transition date of Ind AS 116 Leases.
<b>TOTAL</b>			<b>2,435.45</b>	<b>2,330.00</b>	
Less: Current Maturities of Long Term Debt			796.75	20.96	
<b>Total Non-Current Portion</b>			<b>1,638.70</b>	<b>2,309.04</b>	

There is no default in repayment of principal and interest thereon.

**22. FINANCIAL LIABILITIES - OTHERS**

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Current Maturities of Long-Term Debt	-	-	796.75	19.50
Lease Liabilities/ Finance Lease Obligation	20.96	-	10.37	1.46
Interest Accrued but not Due on Borrowings	-	-	4.39	5.93
Derivative Financial Instruments	144.93	134.30	16.91	0.94
Unpaid Dividends (Refer Note 22.1)	-	-	6.28	3.88
Security Deposits from Customers, Vendors & Others	779.02	599.89	6.79	1.62
Payable for Capital Goods	-	-	76.80	115.14
Others (Refer Note 22.2)	-	-	370.24	274.56
	<b>944.91</b>	<b>734.19</b>	<b>1,288.53</b>	<b>423.03</b>

22.1 There are no amounts due and outstanding to Investor Education and Protection Fund as at 31.03.2020 and 31.03.2019 (Refer note 19)

22.2 Others include the liability related to Employees, Rebate and Discount to Customers etc.

**23. PROVISIONS**

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>Provision for Employee Benefits</b>				
Gratuity [Refer note 39(b)]	-	-	0.27	0.16
Other Staff Benefit Schemes	2.07	1.61	0.24	0.27
<b>Other Provisions</b>				
Mines Reclamation Expenses (Refer Note 40)	7.11	6.63	0.60	0.60
	<b>9.18</b>	<b>8.24</b>	<b>1.11</b>	<b>1.03</b>

**24. OTHER LIABILITIES**

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Customers Advances (Refer Note 24.1)	-	-	204.68	133.69
Withholding and Other Taxes Payable	-	-	130.00	213.78
Provident Fund and Superannuation Payable	-	-	13.80	12.79
Other Statutory Liabilities	607.64	557.73	262.73	261.35
	<b>607.64</b>	<b>557.73</b>	<b>611.21</b>	<b>621.61</b>

24.1 Revenue of ₹ 123.57 crore (for the year ended 31.03.2019: ₹ 150.76 crore) is recognised during current year that was included in Customer Advances outstanding at the beginning of the year.

**25. CURRENT BORROWINGS**

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
	<b>Secured</b>	
Loans Repayable on Demand from Banks (Refer Note 25.1)	637.70	448.19
Bank Overdraft (Refer Note 25.2)	31.04	19.76
<b>Unsecured</b>		
Loans Repayable on Demand from Banks	40.00	-
	<b>708.74</b>	<b>467.95</b>



25.1 Demand loans from banks are secured by hypothecation of inventories of stock-in-trade, stores & spares, book-debts and all other current assets of the Company on first charge basis and on whole of movable fixed assets of the Company on second charge basis and also secured by joint equitable mortgage on all the immovable assets of the Company situated at Beawar on second charge basis.

25.2 Bank Overdraft is secured against pledge of Fixed Deposits and payable on demand. (Refer Note 19.1)

25.3 There is no default in repayment of principal and interest thereon.

## 26. REVENUE FROM OPERATIONS

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Sale of Products</b>		
Cement	10,856.26	10,295.62
Clinker	267.31	332.56
Power Sales	515.24	801.88
	<b>11,638.81</b>	<b>11,430.06</b>
<b>Revenue from Power Trading</b>		
Revenue from Traded Power	14.40	-
Less: Purchase of Traded Power	(14.05)	-
	<b>0.35</b>	<b>-</b>
<b>Other Operating Revenue</b>		
Incentives and Subsidies (under various incentive schemes of State and Central Government)	237.59	257.60
Scrap Sales	23.72	34.34
Others	3.53	-
	264.84	291.94
	<b>11,904.00</b>	<b>11,722.00</b>

26.1 Sale of products is net of ₹ 803.72 crore (for the year ended 31.03.2019 : ₹ 573.30 crore) on account of cash discount, rebates and incentives given to customers.

## 27. OTHER INCOME

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Interest Income</b>		
On Deposits Classified at Amortised cost	24.60	24.30
On Bonds and Debentures Classified at Amortised cost	144.22	138.52
On Tax Refund	3.14	0.59
Others	1.41	0.27
Dividend Income on Financial Assets Classified at Fair Value through Profit or Loss	40.75	52.84
<b>Net Gain / (Loss) on Sale of Investments</b>		
Classified at Amortised cost	-	0.55
Classified at Fair Value through Profit or Loss	(3.43)	9.37
Loss on Liquidation of a Subsidiary Company Classified at Cost	-	(0.21)
Net Gain / (Loss) on Fair Value of Financial Assets through Profit or Loss	54.13	14.84
Profit on Sale of Property, Plant and Equipment (Net)	3.92	0.34
Provision No Longer Required	-	0.20
Balances Written Back	0.91	2.14
Other Non Operating Income	1.97	1.65
	<b>271.62</b>	<b>245.40</b>

## 28. COST OF MATERIALS CONSUMED

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Raw Materials Consumed</b>		
Gypsum	230.83	249.12
Fly Ash	265.68	322.06
Red Ochre and Slag	58.81	74.39
Sulphuric Acid	43.90	41.42
Others	164.05	207.82
	<b>763.27</b>	<b>894.81</b>

## 29. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Closing Stock</b>		
Work-in-Progress	169.63	178.56
Finished Goods	91.85	87.89
	<b>261.48</b>	<b>266.45</b>
<b>Opening Stock</b>		
Work-in-Progress	178.56	156.75
Finished Goods	87.89	79.09
	<b>266.45</b>	<b>235.84</b>
<b>(Increase) / Decrease</b>	<b>4.97</b>	<b>(30.61)</b>

## 30. EMPLOYEE BENEFITS EXPENSES

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Salaries, Wages and Bonus	630.35	588.61
Contribution to Provident and other Funds (Refer note 39)	84.59	73.84
Staff Welfare Expenses	16.07	15.37
	<b>731.01</b>	<b>677.82</b>

## 31. FREIGHT AND FORWARDING EXPENSES

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
On Finished Products	1,875.35	2,039.40
On Inter Unit Clinker Transfer	730.78	824.70
	<b>2,606.13</b>	<b>2,864.10</b>

## 32. FINANCE COSTS

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Interest Expenses	286.20	275.25
Bank and Finance Charges	1.65	1.57
Interest Expenses on Lease Liabilities (under Ind AS 116 - 'Leases')	2.87	-
Unwinding of Discount on Provision	0.54	0.50
Exchange Differences Regarded as an Adjustment to Borrowing Cost	-	49.17
	<b>291.26</b>	<b>326.49</b>
Less: Interest Capitalised (Refer Note 32.1)	4.74	79.51
	<b>286.52</b>	<b>246.98</b>

32.1 Borrowing costs are capitalised using interest rates ranging between 7.81% to 7.96% per annum (previous year : 3.49% to 7.96% per annum).



### 33. OTHER EXPENSES

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Stores and Spares Consumed	303.78	305.21
Packing Materials Consumed	344.39	376.89
Royalty and Cess	275.15	278.89
Mines Reclamation Expenses	0.62	0.56
Repairs to Plant and Machinery	267.64	257.09
Repairs to Buildings	31.48	26.27
Rent (Refer note 33.1)	12.28	20.05
Insurance	5.36	4.31
Rates and Taxes	11.87	13.13
Travelling	38.08	39.96
Commission to Non-executive Directors	2.00	2.64
Directors' Sitting Fees and Expenses	0.67	0.77
Advertisement and Publicity	114.68	96.20
Sales Promotion and Other Selling Expenses	164.66	166.92
Foreign Exchange Rate Differences (Net)	0.64	148.91
Corporate Social Responsibility Expenses	40.47	31.32
Assets Written Off	2.63	22.69
Allowance for Doubtful Trade Receivables (Net)	0.40	0.57
Contribution to Electrol Bonds	11.50	3.00
Miscellaneous (Refer Note 33.2)	174.24	160.58
	<b>1,802.54</b>	<b>1,955.96</b>

33.1 Rent expenses for the year ended 31.03.2020 is relating to the various short term leases accounted by applying exemption under Ind AS 116 - 'Leases' (Refer Note 3(a)).

### 33.2 MISCELLANEOUS EXPENSES INCLUDE THE PAYMENTS MADE TO AUDITORS:

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Statutory Auditors</b>		
Audit Fees	0.42	0.33
Certification / Other Services (includes ₹ 0.15 crore during current year in relation to services given for Qualified Institutional Placement (QIP) which has been charged off against securities premium)	0.25	0.09
Reimbursement of Expenses	0.14	0.10
<b>Cost Auditors</b>		
Audit Fees	0.05	0.05
Certification / Other Services	-	0.01
Reimbursement of Expenses [₹ 21,002 (Previous year ₹ 20,628)]	-	-

### 34. CONTINGENT LIABILITIES (CLAIMS/DEMANDS NOT ACKNOWLEDGED AS DEBT)

- Custom duty (including interest) ₹ 66.93 crore (As at 31.03.2019: ₹ 64.52 crore)
- (i) Competition Commission of India (CCI), vide its order dated 31<sup>st</sup> August, 2016 imposed a penalty of ₹ 397.51 crore on the Company for alleged violation of Competition Act. The Company has appealed against the said order and Competition Appellate Tribunal (COMPAT), vide its order dated 7<sup>th</sup> November, 2016, granted stay on CCI order subject to deposition of 10% of penalty amount and levy of interest of 12% p.a. on balance amount if the appeal is ultimately dismissed. The Company has complied with the order and the matter is now being heard at National Company Law Appellate Tribunal (NCLAT).  
(ii) In another matter, CCI vide its order dated 19<sup>th</sup> January, 2017 imposed a penalty of ₹ 18.44 crore on the Company in connection with an enquiry in respect of a cement supply tender of Government of Haryana. The Company has filed an appeal before COMPAT (now NCLAT) against the above order.

Based on the Company's own assessment and advice given by its legal counsels, the Company has a strong case in both the above appeals and thus pending final disposal of the appeals, the matters have been disclosed as contingent liability.

- The Divisional Bench of the Hon'ble Rajasthan High Court vide Judgement dated 6<sup>th</sup> December, 2016 has allowed the appeal filed by Commercial Taxes Department/ Finance Department of the Govt. of Rajasthan against earlier favorable order of single member bench of the Hon'ble Rajasthan High Court in the matter of incentives granted under Rajasthan Investment Promotion Scheme-2003 to the Company for capital investment made in cement plants in the State of Rajasthan.

Vide the above Judgement of the Hon'ble High Court, the Company's entitlement towards Capital Subsidy for the entitled period stands revised from "up to 75% of Sales Tax / VAT" to "up to 50% of Sales Tax / VAT". The Company has filed Special Leave Petition before the Hon'ble Supreme Court against the above judgment which is admitted for deciding on merits. The Commercial Taxes Department had issued notices seeking reply for recovering differential subsidy, the said notices are challenged by the Company before Rajasthan High Court and High Court has stayed further proceedings by department against us.

Based on the legal opinion, it has a good case before the Hon'ble Supreme Court. Accordingly, no provision has been made for differential subsidy (i.e. difference of 75% and 50%) amounting to ₹ 73.08 crore received and ₹ 282.30 crore not received though accounted for.

### 35. COMMITMENTS

- Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 270.25 crore (As at 31.03.2019: ₹ 529.85 crore).
- Uncalled liability on partly paid up equity shares of ₹ NIL (As at 31.03.2019: ₹ 21.90 crore).

- The Company has principal investments of ₹ 171.33 crore in the preference shares of Infrastructure Leasing and Financial Services Limited and IL&FS Financial Services Ltd (referred to as "IL&FS Group") which are accounted at fair value through profit or loss as per Ind AS 109- Financial Instruments. In August 2018, credit rating agencies downgraded IL&FS Group's credit rating to junk status. Accordingly, the Company has accounted fair value loss of ₹ 178.13 crore during the year ended 31.03.2019.

- Capital work-in-progress includes directly attributable expenses of ₹ 78.94 crore (As at 31.03.2019: ₹ 88.38 crore) which includes depreciation of ₹ 13.94 crore (for year ended 31.03.2019: ₹ 7.01 crore) on assets during construction period.

### 38. EXPENDITURE ON RESEARCH AND DEVELOPMENT

(₹ in Crore)

Particulars	2019-20				2018-19
	Beawar	Ras	Other units	Total	
Capital	-	29.17	2.59	31.76	12.31
Revenue	4.14	6.23	6.27	16.64	19.76
<b>Total</b>	<b>4.14</b>	<b>35.40</b>	<b>8.86</b>	<b>48.40</b>	<b>32.07</b>

### 39. EMPLOYEE BENEFITS: (REFER NOTE 30)

- Contribution to defined contribution plans recognized as expenses are as under:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Superannuation Fund	7.99	8.05
Provident Fund (Includes contribution to PF trust ₹ 4.91 crore (₹ 4.36 crore for the year ended 31.03.2019))	52.02	46.35
National Pension Scheme	4.89	2.27
ESIC	0.14	0.13
<b>Total</b>	<b>65.04</b>	<b>56.80</b>



**(b) Defined Benefit Plan**

**Gratuity** - The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India.

Disclosure for defined benefit plans based on actuarial reports:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Changes in Defined Benefit Obligations:</b>		
Present value of defined benefit obligation at the beginning of the year	238.97	210.62
Current service cost	23.87	22.47
Interest cost	16.61	16.32
Re-measurements (gains)/losses	(4.19)	(4.22)
Benefits paid	(10.63)	(6.22)
<b>Present Value of Defined Benefit Obligation at the end of the year</b>	<b>264.63</b>	<b>238.97</b>
<b>Change in Plan Assets:</b>		
Fair value of plan assets at the beginning of the year	238.81	210.44
Expected Return on Plan Assets	16.60	16.30
Re-measurements gains/(losses)	2.19	0.83
Contribution by employer	17.39	17.46
Benefits paid	(10.63)	(6.22)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>264.36</b>	<b>238.81</b>
<b>Expenses Recognized in the Statement of Profit and Loss</b>		
Current service cost	23.87	22.47
Interest cost	16.61	16.32
Expected return on plan assets	(16.60)	(16.30)
<b>Expenses Recognized in the Statement of Profit and Loss</b>	<b>23.88</b>	<b>22.49</b>
<b>Expenses Recognized in Other Comprehensive Income (OCI)</b>		
Return on plan assets, (excluding amount included in net Interest expense)	(2.19)	(0.83)
Actuarial (gains)/losses arising from changes in demographic assumptions	NA	NA
Actuarial (gains)/losses arising from changes in financial assumptions	7.90	(13.38)
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(12.09)	9.16
<b>Total Recognized in Other Comprehensive Income</b>	<b>(6.38)</b>	<b>(5.05)</b>
<b>Total Recognized in Total Comprehensive Income</b>	<b>17.50</b>	<b>17.44</b>
<b>Amount recognized in the Balance Sheet consists of</b>		
Present Value of Defined Benefit Obligation	264.63	238.97
Fair Value of Plan Assets	264.36	238.81
Net Liability	0.27	0.16
<b>The Major Categories of Plan Assets as a % of Total Plan</b>		
Qualifying Insurance Policy	100%	100%

**The Principal actuarial assumption used:**

(₹ in Crore)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Discount rate	6.95 % per annum	7.75 % per annum
Salary Growth Rate	12.46 % per annum	13.07 % per annum
Mortality rate	IALM 2012-14	IALM 2006-08 Ultimate
Expected rate of return	7.50% per annum	7.75% per annum
Withdrawal rate (Per Annum)	3.00% p.a.(18 to 30 Years)	3.00% p.a.(18 to 30 Years)
Withdrawal rate (Per Annum)	2.00% p.a. (30 to 44 Years)	2.00% p.a. (30 to 44 Years)
Withdrawal rate (Per Annum)	1.00% p.a. (44 to 60 Years)	1.00% p.a. (44 to 60 Years)

The estimates of future salary increases have been considered in actuarial valuation after taking into consideration the impact of inflation, seniority, promotion and other relevant factors such as supply and demand situation in the employment market. Accordingly, planned liabilities are typically exposed to actuarial risks such as: interest rate risk, longevity risk and salary risk.

The Gratuity Scheme is invested in group Gratuity-Cum-Life assurance cash accumulation policy offered by Life Insurance Corporation of India. The gratuity plan is not exposed to any significant investment risk in view of absolute track record, investment as per IRDA guidelines and mechanism is there to monitor the performance of the fund.

Sensitivity Analysis for significant assumptions as on 31.03.2020 are as follows:

(₹ in Crore)

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease
Impact on Defined Benefit Obligation	(28.90)	34.47	32.32	(27.82)	(9.91)	11.42

Sensitivity Analysis for significant assumptions as on 31.03.2019 are as follows:

(₹ in Crore)

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease
Impact on Defined Benefit Obligation	(26.06)	31.09	29.22	(25.14)	(8.70)	10.04

The Company expects to contribute ₹ 12.75 Crore (Previous Year: ₹ 19 crore) to gratuity fund in next year.

The weighted average duration of the defined benefit obligation as at 31.03.2020 is 13 years (as at 31.03.2019: 14 years).

Estimate of expected benefit payments (In absolute terms i.e. undiscounted):

Particulars	(₹ in crore)
01 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021	9.45
01 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022	8.85
01 <sup>st</sup> April 2022 to 31 <sup>st</sup> March 2023	6.57
01 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2024	6.16
01 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025	3.46
01 <sup>st</sup> April 2025 Onwards	230.14

**(c) Provident fund managed by a trust set up by the Company:**

In terms of the guidance note issued by the Institute of Actuaries of India for measurement of provident fund liabilities, the actuary has provided a valuation of provident fund liability and based on the assumption provided below, there is no short fall as at 31.03.2020.

The details of the plan assets and obligations position are as follows:

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019
Plan assets at year end, at fair value	81.85	69.24
Present value of defined obligation at year end	80.72	69.24
Liability recognized in the Balance Sheet	-	-



The assumptions used in determining the present value of obligation of the interest rate guarantee under deterministic approach are:

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Discount Rate	6.00%	6.50%
Expected Guaranteed Interest Rate	8.50%	8.65%
Expected Rate of Return on Assets	8.50%	8.65%

(d) Amount recognized as an expense in respect of leave encashment and compensated absence are ₹18.45 crore (₹ 17.13 crore for year ended 31.03.2019).

#### 40. PROVISION FOR MINES RECLAMATION EXPENSES

(₹ in Crore)

Particulars	2019-2020	2018-2019
<b>Opening Balance</b>	<b>7.23</b>	<b>6.65</b>
Add: Provision made during the year (Refer Note 33)	0.62	0.56
Add: Unwinding of Discount of Provision (Refer Note 32)	0.54	0.50
Less: Utilized during the year	0.68	0.48
<b>Closing Balance</b>	<b>7.71</b>	<b>7.23</b>

#### 41. SEGMENT REPORTING

The Company is primarily engaged in the manufacture and sale of cement and cement related products. From the current year, the power segment is considered as part of cement business for internal reporting purposes as majority of power is consumed for cement operations. Hence, as per Ind AS 108, 'Operating Segments', no disclosures related to segments are presented.

Geographical information is given below:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Revenue from Operations</b>		
Within India	11,903.61	11,648.93
Outside India (Cement and Clinker Sales)	0.39	73.07
<b>Total</b>	<b>11,904.00</b>	<b>11,722.00</b>

All the non-current assets (Property, plant and equipment, capital work-in-progress, intangible assets, right of use assets and other non-current assets) of the Company are within India.

There are no revenues from transactions with a single external customer amounting to 10% or more of the Company's total revenue during the current and previous year.

#### 42. RELATED PARTY DISCLOSURE (AS PER IND AS 24- RELATED PARTY DISCLOSURES)

##### Relationships:

##### (a) Parties where control exists:

Sr. No.	Name of the Related Party	Principal Place of Business	% Shareholding and Voting Power	
			As at 31.03.2020	As at 31.03.2019
(i)	Shree Global FZE (Direct Subsidiary Company) w.e.f 07.05.2018	UAE	100%	100%
(ii)	Shree International Holding Ltd. (Indirect Subsidiary Company) w.e.f. 28.06.2018	UAE	100%	100%
(iii)	Shree Enterprises Management Ltd. (Indirect Subsidiary Company) w.e.f. 19.06.2018	UAE	100% (Beneficially Owned)	100% (Beneficially Owned)
(iv)	Union Cement Company PJSC (Indirect Subsidiary Company) w.e.f. 11.07.2018	UAE	97.71%	97.61%
(v)	Union Cement Norcem Company Limited L.L.C. (Indirect Subsidiary Company) w.e.f 11.07.2018	UAE	60%	60%
(vi)	Raipur Handling and Infrastructure Private Limited (Direct Subsidiary Company) w.e.f 14.05.2018	India	100%	100%

##### (b) Enterprises over which Key Management Personnel (KMP) are able to exercise control /significant influence with whom there were transactions during the year:

- |  |  |
|--|--|
| (i) The Kamla Company Limited                    | (xi) Ragini Finance Limited              |
| (ii) Shree Capital Services Ltd.                 | (xii) Western India Commercial Co. Ltd   |
| (iii) Aqua Infra Project Limited                 | (xiii) Mannakrishna Investment Pvt. Ltd  |
| (iv) Alfa Buildhome Pvt. Ltd.                    | (xiv) Digvijay Finlease Limited          |
| (v) Rajasthan Forum                              | (xv) Asish Creations Private Limited     |
| (vi) The Bengal                                  | (xvi) Didu Investments Pvt. Ltd          |
| (vii) Sant Parmanand Hospital                    | (xvii) The Venkatesh Company Limited     |
| (viii) N.B.I. Industrial Finance Company Limited | (xviii) Newa Investments Private Limited |
| (ix) Rajesh Vanijya Private Limited              | (xix) Karmyog Properties Private Limited |
| (x) Didwana Investment Co. Ltd                   |  |

##### (c) Key Management Personnel:

- |                            |   |
|----------------------------|---|
| (i) Shri H.M. Bangur       | Managing Director                       |
| (ii) Shri Prashant Bangur  | Joint Managing Director                 |
| (iii) Shri P. N. Chhangani | Whole Time Director (w.e.f. 30.07.2018) |

##### (d) Relatives to Key Management Personnel:

- |                       |                             |
|-----------------------|-----------------------------|
| (i) Shri B. G. Bangur | Father of Shri H. M. Bangur |
|-----------------------|-----------------------------|

##### (e) Post-Employment Benefit Plan Trust:

- Shree Cement Staff Provident Fund
- Shree Cement Employees Group Gratuity Scheme
- Shree Cement Ltd., Superannuation Scheme





**Disclosure of Related Party Transactions:**

**(a) Details of transactions with related parties:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
<b>Equity contribution</b>		
Subsidiaries	399.58	2,099.31
<b>Proceeds on Liquidation</b>		
Subsidiaries	-	0.04
<b>Sale of Goods/Material</b>		
Subsidiaries	10.31	50.47
Entities controlled/ influenced by KMP	0.03	0.01
<b>Services Received</b>		
Subsidiaries	1.92	1.70
Entities controlled/ influenced by KMP	0.93	1.76
<b>Services Given</b>		
Subsidiaries	0.12	-
<b>Payment of Office Rent</b>		
Entities controlled/ influenced by KMP	2.77	2.77
<b>Purchase of spare</b>		
Entities controlled/ influenced by KMP	-	0.01
<b>Contributions towards social activities</b>		
Entities controlled/ influenced by KMP	1.84	0.69
<b>Reimbursement towards purchase of equity shares of a subsidiary</b>		
Entities controlled/ influenced by KMP	-	59.00
<b>Reimbursement of expenses</b>		
Subsidiaries	-	0.14
Entities controlled/ influenced by KMP	-	0.15

**(b) Details of balances with related parties**

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Security deposit receivable</b>		
Entities controlled/ influenced by KMP	0.63	0.63

**(c) Key Management Personnel:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
<b>Short Term Benefits</b>	<b>62.76</b>	<b>68.55</b>
Post - Employment Benefits*	4.14	3.31
<b>Total</b>	<b>66.90</b>	<b>71.86</b>

\*As the liability for gratuity are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key management personnel are not included above.

**(d) Relatives to Key Management Personnel:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
Director Commission, Sitting Fee and Reimbursement of Expenses	0.37	0.46

**(e) Information on transactions with post-employment benefit plans**

(₹ in Crore)

Particulars	2019-2020	2018-2019
Contribution (including related insurance premium) paid/payable	30.90	30.41

All the related party transactions are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. The Company has not recorded any loss allowances for receivables relating to related parties.

**43. EFFECTIVE TAX RECONCILIATION**

Numerical reconciliation of tax expenses applicable to profit before tax at the latest statutory enacted rate in India to income tax expense reported is as follows:

(₹ in Crore)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Profit Before Tax	1,960.21	1,081.43
Applicable Statutory Enacted Income Tax Rate	34.944%	34.944%
Computed Tax Expense	684.98	377.89
Increase/(Reduction) in Taxes on Account of		
Additional Allowances for Tax Purpose	(2.08)	(4.67)
Items (Net) not Deductible for Tax/not Liable to Tax	(286.49)	(229.17)
Tax losses Unutilized / Items Taxed at Different Rate	(4.73)	(5.17)
Tax Expense Relating to Earlier Years (Net)	(5.33)	(2.69)
Others	3.68	(5.81)
<b>Income Tax Expense Reported</b>	<b>390.03</b>	<b>130.38</b>

**44.** Changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes as per Ind AS 7- Statement of Cash flows are shown below:

(₹ in Crore)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
<b>Opening Balance of Borrowings (Long term including current maturities and Short Term) excluding Bank Overdraft</b>	<b>2,778.19</b>	<b>3,384.73</b>
Changes from Financing cash flows due to proceeds from / repayment of borrowings	162.01	(759.14)
The effect of changes in foreign exchange rates	177.91	149.76
Others (includes new lease liability, finance charge on lease liability and amortization of transaction cost on borrowings)	2.06	2.84
Reclassification of opening lease liability to other financial liabilities on adoption of Ind AS 116 'Leases'	(7.02)	-
<b>Closing Balance of Borrowings (Long term including current maturities and Short Term) excluding Bank Overdraft</b>	<b>3,113.15</b>	<b>2,778.19</b>

**45. CAPITAL MANAGEMENT**

The primary objective of the Company's capital management policy is to ensure availability of funds at competitive cost for its operational and developmental needs and maintain strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2020 compare to previous year. There have been no breaches of financial covenants of any interest bearing loans and borrowings for the reported period.

The Company monitors capital structure on the basis of debt to equity ratio. For the purpose of Company's capital management, equity includes paid up equity share capital and other equity (net of deferred tax assets) and debt comprises of long term borrowings including current maturities of these borrowings.

The following table summarizes long term debt and equity of the Company:



(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019
Equity Share Capital	36.08	34.84
Other Equity (net of Deferred tax Assets)	12,156.56	8,949.91
Total Equity	12,192.64	8,984.75
Long Term Debt (Including Current Maturities)	2,435.45	2,330.00
Debt to Equity Ratio	0.20	0.26

#### 46. DISCLOSURE RELATED TO FAIR VALUE OF FINANCIAL INSTRUMENTS

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(₹ in Crore)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets Classified at Fair Value Through Profit or Loss</b>				
Investments in Mutual Funds, Preference Shares, Perpetual Bonds and Exchange Traded Fund	4,058.88	4,058.88	487.90	487.90
<b>Derivatives not Designated as Hedges</b>				
Forward Contracts	0.50	0.50	0.01	0.01
<b>Derivatives Designated as Hedges</b>				
Cross Currency and Interest Rate Swaps	230.37	230.37	22.72	22.72
Forward Contracts	11.28	11.28	-	-
<b>Financial Assets Classified at Amortized Cost</b>				
Investments in Bonds and Debentures	2,298.66	2,383.02	1,797.67	1,829.33
Loans	60.33	60.33	61.52	61.52
Trade Receivables	828.45	828.45	732.40	732.40
Cash and Cash Equivalents and Other Bank Balances	108.16	108.16	307.78	307.78
Other Financial Assets	118.20	120.25	101.44	101.44
<b>Total Financial Assets</b>	<b>7,714.83</b>	<b>7,801.24</b>	<b>3,511.44</b>	<b>3,543.10</b>
<b>Financial Liabilities Classified at Fair Value Through Profit or Loss</b>				
<b>Derivatives not Designated as Hedges</b>				
Forward Contracts	0.01	0.01	0.94	0.94
<b>Derivatives Designated as Hedges</b>				
Cross Currency and Interest Rate Swaps	161.83	161.83	134.30	134.30
<b>Financial Liabilities Classified at Amortized Cost</b>				
Non-Current Borrowings at Floating Rate	1,170.66	1,170.66	1,754.90	1,754.90
Non-Current Borrowings at Fixed Rate	468.04	466.47	554.14	543.66
Current Maturities of Long Term Debt	796.75	796.75	19.50	19.50
Current Maturities of Finance Lease Obligation/Lease Liabilities	10.37	10.37	1.46	1.46
Short Term Borrowings	708.74	708.74	467.95	467.95
Trade Payables	528.02	528.02	450.79	450.79
Other Financial Liabilities	1,264.48	1,264.48	1,001.02	1,001.02
<b>Total Financial Liabilities</b>	<b>5,108.90</b>	<b>5,107.33</b>	<b>4,385.00</b>	<b>4,374.52</b>

#### Fair Value Techniques:

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and short term deposits, trade receivables, trade payables, current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.

- Long term fixed rate and variable rate receivables / borrowings are evaluated by the Company based on parameters such as interest rate, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowings, fair value is determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the Company is considered to be insignificant in valuation.
- The fair value of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity and market parameters such as interest rates, foreign exchange rates and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivatives counterparties and believe them to be insignificant and not warranting a credit adjustment.
- The fair values of mutual funds are at published Net Asset Value (NAV).

#### Fair Value Hierarchy

Quoted prices / published Net Asset Value (NAV) in an active markets (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities and financial instruments like mutual funds for which NAV is published by mutual funds. This category consists mutual fund investments and exchange traded fund.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (i.e., unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table provides the fair value measurement hierarchy of the Company's financial asset and financial liabilities grouped into Level 1 to Level 3 as described below:

#### Assets and Liabilities Measured at Fair Value (Accounted)

(₹ in Crore)

Particulars	As at 31.03.2020			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets Measured at Fair Value</b>				
Investments				
Mutual funds	3,382.10	-	-	3,382.10
Preference Shares	-	150.79	-	150.79
Exchange Traded Fund	127.94	-	-	127.94
Perpetual Bonds	-	398.05	-	398.05
Derivatives not Designated as Hedges	-	0.50	-	0.50
Derivatives Designated as Hedges	-	241.65	-	241.65
<b>Financial Liabilities Measured at Fair Value</b>				
Derivatives not Designated as Hedges	-	0.01	-	0.01
Derivatives Designated as Hedges	-	161.83	-	161.83



(₹ in Crore)

Particulars	As at 31.03.2019			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets Measured at Fair Value</b>				
Investments				
Mutual funds	261.85	-	-	261.85
Preference Shares	-	226.05	-	226.05
Derivatives not Designated as Hedges	-	0.01	-	0.01
Derivatives Designated as Hedges	-	22.72	-	22.72
<b>Financial Liabilities Measured at Fair Value</b>				
Derivatives not Designated as Hedges	-	0.94	-	0.94
Derivatives Designated as Hedges	-	134.30	-	134.30

**Fair Value of Assets and Liabilities Classified at Amortized Cost (only disclosed)**

(₹ in Crore)

Particulars	As at 31.03.2020			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investments in Bonds and Debentures	-	2,383.02	-	2,383.02
Loans	-	60.33	-	60.33
Other Financial Assets	-	120.25	-	120.25
<b>Financial Liabilities</b>				
Non-Current Borrowings at Fixed Rate	-	466.47	-	466.47
Other Financial Liabilities	-	1,264.48	-	1,264.48

(₹ in Crore)

Particulars	As at 31.03.2019			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investments in Bonds and Debentures	-	1,829.33	-	1,829.33
Loans	-	61.52	-	61.52
Other Financial Assets	-	101.44	-	101.44
<b>Financial Liabilities</b>				
Non-Current Borrowings at Fixed Rate	-	543.66	-	543.66
Other Financial Liabilities	-	1,001.02	-	1,001.02

During the year ended 31.03.2020 and 31.03.2019, there were no transfers between Level 1 and level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements. There is no transaction/balance under level 3.

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2020 and 31.03.2019, respectively:

Particulars	Fair Value Hierarchy	Valuation Techniques	Inputs Used	Quantitative Information about Significant Unobservable Inputs
<b>Financial Assets</b>				
Investments in Preference Shares and Perpetual Bonds	Level 2	Market valuation techniques	Prevailing yield to discount future cash flows	-
<b>Derivative Financial Instruments- Designated as Hedging Instrument</b>				
Cross Currency and Interest Rate Swaps	Level 2	Market valuation techniques	Prevailing/forward foreign currency exchange & interest rates in market to discount future cash flows	-
<b>Derivative Financial Instruments-both designated and not Designated as Hedging Instrument</b>				
Forward Contracts	Level 2	Market valuation techniques	Forward foreign currency exchange rates, interest rates to discount future cash flows	-
<b>Financial Liabilities</b>				
<b>Derivative Financial Instruments- Designated as Hedging Instrument</b>				
Cross Currency and Interest Rate Swaps	Level 2	Market valuation techniques	Prevailing/forward foreign currency exchange & interest rates in market to discount future cash flows	-
<b>Derivative Financial Instruments -not Designated as Hedging Instrument</b>				
Forward Contracts	Level 2	Market valuation techniques	Forward foreign currency exchange rates, interest rates to discount future cash flows	-

**Fair Value of Assets and Liabilities classified at Amortized Cost (only disclosed)**

Particulars	Fair Value Hierarchy	Valuation technique	Inputs used
<b>Financial Assets</b>			
Investments in Bonds and Debentures	Level 2	Market valuation techniques	Prevailing yield to discount future cash flows
Other Financial Assets-Non Current	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows
<b>Financial Liabilities</b>			
Non-Current Borrowings at Fixed Rate	Level 2	Discounted Cash Flow	Prevailing interest rates in market to discount future payouts
Other Financial Liabilities – Non Current	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows



#### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities, other than derivative, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loans, trade and other receivables, cash and short-term deposits that arrive directly from its operations. The Company also holds fair value through profit or loss investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by senior management and the Audit and Risk Management Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies and ensuring compliance with market risk limits and policies.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below.

##### Market risk and sensitivity

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and liabilities held as at 31.03.2020 and 31.03.2019.

The sensitivity analyses exclude the impact of movement in market variables on the carrying value of post-employment benefit obligations, provisions and on non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in respective market rates. The Company's activities expose it to a variety of financial risk including the effect of changes in foreign currency exchange rates and interest rates. The Company uses derivative financial instruments such as foreign exchange forward contracts and cross currency and interest rate swaps of varying maturity depending upon the underlying contract and risk management strategy to manage its exposures to foreign exchange fluctuation and interest rates.

##### Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rates relates primarily to the long term debt obligations with floating interest rates.

The Company's policy is to manage its floating interest rate foreign currency loans and borrowings by entering into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed upon principal amount. Hence, the Company is not exposed for any interest rate risk due to floating interest rate as on 31.03.2020 and 31.03.2019.

##### Foreign currency risk and sensitivity

The Company has obtained foreign currency loans and has foreign currency payables for supply of fuel, raw material and equipment and is therefore exposed to foreign exchange risk. The Company uses cross currency swaps and foreign currency forward contracts to eliminate the currency exposures.

The impact on profit before tax is due to change in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

The following tables demonstrate the sensitivity in the USD, JPY, EURO, GBP and CHF to the Indian Rupee with all other variable held constant.

#### For the Year ended 31.03.2020

Particulars	Effect on Profit Before Tax (₹ in Crore)			
	USD	JPY	EURO	GBP
<b>Change in Currency Exchange Rate</b>				
+5%	0.08	0.00*	0.27	0.01
-5%	(0.08)	(0.00)*	(0.27)	(0.01)

\* ₹ 4105

#### For the Year ended 31.03.2019

Particulars	Effect on Profit Before Tax (₹ in Crore)				
	USD	JPY	EURO	GBP	CHF
<b>Change in Currency Exchange Rate</b>					
+5%	(2.14)	0.70	0.30	(0.01)	0.05
-5%	2.14	(0.70)	(0.30)	0.01	(0.05)

The assumed movement in exchange rate sensitivity analysis is based on the currently observable market environment.

##### Credit risk

Credit risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks, mutual funds and other financial instruments.

##### Trade receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdiction and industries and operate in largely independent markets. The Company has also taken advances and security deposits from its customers which mitigate the credit risk to an extent.

The ageing of trade receivables are as below:

Particulars	Neither Due nor Impaired	Past Due			Total
		Up to 6 months	6 to 12 months	Above 12 months	
		(₹ in Crore)			
<b>Trade Receivables</b>					
<b>As at 31.03.2020</b>					
Secured	275.65	102.07	2.99	1.18	381.89
Unsecured	147.36	227.78	65.33	7.96	448.43
<b>Gross Total</b>	<b>423.01</b>	<b>329.85</b>	<b>68.32</b>	<b>9.14</b>	<b>830.32</b>
Allowance for doubtful trade receivables	-	0.42	0.02	1.43	1.87
<b>Net Total</b>	<b>423.01</b>	<b>329.43</b>	<b>68.30</b>	<b>7.71</b>	<b>828.45</b>
<b>As at 31.03.2019</b>					
Secured	298.82	64.06	4.08	0.91	367.87
Unsecured	243.25	96.32	18.71	7.72	366.00
<b>Gross Total</b>	<b>542.07</b>	<b>160.38</b>	<b>22.79</b>	<b>8.63</b>	<b>733.87</b>
Allowance for doubtful trade receivables	-	0.23	0.46	0.78	1.47
<b>Net Total</b>	<b>542.07</b>	<b>160.15</b>	<b>22.33</b>	<b>7.85</b>	<b>732.40</b>



**Movement in Allowance for Doubtful Trade Receivables are given below:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
Opening Balance	1.47	0.90
Add: Provision made during the year (Refer note 33)	0.40	0.57
Less: Utilized during the year	-	-
<b>Closing Balance</b>	<b>1.87</b>	<b>1.47</b>

**Financial Instruments and cash deposits**

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Investments of surplus funds are made only with approved counter parties. The maximum exposure to credit risk for the components of the balance sheet is ₹ 7,714.83 crore as at 31.03.2020 and ₹ 3,511.44 crore as at 31.03.2019, which is the carrying amounts of cash and cash equivalents, other bank balances, investments (other than equity investments in subsidiary), trade receivables, loans and other financial assets.

**Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company monitors its risk to a shortage of funds using a recurring planning tool. This tool considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.

The table below provides undiscounted cash flows (excluding transaction cost on borrowings) towards non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity based on the remaining period at the balance sheet date to the contractual maturity date:

**As at 31.03.2020**

(₹ in Crore)

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Interest Bearing Loans and Borrowings (Including Current Maturities)	1,506.23	1,644.90	-	3,151.13
Lease Liability	11.99	22.88	4.89	39.76
Trade Payables	528.02	-	-	528.02
Derivative Financial Instruments	16.91	144.93	-	161.84
Other Financial Liabilities	464.50	779.02	-	1,243.52
<b>Total</b>	<b>2,527.65</b>	<b>2,591.73</b>	<b>4.89</b>	<b>5,124.27</b>

**As at 31.03.2019**

(₹ in Crore)

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Interest Bearing Loans and Borrowings (Including Current Maturities)	487.45	2,120.31	192.14	2,799.90
Finance Lease Obligation	1.52	6.08	1.37	8.97
Trade Payables	450.79	-	-	450.79
Derivative Financial Instruments	0.94	119.23	15.07	135.24
Other Financial Liabilities	401.13	599.89	-	1,001.02
<b>Total</b>	<b>1,341.83</b>	<b>2,845.51</b>	<b>208.58</b>	<b>4,395.92</b>

**48. DERIVATIVE FINANCIAL INSTRUMENTS**

The details of derivative financial instruments outstanding as on the balance sheet date are as follows:

(Amount in Crore)

Particulars	Purpose	Currency	As at 31.03.2020	As at 31.03.2019
Forward Contracts	Imports	USD	5.83	0.01
		JPY	1.38	22.08
		EURO	0.07	0.08
		CHF	-	0.01
		GBP	0.00*	-
Cross Currency & Interest Rate Swaps	ECB	USD	8.00	8.00
	ECB	SGD	9.81	9.81
Interest Rate Swaps	ECB	USD	17.50	17.50
Cross currency swaps	ECB	USD	25.00	25.00

\*GBP 23,130

**Cash flow hedges**

The objective of cross currency & interest rate swap and interest rate swaps is to hedge the cash flows of the foreign currency denominated debt related to variation in foreign currency exchange rates and interest rates. The hedge provides for exchange of notional amount at agreed exchange rate of principle at each repayment date and conversion of variable interest rate into fixed interest rate as per notional amount at agreed exchange rate. The Company also enters into foreign currency forward contracts to hedge the foreign currency exchange risk arising from the forecasted purchases. Some of the forward contracts are designated as cash flow hedges. The Company is following hedge accounting for cross currency & interest rate swaps and interest rate swaps and some foreign currency forward contracts based on qualitative approach.

The Company is having risk management objectives and strategies for undertaking these hedge transactions. The Company has maintained adequate documents stating the nature of the hedge and hedge effectiveness test. The Company assesses hedge effectiveness based on following criteria:

- An economic relationship between the hedged item and the hedging instrument
- The effect of credit risk
- Assessment of the hedge ratio

The Company designates cross currency & interest rate swaps and interest rate swaps and some foreign currency forward contracts to hedge its currency and interest risk and generally applies hedge ratio of 1:1. Refer Note 21 for timing of nominal amount and contractual fixed interest rate of cross currency & interest rate swaps and interest rate swaps.

All these derivatives have been marked to market to reflect their fair value and the fair value differences representing the effective portion of such hedge have been taken to equity.

The fair values of the above swaps are as under:

(₹ in Crore)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Asset	Liability	Asset	Liability
Cross Currency and Interest Rate Swap	230.37	161.83	22.72	134.30
Forward Contracts	11.28	-	-	-



The movement of Effective Portion of Cash Flow Hedges are shown below:

(₹ in Crore)

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
<b>Opening Balance</b>	<b>(36.47)</b>	<b>(13.67)</b>
Gain/(loss) recognized on cash flow hedges	67.38	(164.59)
Income tax relating to gain/(loss) recognized on cash flow hedges	(23.55)	57.52
Reclassified to Statement of Profit and Loss#	(53.87)	129.54
Income tax relating to Reclassified to Statement of Profit and Loss	18.83	(45.27)
Amount transferred to initial cost of non-financial asset	(3.02)	-
Income tax relating to amount transferred to initial cost of non-financial asset	1.05	-
<b>Closing Balance</b>	<b>(29.65)</b>	<b>(36.47)</b>

# Includes ₹ (178.39) crore (Previous year ₹ 48.69 crore) to Foreign Exchange Rate Differences and ₹ 124.52 crore (Previous Year ₹ 80.85 crore) to Finance Cost.

#### Foreign Currency Forward Contracts

The Company also enters into other forward contracts with intention to reduce the foreign exchange risk of expected purchases.

Certain foreign currency forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within one year.

The fair value of foreign currency forward contracts are as under:

(₹ in Crore)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Asset	Liability	Asset	Liability
Foreign Currency Forward Contracts	0.50	0.01	0.01	0.94

The gain/(loss) due to fluctuation in foreign currency exchange rates on derivative contract, recognized in the statement of profit and loss is ₹ 1.38 crore for the year ended 31.03.2020 (₹ 9.33 crore for the year ended 31.03.2019)

#### 49. COLLATERALS

Inventory, Trade Receivables, Other Financial Assets, Property, Plant and Equipment are pledged / hypothecated as collateral/security against the borrowings. Refer Note 21 and 25.

#### 50. EARNINGS PER SHARE (EPS)

A. Basic and Diluted EPS:

Particulars		2019-2020	2018-2019
Profit or Loss attributable to ordinary Equity shareholders	₹ in crore	1,570.18	951.05
Equity Share Capital	₹ in crore	36.08	34.84
Weighted average number of equity shares outstanding (Face value of ₹ 10/- per share)	Nos.	3,52,78,913	3,48,37,225
Earnings Per Share – Basic and Diluted	₹	445.08	273.00

B. Cash EPS : (Profit for the year+ Depreciation and Amortisation Expense +Deferred Tax+ Exceptional Items)/ Weighted average number of equity shares outstanding.

#### 51. EVENT OCCURRING AFTER THE BALANCE SHEET DATE

Dividend proposed to be distributed

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019 (Note 1 below)
Dividend Proposed for Equity Shareholders	-	121.93
Dividend Tax	-	25.06
<b>Total</b>	<b>-</b>	<b>146.99</b>

Note 1 : ₹ 35 per share for FY 2018-2019

52. Company's operations were affected during March, 2020 due to lockdown announced on account of COVID -19 pandemic by State/ Central Government. The Company has considered the possible effects which may result from COVID -19 pandemic on the carrying value of its assets including inventories and receivables and expects to recover carrying amount of these assets in ordinary course of business. The Company is continuously monitoring any material changes in future economic conditions. Company has re-started its operations in compliance of guidelines dated 15<sup>th</sup> April, 2020 issued by Govt. of India after seeking necessary permissions and approvals and following social distancing, hygiene and other safety measures.

53. Information as per the requirement of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

(₹ in Crore)

Sr. No	Particulars	As at 31.03.2020	As at 31.03.2019
(a)	(i) The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables	2.18	2.11
	(ii) The interest due on above	-	-
	The total of (i) & (ii)	2.18	2.11
(b)	The amount of interest paid by the buyer in terms of Section 16 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	-	-
(d)	The amounts of interest accrued and remaining unpaid at the end of accounting year	-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	-	-

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

54. Previous year figures have been regrouped and rearranged wherever necessary.

55. Figures less than ₹ 50,000 have been shown at actual, wherever statutorily required to be disclosed, as the figures have been rounded off to the nearest crore.

#### Signature to Note 1 to 55

As per our report of even date  
For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**O. P. Setia**  
Independent Director  
DIN: 00244443  
Place: New Delhi

**Dr. Y. K. Alagh**  
Independent Director  
DIN: 00244686  
Place: Ahmedabad

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place : Kolkata

**R. L. Gaggar**  
Independent Director  
DIN: 00066068  
Place: Kolkata

**Nitin Desai**  
Independent Director  
DIN: 02895410  
Place: New Delhi

**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**Shreekant Somany**  
Independent Director  
DIN: 00021423  
Place: New Delhi

**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
Place: Mumbai

**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

Date : 8<sup>th</sup> May, 2020



# INDEPENDENT AUDITORS' REPORT

## TO THE MEMBERS OF SHREE CEMENT LIMITED

### Report on the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of Shree Cement Limited ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2020, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2020, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Description of Key Audit Matters:

Key audit matters	How our audit addressed the key audit matter
<b>Revenue from sale of goods</b>	
The Group recognizes revenues when control of the goods is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. In determining the sales price, the Company considers the effects of rebates and discounts.	Our audit procedures included the following: <ul style="list-style-type: none"> <li>Considered the appropriateness of Group's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers';</li> </ul>

#### Basis for Opinion

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

#### Key Audit Matters

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

#### Description of Key Audit Matters: (contd...)

Key audit matters	How our audit addressed the key audit matter
<b>Revenue from sale of goods</b>	
The terms of sales arrangements, including the timing of transfer of control, the nature of discount and rebates arrangements and delivery specifications, create complexity and judgment in determining sales revenues and accordingly, it was determined to be a key audit matter in our audit of the consolidated financial statements.	<ul style="list-style-type: none"> <li>Assessed the design and tested the operating effectiveness of internal controls related to sales and related rebates and discounts;</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. In respect of the samples selected, tested that the revenue has been recognized as per the sales agreements;</li> <li>Assessed the relevant disclosures made in the consolidated financial statements</li> </ul>

#### Litigation, Claims and Contingent Liabilities:

The Group is exposed to a variety of different laws, regulations and interpretations thereof which encompasses taxation and legal matters. In the normal course of business, provisions and contingent liabilities may arise from legal proceedings, including regulatory and other Governmental proceedings, constructive obligations as well as investigations by authorities and commercial claims.

Based on the nature of regulatory and legal cases management applies significant judgment when considering whether, and how much, to provide for the potential exposure of each matter. These estimates could change substantially over time as new facts emerge as each legal case or matters progresses.

Given the different views possible, basis the interpretations, complexity and the magnitude of the potential exposures, and the judgment necessary to determine required disclosures, this is a key audit matter.

Our audit procedures included the following:

- We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Group's controls over the recording and re-assessment of uncertain legal positions, claims and contingent liabilities.
- We held discussions with the person responsible for legal and compliance to obtain an understanding of the factors considered in classification of the matter as 'probable', 'possible' and 'remote';
- We read the correspondence from Court authorities and considered legal opinion obtained by the Company from external law firms to challenge the basis used for provisions recognised or the disclosures made in the consolidated financial statements.
- For those matters where Group concluded that no provision should be recorded, we also considered the adequacy and completeness of the Group's disclosures made in relation to contingent liabilities.



### Information Other than the Consolidated Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### Responsibilities of Management and those charged with governance for the Consolidated Financial Statements

The Company's Board of Directors is responsible for preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments

and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditors' Responsibility for the audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those

risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.

- Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely





rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matters

- a) We did not audit the financial statements of six subsidiaries, whose financial reflect total assets of ₹ 3,116.39 crore as at 31<sup>st</sup> March, 2020, total revenues of ₹ 966.33 crore and net cash flows amounting to ₹ 5.08 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit / (loss) of ₹ (30.40) crore for the year ended 31<sup>st</sup> March, 2020, as considered in the consolidated financial statements, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- b) Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's Management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the Management of the

Company and audited by us.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

#### Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, to the extent applicable, we report that:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept so far as it appears from our examination of those books and reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Changes in Equity dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Company as on 31<sup>st</sup> March, 2020 and taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31<sup>st</sup> March, 2020, from being appointed as a director in terms of section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'A'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules,

Place: New Delhi  
Date: 8<sup>th</sup> May, 2020

2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statement discloses the impact of pending litigations on the consolidated financial position of the Group. Refer Note 35 to the consolidated financial statements;
- ii. The Group did not have any long-term contracts including any derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No.085323  
UDIN: 20085323AAAABU2229



## Annexure “A” to the Independent Auditors’ Report

(Referred to in Paragraph 1(f) under the heading “Report on other legal and regulatory requirements” of our report of even date)

### Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March, 2020, we have audited the internal financial controls over financial reporting of Shree Cement Limited hereinafter referred to as (“the Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

### Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued

by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

### Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail,

accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place : New Delhi  
Date : 8<sup>th</sup> May, 2020

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company, which is a company incorporated in India, is based on the corresponding reports of the auditors of such company incorporated in India.

For **Gupta & Dua**  
Chartered Accountants  
Firm’s Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No.085323  
UDIN: 20085323AAAAABU2229



## CONSOLIDATED BALANCE SHEET as at 31<sup>st</sup> March, 2020

(₹ in Crore)

	Notes	As at 31.03.2020	As at 31.03.2019
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	7	5,697.35	6,135.16
Capital Work-in-Progress	38	1,196.72	1,129.45
Intangible Assets	8	53.21	46.49
Right of Use Assets	9	412.46	-
<b>Financial Assets</b>			
Investments	10	3,271.28	2,252.89
Loans	11	53.96	53.13
Other Financial Assets	12	160.39	27.85
Deferred Tax Assets (Net)	13	743.78	612.64
Non-Current Tax Assets (Net)		111.03	111.01
Other Non-Current Assets	14	350.15	405.21
		12,050.33	10,773.83
<b>Current Assets</b>			
Inventories	15	1,713.49	1,870.31
<b>Financial Assets</b>			
Investments	16	3,086.32	32.74
Trade Receivables	17	1,080.45	1,023.71
Cash and Cash Equivalents	18	114.21	142.20
Bank Balances other than Cash and Cash Equivalents	19	500.00	297.09
Loans	11	7.87	9.80
Other Financial Assets	12	211.00	106.75
Other Current Assets	14	1,180.48	1,236.62
		7,893.82	4,719.22
<b>Total Assets</b>		<b>19,944.15</b>	<b>15,493.05</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	20	36.08	34.84
Other Equity		13,133.35	9,635.91
Total Equity Attributable to Owners of the Company		13,169.43	9,670.75
Non Controlling Interest		68.81	62.48
<b>Total Equity</b>		<b>13,238.24</b>	<b>9,733.23</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	21	1,638.70	2,309.04
Other Financial Liabilities	22	1,016.34	734.20
Deferred Tax Liabilities (Net)	23	0.17	0.25
Provisions	24	35.14	32.02
Other Non-Current Liabilities	25	607.64	557.73
		3,297.99	3,633.24
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	26	710.22	472.67
Trade Payables			
Total Outstanding Dues of Micro and Small Enterprises	57	2.18	2.11
Total Outstanding Dues of Creditors other than Micro and Small Enterprises		655.47	536.08
Other Financial Liabilities	22	1,354.68	462.52
Other Current Liabilities	25	614.53	624.98
Provisions	24	7.43	5.97
Current Tax Liabilities (Net)		63.41	22.25
		3,407.92	2,126.58
<b>Total Equity and Liabilities</b>		<b>19,944.15</b>	<b>15,493.05</b>
Significant Accounting Policies	5		

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**O. P. Setia**  
Independent Director  
DIN: 00244443  
Place: New Delhi  
**Dr. Y. K. Alagh**  
Independent Director  
DIN: 00244686  
Place: Ahmedabad

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place : Kolkata

**R. L. Gaggar**  
Independent Director  
DIN: 00066068  
Place: Kolkata  
**Nitin Desai**  
Independent Director  
DIN: 02895410  
Place: New Delhi  
**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**Shreekant Somany**  
Independent Director  
DIN: 00021423  
Place: New Delhi  
**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
Place: Mumbai  
**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31<sup>st</sup> March, 2020

(₹ in Crore)

	Notes	For the year ended 31.03.2020	For the year ended 31.03.2019
<b>INCOME</b>			
Revenue from Operations	27	12,868.39	12,554.65
Other Income	28	274.40	249.76
<b>Total Income</b>		<b>13,142.79</b>	<b>12,804.41</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	29	922.39	1,029.74
Purchases of Stock in Trade		30.93	25.64
Changes in Inventories of Finished Goods and Work-in-Progress	30	37.17	(39.94)
Employee Benefits Expenses	31	853.99	767.18
Power and Fuel		2,702.65	3,092.63
Freight and Forwarding Expenses	32	2,662.07	2,903.37
Finance Costs	33	291.43	247.86
Depreciation and Amortisation Expenses	7, 8 & 9	1,807.81	1,471.81
Other Expenses	34	1,926.16	2,020.29
		11,234.60	11,518.58
Captive Consumption of Cement		(26.07)	(37.94)
<b>Total Expenses</b>		<b>11,208.53</b>	<b>11,480.64</b>
<b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>		<b>1,934.26</b>	<b>1,323.77</b>
Exceptional Items	37	-	178.13
<b>PROFIT BEFORE TAX</b>		<b>1,934.26</b>	<b>1,145.64</b>
<b>Tax Expense</b>	45		
Current Tax		530.41	220.56
Tax Expense Relating to Earlier Years (Net)		(5.33)	(2.69)
Deferred Tax (Credit) / Charge		(134.88)	(87.28)
		390.20	130.59
<b>PROFIT FOR THE YEAR</b>		<b>1,544.06</b>	<b>1,015.05</b>
<b>Profit Attributable to:</b>			
Owners of the Company		1,535.85	1,006.39
Non Controlling Interest		8.21	8.66
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be Reclassified to Profit or Loss- Re-measurements of the Defined Benefit Plans	41(b)	6.89	5.54
Income Tax relating to Items that will not be Reclassified to Profit or Loss		(2.23)	(1.76)
Items that will be Reclassified to Profit or Loss - Cash Flow Hedge and Exchange Differences on Translation of Foreign Operation	50	212.53	(28.10)
Income Tax relating to Items that will be Reclassified to Profit or Loss		(4.72)	12.25
		<b>212.47</b>	<b>(12.07)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>1,756.53</b>	<b>1,002.98</b>
<b>(Comprising Profit and Other Comprehensive Income for the Year)</b>			
<b>Other Comprehensive Income Attributable to:</b>			
Owners of the Company		206.80	(12.16)
Non Controlling Interest		5.67	0.09
		212.47	(12.07)
<b>Total Comprehensive Income Attributable to:</b>			
Owners of the Company		1,742.65	994.23
Non Controlling Interest		13.88	8.75
		1,756.53	1,002.98
<b>Earnings per Equity Share of ₹ 10 each (In ₹)</b>	52		
Cash		908.87	736.92
Basic and Diluted		435.35	288.88
Significant Accounting Policies	5		

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date  
For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**O. P. Setia**  
Independent Director  
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Place: New Delhi  
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Independent Director  
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Independent Director  
DIN: 02895410  
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**S S Khandelwal**  
Company Secretary  
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Joint Managing Director  
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Independent Director  
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**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
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**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

Date : 8<sup>th</sup> May, 2020



## CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2020

(₹ in Crore)

Particulars	For the Year ended 31.03.2020		For the Year ended 31.03.2019	
<b>A Cash Flow From Operating Activities</b>				
<b>Profit Before Exceptional Items and Tax</b>		<b>1,934.26</b>		<b>1,323.77</b>
Adjustments For :				
Depreciation and Amortisation Expenses	1,807.81		1,471.81	
Foreign Exchange Rate Differences (Net)	(1.38)		142.12	
Balances Written Back	(0.93)		(4.66)	
Provision No Longer Required	-		(0.21)	
Allowance for Doubtful Trade Receivables (Net)	4.35		0.57	
Net (Gain)/ Loss on Sale of Investments	3.43		(9.94)	
(Gain)/ Loss on Fair Value of Financial Assets through Profit or Loss	(54.14)		(14.84)	
Interest Income	(176.01)		(165.27)	
Dividend Income on Financial Assets Classified at Fair Value through Profit or Loss	(40.75)		(52.84)	
Profit on Sale of Property, Plant and Equipment (Net) / Assets Written Off	(1.40)		22.35	
Finance Costs	291.43	1,832.41	247.86	1,636.95
<b>Operating Profit Before Working Capital Changes</b>		<b>3,766.67</b>		<b>2,960.72</b>
Adjustments For :				
(Increase) / Decrease in Trade and Other Receivables	56.50		(356.11)	
(Increase) / Decrease in Inventories	180.85		(61.91)	
Increase / (Decrease) in Trade & Other Payables and Provisions	455.34	692.69	(232.46)	(650.48)
<b>Cash Generated From Operations</b>		<b>4,459.36</b>		<b>2,310.24</b>
Direct Taxes Paid (Net of Refunds)		(486.18)		(230.22)
<b>Net Cash Flow From Operating Activities</b>		<b>3,973.18</b>		<b>2,080.02</b>
<b>B Cash Flow From Investing Activities</b>				
Purchase of Property, Plant and Equipments (Including Capital Work-in-Progress and Capital Advances)	(1,531.38)		(1,934.27)	
Proceeds from Sale of Property, Plant and Equipment	4.43		13.97	
Payments for Intangible Assets	(13.39)		(2.15)	
Payment for Acquisition of Controlling Stake in Subsidiaries (net of cash and cash equivalents acquired)	-		(2,008.10)	
Purchases of Investments in Bonds, Debentures and Preference Shares	(1,009.96)		-	
Proceeds from Sale/ Redemption of Bonds, Debentures and Preference Shares	157.39		705.75	
(Purchases) / Proceeds of Investments in Mutual Funds (Net)	(3,179.58)		2,281.18	
Investments in Bank Deposits	(625.17)		(235.63)	
Maturity of Bank Deposits	407.93		207.30	
Change in Earmarked Balances with Banks (Unpaid Dividend)	(2.40)		(0.14)	
Dividend Received	44.22		59.43	
Interest Received	149.20		191.14	
<b>Net Cash Used in Investing Activities</b>		<b>(5,598.71)</b>		<b>(721.52)</b>

## CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2020 (contd...)

(₹ in Crore)

Particulars	For the Year ended 31.03.2020		For the Year ended 31.03.2019	
<b>C Cash Flow From Financing Activities</b>				
Acquisition of Additional Stake in Subsidiary Company from Non Controlling Interest	(2.12)		-	
Proceeds from Issue of Shares (Net of Share Issue Expenses)	2,383.34		-	
Repayment of Long Term Borrowings	(67.50)		(7.53)	
Repayment of Finance Lease / Lease Liabilities	(44.51)		(1.52)	
Proceeds from Short Term Borrowings	-		75.00	
Repayment of Short Term Borrowings	(75.00)		(1,048.53)	
Proceeds / (Repayment) of Short Term Borrowings (Net) (upto Three months maturity)	304.51		223.44	
Interest and Financial Charges Paid	(289.25)		(276.14)	
Dividend and Tax Paid there on (Interim and Final)	(628.41)		(240.71)	
<b>Net Cash (Used in) / From Financing Activities</b>		<b>1,581.06</b>		<b>(1,275.99)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents</b>		<b>(44.47)</b>		<b>82.51</b>
<b>Cash and Cash Equivalents as at the beginning of the Year</b>		<b>117.72</b>		<b>33.52</b>
Add: Effect of exchange rate on consolidation of Foreign Subsidiaries		8.44		1.69
<b>Cash and Cash Equivalents as at the end of the Year</b>		<b>81.69</b>		<b>117.72</b>

### Notes :

- Direct Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
- The above cash flow statement has been prepared under the indirect method set out in Ind AS 7 - Statement of Cash Flows.
- For the purpose of Consolidated Cash Flow Statement, Cash and Cash Equivalents comprises the followings:

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Balances with Banks	15.89	41.65
Cash on Hand	1.51	0.91
Call Deposits with Banks	1.42	1.56
Fixed Deposits with Banks Having Original Maturity upto 3 Months	95.39	98.08
	114.21	142.20
Less: Bank Overdraft	32.52	24.48
	<b>81.69</b>	<b>117.72</b>

- Refer Note 46 for changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes as per Ind AS 7 - Statement of Cash flows.

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

**O. P. Setia**  
Independent Director  
DIN: 00244443  
Place: New Delhi

**Dr. Y. K. Alagh**  
Independent Director  
DIN: 00244686  
Place: Ahmedabad

**H. M. Bangur**  
Managing Director  
DIN: 00244329  
Place : Kolkata

**R. L. Gaggar**  
Independent Director  
DIN: 00066068  
Place: New Delhi

**Nitin Desai**  
Independent Director  
DIN: 02895410  
Place: New Delhi

**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

**Shreekanth Somany**  
Independent Director  
DIN: 00021423  
Place: New Delhi

**Sanjiv Krishnaji Shelgikar**  
Independent Director  
DIN: 00094311  
Place: Mumbai

**Subhash Jajoo**  
Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

Date : 8<sup>th</sup> May, 2020



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31<sup>st</sup> March, 2020

### A. EQUITY SHARE CAPITAL (Refer Note 20)

Particulars	Numbers	₹ in Crore
Equity shares of ₹ 10 each, issued, subscribed and fully paid-up		
<b>As at 31.03.2019</b>	<b>3,48,37,225</b>	<b>34.84</b>
Changes in equity share capital during the year	12,43,523	1.24
<b>As at 31.03.2020</b>	<b>3,60,80,748</b>	<b>36.08</b>

### B. OTHER EQUITY

For the year ended 31<sup>st</sup> March, 2020

(₹ in Crore)

Particulars	Attributable to Owners of the Company									Attributable to Non Controlling Interest	Total Other Equity
	Reserves and Surplus						Items of OCI		Total Other Equity Attributable to Owners of the Company		
	Capital Redemption Reserve	Capital Reserve	Securities Premium	Statutory Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	Effective Portion of Cash Flow Hedges			
<b>Opening Balance as at 01.04.2019</b>	<b>15.00</b>	<b>10.84</b>	<b>26.53</b>	<b>5.20</b>	<b>5,700.00</b>	<b>3,907.93</b>	<b>6.88</b>	<b>(36.47)</b>	<b>9,635.91</b>	<b>62.48</b>	<b>9,698.39</b>
Profit for the Year						1,535.85			1,535.85	8.21	1,544.06
Other Comprehensive Income for the Year											
Re-measurements of the Defined Benefit Plans (Net of Tax)						4.65			4.65	0.01	4.66
Net movement of Cash Flow Hedges (Net of Tax) (Refer note 50)								8.79	8.79		8.79
Exchange Differences on Translation of Foreign Operation							193.36		193.36	5.66	199.02
Transfer to Initial Carrying Amount of Hedged Items (Net of Tax) (Refer Note 50)								(1.97)	(1.97)		(1.97)
Transfer to/(from) Retained Earnings											
Acquisition of Additional Stake in Subsidiary Company from Non Controlling Interest						0.12			0.12	(2.24)	(2.12)
Issue of shares (Net of expenses) (Refer Note 20.5)		2,382.10							2,382.10		2,382.10
Final Dividend on Equity Shares (Note 1 below)						(121.93)			(121.93)		(121.93)
Tax on Final Dividend						(25.06)			(25.06)		(25.06)
Interim Dividend on Equity Shares (Note 2 below)						(396.89)			(396.89)	(5.31)	(402.20)
Tax on Interim Dividend						(81.58)			(81.58)		(81.58)
<b>Closing Balance as at 31.03.2020</b>	<b>15.00</b>	<b>10.84</b>	<b>2,408.63</b>	<b>5.20</b>	<b>6,000.00</b>	<b>4,523.09</b>	<b>200.24</b>	<b>(29.65)</b>	<b>13,133.35</b>	<b>68.81</b>	<b>13,202.16</b>

### B. OTHER EQUITY (contd...)

For the year ended 31<sup>st</sup> March, 2019

(₹ in Crore)

Particulars	Attributable to Owners of the Company								Attributable to Non Controlling Interest	Total Other Equity	
	Reserves and Surplus					Items of OCI					Total Other Equity Attributable to Owners of the Company
	Capital Redemption Reserve	Capital Reserve	Securities Premium	Statutory Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	Effective Portion of Cash Flow Hedges			
<b>Opening Balance as at 01.04.2018</b>	<b>15.00</b>	<b>-</b>	<b>26.53</b>	<b>-</b>	<b>5,500.00</b>	<b>3,333.95</b>	<b>0.01</b>	<b>(13.67)</b>	<b>8,861.82</b>	<b>-</b>	<b>8,861.82</b>
Profit for the year						1,006.39			1,006.39	8.66	1,015.05
Other Comprehensive Income for the year											
Re-measurements of the Defined Benefit Plans (Net of Tax)						3.77			3.77	0.01	3.78
Net movement of Cash Flow Hedges (Net of Tax) (Refer Note 50)								(22.80)	(22.80)		(22.80)
Exchange Differences on Translation of Foreign Operation								6.87	6.87	0.08	6.95
On Account of Business Combination		10.84							10.84	63.60	74.44
Transfer to/(from) Retained Earnings							5.20	200.00	(205.20)		
Final Dividend on Equity Shares (Note 3 below)									(104.51)		(104.51)
Tax on Final Dividend									(21.48)		(21.48)
Interim Dividend on Equity Shares (Note 4 and 5 below)									(87.09)	(9.87)	(96.96)
Tax on Interim Dividend									(17.90)		(17.90)
<b>Closing Balance as at 31.03.2019</b>	<b>15.00</b>	<b>10.84</b>	<b>26.53</b>	<b>5.20</b>	<b>5,700.00</b>	<b>3,907.93</b>	<b>6.88</b>	<b>(36.47)</b>	<b>9,635.91</b>	<b>62.48</b>	<b>9,698.39</b>

Note 1 : Final Dividend declared at the rate of ₹ 35 per share of ₹ 10 each for FY 2018-19.

Note 2 : Interim Dividend declared at the rate of ₹ 110 per share (including additional dividend of ₹ 40 per share) of ₹ 10 each for FY 2019-20.

Note 3 : Final Dividend declared at the rate of ₹ 30 per share of ₹ 10 each for FY 2017-18.

Note 4 : Interim Dividend declared at the rate of ₹ 25 per share of ₹ 10 each for FY 2018-19.

Note 5 : Dividend distributed to the non-controlling interest pertains to the dividend declared by a Subsidiary.



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31<sup>st</sup> March, 2020 (contd...)

### Nature of Reserves

#### Capital Redemption Reserve

Capital Redemption Reserve represents the reserve created as a result of redemption of preference shares capital of the Company. The same may be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid-up bonus shares.

#### Capital Reserve

Company's Capital Reserve is on account of acquisition of controlling stake in Union Cement Company (PJSC) (UCC) and Raipur Handling and Infrastructure Private Limited (RH IPL).

#### Securities Premium

Securities Premium represents the amount received in excess of par value of equity shares of the Company. The same, inter-alia, may be utilized by the Company to issue fully paid-up bonus shares to its members and buying back the shares in accordance with the provisions of the Companies Act, 2013.

#### Statutory Reserve

According to the articles of association of Union Cement Company (PJSC) (Subsidiary Company) and the requirements of the U.A.E. Federal Law No. (2) of 2015, 10% of the profit for each year is transferred to the statutory reserve. The transfer to statutory reserve may be suspended when it reaches 50% of the paid-up share capital. Statutory reserve is not available for distribution except as stipulated by the Law.

#### General Reserve

General Reserve represents the reserve created by apportionment of profit generated during the year or transfer from other reserves either voluntarily or pursuant to statutory requirements. The same is a free reserve and available for distribution.

#### Retained Earnings

Retained Earnings represents the undistributed profits of the Company.

#### Foreign Currency Translation Reserve

"The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognised in the foreign currency translation reserve."

#### Effective Portion of Cash Flow Hedges

The Company has designated certain hedging instruments as cash flow hedges and any effective portion is maintained in the said reserve. In case the hedging becomes ineffective, the amount is recognised to the Statement of Profit and Loss.

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date

For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

For and on behalf of the Board

**B. G. Bangur**  
Chairman  
DIN: 00244196  
Place : Kolkata

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Independent Director  
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Independent Director  
DIN: 02895410  
Place: New Delhi

**S S Khandelwal**  
Company Secretary  
Place: Beawar

**Prashant Bangur**  
Joint Managing Director  
DIN: 00403621  
Place : Kolkata

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Chief Finance Officer  
Place : Kolkata

**P. N. Chhangani**  
Whole Time Director  
DIN: 08189579  
Place: Ras, Distt. Pali (Raj.)

**Uma Ghurka**  
Independent Director  
DIN: 00351117  
Place: Hyderabad

Date : 8<sup>th</sup> May, 2020

## Notes Forming Part of Consolidated Financial Statements

### 1. CORPORATE INFORMATION

Shree Cement Limited ("the Holding Company") is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed at BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at Bangur Nagar, Beawar, District- Ajmer-305901 (Rajasthan) India.

The Consolidated Financial Statements comprise financial statements of Shree Cement Limited ("the Holding Company") and its subsidiaries together referred to as "the Company" or "the Group".

The Company is engaged in the manufacturing and selling of cement and cement related products. It is recognized as one of the most efficient and environment friendly Company in the global cement industry.

For Company's principal shareholders, Refer Note No. 20.1.

These Consolidated Financial Statements are approved and adopted by the Board of Directors of the Company in their meeting held on 8<sup>th</sup> May, 2020.

### 2. STATEMENT OF COMPLIANCE

These consolidated financial statements (hereinafter referred to as "financial statements" in the consolidated financial statements) of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India ("SEBI"), as applicable.

### 3. PRINCIPLES OF CONSOLIDATION

The subsidiaries considered in the preparation of these Consolidated Financial Statements are:

Sr. No.	Name of the Subsidiary Company	Country of Incorporation	% Shareholding and Voting Power	
			As at 31.03.2020	As at 31.03.2019
1	Shree Global FZE (w.e.f. 07.05.2018)	UAE	100%	100%
2	Shree International Holding Ltd. (w.e.f. 28.06.2018)	UAE	100%	100%
3	Shree Enterprises Management Ltd. (w.e.f. 19.06.2018)	UAE	100% (Beneficially Owned)	100% (Beneficially Owned)
4	Union Cement Company (PJSC) w.e.f. (11.07.2018)	UAE	97.71%	97.61%
5	Union Cement Norcem Company Limited L.L.C. (w.e.f. 11.07.2018)	UAE	60%	60%
6	Raipur Handling and Infrastructure Private Limited (w.e.f. 14.05.2018)	India	100%	100%

The Consolidated Financial Statements of the Group are prepared on following basis:

- The Consolidated Financial Statements are prepared in accordance with Ind AS 110- "Consolidated Financial Statements" notified under section 133 of the Companies Act, 2013, read together with rule 7 of the Companies (Accounts) Rules, 2014.
- The Financial Statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra-group balances and transactions and any unrealized profits or losses arising from intra group transaction, are

eliminated. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

- Non-Controlling Interest (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.
- The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's Standalone Financial Statements.



- e) The Financial Statements of the Company and its Subsidiaries used in the consolidation are drawn up to the same reporting date i.e. 31<sup>st</sup> March, 2020.

For the purpose of consolidation, the assets and liabilities of the Company's foreign operations are translated to Indian rupees at the exchange rate prevailing on the balance sheet date, and the income and expenses at the average rate of exchange for the period. The exchange differences arising on translation for consolidation are recognized in Other Comprehensive Income (OCI) except to the extent those exchange differences are allocated to non-controlling interest. On disposal of foreign operation, the component of OCI relating to that particular foreign operation is recognized to the profit or loss.

#### 4. NEW ACCOUNTING PRONOUNCEMENTS

##### a) Adoption of Indian Accounting Standard ("Ind AS 116") - 'Leases'

Effective 1<sup>st</sup> April, 2019 the Company has adopted Ind AS 116 - 'Leases'. The Company has used modified retrospective approach for transitioning to Ind AS 116 with right of use asset recognized at an amount equal to the lease liability adjusted for any prepayment/accrual recognized in the balance sheet immediately before the initial application. Accordingly, comparatives for the year ended 31.03.2019 have not been adjusted. The adoption of Ind AS 116 did not have any material impact on the financial statements for the year ended 31.03.2020.

The above approach has resulted in recognition of right of use asset of ₹ 388.39 crore as at 1<sup>st</sup> April, 2019 (including leasehold land amounting to ₹ 292.72 crore (net of amortization) recognized as finance lease asset under erstwhile lease standard as at 31.03.2019) and a lease liability of ₹ 102.69 crore (including finance lease obligation of ₹ 7.02 crore recognized under erstwhile lease standard as at 31.03.2019) as on 1<sup>st</sup> April, 2019. The Company has discounted the lease payments using its incremental borrowing rate at 5 to 8% p.a. While applying Ind AS 116, the Company used practical expedient for accounting of operating leases as

short term leases for those leases with remaining lease term of less than 12 months as at 01<sup>st</sup> April, 2019.

##### b) Amendment to Ind AS 103 - Business Combinations

Amendment provides additional guidance for accounting in case of a party to the joint operation achieved control over joint operation. Such transaction is required to be accounted like the business combination achieved in stages. This amendment does not have material impact on the Company.

##### c) Amendment to Ind AS 109 - Financial Instruments

Amendment provides additional guidance in relation to prepayment features with reasonable compensation that changes the contractual cash flow. Amendment also provides the transitional provision in Ind AS 109 as a consequence of issuance of guidance on prepayment features with negative compensation. This amendment does not have material impact on the Company.

##### d) Amendment to Ind AS 111 - Joint Arrangements

As per the amendment, a party participating in joint operation but does not have joint control shall not re-measure its previously held interest in a joint operation (which constitutes a business) while attaining joint control over joint operation on acquisition of additional interest or otherwise. This amendment does not have material impact on the Company.

##### e) Amendment to Ind AS 12 - Income Taxes

As part of amendment, Appendix C 'Uncertainty over Income Tax Treatments' has been inserted in the standard which clarifies the recognition and measurement requirements of Ind AS 12 in case of uncertainty over income tax treatment and reflect the effect of such uncertainty in accounting treatment. This amendment does not have material impact on the Company.

##### f) Amendment to Ind AS 19 - Employee Benefits

The standard is amended to provide the guidance for measurement of defined benefit obligation in case of plan amendment,

curtailment or settlement. This amendment does not have material impact on the Company.

##### g) Amendment to Ind AS 23 - Borrowing Cost

The amendment clarifies that borrowing cost applicable to borrowing made specifically for the purpose of obtaining a qualifying asset shall be excluded while determining general capitalization rate only till substantially all the activities necessary to prepare that specific asset for its intended use are completed. This amendment does not have material impact on the Company.

##### h) Amendment to Ind AS 28 - Investments in Associates and Joint Ventures

The amendment clarifies that an entity first applies Ind AS 109 'Financial Instruments' to other financial Instruments (long-term interests in associates and joint ventures) before taking into account its share of profit or loss of an associate or joint venture under Ind AS 28. Consequently, in applying Ind AS 109, an entity does not take account of any adjustments to the carrying amount of long-term interests under Ind AS 28. The Company does not have any interest in associate or joint venture therefore the amendment does not have any effect on the Company's financial statements.

#### 5. SIGNIFICANT ACCOUNTING POLICIES

##### a) Basis of Preparation and Measurement

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments - note 5 (r))
- Employee's defined benefit plan as per actuarial valuation

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an

orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest crore, except otherwise indicated.

##### b) Classification of Assets and Liabilities into Current/Non-Current

The Company has ascertained its operating cycle as twelve months for the purpose of Current/Non-Current classification of its Assets and Liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

1. It is expected to be realized, or is intended to be sold or consumed, in the normal operating cycle; or
2. It is held primarily for the purpose of trading; or
3. It is expected to realize the asset within twelve months after the reporting period; or
4. The asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

1. It is expected to be settled in the normal operating cycle; or
2. It is held primarily for the purpose of trading; or
3. It is due to be settled within twelve months after the reporting period; or
4. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.



**c) Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation/amortization and impairment, if any. Freehold land not containing mineral reserve is disclosed at cost less impairment, if any. Cost comprises of purchase price and directly attributable cost (net of credit availed, if any) of acquisition/bringing the asset to its working condition for its intended use including relevant borrowing costs.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All subsequent costs are charged to Statement of Profit and Loss unless it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Capital work in progress is carried at cost and directly attributable expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying assets) which is allocated to the property, plant and equipment on the completion of project. Advances given towards acquisition or construction of property, plant and equipment outstanding at each reporting date are disclosed as capital advances under "other non-current assets".

Depreciation is provided on written down value method except in case of subsidiary companies on Straight Line Method over the estimated useful lives of the assets. Estimated useful lives of the assets are as follows:

Nature of Asset	Estimated Useful Lives
Plant & Machinery	3-30 Years
Building (including Roads)	10-35 Years
Railway Siding	15-20 Years
Vehicles	5-6 Years
Office Equipment	3-6 Years
Furniture & Fixtures	5-10 Years

Freehold land containing mineral reserve is amortized over its estimated commercial life based on the units-of-production method.

Depreciation on additions is provided on a pro-rata basis from the date of installation or acquisition and in case of Projects from the date of when it is ready for intended use. Depreciation on deduction/disposals is provided on a pro-rata basis upto the date of deduction/disposal.

Gains or losses arising from de-recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is disposed and/or derecognized.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**d) Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Cost comprises of purchase price and directly attributable cost (net of credit availed, if any) of acquisition/bringing the asset to its working condition for its intended use.

Amortization is provided on a written down value method except in case of subsidiary companies on Straight Line Method over estimated useful lives. Mining rights is amortized based on units-of-production method. Estimated useful lives of the assets are as follows:

Nature of Asset	Estimated Useful Lives
Computer Software	3-10 Years
Private Freight Terminal License	Over the period of license right

Expenditure on research phase is recognized as an expense when it is incurred. Expenditure on development phase which results in creation of assets is included in related assets.

The residual values, useful lives and method of amortization of Intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

**e) Borrowing Costs**

Borrowing costs directly attributable to the acquisition / construction of a qualifying asset that necessarily takes substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**f) Impairment of Non-Financial Assets**

The carrying amount of assets are reviewed at each reporting date if there is any indication of impairment based on internal and external factors.

An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of cash generating unit (CGU) to which the asset belongs. The cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows of other assets or group of assets.

A previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately.

**g) Revenue Recognition**

Revenue is recognized to depict the transfer of promised goods or services to customers. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amount collected on behalf of third party.

Revenue from sale of goods and power is recognized when products are delivered to the customers. Delivery occurs when the product has been shipped to the customers, the risks of obsolescence and loss have been transferred to customers and either the customer has accepted the products in accordance with sales arrangement. Revenue is disclosed net of Goods and Service Tax (GST), discounts, volume rebates and returns, as applicable.

**h)** Dividend income is recognized when the right to receive the payment is established. Interest is recognized using the Effective Interest Rate (EIR) method. Difference between the sale price and carrying value of investment is recognized as profit or loss on sale/ redemption of investment on date of transaction.

**i)** Insurance, railway and other claims where quantum of accruals cannot be ascertained with reasonable certainty, are recognized only when collection is virtually certain which generally coincides with receipt and are netted off from related expenses.

**j) Government Grants**

Government grants are recognized when there is reasonable assurance that the Company will comply with the conditions attached thereto and the grants will be received.

Grants related to income are recognized in the Statement of Profit and Loss on a systematic basis over the period to match them with the related costs.





Grants related to an assets are included in non-current liabilities as deferred income and are credited to income on a systematic basis over the useful life of the related assets.

The benefit of government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is recognized in the Statement of Profit and Loss.

## k) Employee Benefits

### 1) Defined Contribution Plan

Superannuation, Provident Fund, National Pension Scheme, Employees State Insurance Corporation (ESIC) and Retirement Pension and Social Security Scheme are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the year in which employees have rendered related services.

Contributions as specified by law are paid to the provident fund set up as irrevocable trust in respect of few employees. The Company is generally liable for annual contribution and any shortfall in the fund assets based on the government specified minimum rates of return and recognizes such contribution and shortfall, if any, as an expense in the year incurred.

### 2) Defined Benefit Plan

Gratuity and End of Service Benefit is considered as defined benefit plan and is provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense.

Re-measurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

### 3) Other Long Term Benefits

Encashable leave and non encashable leave are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the Balance Sheet date. Actuarial gains/losses, if any, are recognized in the Statement of Profit and Loss in the year in which they arises.

### 4) Other Short term Benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave in the period the related service is rendered. Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

### l) Foreign Currency Transaction

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The Company's financial statements are presented in Indian Rupees, which is also Holding Company's functional currency.

Foreign currency transactions are initially recorded in the functional currency of the entity in the Group, using the exchange rate at the date of transaction.

At each balance sheet date, foreign currency monetary items are reported using the closing exchange rates. Non-Monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of transaction.

Exchange difference arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise, except the amount of such differences capitalized in accordance with policy on 'Borrowing costs'.

## m) Taxation

Income tax expense represents the sum of current and deferred tax (including Minimum Alternate Tax). Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such case the tax is also recognized directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognized in equity or other comprehensive income is also recognized in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is measured on the basis of estimated taxable income computed in accordance with the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Balance Sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the balance sheet approach. Deferred tax liabilities are recognized for all taxable temporary difference and deferred tax assets are recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred taxes relate to same taxable entity and the same taxation authority.

The carrying amount of deferred tax asset is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilized.

Tax credit is recognized in respect of Minimum Alternate Tax ("MAT") paid in terms of section 115 JAA of the Income Tax Act, 1961 based on convincing evidence that the Company will pay normal income tax within statutory time frame and the same is reviewed at each balance sheet date. MAT credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time, hence it is grouped with Deferred Tax Asset.

## n) Inventories

### 1) Raw Materials, Stores & Spare Parts, Packing Materials and Fuel

These are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis.

### 2) Work-in-progress and Finished goods

These are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

## o) Provisions and Contingencies

### 1) Provisions

Provisions are recognized when the Company has a present obligation (legal or



constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of time value of money is material, provisions are discounted using equivalent period pre-tax government securities interest rate. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

#### Mines Reclamation Expenditure

The Company provides for the expenditure to reclaim the quarries used for mining, in the Statement of Profit and Loss based on present value of estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mines. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates. The unwinding of the discount on provision is shown as a finance cost in the Statement of Profit and Loss.

#### 2) Contingencies

Contingent liabilities are disclosed when there is a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of amount cannot be made. Contingent assets are not recognized.

#### p) Leases

At the commencement of a lease, the Company recognises a right of use asset and a lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a

straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined otherwise incremental borrowing rate is used to discount the lease payments. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, less lease payments made.

The right-of-use asset measured at inception at the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred. The right of use assets is subsequently measured at cost less any accumulated amortization, accumulated impairment losses, if any. Right-of-use assets are amortized over the shorter period of lease term and useful life of the underlying asset.

The right of use assets is presented separately on face of the Balance sheet as 'Right of Use Assets' and lease liability is presented within 'other financial liabilities' classified as current and non-current.

#### q) Business Combination

The Company applies the acquisition method in accounting for business combinations. The consideration transferred by the Company to obtain control of a business is calculated as the sum of the fair values of assets transferred, liabilities incurred and assumed and the equity interests issued by the Company as at the acquisition date i.e. date on which it obtains control of the acquiree which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition-related costs are recognized in the Statement of Profit and Loss as incurred, except to the extent related to the issue of debt or equity securities.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on acquisition date.

Intangible Assets acquired in a Business Combination and recognized separately from Goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost).

Goodwill is measured as the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

Subsequent to initial recognition, intangible assets with definite useful life acquired in a Business Combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Goodwill and Intangible assets with indefinite useful life, if any, are tested for impairment at the end of each annual reporting period.

If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the excess is termed as gain on bargain purchase. In case of a bargain purchase, before recognizing a gain in respect thereof, the Company determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase thereafter, the Company reassesses whether it has correctly identified all the assets acquired and liabilities assumed and recognizes any additional assets or liabilities that are so identified, any gain thereafter is recognized in OCI and accumulated in equity as Capital Reserve. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognizes the gain, after reassessing and reviewing, directly in equity as Capital Reserve.

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently re-measured to fair value with changes in fair value recognized in Statement of Profit and Loss.

#### r) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

##### 1) Financial Assets

###### Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

These include trade receivables, cash and cash equivalents, other bank balances, fixed deposits with banks, loans, other financial assets and investments.

###### Classification and Subsequent Measurement

Financial assets are subsequently measured at amortized cost or fair value through other comprehensive income or fair value through profit or loss depending on its business model for managing those financial assets and the asset contractual cash flow characteristics.

##### a) Financial Assets at Amortized Cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### b) Financial Assets at Fair Value Through Other Comprehensive Income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**c) Financial Assets at Fair Value Through Profit or Loss**

A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.

**De recognition**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity and does not retain control of the asset.

**Impairment of Financial Assets**

Financial assets, other than those at fair value through profit or loss, are assessed for impairment at the end of each reporting period. The Company recognizes a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

**2) Financial Liabilities****Initial Recognition and Measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

**Classification and Subsequent Measurement**

The financial liabilities are classified as either

‘financial liabilities at fair value through profit or loss’ or ‘other financial liabilities’.

**a) Financial liabilities at Fair Value Through Profit or Loss**

Financial liabilities are classified at fair value through profit or loss when the financial liability is held for trading or are designated upon initial recognition as fair value through profit or loss. It includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships. All changes in the fair value of such liability are recognized in the statement of profit and loss.

**b) Other Financial Liabilities**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortized cost using effective interest rate method.

**De recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.

**3) Derivative Financial Instruments and Hedge Accounting**

The Company uses derivative financial instruments, such as foreign currency forward contracts and cross currency & interest rate swaps to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is taken in the other comprehensive income (net of tax).

The Company uses cross currency and interest rate swaps to hedge the cash flows

of the foreign currency denominated debt related to variation in foreign currency exchange rates and interest rates. The Company also enters into foreign currency forward contracts to hedge the foreign currency exchange risk arising from the forecast purchases. The Company designates these cross currency and interest rate swaps and foreign currency forward contracts in a cash flow hedging relationship by applying the hedge accounting principles.

These derivatives are stated at fair value at each reporting date. Changes in the fair value of these derivatives that are designated and effective as hedges of future cash flows are recognized in other comprehensive income (net of tax) and the ineffective portion is recognized immediately in the Statement of Profit and Loss. Amounts accumulated in equity are reclassified to the Statement of Profit and Loss when the hedged transaction affects the profit or loss. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

**4) Financial Liabilities and Equity Instruments:****Classification as Debt or Equity**

Financial instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liabilities and an equity instrument. The Company does not have any compound financial instruments.

**Equity Instruments**

An Equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are

recognized at the proceeds received. Transaction costs related to issue of equity instruments is reduced from equity.

**s) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flow, cash and cash equivalents consist of cash at banks and on hand and short term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**t) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to the owners of the Company by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to the owners of the Company and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**6. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liabilities. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. These estimates are reviewed regularly and any change in estimates are adjusted prospectively.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognized in the financial statements:



**a) Deferred Tax Assets**

The recognition of deferred tax assets requires assessment of whether it is probable that sufficient future taxable profit will be available against which deferred tax asset can be utilized. The Company reviews at each balance sheet date the carrying amount of deferred tax assets.

**b) Property, Plant and Equipment & Intangible Assets**

The determination of depreciation and amortization charge depends on the useful lives for which judgements and estimations are required. The residual values, useful lives, and method of depreciation of property, plant and equipment and intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

**c) Allowances for Uncollected Trade Receivables**

Trade receivables do not carry any interest and are stated at their transaction value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible.

**d) Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claims/litigation against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**e) Mines Reclamation Obligation**

The measurement of mines reclamation obligation requires long term assumptions regarding the phasing of the restoration work to be carried out. Discount rates are determined based on the government bonds of similar tenure.

**f) Defined Benefit Plan**

The cost of defined benefit plan and present value of such obligation are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the long-term nature of the plan, such estimates are subject to significant uncertainty. All assumption are reviewed at each reporting date. Refer Note 41 for sensitivity analysis.

**g) Fair Value Measurement of Financial Instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

**7. PROPERTY, PLANT AND EQUIPMENT**

Particulars	GROSS BLOCK					DEPRECIATION / AMORTIZATION					NET BLOCK	
	Opening as at 01.04.2019	Transfer to Right of Use Assets as at 01.04.2019 (Refer Note 4(a))	Effect of Foreign Currency Translation	Additions During the Year	Deductions/ Adjustments During the Year	As at 31.03.2020	Opening as at 01.04.2019	Transfer For the Year	Effect of Foreign Currency Translation	Deductions/ Adjustments During the Year	Up to 31.03.2020	As at 31.03.2020
<b>Tangible Assets :</b>												
Free Hold Land	1,011.26	-	-	215.78	-	1,227.04	5.75	2.97	-	-	8.72	1,218.32
Lease Hold Land	314.63	314.63	-	-	-	629.26	21.91	-	-	-	-	607.35
Buildings	952.75	-	5.64	172.82	2.64	1,128.57	360.30	159.25	0.24	0.01	519.78	608.79
Plant and Equipment	8,088.05	-	150.02	1,082.47 (e)	17.61	9,302.93	3,920.91	1,579.74	12.53	17.38	5,495.80	3,807.13
Railway Siding	63.02	-	-	0.13	0.07	63.08	18.54	8.48	-	0.04	26.98	36.10
Furniture and Fixtures	38.57	-	0.11	6.15	0.32	44.51	30.31	10.04	0.02	0.32	40.05	4.46
Office Equipment	53.62	-	0.31	16.14	1.28	68.79	42.93	17.08	0.10	1.27	58.84	9.95
Vehicles	37.68	-	0.18	11.92	5.98	43.80	23.77	13.20	0.10	5.87	31.20	12.60
<b>Total</b>	<b>10,559.58</b>	<b>314.63</b>	<b>156.26</b>	<b>1,505.41</b>	<b>27.90</b>	<b>11,878.72</b>	<b>4,424.42</b>	<b>1,790.76 (b)</b>	<b>12.99</b>	<b>24.89</b>	<b>6,181.37</b>	<b>5,697.35</b>
<b>Particulars</b>												
<b>Tangible Assets :</b>												
Free Hold Land	804.13	1.96	-	205.82	0.65	1,011.26	3.38	2.37	-	-	5.75	1,005.51
Lease Hold Land	305.45	-	-	20.95	11.77	314.63	15.43	7.22	-	0.74	21.91	292.72
Buildings	638.74	62.81	0.34	273.55	22.69	952.75	223.45	136.88	(0.03)	-	360.30	592.45
Plant and Equipment	4,659.09	1,621.29	8.37	1,814.75 (e)	15.45	8,088.05	2,625.41	1,310.99	(1.76)	13.73	3,920.91	4,167.14
Railway Siding	23.42	25.43	-	14.17	-	63.02	11.07	7.47	-	-	18.54	44.48
Furniture and Fixtures	30.18	0.94	(0.01)	7.57	0.11	38.57	23.48	6.95	(0.01)	0.11	30.31	8.26
Office Equipment	39.26	1.50	(0.01)	13.48	0.61	53.62	31.49	11.94	(0.01)	0.49	42.93	10.69
Vehicles	26.31	1.96	0.01	13.40	4.00	37.68	15.76	11.93	(0.02)	3.90	23.77	13.91
<b>Total</b>	<b>6,526.58</b>	<b>1,715.89</b>	<b>8.70</b>	<b>2,363.69</b>	<b>55.28</b>	<b>10,559.58</b>	<b>2,949.47</b>	<b>1,495.75 (b)</b>	<b>(1.83)</b>	<b>18.97</b>	<b>4,424.42</b>	<b>6,135.16</b>

(a) Includes ₹ 31.76 crore (for Year ended 31.03.2019 ₹ 12.31 crore) for capital expenditure on research and development.  
 (b) Depreciation for the year includes ₹ 9.16 crore (for the Year ended 31.03.2019 ₹ 29.51 crore) on assets during construction period.  
 (c) As on transition to Ind AS on 01.07.2015, the Company has elected to select the option to carry their Property, Plant and Equipment at their previous GAAP value. The Gross Block and Accumulated Depreciation as on the date of transition to Ind AS was ₹ 8508.98 crore and ₹ 5587.79 crore, respectively.

**8. INTANGIBLE ASSETS**

Particulars	COST					AMORTIZATION					NET CARRYING AMOUNT
	Opening as at 01.04.2019	Effect of Foreign Currency Translation	Additions During the Year	Deductions/ Adjustments During the Year	As at 31.03.2020	Opening as at 01.04.2019	For the Year	Effect of Foreign Currency Translation	Deductions/ Adjustments During the Year	Up to 31.03.2020	As at 31.03.2020
<b>Intangible Assets :</b>											
Computer Software	20.13	0.62	4.31	-	25.06	13.01	5.76	0.18	-	18.95	6.11
Private Freight Terminal License	30.93	-	-	-	30.93	0.96	1.08	-	-	2.04	28.89
Mining Rights	10.08	-	9.08	-	19.16	0.68	0.27	-	-	0.95	18.21
<b>Total</b>	<b>61.14</b>	<b>0.62</b>	<b>13.39</b>	<b>-</b>	<b>75.15</b>	<b>14.65</b>	<b>7.11</b>	<b>0.18</b>	<b>-</b>	<b>21.94</b>	<b>53.21</b>
	COST					AMORTIZATION					NET CARRYING AMOUNT
Particulars	Opening as at 01.04.2018	Acquisition through Business Combination	Effect of Foreign Currency Translation	Additions During the Year	Deductions/ Adjustments During the Year	As at 31.03.2019	For the Year	Effect of Foreign Currency Translation	Deductions/ Adjustments During the Year	Up to 31.03.2019	As at 31.03.2019
<b>Intangible Assets :</b>											
Computer Software	11.10	6.84	0.04	2.15	-	20.13	4.28	(0.03)	-	13.01	7.12
Private Freight Terminal License	-	30.93	-	-	-	30.93	0.96	-	-	0.96	29.97
Mining Rights	10.08	-	-	-	-	10.08	0.33	-	-	0.68	9.40
<b>Total</b>	<b>21.18</b>	<b>37.77</b>	<b>0.04</b>	<b>2.15</b>	<b>-</b>	<b>61.14</b>	<b>5.57</b>	<b>(0.03)</b>	<b>-</b>	<b>14.65</b>	<b>46.49</b>

(a) As on transition to Ind AS on 01.07.2015, the Company has elected to select the option to carry their Intangible Assets at their previous GAAP value.

**9. RIGHT OF USE ASSETS**

Particulars	GROSS CARRYING AMOUNT				AMORTIZATION				NET CARRYING AMOUNT	
	Opening as at 01.04.2019	Transfer from property, plant and equipment as at 01.04.2019 (Refer Note 4 (a))	Effect of Foreign Currency Translation	Additions During the Year	Deductions/ Adjustments During the Year	As at 31.03.2020	Transfer from property, plant and equipment as at 01.04.2019 (Refer Note 4 (a))	For the Year	Effect of Foreign Currency Translation	Up to 31.03.2020
Land	66.97	314.63	6.00	31.78	-	419.38	21.91	8.49	0.04	30.44
Buildings	22.94	-	-	2.54	2.84	22.64	-	6.52	-	6.52
Plant and Equipment	2.48	-	-	0.55	3.03	3.03	-	1.68	-	1.68
Vehicle	3.28	-	-	5.18	-	8.46	-	2.41	-	2.41
<b>Total</b>	<b>95.67</b>	<b>314.63</b>	<b>6.00</b>	<b>40.05</b>	<b>2.84</b>	<b>453.51</b>	<b>21.91</b>	<b>19.10</b>	<b>0.04</b>	<b>41.05</b>

The Company has taken several assets including land, godowns, office premises, vehicles, heavy earth moving machineries on lease.

**10. NON-CURRENT INVESTMENTS**

(₹ in Crore)

Particulars	Face Value (in ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
<b>Investments at Amortised Cost (A)</b>					
<b>QUOTED</b>					
<b>Bonds and Non Convertible Debentures (NCD)</b>					
<b>Indian Railway Finance Corporation Limited</b>					
8.00% IRFC Tax Free Bonds - 23FB22	1,000	20,000	2.06	20,000	2.09
7.21% IRFC Tax Free Bonds - 26NV22	10,00,000	150	15.03	150	15.05
7.22% IRFC Tax Free Bonds - 30NV22	10,00,000	100	10.03	100	10.03
7.18% IRFC Tax Free Bonds - 19FB23	1,000	8,00,000	81.40	8,00,000	81.84
7.19% IRFC Tax Free Bonds - 31JL25	10,00,000	250	25.13	250	25.14
7.15% IRFC Tax Free Bonds - 21AG25	10,00,000	259	26.37	259	26.44
7.04% IRFC Tax Free Bonds - 03MR26	10,00,000	305	32.06	105	10.93
8.10% IRFC Tax Free Bonds - 23FB27	1,000	7,02,310	78.90	1,60,502	18.04
7.38% IRFC Tax Free Bonds - 26NV27	10,00,000	300	32.81	-	-
7.39% IRFC Tax Free Bonds - 06DC27	10,00,000	250	27.15	100	10.80
7.34% IRFC Tax Free Bonds - 19FB28	1,000	5,87,000	63.53	2,37,000	25.32
8.48% IRFC Tax Free Bonds - 21NV28	10,00,000	66	7.63	66	7.78
8.63% IRFC Tax Free Bonds - 26MR29	1,000	5,50,000	55.83	5,50,000	55.89
7.28% IRFC Tax Free Bonds - 21DC30	1,000	1,51,000	15.10	1,51,000	15.10
7.35% IRFC Tax Free Bonds - 22MR31	1,000	5,11,350	52.28	5,11,350	52.34
<b>Power Finance Corporation</b>					
7.21% PFC Tax Free Bonds - 22NV22	10,00,000	500	50.25	500	50.33
7.16% PFC Tax Free Bonds - 17JL25	10,00,000	250	26.06	250	26.23
8.16% PFC Tax Free Bonds - 25NV26	1,00,000	1,000	11.06	1,000	11.18
8.30% PFC Tax Free Bonds - 01FB27	1,000	24,000	2.72	24,000	2.76
8.46% PFC Tax Free Bonds - 30AG28	10,00,000	300	33.70	300	34.02
8.54% PFC Tax Free Bonds - 16NV28	1,000	68,167	7.87	68,167	7.96
<b>National Highways Authority of India</b>					
8.20% NHAI Tax Free Bonds - 25JN22	1,000	14,38,951	144.97	14,38,951	145.54
8.27% NHAI Tax Free Bonds - 05FB24	1,000	1,00,000	10.71	1,00,000	10.87
7.11% NHAI Tax Free Bonds - 18SP25	10,00,000	250	25.06	250	25.06
7.02% NHAI Tax Free Bonds - 18FB26	10,00,000	330	33.54	330	33.61
8.48% NHAI Tax Free Bonds - 22NV28	10,00,000	228	26.75	28	3.26
7.28% NHAI Tax Free Bonds - 18SP30	10,00,000	150	16.32	100	10.82
7.35% NHAI Tax Free Bonds - 11JN31	1,000	7,71,022	85.87	1,46,022	16.03
7.39% NHAI Tax Free Bonds - 18FB31	10,00,000	950	106.57	-	-
7.39% NHAI Tax Free Bonds - 09MR31	1,000	3,85,462	38.55	3,85,462	38.55
<b>Housing and Urban Development Corporation Limited</b>					
8.10% HUDCO Tax Free Bonds - 05MR22	1,000	10,08,424	103.35	10,08,424	104.52
7.34% HUDCO Tax Free Bonds - 16FB23	1,000	2,50,000	25.16	2,50,000	25.21
7.19% HUDCO Tax Free NCD - 31JL25	10,00,000	68	7.00	68	7.03
7.07% HUDCO Tax Free NCD - 01OT25	10,00,000	250	25.16	250	25.19
7.00% HUDCO Tax Free NCD - 09OT25	10,00,000	120	12.18	120	12.21
7.02% HUDCO Tax Free Bonds - 08FB26	1,000	2,80,066	28.28	2,80,066	28.32
7.04% HUDCO Tax Free Bonds - 15MR26	1,000	37,645	3.92	37,645	3.95
8.20%/8.35% HUDCO Tax Free Bonds - 05MR27	1,000	9,70,000	105.91	9,70,000	106.91
7.51% HUDCO Tax Free Bonds - 16FB28	1,000	1,19,000	12.87	1,19,000	12.97
8.56% HUDCO Tax Free Bonds - 02SP28	10,00,000	44	5.13	44	5.20
8.73% HUDCO Tax Free Bonds - 28MR29	1,000	20,000	2.37	20,000	2.40
7.39% HUDCO Tax Free Bonds - 08FB31	1,000	1,80,279	18.03	1,80,279	18.03
7.39% HUDCO Tax Free Bonds - 15MR31	1,000	11,00,439	115.62	11,00,439	115.96
<b>India Infrastructure Finance Company Limited</b>					
7.21% IIFCL Tax Free Bonds - 21NV22	10,00,000	150	15.13	150	15.18
7.19% IIFCL Tax Free Bonds - 22JN23	1,000	8,50,000	85.78	8,50,000	86.02
6.86% IIFCL Tax Free Bonds - 26MR23	1,000	50,000	5.09	50,000	5.12



**10. NON-CURRENT INVESTMENTS** (contd...)

(₹ in Crore)

Particulars	Face Value (in ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
8.11% IIFCL Tax Free Bonds - 05SP23	10,00,000	50	5.16	50	5.20
8.01% IIFCL Tax Free Bonds - 12NV23	1,000	50,000	5.29	50,000	5.36
8.41% IIFCL Tax Free Bonds - 22JN24	1,000	1,53,000	16.29	1,53,000	16.51
7.38% IIFCL Tax Free Bonds - 15NV27	10,00,000	250	26.79	250	26.97
7.38% IIFCL Tax Free Bonds - 21NV27	10,00,000	150	15.40	150	15.44
7.36% IIFCL Tax Free Bonds - 22JN28	1,000	4,46,000	47.05	4,46,000	47.29
7.02% IIFCL Tax Free Bonds - 26MR28	1,000	1,50,000	15.68	1,50,000	15.74
8.26% IIFCL Tax Free Bonds - 23AG28	10,00,000	100	11.33	100	11.45
8.46% IIFCL Tax Free Bonds - 30AG28	10,00,000	130	14.90	130	15.07
8.48% IIFCL Tax Free Bonds - 05SP28	10,00,000	64	7.34	64	7.43
8.38% IIFCL Tax Free Bonds - 12NV28	1,000	11,680	1.36	11,680	1.38
<b>Rural Electrification Corporation</b>					
7.21% REC Tax Free Bonds - 21NV22	10,00,000	250	25.12	250	25.17
7.22% REC Tax Free Bonds - 19DC22	1,000	50,000	5.13	50,000	5.17
8.12% REC Tax Free Bonds - 27MR27	1,000	45,564	5.05	45,564	5.10
7.38% REC Tax Free Bonds - 19DC27	1,000	1,00,000	10.73	1,00,000	10.80
8.46% REC Tax Free Bonds - 29AG28	10,00,000	181	20.67	181	20.90
8.46% REC Tax Free Bonds - 24SP28	1,000	3,00,000	34.27	3,00,000	34.66
<b>Indian Renewable Energy Development Agency Limited</b>					
7.17% IREDA Tax Free Bonds - 01OT25	10,00,000	150	15.53	150	15.68
7.49% IREDA Tax Free Bonds - 21JN31	1,000	8,68,838	87.97	8,68,838	88.05
<b>National Bank for Agriculture and Rural Development</b>					
7.07% NABARD Tax Free Bonds - 25FB26	10,00,000	100	10.63	-	-
7.35% NABARD Tax Free Bonds - 23MR31	1,000	3,91,829	44.13	-	-
<b>NTPC Limited</b>					
7.15% NTPC Tax Free Bonds 21AG25	10,00,000	450	47.81	-	-
<b>National Housing Bank</b>					
8.46% NHB Tax Free NCD - 30AG28	10,00,000	400	47.03	-	-
<b>JK Lakshmi Cement Limited</b>					
8.90% JK Lakshmi Cement Limited NCD - 06JN22	10,00,000	200	20.16	200	20.24
<b>Birla Corporation Limited</b>					
9.25% Birla Corporation Limited NCD - 18AG26	10,00,000	400	41.55	400	41.77
<b>Total (A)</b>			<b>2,298.66</b>		<b>1,782.61</b>
<b>Investments at Fair Value through Profit or Loss (B)</b>					
<b>QUOTED</b>					
<b>Perpetual bonds</b>					
<b>Bank of Baroda</b>					
8.70% Bank of Baroda Non Convertible Perpetual Bonds	10,00,000	1,740	165.55	-	-
<b>State Bank of India</b>					
8.50% State Bank of India Non Convertible Perpetual Bond	10,00,000	850	83.28	-	-
9.56% State Bank of India Non Convertible Perpetual Bond	10,00,000	250	25.56	-	-
8.75% State Bank of India Non Convertible Perpetual Bond	10,00,000	1,250	123.66	-	-
<b>Preference Shares</b>					
<b>Infrastructure Leasing and Financial Services Limited (Refer Note 37)</b>					
16.06% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 25 <sup>th</sup> March, 2021	7,500	-	-	28,000	-
15.99% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 16 <sup>th</sup> May, 2021	7,500	52,000	-	52,000	-

**10. NON-CURRENT INVESTMENTS** (contd...)

(₹ in Crore)

Particulars	Face Value (in ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
16.46% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 5 <sup>th</sup> October, 2022	7,500	13,500	-	13,500	-
<b>IL&amp;FS Financial Services Ltd. (Refer Note 37)</b>					
16.99% / 17.38% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 5 years from the date of issue, i.e. 30 <sup>th</sup> March, 2021	7,500	-	-	33,400	-
<b>Zee Entertainment Enterprises Limited</b>					
6% Cumulative Redeemable Non Convertible Preference Shares (Fully Paid-up)	6	-	-	9,62,83,625	35.36
<b>L&amp;T Finance Holdings Limited</b>					
7.5% Redeemable Non Convertible Preference Shares (Fully Paid-up), redeemable at par as at 22 <sup>nd</sup> December 2023	100	2,000,000	18.70	-	-
<b>In Units of Mutual Funds</b>					
ICICI Prudential Fixed Maturity Plan Series 82-1223 Days Plan G Direct Plan Cumulative	10	3,50,00,000	41.68	3,50,00,000	38.26
ICICI Prudential Fixed Maturity Plan Series 82-1215 Days Plan H Direct Plan Cumulative	10	7,50,00,000	89.35	7,50,00,000	81.96
Aditya Birla Sun Life Fixed Term Plan-Series PC (1169 Days) Direct Growth	10	10,00,00,000	118.87	10,00,00,000	108.96
Kotak FMP Series 216 Direct - Growth	10	3,00,00,000	35.82	3,00,00,000	32.67
ICICI Prudential Fixed Maturity Plan Series 87-1174 Days Plan B Direct Plan Cumulative	10	1,00,00,000	10.12	-	-
ICICI Prudential FMP Series 80-1138 D Plan R Cumulative	10	-	-	50,000	0.06
<b>In Exchange Traded Fund</b>					
Bharat Bond ETF - April 2023 - Growth	1,000	12,50,000	127.94	-	-
<b>UNQUOTED</b>					
<b>Preference Shares</b>					
<b>Tata Capital Limited</b>					
8.33% Non Convertible Cumulative Redeemable Preference Shares (Fully Paid-up), redeemable at par in 7 years from the date of issue, i.e. 21 <sup>st</sup> April, 2022	1,000	-	-	4,00,000	40.05
7.50% Non Convertible Cumulative Redeemable Preference Shares (Fully Paid-up), redeemable at par in 7 years from the date of issue, i.e. 15 <sup>th</sup> September 2023	1,000	6,00,000	59.21	6,00,000	59.35
7.33% Non Convertible Cumulative Redeemable Preference Shares (Fully Paid-up), redeemable at par in 7 years from the date of issue, i.e. 27 <sup>th</sup> July, 2024	1,000	7,50,000	72.88	7,50,000	73.61
<b>Total (B)</b>			<b>972.62</b>		<b>470.28</b>
<b>TOTAL (A+B)</b>			<b>3,271.28</b>		<b>2,252.89</b>





## 16. CURRENT INVESTMENTS

(₹ in Crore)

Particulars	Face Value (In ₹)	As at 31.03.2020		As at 31.03.2019	
		No.	Amount	No.	Amount
<b>Investments at Amortised Cost (A)</b>					
<b>QUOTED</b>					
<b>Bonds</b>					
<b>JK Lakshmi Cement Limited</b>					
8.70% JK Lakshmi Cement Limited NCD - 06JN20	10,00,000	-	-	150.00	15.06
<b>Total (A)</b>					<b>15.06</b>
<b>Investments at Fair Value through Profit or Loss (B)</b>					
<b>QUOTED</b>					
<b>In Units of Mutual Funds</b>					
Kotak Equity Arbitrage Fund - Direct Plan - Growth	10	207,711,465	603.80	-	-
SBI Arbitrage Opportunities Fund - Direct Plan- Growth	10	80,231,715	212.36	-	-
ICICI Equity Arbitrage Fund - Drt Growth	10	209,960,326	566.52	-	-
Aditya Birla Sun Life Arbitrage Fund - Growth Direct Plan	10	113,009,186	236.49	-	-
HDFC Arbitrage Fund - WP-DP-Growth	10	150,029,041	223.32	-	-
UTI Arbitrage Fund - Direct Growth Plan	10	44,255,423	120.93	-	-
IDFC Arbitrage Fund - Growth (Direct Plan)	10	192,781,910	496.04	-	-
Nippon India Arbitrage Fund - Direct Growth Plan	10	221,666,710	463.95	-	-
Axis Arbitrage Fund - Direct Growth( EA-DG)	10	109,605,472	162.85	-	-
ICICI Prudential FMP Series 80-1138 D Plan R Cumulative	10	50,000	0.06	-	-
<b>Preference Shares</b>					
<b>Zee Entertainment Enterprises Limited</b>					
6% Cumulative Redeemable Non Convertible Preference Shares (Fully Paid-up)	6	-	-	9,62,83,625	17.68
<b>Infrastructure Leasing and Financial Services Limited (Refer note 37)</b>					
16.06% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 7 years from the date of issue, i.e. 25 <sup>th</sup> March, 2021	7500	28,000	-	-	-
<b>IL&amp;FS Financial Services Ltd. (Refer Note 37)</b>					
16.99% / 17.38% Non Convertible Redeemable Cumulative Preference Shares (Fully Paid-up), redeemable at premium in 5 years from the date of issue, i.e. 30 <sup>th</sup> March, 2021	7500	33,400	-	-	-
<b>Total (B)</b>			<b>3,086.32</b>		<b>17.68</b>
<b>TOTAL (A+B)</b>			<b>3,086.32</b>		<b>32.74</b>

### 16.1 AGGREGATE CARRYING AMOUNT AND MARKET VALUE OF QUOTED INVESTMENTS

(₹ in Crore)

	As at 31.03.2020		As at 31.03.2019	
	Aggregate Carrying Amount	Market Value	Aggregate Carrying Amount	Market Value
<b>Quoted Investments:</b>				
- In Bonds, Preference Shares and Mutual Funds	3,086.32	3,086.32	32.74	32.61
<b>Total</b>	<b>3,086.32</b>	<b>3,086.32</b>	<b>32.74</b>	<b>32.61</b>

### 16.2 AGGREGATE CARRYING AMOUNT OF UNQUOTED INVESTMENTS

-

## 17. TRADE RECEIVABLES

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Secured, Considered Good	487.93	444.15
Unsecured		
Considered Good (Refer Note 17.1)	592.52	579.56
Considered Significant Increase in Credit Risk	13.16	8.06
	<b>1,093.61</b>	<b>1,031.77</b>
Less: Allowance for Doubtful Trade Receivables	13.16	8.06
	<b>1,080.45</b>	<b>1,023.71</b>

- 17.1 Undated cheques of ₹ 102.15 crore (as at 31.03.2019 ₹ 158.99 crore) are held against receivables considered good.  
 17.2 Refer Note 49 for information about credit risk and market risk of trade receivables.  
 17.3 The average payment terms with customers within India is 3-30 days and outside India is 120 days for cement and for clinker against site LC.

## 18. CASH AND CASH EQUIVALENTS

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Balances with Banks	15.89	41.65
Cash on Hand	1.51	0.91
Call Deposits with Banks	1.42	1.56
Fixed Deposits with Banks Having Original Maturity upto 3 Months	95.39	98.08
	<b>114.21</b>	<b>142.20</b>

## 19. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
Earmarked Balance with Banks for Unpaid Dividend (Refer note 22.1)	6.28	3.88
Margin Money (Pledged with Banks)	11.31	0.96
Fixed Deposits With Banks (Refer note 19.1 to 19.2 below)	500.41	292.25
Less: Fixed Deposits maturity more than 12 months disclosed under other	(18.00)	-
Non-Current Financial Assets (Refer note 12)		
	<b>500.00</b>	<b>297.09</b>

- 19.1 Includes deposits of ₹ 55.74 crore (As at 31.03.2019 ₹ 46.15 crore) are pledged with banks against overdraft facilities. (Refer Note 26.2)  
 19.2 Includes ₹ 47.23 crore (As at 31.03.2019 ₹ 45.20 crore), given as security to Government department and others.

## 20. SHARE CAPITAL

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
<b>Authorised</b>		
6,00,00,000 (As at 31.03.2019 6,00,00,000) Equity Shares of ₹ 10/- each	60.00	60.00
15,00,00,000 (As at 31.03.2019 15,00,00,000) Cumulative Preference Shares of ₹ 100/- each	15.00	15.00
	<b>75.00</b>	<b>75.00</b>
<b>Issued, Subscribed and Paid-up</b>		
3,60,80,748 (As at 31.03.2019 3,48,37,225) Equity Shares of ₹ 10/- each fully paid-up	36.08	34.84
	<b>36.08</b>	<b>34.84</b>





**20.1 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY:**

(₹ in Crore)

Name of Shareholders	Number of Shares Held as at 31.03.2020	% of Total Paid-up Equity Share Capital	Number of Shares Held as at 31.03.2019	% of Total Paid-up Equity Share Capital
Shree Capital Services Limited	89,84,155	24.90	89,84,155	25.79
Digvijay Finlease Limited	42,34,780	11.74	42,34,780	12.16
FLT Limited	36,00,000	9.98	36,00,000	10.33
Mannakrishna Investments Private Limited	20,42,824	5.66	20,42,824	5.86

20.2 The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share.

20.3 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**20.4 RECONCILIATION OF THE SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE YEAR:**

Particulars	Numbers	₹ in crore
<b>Equity shares outstanding as at 01.04.2018</b>	<b>34,837,225</b>	<b>34.84</b>
Add: Equity shares issued during the year	-	-
<b>Equity shares outstanding as at 31.03.2019</b>	<b>34,837,225</b>	<b>34.84</b>
Add: Equity shares issued during the year (Refer Note 20.5)	1,243,523	1.24
<b>Equity shares outstanding as at 31.03.2020</b>	<b>36,080,748</b>	<b>36.08</b>

20.5 The Company through Qualified Institutions Placement (QIP) allotted 12,43,523 Equity Shares (fully paid up) to the eligible Qualified Institutional Buyers (QIB) at a price of ₹ 19300 per equity share of face value of ₹ 10 each (inclusive of premium of ₹ 19290 per equity share) aggregating to ₹ 2400 crore. The issue was made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and with the applicable provisions of the Companies Act, 2013. Pursuant to the allotment of equity shares in the QIP, the paid up equity share capital of the Company has increased from ₹ 34.84 crore comprising of 3,48,37,225 equity shares to ₹ 36.08 crore comprising of 3,60,80,748 equity shares. Share issue expenses are charged off against securities premium.

20.6 Aggregate number of bonus shares issued, shares issued for consideration other than cash and bought back shares during the period of five years immediately preceding the reporting date:

As at 31.03.2020	As at 31.03.2019
Nil	Nil

20.7 The Equity Shares of the Company are listed at BSE Limited and National Stock Exchange of India Limited and the annual listing fees has been paid for the year.

**21. BORROWINGS**

(₹ in Crore)

	Non-Current Portion		Current Maturities	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>				
External Commercial Borrowings	1,638.70	2,255.48	796.75	-
Indian Rupee Term Loans from Banks	-	48.00	-	19.50
Finance Lease Obligation	-	5.56	-	1.46
	<b>1,638.70</b>	<b>2,309.04</b>	<b>796.75</b>	<b>20.96</b>
Amount disclosed under the head "Other Current Financial Liabilities" (Refer Note 22)	-	-	(796.75)	(20.96)
	<b>1,638.70</b>	<b>2,309.04</b>	<b>-</b>	<b>-</b>

**21.1 NATURE OF SECURITIES AND TERMS OF REPAYMENT OF EACH LOAN:**

(₹ in Crore)

Sr. No.	Nature of Securities	Interest Rate	Loan Amount as at 31.03.2020	Loan Amount as at 31.03.2019	Terms of Repayment
<b>External Commercial Borrowings</b>					
1	Hypothecation (First Pari Passu Charge) on all moveable fixed assets of the Company and Equitable Mortgage (First Pari Passu Charges) on the immovable fixed assets of the Company located at Beawar, Rajasthan. The charge shall rank pari passu with other term lenders.	6 Months USD LIBOR+1% (Fixed rate of 8.30% including the effect of related cross currency and interest rate swaps)	301.54	276.69	Fully Repayable on 08.05.2020
		3 Months USD LIBOR+ 0.70% (Fixed rate of 7.81% on INR including the effect of related cross currency and interest rate swaps)	301.54	276.69	Fully Repayable on 24.09.2020
		3 Months USD LIBOR+ 0.71% (Fixed rate of 7.82% on INR including the effect of related cross currency and interest rate swaps)	937.98	859.01	Repayable in 9 half yearly equal instalments of USD 1.389 crore w.e.f. 28.03.2021
		2.72% on SGD (Fixed rate of 7.96% on INR including the effect of related cross currency and interest rate swaps [USD to INR])	374.35	342.51	Repayable in 8 half yearly instalments w.e.f. 27.09.2020 (First four instalments of USD 0.25 crore each, next two instalments of USD 0.50 crore each and last two instalments of USD 1.5 crore each)
			520.04	500.58	Repayable in 8 half yearly instalments w.e.f. 27.09.2020 (First four instalment of SGD 0.49 crore each (i.e. USD 0.375 crore each), next two instalments of SGD 0.981 crore each (i.e. USD 0.75 crore each) and last two instalments of SGD 2.943 crore each (i.e. USD 2.25 crore each))
<b>Indian Rupee Term Loan from Banks</b>					
2	First pari passu Charge on entire moveable fixed assets of the Company. The charge shall rank pari passu with other term lenders. Second pari passu charge on entire current assets of the Company.	8.46%	-	67.50	Repaid during the period
<b>Finance Lease Obligation</b>					
3	Secured against Leased Assets	9.61%	-	7.02	Reclassified to Other Financial Liabilities during the period as per Ind AS 116-Leases
<b>TOTAL</b>			<b>2,435.45</b>	<b>2,330.00</b>	
Less: Current Maturities of Long Term Debt			796.75	20.96	
<b>Total Non-Current Portion</b>			<b>1,638.70</b>	<b>2,309.04</b>	

There is no default in repayment of principal and interest thereon.



## 22. FINANCIAL LIABILITIES - OTHERS

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Current Maturities of Long-Term Debt	-	-	796.75	19.50
Lease Liabilities/ Finance Lease Obligation	92.39	-	14.52	1.46
Interest Accrued but not Due on Borrowings	-	-	4.39	5.93
Derivative Financial Instruments	144.93	134.30	16.91	0.94
Unpaid Dividends (Refer Note 22.1)	-	-	18.22	14.88
Security Deposits from Customers, Vendors & Others	779.02	599.90	41.17	12.61
Payable for Capital Goods	-	-	77.50	117.45
Others (Refer Note 22.2)	-	-	385.22	289.75
	<b>1,016.34</b>	<b>734.20</b>	<b>1,354.68</b>	<b>462.52</b>

22.1 There are no amounts due and outstanding to Investor Education and Protection Fund as at 31.03.2020 and 31.03.2019 (Refer note 19)

22.2 Others include the liability related to Employees, Rebate and Discount to Customers etc.

## 23. DEFERRED TAX LIABILITIES

(₹ in Crore)

	As at 31.03.2019	Recognised in P&L	Recognised in OCI	As at 31.03.2020
<b>Deferred Tax Liabilities:</b>				
Arising on account of:				
Depreciation and Amortization	0.27	(0.09)	-	0.18
<b>Deferred Tax Assets:</b>				
Arising on account of:				
MAT Credit Entitlement	0.02	(0.01)	-	0.01
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>0.25</b>	<b>(0.08)</b>	<b>-</b>	<b>0.17</b>

	As at 31.03.2018	Acquired/ Assumed on Acquisition of RHIPL	Recognised in P&L	Recognised in OCI	As at 31.03.2019
<b>Deferred Tax Liabilities:</b>					
Arising on account of:					
Depreciation and Amortization	-	0.13	0.14	-	0.27
Fair Value of Investments	-	0.06	(0.06)	-	-
<b>Deferred Tax Assets:</b>					
Arising on account of:					
MAT Credit Entitlement	-	-	0.02	-	0.02
<b>Net Deferred Tax Liabilities/(Assets)</b>	<b>-</b>	<b>0.19</b>	<b>0.06</b>	<b>-</b>	<b>0.25</b>

## 24. PROVISIONS

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
<b>Provision for Employee Benefits</b>				
Gratuity [Refer note 41(b)]	-	-	0.27	0.16
End of Service Benefits [Refer Note 41 (b)]	25.96	23.78	-	-
Other Staff Benefit Schemes	2.07	1.61	6.56	5.21
<b>Other Provisions</b>				
Mines Reclamation Expenses (Refer Note 42)	7.11	6.63	0.60	0.60
	<b>35.14</b>	<b>32.02</b>	<b>7.43</b>	<b>5.97</b>

## 25. OTHER LIABILITIES

(₹ in Crore)

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020	As at 31.03.2019
Customers Advances (Refer Note 25.1)	-	-	207.97	136.47
Withholding and Other Taxes Payable	-	-	130.03	214.37
Provident Fund and Superannuation Payable	-	-	13.80	12.79
Other Statutory Liabilities	607.64	557.73	262.73	261.35
	<b>607.64</b>	<b>557.73</b>	<b>614.53</b>	<b>624.98</b>

25.1 Revenue of ₹ 124.06 crore (for the year ended 31.03.2019 ₹ 150.76 crore) recognised during current year that was included in customer advances outstanding at the beginning of the year.

## 26. CURRENT BORROWINGS

(₹ in Crore)

	As at 31.03.2020	As at 31.03.2019
<b>Secured</b>		
Loans Repayable on Demand from Banks (Refer Note 26.1)	637.70	448.19
Bank Overdraft (Refer Note 26.2)	32.52	24.48
<b>Unsecured</b>		
Loans Repayable on Demand from Banks	40.00	-
	<b>710.22</b>	<b>472.67</b>

26.1 Demand loans from banks are secured by hypothecation of inventories of stock-in-trade, stores & spares, book-debts and all other current assets of the Company on first charge basis and on whole of movable fixed assets of the Company on second charge basis and also secured by joint equitable mortgage on all the immovable assets of the Company situated at Beawar on second charge basis.

26.2 Bank Overdraft is secured against pledge of Fixed Deposits and payable on demand. (Refer Note 19.1)

26.3 There is no default in repayment of principal and interest thereon.

## 27. REVENUE FROM OPERATIONS

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Sale of Products and Services</b>		
Sale of Products	12,083.46	11,456.83
Power Sales	515.24	801.88
Services	1.87	1.89
	<b>12,600.57</b>	<b>12,260.60</b>
<b>Revenue from Power Trading</b>		
Revenue from Traded Power	14.40	-
Less: Purchase of Traded Power	14.05	-
	<b>0.35</b>	<b>-</b>
<b>Other Operating Revenue</b>		
Incentives and Subsidies (under various incentive schemes of State and Central Government)	237.59	257.60
Scrap Sales	23.84	35.27
Others	6.04	1.18
	<b>267.47</b>	<b>294.05</b>
	<b>12,868.39</b>	<b>12,554.65</b>

27.1 Sale of Products is net of ₹ 804.27 crore (for the year ended 31.03.2019 ₹ 573.76 crore) on account of cash discount, rebates and incentives given to customers.



## 28. OTHER INCOME

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Interest Income		
On Deposits Classified at Amortised cost	27.24	25.88
On Bonds and Debentures Classified at Amortised cost	144.22	138.52
On Tax Refund	3.14	0.60
Others	1.41	0.27
Dividend Income on Financial Assets Classified at Fair Value through Profit or Loss	40.75	52.84
Net Gain / (Loss) on Sale of Investments		
Classified at Amortised cost	-	0.55
Classified at Fair Value through Profit or Loss	(3.43)	9.39
Net Gain / (Loss) on Fair Value of Financial Assets through Profit or Loss	54.14	14.84
Profit on Sale of Property, Plant and Equipment (Net)	4.03	0.34
Provision No Longer Required	-	0.21
Balances Written Back	0.93	4.66
Other Non Operating Income	1.97	1.66
	<b>274.40</b>	<b>249.76</b>

## 29. COST OF MATERIALS CONSUMED

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Raw Materials Consumed</b>		
Gypsum	235.04	253.76
Fly Ash	265.68	322.06
Red Ochre and Slag	83.18	89.08
Sulphuric Acid	43.90	41.42
Others	294.59	323.42
	<b>922.39</b>	<b>1,029.74</b>

## 30. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Closing Stock</b>		
Work-in-Progress	196.01	227.06
Finished Goods	108.65	110.05
Add / (Less): Exchange Rate Fluctuation on Account of Average Rate Transferred to Currency Translation Reserve	(2.06)	(1.22)
	<b>302.60</b>	<b>335.89</b>
<b>Opening Stock</b>		
Work-in-Progress	227.06	156.75
Finished Goods	110.05	79.09
Add / (Less): Exchange Rate Fluctuation on Account of Average Rate Transferred to Currency Translation Reserve	2.66	-
	<b>339.77</b>	<b>235.84</b>
<b>(Increase) / Decrease</b>	<b>37.17</b>	<b>(100.05)</b>
Add: Stock Transferred on Acquisition of Union Cement Company (PJSC)	-	60.11
	<b>37.17</b>	<b>(39.94)</b>

## 31. EMPLOYEE BENEFITS EXPENSES

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Salaries, Wages and Bonus	747.23	673.96
Contribution to Provident and other Funds (Refer note 41)	87.12	75.59
Staff Welfare Expenses	19.64	17.63
	<b>853.99</b>	<b>767.18</b>

## 32. FREIGHT AND FORWARDING EXPENSES

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
On Finished Products	1,932.15	2,079.62
On Inter Unit Clunker Transfer	729.92	823.75
	<b>2,662.07</b>	<b>2,903.37</b>

## 33. FINANCE COSTS

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Interest Expenses	286.54	275.30
Bank and Finance Charges	2.77	2.40
Interest Expenses on Lease Liabilities (under IND AS 116 - 'Leases')	6.32	-
Unwinding of Discount on Provision	0.54	0.50
Exchange Differences Regarded as an Adjustment to Borrowing Cost	-	49.17
	<b>296.17</b>	<b>327.37</b>
Less: Interest Capitalised (Refer Note 33.1)	4.74	79.51
	<b>291.43</b>	<b>247.86</b>

33.1 Borrowing costs are capitalised using interest rates ranging between 7.81% to 7.96% per annum (previous year 3.49% to 7.96% per annum).

## 34. OTHER EXPENSES

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Stores and Spares Consumed	348.41	320.91
Packing Materials Consumed	355.03	385.48
Royalty and Cess	275.15	278.89
Mines Reclamation Expenses	0.62	0.56
Repairs to Plant and Machinery	292.74	268.77
Repairs to Buildings	31.52	26.42
Rent (Refer Note 34.1)	13.27	20.50
Insurance	9.28	8.05
Rates and Taxes	13.08	13.99
Traveling	39.84	41.45
Commission to Non-executive Directors	2.00	2.64
Directors' Sitting Fees and Expenses	2.52	2.04
Advertisement and Publicity	114.77	96.24
Sales Promotion and Other Selling Expenses	164.66	166.92
Foreign Exchange Rate Differences (Net)	0.65	148.92
Corporate Social Responsibility Expenses	40.47	31.32
Assets Written Off	2.63	22.69
Allowance for Doubtful Trade Receivables (Net)	4.35	0.57
Contribution to Electrol Bond	11.50	3.00
Miscellaneous (Refer Note 34.2)	203.67	180.93
	<b>1,926.16</b>	<b>2,020.29</b>



34.1 Rent expenses for the year ended 31.03.2020 is relating to the various short term leases accounted by applying exemption under Ind AS 116 - 'Leases'. (Refer Note 4(a))

**34.2 MISCELLANEOUS EXPENSES INCLUDE THE PAYMENTS MADE TO AUDITORS**

(₹ in Crore)

	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Statutory Auditors</b>		
Audit Fees	0.76	0.63
Tax Audit Fees ₹ 15000 (Previous Year ₹ 12500) for a Subsidiary Company	-	-
Certification / Other Services (include ₹ 0.15 crore during current year in relation to services given for Qualified Institutional Placement (QIP) which has been charged off against securities premium)	0.25	0.10
Reimbursement of Expenses	0.14	0.10
<b>Cost Auditors</b>		
Audit Fees	0.05	0.05
Certification / Other Services	-	0.01
Reimbursement of Expenses [₹ 21002 (Previous year ₹ 20628)]	-	-

**35. CONTINGENT LIABILITIES (CLAIMS/DEMANDS NOT ACKNOWLEDGED AS DEBT)**

- a. Custom duty (including interest) ₹ 66.93 crore (As at 31.03.2019 ₹ 64.52 crore)
- b. Service Tax and Education Cess (including interest) ₹ 1.16 crore (as at 31.03.2019 ₹ 0.82 crore)
- c. (i) Competition Commission of India (CCI), vide its order dated 31<sup>st</sup> August, 2016 imposed a penalty of ₹ 397.51 crore on the Company for alleged violation of Competition Act. The Company has appealed against the said order and Competition Appellate Tribunal (COMPAT), vide its order dated 7<sup>th</sup> November, 2016, granted stay on CCI order subject to deposition of 10% of penalty amount and levy of interest of 12% p.a. on balance amount if the appeal is ultimately dismissed. The Company has complied with the order and the matter is now being heard at National Company Law Appellate Tribunal (NCLAT).

(ii) In another matter, CCI vide its order dated 19<sup>th</sup> January, 2017 imposed a penalty of ₹ 18.44 crore on the Company in connection with an enquiry in respect of a cement supply tender of Government of Haryana. The Company has filed an appeal before COMPAT (now NCLAT) against the above order.

Based on the Company's own assessment and advice given by its legal counsels, the Company has a strong case in both the above appeals and thus pending final disposal of the appeals, the matters have been disclosed as contingent liability.

- d. The Divisional Bench of Hon'ble Rajasthan High Court vide Judgement dated 6<sup>th</sup> December, 2016 has allowed the appeal filed by Commercial Taxes Department/Finance Department of the Govt. of Rajasthan against earlier favorable order of single member bench of Hon'ble Rajasthan High Court in the matter of incentives granted under Rajasthan Investment Promotion Scheme-2003 to the Company for capital investment made in cement plants in the State of Rajasthan.

Vide the above Judgement of Hon'ble High Court, the Company's entitlement towards Capital Subsidy for the entitled period stands revised from "up to 75% of Sales Tax / VAT" to "up to 50% of Sales Tax/ VAT". The Company has filed Special Leave Petition before the Hon'ble Supreme Court against the above judgment which is admitted for deciding on merits. The Commercial Taxes Department had issued notices seeking reply for recovering differential subsidy, the said notices are challenged by the Company before Rajasthan High Court and High Court has stayed further proceedings by department against us.

Based on the legal opinion, it has a good case before Hon'ble Supreme Court. Accordingly, no provision has been made for differential subsidy ( i.e. difference of 75% and 50%) amounting to ₹ 73.08 crore received and ₹ 282.30 crore not received though accounted for.

36. Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 321.90 crore (As at 31.03.2019 ₹ 711.12 crore).

37. The Company has principal investments of ₹ 171.33 crore in the Preference Shares of Infrastructure Leasing and Financial Services Limited and IL&FS Financial Services Ltd (referred to as "IL&FS Group") which are accounted at fair value through profit or loss as per Ind AS 109- Financial Instruments. In August 2018, credit rating agencies downgraded IL&FS Group's credit rating to junk status. Accordingly, the Company has accounted fair value loss of ₹ 178.13 crore during the year ended 31.03.2019.

38. Capital work-in-progress includes directly attributable expenses of ₹ 84.12 crore (As at 31.03.2019 ₹ 88.55 crore) which includes depreciation of ₹ 13.94 crore (for the year ended 31.03.2019 ₹ 7.01 crore) on assets during construction period.

39. The Company had acquired majority stake in Union Cement Company (UCC) Pr. JSC, a United Arab Emirates (UAE) based company on 11<sup>th</sup> July, 2018 through its Wholly Owned Subsidiaries. The Company had also acquired 100% equity stake in Raipur Handling and Infrastructure Private Limited (RHIPL) on 14<sup>th</sup> May, 2018. Accordingly financial results for the year ended 31.03.2019 include results of RHIPL from 14<sup>th</sup> May, 2018 and UCC from 11<sup>th</sup> July, 2018 whereas results for the year ended 31.03.2020, include result of these companies for entire period. Hence results for the year ended 31.03.2020 are not comparable with previous year ended 31.03.2019.

**40. EXPENDITURE ON RESEARCH AND DEVELOPMENT:**

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Capital	31.76	12.31
Revenue	16.64	19.76
<b>Total</b>	<b>48.40</b>	<b>32.07</b>

**41. EMPLOYEE BENEFITS: (REFER NOTE 31)**

**(a) Contribution to defined contribution plans recognized as expenses are as under:**

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Superannuation Fund	7.99	8.05
Provident Fund (Includes contribution to PF trust ₹ 4.91 crore (₹ 4.36 crore for the year ended 31.03.2019))	52.04	46.36
National Pension Scheme	4.89	2.27
Retirement Pension and Social Security Scheme	2.51	1.74
ESIC	0.14	0.14
<b>Total</b>	<b>67.57</b>	<b>58.56</b>

**(b) Defined Benefit Plan**

- (i) **Gratuity** - The Company has defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with Life Insurance Corporation of India.
- (ii) **End of Service Benefit** - End of service benefit is payable to Non UAE National employees (in subsidiary companies based in UAE) based on the employee's service and last drawn salary at the time of leaving the services of the Group and in accordance with the rule of the Group for payment of end of service benefit. The scheme is unfunded.



Disclosure for defined benefit plans based on actuarial reports:

(₹ in Crore)

Particulars	Gratuity (Funded)		End of Service Benefit (Unfunded)	
	For the Year ended 31.03.2020	For the Year ended 31.03.2019	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Changes in Defined Benefit Obligations:</b>				
Present value of defined benefit obligation at the beginning of the year	238.97	210.62	23.78	-
Liabilities assumed on business combination	-	-	-	24.34
Current service cost	23.87	22.47	2.52	1.84
Interest cost	16.61	16.32	0.65	0.50
Re-measurements (gains)/losses	(4.19)	(4.22)	(0.51)	(0.49)
Benefits paid	(10.63)	(6.22)	(2.63)	(2.55)
Foreign currency translation	-	-	2.15	0.14
<b>Present Value of Defined Benefit Obligation at the end of the year</b>	<b>264.63</b>	<b>238.97</b>	<b>25.96</b>	<b>23.78</b>
<b>Change in Plan Assets:</b>				
Fair value of plan assets at the beginning of the year	238.81	210.44	-	-
Expected Return on Plan Assets	16.60	16.30	-	-
Re-measurements gains/(losses)	2.19	0.83	-	-
Contribution by employer	17.39	17.46	2.63	2.55
Benefits paid	(10.63)	(6.22)	(2.63)	(2.55)
<b>Fair Value of Plan Assets at the end of the year</b>	<b>264.36</b>	<b>238.81</b>	<b>-</b>	<b>-</b>
<b>Expenses Recognized in the Statement of Profit and Loss</b>				
Current service cost	23.87	22.47	2.52	1.84
Interest cost	16.61	16.32	0.65	0.50
Expected return on plan assets	(16.60)	(16.30)	-	-
<b>Expenses Recognized in the Statement of Profit and Loss</b>	<b>23.88</b>	<b>22.49</b>	<b>3.17</b>	<b>2.34</b>
<b>Expenses recognized in Other Comprehensive Income (OCI)</b>				
Return on plan assets, (excluding amount included in net Interest expense)	(2.19)	(0.83)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	NA	NA	NA	NA
Actuarial (gains)/losses arising from changes in financial assumptions	7.90	(13.38)	2.89	(1.82)
Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities	(12.09)	9.16	(3.40)	1.33
<b>Total recognized in Other Comprehensive Income</b>	<b>(6.38)</b>	<b>(5.05)</b>	<b>(0.51)</b>	<b>(0.49)</b>
<b>Total recognized in Total Comprehensive Income</b>	<b>17.50</b>	<b>17.44</b>	<b>2.66</b>	<b>1.85</b>
<b>Amount recognized in the Balance Sheet consists of</b>				
Present Value of Defined Benefit Obligation	264.63	238.97	25.96	23.78
Fair Value of Plan Assets	264.36	238.81	-	-
Net Liability	0.27	0.16	25.96	23.78
<b>The Major Categories of Plan Assets as a % of Total Plan</b>				
Qualifying Insurance Policy	100%	100%	NA	NA

The Principal actuarial assumption used:

Particulars	Gratuity (Funded)		End of Service Benefit (Unfunded)	
	For the Year ended 31.03.2020	For the Year ended 31.03.2019	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Discount rate	6.95 % per annum	7.75 % per annum	2.67 % per annum	3.00 % per annum
Salary Growth Rate	12.46 % per annum	13.07 % per annum	3.75 % per annum	2.67 % per annum
Mortality rate	IALM 2012-14	IALM 2006-08 Ultimate	IALM 2012-14	IALM 2006-08 Ultimate
Expected rate of return	7.50% per annum	7.75% per annum	NA	NA
Withdrawal rate (Per Annum)	3.00% p.a. (18 to 30 Years)	3.00% p.a. (18 to 30 Years)	2.00% p.a. (18 to 30 Years)	2.00% p.a. (18 to 30 Years)
Withdrawal rate (Per Annum)	2.00% p.a. (30 to 44 Years)	2.00% p.a. (30 to 44 Years)	5.00% p.a. (30 to 44 Years)	5.00% p.a. (30 to 44 Years)
Withdrawal rate (Per Annum)	1.00% p.a. (44 to 60 Years)	1.00% p.a. (44 to 60 Years)	3.00% p.a. (44 to 60 Years)	3.00% p.a. (44 to 60 Years)

The estimates of future salary increases have been considered in actuarial valuation after taking into consideration the impact of inflation, seniority, promotion and other relevant factors such as supply and demand situation in the employment market. Accordingly, planned liabilities are typically exposed to actuarial risks such as interest rate risk, longevity risk and salary risk.

The Gratuity scheme is invested in group Gratuity-Cum-Life assurance cash accumulation policy offered by Life Insurance Corporation of India. The gratuity plan is not exposed to any significant investment risk in view of absolute track record, investment as per IRDA guidelines and mechanism is there to monitor the performance of the fund.

Sensitivity Analysis for significant assumptions as on 31.03.2020 are as follows:

**Gratuity (Funded)-**

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease
Impact on Defined Benefit Obligation-Funded (₹ in Crore)	(28.90)	34.47	32.32	(27.82)	(9.91)	11.42

**End of Service Benefit (Unfunded)-**

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease
Impact on Defined Benefit Obligation-Unfunded (₹ in Crore)	(2.49)	2.96	2.89	(2.48)	(0.21)	0.24

Sensitivity Analysis for significant assumptions as on 31.03.2019 are as follows:

**Gratuity (Funded)-**

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease
Impact on Defined Benefit Obligation (₹ in Crore)	(26.06)	31.09	29.22	(25.14)	(8.70)	10.04

**End of Service Benefit (Unfunded)-**

Assumptions	Discount rate		Future Salary		Withdrawal Rate	
	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease	1.0% Increase	1.0% Decrease
Impact on Defined Benefit Obligation-Unfunded (₹ in Crore)	(2.03)	2.40	2.39	(2.05)	0.06	(0.06)



The Company expects to contribute ₹ 12.75 crore (Previous Year ₹ 19 crore) to gratuity fund in next year.

The weighted average duration of the defined benefit obligation are as follows:

- Gratuity - as at 31.03.2020 is 13 years (as at 31.03.2019: 14 years).
- End of Service Benefit- as at 31.03.2020 is 15 Years (as at 31.03.2019: 16 years).

Estimate of expected benefit payments (In absolute terms i.e. undiscounted):

(₹ in Crore)

Particulars	Gratuity (Funded)	End of Service Benefit (Unfunded)
01 <sup>st</sup> April 2020 to 31 <sup>st</sup> March 2021	9.45	3.61
01 <sup>st</sup> April 2021 to 31 <sup>st</sup> March 2022	8.85	0.92
01 <sup>st</sup> April 2022 to 31 <sup>st</sup> March 2023	6.57	1.18
01 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2024	6.16	0.79
01 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025	3.46	0.99
01 <sup>st</sup> April 2025 Onwards	230.14	18.47

(c) Provident fund managed by a trust set up by the Company:

In terms of the guidance note issued by the Institute of Actuaries of India for measurement of provident fund liabilities, the actuary has provided a valuation of provident fund liability and based on the assumption provided below, there is no short fall as at 31.03.2020.

The details of the plan assets and obligations position are as follows:

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019
Plan assets at year end, at fair value	81.85	69.24
Present value of defined obligation at year end	80.72	69.24
Liability recognized in the Balance Sheet	-	-

The assumptions used in determining the present value of obligation of the interest rate guarantee under deterministic approach are:

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Discount Rate	6.00%	6.50%
Expected Guaranteed Interest Rate	8.50%	8.65%
Expected Rate of Return on Assets	8.50%	8.65%

(d) Amount recognized as an expense in respect of leave encashment and compensated absences are ₹ 25.20 crore (₹ 20.82 crore for Year ended 31.03.2019).

#### 42. PROVISION FOR MINES RECLAMATION EXPENSES

(₹ in Crore)

Particulars	2019-2020	2018-2019
<b>Opening Balance</b>	<b>7.23</b>	<b>6.65</b>
Add: Provision made during the year (Refer Note 34)	0.62	0.56
Add: Unwinding of Discount of Provision (Refer Note 33)	0.54	0.50
Less: Utilized during the year	0.68	0.48
<b>Closing Balance</b>	<b>7.71</b>	<b>7.23</b>

#### 43. SEGMENT REPORTING

The Company is primarily engaged in the manufacture and sale of cement and cement related products. From the current year, the power segment is considered as part of cement business for internal reporting purposes as majority of power is consumed for cement operations. Hence, as per Ind AS 108, 'Operating Segments', no disclosures related to segments are presented.

Geographical information are given below:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Revenue from Operations</b>		
Within India	11907.42	11650.82
Outside India	960.97	903.83
<b>Total</b>	<b>12868.39</b>	<b>12554.65</b>
<b>Non- Current Assets</b>		
Within India	5697.49	6056.25
Outside India	2012.40	1660.06
<b>Total</b>	<b>7709.89</b>	<b>7716.31</b>

There are no revenues from transactions with a single external customer amounting to 10% or more of the Company's total revenue during the current and previous year.

#### 44. RELATED PARTY DISCLOSURE (AS PER IND AS 24- RELATED PARTY DISCLOSURES)

Relationships:

(a) Enterprises over which Key Management Personnel (KMP) are able to exercise control /significant influence with whom there were transactions during the year:

- |  |   |
|--|---|
| (i) The Kamla Company Limited                    | (xi) Ragini Finance Limited               |
| (ii) Shree Capital Services Ltd.                 | (xii) Western India Commercial Co. Ltd    |
| (iii) Aqua Infra Project Limited                 | (xiii) Mannakrishna Investment Pvt. Ltd   |
| (iv) Alfa Buildhome Pvt. Ltd.                    | (xiv) Digvijay Finlease Limited           |
| (v) Rajasthan Forum                              | (xv) Asish Creations Private Limited      |
| (vi) The Bengal                                  | (xvi) Didu Investments Pvt. Ltd           |
| (vii) Sant Parmanand Hospital                    | (xvii) The Venkatesh Company Limited      |
| (viii) N.B.I. Industrial Finance Company Limited | (xviii) Newa Investments Private Limited  |
| (ix) Rajesh Vanijya Private Limited              | (xix) Karmayog Properties Private Limited |
| (x) Didwana Investment Co. Ltd                   |   |

(b) Key Management Personnel:

- |                            |   |
|----------------------------|---|
| (i) Shri H.M. Bangur       | Managing Director                       |
| (ii) Shri Prashant Bangur  | Joint Managing Director                 |
| (iii) Shri P. N. Chhangani | Whole Time Director (w.e.f. 30.07.2018) |

(c) Relatives to Key Management Personnel:

- |                       |                            |
|-----------------------|----------------------------|
| (i) Shri B. G. Bangur | Father of Shri H.M. Bangur |
|-----------------------|----------------------------|

(d) Post Employment Benefit Plan Trust:

- Shree Cement Staff Provident Fund
- Shree Cement Employees Group Gratuity Scheme
- Shree Cement Ltd., Superannuation Scheme



**Disclosure of Related Party Transactions:**

**(a) Details of transactions with related parties:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
<b>Sale of Goods/Material</b>		
- Entities controlled/ influenced by KMP	0.03	0.01
<b>Services Received</b>		
- Entities controlled/ influenced by KMP	0.93	1.76
<b>Payment of office rent</b>		
- Entities controlled/ influenced by KMP	2.77	2.77
<b>Purchase of spares</b>		
- Entities controlled/ influenced by KMP	-	0.01
<b>Contributions towards social activities</b>		
- Entities controlled/ influenced by KMP	1.84	0.69
<b>Reimbursement Towards Purchase of equity shares of a subsidiary</b>		
- Entities controlled/ influenced by KMP	-	59.00
<b>Reimbursement of Expenses</b>		
- Entities controlled/ influenced by KMP	-	0.15

**(b) Details of balances with related parties**

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>Security deposit receivable</b>		
- Entities controlled/ influenced by KMP	0.63	0.63

**(c) Key Management Personnel:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
Short Term Benefits	62.76	68.55
Post - Employment Benefits*	4.14	3.31
<b>Total</b>	<b>66.90</b>	<b>71.86</b>

\*As the liability for gratuity are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key management personnel are not included above.

**(d) Relatives to Key Management Personnel:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
Director Commission, Sitting Fee and Reimbursement of Expenses	0.37	0.46

**(e) Information on transactions with post-employment benefit plans:**

(₹ in Crore)

Particulars	2019-2020	2018-2019
Contribution (including related insurance premium) paid/payable	30.90	30.41

All the related party transactions are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions. The Company has not recorded any loss allowances for receivables relating to related parties.

**45. EFFECTIVE TAX RECONCILIATION**

Numerical reconciliation of tax expenses applicable to profit before tax at the latest statutory enacted rate in India to income tax expense reported is as follows:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
Profit Before Tax	1934.26	1145.64
Applicable Statutory Enacted Income Tax Rate	34.944%	34.944%
Computed Tax Expense	675.91	400.33
Increase/(Reduction) in Taxes on Account of		
Additional Allowances for Tax Purpose	(2.08)	(4.67)
Items (Net) not Deductible for Tax/not Liable to Tax	(278.27)	(252.30)
Tax losses Unutilized / Items Taxed at Different Rate	(4.83)	(5.39)
Tax Expense Relating to Earlier Years (Net)	(5.33)	(2.69)
Others	4.80	(4.69)
<b>Income Tax Expense Reported</b>	<b>390.20</b>	<b>130.59</b>

**46.** Changes in liabilities arising from financing activities, including both changes arising from cash flows and non- cash changes as per Ind AS 7- Statement of Cash flows are shown below:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Opening Balance of Borrowings (Long term including current maturities and Short Term) excluding Bank Overdraft</b>	<b>2778.19</b>	<b>3384.73</b>
Changes from Financing cash flows due to proceeds from /repayment of borrowings	162.01	(759.14)
The effect of changes in foreign exchange rates	177.91	149.76
Reclassification of opening lease liabilities to Other Financial Liabilities on adoption of Ind AS 116- Leases	(7.02)	-
Others (includes new lease liability, finance charge on lease liability and amortization of transaction cost on borrowings)	2.06	2.84
<b>Closing Balance of Borrowings (Long term including current maturities and Short Term) excluding Bank Overdraft</b>	<b>3113.15</b>	<b>2778.19</b>

**47. CAPITAL MANAGEMENT**

The primary objective of the Company's capital management policy is to ensure availability of funds at competitive cost for its operational and developmental needs and maintain strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes changes in view of changing economic conditions. No changes were made in the objectives, policies or process during the year ended 31.03.2020 compare to previous year. There have been no breaches of financial covenants of any interest bearing loans and borrowings for the reported period.

The Company monitors capital structure on the basis of debt to equity ratio. For the purpose of Company's capital management, equity includes paid up equity share capital and other equity (net of deferred tax assets and deferred tax liabilities) and debt comprises of long term borrowings including current maturities of these borrowings.



The following table summarizes long term debt and equity of the Company:

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019
Equity Share Capital	36.08	34.84
Other Equity (net of Deferred tax Assets and Deferred Tax Liabilities)	12389.74	9023.52
Total Equity	12425.82	9058.36
Long Term Debt (Including Current Maturities)	2435.45	2330.00
<b>Debt to Equity Ratio</b>	<b>0.20</b>	<b>0.26</b>

#### 48. DISCLOSURE RELATED TO FAIR VALUE OF FINANCIAL INSTRUMENTS

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

(₹ in Crore)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets Classified at Fair Value Through Profit or Loss</b>				
Investments in Mutual Funds, Preference Shares, Perpetual Bonds and Exchange Traded Funds	4058.94	4058.94	487.96	487.96
<b>Derivatives not Designated as Hedges</b>				
Forward Contracts	0.50	0.50	0.01	0.01
<b>Derivatives Designated as Hedges</b>				
Cross Currency and Interest Rate Swaps	230.37	230.37	22.72	22.72
Forward Contracts	11.28	11.28	-	-
<b>Financial Assets Classified at Amortized Cost</b>				
Investments in Bonds and Debentures	2298.66	2383.02	1797.67	1829.33
Loans	61.83	61.83	62.93	62.93
Trade Receivables	1080.45	1080.45	1023.71	1023.71
Cash and Cash Equivalents and Other Bank Balances	614.21	614.21	439.29	439.29
Other Financial Assets	129.24	131.29	111.87	111.87
<b>Total Financial Assets</b>	<b>8485.48</b>	<b>8571.89</b>	<b>3946.16</b>	<b>3977.82</b>
<b>Financial Liabilities Classified at Fair Value Through Profit or Loss</b>				
<b>Derivatives not Designated as Hedges</b>				
Forward Contracts	0.01	0.01	0.94	0.94
<b>Derivatives Designated as Hedges</b>				
Cross Currency and Interest Rate Swaps	161.83	161.83	134.30	134.30
<b>Financial Liabilities Classified at Amortized Cost</b>				
Non-Current Borrowings at Floating Rate	1170.66	1170.66	1754.90	1754.90
Non-Current Borrowings at Fixed Rate	468.04	466.47	554.14	543.66
Current Maturities of Long Term Debt	796.75	796.75	19.50	19.50
Current Maturities of Finance Lease Obligation/Lease Liability	14.52	14.52	1.46	1.46
Short Term Borrowings	710.22	710.22	472.67	472.67
Trade Payables	657.65	657.65	538.19	538.19
Other Financial Liabilities	1397.91	1397.91	1040.52	1040.52
<b>Total Financial Liabilities</b>	<b>5377.59</b>	<b>5376.02</b>	<b>4516.62</b>	<b>4506.14</b>

#### Fair Value Techniques:

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and short term deposits, trade receivables, trade payables, current loans, other current financial assets, short term borrowings and other current financial liabilities approximate to their carrying amount largely due to the short term maturities of these instruments.
- Long term fixed rate and variable rate receivables / borrowings are evaluated by the Company based on parameters such as interest rate, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. For fixed interest rate borrowings, fair value is determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowings rate. Risk of non-performance for the Company is considered to be insignificant in valuation.
- The fair value of derivatives are estimated by using pricing models, where the inputs to those models are based on readily observable market parameters basis contractual terms, period to maturity and market parameters such as interest rates, foreign exchange rates and volatility. These models do not contain a high level of subjectivity as the valuation techniques used do not require significant judgement and inputs thereto are readily observable from actively quoted market prices. Management has evaluated the credit and non-performance risks associated with its derivatives counterparties and believe them to be insignificant and not warranting a credit adjustment.
- The fair values of mutual funds are at published Net Asset Value (NAV).

#### Fair Value Hierarchy

Quoted prices / published Net Asset Value (NAV) in an active markets (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities and financial instruments like mutual funds for which NAV is published by mutual funds. This category consists mutual fund investments and Exchange Traded Funds.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (i.e., unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table provides the fair value measurement hierarchy of the Company's financial asset and liabilities grouped into Level 1 to Level 3 as described below:

#### Assets and Liabilities Measured at Fair Value (Accounted)

(₹ in Crore)

Particulars	As at 31.03.2020			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets Measured at Fair Value</b>				
Investments				
Mutual funds	3382.16	-	-	3382.16
Preference Shares	-	150.79	-	150.79
Perpetual Bonds	-	398.05	-	398.05
Exchange Traded Fund	127.94	-	-	127.94
Derivatives not Designated as Hedges	-	0.50	-	0.50
Derivatives Designated as Hedges	-	241.65	-	241.65
<b>Financial Liabilities Measured at Fair Value</b>				
Derivatives not Designated as Hedges	-	0.01	-	0.01
Derivatives Designated as Hedges	-	161.83	-	161.83





(₹ in Crore)

Particulars	As at 31.03.2019			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets Measured at Fair Value</b>				
Investments				
Mutual funds	261.91	-	-	261.91
Preference Shares	-	226.05	-	226.05
Derivatives not Designated as Hedges	-	0.01	-	0.01
Derivatives Designated as Hedges	-	22.72	-	22.72
<b>Financial Liabilities Measured at Fair Value</b>				
Derivatives not Designated as Hedges	-	0.94	-	0.94
Derivatives Designated as Hedges	-	134.30	-	134.30

**Fair Value of Assets and Liabilities Classified at Amortized Cost (only disclosed)**

(₹ in Crore)

Particulars	As at 31.03.2020			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investments in Bonds and Debentures	-	2383.02	-	2383.02
Loans	-	61.83	-	61.83
Other Financial Assets	-	131.29	-	131.29
<b>Financial Liabilities</b>				
Non-Current Borrowings at Fixed Rate	-	466.47	-	466.47
Other Financial Liabilities	-	1397.91	-	1397.91

(₹ in Crore)

Particulars	As at 31.03.2019			
	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investments in Bonds and Debentures	-	1829.33	-	1829.33
Loans	-	62.93	-	62.93
Other Financial Assets	-	111.87	-	111.87
<b>Financial Liabilities</b>				
Non-Current Borrowings at Fixed Rate	-	543.66	-	543.66
Other Financial Liabilities	-	1040.52	-	1040.52

During the year ended 31.03.2020 and 31.03.2019, there were no transfers between Level 1 and level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements. There is no transaction/balance under level 3.

The fair values of the financial assets and financial liabilities included in the level 2 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counter parties. Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy as at 31.03.2020 and 31.03.2019, respectively:

Particulars	Fair Value Hierarchy	Valuation Techniques	Inputs Used	Quantitative Information about Significant Unobservable Inputs
<b>Financial Assets</b>				
Investments in Preference Shares and Perpetual Bonds	Level 2	Market valuation techniques	Prevailing yield to discount future cash flows	-
<b>Derivative Financial Instruments- Designated as Hedging Instrument</b>				
Cross Currency and Interest Rate Swaps	Level 2	Market valuation techniques	Prevailing/forward foreign currency exchange & interest rates in market to discount future cash flows	-
<b>Derivative Financial Instruments- Both Designated and not Designated as Hedging Instrument</b>				
Forward Contracts	Level 2	Market valuation techniques	Forward foreign currency exchange rates, interest rates to discount future cash flows	-
<b>Financial Liabilities</b>				
<b>Derivative Financial Instruments- Designated as Hedging Instrument</b>				
Cross Currency and Interest Rate Swaps	Level 2	Market valuation techniques	Prevailing/forward foreign currency exchange & interest rates in market to discount future cash flows	-
<b>Derivative Financial Instruments- Both Designated and not Designated as Hedging Instrument</b>				
Forward Contracts	Level 2	Market valuation techniques	Forward foreign currency exchange rates, interest rates to discount future cash flows	-

**Fair Value of Assets and Liabilities classified at Amortized Cost (only disclosed)**

Particulars	Fair Value Hierarchy	Valuation technique	Inputs used
<b>Financial Assets</b>			
Investments in Bonds and Debentures	Level 2	Market valuation techniques	Prevailing yield to discount future cash flows
Other Financial Assets – Non Current	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows
<b>Financial Liabilities</b>			
Non-Current Borrowings at Fixed Rate	Level 2	Discounted Cash Flow	Prevailing interest rates in market to discount future payouts
Other Financial Liabilities – Non Current	Level 2	Discounted Cash Flow	Prevailing interest rates to discount future cash flows



#### 49. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities, other than derivative, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to manage finances for the Company's operations. The Company has loans, trade and other receivables, cash and short-term deposits that arrive directly from its operations. The Company also holds fair value through profit or loss investments and enters into derivative transactions.

The Company is exposed to market risk, credit risk and liquidity risk.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by senior management and the Audit and Risk Management Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies and ensuring compliance with market risk limits and policies.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below.

##### Market risk and sensitivity

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and commodity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments and derivative financial instruments. Foreign currency risk is the risk that the fair value or future cash flows of financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and liabilities held as at 31.03.2020 and 31.03.2019.

The sensitivity analysis excludes the impact of movement in market variables on the carrying value of post-employment benefit obligations, provisions and on non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in respective market rates. The Company's activities exposes it to a variety of financial risk including the effect of changes in foreign currency exchange rates and interest rates. The Company uses derivative financial instruments such as foreign exchange forward contracts and cross currency and interest rate swaps of varying maturity depending upon the underlying contract and risk management strategy to manage its exposures to foreign exchange fluctuation and interest rates.

##### Interest rate risk and sensitivity

The Company's exposure to the risk of changes in market interest rates relates primarily to the long term debt obligations with floating interest rates.

The Company's policy is to manage its floating interest rate on foreign currency loans and borrowings by entering into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed upon principal amount. Hence, the Company is not exposed for any interest rate risk due to floating interest rate as on 31.03.2020 and 31.03.2019.

##### Foreign currency risk and sensitivity

The Company has obtained foreign currency loans and has foreign currency payables for supply of fuel, raw material and equipment and is therefore, exposed to foreign exchange risk. The Company uses cross currency swaps and foreign currency forward contracts to eliminate the currency exposures.

The impact on profit before tax is due to change in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives.

The following tables demonstrates the sensitivity in the USD, JPY, EURO, GBP and CHF to the Indian Rupee with all other variable held constant.

#### For the Year ended 31.03.2020

Particulars	Effect on Profit Before Tax (₹ in crore)			
	USD	JPY	EURO	GBP
<b>Change in Currency Exchange Rate</b>				
+5%	0.08	.*	0.27	0.01
-5%	(0.08)	.*	(0.27)	0.01

\* ₹ 4105

#### For the Year ended 31.03.2019

Particulars	Effect on Profit Before Tax (₹ in crore)				
	USD	JPY	EURO	GBP	CHF
<b>Change in Currency Exchange Rate</b>					
+5%	(2.14)	0.70	0.30	(0.01)	0.05
-5%	2.14	(0.70)	(0.30)	0.01	(0.05)

The assumed movement in exchange rate sensitivity analysis is based on the currently observable market environment.

##### Credit risk

Credit risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks, mutual funds and other financial instruments.

##### Trade receivables

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdiction and industries and operate in largely independent markets. The Company has also taken advances, security deposits, bank guarantee, letter of credits and security cheques from its customers which mitigate the credit risk to an extent.

The ageing of trade receivables are as below:

Particulars	Neither Due nor Impaired	Past Due			Total
		Up to 6 months	6 to 12 months	Above 12 months	
		(₹ in Crore)			
<b>Trade Receivables</b>					
<b>As at 31.03.2020</b>					
Secured	365.58	117.74	3.43	1.18	487.93
Unsecured	195.71	242.35	133.70	33.92	605.68
<b>Gross Total</b>	<b>561.29</b>	<b>360.09</b>	<b>137.13</b>	<b>35.10</b>	<b>1093.61</b>
Allowance for doubtful trade receivables					13.16
<b>Net Total</b>					<b>1080.45</b>
<b>As at 31.03.2019</b>					
Secured	366.03	73.13	4.08	0.91	444.15
Unsecured	368.40	164.49	47.01	7.72	587.62
<b>Gross Total</b>	<b>734.43</b>	<b>237.62</b>	<b>51.09</b>	<b>8.63</b>	<b>1031.77</b>
Allowance for doubtful trade receivables					8.06
<b>Net Total</b>	<b>734.43</b>	<b>237.62</b>	<b>51.09</b>	<b>8.63</b>	<b>1023.71</b>



Movement in Allowance for Doubtful Trade Receivables are given below:

(₹ in Crore)

Particulars	2019-2020	2018-2019
<b>Opening Balance</b>	<b>8.06</b>	<b>0.90</b>
Add: On Account of Business Combination	-	6.56
Add: Effect of exchange rate on consolidation of Foreign Subsidiaries	0.75	0.03
Add: Provision made during the year (Refer note 34)	4.35	0.57
Less: Utilized during the year	-	-
<b>Closing Balance</b>	<b>13.16</b>	<b>8.06</b>

#### Financial Instruments and cash deposits

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances and deposits are maintained. Investments of surplus funds are made only with approved counter parties. The maximum exposure to credit risk for the components of the balance sheet is ₹ 8485.48 crore as at 31.03.2020 and ₹ 3946.16 crore as at 31.03.2019, which is the carrying amounts of cash and cash equivalents, other bank balances, investments, trade receivables, loans and other financial assets.

#### Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (i.e. trade receivables, other financial assets) and projected cash flows from operations. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of working capital loans, letter of credit facility, bank loans and credit purchases.

The table below provides undiscounted cash flows (excluding transaction cost on borrowings) towards non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity based on the remaining period at the balance sheet date to the contractual maturity date:

#### As at 31.03.2020

(₹ in Crore)

Particulars	As at 31.03.2020			
	Less than 1 year	1 to 5 years	More than 5 years	Total
Interest Bearing Loans and Borrowings (Including Current Maturities)	1507.71	1644.90	-	3152.61
Lease Liability	16.14	39.30	182.56	238.00
Trade Payables	657.65	-	-	657.65
Derivative Financial Instruments	16.91	144.93	-	161.84
Other Financial Liabilities	526.50	779.02	-	1305.52
<b>Total</b>	<b>2724.91</b>	<b>2608.15</b>	<b>182.56</b>	<b>5515.62</b>

#### As at 31.03.2019

(₹ in Crore)

Particulars	As at 31.03.2019			
	Less than 1 year	1 to 5 years	More than 5 years	Total
Interest Bearing Loans and Borrowings (Including Current Maturities)	492.17	2120.31	192.14	2804.62
Finance Lease Obligation	1.52	6.08	1.37	8.97
Trade Payables	538.19	-	-	538.19
Derivative Financial Instruments	0.94	119.23	15.07	135.24
Other Financial Liabilities	440.62	599.90	-	1040.52
<b>Total</b>	<b>1473.44</b>	<b>2845.52</b>	<b>208.58</b>	<b>4527.54</b>

## 50. DERIVATIVE FINANCIAL INSTRUMENTS

The details of derivative financial instrument outstanding as on the balance sheet date are as follows:

(Amount in Crore)

Particulars	Purpose	Currency	As at	
			31.03.2020	31.03.2019
Forward Contracts	Imports	USD	5.83	0.01
		JPY	1.38	22.08
		EURO	0.07	0.08
		CHF	-	0.01
		GBP	0.00*	-
Cross Currency & Interest Rate Swaps	ECB	USD	8.00	8.00
	ECB	SGD	9.81	9.81
Interest Rate Swaps	ECB	USD	17.50	17.50
Cross currency swaps	ECB	USD	25.00	25.00

\*GBP 23130.

#### Cash Flow Hedges

The objective of cross currency & interest rate swap and interest rate swaps is to hedge the cash flows of the foreign currency denominated debt related to variation in foreign currency exchange rates and interest rates. The hedge provides for exchange of notional amount at agreed exchange rate of principle at each repayment date and conversion of variable interest rate into fixed interest rate as per notional amount at agreed exchange rate. The Company also enters into foreign currency forward contracts to hedge the foreign currency exchange risk arising from the forecasted purchases. Some of the forward contracts are designated as cash flow hedges. The Company is following hedge accounting for cross currency & interest rate swaps and Interest rate swaps and some foreign currency forward contracts based on qualitative approach.

The Company is having risk management objectives and strategies for undertaking these hedge transactions. The Company has maintained adequate documents stating the nature of the hedge and hedge effectiveness test. The Company assesses hedge effectiveness based on following criteria:

- An economic relationship between the hedged item and the hedging instrument
- The effect of credit risk
- Assessment of the hedge ratio

The Company designates cross currency & interest rate swaps and interest rate swaps and some foreign currency forward contracts to hedge its currency and interest risk and generally applies hedge ratio of 1:1. Refer Note 21 for timing of nominal amount and contractual fixed interest rate of cross currency & interest rate swaps and interest rate swaps.

All these derivatives have been marked to market to reflect their fair value and the fair value differences representing the effective portion of such hedge have been taken to equity.

The fair values of the above swaps are as under:

(₹ in Crore)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Asset	Liability	Asset	Liability
Cross Currency and Interest Rate Swap	230.37	161.83	22.72	134.30
Forward Contracts	11.28	-	-	-

The movement of Effective Portion of Cash Flow Hedges are shown below:

(₹ in Crore)

Particulars	For the Year ended 31.03.2020	For the Year ended 31.03.2019
<b>Opening Balance</b>	<b>(36.47)</b>	<b>(13.67)</b>
Gain/(loss) recognized on cash flow hedges	67.38	(164.59)
Income tax relating to gain/(loss) recognized on cash flow hedges	(23.55)	57.52
Reclassified to Statement of Profit and Loss #	(53.87)	129.54
Income tax relating to Reclassified to Statement of Profit and Loss	18.83	(45.27)
Amount transferred to initial cost of non-financial asset	(3.02)	-
Income tax relating to amount transferred to initial cost of non-financial asset	1.05	-
<b>Closing Balance</b>	<b>(29.65)</b>	<b>(36.47)</b>

# Includes ₹ (178.39) crore (Previous year ₹ 48.69 crore) to Foreign Exchange Rate Differences and ₹ 124.52 crore (Previous Year ₹ 80.85 crore) to Finance Cost.



### Foreign Currency Forward Contracts

The Company enters into forward contracts with intention to reduce the foreign exchange risk of expected purchases.

Certain foreign currency forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within one year.

The fair value of foreign currency forward contracts are as under:

(₹ in Crore)

Particulars	As at 31.03.2020		As at 31.03.2019	
	Asset	Liability	Asset	Liability
Foreign Currency Forward Contracts	0.50	0.01	0.01	0.94

The gain/ (loss) due to fluctuation in foreign currency exchange rates on derivative contract, recognized in the Statement of Profit and Loss is ₹ 1.38 crore for the Year ended 31.03.2020 (₹ 9.33 crore for the Year ended 31.03.2019).

### 51. COLLATERALS

Inventory, Trade Receivables, Other Financial Assets, Property, Plant and Equipment are pledged / hypothecated as collateral/security against the borrowings. Refer Note 21 and 26.

### 52. EARNINGS PER SHARE (EPS)

#### A. Basic and Diluted EPS:

Particulars		2019-2020	2018-2019
Profit or Loss attributable to the Owners of the Company	₹ in crore	1535.85	1006.39
Equity Share Capital	₹ in crore	36.08	34.84
Weighted average number of equity shares outstanding (Face value of ₹ 10/- per share)	Nos.	3,52,78,913	3,48,37,225
Earnings Per Share - Basic and Diluted	₹	435.35	288.88

**B. Cash EPS:** (Profit for the year attributable to the Owners of the Company + Depreciation and Amortisation Expense [Net of ₹ 2.38 crore (₹ 1.82 crore for year ended 31.03.2019) of Non-Controlling Interest]+Deferred Tax+ Exceptional Items)/ Weighted average number of equity shares outstanding

### 53. EVENT OCCURRING AFTER THE BALANCE SHEET DATE

Dividend proposed to be distributed

(₹ in Crore)

Particulars	As at 31.03.2020	As at 31.03.2019 (Note 1)
Dividend Proposed for Equity Shareholders	-	121.93
Dividend Tax	-	25.06
<b>Total</b>	<b>-</b>	<b>146.99</b>

Note 1 : ₹ 35 per share for FY 2018-2019

**54.** Company's operations were affected during March, 2020 due to lockdown announced on account of COVID -19 pandemic by State/ Central Government. The Company has considered the possible effects which may result from COVID -19 pandemic on the carrying value of its assets including inventories and receivables and expects to recover carrying amount of these assets in ordinary course of business. The Company is continuously monitoring any material changes in future economic conditions. Company has re-started its operations in compliance of guidelines dated 15<sup>th</sup> April, 2020 issued by Govt. of India after seeking necessary permissions and approvals and following social distancing, hygiene and other safety measures.

**55.** Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures (Form AOC-1-Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part - A Subsidiaries

Sr. No	Name of the Subsidiary Company	Reporting Currency	Share Capital*	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed Dividend	% of share-holding
1	Shree Global FZE	AED	2665.81	7.80	2708.99	35.38	2287.50	103.62	3.91	-	3.91	-	100%
2	Shree Enterprises Management Ltd.	AED	19.60	(0.17)	19.67	0.24	19.60	-	(0.10)	-	(0.10)	-	100%
3	Shree International Holding Ltd	AED	37.69	2246.51	2289.14	4.94	2289.00	-	(2.25)	-	(2.25)	-	100%
4	Union Cement Company PJSC	AED	1374.16	608.59	2278.27	295.52	3.08	887.68	(19.04)	-	(19.04)	-	97.71%
5	Union Cement Norcem Company Limited L.L.C.	AED	5.13	30.09	48.13	12.91	-	121.25	21.98	-	21.98	-	60%
6	Raipur Handling and Infrastructure Private Limited	INR	2.55	34.85	39.52	2.12	0.06	3.79	1.50	0.18	1.32	-	100%

\* including Share Application Money Pending Allotment

Note - For converting the figures given in foreign currency appearing in the accounts of the subsidiary company into equivalent INR, following exchange rates are used.

Currency	Balance Sheet (Closing rate)
Arab Emirates Dirham (AED)- Indian Rupee	20.53

Part B of the Form AOC-1 is not applicable as there are no associate companies/joint ventures of the Company as on 31.03.2020.



**56.** Additional information, as required under Schedule III of the Companies Act, 2013 of Enterprises consolidated as Subsidiary/Associates/Joint Ventures

Name of the Company	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	₹ in Crore	As % of Consolidated Profit or (Loss)	₹ in Crore	As % of Consolidated Other Comprehensive Income	₹ in Crore	As % of Consolidated Total Comprehensive Income	₹ in Crore
<b>Parent</b>								
Shree Cement Limited	97.72%	12936.42	101.69%	1570.18	6.09%	12.94	90.13%	1583.12
<b>Subsidiaries - Indian</b>								
Raipur Handling and Infrastructure Private Limited	0.28%	37.40	0.09%	1.32	-	-	0.08%	1.32
<b>Subsidiaries - Foreign</b>								
Shree Global FZE	20.20%	2673.61	0.25%	3.91	-	-	0.22%	3.91
Shree Enterprises Management Ltd.	0.15%	19.43	(0.01%)	(0.10)	-	-	(0.01%)	(0.10)
Shree International Holding Ltd.	17.25%	2284.20	(0.15%)	(2.25)	-	-	(0.13%)	(2.25)
Union Cement Company PJSC	14.98%	1982.75	(1.23%)	(19.04)	0.24%	0.51	(1.06%)	(18.53)
Union Cement Norcem Company Limited L.L.C.	0.27%	35.22	1.42%	21.98	-	-	1.25%	21.98
Non-Controlling Interests in all Subsidiaries	0.52%	68.81	0.53%	8.21	2.67%	5.67	0.79%	13.88
Adjustment due to consolidation	(51.37%)	(6799.60)	(2.59%)	(40.15)	91.00%	193.35	8.73%	153.20
<b>TOTAL</b>	<b>100.00%</b>	<b>13238.24</b>	<b>100.00%</b>	<b>1544.06</b>	<b>100.00%</b>	<b>212.47</b>	<b>100.00%</b>	<b>1756.53</b>

**57.** Information as per the requirement of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

(₹ in Crore)

Sr No.	Particulars	As at 31.03.2020	As at 31.03.2019
(a)	(i) The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables	2.18	2.11
	(ii) The interest due on above	-	-
	The total of (i) & (ii)	2.18	2.11
(b)	The amount of interest paid by the buyer in terms of Section 16 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	-	-
(d)	The amounts of interest accrued and remaining unpaid at the end of accounting year	-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006	-	-

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

**58.** Previous year figures have been regrouped and rearranged wherever necessary.

**59.** Figures less than ₹ 50,000 have been shown at actual, wherever statutorily required to be disclosed, as the figures have been rounded off to the nearest crore.

Signature to Note 1 to 59

As per our report of even date  
For **Gupta & Dua**  
Chartered Accountants  
Firm's Registration No. 003849N

For and on behalf of the Board

<b>B. G. Bangur</b> Chairman DIN: 00244196 Place : Kolkata	<b>H. M. Bangur</b> Managing Director DIN: 00244329 Place : Kolkata	<b>Prashant Bangur</b> Joint Managing Director DIN: 00403621 Place : Kolkata	<b>P. N. Chhangani</b> Whole Time Director DIN: 08189579 Place: Ras, Distt. Pali (Raj.)
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**Mukesh Dua**  
Partner  
Membership No. 085323  
Place : New Delhi

<b>O. P. Setia</b> Independent Director DIN: 00244443 Place: New Delhi	<b>R. L. Gaggur</b> Independent Director DIN: 00066068 Place: Kolkata	<b>Shreekant Somany</b> Independent Director DIN: 00021423 Place: New Delhi	<b>Uma Ghurka</b> Independent Director DIN: 00351117 Place: Hyderabad
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<b>Dr. Y. K. Alagh</b> Independent Director DIN: 00244686 Place: Ahmedabad	<b>Nitin Desai</b> Independent Director DIN: 02895410 Place: New Delhi	<b>Sanjiv Krishnaji Shelgikar</b> Independent Director DIN: 00094311 Place: Mumbai
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<b>S S Khandelwal</b> Company Secretary Place: Beawar	<b>Subhash Jajoo</b> Chief Finance Officer Place : Kolkata
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Date : 8<sup>th</sup> May, 2020



## RATIO ANALYSIS

### FINANCIAL PERFORMANCE RATIOS

	2015-16	2016-17	2017-18	2018-19	2019-20
Raw Material Cost / Net Turnover (%)	11.48	10.71	10.20	10.02	8.73
Power & Fuel Cost / Net Turnover (%)	20.37	16.80	20.13	23.42	19.72
Freight / Net Turnover (%)	20.71	21.81	25.68	24.43	21.89
Manpower & Admin Cost / Net Turnover (%)	9.75	9.92	8.72	9.60	8.66
Finance Cost / Net Turnover (%)	1.37	1.51	1.38	2.11	2.41
Depreciation / Net Turnover (%)	15.01	14.13	9.15	11.87	14.28
Tax / Profit Before Tax (%)	2.82	12.52	24.24	10.35	19.90
Net Profit Margin (%)	20.73	15.58	14.08	8.11	13.19
Cash Profit / Net Turnover (%)	35.13	28.15	23.19	20.76	26.33
ROCE [PBIT / Avg. Capital Employed] (%)	20.47	17.85	16.83	9.82	14.34
Return on Net Worth (%)	22.85	16.75	16.47	9.61	11.77
Net Turnover / Average Capital Employed (%)	90.13	92.40	84.33	86.62	75.97
EBIDTA (With Other Income) / Net Turnover (%)	37.72	33.45	29.10	24.72	33.15
EBIDTA (Without Other Income) / Net Turnover (%)	25.52	29.24	25.15	22.63	30.87
Earnings Per Share (₹)	328.13	384.39	397.33	273.00	445.08
Cash Earning Per Share (₹)	556.02	694.45	654.47	698.54	888.58

### BALANCE SHEET RATIOS

	2015-16	2016-17	2017-18	2018-19	2019-20
Debt Equity Ratio (Times)	0.11	0.07	0.26	0.26	0.20
Debtors Turnover (Days)	16.39	14.23	17.05	22.81	25.40
Inventory Turnover (Days)	40.66	55.83	58.24	49.48	43.78
Current Ratio (Times)	1.56	1.65	1.92	2.01	2.13
Quick Ratio (Times)	0.86	0.99	1.39	1.21	1.69
Interest Coverage Ratio (Times)	27.45	22.21	21.16	11.73	13.77
Book Value Per Share (₹)	1,965.00	2,209.75	2,553.83	2,754.92	3,585.41

**Note:** Figures for the Financial Year 2015-16 (being 9 months period) have been annualized wherever necessary.

## CORPORATE INFORMATION

### Board of Directors

Shri B. G. Bangur	- Chairman
Shri H. M. Bangur	- Managing Director
Shri Prashant Bangur	- Joint Managing Director
Shri P. N. Chhangani	- Whole Time Director
Shri R. L. Gaggar	
Shri O. P. Setia	
Shri Shreekant Somany	
Dr. Y. K. Alagh	
Shri Nitin Desai	
Ms. Uma Ghurka	
Shri Sanjiv Krishnaji Shelgikar	

### Senior Executives

Shri Diwakar Payal	- President (Marketing)
Shri Sanjay Mehta	- President (Commercial) and Chief Happiness Officer
Shri Kuldeep Verma	- Joint President (Marketing)
Shri K. C. Gandhi	- Joint President (Materials Management)
Shri Shrinath Savoor	- Joint President (Strategy)
Shri ArvindKhicha	- Joint President (Commercial)
Shri M. M. Rathi	- Senior Vice President (Power Plants)
Shri Vinay Saxena	- Senior Vice President (Operations)
Shri R. K. Agarwal	- Senior Vice President (Projects)
Shri Narip Bajwa	- Senior Vice President (Marketing)
Shri Himanshu Dewan	- Senior Vice President (Marketing)
Shri Sharad Rajvanshi	- Vice President (Marketing)
Shri K. K. Jain	- Vice President (Accounts & Contract Cell)
Shri R. N. Dani	- Vice President (Costing & MIS)
Shri Sanjay Jain	- Vice President (Operations)
Shri Satish Chander	- Vice President (Operations)
Shri A. K. Gupta	- Vice President (Project - Civil)
Shri P. K. Bhardwaj	- Vice President (P&A)
Shri Sanjay Singh	- Vice President (Marketing)
Shri Sanjay Kumar Sharma	- Vice President (P&A)
Shri S. K. Gupta	- Vice President (Project Accounts)
Shri Yogesh Mehta	- Vice President (Logistics)
Shri Kapil Chadha	- Advisor (Logistics)
Shri K.K. Talwar	- Joint Vice President (Marketing)
Shri Anil Kaushik	- Joint Vice President (Marketing)
Shri Arun Kumar Sinha	- Joint Vice President (Marketing)
Shri K. L. Mahajan	- Joint Vice President (Operations)
Shri Rajesh Kumar Vijay	- Joint Vice President (Operations)
Shri Rajesh Sharma	- Joint Vice President (Commercial)
Shri Manoranjan Kumar	- Chief Information Officer (IT & ERP)

### Company Secretary

Shri S. S. Khandelwal

### Chief Finance Officer

Shri Subhash Jajoo

### Bankers

Axis Bank Ltd.  
HDFC Bank Ltd.  
State Bank of India  
ICICI Bank Ltd.  
J P Morgan Chase Bank N.A.  
MUFG Bank Ltd.  
Standard Chartered Bank  
DBS Bank India Ltd.  
BNP Paribas  
Sumitomo Mitsui Banking Corporation  
HSBC Bank

### Statutory Auditors

M/s. Gupta & Dua, New Delhi

### Secretarial Auditors

M/s. P. Pincha & Associates, Jaipur

### Cost Auditors

M/s. K.G. Goyal & Associates, Jaipur

### Internal Auditors

M/s. P. K. Ajmera & Co., Ahmedabad

### Registered Office

Bangur Nagar, Beawar-305 901,  
Distt. Ajmer, Rajasthan  
Phone: +91-1462-228101-06  
Fax: +91-1462-228117/19  
Toll free no.: 1800 180 6003-04  
website: www.shreecement.com  
email: sclbwr@shreecement.com

### Corporate Office

21, Strand Road, Kolkata-700 001  
Phone: +91-33-22309601-05  
Fax: +91-33-22434226  
email: sclcal@shreecement.com

### Mumbai Office

Unit No. 1110A, 11<sup>th</sup> Floor,  
"C" Wing, One BKC Building,  
Plot No. C-66, G-Block, BKC,  
Bandra (East), Near MCA Club,  
Mumbai - 400051  
Phone: +91-22-26523455/57  
email: gandhikc@shreecement.com



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[www.shreecement.com](http://www.shreecement.com)

CIN No. L26943RJ1979PLC001935



## SHREE CEMENT LIMITED

**Registered Office:** Bangur Nagar, Beawar-305 901, District: Ajmer (Rajasthan)

**Phone:** EPABX +91-1462-228101-6 **Fax:** +91-1462-228117/119

**E-Mail:** shreebwr@shreecement.com **Website:** www.shreecement.com

**CIN:** L26943RJ1979PLC001935

## NOTICE

**NOTICE** is hereby given that the 41<sup>st</sup> Annual General Meeting ("AGM") of the Members of **SHREE CEMENT LIMITED** will be held on **Monday 6<sup>th</sup> July, 2020 at 2.00 p.m. Indian Standard Time ("IST")**, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

### Ordinary Business:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 110/- per Equity Share of the Company for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Shri Prashant Bangur (DIN: 00403621), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### Special Business:

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 5,00,000/- (Rupees Five Lac only)

plus taxes and reimbursement of out of pocket expenses incurred in connection with the audit payable to M/s. K. G. Goyal and Associates, Cost Accountants (Firm Registration No. 000024) who have been appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2021, be and is hereby ratified."

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

**"RESOLVED THAT** pursuant to Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, Ms. Uma Ghurka (DIN: 00351117), who was appointed as an Additional Director of the Company with effect from 11<sup>th</sup> November, 2019 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 11<sup>th</sup> November, 2019."

6. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, Shri Sanjiv

Krishnaji Shelgikar (DIN: 00094311), whose first term of 5 years as Independent Director is ending on 4<sup>th</sup> August, 2020, be and is hereby re-appointed as an Independent Director of the Company, for a second term of 5 (five) consecutive years commencing from 5<sup>th</sup> August, 2020."

By order of the Board of Directors

Place: Beawar

Date: 1<sup>st</sup> June, 2020

**S. S. KHANDELWAL**

Company Secretary

(Membership No. F5421)

## NOTES:

**1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 ("MCA Circulars") and Securities and Exchange Board of India vide its circular dated 12<sup>th</sup> May, 2020 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 41<sup>st</sup> Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer point no. 15).**

2. National Securities Depository Limited ("NSDL") will be providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/

Authorization etc., authorizing their representative to attend the AGM through VC/OAVM to the Scrutinizer by e-mail through its registered e-mail address to [ppincha@gmail.com](mailto:ppincha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website i.e. [www.shreecement.com/pages/investor\\_center.php](http://www.shreecement.com/pages/investor_center.php), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL i.e. <https://www.evoting.nsdl.com>.

5. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

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

7. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination cum Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.

8. Explanatory Statements setting out the material facts concerning each item of Special Business to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under

Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the **Annexure - A** to this Notice.

9. (A) In terms of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the "IEPF Rules"), the Company has transferred the unpaid or unclaimed dividend declared up to the financial year 2011-12 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

(B) Members may claim refund of their dividend which has been transferred in IEPF from the IEPF Authority by following the procedure as

prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time).

(C) The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 9<sup>th</sup> August, 2019 (date of last Annual General Meeting) on the website of the Company and can be accessed through the link: <http://sclpro.shreecement.com/sec/>.

The said details have also been submitted to Ministry of Corporate Affairs and same can be accessed through the link: <http://iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>.

(D) The details of unpaid dividend and last date of transfer in the IEPF are given hereunder:-

Year	Type of Dividend	Dividend per Share (Rs.)	Date of declaration of Dividend	Dividend Amount unpaid as on 31.03.2020 (₹ Lac)	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2012-13	Interim	8	29.04.2013	10.63	04.06.2020
	Final	12	25.10.2013	15.73	30.11.2020
2013-14	First Interim	10	27.01.2014	16.27	04.03.2021
	Second Interim	12	25.08.2014	17.26	30.09.2021
2014-15	Interim	10	25.08.2014	14.39	30.09.2021
	Final	14	14.11.2015	19.19	20.12.2022
2015-16	First Interim	12	02.02.2016	15.77	10.03.2023
	Second Interim	12	10.03.2016	14.65	15.04.2023
2016-17	Interim	16	12.08.2016	20.29	17.09.2023
	One-Time Special Dividend	100	30.01.2017	116.49	07.03.2024
	Final	24	31.07.2017	29.87	07.09.2024
2017-18	Interim	20	11.01.2018	16.95	13.02.2025
	Final	30	30.07.2018	22.48	29.08.2025
2018-19	Interim	25	22.01.2019	20.85	25.02.2026
	Final	35	09.08.2019	24.63	11.09.2026
2019-20	Interim	110	14.02.2020	253.04	16.03.2027

The Members who have not yet claimed the dividend are requested to approach to the Company for dividend payment.

(E) Members are requested to note that pursuant to the provisions of the Companies Act, 2013, Listing Regulations and the IEPF Rules, the Company is also required to transfer the shares to the IEPF

Suspense Account in respect of which dividends remained unpaid/ unclaimed for a period of seven consecutive years or more. In compliance with the said requirements, the Company has transferred shares which were liable to be transferred in favour of IEPF authority in the prescribed manner. Such shares could be

claimed from IEPF authority by filing Form No.IEPF-5 in the prescribed manner. The details thereof are available on the website of the Company and can also be accessed through the link: [https://www.shreecement.com/pages/shareholders\\_information.php](https://www.shreecement.com/pages/shareholders_information.php).

The said details have also been submitted to Ministry of Corporate Affairs and same can be accessed through the link: <http://www.iepf.gov.in/IEPFWebProject/SearchInvestorAction.do?method=gotoSearchInvestor>.

10. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services, direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent ("RTA") are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent MCA General Circular 20/2020 dated 5<sup>th</sup> May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode and same may be accessed upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in

securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited / Company.

13. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1<sup>st</sup> April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
14. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail address with the Company and Members holding shares in demat mode are requested to register their e-mail address with their respective Depository Participants (DPs). If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
15. Instructions for voting through electronic means (e-voting), joining the AGM & other instructions relating thereto are as under:

#### **15A. VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation

- 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- II. The Company has engaged the services of NSDL as the Agency to provide remote e-voting facility and e-voting during the AGM
  - III. The Board of Directors of the Company has appointed Shri Pradeep Pincha (Membership No. F5369) and falling him Shri Akshit Kumar Jangid (Membership No. A44537), Practicing Company Secretaries, as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting in a fair and transparent manner.
  - IV. Voting rights of the Members for voting through remote e-voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 29<sup>th</sup> June, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM.
  - V. The remote e-voting facility will be available during the following period:
    - a. Commencement of remote e-voting: 9.00 A.M. (IST) on Friday, 3<sup>rd</sup> July, 2020
    - b. End of remote e-voting: 5.00 P.M. (IST) on Sunday, 5<sup>th</sup> July, 2020
    - c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
  - VI. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
  - VII. The Members who have cast their vote by

remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

#### **IX. Process and manner for Remote e-voting:**

##### **A. Step 1: Log-in to NSDL e-voting system**

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. Internet Based Demat Account Statement (IDeAS), you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

iv. Your User ID details are as follows:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>User ID</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your Password details are as follows:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you (See point "c" below). Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
- c) How to retrieve your 'initial password'?
  - If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned below in this notice.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password : (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password: (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

**B. Step 2: Cast your vote electronically on NSDL e-voting system.**

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.



- ii. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- iii. Select "EVEN" of Shree Cement Ltd., to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- vi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**C. General Guidelines for shareholders**

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will

be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option(s) available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

In case of any grievances connected with facility for remote e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 022-24994545/1800-222-990.

D. In case you have not registered your e-mail address with the Company/Depository, please follow below instructions for registration of e-mail address for obtaining Annual Report and / or login details for e-voting:

Physical Holding	Visit the link: <a href="https://linkintime.co.in/emailreg/email_register.html">https://linkintime.co.in/emailreg/email_register.html</a> and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to Registrar & Share Transfer Agent (RTA) at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> .  On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
Demat Holding	Please contact your Depository Participant (DP) and register your e-mail address in your demat account as per the process advised by your DP.

**15B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:**

- I. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials

and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

II. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Further, an additional time of 15 minutes after the commencement of the meeting shall also be provided for joining the meeting.

III. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Pallavi Mhatre, Manager–NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in), Tel: 022-24994545.

IV. Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send an e-mail on [khandelwalss@shreecement.com](mailto:khandelwalss@shreecement.com) from 29<sup>th</sup> June, 2020 to 5<sup>th</sup> July, 2020 (up to 5:00 p.m. IST) along with their name, DP ID and Client ID/folio number, PAN and mobile number. The same will be replied by the Company suitably. Further, members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at [khandelwalss@shreecement.com](mailto:khandelwalss@shreecement.com) from 29<sup>th</sup> June, 2020 to

5<sup>th</sup> July, 2020 (upto 5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

16. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 6<sup>th</sup> July, 2020.

17. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

18. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website [www.shreecement.com](http://www.shreecement.com) and NSDL's website <https://www.evoting.nsdl.com>. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.

By order of the Board of Directors

**S. S. KHANDELWAL**

Company Secretary

(Membership No. F5421)

Place: Beawar

Date: 1<sup>st</sup> June, 2020

**ANNEXURE TO THE NOTICE DATED 1<sup>ST</sup> JUNE, 2020**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

The Board of Directors of Company on the recommendation of the Audit and Risk Management Committee had approved the appointment and remuneration of M/s. K. G. Goyal and Associates, Cost Accountants, Jaipur (Firm Registration No. 000024) to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2021.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing the resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2021 as approved by the Board of Directors.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the Members.

**Item No. 5**

Based on the recommendation of the Nomination cum Remuneration Committee, the Board of Directors of the Company had appointed Ms. Uma Ghurka (DIN: 00351117) as an Additional Director of the Company with effect from 11<sup>th</sup> November, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Uma Ghurka shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years.

Ms. Uma Ghurka graduated with a B.Tech degree in Electrical Engineering from IIT, Madras in 1975. She is a seasoned technocrat and a renowned entrepreneur. She is founder of Thermopads group, which is engaged in the area of flexible heating systems (thermal heating pads). With an over 40 years of experience in building and leading business, Ms. Uma Ghurka brings with her a rich repertoire of technical and business acumen. She has also been an active member of various professional, entrepreneurship and social organizations. Among several eminent positions held by her she has also been a Non-Executive Director in State Bank of Hyderabad.

She was also honored with "Best Woman entrepreneur of the year -1984" by the President of India.

The Company has received declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further, Company has received a notice in writing as per the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Uma Ghurka fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of draft letter of appointment as Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at <https://www.shreecement.com/pdf/letter-of-appointment19.pdf>.

The brief resume of Ms. Uma Ghurka, nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

Except Ms. Uma Ghurka and her relatives, none of the other Directors, Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval by the Members.

**Item No. 6**

Shri Sanjiv Krishnaji Shelgikar (DIN: 00094311) was appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years

w.e.f. 5<sup>th</sup> August, 2015 in terms with the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company at its meeting held on 8<sup>th</sup> May, 2020, based on the satisfactory performance evaluation and on the recommendation of the Nomination cum Remuneration Committee, have approved and recommended the re-appointment of Shri Sanjiv Krishnaji Shelgikar as Independent Director, for a second term of five consecutive years commencing from 5<sup>th</sup> August, 2020.

Shri Shelgikar is a veteran Chartered Accountant and practicing his profession since 1978. He has also contributed as special editor to the book "The Companies Act" written by A. Ramaiya. He has worked with Finance department of Videocon Group handling all local IPO's, International mobilization of debt and equity, global and local merger and acquisition, domestic and International Structured financial products for the Group's finances.

The Company has received declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and as per the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, Company has received a notice in writing as per the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Independent Director of the Company for second term.

In the opinion of the Board, Shri Sanjiv Krishnaji Shelgikar fulfils the conditions for appointment as

Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

The re-appointment of Shri Sanjiv Krishnaji Shelgikar as an Independent Director on the Board of the Company is necessary considering his experience in diverse fields, skills and active participation in the meetings of the Board/its committees on various vital matters which supports to the management while taking decisions on various affairs of the Company from time to time.

A copy of draft letter of appointment as an Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at <https://www.shreecement.com/pdf/letter-of-appointment19.pdf>.

The brief resume of Shri Sanjiv Krishnaji Shelgikar, nature of expertise in functional areas, disclosure of relationship with other Directors, Directorships and Memberships of Committees of the Board etc. as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice at **Annexure A**.

Except Shri Sanjiv Krishnaji Shelgikar and his relatives, none of the other Directors, Key Managerial Personnel of the Company are concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at item no. 6 of the Notice for approval by the Members.

By order of the Board of Directors

**S. S. KHANDELWAL**

Company Secretary

(Membership No. F5421)

Place: Beawar

Date: 1<sup>st</sup> June, 2020

## ANNEXURE A TO ITEM NOS. 3, 5 AND 6 OF THE NOTICE

SN	Nature of Information	Item No. 3 of Notice	Item No. 5 of Notice	Item No. 6 of Notice
1	Name	Shri Prashant Bangur	Ms. Uma Ghurka	Shri Sanjiv Krishnaji Shelgikar
2	Date of Birth / Age	22.6.1980 (39 Years)	15.1.1954 (66 Years)	7.4.1955 (65 Years)
3	Nationality	Indian	Indian	Indian
4	Date of First Appointment	23.8.2012	11.11.2019	5.8.2015
5	Qualification	B.Sc., M.B.A.	B.Tech (Electrical Engineering)	B. Com., Chartered Accountant
6	Experience and Nature of expertise in specific functional area	Business Planning and Corporate Management	Seasoned technocrat and a renowned entrepreneur	Finance and Taxation
7	Relationships between Directors / KMP inter-se	Son of Shri H. M. Bangur, Managing Director and grandson of Shri B. G. Bangur, Chairman.	-	-
8	Shareholding in the Company	3,89,750* Equity Shares	NIL	NIL
9	No. of Board meetings attended during the year	FY 2019-20 : 4 (Four)	FY 2019-20 : 1 (One)	FY 2019-20 : 4 (Four)
10	Directorship in other Companies	<ul style="list-style-type: none"> <li>- Khemka Properties Pvt. Ltd.</li> <li>- Ragini Properties Pvt Ltd.</li> <li>- Indian Chamber of Commerce, Kolkata</li> </ul>	<ul style="list-style-type: none"> <li>- Thermopads Private Limited</li> <li>- Thermo Polymers Private Limited</li> <li>- Thermosystems Private Limited</li> <li>- Thermo Cables Ltd.</li> <li>- Confederation of Women Entrepreneurs of India</li> </ul>	<ul style="list-style-type: none"> <li>- Joy Holdings Private Limited</li> <li>- Magrolia Leasing and Infotech Private Limited</li> <li>- Archangel Leasing and Infotach Private Limited</li> <li>- Yunus Mumbai Foundation</li> <li>- Slum Dwellers Development India Private Limited</li> <li>- Microcredit Initiative of Grameen</li> <li>- Taegutec India Private Limited</li> <li>- Goldcrest Infotech Solutions Private Limited</li> <li>- Black Swan Venture Capital Private Limited</li> <li>- Mobile Search Engine Private Limited</li> <li>- NRS Micro Systems Private Limited</li> </ul>

## ANNEXURE A TO ITEM NOS. 3, 5 AND 6 OF THE NOTICE

SN	Nature of Information	Item No. 3 of Notice	Item No. 5 of Notice	Item No. 6 of Notice
				- Shree Global FZE - Shree International Holding Limited
11	Chairmanship/Membership of Committee of Board of Directors of the Company	<b>Shree Cement Ltd.</b> - Business Operations Committee–Member - Share Transfer Committee–Member - Corporate Social and Business Responsibility Committee–Member	<b>Shree Cement Ltd.</b> - Corporate Social and Business Responsibility Committee–Member	<b>Shree Cement Ltd.</b> - Audit and Risk Management Committee–Member - Corporate Social and Business Responsibility Committee–Member
12	Chairmanship/Membership of Committee of Board of Directors of other Companies	NIL	NIL	NIL
13	Terms and conditions of appointment/re-appointment along with details of remuneration sought to be paid	As per approval accorded by Members vide AGM dated 31 <sup>st</sup> July, 2017	Ms. Uma Ghurka is Independent Director of the Company. Her remuneration comprises of Sitting Fee and Commission (As payable to Non-Executive Directors)	Shri Sanjiv Krishnaji Shelgikar is Independent Director of the Company. His remuneration comprises of Sitting fees and Commission (As payable to Non-Executive Directors)
14	Remuneration last drawn, if any	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report and Annexure–6 to the Board’s Report	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report and Annexure–6 to the Board’s Report	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report and Annexure–6 to the Board’s Report

\* Out of the 3,89,750 shares held by Shri Prashant Bangur, the beneficial Interest on 93,800 shares is held by the Shree Venkatesh Ayurvedic Aushdhalaya, Charitable Institution (Belonging to Promoters Group).