

Ref : Annual Report 2023

July 8, 2023

The National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. Code : PRSMJOHNSN	BSE Limited, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023. Code : 500338
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Sub. : Notice of the Annual General Meeting, Annual Report for the financial year 2022-23 and Secretarial Audit Report of Material Unlisted Subsidiary Company- Compliance under Regulation 24A, 30 & 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

Dear Sir,

Please refer to our letter dated July 6, 2023 intimating that the 31st Annual General Meeting ('AGM') of the Company will be held on Thursday, August 3, 2023 at 10.30 a.m. through Video Conference ('VC')/Other Audio-Visual Means ('OAVM'), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Pursuant to Regulation 30 and 34 of the SEBI LODR, please find enclosed the Annual Report of the Company for the financial year 2022-23 along with the Notice of 31st AGM (including e-voting and e-meeting instructions), being sent to the members of the Company through electronic means. The brief details of the business proposed to be transacted at the AGM are given in **Annexure- 'A'**.

In compliance with the applicable circulars issued by MCA and SEBI, the aforesaid documents being despatched electronically to those members whose email IDs are registered with the Company/KFin Technologies Limited ('Registrar & Transfer Agent of the Company')/Depository Participants/Depositories.

Copy of the above mentioned documents are available on the website of the Company at <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23.pdf>

Further, as per Regulation 24A of SEBI LODR, the Secretarial Audit Report of the material unlisted subsidiary company is annexed to the Boards' Report in the Annual Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,
for **PRISM JOHNSON LIMITED**

SHAILESH DHOLAKIA
Company Secretary &
Compliance Officer

Encl : As Above



Annexure A

Brief details of the Business proposed to be transacted at the AGM of the Company are as under :

Sr. No.	Details of Resolutions proposed at the AGM	Manner of approval
	Ordinary Business:	
1	To consider and adopt : a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon;	Ordinary Resolution Ordinary Resolution
2	To appoint a Director in place of Mr. Rajan Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment as Director.	Ordinary Resolution
3	To appoint a Director in place of Mr. Vivek Agnihotri (DIN : 02986266), who retires by rotation and being eligible, offers himself for re-appointment as Director.	Ordinary Resolution
4	Appointment of M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 31st Annual General Meeting ('AGM') till the conclusion of the thirty-sixth AGM of the Company.	Ordinary Resolution
	Special Business:	
5	Appointment of Mr. Anil Kulkarni as Director of the Company.	Ordinary Resolution
6	Appointment of Mr. Anil Kulkarni as Whole-time Director, designated as Executive Director & CEO (RMC).	Special Resolution
7	Ratification of remuneration of the Cost Auditors of the Company.	Ordinary Resolution
8	Private Placement of Non-convertible Debentures and/or other Debt Securities.	Special Resolution
9	Commission to Non-executive Directors.	Special Resolution

Thanking you,

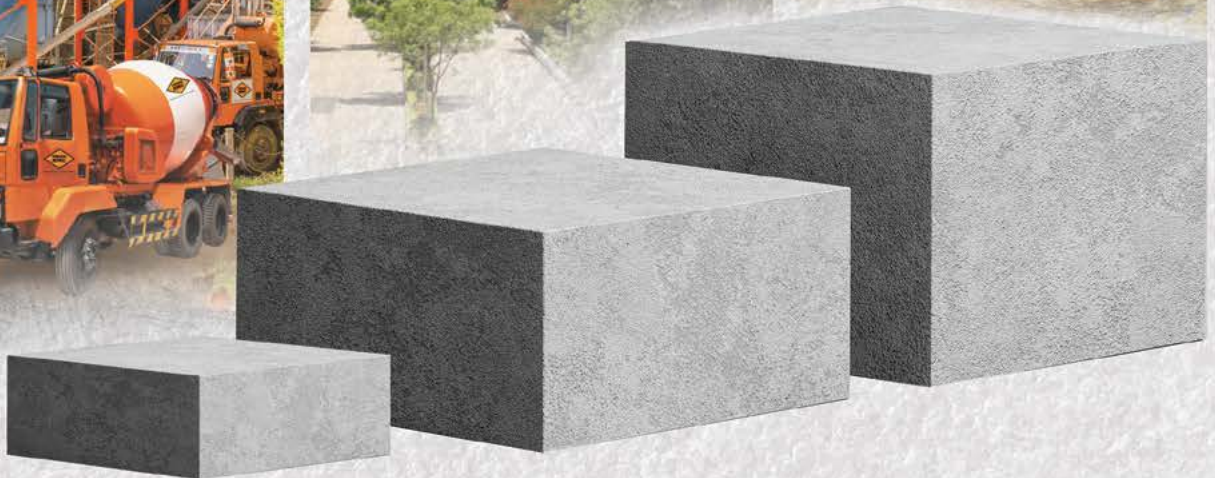
Yours faithfully,
for **PRISM JOHNSON LIMITED**

SHAILESH DHOLAKIA
Company Secretary &
Compliance Officer

Encl.: As above



Concrete Steps to the
FUTURE





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Disclaimer: This document contains statements about expected future events and financials of Prism Johnson Limited ('The Company'), 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 may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several 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 Discussion and Analysis section of this Annual Report.



Financial Statements



Notice

Standalone	135
Consolidated	206



Notice	287
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Investor Information

Market Capitalisation as at March 31, 2023	: ₹ 5,303 Crores
CIN	: L26942TG1992PLC014033
BSE Code	: 500338
NSE Symbol	: PRSMJOHNSN
Bloomberg Code	: PRSC:IN
AGM Date	: August 3, 2023
AGM Venue	: Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM')



For more investor-related information, please visit:

<https://www.prismjohnson.in/annual-reports/>



Concrete Steps to a Sustainable Future

Prism Johnson Limited ('Prism Johnson' or 'the Company') prides itself on its integrated capabilities in the building materials space and competencies that allow it to adapt and evolve to the ever-changing industry landscape. To achieve this, Prism Johnson has a comprehensive plan of action in place that involves enhancing its manufacturing capabilities, expanding capacity and leveraging technology to achieve greater efficiencies.

In order to enhance its manufacturing capabilities, the Company has invested in state-of-the-art equipment and processes.

Together these enable Prism Johnson to produce high-quality products at a competitive cost. Prism Johnson has also adopted lean manufacturing practices and invested in continuous improvement processes that aid the Company in eliminating waste

and improving efficiency. Further, the Company has undertaken specific projects to expand its production capacity and enhance capabilities.

The Company recognises the importance of leveraging technology to achieve greater efficiencies.

Prism Johnson continues to invest in cutting-edge technologies that help manage operations more effectively and efficiently.

As a building materials company, Prism Johnson's operations impact the environment and the surrounding communities. The Company's vision is to create sustainable value by meeting its customers' construction and lifestyle needs through innovative building materials and services. Its collective purpose is to foster growth and nurture strong infrastructural developments in the country, create a healthy and

safe working environment for the people, provide quality products and service offerings to customers and create shareholder value.

Prism Johnson is also committed to maintaining a strong balance sheet, healthy profitability, and efficient working capital while focussing on debt reduction. To this end, it has implemented several measures to improve its financial position,

including increasing sales volume and implementing several cost rationalisation measures.

The Company firmly believes that its determination and foresight will enable it to continue taking *concrete steps towards the future*, overcome challenges and achieve sustainable success. Prism Johnson remains committed to delivering consistent quality and innovative solutions to its customers and will continue to do so in the years to come.



Concrete Highlights of 2022-23



Financial



₹ 6,830 Crores
(+17.2%)

Revenue from Operations



₹ 107 Crores and 6 Days

Working Capital**



Prism Cement - ₹ 3,030 Crores
HRJ - ₹ 2,399 Crores
Prism RMC - ₹ 1,401 Crores

Revenue Split



0.8x

Net Debt to Equity



2.6x

Net Debt to EBITDA



₹ 445 Crores
(-27.6%)

EBITDA*



₹ 1,387 Crores
(-4.1%)

Net Worth



₹ (1.14)

Earnings Per Share



6.5%
(- 400 basis points)

EBITDA margin



-4.4%
(- 1,300 basis points)

ROE



₹ 1,320 Crores (+51.7%)

Contribution to the Ex-Chequer

All figures as on March 31, 2023
All financial data is Consolidated, excluding Raheja QBE General Insurance Company Limited ('RQBE')

* Earnings before Interest, Taxes, Depreciation & Amortisation
** Inventory Days + Debtor Days - Creditor Days

Prism Cement

5.92 mn tonnes (+13.5%)
Cement & Clinker Volume

₹ 3,030 Crores (+25.9%)
Revenue

₹ 445 (-37.2%)
EBITDA per Tonne

H & R Johnson (India)

55.8 mn m² (+5.2%)
Tiles Sales Volume

₹ 2,399 Crores (+8.0%)
Revenue

7.3% (-330 basis points)
EBITDA Margin

Prism RMC

3.8 mn m³ (+18.5%)
RMC Sales Volume

₹ 1,401 Crores (+17.0%)
Revenue

0.4% (-30 basis points)
EBITDA Margin



Operational



5.6 MTPA

Cement Production Capacity



~3,300

Cement Dealers



~61 mn m²

Tile Manufacturing Capacity (Own + Joint Ventures)



~5,300

Cement Retailers



~11 mn m³

Ready-Mixed Concrete Manufacturing Capacity



~1,300

HRJ[#] Dealers



20

HRJ Experience Centres



~8,000

HRJ Retailers

[#] H. & R. Johnson (India)

All information as on March 31, 2023





MD's Reflection on the Previous Year



“

Our resolute commitment to our core priorities, namely innovation, quality, and customer contentment, empowered us to make significant strides towards our strategic objectives.

”

Dear Stakeholders,

I am pleased to present Prism Johnson Limited's Annual Report for 2022-23, highlighting the Company's financial and operating performance. We remain steadfast in our commitment to sustainable and responsible business practices. Our Annual Report provides a comprehensive overview of our progress towards our strategic objectives. We hope this report will provide valuable insights into our operations, achievements and future direction.

Notwithstanding the unparalleled obstacles that marked the preceding year, we exhibited exceptional perseverance and flexibility. Our resolute commitment to our core priorities, namely innovation, quality, and customer contentment, empowered us to make significant strides towards our strategic objectives.

I am delighted to report that we remain one of the top three players in the ready-mixed concrete and tiles sector with a pan-India presence. Additionally, we continue to be a prominent cement player in Central India.

2022-23 Performance Review: Consolidated Financials (including RQBE)

Prism Johnson witnessed a 16.7% growth in consolidated revenue, reaching ₹ 7,361 Crores in 2022-23. This growth was led by strong growth across all divisions. However, the consolidated EBITDA margin declined by 340 basis points to 4.9%, mainly due to a sharp rise in power & fuel costs. Consolidated EBIDTA declined by 31.0% to ₹ 361 Crores, while the net loss after tax and non-controlling interest stood at ₹ 103 Crores.

During 2022-23, our Working Capital levels (cash conversion cycle) reduced considerably from 16 days in 2021-22 to 5 days while operating free cash flows (pre-capex and investments) grew by 6.6% to ₹ 493 Crores. Net Debt to EBITDA stood at 3.2x, as of March 31, 2023. Return On Capital Employed was clocked in at 0.6% for 2022-23.

Prism Cement: Prism Cement delivered strong revenue growth due to an increase in volume offtake and higher realisations. Prism Cement's revenue grew 25.9% to ₹ 3,030 Crores, while the share of premium products constituted 31% of the total cement sales volume. EBITDA per tonne declined to ₹ 445, largely due to an increase in power and fuel costs.

Prism RMC: Prism RMC reported revenue growth of 17.0% in 2022-23, led by 18.5% growth in volumes. Prism RMC achieved EBITDA of ₹ 5 Crores. During the year, the Division implemented several initiatives to optimise fleet and pump efficiency and reduce costs. This is likely to result in EBITDA margin expansion in the future.

HRJ: HRJ's revenue grew by 8.0% to ₹ 2,399 Crores, but EBITDA margin declined to 7.3% due to a steep rise in natural gas prices. HRJ reported EBITDA of ₹ 176 Crores. Tiles sales volumes grew by 5.2% to 55.8 mn m².

RQBE: The gross written premium for RQBE grew marginally to ₹ 396 Crores. RQBE reported a Net Loss after Tax of ₹ 91 Crores. RQBE remains well capitalised with a solvency ratio of 2.03x, as against the regulatory requirement of at least 1.5x. AUM for RQBE stood at ₹ 850 Crores as on March 31, 2023.

The year 2022-23 posed challenges to our profitability primarily due to a sharp rise in power and fuel costs. However, as we have observed some relief in fuel prices in the recent past, we remain optimistic that we can capitalise on our strengths and attain sustainable growth and profit in the future.



Strategic Focus Areas & Business Outlook

Over the next few years, the demand for construction materials is predicted to surge due to a confluence of factors, such as the Indian Government's capex push, rise in infrastructure needs, and an upswing in housing and commercial projects. With the unwavering backing of these sectors, the cement industry's demand prospects appear bright, and our Company is committed to capitalising on these opportunities and maximising growth in this domain. To increase profitability, we are continuously improving our portfolio by enhancing our premium product mix. This year, we introduced a premium cement brand called Champion All Weather. Our cement manufacturing capacity stands at 5.6 MTPA, aggregated from our two manufacturing units at Satna, Madhya Pradesh. To further bolster our manufacturing capabilities and meet the incremental demand, we have entered into supply agreements with three Grinding Units in Uttar Pradesh and Bihar, which have a combined capacity of 0.82 MTPA. In addition, we have made sustainability a key focus area for our Company and have implemented several initiatives to adopt sustainable practices and increase cost efficiencies.

Our HRJ Division continues to focus on aligning its product mix in line with the demand (increasing the share of glazed vitrified tiles in the tiles sales mix) and expand the distribution network to achieve strong revenue growth in future. We expanded our dealer network to around 1,300 dealers and have also opened 2 new Experience Centres in Bengaluru and Patna, renovated and relocated our

Experience Centre in Bhubaneswar to a better location, taking the total count of Experience Centres to 20. Our Company added 33 House of Johnsons during the year, taking the total count to 88. During 2022-23 one of our joint venture entities closed a ceramic tiles plant with a manufacturing capacity of 3.9 mn m² as the same had become economically unviable, while another joint venture entity increased tile manufacturing capacity by 1.2 mn m², thereby taking HRJ's total tile manufacturing capacity to ~61 mn m². Further, the greenfield tile capacity addition of 5.5 mn m² at Panagarh, West Bengal, is well on track to complete in the first half of 2023-24.

Prism RMC's core business is catering to the concrete requirements of metro cities and semi-urban areas, as well as infrastructure projects, which serves as a steadfast contributor to the prolific development of urban India. Prism RMC is a strong beneficiary of the growing demand for high-quality ready-mixed concrete in infrastructure sectors, including highways, metros, power plants, refineries, ports, and jetties. To cater to the strong demand for ready-mixed concrete, we would also be adding the majority of our new plants on a franchisee model.

Our Company remains committed to investing in innovation to meet our customers' evolving infrastructure and lifestyle needs. We are determined to harness the power of technology and develop the necessary capabilities at all levels of our organisation to deliver added value to our customers. Additionally, we will continue to pursue various initiatives to achieve cost competitiveness and ensure sustained profitability in the medium term.

Concrete Steps to a Sustainable Future

Being a building materials company, we acknowledge our impact on the environment and the communities we serve. Our Vision is to create sustainable value by meeting our customers' construction and lifestyle needs through innovative building materials and services. Our collective purpose is to foster growth and nurture strong infrastructural developments in the country, create a healthy and safe working environment for the people, provide quality product and service offerings to our customers and create shareholder value.

During the year under review, Prism Cement's Emissions Intensity declined from 650 kg CO₂ per tonne of cementitious material during 2021-22 to 626 kg. Further, ~32% of Prism Cement's total power requirement was met through green power and renewable sources during 2022-23. With an aim to increase this share further, we have announced our plan to invest in captive wind power.

We remain committed to promoting inclusive growth and this year we contributed ₹ 2.85 Crores as CSR to various community initiatives in areas surrounding our plants. Our objective is to further our contribution to activities in the several thematic pillars of our CSR programmes, namely Rural Infrastructure Development, Health and Hygiene, Promotion of Education, Environment & Water Conservation, Providing Potable Drinking Water, Disaster Management and Social Welfare.

Our talent management strategy revolves around the recruitment, development, and empowerment of competent professionals, guided by well-thought-out planning and initiatives that enable us to achieve our goals. Our aim is to cultivate a motivating workplace culture that values and rewards exceptional performance, and fosters an environment where teams can hone their abilities and fulfill their potential. Furthermore, we are committed to continually enhancing our safety protocols, making safety an integral aspect of everyone's daily life.

Acknowledgement

The unrelenting support of all our stakeholders has been instrumental in our Company's success, and I am grateful to the Board for their leadership, our employees for their collaborative efforts, and our customers and shareholders for their confidence in us. Our commitment to generating enduring value for all our stakeholders remains steadfast, and we will persevere to accomplish this objective. We appreciate your continued support as we navigate the evolving business landscape ahead.

Warm Regards,

Vijay Aggarwal
Managing Director



About Prism Johnson: Building A Concrete Foundation

Prism Johnson is a prominent building materials company in India, established in 1992. With over three decades of experience in the industry, Prism Johnson has played a significant role in contributing to the country's growth. The Company offers a comprehensive range of products and solutions that cater to the diverse building needs of the nation and promote inclusive development. Prism Johnson operates through three divisions, namely Cement ('Prism Cement'), H. & R. Johnson (India) ('HRJ'), and RMC (India) ('Prism RMC').

The Company is committed to providing sustainable, high-quality and innovative building materials, products and services that meet the needs of society. Prism Johnson believes that delivering exceptional customer experience is critical to building long-term partnerships. Therefore, the Company continuously tailors its products and solutions to meet customer requirements and ensure maximum satisfaction.



Our Founding Principles and Sustainable Vision



Vision

Creating sustainable value by meeting the construction and lifestyle needs of our customers through innovative building materials and services



Values:

1TASC



1

Team



T

Transparency



A

Accountability



S

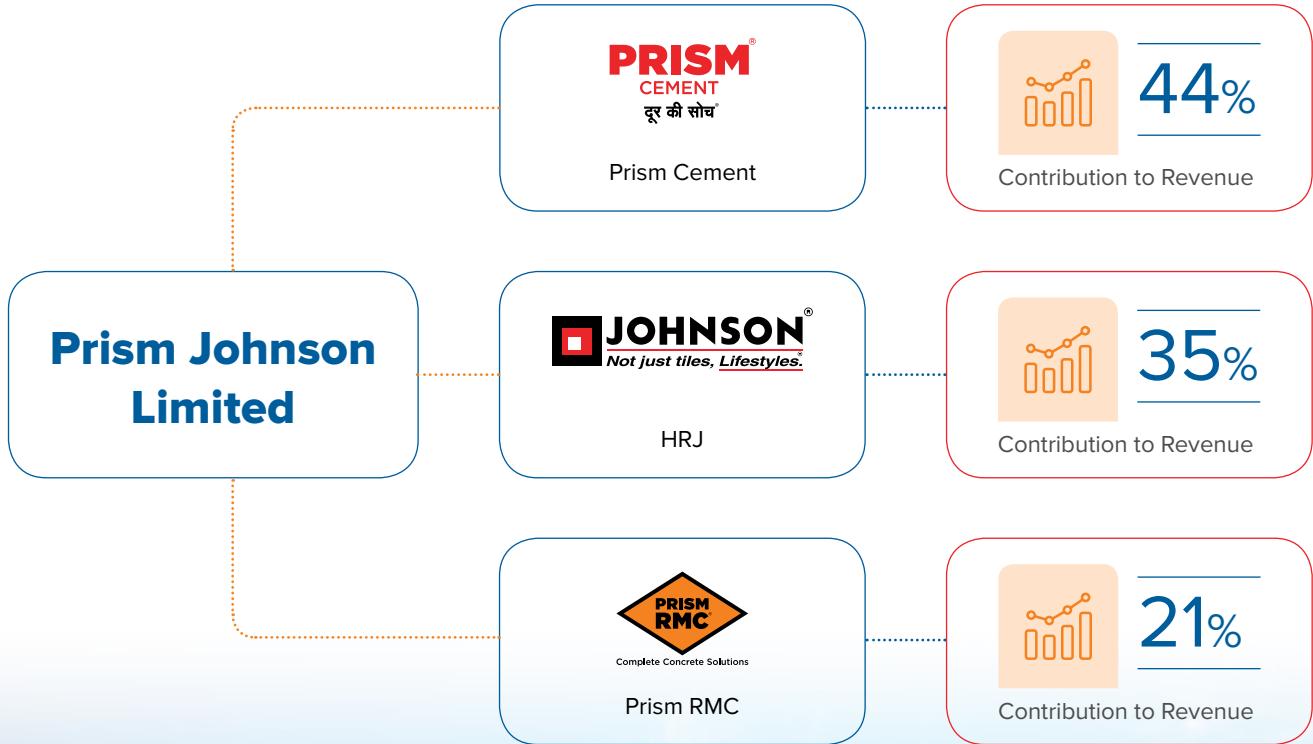
Speed



C

Changing with Time

Organisational Structure





Progressing with Concrete Steps

2015

Launched Duratech – a premium cement brand

2018

Changed the Company's name from Prism Cement Limited to Prism Johnson Limited

2019

Launched new sanitaryware and bath fittings product range under the brand name Johnson International; Commissioned 7.5 MW of solar plant at Satna, Madhya Pradesh

2020

Commissioned 10.0 MW of WHRS and 5.0 MW of solar power at Prism Cement Plant at Satna, Madhya Pradesh

2010

Amalgamated H. & R. Johnson (India) Limited and RMC Readymix (India) Private Limited into the Company
Commenced the second line of cement production with a capacity of 3.6 MTPA

2007

Incorporated Raheja QBE General Insurance Company Limited

1997

Commenced production of the first line of Cement (2 MTPA Capacity)

2021

Received NCLT approval for the Composite Scheme of Arrangement and Amalgamation amongst the Company and some of its wholly-owned subsidiaries; Commissioned 12.4 MW of WHRS and 10 MW of solar plant at Satna, Madhya Pradesh

2022

Launched Prism Champion All Weather Cement – a premium cement brand; Completed expansion of tile production capacity by 4.0 mn m² by joint venture entities; Established a new manufacturing facility for IPNR products at Dewas, Madhya Pradesh

2023

Completed expansion of tile production capacity by 1.2 mn m² by a joint venture entity

1995

Initial Public Offering

1994

Changed the Company's name to Prism Cement Limited

1993

Entered into a joint venture with FLSmidth to set up 2 MTPA cement plant

1992

Incorporated the Company as Karan Cement Limited



Concrete yet Diverse Product Portfolio



Prism Cement

Prism Cement offers a wide range of quality products, catering to various aspects of construction from foundation to finish. With a customer-centric approach, the Company provides top-notch products and offers value-added services to masons, contractors, and customers. As a testament to the Company's commitment to excellence, the Prism Cement team goes above and beyond by visiting construction sites. The idea is to provide technical assistance to ensure builders have the knowledge and tools to execute their projects flawlessly.

Prism Cement is a prominent cement player in the Satna cluster in central India, with an installed cement capacity of 5.6 MTPA. The Company enjoys a vast distribution network of around 3,300 dealers, over 5,300 retailers and over 160 stocking points across Uttar Pradesh, Madhya Pradesh, and Bihar.

Prism Cement prioritises high-quality products and consistency throughout its manufacturing process. Quality control is a top priority and is achieved through advanced technology in testing laboratories accredited by the National Accreditation Board for Calibration & Testing Laboratories (NABL). The Company deploys highly accurate quality monitoring equipment. It also has ISO certified systems and procedures in place to further enhance the credibility of the quality control process. Technical assistance and modern equipment from global cement technology leaders, such as FLSmidth & Co. A/S, Denmark, KHD Germany, Thyssen Krupp Germany, and Holtec Consulting India, are also utilised at Prism Cement's manufacturing facility in Satna, Madhya Pradesh.



Products



Champion

- ◆ Offers exceptional durability, long-term strength & gain, and can be used in any kind of structural application
- ◆ Multiple uses, including the construction of homes, roads, wells, dams, brickwork, and plastering



Champion Plus

- ◆ A high-end product known for its superior toughness, effectiveness, and dependability
- ◆ Reinforces the structure by making the concrete more dense, durable, and leak-proof
- ◆ Offers excellent strength and ensures superior quality, making it ideal for general construction



Champion Duratech

- ◆ An all-purpose premium cement that may be used in all types of RCC and prefabricated projects, including foundations, roof slabs, columns, terraces, and beams
- ◆ Provides enhanced ability to work
- ◆ Found to be effective over the long term
- ◆ Provides good alkali aggregate reaction resistance
- ◆ Comes with higher early strength
- ◆ Offers reduced conductivity and lower hydration heat



Champion All Weather

- ◆ A premium product that helps stop water ingress and makes the construction moisture and dampness resistant
- ◆ A water-repellent cement with high strength
- ◆ A product that provides resistance to seepage, cracks and rusting



H. & R. Johnson (India)

With 65 years of experience, the H. & R. Johnson (India) (HRJ) Division of Prism Johnson is a pioneer in ceramic tile manufacturing in India. HRJ is a leading provider of end-to-end lifestyle solutions and offers a wide range of products, including tiles, sanitaryware, bath fittings, engineered marble, and quartz. It has multiple strong brands, such as Johnson Tiles, Johnson Marbonite, Johnson Porselano, Johnson Endura, Johnson Bathrooms and Johnson Marble & Quartz. The bath fittings products at HRJ are manufactured

in two separate plants located in Baddi (Himachal Pradesh) and Samba (Jammu & Kashmir).

HRJ has an extensive distribution network of nearly 1,300 dealers and 20 large format Experience Centres across the country, making reaching out to customers nationwide easier. HRJ is known for its high-quality, design-led products, especially wall and floor tiles and remains committed to providing superior-quality products while ensuring complete customer satisfaction.

Products



Ceramic tiles suitable for a range of home interiors



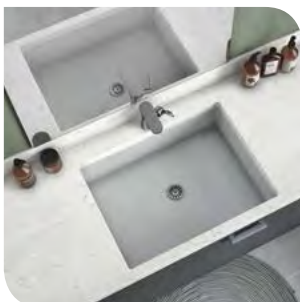
A versatile range of glazed porcelain tiles available in large, medium and small formats with a variety of surface finishes for varied applications



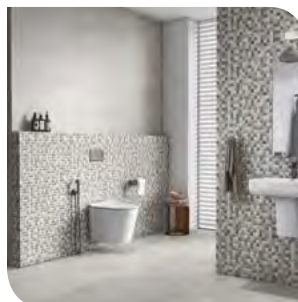
Wide range of unglazed vitrified tiles that captures the incomparable elegance and style of natural stones



Heavy-duty and special-purpose industrial tiles made for a variety of applications, including staircase solutions, swimming pool cladding, external wall covering, and 'Tactiles' for public spaces to help the visually challenged navigate



A range of engineered stones that captures the beauty of natural stone minus the limitations



A wide selection of modern sanitaryware, faucets and bathroom accessories





Prism RMC

Prism RMC is a prominent manufacturer of high-quality concrete products and solutions, catering to diverse customer needs. As an industry pioneer, the Company provides complete concrete solutions, innovative products, computerised production, and best quality. With its fleet

of transit mixers, Prism RMC offers exceptional services in the ready-mixed concrete industry. With 91 ready-mixed concrete plants operating across 44 cities/towns in India, Prism RMC is among the country's top three ready-mixed concrete manufacturers.

Products



Aquaresistcrete

A fundamental waterproofing solution utilised in sewage and water treatment plants, lift pits, swimming pools, water retention structures, and basement retaining walls



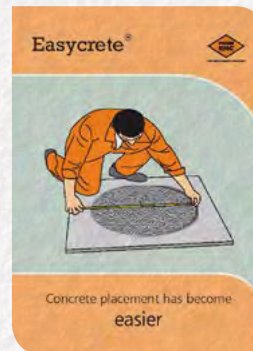
Coastcrete

Unique concrete made to endure the harsh coastal environment



Dycrete

Colourful concrete for treating building's structural features in a number of ways by architects which gives them the freedom to develop their ideas



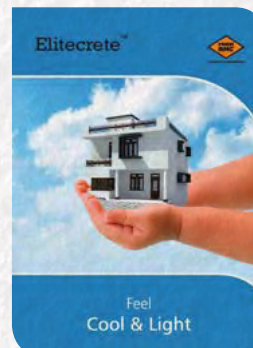
Easycrrete

Concrete with excellent resistance to segregation, no compaction, and the ability to freely spread and fill every crevice of the formwork



Prism Plast

High-quality plaster with an easy-to-use application that offers walls a smooth finish, making it simply better



Elitecrete

Composite material used to build partition walls, floor coverings, and insulation for electrical cables



Our Financial Performance: Creating Concrete Value for our Stakeholders

Prism Johnson is committed to creating value for all its stakeholders through environmentally and socially accountable practices, while maintaining a steadfast record of robust economic performance. Prism Johnson uses an optimum capital structure, and a judicious mix of debt and equity, to create value for its shareholders.

Key Focus Areas:



Cost Optimisation:



Cost optimisation is one of the highest priorities for Prism Johnson. This is owing to the mounting pressure on margins arising from the escalation of input costs in the past 12-18 months, particularly power and fuel costs. The Company has been actively engaged in various energy-enhancing initiatives by implementing advanced technological systems, process optimisation, alternate options, and heightened productivity. To this end, it has further concentrated its efforts on diminishing fixed costs and has implemented numerous measures across its various divisions.

Driving Sales Volume:



The Company has undertaken multifarious approaches to boost sales volume. This encompasses a broad range of initiatives from expanding the distribution network and optimising the product mix to launching innovative new products tailored to meet the dynamic requirements of its customers. These endeavours are indicative of the Company's unwavering commitment to achieving sustained growth and market expansion. In line with its strategic objectives, Prism Johnson has devised plans to increase tile capacity to meet the surging demand for these products in the marketplace. The expansion of HRJ's production capacity is expected to positively impact sales performance, further reinforcing its market position and fortifying its competitive edge.



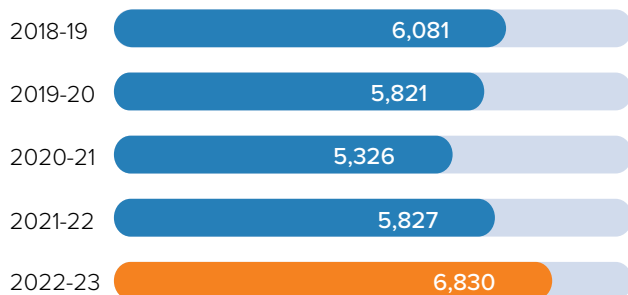


Numbers that make Prism Johnson Sustainable and Concrete

Key Financial Information

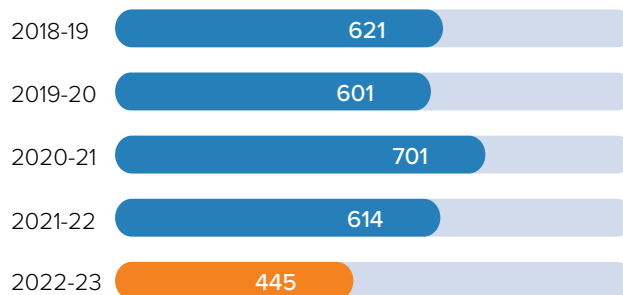
Revenue

(₹ Crores)



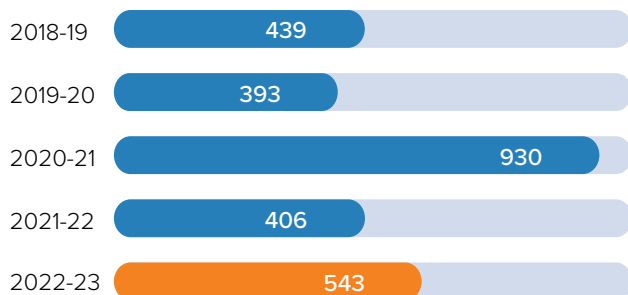
EBIDTA

(₹ Crores)



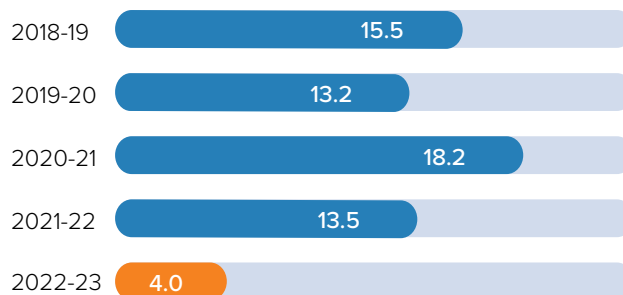
Operating Free Cash Flow*

(₹ Crores)



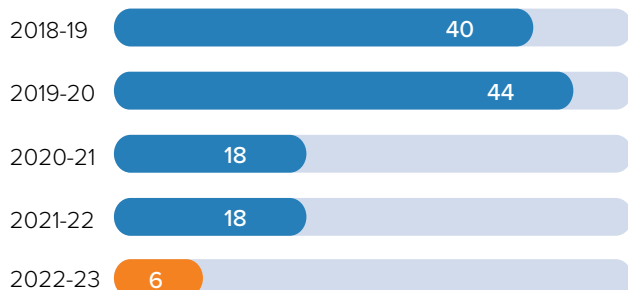
ROCE

(%)



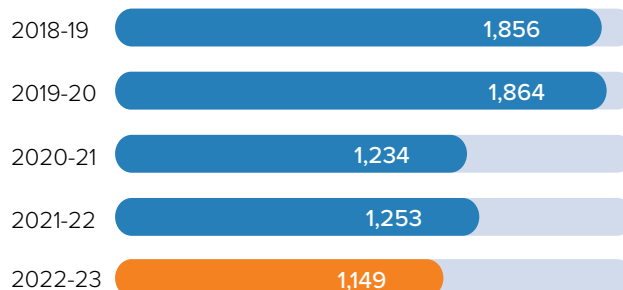
Working Capital

(Days)



Net Debt

(₹ Crores)



* Pre-Capex and Pre-Investments

All financial data is Consolidated, excluding Raheja QBE General Insurance Company Limited ('RQBE')



Sectoral Financial Bulletins



Cement

- ◆ Cement revenue grew 25.9% YoY to ₹ 3,030 Crores in 2022-23 led by cement & clinker sales volume growth of 13.5% to 5.92 mn tonnes and higher realisation YoY
- ◆ Share of premium cement increased from 29% in 2021-22 to 31% in 2022-23
- ◆ EBITDA per tonne declined 37.2% YoY to ₹ 445 in 2022-23 on account of higher costs; Power and fuel costs increased to ₹ 1,834 per tonne in 2022-23



HRJ

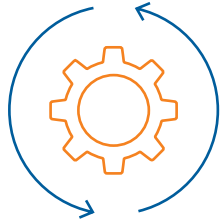
- ◆ Domestic tiles sales volume grew by 11.3% while exports sales volume declined by 45.3% during 2022-23
- ◆ Capacity utilisation remained stable at 69% in 2022-23
- ◆ Consolidated EBITDA margin for 2022-23 declined by 330 bps to 7.3%
- ◆ Revenue from sanitaryware & bath fittings grew by 14.4% to ₹ 282 Crores in 2022-23



RMC

- ◆ Revenue grew by 17.0% to ₹ 1,401 Crores in 2022-23 contributed by strong demand from the infrastructure sector
- ◆ EBITDA Margin declined by 30 bps to 0.4% led by a sharp increase in input costs



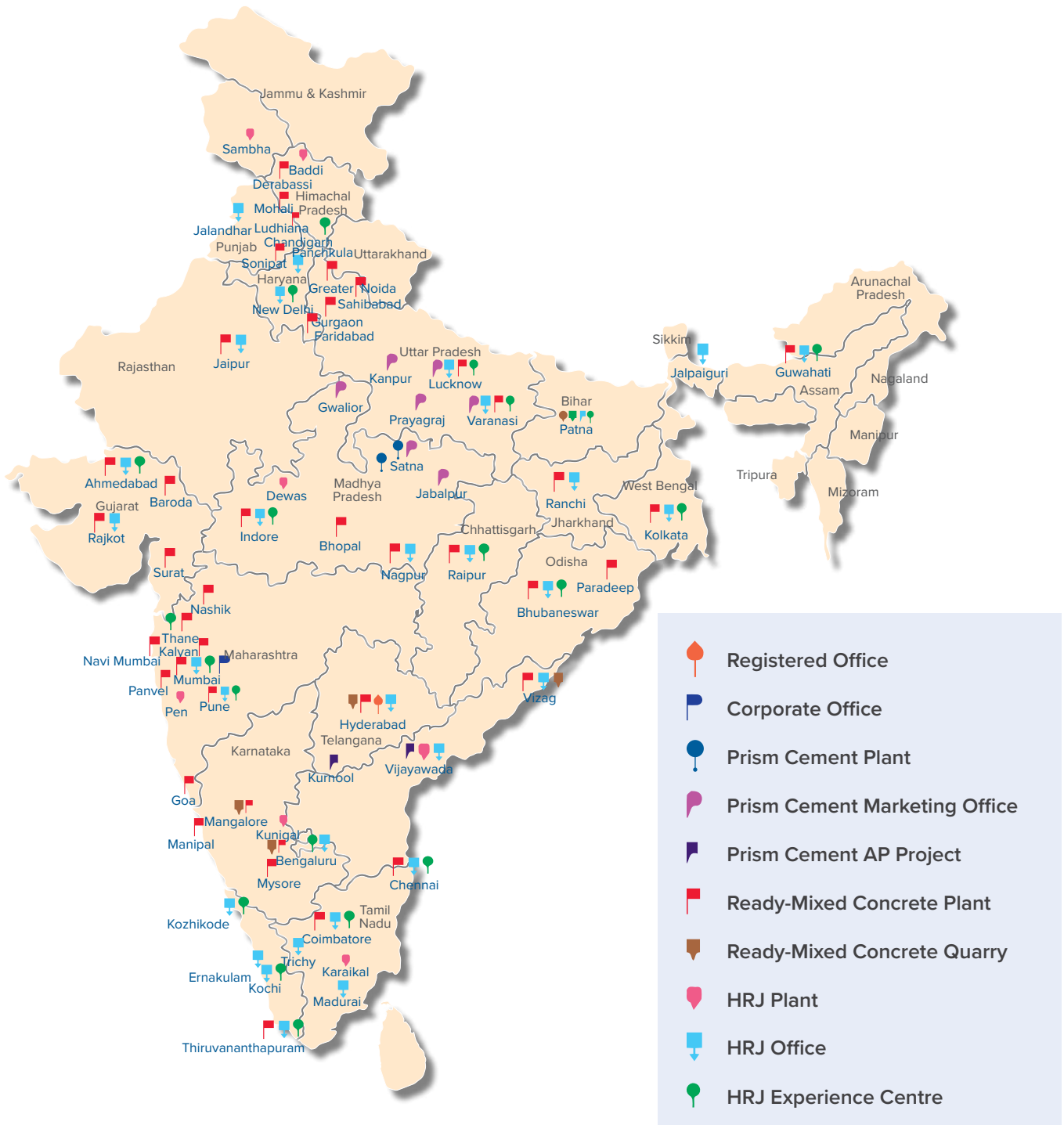


Our Manufacturing Presence

Prism Johnson's manufacturing assets encompass the Company's plants, along with other equipment and peripherals. Together these enable the smooth functioning of the Company's daily operations, facilitating the delivery of its products. Effective management of these assets has a significant impact on Prism Johnson's operational efficiency, profitability and overall success, thereby promoting sustained growth. Throughout the year, the Company consistently optimised the use of its existing facilities, executed planned expansion initiatives and invested in environment-friendly and sustainable technologies to enhance its production processes.



Prism Johnson's Geographical Reach



This map is a generalised illustration only for the ease of the reader to understand the locations, and is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.



Prism Cement



5.6 MTPA

Total Cement Manufacturing Capacity

Prism Cement is a prominent player in the Satna cluster in central India with a cement production capacity of 5.6 MTPA. Prism Cement's manufacturing facility at Satna, Madhya Pradesh, is equipped with state-of-the-art machinery and technical support from FLSmidth & Co A/S Denmark, KHD Germany, Thyssen Krupp Germany and Holtec Consulting India - the world leader in cement technology.

During the year, the Company entered into cement supply agreements with three grinding units with an aggregated capacity of 0.82 MTPA in the states of Uttar Pradesh and Bihar.



02

2 Manufacturing Plants at 1 Location

The Company has 22.4 MW of Waste Heat Recovery System (WHRS) and 22.5 MW of solar power capacity at its cement plant at Satna, Madhya Pradesh. In November 2022, Prism Johnson announced its plan to invest in a captive wind power project aggregating to 24 MW by September 2024.





H. & R. Johnson



61 mn m² per annum

Tile Manufacturing Capacity



10

Tile Manufacturing Plants (including Joint Ventures)



2

Faucet Manufacturing Plants



3.6 mn pieces per annum

Faucets Production Capacity

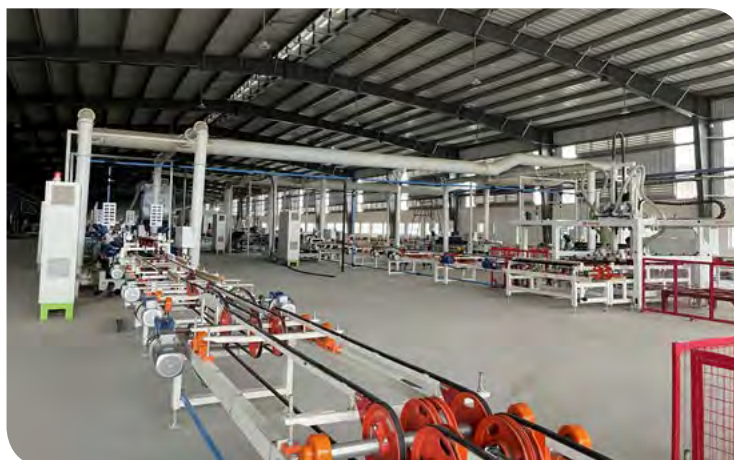


4.5 MW

Solar Power Capacity

HRJ, along with the joint ventures, has a tile manufacturing capacity of around 61 mn m² per annum spread across 10 manufacturing plants across the country as of 31 March 2023. HRJ's manufacturing facilities employ the best technologies from global tile manufacturing equipment companies. The Company's plants are ISO compliant with 9001 and 14001 certifications and OHSAS 18001 certification.

During 2022-23, Sanskar Ceramics Private Limited, a joint venture of the Company, engaged in the manufacture of ceramic wall tiles and vitrified tiles, at Morbi, Gujarat, installed a new kiln and increased its tile manufacturing capacity by 1.2 mn m². Further, the Company's greenfield tile production plant of 5.5 mn m² capacity at Panagarh, West Bengal, is expected to be commissioned in the first half of 2023-24.

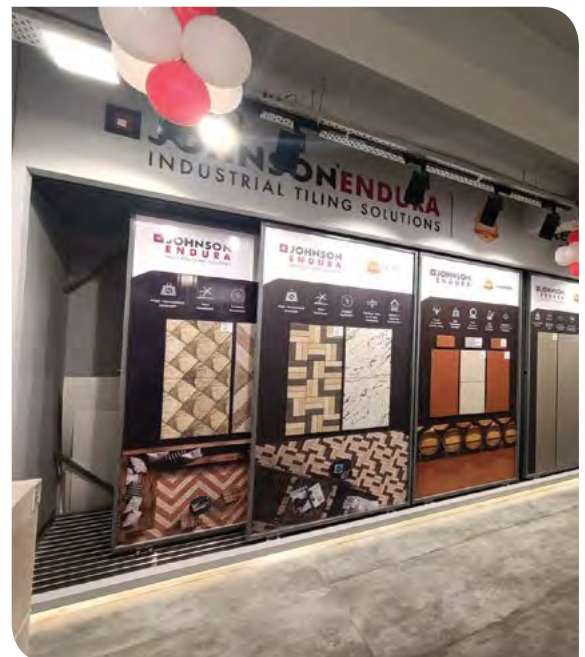


Further, during 2022-23, the Company set up a new manufacturing facility for Industrial Products & Natural Resources ('IPNR') products at Dewas, Madhya Pradesh, at the Company's tile manufacturing facility. Some of the key IPNR products that will be manufactured at Dewas include ceramic stains, ceramic filter disc, ceramic membrane, and antimicrobial compounds, among others. The primary rationale for setting up this manufacturing facility is to scale up the operations with respect to the aforesaid products given their growth potential. Besides Dewas, Madhya Pradesh, the Company also has small manufacturing capacities for IPNR products at its tile manufacturing plants in Pen, Maharashtra and Karaikal, Puducherry.



HRJ has a pan-India distribution network comprising around 1,300 dealers. It has 20 large format Experience Centres displaying HRJ's wide product range. During the year, the Company opened 2 new Experience Centres in Bengaluru and Patna, and also renovated and relocated its Experience Centre in Bhubaneswar to a better location within the city, taking the total count of Experience Centres to 20. The Company added 33 House of Johnsons (HoJ) during 2022-23 taking its total count of HoJs to 88.

The key focus areas for HRJ are to expand the distribution network and improve dealer productivity, as well as to execute capex plans in a timely manner without exceeding the budget.





Prism RMC



91

RMC Plants



44

Cities/Towns



03

Aggregates Quarries

Prism RMC operates 91 plants situated in 44 different cities/towns, and additionally operates three large quarries and crushers for producing aggregates. Prism RMC remains at the forefront by offering comprehensive concrete solutions and innovative products. It utilises computerised production and quality systems, and possesses a large number of transit mixers and pumps to enhance service quality. Further, Prism RMC employs GPS-connected delivery systems for tracking.

Prism RMC's production plants are provided with fully-equipped laboratories for conducting trials and

testing raw materials and finished products. Testing is required to ensure effective performance of the raw ingredients involved and to assess conformance to desired parameters of the concrete produced. With the help of three technical laboratories, certified by the National Accreditation Board for Testing and Calibration Laboratories (NABL), Prism RMC ensures strict adherence to quality. These are located in Mumbai, Dhumaspur (NCR) and Chennai.

Prism RMC is increasingly focussing on mega infrastructural projects, such as highways, power plants, refineries, ports and jetties, among others. The Company is gaining good traction in its mega business as Prism RMC runs several infrastructure projects that will be executed over the next 2-3 years. To cater to the strong demand for ready-mixed concrete in the next few years, the Company also plans to add majority of its new plants on a franchisee model.





Governance

The Company believes that upholding high standards of corporate governance is vital to achieving its business objectives, and to generate value and sustainable outcomes for shareholders, customers and communities. The Board is dedicated to upholding a robust governance framework and culture, with management setting the tone and continuously improving Prism Johnson's governance practices to align with relevant laws, regulations, corporate governance principles and community expectations. The Board believes in treating all stakeholders equitably to foster trust among them.

The Company endeavours to achieve exceptional corporate governance by promoting its values throughout all levels of the organisation. Prism Johnson operates on the values – 1TASC (One Team, Transparency, Accountability, Speed and Changing with Time) to achieve a common goal. 1TASC is adopted and implemented by everyone at Prism Johnson and provides a strong foundation for the Company's day-to-day operations.

The Company's commitment to good corporate governance is based on four pillars – accountability, transparency, independence and fairness. This is achieved by maintaining a simple and transparent corporate structure, promoting long-term interests of stakeholders, strengthening the Board and Management's accountability and maintaining public trust in the Company.



Policies Governing Business

The Board has established a set of corporate governance principles and related policies. These policies are subject to regular review and are revised periodically as necessary to reflect changes in the business environment, best practices, and regulatory obligations. Some of the key policies that govern the strategy and operations of the Company include:

- ◆ Archival Policy
- ◆ Board Diversity Policy
- ◆ Code for Prohibition of Insider Trading
- ◆ Code of Conduct
- ◆ CSR Policy
- ◆ Cyber Security Policy
- ◆ Dividend Distribution Policy
- ◆ Diversity & Inclusion Policy
- ◆ Environment Policy
- ◆ Human Rights Policy
- ◆ Occupational Health & Safety Policy
- ◆ Performance Evaluation Policy
- ◆ Policy for Determining Materiality for Disclosures
- ◆ Policy on Material Subsidiaries
- ◆ POSH Policy
- ◆ Practices and Procedures for Fair Disclosure of UPSI
- ◆ Related Party Transactions Policy
- ◆ Remuneration Policy
- ◆ Risk Management Policy
- ◆ Stakeholder Engagement Policy
- ◆ Tax Policy
- ◆ Whistle Blower Policy



Board Diversity

The Company acknowledges the importance and benefits of having a diverse set of directors on its board. The Company's commitment is guided by its Board Diversity Policy through which it aims to maintain a board that is diverse in terms of gender, age, cultural, regional, educational, industrial, and functional experiences and origins. The Company's Board has the right mix of skills, expertise and experience to steer the Company's business and strategy. The Board has an optimum combination of Executive and Non-executive Directors, including Independent Directors. The Board Diversity Policy and the composition of the board are periodically reviewed by the Nomination & Remuneration Committee.



Regulatory and Statutory Compliance

The Company is cognisant of the importance of adhering to all applicable economic, environmental, and social regulations. The Company has set up internal processes to ensure adherence to all applicable regulations in a transparent and time-bound manner.

The Company has a well-established compliance framework, which is supported by policies and Standard Operating Procedures (SOPs). During the reporting period, no material fines or non-monetary sanctions were levied on the Company, nor did it face any legal actions for violation of economic, environmental, or social regulations. Additionally, no legal actions were undertaken for anti-competitive behaviour.



Appreciating Prowess through Awards and Recognition



CNBC TV 18 India Risk Management Awards

Awards in the Category of **Masters of Risk Management - Capital Projects and Infrastructure** in Large Cap Segment



Prism Cement



Apex India Occupational Health & Safety Award 2022 – Gold Award



Apex India Green Leaf Award 2022 For Environment Excellence – Platinum Award



HRJ



Superbrands India 2023
Award to **Johnson Marble & Quartz Brand and Johnson Smart Tiles** (Consumer Superbrand)



Readers Digest
Most Trusted Brand



Superbrands India
2023 Award to **Johnson Endura Brand** (Business Superbrand)



Superbrands India
2023 Award to **Johnson Endura Brand** (Business Superbrand)



RMC (India)



Suraksha Puraskar from the **National Safety Council of India, Safety Awards** for its **Plant in Bhilwara, Rajasthan**



Sarovashreshtha Suraksha Puraskar from the **National Safety Council of India, Safety Awards** for the **Mumbai Coastal Road project**

Corporate Information

Board of Directors

Mr. Shobhan Thakore

Chairman & Independent Director

Mr. Rajan B. Raheja

Director

Mr. Akshay R. Raheja

Director

Mr. Vijay Aggarwal

Managing Director

Mr. Vivek K. Agnihotri

Executive Director & CEO (Cement)

Mr. Sarat Chandak

Executive Director & CEO (HRJ)

Ms. Ameeta A. Parpia

Independent Director

Dr. Raveendra Chittoor

Independent Director

Mr. Atul Desai

Executive Director & CEO (RMC)
(Up to August 28, 2022)

Registered Office

305, Laxmi Niwas Apartments, Ameerpet,
Hyderabad - 500 016

Corporate Office

'Rahejas', Main Avenue, 2nd Floor, V. P. Road,
Santacruz (West), Mumbai - 400 054

Registrar & Transfer Agent

KFin Technologies Limited, Selenium
Building, Tower B, Plot 31-32, Financial
District, Nanakramguda, Serilingampally,
Hyderabad - 500 032

Management Team

Mr. Anil Kulkarni

Chief Executive Officer (RMC)
(With effect from August 29, 2022)

Mr. Manish Bhatia

Chief Financial Officer

Mr. Rajnish Sacheti

Chief Legal Officer

Mr. Shailesh Dholakia

Company Secretary & Compliance Officer
(With effect from April 1, 2023)

Ms. Aneeta S. Kulkarni

Company Secretary & Compliance Officer
(Up to March 31, 2023)

Mr. Prabir K. Ray

Chief Human Resources Officer

Mr. Sanjeeva

Chief Commercial Officer

Ms. Nupur Agarwal

Chief Investor Relations Officer

Auditors

G. M. Kapadia & Co.

Bankers

Axis Bank Limited
Citibank N.A.
HDFC Bank Limited
ICICI Bank Limited
Indian Overseas Bank
Kotak Mahindra Bank Limited
RBL Bank Limited
Standard Chartered Bank
YES Bank Limited



MANAGEMENT DISCUSSION AND ANALYSIS



Economic Overview

The global economy grew at 3.4% in 2022 compared to a growth of 6.2% in 2021 according to the World Economic Outlook, released by the International Monetary Fund (IMF) in April 2023. This slowdown was primarily due to rising central bank rates as a result of high inflation, the impact of the Russia-Ukraine conflict, and sluggish economic activity in China due to a resurgence of Covid-19 pandemic. IMF forecasts the global growth to decline to 2.8% in 2023 and then rise again to 3.0% in 2024, dipping below the pre-Covid-19 pandemic historical average of 3.8% (for the period 2000-2019). IMF expects global inflation to decline in 2023 and 2024, from 8.7% in 2022 to 7.0% in 2023 and 4.9% in 2024. Global headline inflation peaked during the third quarter of 2022, according to IMF. The lower inflation estimates for 2023 are partly due to decline in international fuel and non-fuel commodity prices, as well as the cooling effects of monetary policy tightening. IMF expects the emerging and developing Asia to grow by 5.3% and 5.1% during 2023 and 2024, respectively.



As per the Economic Survey 2022-23 presented by the Finance Minister in January 2023, the Indian economy is estimated to have grown at 7.0% in 2022-23 (vs. 8.7% in 2021-22). This growth was mainly led by private consumption and increased Government focus on infrastructure development. India is now the fifth-largest economy in the world and was also the fastest growing major economy in the world during 2022-23. Economic growth in 2023-24 is likely to be in the range of 6.0% to 6.8%, as per the Economic Survey 2022-23. This is in line with IMF forecasts that peg the growth of Indian economy at 6.1% in 2023-24 and 6.8% in 2024-25, led by resilient domestic demand.



In 2022-23, elevated core inflation led the Reserve Bank of India (RBI) to maintain a tighter stance on the economy. RBI estimates headline inflation to be at 6.8% in 2022-23. However, RBI expects inflation to moderate in 2023-24 to 5.3%, but remain well above its 4% target.

The Government of India's budgeted estimate for capital expenditure outlay in 2022-23 increased by 35.4% from around ₹ 5.5 Lakh Crores in 2021-22 to an estimated ₹ 7.5 Lakh Crores for 2022-23. Further, the Union Budget of 2023-24 has allocated a substantial amount of approximately ₹ 10 Lakh Crores for the country's infrastructure development. This is likely to be a key growth driver for the Indian economy amid the current volatile macroeconomic conditions.

Industry Overview

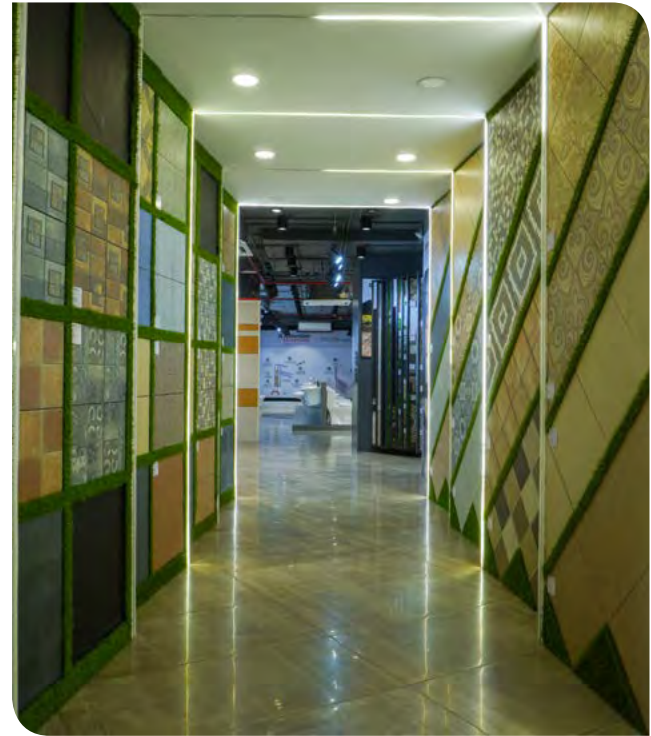
Cement

India is the second-largest producer of cement globally with an installed capacity of 577 MTPA. However, cement consumption is significantly lower than other countries on a per capita consumption basis. This indicates room for substantial growth in the medium-term.

During 2022-23, cement production in India rose by 10.6% to 394 mn tonnes, mainly due to an increase in demand from the infrastructure and real estate sectors. Care Ratings Limited expects the demand for cement to rise to 440-450 MT by 2024-25. This is backed by the Government's growing expenditure on infrastructure development, a surge in real estate demand, and an increase in private sector capital expenditure. Further, demand for cement in Central India is likely to be supported by the housing shortage and lower per capita consumption of cement, when compared to the other regions.

According to India Rating & Research, rural housing accounted for around 39-41% of the total demand for cement during 2022-23, while urban housing made up 25-27%, infrastructure comprised 22-23%, and the commercial & industrials sector contributed 10-11%.

During 2022-23, there was a significant rise in input costs, primarily power and fuel. This rise can be attributed to the significant increase in prices of coal and pet-coke. As a result, cement manufacturers encountered profitability pressures during this time period. Any potential increase in cement prices, or reduction in coal and pet-coke costs from the current levels, could aid cement companies in restoring their EBITDA margins.



Ceramic Tiles and Sanitary Ware

India is the second-largest producer of ceramic tiles globally, after China. The organised sector of the industry constitutes roughly 50%, with the remaining half being primarily made up of regional players situated at Morbi, Gujarat.

The tiles industry is likely to experience robust growth in the medium-term, mainly driven by an upsurge in demand from the real estate sector. Various Government policies and initiatives, such as 'Pradhan Mantri Awas Yojana' and 'Smart Cities', are contributing to strong demand in the housing sector. The demand for ceramic tiles is not just limited to new residential projects, but the increasing application of tiles in replacement and renovation projects is also driving the market growth. In addition to this, the rise in disposable incomes for the Indian consumers and their desire for larger living spaces or second homes and aesthetically pleasing interiors are further helping



the demand for tiles. Further, Indian consumers are becoming increasingly conscious of hygiene. Demand for products, such as germ-free tiles and hygiene-centric bath-ware is expected to pick up in the future.

Moreover, the growing preference for functional and feature-rich bathrooms is further driving the demand for sanitaryware. In recent years, the Indian Government and private initiatives, aimed at improving living standards and hygienic sanitation have made significant strides. Bolstered by these initiatives, India is rapidly evolving as a hub for sanitaryware manufacturing. Numerous domestic and international players are establishing manufacturing facilities across the country, taking advantage of the availability of raw materials and low labour costs.



Ready Mixed Concrete

The ready mixed concrete industry in India is still in a growing phase. The significant pick up in pace of infrastructure development by the Government of India and real estate activities by the private sector is expected to drive demand for ready-mixed concrete in the near-medium term. According to the Company's management, the Covid-19 pandemic significantly affected industry volumes in the years 2020-21 and 2021-22. However, the overall industry volume showed signs of recovery in 2022-23.

Due to a favourable shift in consumer attitudes, the demand for ready-mixed concrete is anticipated to grow more rapidly than the demand for concrete being mixed at the site. The use of ready mixed concrete is more convenient compared to traditional methods. Hence, it is increasingly being utilised in construction activities, thereby replacing conventional concrete. Not only does ready mixed concrete enhance the quality and strength of construction but also minimises overall construction time and pollution at construction sites.



Business Overview



Prism Cement is a prominent player in the Satna cluster in Central India, with an installed capacity of 5.6 MTPA. Its plant at Satna, Madhya Pradesh caters to the regions of Central and Eastern Uttar Pradesh, Madhya Pradesh and Bihar. In 2022-23, the lead distance was around 380 kilometres. Further, during 2022-23, the Cement Division entered into Supply Agreements with three Grinding Units for procurement of up to 0.82 MT of cement. The cement will be produced as per Prism Cement's quality and other specifications. This will help Prism Cement improve local availability of its cement in its strategic markets of Uttar Pradesh and Bihar.

The Company produces Portland Pozzolana Cement (PPC) under four separate brand names: 'Champion,' 'Champion Plus', 'Duratech', and 'Champion All Weather' as well as Ordinary Portland Cement (OPC). The 'Champion All Weather' brand has been recently launched in the premium category. It helps stop water ingress and makes the construction moisture & dampness resistant.

2022-23

Performance Overview



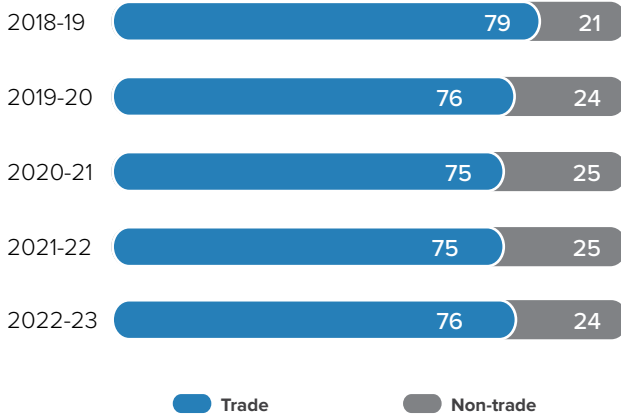
Cement & clinker volumes **grew by 13.5%**, from 5.22 MT in 2021-22 to **5.92 MT** in 2022-23

Premium products continued its growth trend and constituted **31%** of the total cement sales volume, compared to 29% during 2021-22

EBITDA per tonne declined from ₹ 709 in 2021-22 to **₹ 445** in 2022-23, primarily due to higher input costs



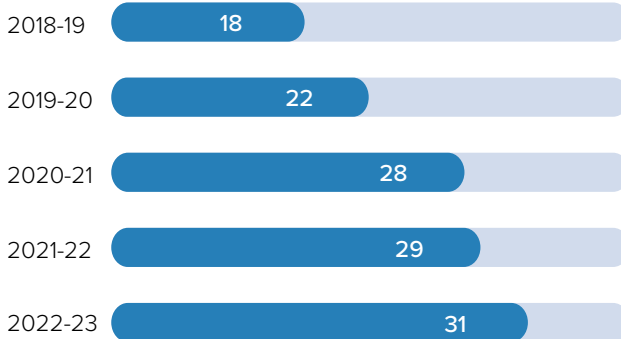
Cement Sales Mix Trade vs. Non-trade (%)



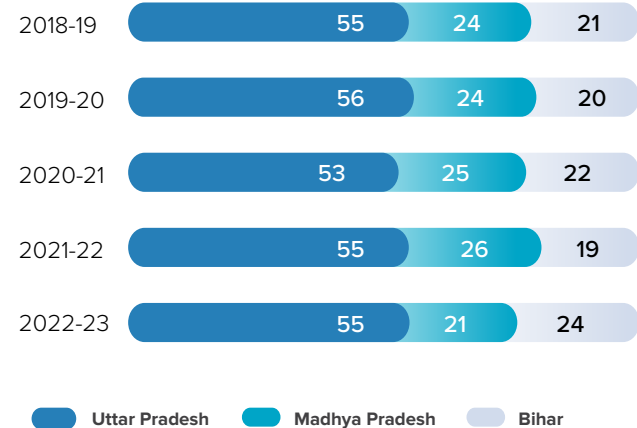
Cement & Clinker Sales Volume (mn Tonnes)



Share of Premium Product (%)



Regional Sales Break-up (%)



Particulars	2018-19	2019-20	2020-21	2021-22	2022-23
Revenue (₹ Crores)	2,773	2,584	2,586	2,408	3,030
EBITDA (₹ Crores)	523	509	560	370	264
EBITDA Margin (%)	18.9	19.7	21.7	15.4	8.7
EBITDA/MT (₹)	834	889	962	709	445



H. & R. Johnson (India) ('HRJ') has a rich legacy spanning 65 years. Currently, it is one of the leading providers of lifestyle solutions for tiles and bathroom products in India. HRJ Division has a strong distribution presence across the country. It offers a wide range of products, including tiles, bathroom fixtures mainly sanitaryware and faucets, and engineered marble and quartz. HRJ has 10 tile manufacturing plants (including joint ventures) with a total production capacity of 61 mn m². These plants are located throughout India. Further, it operates two faucet manufacturing plants with a total capacity of 3.6 mn pieces.

HRJ is well-known for offering high-quality, design-oriented wall and floor tiles. It has an extensive distribution network comprising approximately 1,300 dealers and 20 large-format Experience Centres. HRJ has made several product innovations and developments in recent years to further enhance its product range.

During the year, the Company set up a new manufacturing facility for Industrial Products & Natural Resources ('IPNR') products at Dewas, Madhya Pradesh. The facility was set up on existing land available at the Company's tile manufacturing facility. Some of the key IPNR products/innovations that are manufactured at Dewas include ceramic stains, ceramic filter disc, ceramic membrane and antimicrobial compounds, among others. In parallel, the Company scaled down its existing manufacturing capacity for IPNR products at Pen, Maharashtra. In addition to the above, the Company also has a small capacity for some of the IPNR products at its tile manufacturing plant at Karaikal, Puducherry.

During 2022-23, Small Johnson Floor Tiles Private Limited, a joint venture of the Company, closed its ceramic tiles manufacturing capacity of 3.9 mn m² per annum as it became economically unviable. This did not have any adverse impact on the sales of HRJ. The Company catered to the demand for ceramic tiles from its other plants and outsourcing arrangements. In February 2023, another joint venture of the Company, Sanskar Ceramics Private Limited, installed a new kiln and increased its tile production capacity by 1.2 mn m².

2022-23

Performance Overview



HRJ revenue **grew by 8.0%** from ₹ 2,221 Crores in 2021-22 to **₹ 2,399** Crores in 2022-23

Tiles sales volume **grew by 5.2%** YoY from 53.1 mn m² in 2021-22 to **55.8 mn m²** in 2022-23

Domestic tiles sales volume **grew by 11.3%**, while exports volume **declined by 45.3%** due to high sea freight cost and non-availability of containers

EBITDA margin **declined by 330** basis points, from 10.6% in 2021-22 to **7.3%** in 2022-23, mainly due to sharp increase in gas prices

Revenue from sanitaryware & bath fittings **grew by 14.4%** in 2022-23 to **₹ 282** Crores

Particulars	2018-19	2019-20	2020-21	2021-22	2022-23
Tiles Sales Volume (mn m ²)	47.1	44.8	48.6	53.1	55.8
Revenue (₹ Crores)	1,827	1,823	1,833	2,221	2,399
EBITDA (₹ Crores)	60	70	159	235	176
Margin (%)	3.3	3.8	8.7	10.6	7.3%



Complete Concrete Solutions

Prism RMC has a nationwide presence and ranks in the top three RMC players in India in volume terms. RMC operates a total of 91 plants across 44 cities/towns, along with three large quarries and crushers for manufacturing aggregates. Prism RMC has a focus on innovative products, technology-driven production processes, and quality systems, along with a large fleet of transit mixers and pumps. This approach positions the Company well to meet the growing demand for ready mixed concrete in the country. To ensure strict quality control, Prism RMC operates three technical labs that are certified by the National Accreditation Board for Testing and Calibration Laboratories (NABL).

2022-23

Performance Overview

Prism RMC's revenue **grew by 17.0%** YoY from **₹ 1,197** Crores in 2021-22 to **₹ 1,401** Crores in 2022-23

RMC volumes **grew by 18.5%** YoY to **3.8 mn m³**

EBITDA declined from ₹ 9 Crores in 2021-22 to **₹ 5** Crores in 2022-23 due to rise in input costs

Particulars	2018-19	2019-20	2020-21	2021-22	2022-23
Revenue (₹ Crores)	1,481	1,414	908	1,197	1,401
EBITDA (₹ Crores)	39	23	(18)	9	5
Margin (%)	2.6	1.6	(2.0)	0.7	0.4



Raheja QBE General Insurance Company Limited ('RQBE') is a joint venture between the Company and QBE Insurance, Australia's second-largest global insurer. RQBE specialises in providing a range of general insurance products, including health insurance, motor insurance, home insurance, and office insurance.

In May 2022, the Company's share sale and purchase agreement with Paytm Insuretech Private Limited to divest its entire holding in RQBE terminated automatically. This happened because the share sale and purchase transaction did not consummate within the time period envisaged by the parties. The Company continues to evaluate the future prospects of its investment in RQBE and will provide necessary updates in accordance with applicable law.

2022-23

Performance Overview

Gross written premium **grew by 1%** to **₹ 396** Crores

Net loss after tax of **₹ 91** Crores during 2022-23 vs. net loss of ₹ 96 Crores during 2021-22

Well-capitalised with a solvency ratio of **2.03x**, as against the regulatory requirement of at least 1.5x

AUM stood at **₹ 850** Crores as of March 31, 2023

Consolidated Financial Overview

During the year, Prism Johnson's revenues grew by 16.7% to ₹ 7,361 Crores led by strong growth in Prism Cement and Prism RMC Divisions. In the year, 2022-23 EBITDA declined by 31.0% to ₹ 361 Crores, mainly due to pressure on margins across all Divisions owing to a steep rise in input costs. EBITDA margin for the year 2022-23 stood at 4.9%.

Key Financial Ratios (Consolidated)

Key Financial Ratios	2021-22	2022-23	% Change Y-o-Y
Debtors' Turnover Ratio (Days)	36	34	(4.6%)
Inventory Turnover Ratio (x)	22.0	22.1	0.5%
Interest Coverage Ratio (x)	3.5	2.3	(32.5%)
Current Ratio (x)	0.9	0.8	(11.0%)
Net Debt Equity Ratio (x)	0.7	0.8	4.9%
Operating Profit Margin (%)	8.5	5.0	(41.5%)
Net Profit Margin (%)	0.7	(2.2)	N/M
Return on Net Worth (%)	2.8	(10.8)	N/M
Return on Capital Employed (%)	9.7	0.6	(93.8%)
Net Debt to EBITDA (x)	2.3	3.2	39.5%
FCF (Pre-Capex & Investments) (₹ Crores)	462	493	6.6%



Debtors' Turnover Ratio (Days)

Consolidated Debtors' Turnover Ratio improved by 4.6% from 36 days in 2021-22 to 34 days, primarily due to increased focus on improving collections by the Company.

Inventory Turnover Ratio (x)

Inventory Turnover Ratio increased marginally from 22.0x in 2021-22 to 22.1x due to increase in Net Sales and increase in average inventory during 2022-23.

Interest Coverage Ratio (x)

Consolidated Interest Coverage Ratio declined from 3.5x in 2021-22 to 2.3x in 2022-23 due to increase in EBITDA led by steep rise in input costs.

Current Ratio (x)

Current Ratio declined by 11.0% from 0.9x in 2021-22 to 0.8x in 2022-23, due to increase in current liabilities.

Debt Equity Ratio (x)

Consolidated Net Debt Equity Ratio increased from 0.7x in 2021-22 to 0.8x in 2022-23 despite decline in consolidated Net Debt from ₹ 1,186 Crores in 2021-22 to ₹ 1,141 Crores, due to decline in Equity from ₹ 1,596 Crores in 2021-22 to ₹ 1,463 Crores. During 2022-23, the Company repaid long-term debt to the tune of ₹ 268 Crores.

Operating Profit Margin (%)

Consolidated Operating Profit Margin decreased by 350 basis points during 2022-23, from 8.5% in 2021-22 to 5.0% due to impact of power and fuel costs across all Divisions.

Prism Cement's EBITDA per MT declined from ₹ 709 to ₹ 445, as power and fuel costs increased from ₹ 1,405 per tonne in 2021-22 to ₹ 1,834 per tonne. HRJ reported 330 basis points decline in EBITDA margin due to sharp increase in natural gas prices.

Net Profit Margin (%)

Net Profit Margin declined from 0.7% in 2021-22 to a Net Loss of (2.2%), as a result of decline in operating profit margin, as explained above.

Return on Net Worth (%)

Return on Net Worth declined from 2.8% in 2021-22 to (10.8%) due to decline in operating profit margin, as explained above.

Return on Capital Employed (%)

Return on Capital Employed decreased from 9.7% in 2021-22 to 0.6% in 2022-23 due to lower operating margin.

Net Debt to EBITDA (x)

Net Debt to EBITDA increased from 2.3x in 2021-22 to 3.2x, as the Company's EBITDA declined by 31.0% to ₹ 361 Crores.

FCF (Pre-Capex & Investments) (₹ Crores)

Operating Free Cash Flow (pre-capex and investments) grew by 6.6% to ₹ 493 Crores due to efficient working capital management.



Business Outlook

Prism Cement

The demand for cement is likely to benefit from growth in infrastructure and housing sectors in the medium-term. To cater to the growth requirements in the near-term, Prism Cement entered into supply agreements to procure 0.82 MTPA cement from three grinding units, located in the states of Uttar Pradesh and Bihar. This, along with the Company's cement plant at Satna, will help Prism Cement to meet the increase in demand over the next one to two years. Given the current economic environment, the Company has deferred its plan to implement a greenfield cement grinding unit of 2 MTPA in eastern Uttar Pradesh.

During 2022-23, the increase in input costs, particularly in fuel, pet-coke and coal prices, had an adverse effect on profitability margins. To counter this negative impact, Prism Cement prioritised cost optimisation efforts over the past year. Prism Cement identified various methods to reduce costs and enhance profitability. To implement these methods, a cross-functional team was formed under the close guidance of senior management. These include an increase in the usage of AFR, a dynamic mix of coal and pet-coke, increasing fly ash utilisation, gypsum cost reduction, and more. The impact of the same should be visible from next year onwards.

During the year, as part of its sustainability initiatives, Prism Johnson announced that it will acquire up to 45% of the total paid-up equity share capital of Renew Green (MPR Two) Private Limited for setting up a captive wind power project aggregating to 24 MW for supply to the cement plant of the Company at Satna, Madhya Pradesh. The wind power is expected to be commissioned by September 2024. This will also help Prism Cement to reduce its overall power cost and increase the utilisation of renewable energy for the cement plant in Satna.

HRJ

In the last few years, HRJ has implemented various initiatives, such as, boosting the proportion of GVT in its product range and extending its distribution channels to increase its market presence. The Company is committed to pursuing these initiatives to further enhance its market share. Moreover, at the plant level, HRJ has implemented a range of initiatives, such as reducing administrative expenses, replacing

inefficient kilns and presses to reduce fuel consumption, and enhance plant efficiency, among several others. These initiatives are likely to help the Division improve the overall profitability of the Division in the medium-term.

Moreover, taking into account the potential medium-term market growth, HRJ is set to raise its tile manufacturing capacity by 5.5 mn m². This will be done through greenfield expansion in Panagarh, West Bengal, which is expected to be completed in the first half of 2023-24. This will help HRJ in increasing its presence in the Eastern region and help gain market share.

Prism RMC

Prism RMC is poised to benefit from the anticipated demand recovery in the Real Estate and Infrastructure sectors in the medium-term. Prism RMC's business has gained momentum, as it has secured some more infrastructure projects that are scheduled for execution over the next two to three years, leading to revenue growth. In future, Prism RMC intends to expand its manufacturing operations by adopting the franchise model.

Opportunities and Threats

The demand for construction materials is likely to increase in the near to medium-term. This is due to various measures implemented by the Indian Government, as well as a surge in infrastructure, housing, and commercial projects.

However, Prism Johnson's business prospects are contingent on the prevailing economic conditions in India. Any decrease in demand could impact the Company's operations and financial results. The Company faces competition from several organised and unorganised players in the building materials sector.



Human Resources

Human resource management is crucial for the long-term success of any company. Prism Johnson's employees have played a pivotal role and are the driving force behind its continued success. The Company prioritises the welfare of its employees by fostering a safe and inclusive work environment through employee-centric policies and initiatives. As of March 31, 2023, the Company had an employee strength of 5,174.

The Company's Human Capital strategy is focussed on attracting and retaining the brightest talent, providing training and development to all employees to support their career progression and consistent employee engagement to ensure employee satisfaction.

Talent Attraction and Retention

The Company places a strong emphasis on the attraction and retention of a diverse and skilled workforce. The Company's efforts are guided by its robust recruitment policy, which is strictly based on the principle of meritocracy. The HR system is designed to leverage the talents of each employee, ensuring that they feel valued and supported to grow within the organisation. To foster well-being, the Company also provides numerous benefits including life insurance, health insurance, Group Personal Accident (GPA) insurance, disability and invalidity coverage, retirement provisions, childcare facilities and maternity leave.

Learning and Development

Learning and Development (L&D) initiatives play a crucial role in boosting employee productivity and performance. The Company's L&D team is responsible for creating the learning and training curriculum for all employees. The team formulates an annual training calendar for employees based on periodic needs assessments. The team also evaluates the effectiveness of these programmes through feedback surveys.

Performance Evaluation

The Company's performance evaluation process not only acknowledges and rewards high-performing individuals but also identifies opportunities for employees to advance their careers within the Company. Each year, all eligible employees undergo a performance evaluation based on predetermined Key Result Areas (KRAs).

Employee Engagement & Communication

The Company uses various communication platforms, such as Open Forums with the CEO and Executive Directors and Employee Connect Sessions with Business Leaders, to encourage open and healthy communication at the workplace. The Company also conducts employee engagement surveys on a regular basis. The Company leverages these surveys to redress concerns and formulate employee-centric policies that support the progression and well-being of all employees. The Company's efforts are clearly reflected in the upward trend of the engagement survey curve.

Health and Safety Initiatives

To ensure the effective implementation of its policies and management systems, the Company has instituted Safety Governance Committees across different business divisions. The committees convene on a regular basis to review safety performance and formulate corrective action plans.

The Company regularly conducts health and safety training sessions for its employees to promote awareness about safety policies and procedures. It undertakes a needs assessment to identify priority training topics and prepares an annual training calendar for the same.

The Company also conducts bi-annual reviews of routine and non-routine activities, analyses past incidents, and considers potential emergency scenarios. The plants also undergo annual inspections to review the functioning of tools, and machinery, among others.



Internal Control Systems

Internal Control Systems are one of the most important pillars of corporate governance. Prism Johnson Limited has a well-established and robust internal control framework that is commensurate with the size of its operations, geographical spread and changing risk complexity, which are impacted by varying internal and external factors.

Internal Control Systems comprising Policies and Standard Operating Procedures (SOPs) are designed to ensure sound management of the Company's operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information and compliance.

The Company has an independent and robust Internal Audit processes, which provides assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, SOPs, internal policies and regulatory requirements. During the year, such controls were tested, and no reportable material weaknesses in the design or operation were noticed. The Company has taken various safety and quality control measures at all its premises. In addition to the in-house management assurance team, the Company has also appointed external auditors to monitor the internal control systems efficiently.

A Risk-Based Internal Audit (RBIA) plan of internal audits provides audit assurance at the highest levels to the Audit Committee regarding the adequacy and effectiveness of internal controls. The Audit Committee of the Board reviews the annual internal audit plan. Significant audit observations from the independent internal audits are presented quarterly to the Audit Committee along with the status of management actions and the progress of the implementation of recommended remedial measures.











Risk Mitigation






The Company operates in a dynamic and challenging environment and is dedicated to actively managing its risk and achieving its objectives. To this end, the Company has developed a Risk Management Policy and has an established mechanism for updating the Board on risk assessments. The senior management has identified several key business risks, including those related to economic conditions and market position, production costs, compliance with applicable laws, environmental sustainability, information technology and talent management.

The risk horizon encompasses long-term strategic risks, medium-term risks, short-term risks as well as singular events. Risk analysis is conducted by considering the likelihood of the event and its impact on the business and financials to determine the mitigation plan.

The table below summarises the top enterprise-wide risks for the Company and their respective mitigation measures.

Risk	Risk Description	Mitigation Measures
 <p>Energy Cost & Availability Risk</p>	<p>Energy cost remains one of the major cost components for cement and tiles manufacturing.</p> <p>Escalation in energy cost, stressed supply and availability, and fluctuations remain major concerns.</p>	<p>Optimising energy consumption through process improvements and usage of green and alternate fuels.</p> <p>Safeguarding against the risk of energy price inflation as well as for supply and availability by diversifying sources and mix of fuel/energy and negotiating for suitable period of supply contracts. Regular tracking of coal prices on rupee per unit calorie basis, monthly tracking of fuel consumption and having six monthly rolling plan helps the Company schedule procurements in advance and take optimal decisions with respect to choice of fuel and timing of procurement.</p> <p>Increase use of waste-derived alternative fuels (hazardous and non-hazardous).</p> <p>Use of green energy, such as Waste Heat Recovery System (WHRS) and solar power to reduce dependency on grid. It is a low-cost source of energy and is environmental-friendly. Further, the Company has announced an investment in 24 MW of wind power.</p>
 <p>Digital Advancement</p>	<p>Digital technologies are changing the way companies operate while creating new opportunities to improve efficiencies, and enhance customer experience and employee involvement.</p> <p>Adoption of such technologies require top management initiative, employee commitment and cultural transformation.</p>	<p>The Company has formulated a comprehensive digital advancement roadmap across its business value chain, namely manufacturing, logistics and supply chain, commercial and customer relationship management, to enhance business efficiency, productivity, and achieve overall success.</p>

Risk	Risk Description	Mitigation Measures
 <p>Information Technology</p>	<p>This comprises risks related to Information Technology systems; data integrity and physical assets. Prism Johnson Limited deploys Information Technology systems, including Enterprise Resource Planning (ERP) to support its business processes. Risks could primarily arise from the unavailability of systems and/or loss or manipulation of information.</p>	<p>Prism Johnson uses SAP ERP to support its core business operations such as sales, logistics, procurement, finance and production. The Company assesses IT risks periodically and invests in strengthening its IT infrastructure to make it more reliable and resilient.</p>
 <p>Cyber Security Risk</p>	<p>Cyber security: As IT systems get increasingly interconnected and with the implementation of various digitalisation initiatives, cyber security has become a key concern for many companies.</p>	<p>Prism Johnson has implemented adequate processes and tools for data backup, data security to enforce detective and preventive controls. The Company has taken a risk-based approach to cyber security to ensure effective working practices for protecting the organisation. The Company also takes several initiatives and provides trainings for employee education to create awareness of cyber security risks.</p>
 <p>Raw Material Availability Risk</p>	<p>Non-availability of raw materials at economical cost could impact the overall profitability of the Company.</p>	<p>For its key raw materials, the Company looks at strategic sourcing options, evaluates alternate raw materials and maintains minimum reserve levels to ensure there is no or minimal disruption.</p>
 <p>Commodity Price Risk</p>	<p>Commodity risk is mainly concerned with unanticipated changes in price of various commodities including imported fuel such as coal and pet-coke, which affects the cost of production and impacts the Company's profitability.</p>	<p>Comparative analysis and regular tracking of commodity prices help the Company ascertain the trend, and hence, take the appropriate decisions.</p> <p>The impact of fuel price fluctuations on profit margins is mitigated by diversifying fuel mix and sources. The Company has taken initiatives to increase the use of waste derived alternative fuels. The Company's procurement decisions are based on the prevailing price trend and consumption plan.</p>
 <p>Economic Risk</p>	<p>Any moderation in economic activity would adversely affect the Real Estate and Infrastructure sector, thereby impacting demand for Company's products and its financial performance.</p>	<p>The Company devises business strategies keeping in mind the prevalent economic environment and tries to minimise the risks to the extent possible.</p>
 <p>Climate Change</p>	<p>Climate changes may lead to an increase in the frequency and severity of natural disasters and calamities.</p>	<p>The Company has adequate insurance coverage for all natural calamities.</p> <p>Additionally, necessary steps and preventive actions have been taken so as to ensure minimum damages in case of any unforeseen natural calamities. For instance, raising of boundary walls at flood prone operating sites, etc.</p>

Risk	Risk Description	Mitigation Measures
 Environment Risk	<p>This covers different spheres of the environment, encompassing emissions of air pollutants, consumption of water, generation and discharge of trade effluents, utilisation and storage of hazardous waste, noise generation, and utilisation of forest land and wild life areas, among others.</p> <p>The Company must also comply with the various Environmental Acts and regulations notified by the Ministry of Environment and Forests (MoEF).</p>	<p>The Company has devised a detailed sustainability strategy and execution roadmap to address the rising need for sustainable business practices.</p> <p>Along with regular monitoring and complying with the laid down Government norms and regulations, the Company has taken several measures and initiatives that directly help in ensuring good governance processes.</p>
 Credit Risk	<p>Payments from the existing clients can be delayed, which could hamper the Company's cash flow.</p>	<p>Prism Johnson continues to work towards an efficient working capital management with a high focus on debtors (timely collections) and it has a robust credit control policy.</p> <p>The Company has a diversified customer base spread across institutional and retail clients, which is also spread out geographically, which helps the Company mitigate the risk of concentration of credit exposure to any one type of customer.</p>
 Health and Safety	<p>Ensuring the health and safety of employees in the organisation</p>	<p>Necessary steps are taken to ensure 'Zero Harm' and to protect employees, contractors and third parties from injury, illness or fatalities, both on-site and off-site.</p> <p>Robust implementation of guidelines on 'Operating with and without Covid-19', handling of day-to-day operations and surge requirements (shutdown, maintenance, and more) along with a focus on personal behaviour while at work.</p>
 HR Risk	<p>The Company's operations may be hindered due to a lack of qualified personnel with the necessary skills to compete, innovate, expand and grow.</p>	<p>The Company's human capital is the most-valuable asset in its business. The Company focusses on developing a team of motivated individuals who are committed to working hard and succeeding in their fields. To improve performance, training and team-building activities are done on a regular basis.</p>
 Regulatory	<p>This risk relates to inadvertently violating the laws covering business conduct.</p> <p>The country's regulatory framework is ever-evolving and the risk of non-compliance and penalties may increase leading to reputational risks.</p>	<p>A comprehensive risk based compliance programme, involving inclusive training and adherence to the Code of Conduct, is institutionalised.</p> <p>The Company has a robust compliance framework and mechanism for policies, Standard Operating Procedures (SOPs) and advisories in relation to statutory compliance and litigation/ potential litigation.</p>

Cautionary Statement

The statements in the Management Discussion and Analysis section describing the Company's objectives, projections, estimates, and predictions may be considered forward-looking statements. All statements that address expectations or projections about the future, including, but not limited to, statements about the Company's strategy for growth, product development, market positioning, expenditures, and financial results, are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance, or achievements may, therefore, differ materially from those projected in such forward-looking statements. The Company assumes no responsibility to publicly amend, modify, or revise any forward-looking statement on the basis of any subsequent developments, information, or events.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Section A: General Disclosures

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the listed entity > L26942TG1992PLC014033
2. Name of the listed entity > Prism Johnson Limited
3. Year of incorporation > 1992
4. Registered office address > 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016
5. Corporate address > Rahejas, Main Avenue, 2nd Floor, V. P. Road, Santacruz (West), Mumbai - 400 054
6. E-mail > investor@prismjohnson.in
7. Telephone > +91-22-61042200
8. Website > <https://www.prismjohnson.in/>
9. Financial year for which reporting is being done > 2022-23
10. Name of the Stock Exchange(s) where shares are listed > BSE Limited and National Stock Exchange of India Limited
11. Paid-up capital > ₹ 503.36 Crores
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR Report > Ms. Nupur Agarwal
nupur.agarwal@prismjohnson.in
Tel: +91-22-61042200
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together) > Disclosures under this report pertaining to environmental, social and financial performance have been made on a standalone basis

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

	Description of main activity	Description of business activity	% of turnover of the entity
1.	Manufacturing	Manufacturing of clinker, portland cement, tiles and ready mixed concrete	90.9%

15. Products/services sold by the entity (accounting for 90% of the entity's turnover):

	Product/service	NIC code	% of total turnover contributed
1.	Portland cement & clinker	23942; 23941	44.8%
2.	Tiles	23939	28.0%
3.	Ready mixed concrete	23952	18.1%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	2 Cement plants (one location) 5 Tile plants 2 Bathroom fittings plants 91 Ready mixed concrete (RMC) plants 3 Aggregate crusher quarries	214	317
International	Nil	Nil	Nil

Note: The Company has operational control over 66 RMC plants (out of the total 91 RMC plants); the reporting boundary of Environmental and Social data does not include the plants that are not under the operational control of the Company.

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of states)	All states and union territories of the country
International (No. of countries)	31

b. What is the contribution of exports as a percentage of total turnover of the entity?

Exports constituted 0.83% of the Company's total standalone turnover in 2022-23.

c. A brief on types of customers.

The Company's customers mainly include, dealers, infrastructure companies, real estate firms, and individual homeowners, among others.

IV. Employees

18. Details as at the end of financial year

a. Employees and workers (including differently-abled):



Sr. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	3,785	3,575	94%	210	6%
2.	Other than permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	3,785	3,575	94%	210	6%
WORKERS						
4.	Permanent (F)	1,389	1,387	99%	2	1%
5.	Other than permanent (G)	4,705	4,552	97%	153	3%
6.	Total workers (F + G)	6,094	5,939	98%	155	2%

The Company has 185 individuals who are working on either retainer basis or third-party payroll, who have not been included in the above data.

b. Differently-abled employees and workers:

Sr. no.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY-ABLED EMPLOYEES						
1.	Permanent (D)	4	4	100%	0	0%
2.	Other than permanent (E)	-	-	-	-	-
3.	Total differently-abled employees (D + E)	4	4	100%	0	0%
DIFFERENTLY-ABLED WORKERS						
4.	Permanent (F)	2	2	100%	0	0%
5.	Other than permanent (G)	5	5	100%	0	0%
6.	Total differently-abled workers (F + G)	7	7	100%	0	0%

19. Participation/inclusion/representation of women

Particulars	Total (A)	No. and percentage of females	
		No. (B)	% (B/A)
 Board of Directors	8	1	12.5%
 Key Management Personnel*	3	1	33.3%

*Other than Board of Directors

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

Particulars	2022-23			2021-22			2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	27%	41%	28%	24%	35%	25%	22%	29%	23%
Permanent workers	5%	0%	5%	8%	0%	8%	9%	0%	9%

V. Holding, subsidiary and associate companies (including joint ventures)

21. (a) Name of the holding/subsidiary/associate companies/joint ventures:

Sr. no.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint ventures	% of shares held by listed entity	Does the entity indicated at Column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
1.	TBK Rangoli Tile Bath Kitchen Private Limited	Subsidiary	100%	Not applicable
2.	TBK Venkataramiah Tile Bath Kitchen Private Limited	Subsidiary	100%	Not applicable
3.	TBK Samiyaz Tile Bath Kitchen Private Limited	Subsidiary	100%	Not applicable
4.	H. & R. Johnson (India) TBK Limited	Subsidiary	100%	Not applicable
5.	RMC Readymix Porselano (India) Limited	Subsidiary	100%	Not applicable
6.	TBK Prathap Tile Bath Kitchen Private Limited	Subsidiary	98%	Not applicable
7.	Raheja QBE General Insurance Company Limited	Subsidiary	51%	Not applicable
8.	Sentini Cermica Private Limited	Joint venture	50%	Not applicable

Sr. no.	Name of the holding/subsidiary/associate companies/joint ventures (A)	Indicate whether holding/subsidiary/associate/joint ventures	% of shares held by listed entity	Does the entity indicated at Column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
9.	Spectrum Johnson Tiles Private Limited	Joint venture	50%	Not applicable
10.	Antique Marbonite Private Limited	Joint venture	50%	Not applicable
11.	Sanskar Ceramics Private Limited	Joint venture	50%	Not applicable
12.	Small Johnson Floor Tiles Private Limited	Joint venture	50%	Not applicable
13.	Coral Gold Tiles Private Limited	Joint venture	50%	Not applicable
14.	Ardex Endura (India) Private Limited	Joint venture	50%	Not applicable
15.	TBK Deepgiri Tile Bath Kitchen Private Limited	Joint venture	50%	Not applicable
16.	TBK Florance Ceramics Private Limited	Joint venture	50%	Not applicable
17.	CSE Solar Parks Satna Private Limited	Associate	27.95%	Not applicable
18.	Sunspring Solar Private Limited	Associate	27%	Not applicable



VI. CSR details





22.

- i. Whether CSR is applicable as per Section 135 of Companies Act, 2013: Yes
- ii. Turnover: ₹ 6,711.46 Crores in 2022-23
- iii. Net worth: ₹ 1,205.40 Crores in 2022-23

VII. Transparency and disclosures compliances

23. Complaints/grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct (“NGRBC”):


Stakeholder group from whom complaint is received	Grievance redressal mechanisms in place (Yes/No) (If yes, then provide web-link for grievance redressal policy) ¹	2022-23			2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
 Communities	Yes	Nil	Nil	Nil	Nil	Nil	Nil
 Investors (other than shareholder)	Yes	Nil	Nil	Nil	Nil	Nil	Nil





Stakeholder group from whom complaint is received	Grievance redressal mechanisms in place (Yes/No) (If yes, then provide web-link for grievance redressal policy) ¹	2022-23			2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
 Shareholder	Yes	Nil	Nil	Nil	Nil	Nil	Nil
 Employees and workers	Yes	Nil	Nil	Nil	1	1	POSH complaint ²
 Customers	Yes	Nil	Nil	Nil	Nil	Nil	Nil
 Value chain partner	Yes	Nil	Nil	Nil	Nil	Nil	Nil





- The grievance redressal mechanism forms part of the **Stakeholder Engagement Policy**, which is available on the Company's website at <https://www.prismjohnson.in/wp-content/uploads/2023/07/Stakeholder-Engagement-Policy.pdf>.
- The POSH complaint made in 2021-22 was resolved during 2022-23.






24. Overview of the entity's material responsible business conduct issues:






Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications as per the following format:


Sr. no.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications*)
1.	 Energy and GHG emissions	Risk & opportunity	<ul style="list-style-type: none"> Emissions from fossil fuels and production, the physical and transitional (including regulatory) impact of climate change, higher fuel costs and greater regulation 	<ul style="list-style-type: none"> Reliance on alternative fuels Integration of renewable energy Enhancing energy efficiency across operations Substitution by alternative low-carbon raw materials 	<ul style="list-style-type: none"> Reduction in operational costs and carbon emissions Potential increase in capital expenditure in the short-term Regulatory implications in terms of fines and penalties

Sr. no.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications*)
2.	 Air quality	Risk	<ul style="list-style-type: none"> Ensuring emissions are within permissible limits to prevent negative health impacts 	<ul style="list-style-type: none"> Regular air quality assessments by NABL-accredited laboratories 	<ul style="list-style-type: none"> Punitive measures from regulatory bodies for non-compliance
3	 Water conservation	Risk	<ul style="list-style-type: none"> Addressing water stress through judicious use of water 	<ul style="list-style-type: none"> Zero liquid discharge across three business divisions Implementation of water conservation measures including rainwater harvesting, and groundwater recharge, among others. 	<ul style="list-style-type: none"> Reduction in operational costs Punitive measures from regulatory bodies for non-compliance
4	 Waste management and circular economy	Risk & opportunity	<ul style="list-style-type: none"> Environmental impact of waste generated from the Company's operations 	<ul style="list-style-type: none"> Implementing the 4R (Reduce, Reuse, Recycle, and Recover) principles for effective utilisation of resources Safe disposal of waste through SPCB-authorized vendors Usage of waste from other industries as alternative fuel 	<ul style="list-style-type: none"> Reduction in operational costs Punitive measures from regulatory bodies for non-compliance
5	 Biodiversity	Risk	<ul style="list-style-type: none"> Negative impact on local habitats, ecological systems and biodiversity 	<ul style="list-style-type: none"> Undertaking green belt development programme and plantation drives Mine rehabilitation programmes Environmental impact assessments 	<ul style="list-style-type: none"> Punitive measures from regulatory bodies for non-compliance Reputational damage

Sr. no.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications*)
6	 <p>Transport and logistics</p>	Opportunity	<ul style="list-style-type: none"> Carbon footprint of the Company's transportation and logistics network 	<ul style="list-style-type: none"> Route optimisation through the adoption of technological interventions Fuel efficient vehicles 	<ul style="list-style-type: none"> Reduction in operational costs
7	 <p>Talent attraction and retention</p>	Risk	<ul style="list-style-type: none"> The significance of a diverse and skilled workforce that enables the Company to achieve its growth objectives 	<ul style="list-style-type: none"> Robust recruitment policy Skill development and training Performance based rewards and recognitions programme Employee benefits to foster employee well-being Employee engagement to gauge satisfaction and formulate employee-centric policies 	<ul style="list-style-type: none"> High employee turnover and reduced ability to attract talent Reduction in employee productivity Increased cost of hiring and training
8	 <p>Labour relations</p>	Risk	<ul style="list-style-type: none"> Resolving employee grievances through worker unions that could otherwise disrupt operations 	<ul style="list-style-type: none"> Active engagement with labour unions for grievance redressal 	<ul style="list-style-type: none"> Disruption in operations, which could impede daily operations and increase operational costs
9	 <p>Human rights</p>	Risk	<ul style="list-style-type: none"> Human right violations in the Company's value chain 	<ul style="list-style-type: none"> Human Rights policy Human rights assessment and due diligence framework 	<ul style="list-style-type: none"> Punitive measures from regulatory bodies for non-compliance Reputational damage High employee turnover and reduced ability to attract talent

Sr. no.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications*)
10	 Occupation health & safety	Risk	<ul style="list-style-type: none"> Prevention of work-related injuries and ill health through the provision of a safe and conducive work environment 	<ul style="list-style-type: none"> Occupational Health and Safety policy and management systems Safety training Safety risk assessment Performance management 	<ul style="list-style-type: none"> Reduced employee productivity Increase in operational costs Employee compensation
11	 Indirect economic impacts	Opportunity	<ul style="list-style-type: none"> Fostering economic growth in local communities 	<ul style="list-style-type: none"> Local procurement Hiring from local communities 	<ul style="list-style-type: none"> Positive impact on reputation and brand value
12	 Community engagement	Opportunity	<ul style="list-style-type: none"> Social licence to operate through community development initiatives 	<ul style="list-style-type: none"> Community development projects implemented through the Company's CSR framework Community need assessment 	<ul style="list-style-type: none"> Reduced risk of community unrest and disruption in operations Positive impact on reputation and brand value
13	 Value and ethics	Risk	<ul style="list-style-type: none"> Unethical behaviour and business practices could erode stakeholder trust 	<ul style="list-style-type: none"> Code of Conduct Whistle blower mechanism Training on ethical business practices 	<ul style="list-style-type: none"> Disciplinary and punitive measures by regulators Reputational damage and erosion of stakeholder trust
14	 Regulatory and statutory compliance	Risk	<ul style="list-style-type: none"> The Company is subject to numerous economic, environmental and social regulations 	<ul style="list-style-type: none"> Compliance management framework and SOPs 	<ul style="list-style-type: none"> Disciplinary and punitive measures by regulators Reputational damage and erosion of stakeholder trust Potential Increase in operational cost

Sr. no.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications*)
15	 <p>Supplier sustainability</p>	Risk	<ul style="list-style-type: none"> Environmental and social risks in the supply chain that could disrupt the Company's value chain 	<ul style="list-style-type: none"> Supplier code of conduct Supplier sustainability assessment framework 	<ul style="list-style-type: none"> Increase in operational costs due to disruption in the supply chain Reputational damage
16	 <p>Economic business performance</p>	Opportunity	<ul style="list-style-type: none"> Higher revenue growth and profitability will enable the Company to create value for stakeholders 	<ul style="list-style-type: none"> Robust business strategy to expand production capacity, grow sales and achieve deeper market penetration Cost rationalisation measures across Divisions 	<ul style="list-style-type: none"> Higher revenue generation with increased profit margins
17	 <p>Diversity and inclusion</p>	Opportunity	<ul style="list-style-type: none"> A diverse and skilled workforce that can bolster innovation 	<ul style="list-style-type: none"> Diversity and Inclusion policy Plan to increase the share of female professionals in mission-critical roles Pay parity, merit-based decision-making 	<ul style="list-style-type: none"> Higher talent attraction and retention Greater innovation
18	 <p>Innovation and sustainable products</p>	Opportunity	<ul style="list-style-type: none"> Increased stakeholder expectations with respect to environmental and social performance of the Company and impact of its products on customers and other stakeholders 	<ul style="list-style-type: none"> Accredited R&D facilities Adoption of new and sustainable technologies Expanding the share of greener products Green product certifications 	<ul style="list-style-type: none"> Reduction in operating expenses New and innovative product offerings that cater to customer demand Higher revenue generation with increased profit margins
19	 <p>Customer relations</p>	Opportunity	<ul style="list-style-type: none"> Customer retention and satisfaction is imperative for the long-term profitability of the Company's business 	<ul style="list-style-type: none"> Customer satisfaction surveys Customer grievance redressal mechanisms New and innovative product offerings 	<ul style="list-style-type: none"> Bolsters economic performance Higher revenue generation with increased profit margins

Sr. no.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications*)
20	 Customer health and safety	Risk	<ul style="list-style-type: none"> Impact of the Company's wide range of products on customers health and safety 	<ul style="list-style-type: none"> Manufacturing products that are devoid of toxic chemicals and hazardous substances 	<ul style="list-style-type: none"> Punitive measures from regulatory bodies for non-compliance Reputational damage

*All material aspects identified as a Risk could have a potential negative impact on the Company and all aspects identified as an Opportunity could have a positive impact.

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Guidelines for Responsible Business Conduct (NGRBC) as prescribed by the Ministry of Corporate Affairs advocates nine principles referred as P1-P9 as given below:

- P1 > Businesses should conduct and govern themselves with integrity in a manner that is ethical, transparent, and accountable
- P2 > Businesses should provide goods and services in a manner that is sustainable and safe
- P3 > Businesses should respect and promote the well-being of all employees, including those in their value chains
- P4 > Businesses should respect the interests of and be responsive towards all its stakeholders
- P5 > Businesses should respect and promote human rights
- P6 > Businesses should respect, protect, and make efforts to restore the environment
- P7 > Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
- P8 > Businesses should promote inclusive growth and equitable development
- P9 > Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes:									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web-link of the policies, if available	https://www.prismjohnson.in/policies/								

Disclosure questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	UNGC Guidelines, GRI, ISO 9001:2008, ISO 45001:2018, SA 8000:2008, ISO 50001:2011, ISO 14001:2004, ISO 27001:2013, ISO 20001:2018, IGBC Green Pro, BIS standards								

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.

The Company acknowledges the need to address environmental challenges and reduce its ecological footprint. As part of its commitment to sustainable operations, the Company has been actively implementing sustainable practices, with a focus on reducing greenhouse gas emissions, minimising waste generation and supporting renewable energy initiatives. In addition, the Company is committed to increasing the use of alternative raw materials and fuels that have a lower carbon footprint and are more sustainable as compared to their conventional counterparts. Further, it is committed to optimising the use of water across all manufacturing plants, sites and quarries as well as maintaining zero liquid discharge at its plants and increasing the water table at Satna district.

The Company aims to create a positive impact on society by fostering inclusivity and diversity. Prism Johnson is an equal opportunity employer and diversity is highly valued and encouraged. Further, the Company actively supports initiatives that empower marginalised communities, promote education and skill development and improve access to essential services.

Prism Johnson firmly believes in maintaining the highest standards of governance and ethical behaviour. The Company's commitment to good corporate governance is based on four pillars – accountability, transparency, independence and fairness.

6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.

During the reporting period, Prism Cement's emissions intensity declined from 650 kg CO₂ per tonne of cementitious material during 2021-22 to 626 kg CO₂ per tonne of cementitious material. Further, ~32% of Prism Cement's total power requirement was met through green power and renewable sources during 2022-23. With an aim to increase this share further, the Company has announced its plan to invest in 24MW captive wind power.

GOVERNANCE, LEADERSHIP AND OVERSIGHT

7. Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)

Being a building materials company, we acknowledge our impact on the environment and the communities we serve. Our Vision is to create sustainable value by meeting our customers' construction and lifestyle needs through innovative building materials and services. Our collective purpose is to foster growth and nurture strong infrastructural developments in the country, create a healthy and safe working environment for the people, provide quality product and service offerings to our customers and create shareholder value.

During the year under review, Prism Cement's Emissions Intensity declined from 650 kg CO₂ per tonne of cementitious material during 2021-22 to 626 kg CO₂ per tonne of cementitious material. Further, ~32% of Prism Cement's total power requirement was met through green power and renewable sources during 2022-23. With an aim to increase this share further, we have announced our plan to invest in 24MW captive wind power.

We remain committed to promoting inclusive growth and this year we contributed ₹ 2.85 Crores as CSR to various community initiatives in areas surrounding our plants. Our objective is to further our contribution to activities in several thematic pillars of our CSR programme, namely Rural Infrastructure Development, Health and Hygiene, Promotion of Education, Environment and Water Conservation, Providing Potable Drinking Water, Disaster Management and Social Welfare.

Our talent management strategy revolves around the recruitment, development, and empowerment of competent professionals, guided by well-thought-out planning and initiatives that enable us to achieve our goals. Our aim is to cultivate a motivating workplace culture that values and rewards exceptional performance, and fosters an environment where teams can hone their abilities and fulfil their potential. Furthermore, we are committed to continually enhancing our safety protocols, making safety an integral aspect of everyone's daily life.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).

	Particulars		Details
1	DIN number	>	00515412
2	Name	>	Mr. Vijay Aggarwal
3	Designation	>	Managing Director
4	Telephone number	>	+ 91-22-61042200
5	E-mail ID	>	brsr.info@prismjohnson.in

9. Does the entity have a specified Committee of the Board/Director responsible for decision-making on sustainability-related issues? (Yes/No). If yes, provide details.

Yes. The sustainability governance framework is headed by the Risk Management Committee of the Board, which evaluates the Company's progress on its sustainability agenda and how effectively it is addressing environmental and social risks. The Executive Committee (EC) is responsible for formulating the sustainability strategy of the Company.

10. Details of review of NGRBCs by the Company:

Subject for review	Indicate whether review was undertaken by director/Committee of the Board/any other committee									Frequency (Annually/half yearly/quarterly/any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow-up action	Yes, the Risk Management Committee is responsible for reviewing the Company's performance against the above policies									Quarterly								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Yes, the Executive Committee reviews compliance with statutory requirements									Quarterly								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.

P1

P2

P3

P4

P5

P6

P7

P8

P9

The Company has a comprehensive evaluation framework through which it assesses compliance with all policies.

12. If answer to question (1) above is "No" i.e. not all principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									





Section C: Principle-Wise Performance Disclosure

Principle 1 >


Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.



> Essential Indicators



1. Percentage coverage by training and awareness programmes on any of the principles during the financial year.

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
 Board of Directors	1	Stakeholders were provided training on ESG that covered the NGRBC principles, the Company's material aspects and sustainability strategy.	100%
 Key Managerial Personnel (KMP)	1		100%
 Employees other than Board of Directors or KMPs	1		70%
 Workers	775		Environmental impact, occupational health and safety and Human Rights

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: The entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
Particulars	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
 Penalty/fine			Nil		

Monetary					
Particulars	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Amount (₹)	Brief of the case	Has an appeal been preferred? (Yes/No)
 Settlement			Nil		
 Compounding fee			Nil		

Non-monetary				
Particulars	NGRBC principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)
 Imprisonment			Nil	
 Punishment			Nil	

3. Of the instances disclosed in Question 2 above, details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/enforcement agencies/judicial institutions
	Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

The Company has a **Code of Conduct** and **Whistle Blower Policy**, which pertain to ethics, bribery and corruption. The **Whistle Blower Policy** enables all stakeholders to raise any concern about unethical practices. The policy ensures confidentiality and protection against discrimination for complainants.

5. Number of directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption.



6. Details of complaints with regard to conflict of interest.

Particulars	2022-23		2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of directors	Nil	None	Nil	None
Number of complaints received in relation to issues of conflict of interest of KMPs	Nil	None	Nil	None

7. Provide details of any corrective action taken or under way on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

There have been no fines/penalties/actions taken by regulators/law enforcement agencies/judicial institutions, pertaining to cases of corruption and conflicts of interest.

Principle 2

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.

Particulars	2022-23	2021-22	Details of improvements in environmental and social impacts
R&D	₹ 4.97 Crores	₹ 5.28 Crores	Over the years, the Company's R&D activities have increasingly focussed on energy-efficient, greener processes and products with a lower environmental footprint that also safeguard customer health and well-being.
Capex	₹ 122.37 Crores	₹ 70.30 Crores	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, the Company's **Supplier Code of Conduct** defines its expectations concerning Business Ethics, Environmental Standards, Labour and Human Rights.

b. If yes, what percentage of inputs were sourced sustainably?

The Company assesses compliance with certain regulations and criteria during vendor onboarding. However, the Company is now in the process of developing a comprehensive Supplier Assessment Framework to assess ESG performance and risks. As a first step, the Company has identified a critical set of suppliers for priority action.

Currently, Prism Cement assesses the social performance of its suppliers to identify labour and human rights risks. In accordance with the requirements of the SA 8000 certification, the Division's key suppliers are assessed and audited annually to ensure compliance. Based on the risk assessment, each human rights parameter for a supplier is categorised as low, medium or high risk. Furthermore, probable impacts are also mapped for each risk. Corrective action plans are formulated in collaboration with suppliers to mitigate all the identified risks. Each supplier is assigned a rating that is reflective of their performance. Additionally, the performance of each supplier is reassessed to ensure compliance.

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for:

- (a) Plastics (including packaging)
- (b) E-waste
- (c) Hazardous waste and
- (d) Other waste



Plastics (including packaging)



Prism Cement has developed an Extended Producer Responsibility (EPR) plan in line with the Plastic Waste Management Rules, 2016 and has partnered with authorised EPR vendors for executing the plan.



E-waste



The Company is not in the business of electronic consumer goods. However, the e-waste generated by the use of electronic consumer goods is sold to registered recyclers.



Hazardous waste



The hazardous waste generated in the facilities is processed by State Pollution Control Board (SPCB)-authorised vendors.



Other waste



The non-hazardous waste generated is processed by SPCB-authorised vendors. Biodegradable waste is further processed into Alternative Fuels and Raw Materials (AFR).

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.



Yes, EPR is applicable to the Company's activities. The Company has developed an EPR plan and has partnered with SPCB-approved recyclers for its implementation.

Principle 3 >

Businesses should respect and promote the well-being of all employees, including those in their value chains


> **Essential Indicators**


1 a. Details of measures for the well-being of employees

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities*	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F / A)
 Permanent employees											
Male	3,575	3,575	100%	3,575	100%	-	-	-	-	-	-
Female	210	210	100%	210	100%	210	100%	-	-	-	-
Total	3,785	3,785	100%	3,785	100%	210	6%	-	-	-	-
 Other than permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

* Day care facilities has been provided, wherever applicable in line with the regulations




b. Details of measures for the well-being of workers

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities*	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F / A)
 Permanent workers											
Male	1,387	1,387	100%	1,387	100%	-	-	-	-	-	-
Female	2	2	100%	2	100%	2	100%	-	-	-	-
Total	1,389	1,389	100%	1,389	100%	2	0.1%	-	-	-	-

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities*	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F / A)
 Other than permanent workers											
Male	4,552	-	-	-	-	-	-	-	-	-	-
Female	153	-	-	-	-	-	-	-	-	-	-
Total	4,705	-	-	-	-	-	-	-	-	-	-

* Day care facilities are provided, wherever applicable in line with the regulations

2. Details of retirement benefits for the current and previous financial year

Benefits	2022-23			2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
 PF	100%	100%	Yes	100%	100%	Yes
 Gratuity	100%	100%	Yes	100%	100%	Yes
 ESI	2%	3%	Yes	2%	7%	Yes




3. Accessibility of workplaces: Are the premises/offices of the entity accessible to differently-abled employees as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the Company complies with the requirements of the Rights of Persons with Disabilities Act, 2016, wherever applicable.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.





Yes, the Company is an equal-opportunity employer. The Company does not discriminate on the basis of gender, caste, race, religion, ethnicity and disability, among others. The Company's recruitment process is strictly guided by the principle of meritocracy. The Company's commitment to diversity and inclusion is operationalised through its **Diversity and Inclusion Policy**. The policy is available on the Company's website at: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Diversity-and-Inclusion-Policy.pdf>.

5. Return to work and retention rates of permanent employees that took parental leave.



Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate*	Return to work rate	Retention rate
 Male	100%	-	100%	-
 Female	100%	-	100%	-
 Total	100%	-	100%	-

* No employees availed parental leave during the last financial year.



6. Is there a mechanism available to receive and redress grievances for the permanent and non-permanent employees' categories of employees and workers? If yes, give details of the mechanism in brief.

Particulars	Yes/No (If yes, then give details of the mechanism in brief)
 Permanent workers	<p>Yes.</p> <p>The Company has instituted an employee grievance redressal mechanism that allows employees to formally voice any concerns. All the employee-centric policies of the Company, including the Whistle Blower policy, Diversity and Inclusion policy, POSH policy, Human Rights policy and Occupational Health and Safety policy specify how and to whom grievances can be reported.</p>
 Other than permanent workers	
 Permanent employees	
 Other than permanent employees	



7. Membership of employees and worker in association(s) or unions recognised by the listed entity:

Category	2022-23			2021-22		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or union (B)	% (B/A)	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or union (B)	% (B/A)
 Total permanent employees	3,785	0	0%	3,745	0	0%
Male	3,575	0	0%	3,537	0	0%
Female	210	0	0%	208	0	0%
 Total permanent workers	1,389	1,050	76%	1,425	1,091	77%
Male	1,387	1,048	76%	1,423	1,089	77%
Female	2	2	100%	2	2	100%

8. Details of training given to employees:

Category	2022-23					2021-22				
	Total (A)	On health and safety measures		On skill upgradation		Total (D)	On health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
 Employees										
Male	3,575	1,599	45%	2,598	73%	3,537	2,244	63%	1,957	55%
Female	210	74	35%	177	84%	208	45	22%	103	50%
Total	3,785	1,673	44%	2,775	73%	3,745	2,289	61%	2,060	55%
 Workers										
Male	5,939	3,447	58%	1,231	21%	6,238	3,426	55%	1,767	28%
Female	155	34	22%	8	5%	175	34	19%	1	1%
Total	6,094	3,481	57%	1,239	20%	6,413	3,460	54%	1,768	28%

9. Details of performance and career development reviews of employees:

Category	2022-23			2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
 Employees						
Male	3,575	2,722	76%	3,537	2,725	77%
Female	210	91	43%	208	131	63%
Total	3,785	2,813	74%	3,745	2,856	76%
 Workers*						
Male	1,387	984	71%	1,423	1,194	84%
Female	2	1	50%	2	1	50%
Total	1,389	985	71%	1,425	1,195	84%

* Includes only permanent workers

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity?

(Yes/No). If yes, the coverage of such a system?

Yes. The Company has implemented an Occupational Health and Safety Management (OHS) system across its plants. All plants across Prism Cement and HRJ have received the ISO 45001:2018 certification. All plants in RMC have a robust internal management system with five plants being ISO 45001:2018 certified.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

At all the manufacturing units of the Company, site-level safety committees carry out Hazard Identification and Risk Assessments (HIRA). Additionally, all HRJ's plants undertake Hazard and Operability (HAZOP) studies to identify potential hazards and implement effective mitigation plans. The Company has also established Standard Operating Procedures (SOPs) that provide guidance and outline safety procedures for all high-risk operations.

The Company also conducts periodical reviews of routine and non-routine activities, analyses past incidents, and considers potential emergency scenarios. The plants also undergo annual inspections to review the functioning of tools, and machinery, among others.

c. Whether you have processes for workers to report work-related hazards and to remove themselves from such risks.









Yes.

The Company has put in place a system for near-miss reporting that is accessible to both permanent and contractual employees. The Company analyses all cases reported to formulate corrective action plans.

d. Do the employees/workers of the entity have access to non-occupational medical and healthcare services?

Yes, the Company provides all its eligible employees and workers with ESI cards, the benefits of which can be availed at the registered hospitals. Additionally, employees and workers are also provided other benefits including Health Care Insurance, Group Personal Accident (GPA) insurance, disability and invalidity coverage.

11. Details of safety-related incidents:



Safety incident/number	Category	2022-23	2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	 Employees	0.21	0.99
	 Workers	0.45	0.76
Total recordable work-related injuries	 Employees	2	9
	 Workers	6	19
No. of fatalities (safety incident)	 Employees	0	0
	 Workers	2	1
High consequence work-related injury or ill-health (excluding fatalities)	 Employees	0	1
	 Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace:

To help the Company strive towards achieving its goal of zero accidents and injuries, it has implemented Occupational Health and Safety Management (OHS) systems across its plants. To ensure the effective implementation of its policies and management systems, the Company has instituted Safety Governance Committees across different business divisions. At all manufacturing units, site-level safety committees carry out HIRA assessments. Additionally, all HRJ's plants undertake HAZOP studies to identify potential hazards and implement effective mitigation plans. The Company has established SOPs that provide guidance and outline safety procedures for all high-risk operations.

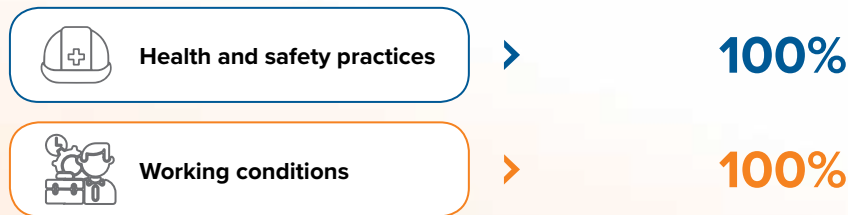
The Company also conducts periodical reviews of routine and non-routine activities, analyses past incidents, and considers potential emergency scenarios. The plants also undergo annual inspections to review the functioning of tools, and machinery, among others. The Company regularly conducts health and safety training sessions for its employees to promote awareness about safety policies and procedures. It undertakes a need assessment to identify priority training topics and prepares an annual training calendar for the same.

13. Number of complaints on the following made by employees and workers:

Particulars	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
 Working conditions	0	0	Not applicable	0	0	Not applicable
 Health and safety	0	0	Not applicable	0	0	Not applicable

14. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third-parties)



15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health and safety practices and working conditions.

Not applicable

Principle 4



Businesses should respect the interests of and be responsive to all its stakeholders







Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company engages with all stakeholders who are impacted by its operations and who have the potential to impact the Company. The Company has implemented a comprehensive process to identify its key stakeholders, design mechanisms to engage with them and conduct stakeholder analysis. The Company engages with various stakeholders through several formal and informal mediums with an objective of understanding their sustainability priorities and/or concerns.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder groups	Whether identified as vulnerable & marginalised group (Yes/ No)	Channels of communication (Email, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), others	Frequency of engagement (annually/ half yearly/ quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
 Investors	No	<ul style="list-style-type: none"> Annual General Meetings, Postal Ballots Quarterly results and presentations Investor interactions Annual Report and Sustainability Report 	Quarterly, need basis	<ul style="list-style-type: none"> Business growth by leveraging the Company's financial, operational and sustainability strategies Timely financial disclosures Competition and market positioning Sound corporate governance mechanism Timely receipt of dividends and resolving shareholders' grievances
 Customers and dealers	No	<ul style="list-style-type: none"> Customer satisfaction surveys Grievance redressal forums Dealer and distributor conventions Seminars and workshops 	Need basis	<ul style="list-style-type: none"> Customer satisfaction, loyalty & retention Product quality and safety New product development-based on market needs Fair and competitive pricing Timely and efficient redressal of customer complaints Detailed product-related labelling; Adequate information on products

Stakeholder groups	Whether identified as vulnerable & marginalised group (Yes/ No)	Channels of communication (Email, SMS, newspaper, pamphlets, advertisement, community meetings, notice board, website), others	Frequency of engagement (annually/ half yearly/ quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
 Employees	No	<ul style="list-style-type: none"> Employee satisfaction surveys Grievance redressal and self-service portals Periodical e-bulletins, newsletters and emails Workshops, events, and seminars Various trainings held throughout the year Performance evaluation 	Need basis	<ul style="list-style-type: none"> Company policies and procedures Nurturing work environment Career growth prospects Personal and professional growth Diversity and equal opportunity Health and well-being
 Suppliers and service providers	No	<ul style="list-style-type: none"> Meetings with contractors/ vendors Seminars and workshops 	Need basis	<ul style="list-style-type: none"> Inclusion of local suppliers Timely payment of suppliers Fair and accountable supply chain practices Improving operational efficiency of logistics Supplier financial health, reputation and service quality
 Local communities	Yes	<ul style="list-style-type: none"> Awareness programmes Social media channels Sponsorships CSR activities 	Need/event basis	<ul style="list-style-type: none"> Strengthening relations with local communities Need assessment of local communities Undertaking CSR initiatives
 Government and regulatory bodies	No	<ul style="list-style-type: none"> Annual Report and requisite disclosures Policy advocacy forums Compliance reports Notices and circulars 	Need/event basis	<ul style="list-style-type: none"> Engaging with government regulatory bodies to stay compliant with legal and regulatory requirements Product safety Product quality and standard Employee health and safety
 Board of Directors	No	<ul style="list-style-type: none"> Board/ERM/Audit Committee meetings Annual General Meeting Annual Report and disclosures 	Quarterly/ annually	<ul style="list-style-type: none"> Sustainable business growth Sound corporate governance mechanisms Strategic planning and investor relations
 Industry associations	No	<ul style="list-style-type: none"> Conferences Technology exhibitions meetings Events, and seminars Forums and workshops 	Need basis	<ul style="list-style-type: none"> Policy advocacy Continuous innovations and staying updated with industry developments Maintenance of product and service standards Cooperation between business to ensure overall industry development

Principle 5







Businesses should respect and promote human rights



Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:





The Company is committed to respecting the human rights of its employees, the community, and those affected by its operations. The Company operationalises its commitment through its **Human Rights Policy**, which is in alignment with internationally recognised frameworks, including the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work, the International Declaration of Human Rights and the UN Convention on the Rights of the Child, as well as applicable local regulations. The policy is available on the Company's website at: <https://www.prismjohnson.in/wp-content/uploads/2023/01/Human-Rights-Policy.pdf>.

2. Details of minimum wages paid to employees and workers:

Category	2022-23					2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees - permanent										
 Male	3,575	0	0%	3,575	100%	3,537	0	0%	3,537	100%
 Female	210	0	0%	210	100%	208	0	0%	216	100%
Other than permanent										
 Male	-	-	-	-	-	-	-	-	-	-
 Female	-	-	-	-	-	-	-	-	-	-
Workers										
 Male	1,387	210	15%	1,177	85%	1,423	581	41%	842	59%
 Female	2	1	50%	1	50%	2	1	50%	1	50%

Category	2022-23					2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers - other than permanent										
 Male	4,552	2,774	61%	1,778	39%	4,447	2,386	54%	2,061	46%
 Female	153	25	16%	128	84%	164	11	7%	153	93%

3. Details of remuneration/salary/wages:

Particulars	Male		Female	
	Number	Median remuneration/ salary/wages of respective category in ₹ Lakhs	Number	Median remuneration/ salary/wages of respective category in ₹ Lakhs
 Board of Directors (BoD)	3	374.3	-	-
 Key Managerial Personnel (other than BoD)	2	184.1	1	108.0
 Employees other than BoD and KMP	3,340	6.8	210	7.0
 Workers	1,611	5.2	7	3.0
Total	4,956	5.6	218	6.9

Note: Information has been provided for employees as of March 31, 2023; Non-executive Directors are not considered in the above







4. Do you have a focal point (Individual/committee) responsible for addressing human rights impact or issues caused or contributed to by the business?

Yes, the HR department along with the senior management for HRJ and RMC and the Social Performance team in the Cement Division is responsible for addressing human rights aspects. The procurement team at Prism Cement is responsible for ensuring compliance among value chain partners for the Cement Division.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

All grievances pertaining to human rights issues can be reported to the Company's HR department as specified in the **Human Rights Policy**. The scope of the policy extends to the Company's employees and value chain. Additionally, Prism Cement's grievance redressal mechanism has been formulated in accordance with the requirements of the SA 8000 certification with a predefined escalation matrix.

6. Number of complaints on the following made by employees and workers:

Particulars	2022-23			2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
 Sexual harassment	0	0	Not applicable	1	1	Was resolved in 2022-23
 Discrimination at workplace	0	0	Not applicable	0	0	Not applicable
 Child labour	0	0	Not applicable	0	0	Not applicable
 Forced labour/involuntary labour	0	0	Not applicable	0	0	Not applicable
 Wages	0	0	Not applicable	0	0	Not applicable
 Other human rights-related issues	0	0	Not applicable	0	0	Not applicable










7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

The Company's whistle blower mechanism ensures the anonymity of the complainant. Whistle blower cases, if any, are addressed to the Chairman of the Company/Chairperson of the Audit Committee and Corporate Governance Cell of the Company. The Company has also formulated a **POSH Policy** for the prevention, prohibition, and redressal of sexual harassment in the workplace. The Company has an Internal Complaints Committee for the redressal of complaints. The Internal Complaints Committee is responsible for conducting inquiries fairly and impartially, while maintaining strict confidentiality and anonymity.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. Additionally, Prism Cement's suppliers are required to submit a written commitment to the Company's human rights policies.

9. Assessments for the year

<u>Particulars</u>	<u>% of plants and offices that were assessed (by entity or statutory authorities or third-parties)</u>
 Child labour	100.0%
 Forced/involuntary labour	100.0%
 Sexual harassment	100.0%
 Discrimination at workplace	100.0%
 Wages	100.0%
Others, are as follows:	
 Health and safety	100.0%
 Freedom of association	
 Disciplinary	
 Working hours	

10. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.






Not applicable

Principle 6

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameters	2022-23	2021-22
	Gigajoules (GJ)	Gigajoules (GJ)
 Total electricity consumption (A)	17,79,714	16,92,806
 Total fuel consumption (B)	1,43,14,075	1,38,73,056
 Energy consumption through other sources (C)	-	-
 Total energy consumption (A+B+C)	1,60,93,789	1,55,65,862
 Energy intensity per rupee of turnover (Total energy consumption/turnover) (GJ/₹ Crores)	2,398	2,795

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Yes, Prism Johnson Limited (Cement Division - Unit I) & Prism Johnson Limited (Cement Division - Unit II) have been identified as designated consumers under the PAT scheme.

Unit I has completed two PAT cycles - Cycle-I (2012-2015) and Cycle-II (2016-2019). Unit I achieved its target in both the cycles, earning Energy Saving Certificates. Currently, Unit I is under PAT Cycle-VII (2022-25).

Unit II has Completed one PAT cycle (Cycle-III 2017-2020). Unit II also achieved its target and Energy Saving Certificates. Currently, Unit -II is under PAT Cycle-VII (2022-25).

3. Provide details of the following disclosures related to water.

Parameter	2022-23	2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	5,36,183	4,86,880
(ii) Groundwater	9,75,573	8,02,784
(iii) Third-party water	5,21,161	4,78,535
(iv) Seawater/desalinated water	Nil	Nil
(v) Others	NA	NA
Total volume of water withdrawal (kilolitres) (i + ii + iii + iv + v)	20,32,916	17,68,199
Total volume of water consumption (kilolitres)	20,32,916	17,68,199
Water intensity per rupee of turnover (Water consumed/ turnover) (KL/₹ Crores)	303	318

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

All of Prism Johnson's own facilities are Zero Liquid Discharge and this does not include Prism RMC's Mega plants, which are outside the ESG reporting boundary of the business division.

5. Please provide details of air emissions (other than GHG emissions) by the entity.

Parameter	Please specify unit	2022-23	2021-22
NOx	Metric Tonne	2,858	2,245
SOx	Metric Tonne	705	288
Particulate matter (PM)	Metric Tonne	374	240
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity.

Parameter	Unit	2022-23	2021-22
Total Scope 1 emissions	tCO ₂	35,67,633	34,53,431
Total Scope 2 emissions	tCO ₂	2,45,682	2,45,442
Total Scope 1 and Scope 2 emissions (per rupee of turnover)	tCO ₂ /₹ Crores	568	664

Note: The Company has disclosed CO₂ emissions for 2022-23 and 2021-22.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

The Company has formulated a decarbonisation strategy and identified key levers that will enable it to achieve its ambitions.

To achieve its decarbonisation ambitions, the Company has identified five key levers, including the use of alternate raw materials and clinker factor reduction, alternative fuels, energy conservation and efficiency, renewable energy, and Carbon Capture and Storage (CCS).

8. Provide details related to waste management by the entity, in the following format:

Parameter	2022-23 (In MT)	2021-22 (In MT)
Plastic waste (A)	63	33
E-waste (B)	10	0
Biomedical waste (C)	0	0
Construction and demolition waste (D)	48,674	77,027
Battery waste (E)	4	0
Radioactive waste (F)	0	0
Other hazardous waste. Please specify, if any. (G)	Used oil – 106 ETP sludge – 20,637	Used oil – 84 ETP sludge – 16,776
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	Metal scrap – 2,116 Bags – 48 Rubber scrap – 76 Wooden pellets – 44 Carton – 217 Broken tiles – 1,896 Coal ash – 67 Refractory bricks – 91 Others – 94	Metal Scrap – 2,421 Bags – 145 Rubber scrap – 131 Wooden pellets – 23 Carton – 154 Broken tiles – 1,817 Coal ash – 326 Refractory bricks – 771 Others – 257
Total (A + B+ C + D + E + F + G + H)	74,143	99,965

Parameter	2022-23 (In MT)	2021-22 (In MT)
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycle	The Company disposes of waste generated from its operations through third-party vendors, which are authorised by the SPCBs.	
(ii) Re-used		
(iii) Other recovery operations		
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
(i) Incineration	The Company disposes of waste generated from its operations through third-party vendors, which are authorised by the SPCBs.	
(ii) Landfilling		
(iii) Other disposal operations		
Total		

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company has formulated Standard Operating Procedures (SOPs) to ensure safe and appropriate waste disposal.

All hazardous waste generated at the sites is disposed of through third-party vendors, which are authorised by the SPCBs. All non-hazardous waste is also handled through authorised vendors for recycling and safe disposal. Cement, HRJ or Prism RMC divisions do not use any hazardous or toxic chemicals in their processes.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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The Company has requisite environmental clearances/approvals for its operations.

11. Details of Environmental Impact Assessments (EIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web-link
No EIA conducted in the current year.					

12. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and Rules thereunder (Y/N). If not, provide details of all such non-compliances.

Specify the law/regulation/guidelines which was not complied with	Provide details of the non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken if any
No non-compliances.			

Principle 7 ➤

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

➤ **Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/associations.

The Company is part of the following eight associations as listed below:

b. List the top 10 trade and industry chambers/associations (determined based on the total members of such a body) the entity is a member of/affiliated to.

	Name of the trade and industry chambers/associations		Reach of trade and industry chambers/associations (State/National)
1.	Bombay Chambers of Commerce & Industry	➤	National
2.	Confederation of Indian Industry	➤	National
3.	Cement Manufacturers Association	➤	National
4.	Indian Council of Ceramic Tiles and Sanitaryware	➤	National

	Name of the trade and industry chambers/associations		Reach of trade and industry chambers/associations (State/National)
5.	Indian Ceramic Society	>	National
6.	All India Pottery Manufacturers Association	>	National
7.	Ready Mixed Concrete Manufacturers Association	>	National
8.	Indian Green Building Council	>	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	The Company has not engaged in any anti-competitive conduct.	

Principle 8

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant web-link
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The Company did not conduct a Social Impact Assessment in 2022-23.

In 2019-20, the Company commissioned Genesis Management and Market Research Pvt Ltd., to conduct a Need and Impact Assessment, the results of which have been used to formulate the CSR road map and initiatives for 18 villages around the Satna plant, where a majority share of its CSR budget is allocated.

2. Provide information on project(s) for which ongoing rehabilitation and resettlement (R&R) is being undertaken by your entity.

Name of project for which R&R is ongoing	State	District	No. of project affected families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In ₹)
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Not applicable, as no family has been displaced due to the Company's operations.

3. Describe the mechanisms to receive and redress grievances of the community.

The Company is cognizant of the importance of developing long-term relationships with local communities and its responsibility for fostering more inclusive growth. The Company's commitment is outlined in its **Corporate Social Responsibility (CSR) Policy**, which provides guidance on CSR governance, focus areas and effective monitoring of CSR activities.

The CSR Committee of the Board oversees the implementation of the **CSR Policy**. Every year Prism Cement undertakes a comprehensive assessment across local communities, to identify key concerns and grievances. These concerns and grievances are addressed by the Company's CSR team through local government bodies.

The policy is available on the Company's website at: https://www.prismjohnson.in/wp-content/uploads/2023/01/PJL-CSR-Policy_2021.pdf.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

Particulars	2022-23	2021-22
Directly sourced from MSMEs/small producers	20%	17%
Sourced directly from within the district and neighbouring districts	70%(Cement), 54% (HRJ), 82% (RMC)*	85%(Cement), 70% (HRJ), 75% (RMC)

* Raw materials procured in value terms from within 500 kilometers distance of the respective plants.

Principle 9 >

Businesses should engage with and provide value to their consumers in a responsible manner

> **Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback:

The Company has formulated multiple platforms for consumer feedback including application-based telephonic grievance mechanisms and engagement surveys.

Prism Cement enables its dealers and retailers to submit queries and complaints through a digital platform called 'Anmol Rishtey'. The application tracks the real-time status of the complaints and ensures timely updates to its dealers.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

<u>Particulars</u>	<u>As a percentage to total turnover</u>
Environmental and social parameters relevant to the product	*
Safe and responsible usage	*
Recycling and/or safe disposal	*

* All the products of the Company carry the necessary information in compliance with all applicable regulations.

3. Number of consumer complaints in respect of the following:

Particulars	2022-23			2021-22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	0	0	0	None
Advertising	0	0	0	0	0	None
Cyber-security	0	0	0	0	0	None
Delivery of essential services	0	0	0	0	0	None
Restrictive trade practices	0	0	0	0	0	None
Unfair trade practices	0	0	0	0	0	None
Others*	1,13,963	338	0	78,142	602	None

* Includes product service requests for Johnson Bath products, which have a 10 year warranty.

4. Details of instances of product recalls on account of safety issues:

<u>Particulars</u>	<u>Number</u>	<u>Reasons for recall</u>
Voluntary recalls	Nil	None
Forced recalls	Nil	None

5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

The Company has formulated a **Cyber Security Policy** and undertakes internal as well as external audits to ensure compliance. Prism Cement's IT infrastructure is ISO 27001:2013 certified and HRJ, Prism RMC's infrastructure is ISO 20001:2018 certified. The policy is available on the Company's website at: <https://www.prismjohnson.in/wp-content/uploads/2023/01/Cyber-Security-Policy.pdf>.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

Not applicable

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's commitment to good corporate governance is based on four pillars – accountability, transparency, independence and fairness. This is achieved by maintaining a simple and transparent corporate structure, which promotes the long-term interests of stakeholders, strengthens Board and management accountability and helps build public trust in the Company. Responsible corporate conduct is integral to the way the business is done. All actions are governed by the Company's values and principles, which are reinforced at all levels within the Company.

The Company and its Board of Directors firmly believe that strong governance is primary to creating value on a sustainable basis. Good corporate governance practices have enabled the Company to have better access to external finance, lower interest rates, improved performance and compliance with applicable laws and regulations.

Corporate governance is a system of varied rules, practices and processes, which is adopted and implemented by the Company on a continuous basis that provides the foundation for the day-to-day operations of the Company. Corporate Governance encompasses every aspect of operations and management including internal controls, risk management and stakeholder services.

GOVERNANCE CODES

a. Code of Conduct

The Board of Directors of the Company has laid down two separate Code of Conduct—one for Directors and the other for senior management & employees. These Codes are hosted on the Company's website <https://www.prismjohnson.in/code-of-conduct/>. All Board Members and senior management personnel have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director is annexed to this report.

b. Insider Trading Code

In compliance with the SEBI Regulations on Prohibition of Insider Trading, as amended from time to time, the Company has adopted the following Codes :

- i. Code of Conduct for Prohibition of Insider Trading in Securities of Prism Johnson Limited to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives and such other persons to whom this Code is applicable.
- ii. Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Code is uploaded on the website of the Company <https://www.prismjohnson.in/wp-content/uploads/2023/01/Code-for-Practices-and-Procedures-for-Fair-Disclosure-of-UPSI.pdf>.
- iii. Policy and Procedures for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information.

The Codes, *inter alia*, prohibit trading in the securities of the Company by Insiders/Designated persons and their immediate relatives while in possession of unpublished price sensitive information in relation to the Company and prompt dissemination & disclosure of unpublished price sensitive information.

1. BOARD OF DIRECTORS

Composition and Attendance

The Board has a good combination of Executive and Non-executive Directors including Independent Directors. It consists of Directors with the appropriate balance of skills, experience, independence and knowledge of the Company which enable it to discharge its responsibilities and provide effective leadership to the business. The Non-executive Directors and Independent Directors on the Board are experienced, competent and renowned persons from the fields of manufacturing, finance, economics, law, etc.

As on March 31, 2023, the total strength of the Board is eight Directors comprising three Executive Directors and five Non-executive Directors, of which three are independent. The Chairman of the Board is a Non-executive Independent Director. During the year ended March 31, 2023, four Board Meetings were held on May 11, 2022, August 3, 2022, November 10, 2022 and February 1, 2023.

Attendance at Board Meetings and at the last Annual General Meeting

Name & Designation	Category of Directorship	DIN	Particulars of Attendance	
			Board Meeting	Last AGM
Mr. Shobhan M. Thakore <i>Chairman</i>	Non-executive Independent	00031788	4	No
Mr. Rajan B. Raheja	Non-executive Non-independent	00037480	4	No
Mr. Akshay R. Raheja	Non-executive Non-independent	00288397	3	Yes
Mr. Vijay Aggarwal <i>Managing Director</i>	Executive Non-independent	00515412	4	Yes
Mr. Vivek K. Agnihotri <i>Executive Director & CEO (Cement)</i>	Executive Non-independent	02986266	4	Yes
Mr. Sarat Chandak <i>Executive Director & CEO (HRJ)</i>	Executive Non-independent	06406126	4	Yes
Ms. Ameeta A. Parpia	Non-executive Independent	02654277	4	Yes
Dr. Raveendra Chittoor	Non-executive Independent	02115056	4	Yes
Mr. Atul R. Desai * <i>Executive Director & CEO (RMC)</i>	Executive Non-independent	01918187	2	Yes

* Retired on the expiry of his term effective from the close of business hours on August 28, 2022.

None of the Directors on the Board :

- (i) is a member on more than ten Audit Committees / Stakeholders Relationship Committees of public limited companies or acts as a chairperson of more than five such Committees across all the public limited companies in which he / she is a director.
- (ii) serves as a director in more than seven listed companies.
- (iii) serves as an independent director in more than seven listed companies.

Mr. Rajan Raheja and Mr. Akshay Raheja, Non-executive Directors are related to each other. Mr. Akshay Raheja is the son of Mr. Rajan Raheja. Apart from this, there is no *inter-se* relationship among other Directors.

None of the Executive Directors serve as an Independent Director in more than three listed companies and none of the Non-executive Directors has any material pecuniary relationship or transactions with the Company.

Other Directorships

The following table gives details as on March 31, 2023 of number of Directorships and memberships of Committees held in other Indian public limited companies (excluding Prism Johnson Limited) :

Name & Designation	*Directorship(s)	**Committee(s)	
		Member	Chairman
Mr. Shobhan M. Thakore <i>Chairman</i>	6	4	1
Mr. Rajan B. Raheja	3	1	–
Mr. Akshay R. Raheja	4	1	–
Mr. Vijay Aggarwal <i>Managing Director</i>	2	2	1
Mr. Vivek K. Agnihotri <i>Executive Director & CEO (Cement)</i>	–	–	–
Mr. Sarat Chandak <i>Executive Director & CEO (HRJ)</i>	–	–	–
Ms. Ameeta A. Parpia	5	8	2
Dr. Raveendra Chittoor	–	–	–

* Excludes directorship in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

** Only Audit Committee and Stakeholders Relationship Committee positions in Indian public limited companies (excluding Prism Johnson Limited) considered.

Details of the other listed entities in which directorship is held :

Name of the Director	Name of the Company	Category
Mr. Shobhan M. Thakore	1. Alkyl Amines Chemicals Limited	Non-executive Independent
	2. Sharda Cropchem Limited	
Mr. Rajan B. Raheja	1. Exide Industries Limited	Non-executive Non-independent
	2. Supreme Petrochem Limited	Non-executive Non-independent Promoter
Mr. Akshay R. Raheja	1. Hathway Cable and Datacom Limited	Non-executive Non-independent
	2. EIH Associated Hotels Limited	
Mr. Vijay Aggarwal	1. Aptech Limited	Non-executive Independent Chairman
Ms. Ameeta A. Parpia	1. Supreme Petrochem Limited	Non-executive Independent
	2. Hathway Cable and Datacom Limited	
	3. The Supreme Industries Limited	

Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) for it to function effectively and those actually available with the Board and the Directors

The Board is responsible for ensuring that it has represented on it the skills, knowledge and experience needed to effectively steer the Company forward. Building the right Board requires an understanding of Director competencies, which involves consideration of the Directors' experience, skills, attributes and capabilities. The Nomination & Remuneration Committee ensures that while appointing Directors, they have the requisite balance of skills, experience, independence, diversity and knowledge as required for the Board. It is important to acknowledge that not all Directors will possess each necessary skill, but the Board as a whole must possess them.

The following Core skills/expertise/competencies have been identified for the effective functioning of the Company and are currently available with the Board :

➤ **Corporate Governance & Expertise :**

- Ability to think strategically
- Analyse key financial statements
- Safeguard the interest of the Company
- Guide on complex legal issues
- Knowledge and practical experience in best practices pertaining to transparency, accountability, corporate governance keeping in view the best interest of all stakeholders
- Broad range of commercial/business experience

➤ **Technical/Industrial Skills :**

- Knowledge of and experience in the building material industry/cement/ready mixed concrete/tile and bath industry/infrastructure industry

- Experience in marketing products and services

➤ **Behavioural Competencies :**

- Includes Integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc.

While all the Board members possess the skills identified, the details of Directors and their area of core skills/expertise/competencies required for the effective functioning of the Board is given below :

Mr. Shobhan M. Thakore (DIN : 00031788) (Non-executive Independent) is a B.A. (Politics) and Bachelor of Law from Mumbai University and is the Chairman of the Board. He was a Solicitor of High Court, Bombay and Supreme Court of England and Wales.

He was an advisor to several leading Indian Companies on corporate law matters and securities related legislations. He has acted on behalf of leading investment banks and issuers for Indian IPO offerings and several international equity and equity-linked debt issuances by Indian corporates. Being a solicitor for over 41 years, he instructed leading Indian Counsel before various courts and forums including High Courts around India as well as the Supreme Court of India in various matters involving indirect tax, commercial and corporate law.

Mr. Thakore was appointed as an Independent Director on the Board in July 2014. He is a member of the Audit Committee.

Mr. Rajan B. Raheja (DIN : 00037480) (Non-executive Non-independent) is an industrialist with a rich and varied experience. He is a Director on the Board of the Company since April 1994. Mr. Raheja is an Honours Graduate from the Mumbai University. He is a member of the Nomination & Remuneration Committee.

Mr. Akshay R. Raheja (DIN : 00288397) (Non-executive Non-independent) has a broad range of commercial/business experience in areas including real estate, cable television and broadband services, hospitality, retailing and general insurance. He is a Commerce Graduate from University of Mumbai and MBA from Columbia Business School, N.Y., USA. Mr. Akshay Raheja was appointed on the Board in March 2022.

Mr. Vijay Aggarwal (DIN : 00515412) (Executive Non-independent) graduated from IIT Delhi with a B. Tech in Electrical Engineering and completed PGDM from IIM, Ahmedabad, where he was conferred the Gold Medal for being the first ranker and K. V. Srinivas Gold Medal for being the best all-rounder. He started his career with SBI Capital Markets Limited and has several years of experience in the manufacturing industry.

Mr. Aggarwal was appointed as Managing Director on the Board since March 2010 and has earlier been a Director on the Board of the Company as an alternate to Mr. Satish B. Raheja. He was the Managing Director and CEO of the erstwhile H. & R. Johnson (India) Limited since 1998, before it was amalgamated with the Company. He is a member of the Stakeholders Relationship Committee and Chairman of the Risk Management Committee, Corporate Social Responsibility Committee and Securities Allotment & Transfer Committee.

Mr. Vivek K. Agnihotri (DIN : 02986266) (Executive Non-independent) has an extensive experience in the cement industry of over 35 years in areas such as sales, marketing and commercial services, corporate strategy, business risk management, M&A, CSR, land, environment, sustainability, etc. Mr. Agnihotri has done B.A. – Economics (Hons) and MBA – Marketing from University of Delhi. Mr. Agnihotri was appointed as Executive Director & CEO (Cement) since August 2015 and is a member of the Risk Management Committee, Corporate Social Responsibility Committee and Securities Allotment & Transfer Committee.

Mr. Sarat Kumar Chandak (DIN : 06406126) (Executive Non-independent) is a B.Sc. (Hons) from Sambalpur University, Post Graduate Diploma in Systems Management, NIIT - Nagpur and MBA (Marketing) from Pune University, has a good and varied experience of over 28 years, with in-depth business insight and knowledge of the building materials industry, especially in tiles industry. Mr. Chandak was appointed as Executive Director & CEO (HRJ) since March 2019. He joined the Company in November 2018 and was designated Chief Executive Officer (HRJ) – Designate. He is a member of the Risk Management Committee, Corporate Social Responsibility Committee and Securities Allotment & Transfer Committee.

Ms. Ameeta A. Parpia (DIN : 02654277) (Non-executive Independent) is B.A., LL.B, Advocate & Solicitor and a partner of M/s. A. H. Parpia & Company. She has been in practice since last 34 years and is on the Boards of companies operating in diverse industries. Ms. Parpia joined the Board in May 2010 and was appointed as an Independent Director in July 2014. She is the Chairperson of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee and a member of the Risk Management Committee and Corporate Social Responsibility Committee.

Dr. Raveendra Chittoor (DIN : 02115056) (Non-executive Independent) is an associate professor of strategy and international business at the Gustavson School of Business in University of Victoria, Canada. Dr. Chittoor is a post graduate in management from the Indian Institute of Management, Ahmedabad and is a Fellow in Management (equivalent to a PhD) from the Indian Institute of Management, Calcutta. He has more than 18 years of industry experience primarily in the areas of corporate finance and investment management in senior management roles.

Dr. Chittoor joined the Board in July 2017 and is a member of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

Name	Shobhan Thakore	Rajan Raheja	Akshay Raheja	Vijay Aggarwal	Vivek Agnihotri	Sarat Chandak	Ameeta Parpia	Raveendra Chittoor
Core Skills / Expertise / Competencies :								
Corporate Governance & Expertise								
Ability to think strategically	✓	✓	✓	✓	✓	✓	✓	✓
Analyse key financial statements	✓	✓	✓	✓	✓	✓	✓	✓
Safeguard the interest of the Company	✓	✓	✓	✓	✓	✓	✓	✓
Guide on complex legal issues	✓						✓	
Knowledge and practical experience in best practices pertaining to transparency, accountability, corporate governance keeping in view the best interest of all stakeholders	✓	✓	✓	✓	✓	✓	✓	✓
Broad range of commercial / business experience.	✓	✓	✓	✓	✓	✓	✓	✓
Technical/Industrial Skills - Knowledge of and experience in the building material industry / cement / ready mixed concrete/ tile and bath industry/infrastructure industry, experience in marketing products and services.		✓	✓	✓	✓	✓		
Behavioral Competencies - includes integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc.	✓	✓	✓	✓	✓	✓	✓	✓

Board Meetings

The Board meets at regular intervals to review, *inter alia*, the financial performance of the Company and on other matters requiring its decisions and directions. The tentative yearly calendar of the meetings is finalised before the beginning of the year. Additional meetings are held as and when necessary. The Chairperson of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee meetings, which are generally held prior to the Board meetings.

The Board has full access to any information about the Company. The agenda for the Board and its Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision and in exceptional cases, additional items of agenda are tabled at the meeting. However, in case of special and urgent business needs, the Board / Committee approval is

taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed at the subsequent Board / Committee meeting.

The Company has developed an in-house application for transmitting Board/Committee agenda and supporting documents. The Directors of the Company receive the agenda and supporting documents in electronic form through this application. The application meets requisite standards of security and integrity that is required for storage and transmission of Board / Committee agenda and supporting documents in electronic form.

The Independent Directors take active part at the Board and Committee meetings by providing valuable guidance to the Management on various aspects of the business, policy matters, governance, compliance, etc., and strategic issues which aid in the decision making process of the Board.

The Board periodically reviews matters such as strategy and business plans, annual operating and capital expenditure budgets, adoption of quarterly/half-yearly/annual financial results, corporate social responsibility initiatives, enterprise risk management, investors' grievances, borrowings and investments, issue of securities, compliance certificates, minutes of meetings of the Committees of the Board and the subsidiary companies including agenda suggested in Schedule II to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and to the extent applicable. A detailed operations report is also presented at quarterly Board Meetings.

The Chief Financial Officer is invited to attend all the Board Meetings.

Independent Directors

- **Familiarisation**

The Company has formulated a policy to familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. Upon appointment, Directors receive a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

Presentations are regularly made to the Board Members covering, *inter alia*, business environmental scan, the business strategies, operations review, quarterly/half-yearly/annual financial results, budgets, review of internal audit reports, statutory compliances, risk management, operations of subsidiaries and joint ventures, etc. In addition, the Independent Directors are also taken through various business and functional sessions in the Board meetings to discuss strategy.

The details of familiarisation programme for Independent Directors have been disclosed on the website of the Company <https://www.prismljohnson.in/wp-content/uploads/2023/04/Details-of-Familiarisation-Programme-for-Independent-Directors-FY-2022-23.pdf>.

- **Meeting**

During the year under review, a meeting of the Independent Directors of the Company was held on January 31, 2023 to discuss, *inter alia*, the evaluation of the performance of Non-independent Directors and the Board as a whole, evaluation of the performance of the Chairman of the Company, taking into account the views of Executive and Non-executive Directors

and evaluation of the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Directors expressed their satisfaction with the evaluation process and the performance was found to be satisfactory.

The meeting was attended by all the Independent Directors.

- **Confirmation of Independence**

Based on the declarations received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI LODR and the Companies Act, 2013 ('the Act') and are independent of the management.

All Independent Directors are registered with the Independent Director's Databank. Requisite disclosures have been received from the Directors in this regard.

2. BOARD COMMITTEES

The Board has constituted Committees to deal with specific areas and functions which concern the Company and require closer review. The constitution of the Committees, fixing of terms of reference, appointment of members, etc., are determined by the Board. Recommendations of these Committees are submitted to the Board for approval. These Committees meet from time to time and the minutes of their meetings are periodically placed for the review of the Board.

Apart from the Board members, the Chief Financial Officer is invited to attend the Committee Meetings. Other senior management executives and advisors/consultants are called as and when necessary, to provide additional inputs for the items being discussed by the Committee(s).

The Company Secretary acts as the Secretary to all the Committees.

The Board currently has the following Committees :

A. Audit Committee

The Audit Committee of the Company is constituted pursuant to the provisions of the Act and the SEBI LODR. As on March 31, 2023, the Audit Committee comprised of three Non-executive Independent Directors, viz. Ms. Ameeta A. Parpia-Chairperson, Mr. Shobhan M. Thakore and Dr. Raveendra Chittoor, as members of the Committee. All the members have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Audit Committee has met eight times during the year ended March 31, 2023, on May 10, 2022, May 11, 2022, August 2, 2022, August 3, 2022, November 9, 2022, November 10, 2022, January 31, 2023 and February 1, 2023. The details of attendance of the Committee Members are as follows :

Name of Member	Category	No. of Meetings
Ms. Ameeta A. Parpia	Non-executive Independent	8
Mr. Shobhan M. Thakore	Non-executive Independent	8
Dr. Raveendra Chittoor	Non-executive Independent	8

The terms of reference of the Audit Committee cover the matters specified in Section 177 of the Act to, *inter alia*, include :

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Examination of the financial statements and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Evaluation of internal financial controls and risk management systems.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.

The terms of reference and powers of the Committee are also in accordance with the requirements of the SEBI LODR and, *inter alia*, include :

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Approval of payment to auditors for any other services rendered by them.
- Review of the internal control systems with the management, internal auditors and auditors.

- Review with the management the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with special emphasis on matters included in the director's responsibility statement in the Board Report, accounting policies and practices, disclosure of related party transactions, qualifications in the draft audit report, if any, compliance and other legal requirements concerning financial statements.
- Review with the management, the quarterly financial statements before submission to the Board for approval.
- Review the adequacy of internal audit function, significant internal audit findings and follow-ups thereon.
- Review performance of statutory and internal auditors, adequacy of the internal control systems.
- 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.
- Review Management Discussion and Analysis of financial conditions and result of operation.
- Review the functioning of the Whistle Blower mechanism.
- Review and discuss with the Management the internal financial controls and risk management systems.
- Review transactions with related parties and grant omnibus approval for transactions which are in the normal course of business and on an arm's length basis and to review and approve such transactions subject to the approval of the Board, wherever necessary.
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc., of the candidate.
- Review financial statements and investment of unlisted subsidiary companies.
- Reviewing the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

- Any other terms of reference as may be included from time to time.

The Committee also reviews the compliance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time on a quarterly basis.

The Committee has, during the year ended March 31, 2023, reviewed each area as laid down in the terms of reference stipulated by the Board and the applicable regulations.

The Internal Audit plan and scope is reviewed and approved at the beginning of every year. The focus of Internal Audit is oriented towards the review of internal controls and risks in the Company's operations and covers factories, sales offices, warehouses and centrally controlled businesses and functions. The Audit Committee is presented with a summary of significant audit observation and follow-up actions thereon every quarter.

The representative of the Auditors is invited to all the Audit Committee Meetings. The representatives of the Internal Auditors are invited for the Audit Committee Meetings at which their reports are placed. All the Audit Committee Meetings are generally attended by Senior Management Executives of the Company.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on June 29, 2022.

B. Nomination & Remuneration Committee

As on March 31, 2023, the Nomination & Remuneration Committee ('NRC') comprises three Non-executive members of the Board viz. Ms. Ameeta A. Parpia, Independent Director as Chairperson, Mr. Rajan B. Raheja, Director and Dr. Raveendra Chittoor, Independent Director, as members of the Committee.

The role of the NRC includes, *inter alia*, the following :

- Identifying 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 their appointment and removal.
- For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may :

- use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- Formulate and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Employees ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully, relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
 - Formulate the criteria for evaluating the performance of the Independent Directors and the Board of Directors.
 - Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
 - Recommend to the Board all remuneration, in whatever form, payable to Senior Management.

During the year ended March 31, 2023, one meeting of the NRC was held on May 11, 2022. The details of attendance of the Committee Members are as follows :

Name of Member	Category	No. of Meetings
Ms. Ameeta A. Parpia	Non-executive Independent	1
Mr. Rajan Raheja	Non-executive Non-independent	1
Dr. Raveendra Chittoor	Non-executive Independent	1

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on June 29, 2022.

Evaluation

In accordance with the provisions of the Act, the SEBI LODR and the Policy framed by the Board for Performance Evaluation, the Board has carried out the annual evaluation of its own performance, the peer evaluation of the Directors as well as the evaluation of the working of its Committees. The performance evaluation of the Independent Directors was carried out by the entire Board with regard to performance and fulfilment of the independence criteria as specified in the regulations and their independence from the management. The performance evaluation of the Chairman, the Non-independent Directors and the Board as a whole was carried out by the Independent Directors.

The Board formally assesses its own performance with the aim to improve the effectiveness of the Board and its Committees. The exercise was led by the Chairman of the Company and the Chairperson of the Nomination & Remuneration Committee of the Company.

The structured questionnaires as formulated by the NRC and prepared in line with the SEBI Guidance Note on Board Evaluation covering various aspects such as structure, attendance at the meetings, participation and contribution, functions, knowledge and competency, initiative, commitment, team work, discussions at the Board/Committee Meetings, understanding of the business of the Company, strategy and quality of decision making, etc. were used for the said purpose.

As an outcome, it was noted that the Board functions as a cohesive body which is well engaged with different perspectives and experiences. The Directors expressed their satisfaction with the performance and the evaluation process.

Remuneration Policy

The purpose of the Remuneration Policy of the Company for members of the Board of Directors, Key Managerial Personnel, Senior Management and other Employees is to focus on enhancing the value, to retain and motivate Employees and Directors for achieving the objectives of the Company and to place the Company in a leadership position.

The Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under Section 178 of the Act and criteria pertaining to qualifications, positive attributes, integrity and independence of Directors, etc.

a. Criteria of making payments to Non-executive Directors

The Non-executive Directors ('NEDs') shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/

Committee/General Body meetings and commission as under :

- (i) The NEDs are paid sitting fees for attending the Board and Audit Committee meetings as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. NEDs are currently paid sitting fees of ₹ 50,000/- for attending every meeting of the Board and ₹ 40,000/- for attending every meeting of the Audit Committee.
- (ii) Apart from this, NEDs are entitled to be paid profit related commission within the limits stipulated under Section 197 of the Act read with Schedule V to the Act and as approved by the shareholders. The distribution of commission amongst the NEDs shall be approved by the NRC/Board.
- (iii) The details of sitting fees paid and commission provided for NEDs for the year ended March 31, 2023 are as under :

Name of Director	₹ Crores		
	Sitting Fees*	Commission	Total
Ms. Ameeta A. Parpia	0.05	0.20	0.25
Mr. Rajan B. Raheja	0.02	—	0.02
Mr. Akshay R. Raheja	0.02	—	0.02
Mr. Shobhan M. Thakore	0.05	0.25	0.30
Dr. Raveendra Chittoor	0.05	0.15	0.20

* Sitting fees paid for Board and Audit Committee Meetings.

The Commission for the financial year ended March 31, 2023 will be paid to Independent Directors, subject to deduction of tax, after adoption of financial statements by the Members at the AGM to be held on August 3, 2023.

b. Executive Directors

- The term of office and remuneration of Managing Director and Executive Director & CEOs are subject to the approval of the NRC/Board of Directors and shareholders and the limits laid down under the Act and Schedule V thereto, from time to time.
- The remuneration for the Managing Director and Executive Director & CEOs is designed to remunerate them fairly and responsibly. The remuneration comprises of salary, perquisites and performance based incentive, wherever applicable, apart from retirement benefits such as provident fund, annuity funds, gratuity,

ex-gratia, leave encashment, etc., as per rules of the Company and as may be mutually agreed to by the Managing Director/Executive Director & CEO(s) and the NRC/Board.

- While considering the appointment and remuneration of the Managing Director and Executive Director & CEOs, the NRC considers the industry benchmarks, merit and seniority of the person. The NRC also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long term.
- The tenure of the Managing Director and Executive Director & CEOs is for three years and can be terminated by either party by giving six months' notice in writing.
- The Company does not pay any sitting fees, severance fee and no stock option is granted to the Managing Director/Executive Director & CEOs.

Details of the remuneration for the year ended March 31, 2023 are as under :

₹ Crores			
Name	Designation	Remuneration	Date of Appointment/ Re-appointment
Mr. Vijay Aggarwal	Managing Director	10.20	March 3, 2022
Mr. Vivek K. Agnihotri	Executive Director & CEO (Cement)	3.74	August 17, 2021
Mr. Sarat Chandak	Executive Director & CEO (HRJ)	3.49	March 3, 2022
Mr. Atul R. Desai*	Executive Director & CEO (RMC)	2.85	August 29, 2019

* Retired on the expiry of his term effective from the close of business hours on August 28, 2022.

Remuneration includes salary, allowances, perquisites, contribution to provident and annuity funds, gratuity, ex-gratia and leave encashment on actual payment, etc. : ₹ 19.07 Crores and performance incentive to be paid in 2023-24 : ₹ 1.21 Crores.

c. Senior Management Employees

The Company while deciding the remuneration of the Senior Management employees takes into consideration,

inter alia, the merit and seniority of the person, employment scenario and industry benchmarks.

The remuneration of the Senior Management employees is based on :

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites - in the form of house rent allowance/ accommodation, reimbursement of medical expenses, insurance, conveyance, telephone, leave travel, etc., as may be mutually agreed and applicable as per Company rules.
3. Retirement benefits - contribution to provident fund, superannuation, annuity funds, gratuity, etc., as may be applicable as per Company rules.
4. Motivation/Reward - a performance appraisal is carried out annually and promotions/increments/rewards are decided based on the appraisal and recommendation of the Managing Director/ concerned Executive Director & CEO, wherever applicable, as per Company rules.

d. Other employees

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/reward is applicable to this category of employees as in the case of those in the senior management cadre.

e. Details of shares of the Company held by the Directors as on March 31, 2023 are as under :

Name	No. of shares
Mr. Rajan B. Raheja	5,14,06,327
Mr. Akshay R. Raheja	55,76,784
Ms. Ameeta A. Parpia	1,53,950

None of the other Directors hold any shares in the Company. None of the Directors hold any convertible instruments in the Company.

f. Directors' & Officers' Liability Insurance

As per provisions of the Companies Act, 2013 and SEBI LODR, the Company has taken a Directors' & Officers' Liability Insurance ('D&O') for all Directors including Independent Directors and Officers of the Company.

C. Stakeholders Relationship Committee

As on March 31, 2023, the Stakeholders Relationship Committee comprises Ms. Ameeta A. Parpia, Independent Director as the Chairperson, Mr. Vijay Aggarwal, Managing Director and Dr. Raveendra Chittoor, Independent Director, as members of the Committee.

The terms of reference, *inter alia*, include :

- Resolving 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/letter of confirmation, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee has met once during the year ended March 31, 2023 on August 2, 2022 and the meeting was attended by all the Committee Members.

During the year ended March 31, 2023, two (2) complaints were received from shareholders, which were resolved satisfactorily. As on March 31, 2023, there were no pending investor complaints.

The Board has designated Mr. Shailesh Dholakia, Company Secretary, as Compliance Officer with effect from April 1, 2023 pursuant to Ms. Aneeta S. Kulkarni demitting office as Company Secretary & Compliance Officer effective from the close of business hours on March 31, 2023.

The Chairperson of the Committee was present at the last Annual General Meeting of the Company held on June 29, 2022.

D. Securities Allotment & Transfer Committee

The Company's securities are traded in the dematerialised form on the Stock Exchanges. The Committee is responsible, *inter alia*, for issue and allotment of securities, issue of duplicate/split/consolidated certificates, letter of confirmation, transmissions and related applications received from investors. As on March 31, 2023, the Committee comprises Mr. Vijay Aggarwal – Chairman,

Mr. Vivek K. Agnihotri and Mr. Sarat Chandak, as members of the Committee.

The Committee has met once during the year under review on January 31, 2023. and the meeting was attended by all the Committee Members.

Officers of the Company have been authorised to review all other matters connected with the Company's securities.

E. Corporate Social Responsibility Committee

The Board of Directors has constituted a Corporate Social Responsibility ('CSR') Committee with the following objectives :

- To formulate and recommend a CSR policy to the Board and the amount of expenditure to be incurred on CSR activities.
- To monitor the implementation of the CSR policy of the Company from time to time.
- To institute a transparent monitoring mechanism for implementation of the CSR projects or programmes or activities undertaken by the Company.
- To formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR policy.

During the year ended March 31, 2023, two meetings of the CSR Committee were held on May 10, 2022 and January 31, 2023. As on March 31, 2023, the composition of the CSR Committee and the details of attendance at the meetings are as under :

Name of Member	Designation	No. of meetings
Mr. Vijay Aggarwal	Chairman	2
Ms. Ameeta A. Parpia	Member & Independent Director	2
Mr. Vivek K. Agnihotri	Member	2
Mr. Sarat Chandak	Member	2
Mr. Atul R. Desai *	Member	1

* Ceased to be a member of the Committee effective from the close of business hours on August 28, 2022.

F. Risk Management Committee

Risk management is integral to the Company and is controlled through awareness, training, discipline, commitment and prudent risk management strategies. The risk management framework is designed to assess, measure and control risks, including procedures for mitigating concerns, monitoring compliance with standards and reporting results to the appropriate operations and management groups.

The Board of Directors has constituted a Risk Management Committee with the following broad objectives :

- Assess and provide oversight to the management relating to the identification and evaluation of major strategic, operational, regulatory, information, cyber security and external risks inherent in the business of the Company and the control processes with respect to such risks.
- Overseeing the risk management, compliance and control activities of the Company, including without limitation, the development and execution by management of strategies to mitigate risks.
- Overseeing the integrity of the Company's systems of operational controls regarding legal and regulatory compliance.
- Overseeing compliance with legal and regulatory requirements, including, without limitation, with respect to the conduct of the Company's business.
- Obtaining assurance from the Management that all known and expected risks are identified and mitigation steps are taken.

The terms of reference, *inter alia*, include :

- (i) To formulate a detailed Risk Management Policy which shall include :
 - (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- (ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- (iii) To review, and, as applicable, approve the Company's risk appetite and key risk policies on the establishment of risk limits, as well as the guidelines, policies and processes for monitoring and mitigating such risks.

- (iv) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- (v) To periodically review the risk management policy, including by considering the changing industry dynamics and evolving complexity.
- (vi) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- (vii) To review the terms of appointment/removal and remuneration of the Chief Risk Officer (if any).
- (viii) To form and delegate to one or more sub-committees all or any portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee's business.
- (ix) Have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- (x) Have such other authority, duties and responsibilities as may be delegated to the Committee by the Board.

The Internal Management Assurance team of the Company provides independent assurance on the efficacy of risk management in terms of :

- Review of the process for identifying/prioritising various risks.
- Extent of implementation of mitigation strategies and their efficacy.
- Review the accuracy of self-assessments on risk mitigation.
- Review of Internal Financial Controls.
- Report on such matters as may be specifically directed by the Risk Management/Audit Committee.

The Company has a detailed document on Business Continuity. This is in line with the business requirements of the three business divisions ensuring preparedness for any unforeseen breakdown and/or contingencies, which may impact the regular working of any business division.

During the year ended March 31, 2023, four meetings of the Risk Management Committee were held on May 10, 2022, August 2, 2022, November 9, 2022 and January 31, 2023. The composition of the Risk Management Committee as at March 31, 2023 and the

details of attendance at the meetings of the Committee are as under :

Name of Member	Designation	No. of Meetings
Mr. Vijay Aggarwal	Chairman	4
Ms. Ameeta A. Parpia	Member & Independent Director	4
Mr. Vivek K. Agnihotri	Member	4
Mr. Sarat Chandak	Member	4
Mr. Manish Bhatia	Member	4
Mr. Anil Kulkarni [#]	Member	2
Mr. Atul R. Desai [*]	Member	2
Ms. Aneeta S. Kulkarni ^{**}	Member	4

[#] Appointed as a member of the Committee w.e.f. August 29, 2022.

^{*} Ceased to be a member of the Committee from the close of business hours on August 28, 2022.

^{**} Ceased to be a member of the Committee from the close of business hours on March 31, 2023.

3. WHISTLE BLOWER POLICY

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Accordingly, the Board has established a vigil mechanism by adopting a 'Whistle Blower Policy' for stakeholders including Employees and Directors and their representatives to freely communicate their concerns about illegal or unethical practices.

The Whistle Blower Policy provides a mechanism for stakeholders including Employees and Directors and their representatives to approach the Corporate Governance Cell/Chairman of the Company/Chairperson of the Audit Committee of the Company. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The Policy is hosted on the website of the Company <https://www.prismjohnson.in/wp-content/uploads/2023/01/Whistle-Blower-Policy.pdf>.

4. PREVENTION OF SEXUAL HARASSMENT

The Company has framed a policy on Prevention of Sexual Harassment of Women at workplace. As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, the Company has constituted an Internal Committee to inquire into complaints of sexual harassment and recommend appropriate action.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for the year ended March 31, 2023 are as under :

a.	Number of complaints pending at the beginning of the financial year	1
b.	Number of complaints filed during the financial year	Nil
c.	Number of complaints disposed of during the financial year (Complaint filed in March 2022 resolved in May 2022)	1
d.	Number of complaints pending as on end of the financial year	Nil

5. SUBSIDIARY COMPANY

All subsidiary companies are Board managed with their Boards exercising the duties and powers to manage such companies in the best interest of their stakeholders. The Company has formulated a policy for determining 'material' subsidiaries and the same is disclosed on the website of the Company <https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-on-Material-Subsidiaries.pdf>. As on March 31, 2023, Raheja QBE General Insurance Company Limited ('RQBE'), is an unlisted material subsidiary pursuant to the terms of the SEBI LODR. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023, following are the additional details of the material subsidiary i.e. RQBE :

- (i) Date of Incorporation : August 14, 2007
- (ii) Place of Incorporation : Mumbai
- (iii) Statutory Auditors : M/s. Sudit K. Parekh & Co. LLP, Chartered Accountants (Previously M/s. Sudit K. Parekh & Co.) (Firm Registration No. 110512W/W-100378) and M/s. Shah Gupta & Co., Chartered Accountants (Firm Registration No. 109574W) were re-appointed as Joint Statutory Auditors on June 15, 2018 for a second term of five years.

Ms. Ameeta A. Parpia and Mr. Shobhan M. Thakore, Independent Directors of the Company, are appointed as Independent Directors on the Board of RQBE.

The operations and performance of the subsidiary companies are reviewed on a quarterly basis as under :

- (a) The minutes of the meetings of the Board of Directors of all subsidiary companies are placed

before the Board of Directors of the Company and the attention of the Directors is drawn to all significant transactions and arrangements entered into by the unlisted subsidiary companies.

- (b) The Audit Committee of the Company reviews the financial statements, in particular, the investments made by the subsidiary companies.

6. RELATED PARTY TRANSACTIONS

The Board has approved a policy on materiality of related party transactions and dealing with related party transactions which has been uploaded on the Company's website <https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-on-Related-Party-Transactions.pdf>.

The Company's major related party transactions are generally with its subsidiaries, joint ventures and associates to further the Company's business interest.

All transactions entered into with related parties, as defined under the Act and the SEBI LODR, during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with related parties during the year ended March 31, 2023 which were in conflict with the interests of the Company. Details of related party transactions are given in Note No. 4.09 of the Standalone Financial Statements forming part of this Annual Report.

7. DISCLOSURES

- (a) There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matters related to capital markets during the last three years.
- (b) The Board of Directors has established a vigil mechanism by adopting a Whistle Blower Policy for the Company which is available on the Company's website. No personnel had been denied access to the Audit Committee.
- (c) The Company has complied with the disclosures of corporate governance requirements specified in Regulations 17 to 27 and Clauses (b) to (i) and (t) of sub-Regulation (2) of Regulation 46 of the SEBI LODR.
- (d) (i) **Mandatory Requirements**
The Company has complied with all the mandatory requirements of the SEBI LODR.

(ii) Discretionary Requirements

- Non-executive Chairman's Office : The Chairman's office is maintained by himself.
 - 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 and the websites of BSE and NSE, the same are not being sent separately to the shareholders.
 - The annual financial statements of the Company are unmodified.
 - The Internal Auditors have access and report directly to the Audit Committee.
- (e) The Company has followed all relevant Accounting Standards prescribed under the Act and Rules thereunder and the guidelines issued by Securities Exchange Board of India while preparing Financial Statements.

8. CEO/CFO CERTIFICATION

Pursuant to provisions of Regulation 17(8) of the SEBI LODR, the Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and other matters related to internal controls for the year ended March 31, 2023.

9. GENERAL BODY MEETINGS

- (i) Location and time where last three Annual General Meetings were held :

Date of Meeting	Time of Meeting	Venue
June 29, 2022	10.30 a.m.	Through Video Conferencing at the deemed venue at the Registered Office
July 30, 2021	10.30 a.m.	at 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016
August 14, 2020	10.30 a.m.	

- (ii) Two special resolutions were passed at each of the Annual General Meeting held on August 14, 2020, July 30, 2021 and June 29, 2022.
- (iii) Three special resolutions are proposed to be passed at the ensuing Annual General Meeting with regard to :

- Issue of Non-convertible Debentures on private placement basis.
 - Payment of Commission to Non-executive Directors.
 - Appointment of Mr. Anil Kulkarni as Whole-time Director, designated as Executive Director & CEO (RMC).
- (iv) No resolution was passed through Postal Ballot during the year ended March 31, 2023.
- (v) No special resolutions have been proposed to be passed through postal ballot at the AGM to be held on August 3, 2023.

10. MEANS OF COMMUNICATION

- The quarterly/half-yearly/annual financial results, shareholding pattern, quarterly compliances and all other corporate communication are filed electronically on BSE and NSE on-line portals, where the Company's securities are listed.
- The results are thereafter given to various news agencies/analysts and published in Business Standard (English) and Nava Telangana (Telugu) and are displayed on the Company's website <https://www.prismjohnson.in/quarterly-results/>.
- The Company also informs, by way of intimation to BSE and NSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the investors.
- A separate dedicated section under 'Investors' on the Company's website gives information on unclaimed dividends, financial results, annual reports, quarterly compliance reports, communications with the stock exchanges, investor presentations and updates and other relevant information of interest to the investors/public and as mandated by the SEBI LODR and the Act.
- The presentations made to institutional investors/analysts, if any, are also available on the Company's website and are submitted to BSE and NSE.

11. MANAGEMENT DISCUSSION AND ANALYSIS is a part of the Annual Report and is annexed separately.

12. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting

Date and Time : August 3, 2023 at 10.30 a.m.

Venue : The Meeting will be held through Video Conference/ Other Audio Visual Means and the deemed venue of the AGM shall be the Registered Office at 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016.

B. Financial Year

The Company follows April 1 to March 31 as its financial year. The financial results for every quarter beginning from April are declared as per the SEBI (LODR).

C. Listing on Stock Exchanges

- (i) The Company's equity shares are listed on the following Stock Exchanges :

Name & Address of Stock Exchange	Stock Code/ Symbol
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	500338
National Stock Exchange of India Limited, Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	PRSMJOHNSN

- (ii) The listing fees for the year 2023-24 have been paid to the aforesaid Stock Exchanges.
- (iii) The Non-convertible Debentures issued on private placement basis by the Company are listed on BSE Limited.
- (iv) The Company has not issued any Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments.

D. Market price data for the year ended March 31, 2023

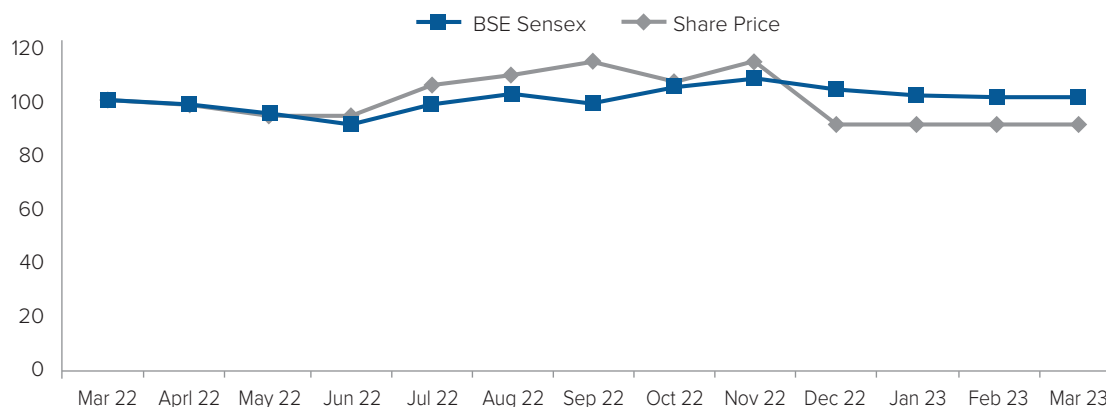
Month	BSE Prices		NSE Prices	
	High ₹	Low ₹	High ₹	Low ₹
April 2022	130.25	113.30	129.90	113.10
May 2022	115.05	104.65	115.00	104.40
June 2022	111.55	99.05	111.85	99.05
July 2022	121.45	103.00	121.50	102.85
August 2022	129.80	119.15	130.05	119.30
September 2022	137.50	120.85	136.85	120.75
October 2022	127.60	122.40	127.85	122.55
November 2022	131.65	116.15	131.85	116.15
December 2022	129.10	99.65	129.10	99.55
January 2023	111.35	100.50	111.50	100.70
February 2023	108.30	100.95	108.05	100.75
March 2023	108.30	102.50	108.20	102.60

Source : www.bseindia.com; www.nseindia.com

Performance in comparison to BSE Sensex :

Closing value of Company's share price v/s BSE Sensex on the last trading day of the month.

Base is considered to be 100 as on March 31, 2022.

Prism Johnson Limited - Share Price v/s BSE Sensex

Source : www.bseindia.com

E. Registrar & Transfer Agent

KFin Technologies Limited,
Unit : Prism Johnson Limited,
Selenium Building, Tower B,
Plot 31-32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana – 500 032.
e-mail : einward.ris@kfintech.com
corporate website : <https://www.kfintech.com>
KPRISM (Mobile Application) : <https://kprism.kfintech.com>
Investor Support Centre (Diy Link) : <https://ris.kfintech.com/clientservices/isc>
Toll Free No. : 1800 309 4001
WhatsApp No. : (91) 910 009 4099

F. Share Transfer System

Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories within the statutory time limit from the date of receipt of share certificates provided the documents are complete in all respects.

Pursuant to amendments to Regulation 40 of the SEBI LODR w.e.f April 1, 2019, shares can be transferred only in dematerialised form.

Annual Share Transfer Audit in terms of the SEBI LODR is carried out by an independent practicing Company Secretary.

Dealing with securities which have remained unclaimed

Pursuant to Regulation 39 of the SEBI LODR, unclaimed and postal returned equity shares have been transferred to the Unclaimed Suspense

Account of the Company and shall be transferred to the concerned shareholder upon making a claim to the Company's Registrar & Transfer Agent. The voting rights on these shares shall remain frozen till the rightful owner claims the shares.

Details of the account are as under :

Particulars		No. of shareholders	No. of shares
(i)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year.	22	5,700
(ii)	Number of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year.	Nil	Nil
(iii)	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	Nil	Nil
(iv)	Number of shares transferred to IEPF Authority.	Nil	Nil
(v)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	22	5,700

G. Transfer of Unpaid/Unclaimed Dividend Amounts/ Shares to Investor Education & Protection Fund

➤ Transfer of unclaimed equity shares into Investor Education & Protection Fund

Pursuant to the provisions of Section 125 of the Act read with Investor Education & Protection Fund ('IEPF') Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ('the Rules') the Company shall transfer the shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government on the specified date.

➤ Transfer of Unpaid/Unclaimed Dividend Amounts to Investor Education & Protection Fund

Pursuant to the provisions of Sections 124 and 125 of the Act and Investor Education & Protection Fund ('IEPF') Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') dividends not encashed/claimed within seven years from the date of declaration are to be transferred to the IEPF.

The Company has transferred all such unpaid/unclaimed dividend to the IEPF. No claim lies against the Company in respect thereof.

The Company has uploaded full details of shares as well as unclaimed dividends transferred to IEPF on the website of the Company <https://www.prismjohnson.in/investors/iepf>. The Company has appointed Nodal Officers under the provisions of IEPF, the details of which are available on the website of the Company.

Both, the unclaimed dividends and the shares transferred to the IEPF can be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

H. Norms for furnishing PAN, KYC details and Nomination

In view of SEBI Circular dated March 16, 2023, shareholders holding shares in physical form are requested to submit their PAN, KYC details and Nomination (Postal address with PIN, mobile number, email address, bank account details, specimen signature, nomination details) and other relevant details in Form ISR-1 / Form ISR-2 / Form ISR-3 / Form SH-13 / Form SH-14 to KFin Technologies Limited, Registrar & Transfer Agent ('RTA') of the Company. The said Forms are also available on the website of the Company viz. <https://www.prismjohnson.in/updation-of-kyc-details/> and also on the website of RTA viz. https://ris.kfintech.com/clientservices/isc/#isc_download_hrd.

Non-availability of any of the above documents/details with the Company/RTA on or after October 1, 2023 will result in freezing of the shareholders' folios. The security holder(s) whose folio(s) have been frozen shall be eligible :

- to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned in the SEBI Circular;
- for any payment including dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 1, 2024 and that such payment shall be made electronically only upon complying with the requirements stated in the SEBI Circular.

Frozen folios shall be referred by the RTA/the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

I. Distribution of shareholding and shareholding pattern as of March 31, 2023 :

Distribution of Shareholding

Category (shares)	No. of shareholders	% of Shareholders	Total Shares	% of Shares
1 - 5000	66,398	87.27	93,46,825	1.86
5001 - 10000	4,689	6.16	39,43,551	0.78
10001 - 20000	2,208	2.90	34,70,625	0.69
20001 - 30000	909	1.20	23,09,866	0.46
30001 - 40000	414	0.54	15,06,515	0.30
40001 - 50000	390	0.51	18,60,326	0.37
50001 - 100000	488	0.64	36,49,259	0.72
100001 & Above	589	0.78	47,72,69,613	94.82
Total	76,085	100.00	50,33,56,580	100.00

Shareholding Pattern

Category	No. of Shares	% Shareholding
Promoters	37,68,81,169	74.87
FPCs/NRIs	1,95,04,037	3.88
Bodies Corporate	1,82,01,556	3.62
Financial Institutions/ Banks/Mutual Funds	2,20,06,363	4.37
Indian Public	6,31,83,417	12.55
IEPF	35,80,038	0.71
Total	50,33,56,580	100.00

J. Dematerialisation of Shares

Trading of the Company's shares is compulsorily in dematerialised form for all investors. As of March 31, 2023, equity shares representing 99.56% have been dematerialised with the following depositories :

Description	ISIN	Depositories
Equity shares	INE010A01011	NSDL & CDSL

Pursuant SEBI Circular No. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022, as an on-going measure to enhance ease of dealing in securities markets by investors, the Company shall issue the securities in dematerialised form only while processing the following service request with effect from January 25, 2022 :

- Issue of duplicate securities certificate
- Claim from Unclaimed Suspense Account
- Renewal/Exchange of securities certificate
- Endorsement
- Sub-division/Splitting of securities certificate
- Consolidation of securities certificates/folios
- Transmission
- Transposition

K. Commodity price risk or foreign exchange risk and hedging activities

During the year 2022-23, the Company has managed the foreign exchange risk by entering into forward contracts for hedging foreign exchange exposures against imports or exports as applicable. The details of foreign currency exposure of the Company are disclosed in Note No. 4.08 of the Standalone Financial Statements forming part of this Annual Report.

The Company does not have any exposure hedged through commodity derivatives.

L. Addresses

Plant Location

The Company's cement manufacturing facilities are located at Satna, Madhya Pradesh. The tile manufacturing facilities are located at Pen, Maharashtra; Dewas, Madhya Pradesh; Kunigal, Karnataka; Vijayawada, Andhra Pradesh and Karaikal, Puducherry. The facilities for manufacture

of bath fittings are located at Baddi, Himachal Pradesh and Samba, Jammu & Kashmir. Prism RMC currently operates 97 Ready Mixed Concrete plants spread across various locations in the country and 3 aggregate crushers.

Correspondence

Shareholders' correspondence may be addressed to the Registrar & Transfer Agent at Hyderabad and also at einward.ris@kfintech.com. Investors can also mail their queries to the Company at investor@prismjohnson.in for redressal.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

M. Details of Debenture Trustee

Axis Trustee Services Limited,
The Ruby, 2nd Floor, SW,
29, Senapati Bapat Marg,
Dadar (West), Mumbai - 400 028
e-mail : debenturetrustee@axistrustee.in
website : <https://www.axistrustee.in>
Tel. No. : +91-22-6230 0451
Fax No. : +91-22-6230 0700

N. Details of Credit Ratings

Credit Ratings issued and applicable to the Company as on March 31, 2023

During the year ended March 31, 2023, India Ratings and Research Private Limited ('India Ratings') has revised its rating outlook on the long term debt instruments and other long term borrowings of the Company to 'Stable' from 'Positive' while affirming the rating at 'IND A+'. There is no change in the rating for Non-fund based Working Capital limits and Unsecured Short Term Loans.

Crisil Ratings Limited ('CRISIL') and India Ratings have re-affirmed/assigned 'CRISIL A1+' and 'IND A+' ratings respectively to the Commercial Papers Programme of the Company. The details of Credit Rating are available on the website at <https://www.prismjohnson.in/wp-content/uploads/2023/02/Credit-Ratings-23-02-2023.pdf>.

Rating Agency	Instrument	Rating	Outlook
India Ratings	Debt Instruments	IND A+	Stable
	Term Loans/Fund based Working Capital	IND A+	Stable
	Commercial Paper	IND A1+	–
	Non-fund Based Limits – Working Capital/ Unsecured Short Term Loans	IND A1+	–
Crisil Ratings Limited	Commercial Paper	CRISIL A1+	–

O. Audit Fees

The total fees for all services paid by the Company and its subsidiaries on a consolidated basis, to the Statutory Auditors of the Company for the year ended March 31, 2023 is ₹ 1.36 Crores.

As confirmed by Statutory Auditors they are not part of any network firm/entity.

P. Loans and advances

There are no loans and advances given by the Company and its subsidiaries to firms/companies in which Directors are interested.

Q. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations

The Company has complied with all the requirements in this regard, to the extent applicable.

R. Compliance of Corporate Governance requirements specified under Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations :

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/N.A.	Key Compliance observed
(a)	Board of Directors	17	Yes	<ul style="list-style-type: none"> • Composition and Appointment of Directors • Meetings and quorum • Review of compliance reports • Code of Conduct • Fees/compensation to Non-executive including Independent Directors • Minimum information to be placed before the Board • Compliance Certificate by Chief Executive Officer and Chief Financial Officer • Risk management plan, risk assessment and minimisation procedures • Performance Evaluation of Independent Directors • Recommendation of Board for each item of special business
(b)	Maximum Number of Directorships	17A	Yes	<ul style="list-style-type: none"> • Directorships in listed entities
(c)	Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Chairperson present at Annual General Meeting • Role of the Committee
(d)	Nomination & Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Chairperson present at Annual General Meeting • Role of the Committee
(e)	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Chairperson present at Annual General Meeting • Role of the Committee
(f)	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> • Composition • Meetings and quorum • Role of the Committee
(g)	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Vigil Mechanism and Whistle-Blower Policy for Directors and employees • Adequate safeguards against victimisation • Direct access to Chairperson of Audit Committee
(h)	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> • Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions • Prior approval including omnibus approval of Audit Committee for related party transactions • Quarterly review of related party transactions • Disclosure on related party transactions

Sr. No.	Particulars	Regulation	Compliance Status Yes/No/N.A.	Key Compliance observed
(i)	Subsidiary of Company	24	Yes	<ul style="list-style-type: none"> Appointment of Company's Independent Directors on the Board of unlisted material subsidiary Review of financial statements and investment of unlisted subsidiaries by the Audit Committee of the Company Minutes of the Board of Directors of the unlisted subsidiaries are placed at the meeting of the Board of Directors of the Company Significant transactions and arrangements of unlisted subsidiaries are placed at the meeting of the Board of Directors of the Company
(j)	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> Secretarial Audit of the Company and material unlisted subsidiary Secretarial Audit Report of the Company and of material subsidiary company are annexed with the Annual Report of the Company Annual Secretarial Compliance Report
(k)	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Tenure of Independent Directors Meeting of Independent Directors Appointment and cessation of Independent Directors Familiarisation of Independent Directors Declaration from Independent Directors that he / she meets the criteria of independence are presented at the meeting of Board of Directors Directors and Officers insurance for all the Independent Directors
(l)	Obligations with respect to employees including senior management, key managerial persons, directors and promoter	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation on compliance of Code of Conduct by Directors and Senior Management Disclosures by Senior Management about potential conflicts of interest No agreement with regard to compensation or profit sharing in connection with dealings in shares of the Company by Key Managerial Personnel, Director and Promoter
(m)	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance
(n)	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and conditions of appointment of Independent Directors Composition of various Committees of Board of Directors Details of establishment of Vigil Mechanism/Whistle Blower Policy Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Details of familiarisation programmes imparted to Independent Directors

13. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Certificate from Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Company Secretaries, confirming that none of the Directors on the Board of the Company 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, is annexed to this Report.

14. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Statutory Auditors of the Company confirming Compliance with conditions of Corporate Governance as stipulated under Regulation 34 of SEBI LODR is annexed to this Report.

DECLARATION

Pursuant to Part D of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, I confirm that the Board Members and Senior Management of the Company have confirmed compliance with the Code of Conduct for the year ended March 31, 2023.

For **PRISM JOHNSON LIMITED**

VIJAY AGGARWAL

Managing Director

(DIN : 00515412)

Place : Mumbai

Date : May 10, 2023

INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

Under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the members of Prism Johnson Limited

1. This certificate is issued in accordance with the terms of our engagement communication with Prism Johnson Limited.
2. We have examined the compliance of conditions of Corporate Governance by the Prism Johnson Limited ('the Company'), for the financial year ended on March 31 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D & E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock Exchanges.

MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance as stipulated under the Listing Regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance on internal control and procedures to ensure the compliance with conditions of Corporate Governance stipulated in Listing Regulations.

AUDITOR'S RESPONSIBILITY

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2023.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by

the Institute of Chartered Accountants of India (the 'ICAI'), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. 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

8. In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable for the year ended March 31, 2023, referred to in paragraph 2 above.
9. We state that such compliance 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.

RESTRICTION ON USE

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner

Place : Mumbai
Date : May 10, 2023

Membership No. 048243
UDIN : 23048243BGXPSJ2395

SECRETARIAL AUDITOR'S CERTIFICATE

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,
Prism Johnson Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prism Johnson Limited bearing CIN : L26942TG1992PLC014033 and having its registered office at 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500016 (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] as considered necessary and explanations 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 March 31, 2023 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.

Sr. No.	Name of Director	DIN
1.	Shobhan M. Thakore	00031788
2.	Rajan B. Raheja	00037480
3.	Akshay R. Raheja	00288397
4.	Vijay Aggarwal	00515412
5.	Vivek K. Agnihotri	02986266
6.	Sarat Kumar Chandak	06406126
7.	Ameeta Aziz Parpia	02654277
8.	Raveendra Subramanyam Chittoor	02115056

Ensuring the eligibility of 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.

for **Savita Jyoti Associates**
Company Secretaries

CS Savita Jyoti

FCS No. : 3738

CP No. : 1796

UDIN : F003738E000273911

Date : May 10, 2023

Place : Hyderabad

BOARD'S REPORT

To the Shareholders,

The Directors present the Thirty First Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2023.

FINANCIAL RESULTS (STANDALONE)

The Company's financial performance (standalone) for the year ended March 31, 2023 is summarised below :

Particulars	₹ Crores	
	2022-23	2021-22
Revenue from operations	6,711.46	5,568.79
Other income	33.38	34.93
Total income	6,744.84	5,603.72
Expenses	6,822.18	5,438.60
Profit/(Loss) before Exceptional items & tax	(77.34)	165.12
Exceptional items	(6.84)	8.99
Profit/(Loss) before tax	(84.18)	174.11
Tax expenses	(25.32)	40.86
Profit/(Loss) for the year	(58.86)	133.25
Other Comprehensive Income/ (Loss) - net of tax	(4.62)	(3.58)
Surplus - opening balance	724.19	594.52
Surplus - closing balance	660.71	724.19

RESERVES

During the financial year, there was no amount proposed to be transferred to the Reserves.

DIVIDEND

In compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the Board of Directors of the Company has approved a Dividend Distribution Policy. The objective of the policy is to lay down the criteria to be considered by the Board of Directors before recommending dividend to its shareholders for a financial year and to provide clarity to stakeholders on the profit distribution of the Company. The Board shall consider distribution of profits in accordance with the business strategies, provisions of the applicable regulations and seek to balance the benefit to shareholders of the Company with the comparative advantages of retaining profits in the Company which would lead to greater value creation for all stakeholders.

The Policy is uploaded on the Company's website at <https://www.prismjohnson.in/wp-content/uploads/2023/01/Dividend-Distribution-Policy.pdf>

The Board of Directors, after considering the overall circumstances and keeping in view the Company's Dividend Distribution Policy, has decided that it would be prudent not to recommend any Dividend for the year under review.

OPERATIONS

During the year, Company's standalone turnover grew 20.52% to ₹ 6,711.46 Crores led by growth across all Divisions. EBITDA declined by 31.49% to ₹ 394.43 Crores, mainly due to pressure on margins owing to a steep rise in input costs, especially power and fuel costs. The Company incurred a standalone loss before tax of ₹ 84.18 Crores and loss after tax of ₹ 58.86 Crores during the year ended March 31, 2023, as against profit before tax of ₹ 174.11 Crores and profit after tax of ₹ 133.25 Crores for the previous year ended March 31, 2022.

The Company's consolidated turnover grew 16.71% to ₹ 7,360.52 Crores during the year, while consolidated loss after tax for the year ended March 31, 2023 of the Company amounted to ₹ 157.73 Crores as against profit after tax of ₹ 43.95 Crores for the previous year ended March 31, 2022.

Prism Cement

Prism Cement's revenue grew by 25.9% during the year to ₹ 3,030 Crores, partly led by 13.5% growth in cement and clinker sales volume. EBITDA per ton declined from ₹ 709 in 2021-22 to ₹ 445, largely due to an increase in power and fuel costs.

The Company launched 'Champion All Weather' brand in the premium cement category in December 2022. It helps stop water ingress and makes the construction moisture & dampness resistant. This will help the Company in increasing its share of premium cement in the future. The sale of premium cement 'Champion Plus', 'Duratech' and 'Champion All Weather' constituted 31% of total cement sales volume during the year under review.

During the year, as part of its sustainability initiatives, the Company announced a plan to set up a captive wind power project aggregating to 24 MW for supply to the cement plant of the Company at Satna, Madhya Pradesh. The wind power is expected to be commissioned during first half of 2024-25 and will also help the Company to reduce its overall power cost.

H & R Johnson (India) [HRJ]

HRJ's revenue grew by 8% to ₹ 2,399 Crores, but EBITDA margin declined to 7.3% due to a steep rise in natural gas prices.

The Company set up a new manufacturing facility for Industrial Products & Natural Resources ('IPNR') products at Dewas, Madhya Pradesh during the year under review. Some of the key IPNR products that are manufactured at Dewas are ceramic stains, ceramic filter disc, ceramic membrane, antimicrobial compounds, among others. In parallel, the Company scaled down its existing manufacturing capacity for IPNR products at Pen, Maharashtra.

Further, HRJ is in the process of increasing its tile manufacturing capacity at Panagarh, West Bengal, to cater to the potential medium-term market growth. This proposed expansion is expected to be completed in the first half of 2023-24. This will help HRJ in increasing its presence in the Eastern region.

Prism RMC

Prism RMC's revenue grew by 17% in 2022-23, mainly driven by 18.5% growth in ready-mixed concrete volumes. During the year, Prism RMC implemented several initiatives to optimise fleet and pump efficiency and reduce costs.

FIXED DEPOSITS

During the year, the Company did not accept any public deposits under Chapter V of the Companies Act, 2013 ('the Act').

FINANCE

The Company has repaid/prepaid long term loans (excluding NCDs) of ₹ 121.69 Crores and tied-up fresh long term loans of ₹ 200.00 Crores during the year under review to finance, *inter alia*, its repayment of debts, ongoing long term working capital and ongoing capital expenditure. The loans were used for the purpose they were sanctioned by the respective banks/financial institutions.

During the year under review, NCDs aggregating ₹ 115 Crores were redeemed in accordance with the terms of the issue.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company has transferred a sum of ₹ 0.21 Crore to the Investor Education and Protection Fund in compliance with provisions of the Act, which represents unclaimed fixed deposits and unclaimed interest on the fixed deposits.

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has seven subsidiaries, nine joint ventures and two associate companies as on March 31, 2023. A statement providing details of performance and salient features of the

financial statements of subsidiary/associate/joint venture companies, as per Section 129(3) of the Act, is provided in Form AOC-1 attached to the consolidated financial statement and therefore not repeated in this Report to avoid duplication.

The highlights of performance of subsidiaries, associates and joint venture companies during the financial year is as under :

Raheja QBE General Insurance Company Limited ('RQBE')

The share sale and purchase transaction between Paytm Insuretech Private Limited (erstwhile QORQL Private Limited) and the Promoters of the Company was not consummated within the time period envisaged hence the agreement was automatically terminated. During the year, the Company has acquired 3,82,92,135 equity shares of ₹ 10/- each aggregating ₹ 49.99 Crores by subscribing to right issues. The joint venture partner also subscribed to the rights issue and hence the shareholding percentage of the Company in RQBE remains unchanged.

Sanskar Ceramics Private Limited ('Sanskar')

Sanskar, a joint venture of the Company engaged in manufacturing of ceramic wall and vitrified tiles, at Morbi, Gujarat, has installed a new kiln to improve the plant's fuel efficiency and expansion of tile production capacity by 1.2 MSM p.a.

During the year, the Company has invested in Sanskar by subscribing 50,00,000 Series III 0.02% Non-cumulative, Non-participating, Non-convertible Redeemable Preference Shares of ₹ 10/- each for an amount aggregating to ₹ 5 Crores.

Antique Marbonite Private Limited ('Antique')

Antique, a joint venture of the Company, has installed 2.95 MW Solar & 2.10 MW Wind Power Plant at Amreli, Gujarat for captive consumption, which will help in overall reduction of power cost.

Small Johnson Floor Tiles Private Limited ('Small')

Small, a joint venture of the Company, has closed its ceramic tiles manufacturing facility at Morbi, Gujarat having capacity of 3.9 mn m² p.a. which had become economically unviable in the current scenario.

Renew Green (MPR Two) Private Limited ('Renew Green')

With an intent to reduce the cost of energy by using alternate source of energy, the Board had approved making investment for acquiring upto 45% in equity capital of Renew Green, a special purpose vehicle, for development of 24 MW captive wind power project for supply to the cement plant of the Company at Satna, Madhya Pradesh.

There has been no material change in the nature of the business of other subsidiaries, joint ventures and associates during the year under review.

The Company has formulated a policy for determining material subsidiary, which is available on the website of the Company at <https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-on-Material-Subsidiaries.pdf>. Raheja QBE General Insurance Company Limited is a material subsidiary of the Company as per SEBI LODR.

CONSOLIDATED FINANCIAL STATEMENT

The audited consolidated financial statement of the Company, prepared in accordance with the Act and the applicable Indian Accounting Standards, along with all relevant documents and the Auditors' Report thereon form part of this Annual Report.

The separate audited financial statements in respect of each subsidiary company is also available on the website of the Company at <https://www.prismjohnson.in/subsidiary-annual-accounts/>.

SHARE CAPITAL

The paid-up equity share capital remains unchanged at ₹ 503.36 Crores as on March 31, 2023. During the year under review, the Company has not issued shares with differential voting rights neither granted any stock options nor sweat equity.

DIRECTORS

Mr. Atul Desai, Executive Director & CEO (RMC), demitted office as Director of the Company on the expiry of his term from the close of business hours on August 28, 2022. The Board places on record its sincere appreciation for the valuable contributions made by Mr. Desai during his tenure with the Company.

In accordance with the requirements of the Companies Act, 2013, the shareholders at the 30th Annual General Meeting held on June 29, 2022, had re-appointed Dr. Raveendra Chittoor (DIN : 02115056) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from July 3, 2022.

The Company has received declarations from Ms. Ameeta Parpia, Mr. Shobhan Thakore and Dr. Raveendra Chittoor, Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI LODR. The terms and conditions of appointment of the Independent Directors are placed on the website of the Company <https://www.prismjohnson.in/wp-content/uploads/2023/01/Appointment-Letter-of-Independent-Director.pdf>.

The details of familiarisation programme for Independent Directors have been disclosed in the Report on Corporate Governance and also placed on the website of the Company <https://www.prismjohnson.in/wp-content/uploads/2023/04/Details-of-Familiarisation-Programme-for-Independent-Directors-FY-2022-23.pdf>.

Pursuant to Section 152 of the Act, Mr. Rajan Raheja and Mr. Vivek Agnihotri, Directors of the Company, retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, have offered themselves for re-appointment.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has recommended their re-appointment.

As required, the requisite details of Directors seeking appointment/re-appointment are included in this Annual Report.

Meetings

The Board of Directors met four times during the year ended March 31, 2023. Additionally, several Committee Meetings were held including the Audit Committee, which met eight times during the year. Details of the meetings are included in the Report on Corporate Governance.

Evaluation

Pursuant to the provisions of the Act and the SEBI LODR, the Board has carried out an evaluation of its own performance, evaluation of its Committees performance and performance of individual directors including Independent Directors, during the year under review. Details of the same are given in the Report on Corporate Governance.

Remuneration Policy

The policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director and also remuneration for Key Managerial Personnel, Senior Management and other employees forms part of the Report on Corporate Governance and is also available on the website of the Company at <https://www.prismjohnson.in/wp-content/uploads/2023/02/PJL-Remuneration-Policy-2023.pdf>.

KEY MANAGERIAL PERSONNEL

The Board at its meeting held on August 3, 2022 appointed Mr. Anil Kulkarni as Chief Executive Officer (RMC) and Key Managerial Personnel of the Company effective from August 29, 2022.

Ms. Aneeta S. Kulkarni, Company Secretary & Compliance Officer and Key Managerial Personnel of the Company demitted the office as Company Secretary & Compliance Officer effective from close of business hours of March 31, 2023.

The Board at its meeting held on February 1, 2023 appointed Mr. Shailesh Dholakia, a qualified Company Secretary and a member of the Institute of Company Secretaries of India, as the Company Secretary & Compliance Officer and Key Managerial Personnel of the Company effective from April 1, 2023.

COMPOSITION OF AUDIT COMMITTEE

The Board has constituted an Audit Committee, details of the same are stated in the Report on Corporate Governance. All the recommendations made by the Audit Committee were accepted by the Board.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a vigil mechanism by adopting a Whistle Blower Policy to report concerns about illegal or unethical practices, if any. The details of the Policy are explained in the Report on Corporate Governance and are also available on the website of the Company at <https://www.primjohnson.in/wp-content/uploads/2023/01/Whistle-Blower-Policy.pdf>.

PREVENTION OF SEXUAL HARASSMENT

The Company offers equal employment opportunity and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company has also framed a policy on Prohibition of Sexual Harassment of Women at workplace. The Company has constituted an Internal Committee to inquire into complaints of sexual harassment and recommend appropriate action as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder.

The Company has been conducting induction/refresher programmes in the organisation on a continuous basis to build awareness in this area.

During the year under review, no complaint was received with allegations of sexual harassment as per the provisions of the POSH Act. The pending complaint of financial year 2021-22 was investigated and resolved during the year under review.

RISK MANAGEMENT

The Company has constituted a Risk Management Committee. The details of the Committee and its terms of reference are set out in the Report on Corporate Governance.

The Company works across a wide range of products i.e. Cement, Tiles, Bath fittings and Ready Mixed Concrete. Several of the product lines have their own unique business and operating models. These businesses operate in an evolving and challenging business environment.

The Risk Management Policy framed by the Company details the objectives and principles of risk management along with an overview of the risk management process, procedures and related roles and responsibilities. The risk management process includes identifying types of risks and its assessment, risk handling and monitoring, reporting and controlling/mitigation.

The Committee, on timely basis, informed members of the Audit Committee and the Board of Directors about risk assessment and minimisation procedures and in their opinion, there was no risk that may threaten the existence of the Company.

CORPORATE SOCIAL RESPONSIBILITY ('CSR')

The Company has adopted a CSR Policy based on which all CSR activities are initiated and implemented. The Company Policy is focused on CSR activities in areas such as energy and water conservation, health and sanitation, pollution-free atmosphere, clean technologies and primary health care for the villagers in the vicinity of the plants. The Policy is available on the Company's website at https://www.primjohnson.in/wp-content/uploads/2023/01/PJL-CSR-Policy_2021.pdf.

During the financial year 2022-23, the Company has spent ₹ 2.85 Crores towards CSR activities.

Requisite disclosure including composition of the CSR Committee has been given in Annexure 'A' to this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

A separate section on Business Responsibility and Sustainability Reporting forms part of this Annual Report as required under Regulation 34(2)(f) of the SEBI LODR.

LOANS, GUARANTEES AND INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to Financial Statements.

RELATED PARTY TRANSACTIONS

All related party transactions are placed before the Audit Committee and the Board, wherever required, for prior approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval is placed before the Audit Committee for its review on a quarterly basis. The statement is supported by a certificate from the Managing Director, Executive Director & CEOs and the Chief Financial Officer.

All transactions entered by the Company with related parties, as defined under the Act and the SEBI LODR, during the financial year were in the ordinary course of business and on an arm's length basis and do not attract the provisions of Section 188 of the Act.

There was no material related party transaction made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

Attention of the members is drawn to the disclosure of related party transactions set out in Note No. 4.09 of the Standalone Financial Statement forming part of this Annual Report.

The Policy on Related Party Transactions as approved by the Audit Committee and the Board of Directors is available on the website of the Company at <https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-on-Related-Party-Transactions.pdf>.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Act, to the best of their knowledge and belief and according to the information and explanations obtained by them, the Directors confirm that :

- (a) In the preparation of the annual financial statements for the year ended March 31, 2023, the applicable accounting standards have been followed and there are no material departure from the same;
- (b) They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the loss of the Company for the year ended on that date;

- (c) 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;
- (d) The annual financial statements have been prepared on a going concern basis;
- (e) Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

EMPLOYEE REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this Report as Annexure 'B'.

The information required under Section 197 of the Act and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining a copy of the statement may send an email to investor@prismjohnson.in.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 of the Act read with the Companies (Accounts) Rules, 2014, is given in Annexure 'C' forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review as stipulated under the SEBI LODR is presented in a separate section forming part of this Annual Report.

CORPORATE GOVERNANCE

As per the SEBI LODR, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance forms part of this Annual Report.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has established standards, processes and structure which enable it to implement adequate internal financial controls and ensure that the same are operating effectively. The internal financial control systems of the Company are commensurate with its size and the nature of its operations. The Company has well defined delegation of authority limits for approving revenue as well as capital expenditures. The Company uses an established ERP system to record day-to-day transactions for accounting and financial reporting.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work done by the Internal, Statutory, Cost and Secretarial Auditors and the reviews of the Management and the relevant Board Committees, including the Audit Committee, the Company believes that the internal financial controls were adequate and effective during the financial year 2022-23.

AUDITORS

Statutory Auditors

In terms of the provisions of Section 139 of the Companies Act, 2013, the second term of office of M/s. G. M. Kapadia & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104767W), Statutory Auditors of the Company, will expire at the conclusion of the forthcoming Annual General Meeting.

The Reports given by the Statutory Auditors on the financial statements of the Company forms part of this Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditors in their Reports. The Notes on financial statement referred to in the Auditors' Reports are self-explanatory and do not call for any further comments.

The Board has recommended the appointment of M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company, for a period of five years (first term) from the conclusion of the ensuing 31st Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company to be held in the calendar year 2028.

As required under the provisions of Section 139 and 141 of the Companies Act, 2013, the Company has received written consent and certificate from M/s S R B C & Co. LLP, Chartered Accountants, to the effect that their appointment, if made, would be in conformity with the limits specified in the said section.

Pursuant to SEBI LODR, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Cost Auditors

Pursuant to Section 148 of the Act read with the Rules thereunder, as amended, the Company needs to maintain the cost records and such accounts and records are maintained for its businesses. The Board of Directors of the Company has, on the recommendation of the Audit Committee, appointed M/s. D. C. Dave & Co., Cost Accountants as the Cost Auditors of the Company for the year ending March 31, 2024 and has recommended their remuneration to the shareholders for their ratification.

Secretarial Auditor

The Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretaries, Hyderabad to undertake the Secretarial Audit of the Company for the financial year 2022-23 pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. There was no qualification, reservation or adverse remarks given by the Secretarial Auditor of the Company. The Report of the Secretarial Auditor in Form MR-3 is annexed herewith as Annexure 'D'.

Secretarial Audit of Material Unlisted Subsidiaries

For the financial year 2022-23, Raheja QBE General Insurance Company Limited ("RQBE") is the material unlisted subsidiary of the Company. In terms of Regulation 24A of SEBI LODR read with Section 204 of the Act, Secretarial Audit of RQBE has been conducted for the year 2022-23 by the Practising Company Secretary. The said Audit Report, which does not contain any qualification, reservation or adverse remark or disclaimer, has been annexed herewith as Annexure 'E'.

ANNUAL RETURN

The Annual Return of the Company as on March 31, 2023 has been placed on the website of the Company and can be accessed at <https://www.prismjohnson.in/form-mgt-7/>.

GENERAL

1. No other material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.
2. No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

3. No fraud has been reported to the Audit Committee or the Board during the audit conducted by the Statutory Auditors, Internal Auditors, Secretarial Auditor and Cost Auditors of the Company.
4. The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Act.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
6. There has been no change in the nature of business of the Company.
7. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.

8. There was no instance of one-time settlement with any Bank or Financial Institution.

ACKNOWLEDGEMENTS

The Directors thank the shareholders, debenture holders, debenture trustee, various Central and State Government departments/agencies, banks and other business associates for their valuable services and continued support during the year under review. The Board also takes this opportunity to express its sincere appreciation of the contribution and dedicated work of all the employees of the Company.

For and on behalf of the Board

SHOBHAN M. THAKORE

Chairman

(DIN : 00031788)

Place : Mumbai

Date : May 10, 2023

ANNEXURE 'A' TO THE BOARD'S REPORT

Annual Report on Corporate Social Responsibility Activities for the Financial Year 2022-23

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1	Brief outline on CSR Policy of the Company	<p>Prism Johnson Limited ('the Company') remains committed to carry the responsibility of sustainable growth by transforming the challenges it faces into value creation opportunities. The principles of sustainable growth extend to the Corporate Social Responsibility ('CSR') initiatives, which focus on holistic development of the local community and create social, ecological and economic value to the society.</p> <p>Since its inception the Company has been socially responsible and has voluntarily undertaken various CSR initiatives even when there were no legal and statutory requirements in this regard.</p> <p>In its commitment to CSR initiatives, the Company has been making available medical and educational assistance to economically disadvantaged and socially weaker sections of the society. The Company also carries out a variety of social initiatives in the areas of education, healthcare and environment.</p> <p>The Company is aware about its responsibility towards environment and sustainability and conducts its manufacturing operations in an efficient manner without compromising with the ecological sustenance. CSR is the continuing commitment of the Company to behave ethically and contribute to economic development while improving the quality of life of the local communities living around the plants and offices and society at large.</p> <p>The CSR Policy is available on the Company's website at https://www.prismjohnson.in/wp-content/uploads/2023/01/PJL-CSR-Policy_2021.pdf</p>		
2	Composition of CSR Committee :			
Sr. No.	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee held during the year
1	Mr. Vijay Aggarwal	Chairman (Executive Director)	2	2
2	Ms. Ameeta A. Parpia	Member (Independent Director)		2
3	Mr. Vivek K. Agnihotri	Member (Executive Director)		2
4	Mr. Sarat Chandak	Member (Executive Director)		2
5	Mr. Atul R. Desai*	Member (Executive Director)		1
* Ceased to be a member of the Committee effective from the close of business hours on August 28, 2022.				
3	Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company :		https://www.prismjohnson.in/board-committees/ https://www.prismjohnson.in/wp-content/uploads/2023/01/PJL-CSR-Policy_2021.pdf https://www.prismjohnson.in/csr-annual-action-plan/	
4	Executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable :		Not Applicable	
5	(a)	Average net profit of the Company as per section 135(5) : (₹ in Crores)	152.38	
	(b)	Two percent of average net profit of the Company as per section 135(5) : (₹ in Crores)	3.05	
	(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years : (₹ in Crore)	Nil	
	(d)	Amount required to be set off for the financial year 2021-22 : (₹ in Crore)	0.34	
	(e)	Total CSR obligation for the financial year (5b+5c-5d) : (₹ in Crores)	2.71	
6	(a)	Amount spent on CSR projects (both ongoing and other than ongoing projects) for the financial year : (₹ in Crores)	2.85 (other than ongoing projects)	
	(b)	Amount spent in Administrative Overheads : (₹ in Crore)	Nil	
	(c)	Amount spent on Impact Assessment, if applicable : (₹ in Crore)	Nil	
	(d)	Total amount spent for the Financial Year (6a+6b+6c) : (₹ in Crores)	2.85	

(e)	CSR amount spent or unspent for the financial year :							
	Total Amount Spent for the Financial Year. (₹ in Crores)	Amount Unspent						
		Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)				
		Amount (₹ in Crores)	Date of transfer	Name of the Fund	Amount (₹ in Crores)	Date of transfer		
	2.85	NA	NA	NA	NA	NA		
(f)	Excess amount for set off, if any :							
Sr. No.	Particulars						Amount (₹ in Crores)	
(i)	Two percent of average net profit of the Company as per section 135(5) :						2.71*	
(ii)	Total amount spent for the financial year :						2.85	
(iii)	Excess amount spent for the financial year [(ii)-(i)] :						0.14	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any :						Nil	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)] :						0.14	
* After setting of excess requirement of ₹ 0.34 Crore spent on approved CSR activities during 2021-22 duly approved by the Board.								
7	Details of Unspent CSR amount for the preceding three financial years :							
(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sr. No.	Preceding Financial Year (s)	Amount transferred to Unspent CSR Account under sub-section 135(6) (in ₹)	Balance Amount in Unspent CSR Account under 135(6) (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
NA								
8	Whether any capital assets have been created or acquired through CSR amount spent in the financial year :						No	
If yes, enter the number of Capital Assets created / acquired								
Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year :								
Sr No.	Short particulars of the property or asset(s) [including complete address and location of the property]		Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity / Authority/ beneficiary of the registered owner		
(1)	(2)		(3)	(4)	(5)	(6)		
						CSR Registration Number, if applicable	Name	Registered Address
NA								
(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal office / Municipal Corporation / Gram Panchayat are to be specified and also the area of the immovable property as well as boundaries)								
9	Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5) :						NA	

VIJAY AGGARWAL
Managing Director &
Chairman of CSR Committee
(DIN : 00515412)

For and on behalf of the Board
SHOBHAN M. THAKORE
Chairman
(DIN : 00031788)

Place : Mumbai
Date : May 10, 2023

ANNEXURE 'B' TO THE BOARD'S REPORT

The details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

1. The ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2022-23 :

Name	Designation	Ratio
Mr. Vijay Aggarwal	Managing Director	183
Mr. Vivek K. Agnihotri	Executive Director & CEO (Cement)	67
Mr. Sarat Chandak	Executive Director & CEO (HRJ)	62
Mr. Shobhan M. Thakore	Non-executive Independent Director	4
Ms. Ameeta A. Parpia	Non-executive Independent Director	4
Dr. Raveendra Chittoor	Non-executive Independent Director	3
Mr. Atul R. Desai*	Executive Director & CEO (RMC)	25

* Retired on the expiry of his term effective from the close of business hours on August 28, 2022.

2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year 2022-23 :

Name	Designation	% increase
Mr. Vijay Aggarwal	Managing Director	12.16
Mr. Vivek K. Agnihotri	Executive Director & CEO (Cement)	9.90
Mr. Sarat Chandak	Executive Director & CEO (HRJ)	(12.25)
Mr. Shobhan M. Thakore	Non-executive Independent Director	–
Ms. Ameeta A. Parpia	Non-executive Independent Director	–
Dr. Raveendra Chittoor	Non-executive Independent Director	–
Mr. Anil Kulkarni [#]	Chief Executive Officer (RMC)	–
Mr. Manish Bhatia	Chief Financial Officer	16.63
Mr. Atul R. Desai*	Executive Director & CEO (RMC)	3.84
Ms. Aneeta S. Kulkarni**	Company Secretary	13.39

[#] Appointed as a Key Managerial Personnel w.e.f. August 29, 2022.

* Retired on the expiry of his term effective from the close of business hours on August 28, 2022.

** Demitted the office as Company Secretary & Compliance Officer effective from close of business hours on March 31, 2023.

Note : Remuneration of Non-executive Independent Directors excludes sitting fees.

3. The percentage increase in the median remuneration of the employees in the financial year was around 5.09%.
4. The number of permanent employees on the rolls of the Company as on March 31, 2023 was 5,174.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the financial year was 0.07 whereas, the decrease in the managerial remuneration was (0.05). The increment is in line with industry practice and is within the normal range and is also based on the factors stated in the Remuneration Policy of the Company, details of which are mentioned in the Report on Corporate Governance.
6. It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board

SHOBHAN M. THAKORE

Chairman

(DIN : 00031788)

Place : Mumbai

Date : May 10, 2023

ANNEXURE 'C' TO THE BOARD'S REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of energy

(i) The steps taken or impact on conservation of energy :

Prism Cement

➤ **Limestone crusher & mines**

- Installed additional transformers and converted diesel operated pumps to electrical operated to improve overall energy efficiency.
- Improve power factor at Mines Power and Motor Control Centre ('PMCC') for the reduction of specific power consumption.
- Unit-II Crusher grinding path assembly replaced to optimise crusher output size.
- Installation of Cross belt analyser to improve the raw mix recipe and improve mine life.

➤ **Raw Mills**

- In Unit-II, Raw Mill-2, nozzle flow area has been reduced from 3.1 to 2.5 sqmm to increase nozzle velocity and reduce specific power consumption.
- Modification in Unit-II, Raw Mill-1&2, of Water Spray nozzle system to improve mill throughput.

➤ **Kilns**

- Installation of High speed Programmable Logic Controller ('PLC') module in Unit-I Cooler hydraulic to increase reliability.
- Installation of reduced volume hurricane air blasters in Pre-heater circuit and clinker cooler inlet in Unit-I & II which reduces compressed air requirement for smooth operation with high sulphur pet coke & liquid Alternate Fuel and Raw Material ('AFR').
- Installation of Dip Tubes in preheater cyclonic Unit-I to optimise specific heat consumption.
- Installation of Central tube at 5th & 6th Stage cyclones in Unit-I to reduce specific heat reduction.

- Modification of Kiln Hood in Unit-I & Installation of Pre-Cast block at Kiln Outlet in Unit-I & II to reduce radiation loss.
- Modification of Cooler hydraulic skid system in Unit-II by installing dedicated hydraulic for forward and backward movement along with mechanical flushing valve for smooth operation and better efficiency.

➤ **Waste Heat Recovery based Power Generation Plant**

- Variable Frequency Drive ('VFD') installation in Cooling tower fan motor (22 kW) & Auxiliary Circulating Water Pump ('ACWP').

➤ **Coal Mills**

- In Unit-II Coal Mill, fall height of separator reject cone discharge pipe has been increased by 40 mm to improve mill stability with different types of pet coke.
- Upgradation in Unit-I of Siemens S5 PLC by Siemens S7 PLC & Supervisory Control and Data Acquisition ('SCADA') from V7.9 to V8.4.

➤ **Cement mills & Packing plant**

- High efficiency heat exchangers installed to reduce the Slide shoe bearing temperature and improve the Mean Time Between Failures ('MTBF').
- Upgradation of Siemens S5 PLC in Unit-I by Siemens S7 PLC & SCADA from V7.9 to V8.4.
- Installation of 2 screw compressors in Unit-II with dryer, receiver tank and pipe lines to maintain sufficient air pressure/volume required for faster bulker unloading.
- Installation of low thickness classifying liners in Unit-I Cement Mill, which result in optimisation of specific power.

H & R Johnson (India)

➤ **Savings in Electrical Energy**

Pen

- Variable Frequency Drive is installed at Slip house stirrer, ball mill, Polishing heads and squaring unit heads savings of 500 units per day.

- Combustion air fan of 18.5 Kw converted into VFD drive, savings of 250 units per day.
- Modification in Capacitor by fixing Automatic Power Factor Control ('APFC') at High Tension ('HT') side to reduce the losses from 4.7% to less than 1%, savings of 8000 units per month.

Dewas

- Installation of VFD at Spray Dryer and slip tanks, resulting in savings of 300 units per day.
- Replacement of old Kiln with latest Kiln to effect the savings in power and fuel consumption.

Karaikal

- Replacement of Energy Efficient Motors in Glaze preparation resulting to savings of 70 units per day.
- Energy Conservation in Glaze preparation by changing the Glaze agitator Motor connection from Delta to star, savings of 20 units per day.

Kunigal

- Installation of new power and fuel efficient Kiln, elimination of vertical dryer and installation of horizontal dryer post installation of new Kiln. Savings in process power at Press and Dryer, Glaze Line and Kiln from 1.64 Kwh/M² to 1.03 Kwh/M².
- Installation of new Elgi Screw Compressor for power savings of 481 Kwh/day.
- Transformer 1500 KVA replaced by energy efficient L1 Transformer 1600 KVA. Savings of 87 units/day.
- Timer is provided on dip waste tank stirrer and cyclic timer provided in dust collector for 10 minutes off in every 3 hours of interval for auto cleaning and vice-a-versa. Savings of 33 Kwh/day.

➤ **Savings in Thermal Energy**

Pen

- Kiln-1 vertical entry - Increase of 30% production capacity with the same gas consumption in stepping stone big sizes.
- Reduction in Kiln Cycle time by an average of 3-4 minutes resulted into the increase in Kiln efficiency and savings in fuel consumption by 7%.

- Kiln waste heat usage in Pre-Kiln drier.

Dewas

- Replacement of old Kiln with latest Kiln, effecting the savings in fuel consumption from 1.45 SCM/M² to 1.19 SCM/M².

Kunigal

- Installation of new power and fuel efficient Kiln, elimination of vertical dryer and installation of horizontal dryer post installation of new Kiln. Savings in Kiln fuel from 1.49 SCM/M² to 1.12 SCM/M². Savings in dryer fuel consumption from 0.40 SCM/M² to 0.05 SCM/M².

Karaikal

- Reworked in hot air supply to horizontal dryer and reduced gas consumption.
- Glost Kiln Combustion Air additional preheating from 175^o C to 250^o C, savings in fuel consumption of 0.20 SCM/M².

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

Prism Cement

- 9.8% of total annual electricity consumption has been utilised from solar power.
- 1% of total annual electricity consumption for process sourced from non-solar green power resources (bio mass).
- 21.5% of total annual electricity consumption has been utilised from Waste Heat Recovery System ('WHRS').
- Installation of 24 MW Wind power plant in process.
- Installation and commissioning of solid AFR feeding system with capacity of 600 Tonne Per Day ('TPD') for achieving 20% Thermal Substitution Rate ('TSR') in process.

H & R Johnson (India)

- Usage of Bio Fuel like Cashew nut Husk and Wood waste in Chain stove instead of Coal at Kunigal, Pen and Vijayawada Plant.
- Solar power plants aggregating to 4.5 MW installed at some of the tile manufacturing plants.

(iii) The capital investment on energy conservation equipment :

Investment on energy conservation equipment is ₹ 22.51 Crores during the year ended March 31, 2023, which includes the investment of ₹ 8.4 Crores for Solid & Liquid AFR feeding arrangement, ₹ 4.0 Crores for PLC upgradation, ₹ 3.22 Crores for Dip Tube Installation.

(B) Technology absorption

(i) The efforts made towards technology absorption :

- Installation of low thickness classifying liners in Cement Mill of Unit-II.
- Feasibility study is going on with IIT-BHU for the usage of Hydrogen as fuel in Pyro process.
- Installation of Cross belt analyser to improve the raw mix recipe and improvised mines life.
- Fully mechanised system for feeding Liquid AFR in calciner to improve TSR.
- Upgradation of Siemens PLC from S5 to S7 and SCADA from V7.9 to V8.4.

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

- High MgO limestone usage in Portland Pozzolana Cement ('PPC') which will enhance the mines life.
- Savings on natural resources like limestone and fossil fuel. Around 82.8% of cement manufactured by the Company is blended cement produced by using Fly ash, which is waste material of other industries.
- Reduction of utility demand side power consumption and improvement upon carbon footprint by generating approximately 32% energy from Solar and WHRS. By end of 2023-24, it will increase to 48% green power, after the installation of 24 MW Wind power.

- We are in process of installation of additional 4 MW ground mounted solar and planning for 5 MW floating solar.
- Strengthening of environment friendly measures.
- Improvement in clinker utilisation factor.
- Improvement in throughput and specific power consumption.
- Installation & commissioning of diesel engine water pump for rain water harvesting.
- Feasibility study is going on with IIT-BHU for the usage of hydrogen as fuel in Pyro process.
- Installation and commissioning of small wood chipper machine to use chipped wooden pieces as AFR in Kiln.
- Feasibility study of Limestone Calcined Clay Cement (LC3) is under progress.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : Not Applicable

(iv) The expenditure incurred on Research and Development : ₹ 4.97 Crores (Previous year : ₹ 5.28 Crores)

(C) Foreign Exchange Earnings and Outgo

Particulars	₹ Crores	
	2022-23	2021-22
Details of earnings in foreign currency	55.31	64.67
Details of outgo in foreign currency	276.59	235.82

For and on behalf of the Board

SHOBHAN M. THAKORE

Chairman

(DIN : 00031788)

Place : Mumbai

Date : May 10, 2023

ANNEXURE 'D' TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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,
PRISM JOHNSON LIMITED
CIN: L26942TG1992PLC014033
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad – 500016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Prism Johnson Limited (herein after called the "Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2023.

- complied with the statutory provisions listed hereunder and
- proper Board-processes and compliance-mechanism in place

to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of :

- (i) The Companies Act, 2013 ('the Act') and the rules made there under as amended from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; N.A.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; N.A.
 - (d) The Securities and Exchange Board of India (Share based employee benefits and Sweat Equity) Regulations, 2021; N.A.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; N.A.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; N.A.
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; N.A.
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(vi) **We further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company.

- 1) Factories Act, 1948;
- 2) Industrial Development and Regulations Act;
- 3) Acts prescribed under Environment Protection Act;
- 4) Acts prescribed under Prevention and Control of Pollution;
- 5) Acts prescribed under Direct Tax and Indirect Tax;
- 6) Mines Act, 1952;
- 7) Acts under Industrial Laws;
- 8) Labour Welfare Acts;
- 9) Labour laws and other incidental laws related to labour and employees appointed by the Company;
- 10) Local laws as applicable to various offices and plants.

We have also examined compliance with the applicable clauses of the following as amended from time to time :

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India and
- (ii) The Listing Agreements entered into by the Company with the BSE Limited and the National Stock Exchanges of India Limited, Mumbai.

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

We further report that,

- the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors (including Woman Independent Director)
- Adequate notice is given to all directors to schedule the Board/Committee Meetings, agenda and detailed notes on agenda were 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;
- As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were approved by unanimously and/or requisite majority, as the case may be, (excluding the directors who are concerned or interested in specific items) and no dissenting views have been recorded; and
- All Independent Directors of the Company were registered as an independent director in the independent directors databank maintained by the IICA.

We further report that, based on the review of the compliance mechanism established by the Company and on the basis of the compliance certificate(s) issued by the various departments and taken on record by the Board of Directors at their meetings. We are of the opinion that there are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further Report that, during the audit period of the Company : There was no instance of : Demerger/Restructuring/Scheme of Arrangement.

We further report that, our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliances on the part of the Company and we are not responsible for any lapses in those compliances on the part of the Company.

For SAVITA JYOTI ASSOCIATES

Savita Jyoti

M. No. FCS No. 3738

CP. No. 1796

Place : Hyderabad

PR: 1326/2021

Date : May 10, 2023

UDIN : F003738E000273898

This Report has to be read with our letter of even date which is annexed as Annexure-1 and forms an integral part of this report.

ANNEXURE-1 TO SECRETARIAL AUDIT REPORT

To
The Members,
PRISM JOHNSON LIMITED
CIN: L26942TG1992PLC014033
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad – 500016

Auditor's Responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 (CSAS) prescribed by the Institute of the Company Secretaries of India (ICSI). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there may be unavoidable risk that some misstatements or non-compliance may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about

the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management conducted the affairs of the Company.

For SAVITA JYOTI ASSOCIATES

Savita Jyoti

M. No. FCS No. 3738

CP. No. 1796

PR : 1326/2021

UDIN : F003738E000273898

Place : Hyderabad

Date : May 10, 2023

ANNEXURE 'E' TO THE BOARD'S REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,
The Members,
RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED
5th Floor, A Wing,
Fulcrum, IA Project Road,
Sahar, Andheri (East) Billion
Mumbai – 400 059.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minutes, forms and returns filed and other records maintained by **RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED** for the financial year ended on March 31, 2023 according to the provisions of :

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. Foreign Exchange Management Act, 1999 ('FEMA') and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- iv. The Company, being a General Insurance Company, has complied with following acts :
 - a) The Insurance Act, 1938 including amendments and part thereof;
 - b) The Insurance Regulatory and Development Authority Act, 1999 and rules and regulations made thereunder;
 - c) The Rules, regulations, guidelines, circulars and notifications issued by the Insurance Regulatory and Development Authority of India (IRDAI) as are applicable to a General Insurance Company.
- v. The Company has its own robust compliance system and the Company is also subject to monitoring by and reporting of compliances to IRDAI.
- vi. We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.

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

We report that during the conduct of the audit, in our opinion, adequate systems exist in the Company to monitor and ensure compliance with general laws.

We report that the Compliance by the Company of applicable financial laws, like direct, indirect tax laws and Goods and Service Tax has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

We further report that :

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors that took place during the period under review.

2. Adequate notice are given to all Directors to schedule the Board Meetings, Board Committee Meetings, agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through while the dissenting members' views, if any, are captured and recorded as part of Minutes.
3. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the following specific events occurred during the audit period :

1. The Company has increased its Authorised Share Capital from ₹ 2,98,00,00,000/- to ₹ 3,09,00,00,000/- at the Extra Ordinary General Meeting held on July 25, 2022 and from ₹ 3,09,00,00,000/- to ₹ 3,72,00,00,000/- at the Extra Ordinary General Meeting held on October 21, 2022. The Company has altered its Memorandum and Articles of Association in this respect and complied with the provisions of the Act.
2. The Board had approved the issue of 1,20,73,462 equity shares of ₹ 10/- each at a premium of ₹ 19/- through right issue in their meeting held on July 25, 2022. The shares were allotted by passing a Circular Resolution on August 24, 2022.
3. The Board had approved the issue of 6,30,09,155 equity shares of ₹ 10/- each at a par through right issue in their meeting held on October 21, 2022. The shares were allotted by passing a Circular Resolution on November 17, 2022.
4. The Board of Directors & Shareholders in their meeting dated October 21, 2022 have approved the re-appointment of Mr. Pankaj Arora, as Managing Director

and CEO for the period of 4 years w.e.f. April 1, 2023. However, the Board of Directors at their meeting dated March 28, 2023 noted the retirement of Mr. Pankaj Arora as Managing Director and CEO w.e.f. March 31, 2023.

The Board of Directors & Shareholders in their meeting dated March 28, 2023 have approved the Appointment & Remuneration of Mr. Rajeev Dogra, as Managing Director and CEO for a period of 3 years w.e.f. April 1, 2023 and applied to IRDAI for their approval.

5. The Board of Directors in their meeting dated January 23, 2023 noted Resignation of Mr. Christopher Killourhy (DIN : 08358536) and Mr. Declan Moore (DIN : 09035492) from the Directorship of the Company w.e.f. January 2, 2023. The Board further appointed Mr. Matthew Ward (DIN : 09737845) and Mr. Olli Mustonen (DIN : 09737847) Joint Nominees of QBE Holdings (AAP) PTY Limited and QBE Asia Pacific Holdings Limited, as Additional (Non-Executive) Directors w.e.f. January 3, 2023

As informed, the Company has responded appropriately to notices / emails received from the statutory / regulatory authorities including by taking corrective measures wherever found necessary.

For GMJ & ASSOCIATES

Company Secretaries

ICSI Unique Code P2011MH023200

CS SONIA CHETTIAR

PARTNER

Membership No. A27582

Certificate of Practice No. 10130

Place : Mumbai

UDIN : A027582E000237253

Date : May 4, 2023

Peer Review Certificate No. 647/2019

Note : This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

ANNEXURE 'A'

To,
The Members,

RAHEJA QBE GENERAL INSURANCE COMPANY LIMITED

5th Floor, 'A' Wing, Fulcrum, IA Project Road,
Sahar, Andheri (East), Mumbai – 400 059.

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

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our 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 GMJ & ASSOCIATES

Company Secretaries

ICSI Unique Code P2011MH023200

CS SONIA CHETTIAR

PARTNER

Membership No. A27582

Certificate of Practice No. 10130

UDIN : A027582E000237253

Place : Mumbai

Date : May 4, 2023

Peer Review Certificate No. 647/2019

INDEPENDENT AUDITOR'S REPORT

To the members of Prism Johnson Limited

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone financial statements of Prism Johnson Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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 state of affairs of the Company as at March 31, 2023 and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statement 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules framed 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 Standalone 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 Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters :

Sr. No.	Key Audit Matters	How our audit addressed the Key Audit Matters
1	<p>Evaluation of Provisions and Contingent Liabilities</p> <p>As at the Balance Sheet date, the Company has certain open legal cases and other contingent liabilities as disclosed in note no. 4.05. The assessment of the existence of the present legal or constructive obligation and analysis of the probability of the related payment require the management to make judgement and estimates in relation to the issues of each matter.</p>	<p>Our procedures included, amongst others :</p> <p>We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on "Provisions, Contingent Liabilities and Contingent Assets".</p> <p>We have obtained a detailed understanding of these items and assumptions applied and analysed significant changes from prior periods. We have held regular meetings with the management and key legal personnel responsible for handling legal matters.</p>

Sr. No.	Key Audit Matters	How our audit addressed the Key Audit Matters
	<p>The management with the help of its experts, as needed, have made such judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability.</p> <p>Due to the level of judgement and estimate involved in recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.</p>	<p>In addition, we have reviewed :</p> <ul style="list-style-type: none"> ● the details of the proceedings before the relevant authorities including communication from the advocates / experts; ● legal advises / opinions obtained by the management, as needed, from experts in the field of law on the legal cases; ● minutes of board meetings, including the sub-committees; and ● status of each of the material matters as on the date of the balance sheet. <p>We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the financial statements.</p>
2	<p>Impairment of investment in Property, plant and equipment</p> <p>Significant judgement is involved in carrying out impairment assessment of Property, plant and equipment (PPE). Such assessment is undertaken using discounted cash flow models to determine the recoverable amount (value-in-use) of Cash Generating Units (CGUs), which is compared to the carrying amount of the relevant non-current assets of the CGU in terms of Ind AS 36 on “<i>Impairment of Assets</i>”. A deficit in recoverable amount compared with the carrying amount would result in an impairment.</p> <p>The value-in-use requires the use of significant management judgements and estimates including key assumptions such as product-mix, sales growth rate, discount rate and terminal growth rate etc.</p> <p>Considering significant degree of judgment in estimating value-in-use, we identified assessment of impairment of PPE as a key audit matter.</p>	<ul style="list-style-type: none"> ● We have understood, evaluated and validated management’s key controls over the impairment assessment process. ● We have compared the methodology used by the management to industry practice. ● We have obtained management’s future cash flow forecasts, compared the carrying amount with the recoverable amount, tested the mathematical accuracy of the underlying value-in-use calculations. ● We have compared historical actual results to those budgeted to assess the quality of management’s forecasts. ● We have assessed the reasonableness of key assumptions used in the calculations, comprising sales growth rates, gross profit margin, net profit margin, perpetual growth rate and discount rates. When assessing these key assumptions, we discussed such parameters with management to understand and evaluate management’s basis for determining the assumptions, and compared them to external industry outlook reports and economic growth forecasts from independent sources. ● We have also considered views of valuation experts in assessing the reasonableness of the discount rates used by management by comparing the discount rates used to entities with similar risk profiles and market information. ● We obtained and tested management’s sensitivity analysis around the key assumptions, to ascertain that selected adverse changes to key assumptions, both individually and in aggregate, would not cause the carrying amount to exceed the recoverable amount.

Information Other than the Standalone Financial Statements and Our Report thereon

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in Annual Report, but does not include the Standalone and Consolidated Financial Statements and our auditor's reports thereon. The Annual Report is expected to be made available to us after the date of this report.

Our opinion on the Standalone Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Those Charged With Governance and take necessary actions as applicable under the relevant laws and regulations.

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

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of the Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity, cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS and relevant provisions 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 Standalone Financial Statements, Management and Board of Directors are 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.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 the Standalone 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 Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of Management and Board of Directors 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 Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 the paragraph 3 and 4 of the Order.

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 purposes 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 (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Standalone Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;
 - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements;
 - 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; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements. Refer note 4.05 to the Standalone Financial Statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards for material foreseeable losses, if any, on the long-term contracts including derivative contracts;
- iii. There has been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company;
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement;
- v. The Company has neither declared nor paid any dividend during the year; and
- vi. Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For G. M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar

Partner

Place : Mumbai

Date : May 10, 2023

Membership No. 048243

UDIN : 23048243BGXPSC6254

Annexure A - referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” of our report of even date, to the members of Prism Johnson Limited on the Standalone Financial Statements for the year ended March 31, 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that :

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) The Company has a regular programme of physical verification of Property, plant and equipment by which all Property, plant and equipment of the Company are being verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of Property, plant and equipment has been physically verified by the Management during the year and no material discrepancies were noticed on verification conducted during the year as compared with the book records.
- (c) Based on test check examination of the records and sale deeds / transfer deeds / lease deeds / conveyance deeds / property tax receipts and such other documents provided to us, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company. Certain Immovable Properties, details of which are given in note no. 4.22 of the Standalone Financial Statements, are in the name of the companies which were amalgamated with the Company. In addition, certain Immovable Properties are in the erstwhile name of the Company. The Management is in the process of getting the same updated / registered in the name of the Company. The acquisition of these properties was in the normal course of business and none of the promoters, directors, or their relatives are associated with these transactions in any manner.
- (d) The Company has not revalued its Property, plant and equipment (including Right- of-use assets) or Intangible assets or both during the year ended March 31, 2023.
- (e) There are no proceedings initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the Management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of ₹ 5 Crores, in aggregate from banks on the basis of security of current assets. The details filed with such banks on quarterly basis are in agreement with the books of account of the Company.
- (iii) During the year, the Company has made investments in other companies. During the year, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, Firms, Limited liability partnership or any other parties except loans to staff :
 - (a) Since the Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under paragraph 3(iii)(a) (A) and 3(iii)(a)(B) of the Order is not applicable.
 - (b) The investments made during the year is, prima facie, not prejudicial to the Company's interest.
 - (c) In the case of loan given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except in case of loan given to TBK Prathap Tile Bath Kitchen Private Limited, a subsidiary, having an outstanding balance of ₹ 3.93 Crores (principal and interest) as on March 31, 2023, which is due for repayment in the year 2026, the Company has evaluated impairment indicators and recognized impairment allowance.

- (d) There is no overdue amount for more than ninety days in respect of loans given.
- (e) There is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
- (f) The Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) The Company has complied with the provisions of section 185 and 186 of the Act, as applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable. We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.
- (vi) The Central Government has prescribed maintenance of cost records under section 148(1) of the Act, for the products manufactured by the Company. We have broadly reviewed the books of account maintained and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained by the Company. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and other applicable statutory dues with the appropriate authorities.
- No undisputed statutory dues payable were in arrears as at March 31, 2023, for a period of more than six months from the date they became payable.
- (b) The details of statutory dues referred to in sub-clause (a) which have not been deposited with the concerned authorities on account of dispute are given below :

(₹ Crores)

Name of the statute	Nature of disputed dues	Amount under dispute	Amount unpaid	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Central Excise and Service Tax	5.38	5.11	2012-13 to Apr-14	Central Excise Service Tax Appellate Tribunal
		0.05	0.04	Apr-17 to Jun-17	Joint Commissioner
		0.06	0.06	2012-2013 to 2016-2017	Joint Commissioner, Indore
		0.01	0.01	Apr-14 to Mar-17	Asst. Commissioner, Dewas
		1.26	1.26	2008-17	Addl. Comm.
		0.12	0.12	Apr-17 to Jun-17	Asst./Dy. Comm.
		0.01	0.01	Feb-17 to Jun-17	Central Tax Audit-II Commissionerate
		0.03	0.03	2017-18	Superintendent
		0.37	0.33	Apr-13 to Sep-15	Tribunal
		0.18	0.16	Oct-15 to Mar-17	Tribunal
		0.28	0.27	Jan-16 to Jun-17	Excise Tribunal, Mumbai
		0.04	0.04	Sep-16 to Jun-17	Excise Tribunal, Mumbai
		34.10	32.12	Oct-14 to Jun-17	CESTAT, New Delhi
11.53	11.08	Jan-08 to Feb-11	CESTAT, New Delhi		

(₹ Crores)

Name of the statute	Nature of disputed dues	Amount under dispute	Amount unpaid	Period to which the amount relates	Forum where the dispute is pending
Sales Tax Act	Sales Tax	0.19	0.19	2010-11 to 2011-12	Assessing officer, Delhi
		0.62	0.28	2015-16	Joint Commissioner (Appeals), Maharashtra
		0.02	0.02	2016-17	Additional Commissioner
	Sales Tax (Central & State)	0.04	0.04	2009-10	Appellate Authority, Haryana
		1.18	1.18	2009-10	The High Court, Karnataka
		0.04	0.04	2010-11	The High Court, Kerala
		0.43	0.32	2016-17 & 2017-18	VAT Tribunal, Madhya Pradesh
	1.06	0.44	2007-08 to 2009-10	Tamil Nadu Sales Tax Tribunal	
MP Energy Cess Act, 1981	Energy Cess	18.79	8.90	Jul-01 to Jun-08	The Supreme Court
MP Entry Tax Act, 1976	MP Entry Tax	67.23	66.00	Mar-06 to Jun-17	The High Court, Madhya Pradesh
MP VAT Act, 2005	MP VAT	10.01	2.98	Apr-12 to Jun-17	The High Court, Madhya Pradesh
West Bengal Sales Tax Act, 1954	Sales Tax	0.12	0.12	2013-14	Appellate Authority
Electricity Act, 2003	Cross Subsidy & Additional surcharge	151.04	121.08	Jun-16 to Mar-23	Appellate Tribunal
Finance Act, 1994	Service Tax	22.57	19.57	Oct-14 to Jun-17	CESTAT, New Delhi
Good and Service Tax Act, 2017	GST	0.04	0.02	Jul-17 to Mar-18	Joint Commissioner of Revenue
		22.70	20.70	Jul-17 to Mar-20	Addl. Commissioner, Central Tax, Jabalpur
		0.02	0.02	Jul-17 to Mar-18	The Addl. Commissioner, SGST, Prayagraj
The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Maharashtra Profession Tax	0.06	0.04	2018-19	Deputy Commissioner of State Tax, Appeals-IV, Mumbai

In addition to above, there are other excise duty, service tax, GST and stamp duty related disputed demands amounting to ₹ 11.54 Crores in aggregate which have been fully paid / adjusted.

(viii) During the year, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961.

(ix) (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared willful defaulter by any bank or financial institution or other lender.

(c) The Company has applied term loans for the purpose for which the loans were obtained.

(d) The funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company except short-term buyers credit facility of ₹ 11.67 Crores which has been utilized for the purchase of Property, plant and equipment.

(e) On an overall examination of the Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.
- (x) (a) The Company has not raised monies by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year.
- (b) During the year, the Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally).
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) During the year and up to the date of this report, no report under section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) There were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the period under audit.
- (xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements, the Company has not entered into any non-cash transactions with directors. We have been informed that no such transactions have been entered into with person connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company ("CIC") as defined in the regulation made by the Reserve Bank of India. Accordingly, paragraph 3(xvi)(c) of the Order is not applicable.
- (d) The Group does not have more than one CIC.
- (xvii) The Company has not incurred cash losses in the current year or in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility ("CSR") and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in schedule VII to the Act or special account in compliance with the provision of section 135(6) of the said Act. Accordingly, reporting under paragraph 3(xx) of the Order is not applicable for the year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner

Place : Mumbai
Date : May 10, 2023

Membership No. 048243
UDIN : 23048243BGXPSC6254

Annexure B - referred to in paragraph 2(f) under “Report on Other Legal and Regulatory Requirements” of our report of even date, to the members of Prism Johnson Limited on the Standalone Financial Statements for the year ended March 31, 2023

Report on the Internal Financial Controls under section 143(3)(i) of the Act

Opinion

We have audited the internal financial controls with reference to Standalone Financial Statements of Prism Johnson Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2023, based on the internal control with reference to Standalone Financial Statements 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 (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

Management’s Responsibility for Internal Financial Controls with reference to Financial Statements

The Company’s Management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Act.

Auditor’s Responsibility for Internal Financial Controls with reference to Financial Statements

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing,

issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Standalone Financial Statements and their operating effectiveness.

Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, 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 Standalone 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 with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company’s internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Standalone Financial Statements 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 standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone

Financial Statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For G. M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar

Partner

Place : Mumbai

Date : May 10, 2023

Membership No. 048243

UDIN : 23048243BGXPSC6254

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note No.	₹ Crores	
		As at March 31,	
		2023	2022
ASSETS			
Non-current Assets			
Property, plant and equipment	2.01	2,310.30	2,337.50
Right of Use assets	4.03	163.88	174.38
Capital work-in-progress	4.06	233.44	200.63
Intangible assets	2.02	31.96	36.36
Financial assets			
Investments	2.03	376.13	326.10
Loans	2.04	0.65	3.67
Other financial assets	2.05	137.22	125.48
Other non-current assets	2.06	96.94	78.86
Total Non-current Assets		3,350.52	3,282.98
Current Assets			
Inventories	2.07	620.86	664.87
Financial assets			
Trade receivables	2.08	647.56	570.80
Cash and cash equivalents	2.09	250.63	245.13
Bank balances other than Cash and cash equivalents	2.10	62.05	56.28
Loans	2.04	0.49	0.94
Other financial assets	2.05	5.73	15.75
Current tax assets (net)	2.11	32.32	40.61
Other current assets	2.06	196.36	184.39
Non-current assets classified as held for sale	4.26	1.13	0.32
Total Current Assets		1,817.13	1,779.09
TOTAL ASSETS		5,167.65	5,062.07
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.12	503.36	503.36
Other equity	2.13	702.04	765.52
Total Equity		1,205.40	1,268.88
Liabilities			
Non-current Liabilities			
Financial liabilities			
Borrowings	2.14	897.75	1,104.54
Lease liabilities	4.03	154.59	154.45
Trade payables			
Total outstanding dues of Micro Enterprises & Small Enterprises	2.15	–	–
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	2.15	18.11	12.80
Other financial liabilities	2.16	298.93	309.58
Provisions	2.17	26.26	24.56
Deferred tax liabilities (net)	2.18	50.54	70.08
Other non-current liabilities	2.19	37.37	26.67
Total Non-current Liabilities		1,483.55	1,702.68
Current Liabilities			
Financial liabilities			
Borrowings	2.14	364.67	238.46
Lease liabilities	4.03	20.47	24.91
Trade payables			
Total outstanding dues of Micro Enterprises & Small Enterprises	2.15	121.50	102.64
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	2.15	1,216.11	1,051.39
Other financial liabilities	2.16	423.50	388.28
Provisions	2.17	84.19	77.92
Other current liabilities	2.19	248.26	206.91
Total Current Liabilities		2,478.70	2,090.51
TOTAL EQUITY AND LIABILITIES		5,167.65	5,062.07
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner
Membership No. 048243

Place : Mumbai
Date : May 10, 2023

For and on behalf of the Board

Shobhan M. Thakore
Chairman - DIN : 00031788

Vijay Aggarwal
Managing Director - DIN : 00515412

Sarat Chandak
Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia
Chief Financial Officer

Place : Mumbai
Date : May 10, 2023

Ameeta A. Parpia
Director - DIN : 02654277

Vivek K. Agnihotri
Executive Director & CEO (Cement) - DIN : 02986266

Anil Kulkarni
CEO (RMC)

Shailesh Dholakia
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note No.	Year ended March 31,	
		2023	2022
₹ Crores			
INCOME			
Revenue from operations	3.01	6,711.46	5,568.79
Other income	3.02	33.38	34.93
Total Income		6,744.84	5,603.72
EXPENSES			
Cost of materials consumed		1,543.67	1,366.03
Purchase of stock-in-trade		1,276.47	1,017.61
Changes in inventories	3.03	(3.07)	(77.91)
Power and fuel expenses		1,316.47	887.60
Freight outward expenses		815.40	663.06
Other manufacturing expenses	3.04	365.26	311.99
Employee benefits expense	3.05	523.41	478.30
Finance costs	3.06	166.94	170.15
Depreciation, Amortisation and Impairment expense	3.07	338.21	275.38
Other expenses	3.08	479.42	346.39
Total Expenses		6,822.18	5,438.60
Profit / (loss) before exceptional items and tax		(77.34)	165.12
Exceptional items	4.02	(6.84)	8.99
Profit / (loss) before tax		(84.18)	174.11
Tax expenses	3.09		
Current tax		–	–
Adjustment of tax relating to earlier periods		(5.70)	(1.24)
Deferred tax		(19.62)	42.10
Total tax expenses		(25.32)	40.86
Profit / (loss) for the year		(58.86)	133.25
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		0.31	(4.65)
Equity instruments through other comprehensive income		(4.85)	(0.10)
Income tax relating to items that will not be reclassified to profit or loss	3.09	(0.08)	1.17
Total Other Comprehensive Income / (Loss)		(4.62)	(3.58)
Total Comprehensive Income / (Loss) for the year		(63.48)	129.67
Earnings per share (Face value of ₹ 10/- each)	4.01		
Basic (in ₹)		-1.17	2.65
Diluted (in ₹)		-1.17	2.65
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner
Membership No. 048243

Place : Mumbai
Date : May 10, 2023

For and on behalf of the Board

Shobhan M. Thakore
Chairman - DIN : 00031788

Vijay Aggarwal
Managing Director - DIN : 00515412

Sarat Chandak
Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia
Chief Financial Officer

Place : Mumbai
Date : May 10, 2023

Ameeta A. Parpia
Director - DIN : 02654277

Vivek K. Agnihotri
Executive Director & CEO (Cement) - DIN : 02986266

Atul R. Desai
CEO (RMC)

Shailesh Dholakia
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

		₹ Crores	
A. EQUITY SHARE CAPITAL	Note No.	Amount	
Balance as at April 1, 2021	2.12	503.36	
Changes in equity share capital during the year		–	
Balance as at March 31, 2022	2.12	503.36	
Changes in equity share capital during the year		–	
Balance as at March 31, 2023	2.12	503.36	

		₹ Crores				
B. OTHER EQUITY	Reserves and Surplus (refer note 2.13)					
Particulars	Capital Redemption Reserve	General Reserve	Retained Earnings	Capital Reserve	Total	
Balance as at April 1, 2021	10.75	155.67	594.52	(125.09)	635.85	
Profit / (Loss) for the year	–	–	133.25	–	133.25	
Other Comprehensive Income / (Loss)	–	–	(3.58)	–	(3.58)	
Total Comprehensive Income / (Loss) for the year	–	–	129.67	–	129.67	
Balance as at March 31, 2022	10.75	155.67	724.19	(125.09)	765.52	
Balance as at April 1, 2022	10.75	155.67	724.19	(125.09)	765.52	
Profit / (Loss) for the year	–	–	(58.86)	–	(58.86)	
Other Comprehensive Income / (Loss)	–	–	(4.62)	–	(4.62)	
Total Comprehensive Income / (Loss) for the year	–	–	(63.48)	–	(63.48)	
Balance as at March 31, 2023	10.75	155.67	660.71	(125.09)	702.04	

Significant Accounting Policies Note - 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For **G. M. Kapadia & Co.**

Chartered Accountants

Firm Registration No. 104767W

Shobhan M. Thakore

Chairman - DIN : 00031788

Ameeta A. Parpia

Director - DIN : 02654277

Rajen Ashar

Partner

Membership No. 048243

Vijay Aggarwal

Managing Director - DIN : 00515412

Vivek K. Agnihotri

Executive Director & CEO (Cement) - DIN : 02986266

Sarat Chandak

Executive Director & CEO (HRJ) - DIN : 06406126

Anil Kulkarni

CEO (RMC)

Place : Mumbai

Date : May 10, 2023

Manish Bhatia

Chief Financial Officer

Shailesh Dholakia

Company Secretary

Place : Mumbai

Date : May 10, 2023

STANDALONE CASH FLOWS STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(84.18)	174.11
Non-cash adjustment to Profit / (Loss) before tax :		
Depreciation, amortisation and impairment expense	338.21	275.38
Impairment on trade receivables	(1.06)	(56.68)
Impairment / write-off of non-current assets	4.23	(0.86)
Finance costs	164.16	163.93
Amortisation of processing fees	2.78	6.22
Bad debts written off	5.81	67.05
Unwinding of interests and discounts	(0.94)	(1.69)
(Gain) / Loss on disposal of Property, plant and equipment	1.65	(3.81)
Dividend and interest income	(12.98)	(11.07)
Balances written back	(10.29)	(6.76)
Exchange differences (net)	16.57	0.51
Loss on shortage of inventories	3.10	—
Other non-cash Items	1.31	(0.85)
Operating profit before change in operating assets and liabilities	428.37	605.48
Change in operating assets and liabilities :		
Decrease / (increase) in trade receivables	(81.48)	(43.39)
Decrease / (increase) in inventories	40.91	(194.40)
Increase / (decrease) in trade payables	192.80	195.71
Decrease / (increase) in other financial assets	(8.19)	0.04
Decrease / (increase) in loans	0.67	1.38
Decrease / (increase) in other non-current and current assets	(15.31)	(10.03)
Increase / (decrease) in provisions	7.97	13.67
Increase / (decrease) in other current and non-current financial liabilities	12.85	3.35
Increase / (decrease) in other current and non-current liabilities	33.62	(53.86)
Cash generated from operations	612.21	517.95
Direct taxes paid (net of refunds)	(13.99)	(16.06)
Net cash flow from operating activities (a)	626.20	534.01
CASH FLOW FROM INVESTING ACTIVITIES		
Payments for acquisition of Property, plant and equipment	(306.00)	(314.70)
Payments for purchase of investments	(54.99)	(50.92)
Proceeds from sale of investments	—	4.88
Proceeds from disposal of Property, plant and equipment	11.62	12.18
Investment in Fixed deposits (net)	0.15	91.69
Interest received	12.75	11.36
Net cash flow used in investing activities (b)	(336.47)	(245.51)

STANDALONE CASH FLOWS STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023 (Contd...)

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	200.00	363.60
Repayment of long term borrowings	(236.80)	(588.08)
Movement in short term borrowings (net)	(44.46)	38.97
Repayment of loan given to others	–	1.81
Interest received on loan given to Subsidiary	–	0.43
Repayment of Lease liabilities	(39.04)	(41.24)
Interest paid	(163.67)	(159.27)
Net cash flow used in financing activities (c)	(283.97)	(383.78)
Net increase / (decrease) in cash and cash equivalents (a+b+c)	5.76	(95.28)
Effect of exchange differences on cash & cash equivalent held in foreign currency	(0.26)	(0.33)
Cash and cash equivalents at the beginning of the year	245.13	340.74
Cash and cash equivalents at the end of the year	250.63	245.13
Cash and cash equivalents comprise of :		
Balances with bank	249.07	243.18
Cheques / drafts on hand	0.82	0.98
Cash on hand	0.74	0.97
Total	250.63	245.13

Notes :

1. The Cash Flows Statement has been prepared using the Indirect Method set out in Ind AS 7- Statement of Cash Flows.
2. Payments for acquisition of Property, plant and equipment include movement in capital work-in-progress.

As per our report of even date

For and on behalf of the Board

For **G. M. Kapadia & Co.**

Chartered Accountants

Firm Registration No. 104767W

Rajen Ashar

Partner

Membership No. 048243

Place : Mumbai

Date : May 10, 2023

Shobhan M. Thakore

Chairman - DIN : 00031788

Vijay Aggarwal

Managing Director - DIN : 00515412

Sarat Chandak

Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia

Chief Financial Officer

Place : Mumbai

Date : May 10, 2023

Ameeta A. Parpia

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Vivek K. Agnihotri

Executive Director & CEO (Cement) - DIN : 02986266

Anil Kulkarni

CEO (RMC)

Shailesh Dholakia

Company Secretary

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

BACKGROUND

Prism Johnson Limited, a Public Limited Company domiciled in India, incorporated under the Companies Act, 1956, principally operates in three business segments : Cement; Tile and Bath (HRJ) and Ready Mixed Concrete (RMC). The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited.

Authorisation of financial statements

The financial statements were authorised for issue in accordance with a resolution of the board of directors dated May 10, 2023.

1. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the presentation of these standalone financial statements.

1.1 Basis of Preparation

a. The Standalone 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 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial Statements.

b. Compliance with Ind AS

The Standalone financial statements comply in all material aspects with Indian Accounting Standards ("Ind AS") notified under section 133 of the Companies Act, 2013 ("the Act"), and relevant rules issued thereunder and the relevant provisions of the Act. In accordance with proviso to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

c. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following :

- i. certain financial assets and liabilities (including derivative instruments) are measured at fair value; and
- ii. defined benefit plans - plan assets measured at fair value.

d. The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

1.2 Rounding of amounts

All amounts disclosed in the financial statement and notes have been rounded off to the nearest crores, except where otherwise indicated.

1.3 Current versus non-current classification

The Company presents its assets and liabilities in the Balance Sheet based on current / non-current classification. An asset is classified as current if it is :

- a. expected to be realised or intended to be sold or consumed in normal operating cycle;
- b. held primarily for the purpose of trading;
- c. expected to be realised within twelve months after the reporting period; or
- d. the cash or cash equivalent unless 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.

A liability is current when :

- a. it is expected to be settled in normal operating cycle;
- b. it is held primarily for the purpose of trading;

- c. it is due to be settled within twelve months after the reporting period; or
- d. there is no 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.

Deferred tax assets and liabilities are classified as non-current on net basis.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

1.4 Use of judgements, estimates & assumptions

While preparing financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluates these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as below :

The Company has equity stake in various entities for strategic reasons concerning its operation. The relationship with these entities have been determined based on principles laid down in Ind AS 110 - Consolidated Financial Statements and Ind AS 111 - Joint Arrangements. The entities mentioned below are considered as subsidiaries :

- a. Antique Marbonite Private Limited
- b. Small Johnson Floor Tiles Private Limited
- c. Spectrum Johnson Tiles Private Limited
- d. Sentini Cermica Private Limited
- e. Coral Gold Tiles Private Limited
- f. Sanskar Ceramics Private Limited

Key assumptions

a. Evaluation of recoverability of deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

b. Assets and obligations relating to employee benefits

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These *inter alia* include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c. Useful lives of Property, plant and equipment

The Company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

d. Impairment of Property, plant and equipment

For Property, plant and equipment and intangibles an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or Cash Generating Units (CGU's) recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

e. Impairment of investment

For determining whether the investments in subsidiaries, joint ventures and associates are impaired requires an estimate in the value in use of investments. In considering the value in use, the Directors have estimated the future cash flow, capacity utilisation, operating margins and other factors of the underlying businesses / operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of investments.

f. Valuation of inventories

The Company estimates the Net Realisable Value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

g. Recognition and measurement of other Provisions

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

h. Mine Restoration Provision

In determining the fair value of the Mines Restoration Obligation, assumptions and estimates are made in relation to the expected cost of mines restoration and the expected timing of those costs.

i. Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

1.5 Property, plant and equipment

- a. Freehold land is carried at historical cost less impairment losses, if any.
- b. Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.
- c. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.
- d. An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset

(calculated as the difference between the net realisable value and the carrying amount of the asset) is included in the Statement of Profit and Loss.

- e. Expenditure directly attributable to setting up / construction of new projects are capitalised. Administrative and other General overhead expenses, which are specifically attributable to the setting up / construction activities, incurred during the construction period, are capitalised as part of the indirect cost. Other indirect expenditure incurred during such period which are not related to the setting up / construction activities are charged to Statement of Profit and Loss. Income earned during this period from setting up activities is deducted from the total of indirect expenditure.
- f. The residual values and useful lives of Property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.
- g. Long-term lease arrangements in respect of land are treated as Property, plant and equipment, in case such arrangements result in transfer of control and the present value of the lease payments is likely to represent substantially all of the fair value of the land. Cost in respect of the same is amortised over the period of respective lease arrangement.
- h. Stores and spares which meet the definition of Property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as Property, plant and equipment.
- i. Cost of mining reserves included in freehold / leasehold land, balance cost of leasehold mining land and mines development expenses are amortised systematically based on principle of Unit of Production method.
- j. Depreciation on Property, plant and equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II to the Companies Act, 2013, the Company has assessed the estimated useful lives of its Property, plant and equipment and has adopted the useful lives and residual value as prescribed therein except following cases which are based on internal technical assessment :

Assets	Useful life of asset
Mobile Phones	1 - 3 years
Motor car given to employees as per the Company's scheme or vehicle used by employees	5 - 7 years
Leasehold land	Remaining period of the lease
Truck mixers, Loaders, Excavators and Dumpers	8 years
Leasehold Improvements	Over the period of the lease / rent agreement
Machinery spares	Over the useful life of the related assets
Plant & Machinery - Concrete Pumps	6 years

Freehold land is not depreciated.

- k. The Company depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of Property, plant and equipment is assessed based on the historical experience and internal technical inputs which varies from 2 to 40 years.
- l. All assets costing up to ₹ 10,000/- are fully depreciated in the year of capitalisation.

1.6 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Statement of Profit and Loss in the period in which the expenditure is incurred.

Technical know-how / license fee and application software are classified as Intangible Assets.

Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at each year end. The amortisation expense on Intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and Loss.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Estimated lives for current and comparative periods in relation to application of straight line method of amortisation of intangible assets (acquired) are as follows :

Assets	Amortisation method / Useful life
Intellectual Property Rights	10 years
Technical know-how	7 years
Software	1 - 8 years
Mineral Procurement Rights	Unit of Production method
Mining Lease Rights	Over the period of the lease

Research and Development

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an Intangible asset when the Company can demonstrate the following :

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the asset;
- Its ability to use or sell the asset;
- Ability to generate future economic benefits;
- The availability of adequate resources to complete the development and use or sell the asset; and
- The ability to measure reliably the expenditure attributable to the intangible asset during development.

1.7 Impairment of Assets

Carrying amount of Tangible assets, Intangible assets, investments in Subsidiaries, Joint Ventures and Associates (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's 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 costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows, which are largely independent of the cash inflows from other assets or Company's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.8 Inventories

Raw materials, fuels, stores and spares are valued at lower of cost and net realisable 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 in case of Raw material and Packing material, Stores and Spare and Traded Goods include purchase cost net of refundable taxes and other overheads incurred in bringing such items of inventory to its present location and condition. Cost of raw materials, components and stores and spares which do not meet the recognition criteria under Property, plant and equipment is determined on a weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour, other direct cost and a proportion of manufacturing overheads based on normal operating capacity. Cost of inventories is computed on weighted average basis.

Traded goods are valued at lower of weighted average cost and net realisable value.

Net realisable 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.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory in determining net realisable value include ageing of inventory, price changes and such other related factors.

1.9 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet 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 change in value.

For the purpose of statement of cash flows, cash and cash equivalents consist of cash, short-term deposits as defined above, bank overdrafts and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value as they are considered as an integral part of the Company's management.

1.10 Government Grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is deducted from the related expense. When the grant relates to an asset, it is recognised as deferred income and amortised over the useful life of such assets.

The above criteria is also used for recognition of incentives under various schemes notified by the Government.

1.11 Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement - Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement : Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, Fair Value Through Other Comprehensive Income ("FVTOCI") or Fair Value Through Profit or Loss ("FVTPL") on the basis of following :

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortised Cost

A financial asset is classified and measured at amortised cost if both of the following conditions are met :

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI

A financial asset is classified and measured at FVTOCI if both of the following conditions are met :

- the financial asset 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.

FVTPL

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Classification and Subsequent measurement : Financial Liabilities

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Assets and Financial Liabilities

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counter party.

1.12 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 definitions of a financial liability and an equity 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 a Company are recognised at the proceeds received.

1.13 Investments in Subsidiaries, Associates and Joint Ventures

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following :

- (i) Power over the investee;
- (ii) Exposure, or rights, to variable returns from its involvement with the investee; and
- (iii) The ability to use its power over the investee to affect the amount of the investor's returns.

An Associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A Joint Venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the Joint Venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Company's investments in its Subsidiaries, Associates and Joint Ventures are accounted at cost.

1.14 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.15 Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses, if any.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre-tax rate. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed in the case of :

- a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from the past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent Assets is disclosed when inflow of economic benefits is probable.

1.16 Gratuity and other post-employment benefits

a. Short-term obligations

Short term employee benefits are recognised as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

b. Post-employment obligations

The Company operates the following post-employment schemes :

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund, superannuation fund and national pension scheme.

Gratuity obligations

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement Profit and Loss as past service cost.

Defined contribution plans

The Company contributes to Superannuation, Employee's State Insurance Corporation, Provident Fund and subscribes to the National Pension Scheme which are considered as defined contribution plans. A contribution is made to Regional Provident Fund Commissioner for certain employees. In case of other employees covered under the Provident Fund Trust of the Company, the management does not expect any material liability on account of interest shortfall to be borne by the Company. The said contributions are charged to the Statement of Profit and Loss.

c. Other long-term employee benefit obligations

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

1.17 Revenue Recognition

a. Revenue from Contracts with Customers

The Company derives revenues primarily from sale of products and services. Revenue from sale of goods is recognised net of returns and discounts.

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

To recognise revenues, the Company applies the following five step approach :

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognise revenues when a performance obligation is satisfied.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

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

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognised over time.

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

b. Interest Income

Interest income from debt instruments is recognised using the effective interest rate method.

c. Dividend Income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

1.18 Taxes on Income

Current Tax

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

MAT Credits 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.

1.19 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.20 Leases

Company as a lessee

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets as below.

Right of use (ROU) assets

The Company recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease Liabilities

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset.

Lease liabilities and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.21 Foreign currency translation

a. Functional and presentation currency

The Company's financial statements are prepared in INR, which is also the Company's functional and presentation currency.

b. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit and Loss.

In case of advance payment for purchase of assets / goods / services and advance receipt against sales of products / services, all such purchase / sales transaction are recorded at the rate at which such advances are paid / received.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

Non-monetary items :

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.22 Mine Restoration Provision

The Company provides for the estimated expenditure required to restore quarries and mines. The total estimate of restoration expenses is apportioned over the estimate of mineral reserves and a provision is made based on minerals extracted during the year. Mines restoration expenses are incurred on an ongoing basis and until the closure of the quarries and mines. The actual expenses may vary based on the nature of restoration and the estimate of restoration expenditure. On the basis of technical parameters, restoration expenses estimates are reviewed periodically.

1.23 Non-current assets held for sale

Non-current assets are classified as 'held for sale' when all of the following criteria are met :

- a. decision has been made to sell;
- b. the assets are available for immediate sale in its present condition;
- c. the assets are being actively marketed; and
- d. sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised. Any decrease in fair value of asset (less cost of sale) is recognised through profit and loss as impairment loss. Any subsequent increase in fair value of asset to the extent of previously recognised impairment loss is recognised as gain and any gain exceeding this impairment loss is recognised on the date of de-recognition.

2.01 PROPERTY, PLANT AND EQUIPMENT

₹ Crores

Particulars	Gross Carrying Amount			Depreciation / Impairment			Net Carrying Amount		
	As at April 1, 2022	Addition / Adjustments	Disposal/ Adjustments	As at March 31, 2023	As at April 1, 2022	For the Year	Elimination on disposal/ Adjustments	As at March 31, 2023	As at March 31, 2022
Own Assets :									
Land - Freehold	699.98	11.14	5.47	705.65	46.82	8.83	-	650.00	653.16
Buildings	26113	12.55	(3.01)	276.69	80.64	12.81	(4.08)	179.16	180.49
Plant and Machinery	2,110.69	192.42	55.50	2,247.61	810.93	201.22	40.79	1,276.25	1,299.76
Railway siding	4.46	-	-	4.46	1.63	0.29	-	2.54	2.83
Office Equipment	20.56	2.05	0.48	22.13	12.85	2.63	0.37	7.02	7.71
Computers	19.85	3.10	(0.81)	23.76	14.35	2.35	(1.02)	6.04	5.50
Mines Development	326.60	58.16	-	384.76	214.32	70.46	-	99.98	112.28
Furniture & Fixtures	53.83	8.60	(2.53)	64.96	27.05	6.30	(2.67)	28.94	26.78
Vehicles	17.54	1.41	1.11	17.84	9.70	2.04	0.89	6.99	7.84
Truck Mixers, Loaders and Dumpers	15.59	13.71	(4.01)	33.31	5.15	3.06	(3.97)	21.13	10.44
Leasehold improvement	0.57	-	-	0.57	0.57	-	-	-	-
Total (a)	3,530.80	303.14	52.20	3,781.74	1,224.01	309.99	30.31	2,278.05	2,306.79
Leased Assets									
Leasehold Land (Long term - refer note 1.5(g)) (b)	31.79	1.76	(0.03)	33.58	1.08	0.22	(0.03)	32.25	30.71
Total (a+b)	3,562.59	304.90	52.17	3,815.32	1,225.09	310.21	30.28	2,310.30	2,337.50

2.01 PROPERTY, PLANT AND EQUIPMENT (Contd...)

Particulars	Gross Carrying Amount			Depreciation / Impairment			Net Carrying Amount	
	As at April 1, 2021	As at April 1, 2021	As at March 31, 2022	For the Year	Elimination on disposal / Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Own Assets :								
Land - Freehold	696.13	6.33	699.98	8.83	—	46.82	653.16	658.14
Buildings	236.46	26.06	261.13	11.45	0.45	80.64	180.49	166.82
Plant and Machinery	1,986.30	137.31	2,110.69	163.45	(2.19)	810.93	1,299.76	1,341.01
Railway siding	4.46	—	4.46	0.29	—	1.63	2.83	3.12
Office Equipment	17.43	3.69	20.56	2.05	(0.79)	12.85	7.71	7.42
Computers	17.69	2.92	19.85	1.91	0.70	14.35	5.50	4.55
Mines Development	267.52	59.08	326.60	45.15	—	214.32	112.28	98.35
Furniture & Fixtures	51.32	3.11	53.83	5.63	0.55	27.05	26.78	29.35
Vehicles	15.33	3.54	17.54	2.03	1.02	9.70	7.84	6.64
Truck Mixers, Loaders and Dumpers	12.02	7.80	15.59	1.44	4.22	5.15	10.44	4.09
Leasehold improvement	0.57	—	0.57	0.06	—	0.57	—	0.06
Total (a)	3,305.23	249.84	3,530.80	242.29	3.96	1,224.01	2,306.79	2,319.55
Leased Assets								
Leasehold Land (Long term - refer note 1.5(g)) (b)	8.37	24.15	31.79	0.41	0.05	1.08	30.71	7.65
Total (a+b)	3,313.60	273.99	3,562.59	242.70	4.01	1,225.09	2,337.50	2,327.20

Notes :

- Depreciation for the year includes ₹ 4.81 Crores (Previous year : ₹ 4.77 Crores) considered for capitalisation.
- Additions to Plant & Machinery during the year includes ₹ 0.88 Crore (Previous year : Nil) on account of Research assets.
- Amortisation in case of Freehold Land represent amortisation of mining reserve on extraction basis.
- During the year, depreciation on Right of Use assets is ₹ 28.17 Crores (Previous year : ₹ 33.15 Crores) which is not forming part of the above schedule and disclosed in Note no. 4.03 on leases.
- Other adjustments against Property, plant and equipment includes ₹ 17.86 Crores (Previous year : ₹ 23.77 Crores) being unamortised portion of Right of Use Assets on completion of lease term and on acquisition of underlying assets.
- 'Disposal / Adjustments' under Gross Carrying amount and 'Elimination on disposal / Adjustments' under Depreciation / Impairment both includes adjustments aggregating to ₹ 95.96 Crores to rectify errors on derecognition of certain items of assets (₹ 77.52 Crores in case of Plant & Machinery and balance ₹ 18.44 Crores against other class of assets) in earlier years. This rectification has no impact on gain / loss recognised in the financial statements on such derecognition for those periods.

2.02 INTANGIBLE ASSETS

Particulars	Gross Carrying Amount			Amortisation			Net Carrying Amount	
	As at April 1, 2022	As at March 31, 2023	As at April 1, 2022	For the Year	Elimination on disposal / Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Software	28.81	29.32	19.85	2.81	(0.27)	22.93	6.39	8.96
Intellectual Property Rights	1.77	1.77	1.77	—	—	1.77	—	—
Mining Lease Rights	30.28	30.28	3.64	1.72	—	5.36	24.92	26.64
Minerals Procurement Rights	2.26	2.26	2.26	—	—	2.26	—	—
Technical Know-how	1.77	1.77	1.01	0.11	—	1.12	0.65	0.76
Total	64.89	65.40	28.53	4.64	(0.27)	33.44	31.96	36.36

₹ Crores

Particulars	Gross Carrying Amount			Amortisation			Net Carrying Amount	
	As at April 1, 2021	As at March 31, 2022	As at April 1, 2021	For the Year	Elimination on disposal / Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Software	28.07	28.81	16.71	3.14	—	19.85	8.96	11.36
Intellectual Property Rights	1.77	1.77	1.77	—	—	1.77	—	—
Mining Lease Rights	11.32	30.28	2.66	0.98	—	3.64	26.64	8.66
Minerals Procurement Rights	2.28	2.26	2.26	—	—	2.26	—	0.02
Technical Know-how	1.82	1.77	0.83	0.18	—	1.01	0.76	0.99
Total	45.26	64.89	24.23	4.30	—	28.53	36.36	21.03

₹ Crores

Range of remaining period of amortisation of Intangible assets as at March 31, 2023 are as given below :

Assets	Range of remaining period of amortisation			Net Carrying Amount
	< 5 years	5 - 10 years	> 10 years	
Software	5.99	0.40	—	6.39
Mining Lease Rights	0.77	0.17	23.98	24.92
Technical Know-how	0.65	—	—	0.65
Total	7.41	0.57	23.98	31.96

₹ Crores

2.03 INVESTMENTS

₹ Crores

Particulars	Face Value ₹	As at March 31,			
		2023		2022	
		Quantity	Amount	Quantity	Amount
Investments in Equity Instruments (fully paid up) - Unquoted					
Investment in Subsidiaries - measured at cost					
- Raheja QBE General Insurance Company Limited	10	18,92,73,207	275.48	15,09,81,072	225.49
- H. & R. Johnson (India) TBK Limited	100	1,61,020	1.61	1,61,020	1.61
- Antique Marbonite Private Limited	10	22,56,750	11.32	22,56,750	11.32
- Small Johnson Floor Tiles Private Limited *	10	20,00,000	10.95	20,00,000	10.95
- Sentini Cermica Private Limited ##	10	17,10,000	8.55	17,10,000	8.55
- Spectrum Johnson Tiles Private Limited	10	21,65,388	8.03	21,65,388	8.03
- Coral Gold Tiles Private Limited	10	26,00,000	5.46	26,00,000	5.46
- TBK Venkataramiah Tile Bath Kitchen Private Limited (net of impairment of ₹ 0.03 Crore (Previous year : Nil))	10	1,10,000	0.08	1,10,000	0.11
- TBK Prathap Tile Bath Kitchen Private Limited (net of impairment of ₹ 0.01 Crore (Previous year : Nil))	10	9,800	-	9,800	0.01
- TBK Samiyaz Tile Bath Kitchen Private Limited (net of impairment of ₹ 0.58 Crore (Previous year : Nil))	10	1,83,000	0.10	1,83,000	0.68
- TBK Rangoli Tile Bath Kitchen Private Limited (net of impairment of ₹ 0.06 Crore (Previous year : Nil))	10	1,10,000	0.05	1,10,000	0.11
- Sanskar Ceramics Private Limited \$	10	50,00,000	24.04	50,00,000	22.13
- RMC Readymix Porselano (India) Limited	10	50,000	0.05	50,000	0.05
Investment in Joint Ventures - measured at cost					
- Ardex Endura (India) Private Limited	10	65,00,000	6.50	65,00,000	6.50
- TBK Deepgiri Tile Bath Kitchen Private Limited	10	50,000	0.05	50,000	0.05
- TBK Florance Ceramics Private Limited	10	1,55,000	3.38	1,55,000	3.38
Investment in Associates - measured at cost					
- CSE Solar Parks Satna Private Limited	10	99,80,000	9.98	99,80,000	9.98
- Sunspring Solar Private Limited	10	14,78,412	1.48	14,78,412	1.48
Other Investments designated at FVTOCI					
- B L A Power Private Limited (refer note 4.08)	10	1,75,00,000	-	1,75,00,000	4.85
- Reddy Ceramics Private Limited	10	100	#	100	#
- TBK Shriram Tile Bath Kitchen Private Limited	10	500	#	500	#
- TBK Tile Home Private Limited	10	100	#	100	#
- TBK Raj Kamal Tile Bath Kitchen Private Limited	10	100	#	100	#
- TBK Deziner's Home Private Limited	10	500	#	500	#
- TBK Solan Ceramics Private Limited	10	100	#	100	#
- TBK Krishna Tile Bath Kitchen Private Limited	10	100	#	100	#
- TBK P B Shah Tile Bath Kitchen Private Limited	10	2,000	#	2,000	#
- TBK Unique Jalgaon Tile Bath Kitchen Private Limited	10	200	#	200	#
- TBK Sanitary Sales Private Limited	10	100	#	100	#
- TBK Shree Ganesh Traders Private Limited	10	100	#	100	#

2.03 INVESTMENTS (Contd...)

Particulars	Face Value ₹	As at March 31,				₹ Crores
		2023		2022		
		Quantity	Amount	Quantity	Amount	
Investment in Debt securities - measured at FVTPL						
- 8.85% Indiabulls Housing Finance Limited September 26, 2026	1000	4,000	0.42	4,000	0.42	
- 8.22% IL&FS Financial Service Limited September 28, 2021	1000	6,700	–	6,700	–	
- 8.65% IL&FS Financial Service Limited December 6, 2021	1000	7,000	–	7,000	–	
- 8.65% IL&FS Financial Service Limited June 6, 2022	1000	5,700	–	5,700	–	
- 7.70% IL&FS Financial Service Limited August 2, 2027	1000	6,800	–	6,800	–	
- 9.55% IL&FS Financial Service Limited February 28, 2023	1000	3,000	–	3,000	–	
Other Investment designated at FVTPL						
Shivalik Solid Waste Management Limited	10	10,000	0.01	10,000	0.01	
(a)			367.54		321.17	
Investments in Preference shares (fully paid up) - Unquoted						
Investment in Subsidiaries - measured at amortised cost						
Sanskar Ceramics Private Limited						
(0.01% Non-convertible Non-Participating Non-cumulative Redeemable Preference shares)	10	22,50,000	1.59	22,50,000	1.45	
(0.02% Non-convertible Non-Participating Non-cumulative Redeemable Preference shares)	10	50,00,000	3.25	50,00,000	2.98	
(0.02% Non-convertible Non-Participating Non-cumulative Redeemable Preference shares)	100	5,00,000	3.25	–	–	
Others- measured at amortised cost						
TBK Deziner's Home Private Limited (0% Redeemable Preference Shares)	100	60,000	0.50	60,000	0.50	
(b)			8.59		4.93	
Total non-current investments (a + b)			376.13		326.10	

Aggregate book value of quoted investments	–	–
Aggregate market value of investments designated at FVTOCI	#	4.85
Aggregate market value of investments measured at FVTPL	0.42	0.42
Aggregate market value of investments designated at FVTPL	0.01	0.01
Aggregate value of investments measured at cost	367.11	315.89
Aggregate value of investments measured at amortised cost	8.59	4.93
Aggregate amount of unquoted investments	376.13	326.10

Company has given Non Disposal Undertaking to certain banks for its investment in above Subsidiary Company.

* Investment in Subsidiary Small Johnson Floor Tiles Private Limited includes equity component recognised from 0.01% Non-cumulative Optionally Convertible Preference Shares. The carrying value of such equity component is ₹ 0.95 Crore (Previous year : ₹ 0.95 Crore) with respect to the subsidiary.

\$ Investment in Subsidiary Sanskar Ceramics Private Limited includes equity component recognised from 0.01% and 0.02% Non-convertible Non-Participating Non-cumulative Redeemable Preference shares. The carrying value of such equity component is ₹ 4.87 Crores (Previous year : ₹ 2.96 Crores) with respect to the subsidiary.

Amount less than ₹ 50,000/-

2.04 LOANS

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Loans to related parties				
Loan to a subsidiary company				
Unsecured, considered good	–	2.80	–	–
Doubtful	2.80	–	–	–
	2.80	2.80	–	–
Less : Provision for Impairment	2.80	–	–	–
	(a)	–	–	–
Loans to employees				
Unsecured, considered good	0.44	0.68	0.49	0.94
	(b)	0.44	0.49	0.94
Loans to others				
Unsecured, considered good	0.21	0.19	–	–
	(c)	0.21	–	–
Total	(a + b + c)	0.65	0.49	0.94

Note : No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

2.05 OTHER FINANCIAL ASSETS

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Insurance claim receivable (refer note 4.17)	58.94	58.94	3.94	3.94
Bank deposits with more than twelve months maturity (restricted use)	0.19	0.02	–	5.78
Security Deposits				
Rental	10.13	10.49	1.41	1.76
Utility	53.76	41.27	0.04	–
Accrued Interest	–	0.78	0.34	0.51
Balances in Escrow accounts with banks (restricted use)	0.27	0.05	–	–
Balances related to Coal Mine and Infrastructure (refer note 4.16)	13.93	13.93	–	–
Other receivables	–	–	–	3.76
Total	137.22	125.48	5.73	15.75

2.06 OTHER ASSETS

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Capital Advances				
Unsecured, considered good	16.74	11.63	9.15	–
Doubtful	1.75	2.09	–	–
	18.49	13.72	9.15	–
Less : Provision for Impairment	1.75	2.00	–	–
	16.74	11.72	9.15	–
Advances other than Capital Advances				
Balances with government authorities :				
CENVAT / VAT / GST receivables	–	–	22.36	16.62
Balances with statutory authorities	0.29	–	0.12	3.04
Taxes & Duties deposited under protest	58.23	47.17	0.09	0.29
Security Deposits	2.77	3.18	0.36	0.44
Advances to other parties (net of provision for impairment)	9.33	14.55	106.92	63.50
Prepaid expenses	2.10	2.08	19.37	13.63
Royalty refund receivable	–	–	14.00	14.00
Others (refer foot note under 2.19)	7.48	0.16	23.99	72.87
Total	96.94	78.86	196.36	184.39

Note : No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

2.07 INVENTORIES

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Raw materials	135.86	139.21
Goods-in-transit	0.19	0.10
Stores and spares	81.29	74.96
Fuel Stock	128.89	151.36
Goods-in-transit	30.22	57.90
Work-in-progress	73.04	86.55
Finished goods	127.41	109.96
Goods-in-transit	15.68	12.93
Stock-in-trade	28.28	31.14
Goods-in-transit	–	0.76
Total	620.86	664.87

Notes :

- Amount charged to the Statement of Profit and Loss on account of write-down of inventories to net realisable value for the year is ₹ 15.97 Crores (Previous year : ₹ 12.44 Crores).
- Above inventory includes damaged stock of finished goods of cement amounting to ₹ 2.64 Crores (Previous year : ₹ 4.85 Crores) in respect of which insurance claims have been lodged. The management expects to recover the amount atleast equal to it's carrying value.

2.08 TRADE RECEIVABLES

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Secured, considered good	75.73	45.90
Unsecured, considered good	571.83	524.90
Unsecured, credit impaired	88.33	89.39
	735.89	660.19
Less : Provision for impairment	88.33	89.39
Total	647.56	570.80

For Ageing schedule, refer note 4.19

Note : No amount is due from any of the directors or officers of the Company, severally or jointly with any other person; or from firms where such director is a partner or from private companies where such director is a member.

2.09 CASH AND CASH EQUIVALENTS

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Balances with banks :		
In current accounts	54.04	46.92
Deposits with original maturity of less than three months	195.03	196.26
Cheques / drafts on hand	0.82	0.98
Cash on hand	0.74	0.97
Total	250.63	245.13

2.10 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Unclaimed Dividend	0.65	0.65
Term Deposits (original maturity for more than three months but less than twelve months)	57.83	55.49
Term Deposits (original maturity for more than three months but less than twelve months-restricted use)	3.57	0.14
Total	62.05	56.28

2.11 CURRENT TAX ASSETS (NET)

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Taxes paid (net of provision)	32.32	40.61
Total	32.32	40.61

2.12 EQUITY SHARE CAPITAL

₹ Crores

Particulars	As at March 31,	
	2023	2022
Authorised Share Capital :		
65,12,15,000 (Previous year : 65,12,15,000) Equity shares of ₹ 10/- each	651.22	651.22
Total	651.22	651.22
Issued, Subscribed and Paid up :		
50,33,56,580 (Previous year : 50,33,56,580) Equity shares of ₹ 10/- each	503.36	503.36
Total	503.36	503.36

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

Equity shares	As at March 31,	
	2023	2022
At the beginning of the year	50,33,56,580	50,33,56,580
Outstanding at the end of the year	50,33,56,580	50,33,56,580

b. Rights, preference and restrictions attached to Equity shares :

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per equity share. The shareholders are entitled to dividend declared on proportionate basis. On liquidation of the Company, the equity shareholders are eligible to receive remaining assets of the Company in proportion to their shareholding after distribution of all preferential amounts.

c. Details of shareholders holding more than 5% shares in the Company :

Name of the Shareholder	As at March 31,			
	2023		2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Hathway Investments Private Limited	18,98,80,786	37.72%	18,98,80,786	37.72%
Rajan B. Raheja	5,14,06,327	10.21%	5,14,06,327	10.21%
Bloomingdale Investment and Finance Private Limited	3,15,07,000	6.26%	3,15,07,000	6.26%
Matsyagandha Investments and Finance Private Limited	8,72,42,460	17.33%	2,31,11,412	4.59%
{* refer foot note under 2.12 (d)}				

d. Details of shares held by promoters / promoter group as at March 31, 2023 :

Name of promoter / promoter group	No. of Shares	% of Total Shares	% change during the year
Rajan B. Raheja	5,14,06,327	10.21%	—
Suman R. Raheja	56,90,528	1.13%	—
Akshay R. Raheja	55,76,784	1.11%	—
Viren R. Raheja	55,76,784	1.11%	—
Satish B. Raheja	500	0.00%	—
Bloomingdale Investment and Finance Private Limited	3,15,07,000	6.26%	—
R Raheja Properties Private Limited	—	—	(*)
Hathway Investments Private Limited	18,98,80,786	37.72%	—
Matsyagandha Investments and Finance Private Limited	8,72,42,460	17.33%	(*)
Varahagiri Investments and Finance Private Limited	—	—	(*)
Peninsula Estates Private Limited	—	—	(*)
Total	37,68,81,169	74.87%	

(*) Amalgamated with Matsyagandha Investments and Finance Private Limited in terms of Composite Scheme of Arrangement & Amalgamation approved by the National Company Law Tribunal, Mumbai.

2.12 EQUITY SHARE CAPITAL (Contd...)

Details of shares held by promoters / promoter group as at March 31, 2022 :

Name of promoter / promoter group	No. of Shares	% of Total Shares	% change during the year
Rajan B. Raheja	5,14,06,327	10.21%	—
Suman R. Raheja	56,90,528	1.13%	—
Akshay R. Raheja	55,76,784	1.11%	—
Viren R. Raheja	55,76,784	1.11%	—
Satish B. Raheja	500	0.00%	—
Bloomingdale Investment and Finance Private Limited	3,15,07,000	6.26%	—
R Raheja Properties Private Limited	2,31,00,400	4.59%	—
Hathway Investments Private Limited	18,98,80,786	37.72%	(#)
Manali Investment and Finance Private Limited	—	—	(#)
Coronet Investments Private Limited	—	—	(#)
Matsyagandha Investments and Finance Private Limited	2,31,11,412	4.59%	—
Varahagiri Investments and Finance Private Limited	2,32,21,148	4.61%	—
Peninsula Estates Private Limited	1,78,09,500	3.54%	—
Total	37,68,81,169	74.87%	

(#) Amalgamated with Hathway Investments Private Limited in terms of Composite Scheme of Arrangement & Amalgamation approved by the National Company Law Tribunal, Mumbai.

2.13 OTHER EQUITY

Particulars	₹ Crores	
	As at March 31, 2023	2022
Capital Redemption Reserve	10.75	10.75
General Reserve	155.67	155.67
Retained Earnings	660.71	724.19
Capital Reserve	(125.09)	(125.09)
Total	702.04	765.52

Description of the nature and purpose of each reserve within equity is as follows :

a. Capital Redemption Reserve :

Capital redemption reserve was created pursuant to the scheme of amalgamation.

b. General Reserve :

The Company had earlier transferred a portion of the net profit of the Company before declaring dividend to the general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve before declaration of dividend is not required under the Companies Act, 2013.

c. Retained Earnings :

Retained earnings are the net profits that the Company has earned till date and is net of amount transferred to other reserves such as general reserves, debenture redemption reserve etc., amount distributed as dividend and adjustments in terms of Ind AS 101.

d. Capital Reserve :

Capital Reserve was recognised on giving effect to amalgamation of Milano Bathroom Fittings Private Limited and Silica Ceramica Private Limited with the Company and on demerger of retail / trading business undertaking of H. & R. Johnson (India) TBK Limited into the Company.

2.14 BORROWINGS

Particulars	₹ Crores	
	Non-current	
	As at March 31,	
	2023	2022
Secured		
Term loans		
from banks (refer Sr. No. 1 to 11)	882.75	803.76
from others (refer Sr. No. 12 & 13)	199.42	199.42
Vehicle loans from banks (refer Sr. No. 14 & 15)	0.33	0.87
Unsecured		
– 10.70% Non-convertible Debentures (refer Sr. No. 18) {Nil (Previous year : 1150 Nos.) debentures of ₹ 0.10 Crore each}	–	115.00
– 8.20% Non-convertible Debentures (refer Sr. No. 19) {950 Nos. (Previous year : 950 Nos.) debentures of ₹ 0.10 Crore each}	95.00	95.00
– 9.50% Non-convertible Debentures (refer Sr. No. 20) {750 Nos. (Previous year : 750 Nos.) debentures of ₹ 0.10 Crore each}	75.00	75.00
Fixed deposits from public (refer Sr. No. 21)	0.09	0.34
	1,252.59	1,289.39
Less : Current maturities of non-current borrowings	354.75	184.51
Less : Unclaimed fixed deposits	0.09	0.34
Total	897.75	1,104.54

Particulars	₹ Crores	
	Current	
	As at March 31,	
	2023	2022
Secured		
Loans repayable to banks on Demand (refer Sr. No. 16)	–	0.59
Buyer's Credit (refer Sr. No. 17)	9.92	3.36
Current maturities of non-current borrowings	279.75	69.51
Unsecured		
Loans repayable to banks on Demand (refer Sr. No. 22)	–	50.00
Current maturities of non-current borrowings	75.00	115.00
Total	364.67	238.46

Details of current maturities of non-current borrowings :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Secured Loans :		
Term loans	279.46	69.05
Vehicle loans	0.29	0.46
Unsecured Loans :		
Non-convertible debentures	75.00	115.00
Total	354.75	184.51

2.14 BORROWINGS (Contd...)

(a) Nature of Security and terms of repayment for secured borrowings (other than debentures) :

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31,	
			2023	2022
1	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 6 structured installments from the last day of the 30th month from the date of first drawdown of facility availed on September 27, 2021.	100.00	100.00
2	Secured by first pari passu charge on the entire movable Property, plant and equipment of the Cement Division located at Satna, both present and future except Waste Heat Recovery System assets. Second pari passu charge on Current Assets of Cement Division, both present and future.	Repayment by way of 4 equal quarterly installments of ₹ 20 Crores starting from 30th month from the date of first disbursement, 5th equal installment to be repaid at the end of 41st month from date of first disbursement, November 30, 2021.	100.00	100.00
3	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 13 equal installments payable from the last day of 24th month from the date of first drawdown of facility availed on September 2, 2020.	153.80	200.00
4	First exclusive charge on the office premises of HRJ Division on units 1 to 4 on 7th Floor, Windsor.	Quarterly in 14 equal installments payable from the last day of 21st month from the date of first drawdown of facility availed on August 23, 2020.	57.14	80.00
5	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 4 equal installments payable from the last day of 27th month from the date of first drawdown of facility availed on July 22, 2022.	200.00	–
6	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 20, 2019.	70.00	70.00
7	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 13, 2019.	52.50	52.50
8	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 18, 2019.	26.25	26.25
9	Secured by exclusive charge on all the movable Property, plant and equipment in relation to the Waste Heat Recovery System of the Company, both present and future.	Quarterly in 23 structured installments payable from the last day of 18th month from the date of first drawdown of facility availed on March 18, 2020.	52.17	104.35

2.14 BORROWINGS (Contd...)

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
10	Secured by exclusive charge over the movable Property, plant and equipment of specified plants of the HRJ division namely Dewas, Pen, Kunigal and Karaikal, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 30, 2019.	43.75	43.75
11	Secured by exclusive charge over the movable Property, plant and equipment of specified plants of the HRJ division namely Dewas, Pen, Kunigal, Karaikal and Vijayawada, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on December 2, 2019.	31.50	31.50
12	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Repayment in 3 equal annual installments due at the end of 32, 42 and 48 months from the date of disbursement September 30, 2021.	50.00	50.00
13	Secured by first pari passu charge on all the movable and immovable assets of the Cement Division, both present and future, except land in Andhra Pradesh. Also secured by second pari passu charge over Current Assets, Receivables of Cement Division both present and future; Unconditional and irrevocable personal guarantee of a Director.	Quarterly in 28 equal installments payable from the last day of 24 months from the date of first drawdown of facility availed on June 30, 2020. The installments for the FY 2022-23 and FY 2023-24 were prepaid by the Company in the FY 2021-22.	150.00	150.00
14	Secured by exclusive charge on vehicles of HRJ Division.	EMI over a period of 60 months from the respective date of disbursement.	0.21	0.67
15	Secured by exclusive charge on vehicles of Cement Division.	EMI over a period of 60 months from the respective date of disbursement.	0.12	0.20
16	Secured by first pari passu charge by way of hypothecation of stocks and book debts both present and future of HRJ Division.	Payable within one year.	–	0.59
17	Secured by first pari passu charge by way of hypothecation of stocks and book debts both present and future of HRJ Division.	As per due dates of respective buyer's credit.	9.92	3.36
Total			1,097.36	1,013.17
Less : Unamortised borrowing costs			4.94	5.17
Total (a)			1,092.42	1,008.00

2.14 BORROWINGS (Contd...)

(b) Nature of Security and terms of repayment for unsecured borrowings :

Sr. No.	Particulars	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
	Non-current Borrowings:			
18	Non-convertible Debentures	Allotted on July 26, 2019 and repayable at the end of 36 months from the date of allotment on July 25, 2022.	–	115.00
19	Non-convertible Debentures	Allotted on April 26, 2021 and repayable at the end of 36 months from the date of allotment on April 26, 2024.	95.00	95.00
20	Non-convertible Debentures	Allotted on August 21, 2020 and repayable at the end of 36 months from the date of allotment on August 21, 2023.	75.00	75.00
21	Fixed deposits from public	Payable over a period of one to two years from the respective date of disbursement.	0.09	0.34
22	Current Borrowings		–	50.00
	Total (b)		170.09	335.34
	Total Borrowings (a + b)		1,262.51	1,343.34

(c) Assets pledged as security :

Particulars	₹ Crores	
	As at March 31, 2023	2022
Current		
Receivables	647.56	570.80
Inventories	620.86	664.87
Total (a)	1,268.42	1,235.67
Non-current		
Freehold Land	520.75	617.17
Buildings	87.60	108.75
Plant and Machinery	1,068.17	1,057.97
Railway Siding	2.54	2.83
Office Equipments	4.46	4.99
Furniture and Fixtures	3.41	3.14
Computers	3.38	3.02
Mines Development	94.00	106.25
Vehicles	0.75	1.64
Movable Tangible assets at Pen, Dewas, Vijayawada, Karaikal and Kunigal	153.98	203.11
Total (b)	1,939.04	2,108.87
Total (a+b)	3,207.46	3,344.54

2.15 TRADE PAYABLES

₹ Crores

Particulars	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Total outstanding dues of Micro Enterprises & Small Enterprises (refer note 4.18)	–	–	121.50	102.64
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	18.11	12.80	1,216.11	1,051.39
Total	18.11	12.80	1,337.61	1,154.03

For Ageing schedule, refer note 4.20

2.16 OTHER FINANCIAL LIABILITIES

₹ Crores

Particulars	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Payables for acquisition of Property, plant and equipment	–	–	54.91	30.24
Interest accrued	–	–	10.93	18.83
Unclaimed dividends*	–	–	0.65	0.65
Unpaid matured deposits and interest accrued thereon	–	–	0.14	0.43
Security deposits from customers / others	297.00	307.61	21.17	25.96
Payable to employees	–	–	7.27	6.29
Finance lease obligations	1.93	1.97	–	–
Liability for expenses	–	–	326.80	305.38
Others	–	–	1.63	0.50
Total	298.93	309.58	423.50	388.28

* There is no amount due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2023 (Previous year : Nil).

2.17 PROVISIONS

₹ Crores

Particulars	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Employee benefits :				
Provision for Gratuity	–	–	40.05	32.34
Provision for Bonus	–	–	7.65	7.94
Provision for Leave Encashment	17.98	17.32	18.65	20.27
Others	–	–	17.84	17.37
Total (a)	17.98	17.32	84.19	77.92
Others	8.28	7.24	–	–
Total (b)	8.28	7.24	–	–
Total (a+b)	26.26	24.56	84.19	77.92

2.18 DEFERRED TAX LIABILITIES (NET)

Significant components of deferred tax liabilities / (assets) recognised in the financial statements are as follows :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Deferred tax liabilities / (assets) in relation to :		
Unabsorbed depreciation / Business loss as per Income Tax	(51.45)	(65.09)
Provision for Employees Benefits	(17.60)	(16.57)
Other temporary differences / unutilised tax asset	97.51	82.78
Property, plant and equipment	22.08	68.96
Total	50.54	70.08

The movement in deferred tax liabilities / (assets) during the year ended March 31, 2023 and March 31, 2022 :

Particulars	₹ Crores				
	As at March 31, 2023	Charged / (Credited) to Statement of P&L / OCI	As at March 31, 2022	Charged / (Credited) to Statement of P&L / OCI	As at March 31, 2021
Deferred tax liabilities / (assets) in relation to :					
Unabsorbed depreciation / Business loss as per Income Tax	(51.45)	13.64	(65.09)	24.23	(89.32)
Provision for Employees Benefits	(17.60)	(1.03)	(16.57)	37.29	(53.86)
Other temporary differences / unutilised tax asset	97.51	14.73	82.78	13.68	69.10
Property, plant and equipment	22.08	(46.88)	68.96	(34.27)	103.23
Total	50.54	(19.54)	70.08	40.93	29.15

2.19 OTHER LIABILITIES

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Advance from customers	–	–	59.31	56.01
Statutory liabilities (refer note below)	36.17	25.78	115.03	78.68
Others	1.20	0.89	73.92	72.22
Total	37.37	26.67	248.26	206.91

Note : The Company has imported certain machineries under Manufacture and Other Operations in Warehouse Regulations, 2019 (MOOWR) for its project at Durgapur, West Bengal. As per MOOWR, payment of Integrated Goods and Services Tax and Custom Duty aggregating to ₹ 10.39 Crores on imported machineries is deferred till removal of such machineries from the designated unit. The liability in respect of the same is disclosed above as non-current Statutory liabilities and the corresponding Input Tax Credit amounting to ₹ 7.36 Crores is disclosed in note no. 2.06 against Others under non-current assets.

3.01 REVENUE FROM OPERATIONS

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Revenue from operations :		
Sale of products	6,548.04	5,434.79
Sale of services	129.90	102.62
Other operating revenue :		
Scrap sales	12.79	16.06
Claims and recoveries	5.38	4.53
Export incentive	0.14	0.14
Others	15.21	10.65
Total	6,711.46	5,568.79

Revenue from contracts with customers :**I. Revenue from contracts with customers disaggregated based on geography :**

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
India	6,655.73	5,511.44
Outside India	55.73	57.35
Total	6,711.46	5,568.79

II. Reconciliation of gross revenue with the revenue from contracts with customers :

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Gross Revenue	7,079.81	5,879.93
Less : Discounts and incentives	368.35	311.14
Net Revenue recognised from contracts with customers	6,711.46	5,568.79

III. Revenue recognised from contract liability (Advances from customers) :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Closing Contract liability	59.31	56.01

The contract liability outstanding at the beginning of the year was ₹ 56.01 Crores (Previous year : ₹ 82.12 Crores), of which ₹ 54.31 Crores (Previous year : ₹ 79.60 Crores) has been recognised as revenue during the year.

Management conclude that disaggregation of revenue disclosed in Ind AS 108 meets the disclosure criteria of Ind AS 115 and segment revenue is measured on the same basis as required by Ind AS 115, hence separate disclosures as per Ind AS 115 is not required.

3.02 OTHER INCOME

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Interest income earned on financial assets :		
Bank deposits (at amortised cost)	10.71	9.14
Corporate guarantee / unwinding interest	0.17	0.18
Dividend on preference shares	0.57	1.19
Others	3.94	4.33
Other non - operating income :		
Liabilities no longer considered as payable	10.29	6.76
Government assistance - Tax Subsidy / Exemption	0.77	0.80
Interest on income tax refund	5.77	7.35
Miscellaneous income	1.16	1.08
Other gains and losses :		
Net gain on disposal of Property, plant and equipment & assets held for sale	-	3.81
Net gain on foreign exchange fluctuation	-	0.29
Total	33.38	34.93

3.03 CHANGES IN INVENTORIES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Inventories at the end of the year (including in-transit)		
Stock-in-trade	28.28	31.90
Work-in-progress	73.04	86.55
Finished goods	143.09	122.89
Total (a)	244.41	241.34
Inventories at the beginning of the year (including in-transit)		
Stock-in-trade	31.90	30.02
Work-in-progress	86.55	30.54
Finished goods	122.89	102.87
Total (b)	241.34	163.43
Total (b - a)	(3.07)	(77.91)

3.04 OTHER MANUFACTURING EXPENSES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Stores and spares consumed	133.27	116.75
Plant and equipment hire charges	23.19	30.21
Repairs to plant and equipment	25.06	23.20
Royalty for minerals	62.49	58.59
Sub-contract charges	56.83	34.63
Plant upkeep expenses	50.11	39.11
Quarry expenses	3.46	4.56
Dies and punches consumed	2.47	1.61
Other manufacturing expenses	8.38	3.33
Total	365.26	311.99

3.05 EMPLOYEE BENEFITS EXPENSE

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Salaries, wages and bonus	467.44	422.56
Contribution to provident and other funds	32.80	33.95
Staff welfare expenses	23.17	21.79
Total	523.41	478.30

3.06 FINANCE COSTS

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Interest and Finance charges on financial liabilities :		
Interest on overdraft / cash credit	1.66	2.62
Interest on borrowings	129.97	128.16
Interest on lease liabilities	18.59	19.10
Interest on security deposits	13.94	14.05
Other borrowing costs	2.78	6.22
Total	166.94	170.15

3.07 DEPRECIATION, AMORTISATION AND IMPAIRMENT EXPENSE

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Depreciation of Property, plant and equipment	305.40	237.93
Depreciation on Right of Use assets	28.17	33.15
Amortisation of intangible assets	4.64	4.30
Total	338.21	275.38

3.08 OTHER EXPENSES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Rent expenses	22.10	19.43
Rates and taxes	26.02	24.53
Travelling and communication expenses	58.26	40.57
Commission on sales	36.81	27.49
Advertisement, sales promotion and other marketing expenses	101.80	66.08
Legal and professional fees	76.63	45.32
Insurance	20.72	20.26
Reversal of impairment provision on trade receivables	(1.06)	(56.68)
Bad debts written off	5.81	67.05
Net loss on sale of Property, plant and equipment	1.65	–
Concrete pumping expenses	10.67	9.85
Research expenses *	4.97	5.28
Repairs to buildings	7.09	2.32

3.08 OTHER EXPENSES (Contd...)

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Repairs others	9.05	7.52
Bank charges	7.83	5.49
Net loss on foreign exchange fluctuation	16.80	–
Impairment of non-current assets	4.44	0.60
Loss on shortage / damage of inventories	3.10	–
CSR expenses (refer note 4.14)	2.85	3.94
Miscellaneous expenses	63.88	57.34
Total	479.42	346.39
* Research expenses comprises of :		
Salaries and wages	2.12	3.13
Travelling and Communication	0.28	0.32
Others	2.57	1.83
Total	4.97	5.28

3.09 TAX EXPENSES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
(a) Income tax expenses :		
Current tax		
In respect of the current year	–	–
Adjustment of tax relating to earlier periods	(5.70)	(1.24)
Deferred tax		
In respect of the current year	(19.62)	42.10
Total (a)	(25.32)	40.86
(b) Income tax recognised in Other Comprehensive Income :		
Remeasurements of the defined benefit plans	(0.08)	1.17
Total (b)	(0.08)	1.17
Total income tax expenses recognised in the year (a - b)	(25.24)	39.69

(c) A reconciliation between the Statutory income tax rate applicable to the Company and the effective income tax rate is as follows :

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Net profit / (loss) before tax	(84.18)	174.11
Effective tax rate applicable to the Company	25.17%	25.17%
Tax amount at the enacted income tax rate	(21.19)	43.82
Add : Expenses not deductible in determining taxable profits	105.49	63.57
Less : Allowances / Deductibles	(70.66)	(84.80)
Tax relating to earlier periods	(5.70)	(1.24)
Incremental Deferred Tax assets on account of unused tax losses and unused tax credits	(46.87)	(35.98)
Incremental Deferred Tax liability on account of other temporary differences	13.69	54.32
Tax expense as per the Statement of Profit and Loss	(25.24)	39.69

4.01 EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31,	
	2023	2022
Basic earnings per share		
Attributable to equity holders of the Company (₹)	-1.17	2.65
Diluted earnings per share		
Attributable to equity holders of the Company (₹)	-1.17	2.65
Reconciliation of earnings used in calculating earnings per share :		
Basic earnings per share		
Profit / (loss) attributable to equity holders of the Company used in calculating basic earnings per share (₹ Crores)	(58.86)	133.25
Diluted earnings per share		
Profit / (loss) attributable to equity holders of the Company used in calculating diluted earnings per share (₹ Crores)	(58.86)	133.25
Weighted average number of Equity shares used as the denominator in calculating basic and diluted earnings per share	50,33,56,580	50,33,56,580

4.02 EXCEPTIONAL ITEMS :**FY 2022-23 :**

The Company's application for adjudication of stamp duty payable on merger order, which was filed in 2010 was disposed off by the Office of the Superintendent of Stamps, Mumbai, Maharashtra vide its order dated October 3, 2022 determining a sum of ₹ 19.85 Crores payable by the Company including interest and penalty. The Company has disputed the entire amount, however, has recognised the expense, as Exceptional Item, to the extent it pertains to Immovable properties amounting to ₹ 6.84 Crores. Since the Company has paid the demand in full, the balance amount of ₹ 11.16 Crores is shown as amount paid under protest in note no. 2.06 and also included in note no. 4.05 as Claims against the Company not acknowledged as debt.

FY 2021-22 :

- Gain on sale of land and building located at Prayagraj amounting to ₹ 10.87 Crores on discontinuance of cement packing unit operations in the year 2018-19.
- Pursuant to the order of Commissioner of Labour on the settlement scheme and voluntary retirement / separation scheme offered by the Company, the Company has rationalised certain workforce at its tile manufacturing facilities of HRJ Division located at Dewas, Madhya Pradesh. The one-time financial impact on account of rationalisation aggregates to ₹ 1.88 Crores.

4.03 LEASES

- The Company's lease asset primarily consist of leases for Land, Office Space, Furniture, Vehicle and Plant & Machinery having various lease terms.
- The following is carrying value of right of use assets :

Particulars	₹ Crores					
	Category of ROU					
	Leasehold Land	Plant & Machinery	Leasehold Building	Vehicle	Furniture	Total
Balance as at April 1, 2021	36.46	122.12	32.19	0.28	11.26	202.31
Additions during the previous year	6.86	11.08	0.59	–	–	18.53
Transferred to Property, plant & equipment (refer note 2.01)	–	10.46	–	0.20	–	10.66
Deletion during the previous year	2.44	–	0.21	–	–	2.65
Depreciation of Right of use assets	10.48	10.34	7.29	0.01	5.03	33.15
Balance as at March 31, 2022	30.40	112.40	25.28	0.07	6.23	174.38
Additions during the year	6.00	10.19	14.33	–	–	30.52
Transferred to Property, plant & equipment (refer note 2.01)	–	8.98	–	0.07	–	9.05
Deletion during the year	3.75	0.05	–	–	–	3.80
Depreciation of Right of use assets	8.88	9.00	7.03	–	3.26	28.17
Balance as at March 31, 2023	23.77	104.56	32.58	–	2.97	163.88

4.03 LEASES (Contd...)

3. The following is the carrying value of lease liabilities :

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Opening Balance of Lease liabilities	179.36	196.27
Additions during the year	30.38	18.18
Finance cost accrued during the year	18.37	18.83
Payment / Deletion / Waiver of lease liabilities during the year	53.05	53.92
Closing Balance of Lease liabilities	175.06	179.36
Current portion of Lease liabilities	20.47	24.91
Non-current portion of Lease liabilities	154.59	154.45
Total	175.06	179.36

4. Amounts recognised in the statement of cash flows :

Particulars	₹ Crores	
	FY 2022-23	FY 2021-22
Total cash outflow for Leases	48.84	51.08

- Rental expense recorded for short-term leases was ₹ 35.65 Crores for the year ended March 31, 2023 (Previous year : ₹ 32.23 Crores).
- The maturity analysis of lease liabilities are disclosed in Note No. 4.08. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- Future lease payments which will start from April 1, 2023 is Nil (Previous year : Nil).
- Certain lease agreements are subject to escalation clause and with extension of lease term options. At the expiry of the lease term, in case of lease agreements other than land, the lessee has an option to purchase the assets at Fair Market Value.

4.04 EMPLOYEE BENEFITS

1. Defined contribution plans

The Company operated defined benefits contribution retirement benefits plans for all qualifying employees.

The total expenses recognised in the Statement of Profit and Loss of ₹ 18.67 Crores (Previous year : ₹ 18.03 Crores) represents contributions payable to these plans by the Company at rates specified in rules of the plans.

2. Defined Benefits Plans

The Company sponsors funded defined benefit plans for qualifying employees. The defined benefits plan are administered by separate funds that are legally independent entities. The governing body of the fund is responsible for the investment policy with regard to assets of the funds.

These plans typically expose the Company to Actuarial risks such as : investment risk, interest rate risk, longevity risk and salary risk. No other post-retirement benefit are provided to the employees.

Investment risk : The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk : A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk : The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk : The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

4.04 EMPLOYEE BENEFITS (Contd...)**3. Principal assumptions used for the purpose of actuarial valuation**

Particulars	Valuation as at March 31,	
	2023	2022
Discount rate	7.15%	6.84%
Expected rate(s) of salary increase	7%	7%
Average longevity at retirement age for current beneficiaries of plans (years)	39 to 42	39 to 43
Average longevity at retirement age for current employees (future beneficiaries of the plan)	58 & 60	58 & 60
Attrition rate	12% to 25%	10% to 20%

4(a) Amounts recognised in Statement of Profit and Loss in respect of defined benefit plans

Particulars	₹ Crores			
	Leave Encashment		Gratuity	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Service cost :				
Current service cost	2.64	2.65	7.11	6.75
Past service cost and (gain) / loss from settlements	–	0.11	–	(0.33)
Net interest expense	2.34	2.00	2.11	1.37
Actuarial (gain) / loss	0.72	4.45	–	–
Component of defined benefit costs recognised in Statement of profit and loss	5.70	9.21	9.22	7.79

4(b) Amounts recognised in Other Comprehensive Income in respect of defined benefit plans

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Remeasurement of net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense)	0.24	0.11
Actuarial (gains) / losses arising from changes in demographic assumptions	(0.20)	0.06
Actuarial (gains) / losses arising from changes in financial assumptions	(0.83)	3.51
Actuarial (gains) / losses arising from experience adjustments	0.48	0.97
Components of defined benefits cost recognised in Other Comprehensive Income	(0.31)	4.65

5(a) Movements in present value of defined benefit obligation

Particulars	₹ Crores			
	Leave Encashment		Gratuity	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Opening defined benefit obligations	37.59	34.88	63.39	56.31
Current service cost	2.64	2.65	7.11	6.75
Interest cost	2.34	2.00	4.09	3.35
Remeasurement (gains) / losses				
Actuarial (gains) / losses arising from changes in demographic assumptions	(0.36)	(0.01)	(0.20)	0.06
Actuarial (gains) / losses arising from changes in financial assumptions	(0.32)	1.03	(0.83)	3.51
Actuarial (gains) / losses arising from experience adjustments	1.40	3.43	0.48	0.97
Past service cost, including (gains) / losses on settlements	–	0.11	–	(0.33)
Benefits paid	(6.65)	(6.50)	(7.34)	(7.23)
Closing defined benefit obligation	36.64	37.59	66.70	63.39

4.04 EMPLOYEE BENEFITS (Contd...)

5(b) Movements in present value in planned assets

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Fair value of plan assets at beginning of the year	31.05	30.04
Interest Income	1.98	1.98
Contributions	1.20	6.37
Return on plan Assets	(0.24)	(0.11)
Benefits paid	(7.34)	(7.23)
Fair value of plan assets at end of the year	26.65	31.05

6. The category of plan assets as a percentage of total plan are as follows :

Particulars	Percentage	
	March 31, 2023	March 31, 2022
	Equity Shares	10.99%
Central and State Government Securities	70.17%	66.03%
Other Fixed Income Securities / Deposits	18.84%	25.18%
Total	100%	100%

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Particulars	₹ Crores			
	Leave Encashment		Gratuity	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Discount Rate +100 basis points	35.77	36.58	64.37	60.81
Discount Rate -100 basis points	37.55	38.68	69.21	66.19
Salary Increase Rate +1%	37.37	38.50	68.87	65.85
Salary Increase Rate -1%	35.93	36.74	64.64	61.07
Attrition Rate +1%	36.51	37.43	66.60	63.28
Attrition Rate -1%	36.75	37.76	66.81	63.49

4.05 (a) Contingent Liabilities

- Guarantees given by the Company's bankers and counter guaranteed by the Company : ₹ 95.85 Crores (Previous year : ₹ 85.54 Crores).
- Prepayment charges claimed by a bank on amounts prepaid is Nil (Previous year : ₹ 1.25 Crores).
- Claims against the Company not acknowledged as debts on account of disputes :
 - Energy Development Cess ₹ 9.89 Crores (Previous year : ₹ 9.89 Crores).
 - Other Claims in respect to Income Tax, Sales Tax, Entry Tax, Excise Duty, Service Tax and other claims ₹ 341.09 Crores. (Previous year : ₹ 341.79 Crores).

(b) Capital and other Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 115.69 Crores (Previous year : ₹ 82.05 Crores) and other commitments includes Outstanding Letters of Credit ₹ 168.10 Crores (Previous year : ₹ 50.57 Crores).

4.05 (Contd...)**(c) Disclosure of provisions made as per the requirements of Ind AS 37 on “Provisions, Contingent Liabilities and Contingent Assets” are as follows :**

Particulars	As at April 1, 2022	Provisions made during the year	Amounts utilised or reversed during the year	₹ Crores
				As at March 31, 2023
MPEB cess on generation of electricity	8.33	–	–	8.33
MP Entry Tax / VAT	10.05	–	–	10.05
Appeal with AP, Kerala, Punjab, Tamil Nadu, Karnataka and Maharashtra Commercial Tax Department	2.13	0.16	1.14	1.15
Mines restoration expenses	7.24	1.04	–	8.28

In certain cases, the Company has made payments against the above provisions. In case the disputes are settled in the favour of the Company, there would be refund of ₹ 0.95 Crore (Previous year : ₹ 1.19 Crores) and in the event, these are settled against the Company there would be cash outflow of ₹ 26.86 Crores (Previous year : ₹ 26.56 Crores).

(d) In terms of long-term Gas Supply Agreement ('GSA') for Re-Liquefied Natural Gas ('RLNG') - Tranche A type with GAIL (India) Limited ('GAIL') having validity till April, 2028, the Company is committed to draw minimum quantity of RLNG specified therein. In case of underdrawn quantities, determined on calendar year basis, the Company is liable to deposit purchase price under Take or Pay Obligation clause ('TOP') of the GSA and is allowed to draw such underdrawn quantities in the balance term of the GSA at then prevailing price.

In earlier years, the Company has not been able to draw committed quantity of RLNG and GAIL has waived the TOP obligations under the GSA. For the CY22 also, GAIL has waived of TOP obligations.

The Company has Gas supply agreements / contracts for three manufacturing locations i.e. at Dewas, Kunigal and Pen. At Dewas and Kunigal, the Company has been able to renegotiate Minimum Guaranteed Obligation ('MGO'), thereby reducing (limiting) the TOP obligation on the Company for the undrawn quantities of MGO. The Company is pursuing its efforts with GAIL for similar reduction for its plant at Pen.

The estimated amount committed under TOP obligation for the underdrawn quantities of RLNG for the quarter ended March 31, 2023, which would be due in December 2023, if it remains undrawn or not waived, is approximately ₹ 21.30 Crores. The aforesaid amount, if payable, will only be in the nature of an advance payment for RLNG which can be drawn anytime thereafter up to the end of term of the GSA i.e. April 2028. Accordingly, this contract is not considered as in the nature of onerous contract and no effect of the same is required to be given in the accounts.

4.06 CAPITAL WORK-IN-PROGRESS (CWIP) INCLUDES PRE-OPERATIVE EXPENSES OF ₹ 96.27 CRORES (PREVIOUS YEAR : ₹ 86.20 CRORES), THE DETAILS OF WHICH ARE AS UNDER :

Particulars	₹ Crores	
	As at March 31 2023	2022
Indirect expenditure incurred during the year and considered as pre-operative expenses		
Salary, Wages and Bonus	3.39	1.72
Contribution to Provident and other funds	0.09	0.08
Rent, Rates and Taxes	0.53	0.34
Travelling and Communication	0.57	0.30
Professional fees	0.94	0.81
Depreciation	4.81	4.77
Miscellaneous expenses	4.18	1.47
Total	14.51	9.49
Add : Expenditure upto previous year	86.20	81.13
Less : Capitalised during the year	(4.44)	(4.42)
Balance carried forward	96.27	86.20

4.06 CAPITAL WORK-IN-PROGRESS (CWIP) (Contd...)

CWIP ageing schedule as at March 31, 2023

Particulars	Amount in CWIP for a period of					₹ Crores
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
A. Projects in Progress						
Identified projects	107.06	3.84	0.42	12.76	124.08	
General project items	13.88	0.01	–	–	13.89	
Total (a)	120.94	3.85	0.42	12.76	137.97	
B. Projects temporarily suspended						
On hold	7.09	5.82	3.06	65.21	81.18	
In litigation	–	–	8.78	5.51	14.29	
Total (b)	7.09	5.82	11.84	70.72	95.47	
Total (a+b)	128.03	9.67	12.26	83.48	233.44	

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project wise details of when the project is expected to be completed is given below as of March 31, 2023 :

Particulars	To be completed in				₹ Crores
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
A. Projects in Progress					
New Plant (HRJ Division)	107.93	–	–	–	
New Transit Mixture	6.08	–	–	–	
Others (individual projects of less than ₹ 50 Lakhs each)	0.23	–	–	–	
Total (a)	114.24	–	–	–	
B. Projects temporarily suspended					
On hold - New Plant (Cement Division)	–	–	–	81.18	
In litigation - Mining Leases	–	–	–	14.29	
Total (b)	–	–	–	95.47	
Total (a+b)	114.24	–	–	95.47	

CWIP ageing schedule as at March 31, 2022

Particulars	Amount in CWIP for a period of					₹ Crores
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	
A. Projects in Progress						
Identified projects	76.01	17.51	0.49	12.31	106.32	
General project items	5.93	–	–	–	5.93	
Total (a)	81.94	17.51	0.49	12.31	112.25	
B. Projects temporarily suspended						
On hold	5.82	3.06	1.90	63.31	74.09	
In litigation	–	8.78	–	5.51	14.29	
Total (b)	5.82	11.84	1.90	68.82	88.38	
Total (a+b)	87.76	29.35	2.39	81.13	200.63	

4.06 CAPITAL WORK-IN-PROGRESS (CWIP) (Contd...)

For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, the project wise details of when the project is expected to be completed is given below as of March 31, 2022 :

Particulars	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
A. Projects in Progress				
New Plant (HRJ Division)	–	16.94	–	–
Control Automation & Electronic Control System	3.94	–	–	–
Modernisation at packing section	0.57	–	–	–
Dispatch section / Yard development	0.52	–	–	–
Others (individual projects of less than ₹ 50 Lakhs each)	0.87	–	–	–
Total (a)	5.90	16.94	–	–
B. Projects temporarily suspended				
On hold - New Plant (Cement Division)	–	–	–	74.09
In litigation - Mining Leases	–	–	–	14.29
Total (b)	–	–	–	88.38
Total (a+b)	5.90	16.94	–	88.38

4.07 CAPITAL MANAGEMENT

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors', creditors' and market confidence and to sustain future development and growth of its business and at the same time, optimise returns to the shareholders. The Company takes appropriate and corrective steps in order to maintain, or if necessary adjust, its capital structure.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

Consistent with others in the industry, the Company monitors capital on the basis of the Net Debt to Equity ratio computed as under :

Net debt (total Borrowings net of Cash and Bank balance) divided by Total Equity.

The Company's strategy is to maintain a Net Debt to Equity ratio within 2 times. The comparative ratios are tabulated as hereunder :

Particulars	As at March 31,	
	2023	2022
Net Debt (₹ Crores)	949.83	1041.93
Total Equity (₹ Crores)	1205.40	1268.88
Net Debt to Equity Ratio	0.79	0.82

The Company has complied with all material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements. No lenders have raised any matter that may lead to breach of covenants stipulated in the underlying documents.

4.08 FINANCIAL INSTRUMENTS

(i) Methods and assumptions used to estimate the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values :

- The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, payables for acquisition of non-current assets, demand loans from banks and cash and cash equivalents are considered to be the same as their fair values.
- The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- The fair values of long term security deposits taken, non-current borrowings and remaining non current financial liabilities are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(ii) Categories of financial instruments

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique :

Level 1 : unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 : directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3 : inputs which are not based on observable market data.

Particulars	As at March 31, 2023		As at March 31, 2022	
	Carrying values	Fair value	Carrying values	Fair value
₹ Crores				
Financial assets				
Measured at amortised cost :				
Trade receivables	647.56	647.56	570.80	570.80
Loans	1.14	1.14	4.61	4.61
Cash and Bank balances	313.30	313.30	307.60	307.60
Other financial assets	142.33	142.33	135.04	135.04
Measured at FVTPL :				
Investments in other companies	0.01	0.01	0.01	0.01
Debt Instruments	0.42	0.42	0.42	0.42
Designated at FVTOCI :				
Investment in other companies	—	—	4.85	4.85
Total Financial assets	1,104.76	1,104.76	1,023.33	1,023.33
Financial liabilities				
Measured at amortised cost :				
Borrowings	1,262.51	1,262.51	1,343.34	1,343.34
Lease liabilities	175.06	175.06	179.36	179.36
Trade payables	1,355.72	1,355.72	1,166.83	1,166.83
Other financial liabilities	722.34	722.34	697.52	697.52
Total Financial liabilities	3,515.63	3,515.63	3,387.05	3,387.05

4.08 FINANCIAL INSTRUMENTS (Contd...)**(iii) Level wise disclosure of financial instruments**

Particulars	₹ Crores			
	As at March 31, 2023	As at March 31, 2022	Level	Valuation techniques and key inputs
Investment in equity instruments of other companies (B L A Power Private Limited) (*)	–	4.85	3	Independent Valuer Certificate
Investment in Debt instruments	0.42	0.42	1	Quotes from Markets
Foreign currency forward contracts - Liability	120.45	–	2	Quotes from banks or dealers

The following table shows a reconciliation of significant unobservable inputs from the opening balance to the closing balance for Level 3 recurring fair value measurements :

(*) Investment in equity instruments of other companies	₹ Crores
Balance as on April 1, 2022	4.85
Less : Adjustment due to Fair valuation	4.85
Balance as on March 31, 2023	–

(iv) Financial Risk Management

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Board. The details of different types of risk and management policy to address these risks are listed below :

The Company's activities are exposed to various risks viz. Credit risk, Liquidity risk and Market risk. In order to minimise any adverse effects on the financial performance of the Company, it uses various instruments and follows polices set up by the Board of Directors / Management.

a. Credit Risk :

Credit risk arises from the possibility that counter party will cause financial loss to the Company by failing to discharge its obligation as agreed.

Credit risks from balances with banks and financial institutions are managed in accordance with the Company policy. For financial instruments, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by credit-rating agencies.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties for the facilities availed by subsidiary. The Company's maximum exposure in this respect is the maximum amount the Company would have to pay if the guarantee is called upon.

Each division of the Company has specific policies for managing customer credit risk; these policies factor in the customers' financial position, past experience and other customer specific factors. The Company uses the allowance matrix to measure the expected credit loss of trade receivables from customers.

Based on the industry practices and business environment in which the Company operates, management considers that the trade receivables are in default if the payment are more than 2 years past due.

Trade receivables consists of large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

4.08 FINANCIAL INSTRUMENTS (Contd...)

Table showing age of gross trade receivables and movement in expected credit loss allowance :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Within the credit period	392.31	354.31
1 - 90 days past due	178.25	173.63
91 - 180 days past due	39.31	19.59
181 - 270 days past due	17.42	11.02
More than 270 days past due	108.60	101.64
Total	735.89	660.19

Movement in the expected credit loss allowance	₹ Crores	
	As at March 31,	
	2023	2022
Balance at the beginning of the year	89.39	146.07
Net movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	(1.06)	(56.68)
Balance at the end of the year	88.33	89.39

b. Liquidity Risk :

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach for managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities :

As at March 31, 2023	₹ Crores			
	< 1 year	1 - 5 years	> 5 years	Total
Non-current borrowings	354.75	862.04	35.71	1,252.50
Current borrowings	9.92	–	–	9.92
Lease liabilities	36.83	104.59	203.94	345.36
Fixed deposits payable	0.09	–	–	0.09
Trade payables	1,337.61	18.11	–	1,355.72
Other financial liabilities	423.41	204.55	94.38	722.34

As at March 31, 2022	₹ Crores			
	< 1 year	1 - 5 year	> 5 year	Total
Non-current borrowings	184.51	1,040.25	64.29	1,289.05
Current borrowings	53.95	–	–	53.95
Lease liabilities	41.60	104.42	213.68	359.70
Fixed deposits payable	0.34	–	–	0.34
Trade payables	1,154.03	12.80	–	1,166.83
Other financial liabilities	387.94	231.63	77.95	697.52

4.08 FINANCIAL INSTRUMENTS (Contd..)**Financing arrangements**

The Company has sufficient sanctioned line of credit from its bankers / financiers; commensurate to its business requirements. The Company reviews its line of credit available with bankers and lenders from time to time to ensure that at any point of time there is sufficient availability of line of credit to handle peak business cycle.

The Company pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds and minimise inventories.

c. Market Risk :

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 two types of risk : currency risk and interest rate risk.

i. Market Risk - Foreign Exchange

Foreign currency risk is that risk in which the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and a portion of its business is transacted in several currencies and therefore the Company is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Company hedges the receivables as well as payables by forming view after discussion with Forex Consultant and as per policies set by Management.

The Company is also exposed to the foreign currency loans availed from various banks to reduce the overall interest cost.

The carrying amount of the Company's foreign currency denominated monetary assets and liabilities as at the end of the reporting period is as follows :

Currency	In Crores			
	Liabilities		Assets	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
US Dollar (USD)	3.31	2.19	0.06	0.07
EURO	0.68	0.42	–	–
British Pound (GBP)	–	#	–	–
Srilankan Rupee (LKR)	–	#	0.89	1.13
Danish Krone (DKK)	–	#	–	–

Foreign Currency Exposure

Foreign currency exposure as at March 31, 2023	In Crores		
	USD	EURO	LKR
Trade receivables	0.06	–	–
Loans and other receivables	–	–	0.89
Borrowings	–	0.11	–
Trade payables	3.31	0.57	–
Forward contracts for payables	1.47	–	–

Foreign currency exposure as at March 31, 2022	In Crores				
	USD	EURO	LKR	GBP	DKK
Trade receivables	0.07	–	0.11	–	–
Loans and other receivables	–	–	1.02	–	–
Borrowings	0.04	–	–	–	–
Trade payables	2.15	0.42	#	#	#

Amount less than 50,000/-

4.08 FINANCIAL INSTRUMENTS (Contd...)

Particulars of un-hedged foreign currency asset / liability as at Balance Sheet date

Currency	Nature	In Crores			
		As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency	Amount (₹)	Amount in Foreign Currency	Amount (₹)
LKR	Asset	0.89	0.22	1.13	0.29
USD	Asset	0.06	5.01	0.07	5.03
EURO	Liability	0.68	61.14	0.42	35.36
LKR	Liability	—	—	#	#
GBP	Liability	—	—	#	#
USD	Liability	1.84	151.69	2.19	166.24
DKK	Liability	—	—	#	0.05

Amount less than 50,000/-

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on Profit / (Loss) after Tax and impact on Equity :

Currency	₹ Crores			
	Impact on profit / loss after Tax and Equity			
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
	1% increase	1% increase	1% decrease	1% decrease
USD	(1.47)	(1.61)	1.47	1.61
EURO	(0.61)	(0.35)	0.61	0.35
Total	(2.08)	(1.96)	2.08	1.96

ii. Market Risk - Interest Rate

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company borrows at variable as well as fixed interest rates and the same is managed by the Company by constantly monitoring the trends and expectations. In order to reduce the overall interest cost, the Company has borrowed in a mix of short term and long term loans.

Particulars	₹ Crores	
	As at March 31, 2023	As at March 31, 2022
Variable rate borrowings	842.09	757.13
Fixed rate borrowings	420.42	586.21

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for whole of the year. A 100 basis point increase or decrease is used for internal review by the key management personnel.

Particulars	₹ Crores	
	Impact on Profit / Loss and Equity	
	March 31, 2023	March 31, 2022
Interest rates - increase by 100 basis points *	(8.42)	(7.57)
Interest rates - decrease by 100 basis points *	8.42	7.57

* Assuming all other variables as constant

4.09 RELATED PARTY DISCLOSURES**Relationships**

Particulars	Ownership interest	
	As at March 31,	
	2023	2022
Subsidiaries :		
Raheja QBE General Insurance Company Limited	51%	51%
H. & R. Johnson (India) TBK Limited	100%	100%
TBK Venkataramiah Tile Bath Kitchen Private Limited	100%	100%
TBK Rangoli Tile Bath Kitchen Private Limited	100%	100%
TBK Samiyaz Tile Bath Kitchen Private Limited	100%	100%
RMC Readymix Porselano (India) Limited	100%	100%
Sentini Cermica Private Limited	50%	50%
Antique Marbonite Private Limited	50%	50%
Spectrum Johnson Tiles Private Limited	50%	50%
Small Johnson Floor Tiles Private Limited	50%	50%
Coral Gold Tiles Private Limited	50%	50%
Sanskar Ceramics Private Limited	50%	50%
TBK Prathap Tile Bath Kitchen Private Limited	98%	98%
Joint Ventures :		
Ardex Endura (India) Private Limited	50%	50%
TBK Deepgiri Tile Bath Kitchen Private Limited	50%	50%
TBK Florance Ceramics Private Limited	50%	50%
Associates :		
CSE Solar Parks Satna Private Limited	27.95%	27.95%
Sunspring Solar Private Limited	27%	27%

Companies in which Directors and / or their relatives have significant influence

Peninsula Estates Private Limited (merged with Matsyagandha Investments and Finance Private Limited w.e.f. March 17, 2023).

Varahagiri Investments and Finance Private Limited (merged with Matsyagandha Investments and Finance Private Limited w.e.f. March 10, 2023).

Matsyagandha Investments and Finance Private Limited.

Hathway Cable and Datacom Limited.

Others - Significant Influence

Countrywide Exports Private Limited

Key Management Personnel (KMP)**Executive Directors**

Mr. Vijay Aggarwal, Managing Director

Mr. Vivek K. Agnihotri, Executive Director & CEO (Cement)

Mr. Sarat Chandak, Executive Director & CEO (HRJ)

Mr. Atul Desai, Executive Director & CEO (RMC) (upto August 28, 2022)

Non-executive Directors**Non-independent**

Mr. Rajan B. Raheja

Mr. Akshay R. Raheja (w.e.f. March 5, 2022)

Independent

Mr. Shobhan M. Thakore, Chairman

Ms. Ameeta A. Parpia

Dr. Raveendra Chittoor

4.09 RELATED PARTY DISCLOSURES (Contd...)

₹ Crores						
Name	Relationship	Nature of transaction	Amount of transaction in FY 2022-23	Amount outstanding as on March 31, 2023 (Payable) / Receivable	Amount of transaction in FY 2021-22	Amount outstanding as on March 31, 2022 (Payable) / Receivable
CSE Solar Parks Satna Private Limited	Associate	Purchase and services	15.11	(2.13)	11.67	(2.54)
		Access Fees received	0.13	–	0.13	0.14
		Reimbursement of services received	0.01	–	–	–
		Incentive paid	0.30	(0.17)	0.42	–
Sunspring Solar Private Limited	Associate	Purchase and services	2.20	(0.26)	1.56	(1.00)
		Termination Charges	–	–	1.30	–
		Access Fees received	0.14	0.13	0.11	0.11
		Incentive paid	0.15	(0.15)	0.64	–
Payable on account of Managerial Remuneration	KMPs	Refer table below (*)	21.07	(1.21)	24.11	(1.85)
Mr. Atul R. Desai	Executive Director & CEO (RMC)	Deposit given	–	–	–	0.06
		Rent expense	0.05	–	0.13	–
Peninsula Estates Private Limited	Companies in which Directors and / or their relatives have significant influence	Rent expense	0.17	–	0.17	–
		Deposit given	–	0.03	–	0.03
Varahagiri Investments and Finance Private Limited	Companies in which Directors and / or their relatives have significant influence	Rent expense	0.67	–	0.66	–
		Deposit given	–	0.11	–	0.11
Hathway Cable and Datacom Limited	Companies in which Directors and / or their relatives have significant influence	Purchase and services	0.02	–	–	–
Antique Marbonite Private Limited	Subsidiary	Purchase and services	315.18	(61.54)	260.63	(62.14)
		Rent Paid	0.04	–	0.04	–
		Reimbursement of services paid	0.09	–	0.05	–
		Reimbursement of services received	0.40	0.36	0.36	–
H. & R. Johnson (India) TBK Limited	Subsidiary	Rent received	0.02	–	–	–
Sanskar Ceramics Private Limited	Subsidiary	Purchase and services	209.70	(50.39)	125.32	(37.56)
		Investment purchased	5.00	NA	–	–
		Sale of assets	0.08	–	–	–
		Sales	4.88	1.96	2.86	1.27
		Reimbursement of services paid	0.08	–	0.07	–

4.09 RELATED PARTY DISCLOSURES (Contd...)

						₹ Crores
Name	Relationship	Nature of transaction	Amount of transaction in FY 2022-23	Amount outstanding as on March 31, 2023 (Payable) / Receivable	Amount of transaction in FY 2021-22	Amount outstanding as on March 31, 2022 (Payable) / Receivable
Small Johnson Floor Tiles Private Limited	Subsidiary	Investment purchased	–	–	7.25	NA
		Purchase of assets	0.05	–	–	–
		Sale of Shares	–	–	4.00	NA
Sentini Cermica Private Limited	Subsidiary	Sales	8.38	2.77	5.59	1.29
		Sale of assets	0.07	–	–	–
		Purchase and services	105.39	(21.38)	96.95	(28.93)
Spectrum Johnson Tiles Private Limited	Subsidiary	Purchase and services	145.54	(43.34)	113.99	(27.18)
		Interest income	0.29	–	0.71	–
		Reimbursement of services paid	0.26	–	0.39	–
		Purchase of assets	2.39	–	–	–
		Sales	4.20	1.51	3.48	1.06
		Rent expense	0.14	–	0.04	–
TBK Florance Ceramics Private Limited	Joint Venture	Sales	17.04	1.36	13.26	0.30
		Selling and Distribution expenses	0.47	–	0.24	–
TBK Prathap Tile Bath Kitchen Private Limited	Subsidiary	Loan given (net of impairment)	–	–	–	2.80
		Impairment allowance for loan given & interest	3.93	–	–	–
		Interest income / receivable (net of impairment)	0.39	–	0.34	0.78
TBK Deepgiri Tile Bath Kitchen Private Limited	Joint Venture	Loan given	–	–	1.24	–
Coral Gold Tiles Private Limited	Subsidiary	Reimbursement of services paid	0.12	–	0.13	–
		Sale of Assets	0.53	–	0.11	–
		Interest income	0.69	–	0.46	–
		Purchase and services	148.65	(30.19)	94.15	(26.76)
RMC Readymix Porselano (India) Limited	Subsidiary	Rent received	0.02	–	0.02	–
		Purchase and services	0.35	(0.14)	–	–
		Reimbursement of services received	1.42	0.80	0.54	–
		Royalty income	0.01	–	0.01	–
Raheja QBE General Insurance Company Limited	Subsidiary	Insurance premium	0.58	–	0.41	–
		Investment purchased	49.99	NA	43.37	NA
		Rent received	0.01	–	0.01	–

4.09 RELATED PARTY DISCLOSURES (Contd...)

₹ Crores						
Name	Relationship	Nature of transaction	Amount of transaction in FY 2022-23	Amount outstanding as on March 31, 2023 (Payable) / Receivable	Amount of transaction in FY 2021-22	Amount outstanding as on March 31, 2022 (Payable) / Receivable
Ardex Endura (India) Private Limited	Joint Venture	Branding income	1.10	–	1.18	–
Others		Interest income / (waived-off)	0.09	–	0.13	–
		Purchase and services	30.49	(1.46)	53.61	(14.72)
		Sales	3.06	0.04	8.41	1.90
		Selling and Distribution expenses	0.04	–	0.10	–
		Reimbursement of services received	0.93	0.16	1.07	–
		Reimbursement of services paid	0.14	–	0.17	–
		Investment purchased	–	–	0.30	NA
		Deposit given	–	#	–	#
		Rent expense	#	–	#	–
		Dividend income	#	–	#	–

Amount less than ₹ 50,000/-

Note : The Company had invested in 0.02% Non-convertible Non-Participating Non-cumulative Redeemable Preference shares issued by Sanskar Ceramics Private Limited aggregating to ₹ 5.00 Crores (Previous year : Nil).

* Compensation to KMPs :

Particulars	₹ Crores	
	Amount of transaction in FY 2022-23	FY 2021-22
Short-term employee benefits	20.28	23.30
Post-employment benefits	–	–
Other long-term benefits	–	–
Commission to Independent Directors	0.60	0.60
Sitting Fees	0.19	0.21
Total	21.07	24.11

Notes :

- As the post-employment benefits is provided on an actuarial basis for the Company as a whole, the amount pertaining to key management personnel is not ascertainable and therefore not included above.
- The value of related party transaction & balances reported are based on actual transaction and without giving effect to notional Ind AS adjustment entries.
- Transactions disclosed against “Others” in the above table are those transactions with related party which are of the amount not in excess of 10% of the total related party transactions of the same nature.

4.10 SEGMENT INFORMATION

In accordance with Ind AS 108 on "Operating segments" information has been given in the Consolidated Financial Statement of the Company and therefore no separate disclosure on segment information is given in the Standalone financial Statements.

4.11 GOVERNMENT GRANTS BY WAY OF TAX SUBSIDY / EXEMPTION SCHEMES

- As per Jammu and Kashmir Budgetary support scheme under Goods and Service Tax, the Company is entitled for 58 % of CGST and 29% IGST paid through debit in cash ledger account maintained by the Entity. During the year, the Company has recognised the GST Rebate and credited to "Other Operating Income" amounting to ₹ 0.17 Crore (Previous year : ₹ 0.43 Crore) in the Statement of Profit and Loss.
- As per Jammu and Kashmir Budgetary support scheme under Goods and Service Tax, the Company is entitled for claim 2% of the taxable turnover with respect to interstate supplies made by the Industrial unit under Integrated Goods and Services Tax Act, 2017 provided that the maximum amount of annual reimbursement shall be limited to 2% of the interstate sales turnover reflected by the dealer in his returns for the accounting year 2016-17. The Company has recognised the Interstate Sale Rebate and credited to "Other Operating Income" amounting to ₹ 0.50 Crore (Previous year : ₹ 0.50 Crore) in the Statement of Profit and Loss.
- As part of fiscal incentives to North East Region, the Ministry of Commerce & Industry had provided capital investment incentives under "North East Industrial and Investment Promotion Policy (NEIIPP), 2007". The Company had invested ₹ 1.56 Crores in plant and machinery in 2012-13 and lodged claim for capital subsidy. During 2018-19, the Government had approved Company's claim against NEIIPP 2007 and sanctioned capital subsidy of ₹ 0.47 Crore. The Company had recognised this as unearned income, to be recognised in Statement of Profit and Loss over the balance useful life of the assets.

4.12 DETAILS OF LOANS GIVEN, SECURITY PROVIDED AND INVESTMENT MADE DURING THE YEAR 2022-23 AS PER SECTION 186 (4) OF THE COMPANIES ACT, 2013

₹ Crores				
Nature of transaction	Name of the recipient	Amount of loan / security / acquisition / guarantee		Purpose of loan / security / acquisition / guarantee
		2022-23	2021-22	
Security acquisition	Raheja QBE General Insurance Company Limited (unlisted) - Mumbai	49.99	43.37	Investment in Equity shares
Security acquisition	TBK Venkataramiah Tile Bath Kitchen Private Limited (unlisted) - Mumbai	—	0.10	Investment in Equity shares
Security acquisition	TBK Samiyaz Tile Bath Kitchen Private Limited (unlisted) - Mumbai	—	0.10	Investment in Equity shares
Security acquisition	TBK Rangoli Tile Bath Kitchen Private Limited (unlisted) - Mumbai	—	0.10	Investment in Equity shares
Security acquisition	Sanskar Ceramics Private Limited (unlisted) - Rajkot	5.00	7.25	Investment in Preference shares

4.13 DISCLOSURE UNDER REGULATION 34(3) READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

₹ Crores				
Name of Subsidiary	Amount outstanding		Maximum Balance outstanding during the Year	
	As at March 31,		As at March 31,	
	2023*	2022	2023	2022
TBK Prathap Tile Bath Kitchen Private Limited	2.80	2.80	2.80	2.80

* fully provided during the year

4.14 CORPORATE SOCIAL RESPONSIBILITY

		₹ Crores	
a. Particulars	FY 2022-23		FY 2021-22
i) Amount required to be spent by the Company during the year as per section 135 of the Companies Act, 2013 read with Schedule VII		3.05	3.60
ii) Amount spent during the year	2.85		3.94
Adjustment of excess amount spent in earlier years	0.34	3.19	–
iii) Excess spent amount		0.14	0.34

b. Details of amount spent by the Company during the year 2022-23 are as follows :

				₹ Crores
Particulars	In cash	Yet to be paid in cash	Total	
Construction / acquisition of any asset	–	–	–	
On purposes other than above	3.05	–	3.05	
Total	3.05	–	3.05	

c. Nature of CSR activities :

Rural infrastructure development, Health and hygiene, Promotion of education, Environment and water conservation, Providing potable drinking water, Empowerment and skill development and Social welfare.

d. There is no CSR expenditure transaction with related party.

e. There is no provision made with respect to a liability incurred by entering into a contractual obligation.

4.15 PAYMENT TO STATUTORY AUDITORS

			₹ Crores	
Particulars	FY 2022-23	FY 2021-22		
For Statutory Audit	1.14	1.14		
For Tax Audit	0.10	0.10		
For Company law matters and Taxation Services	–	–		
For Certification	0.01	0.01		
For Reimbursement of Expenses	–	–		
Total	1.25	1.25		

4.16 Pursuant to Order of the Hon'ble Supreme Court dated September 24, 2014, Sial Ghogri Coal mine of the Company was de-allocated and put to auction by the Ministry of Coal through Nominated Authority. The Nominated Authority had determined compensation of ₹ 32.49 Crores for the said Coal Block as against expenses and book value of assets amounting to ₹ 47.58 Crores.

Till date, a sum of ₹ 32.34 Crores has been disbursed by the Nominated Authority. The Company had inter-alia disputed the quantum of compensation before the Hon'ble High Court of Judicature, Delhi. As per the directions of the said High Court, the Company had filed its claim for an additional compensation of ₹ 53.03 Crores before the Coal Tribunal at Singrauli, duly appointed under Coal Bearing Areas (Acquisition and Development) Act, 1957.

The Coal Tribunal however, has declined to entertain claim of the Company being of the view that the same has to be heard by the Nominated Authority. Aggrieved by the decision of the Coal Tribunal, the Company has filed an appeal before the High Court of Madhya Pradesh to restore the claim before the Coal Tribunal.

Pending final disposal of the matter, the Company has not recognised excess of compensation claimed over the book value as income as well as loss that may have to be incurred in the event compensation is denied. Accordingly, the balance amount appears under the head Other Financial Assets (note no. 2.05) and Freehold Land (note no. 2.01) ₹ 13.93 Crores and ₹ 1.31 Crores respectively. The Freehold Land continues to be in possession of the Company as it was not part of the vesting order. Based on the legal opinion, the Company has more than reasonable chances of succeeding in the matter.

4.17 Insurance claim of the year 2012 relating to collapse of blending silo at cement plant and consequential damages was rejected by the insurance company. The Company had recognised a sum of ₹ 58.94 Crores as receivable. Against the rejection of the claim, the Company has filed a money suit against the insurance company for recovery of ₹ 150.27 Crores. The matter is before the Commercial Court at Rewa, Madhya Pradesh. In addition, the Company is pursuing arbitration proceedings with the party responsible for construction of the said silo for recovery of damages. Based on legal opinion and judicial precedents, the Company has more than reasonable chance of succeeding in the matter.

4.18 According to the information available with the management, on the basis of intimation received from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the Company has amounts due to micro and small enterprises under the said Act are as follows :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
a) Principal amount due	121.50	102.64
b) Interest due on above	–	0.08
c) Amount of interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006	–	–
d) Amount of interest due and payable for the period of delay	–	0.08
e) Amount of interest accrued and remaining unpaid as at year end	–	0.08
f) Amount of further interest remaining due and payable in the succeeding year	–	0.08

4.19 TRADE RECEIVABLES AGEING SCHEDULE AS AT MARCH 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
		₹ Crores					
(i) Undisputed - Considered Good	386.12	215.29	24.05	10.40	1.02	0.22	637.10
(ii) Undisputed - Significant increase in Credit Risk	–	–	–	–	–	–	–
(iii) Undisputed - Credit Impaired	0.01	2.16	2.03	3.16	1.72	9.62	18.70
(iv) Disputed - Considered Good	–	0.05	0.89	1.96	1.37	0.01	4.28
(v) Disputed - Significant increase in Credit Risk	–	–	–	–	–	–	–
(vi) Disputed - Credit Impaired	–	0.06	1.51	11.87	16.92	39.27	69.63
Total	386.13	217.56	28.48	27.39	21.03	49.12	729.71
Less : Provision for Impairment							(88.33)
Add : Unbilled trade receivables							6.18
Total							647.56

Trade Receivables Ageing schedule as at March 31, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
		₹ Crores					
(i) Undisputed - Considered Good	350.97	190.60	15.04	4.78	0.38	–	561.77
(ii) Undisputed - Significant increase in Credit Risk	–	–	–	–	–	–	–
(iii) Undisputed - Credit Impaired	0.21	2.34	1.43	3.20	7.07	9.62	23.87
(iv) Disputed - Considered Good	–	0.21	1.81	2.95	0.93	–	5.90
(v) Disputed - Significant increase in Credit Risk	–	–	–	–	–	–	–
(vi) Disputed - Credit Impaired	–	0.07	9.30	11.20	18.95	26.00	65.52
Total	351.18	193.22	27.58	22.13	27.33	35.62	657.06
Less : Provision for Impairment							(89.39)
Add : Unbilled trade receivables							3.13
Total							570.80

4.20 TRADE PAYABLES AGEING SCHEDULE AS AT MARCH 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro Enterprises & Small Enterprises	121.50	–	–	–	–	121.50
(ii) Others	977.25	248.39	3.17	4.05	0.84	1,233.70
(iii) Disputed Dues - Micro Enterprises & Small Enterprises	–	–	–	–	–	–
(iv) Disputed Dues - Others	–	–	–	–	–	–
Total	1,098.75	248.39	3.17	4.05	0.84	1,355.20
Add : Unbilled trade payables (others)						0.52
Total						1,355.72

Trade Payables Ageing schedule as at March 31, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro Enterprises & Small Enterprises	101.40	1.24	–	–	–	102.64
(ii) Others	870.60	176.13	9.62	2.09	4.01	1,062.45
(iii) Disputed Dues - Micro Enterprises & Small Enterprises	–	–	–	–	–	–
(iv) Disputed Dues - Others	–	–	–	–	–	–
Total	972.00	177.37	9.62	2.09	4.01	1,165.09
Add : Unbilled trade payables (others)						1.74
Total						1,166.83

4.21 RELATIONSHIP WITH STRUCK OFF COMPANIES

As at March 31, 2023

Name of Struck off Company	Nature of Transaction	Balance outstanding	Relationship with Struck off Company
Dekkan Prime India Private Limited	Receivables	0.06	Trade receivables
Amritvarsha Constructions Private Limited	Receivables	0.01	Trade receivables

As at March 31, 2022

Name of Struck off Company	Nature of Transaction	Balance outstanding	Relationship with Struck off Company
ZK Construction Projects Private Limited	Receivables	0.09	Trade receivables
AKS Builders Private Limited	Receivables	0.11	Trade receivables
Shiv Products Private Limited	Receivables	0.11	Trade receivables
S S Properties Private Limited	Receivables	0.02	Trade receivables

4.22 DETAILS OF PROPERTIES IN WHICH TITLE DEEDS ARE NOT IN THE NAME OF THE COMPANY :

The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company. However, there are certain immovable properties which continue to appear in the records of the relevant authorities in the erstwhile name of the Company viz. Karan Cement Limited or Prism Cement Limited. The Company is in the process of getting the same updated in the current name of the Company viz. Prism Johnson Limited. In addition, certain immovable properties were vested in the Company on amalgamation of RMC Readymix (India) Private Limited and H. & R. Johnson (India) Limited as of April 1, 2009 and also on amalgamation of Silica Ceramica Private Limited and Milano Bathroom Fittings Private Limited as of April 1, 2018. Some of these immovable properties owned or taken on long-term non-cancellable lease arrangements by these amalgamating entities are yet to be transferred in the name of the Company. During the year, as stated in note no. 4.02, the Company has paid stamp duty of ₹ 19.85 Crores, pursuant to adjudication order passed by the Collector of Stamps with respect to properties vested on account of amalgamation of RMC Readymix (India) Private Limited and H. & R. Johnson (India) Limited with the Company. The Company is pursuing the matter to get the same registered with the relevant authorities in the name of the Company. The details of the same are as under :

March 31, 2023

			₹ Crores
Properties in the name of amalgamating company	Nature of Property	Number of cases	Gross carrying value
RMC Readymix (India) Private Limited	Freehold Land	7	9.34
RMC Readymix (India) Private Limited	Leasehold Land	3	1.98
RMC Readymix (India) Private Limited	Buildings	1	5.25
H. & R. Johnson (India) Limited	Freehold Land	5	12.06
H. & R. Johnson (India) Limited	Buildings	4	14.23
Silica Ceramica Private Limited	Freehold Land	1	19.94
Silica Ceramica Private Limited	Leasehold Land	1	0.19
Silica Ceramica Private Limited	Building	1	26.78

March 31, 2022

			₹ Crores
Properties in the name of amalgamating company	Nature of Property	Number of cases	Gross carrying value
RMC Readymix (India) Private Limited	Freehold Land	7	9.34
RMC Readymix (India) Private Limited	Leasehold Land	7	4.64
RMC Readymix (India) Private Limited	Buildings	1	5.25
H. & R. Johnson (India) Limited	Freehold Land	5	12.06
H. & R. Johnson (India) Limited	Buildings	4	14.23
Silica Ceramica Private Limited	Freehold Land	1	19.94
Silica Ceramica Private Limited	Leasehold Land	1	0.33
Silica Ceramica Private Limited	Building	1	26.72

4.23 The satisfaction of charge which was pending to be registered with the Registrar of Companies as on March 31, 2022 on account of dispute with a banker relating to pre-payment charges has been regularised during the year. As on March 31, 2023, the Company does not have any charge or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

4.24 The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

- 4.25** (a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities ('Intermediaries') with the understanding (whether recorded in writing or otherwise) that the Intermediary shall : (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Company has not received any funds from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

4.26 In the course of normal business operations, the Company has settled certain receivables by acquiring commercial properties and disclosed as Non-current Assets classified as held for sale. The process of disposing these properties is in progress. Such properties have been marked down to fair value and resultant loss is recognised as Impairment loss in Statement of profit and loss under the head Other expenses. The reportable segment, in which the Non-current Assets held for sale is presented, is RMC in accordance with Ind AS 108.

4.27 Additional Regulatory Information detailed in clause 6L of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

4.28 The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

4.29 RECENT ACCOUNTING PRONOUNCEMENTS

Standard issued but not effective :

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards, which are applicable to the Company from April 1, 2023.

- a. Ind AS 1 - Presentation of Financial Statements
- b. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- c. Ind AS 12 - Income Taxes

Application of above standards are not expected to have any significant impact on the Company's financial statements.

4.30 RATIOS

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% Variance	Reason for variance
Current Ratios (x)	Current Assets	Current Liabilities excl. current borrowings	0.87	0.97	-10.86%	NA
Debt Equity Ratio (x)	Total Debt	Equity	1.05	1.06	-1.07%	NA
Debt Service Coverage Ratio (x)	Net profit after tax + Depreciation and amortisations + Interest + loss on sale of fixed assets	Interest + Lease payments + Principal repayment of long term loans	1.20	2.08	-42.12%	The profitability is lower in FY 2022-23 as compared to previous year.
Return on Equity Ratio (%)	Net profit after tax	Average Shareholder's Equity	-4.76%	11.07%	-142.99%	The profitability is lower in FY 2022-23 as compared to previous year.

4.30 RATIOS (Contd...)

Particulars	Numerator	Denominator	March 31, 2023	March 31, 2022	% Variance	Reason for variance
Inventory Turnover Ratio (x)	Sales of products and services	Average inventory	27.50	27.36	0.49%	NA
Trade Receivables Turnover Ratio (x)	Sales of products and services	Average Trade receivables	9.57	8.24	16.10%	NA
Trade Payables Turnover Ratio (x)	Purchase of Raw Materials, Stores & Spares and Traded goods	Average adjusted Trade payables	3.99	3.73	6.92%	NA
Net Capital Turnover Ratio (x)	Net Sales	Average working capital	(41.16)	(192.14)	78.58%	Due to higher revenue and increase in trade payables.
Net Profit Ratio (%)	Net Profit after Tax	Sales of Products and services	-0.88%	2.41%	-136.63%	The profitability is lower in FY 2022-23 as compared to previous year.
Return on Capital Employed (%)	Earnings before Interest & Tax	Capital Employed	3.33%	13.01%	-74.42%	The profitability is lower in FY 2022-23 as compared to previous year.
Return on Investment	Not Applicable					

4.31 Figures for the previous year have been regrouped / reclassified / reinstated, wherever considered necessary.

As per our report of even date

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner
Membership No. 048243

Place : Mumbai
Date : May 10, 2023

For and on behalf of the Board

Shobhan M. Thakore
Chairman - DIN : 00031788

Vijay Aggarwal
Managing Director - DIN : 00515412

Sarat Chandak
Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia
Chief Financial Officer

Place : Mumbai
Date : May 10, 2023

Ameeta A. Pargia
Director - DIN : 02654277

Vivek K. Agnihotri
Executive Director & CEO (Cement) - DIN : 02986266

Anil Kulkarni
CEO (RMC)

Shailesh Dholakia
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the members of Prism Johnson Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of Prism Johnson Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its joint ventures and its associates comprising of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and 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 and based on the consideration of reports of other auditors of the subsidiaries, joint ventures and associates, the 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 the 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, its joint ventures and its associates as at March 31, 2023 and their consolidated loss, their consolidated total comprehensive

income, their consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

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 Institute of Chartered Accountants of India ("ICAI"), together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the rules framed thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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. We have determined the matters described below to be the key audit matters :

Sr. No.	Key Audit Matters	How our audit addressed the Key Audit Matters
1	<p>Evaluation of Provisions and Contingent Liabilities</p> <p>As at the Balance Sheet date, the Group has certain open legal cases and other contingent liabilities as disclosed in note no. 4.05 and 4.13 The assessment of the existence of the present legal or constructive obligation and analysis of the probability of the related payment require the Management to make judgement and estimates in relation to the issues of each matter.</p>	<p>Our procedures included, amongst others :</p> <p>We have reviewed and held discussions with the management to understand their processes to identify new possible obligations and changes in existing obligations for compliance with the requirements of Ind AS 37 on "Provisions, Contingent Liabilities and Contingent Assets".</p> <p>We have obtained a detailed understanding of these items and assumptions applied and analysed significant changes from prior periods. We have held regular meetings with the management and key legal personnel responsible for handling legal matters.</p>

Sr. No.	Key Audit Matters	How our audit addressed the Key Audit Matters
	<p>The Management with the help of its experts, as needed, have made such judgements and estimates relating to the likelihood of an obligation arising and whether there is a need to recognize a provision or disclose a contingent liability.</p> <p>Due to the level of judgement and estimate involved in recognition, valuation and presentation of provision and contingent liabilities, this is considered to be a key audit matter.</p>	<p>In addition, we have reviewed :</p> <ul style="list-style-type: none"> ● the details of the proceedings before the relevant authorities including communication from the advocates / experts; ● legal advises / opinions obtained by the management, as needed, from experts in the field of law on the legal cases; ● minutes of board meetings, including the sub-committees; and ● status of each of the material matters as on the date of the balance sheet. <p>We have assessed the appropriateness of provisioning based on assumptions made by the management and presentation of the significant contingent liabilities in the financial statements.</p>
2	<p>Impairment of investment in Property, plant and equipment</p> <p>Significant judgement is involved in carrying out impairment assessment of Property, plant and equipment (PPE) and investment in subsidiaries. Such assessment is undertaken using discounted cash flow models to determine the recoverable amount (value-in-use) of Cash Generating Units (CGUs), which is compared to the carrying amount of the relevant non-current assets of the CGU in terms of Ind AS 36 on "Impairment of Assets". A deficit in recoverable amount compared with the carrying amount would result in an impairment.</p> <p>The value-in-use requires the use of significant management judgements and estimates including key assumptions such as product-mix, sales growth rate, discount rate and terminal growth rate etc.</p> <p>Considering significant degree of judgment in estimating value-in-use, we identified assessment of impairment of PPE as a key audit matter.</p>	<ul style="list-style-type: none"> ● We have understood, evaluated and validated management's key controls over the impairment assessment process. ● We have compared the methodology used by the management to industry practice. ● We have obtained management's future cash flow forecasts, compared the carrying amount with the recoverable amount, tested the mathematical accuracy of the underlying value-in-use calculations. ● We have compared historical actual results to those budgeted to assess the quality of management's forecasts. ● We have assessed the reasonableness of key assumptions used in the calculations, comprising sales growth rates, gross profit margin, net profit margin, perpetual growth rate and discount rates. When assessing these key assumptions, we discussed such parameters with management to understand and evaluate management's basis for determining the assumptions, and compared them to external industry outlook reports and economic growth forecasts from independent sources. ● We have considered views of valuation experts in assessing the reasonableness of the discount rates used by management by comparing the discount rates used to entities with similar risk profiles and market information. ● We obtained and tested management's sensitivity analysis around the key assumptions, to ascertain that selected adverse changes to key assumptions, both individually and in aggregate, would not cause the carrying amount to exceed the recoverable amount.

Information Other than the Consolidated Financial Statements and Our Report thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises of the information included in Annual Report, but does not include the Consolidated and Standalone Financial Statements and our auditor's reports thereon. The Annual Report is expected to be made available to us after the date of this report.

Our opinion on the Consolidated Financial Statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the balance part of Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to Those Charged With Governance and take necessary actions as applicable under the relevant laws and regulations.

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

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation and presentation of the Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including, its joint ventures and its associates in accordance with the Ind AS and the relevant provisions of the Act. The respective Board of Directors of the companies included in the Group and of its joint ventures and associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group its joint ventures and its associates 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 the 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 Management and Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its joint ventures and associates are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 and of its joint ventures and associates are responsible for overseeing the financial reporting process of the Group and of its joint ventures and associates.

Auditor's Responsibilities 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 Act, we are also responsible for expressing our opinion on whether the Holding 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 the Management.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture and its associates 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 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 and its joint venture and its associates 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 and its associates and joint ventures to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the consolidated 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 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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the standalone financial statements of thirteen subsidiaries whose standalone financial statements reflect total assets of ₹ 1,897.05 Crores as at March 31, 2023, total revenues of ₹ 1,485.27 Crores and net cash flows amounting to ₹ 4.97 Crores for the year ended on that date, as considered in the preparation of the Consolidated Financial Statements. The Consolidated Financial Statements also includes Group's share of net profit of ₹ 11.74 Crores for the year ended March 31, 2023, as considered in the preparation of Consolidated Financial Statements, in respect of standalone financial statements of one joint venture and consolidated financial statements of two joint ventures whose standalone / consolidated financial statements have not been audited by us. The Consolidated Financial Statements includes Group's share of net (loss) of ₹ (2.17) Crores for the year ended March 31, 2023, as considered in the preparation of the Consolidated Financial Statements in respect of two associates, whose standalone 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, joint ventures and associates, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, joint ventures and associates, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, 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 reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries, joint ventures and associates, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, joint ventures and associates, as noted in the 'other matter' paragraph we report, to the extent applicable, that :
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements;
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Holding Company so far as it appears from our examination of those books and the reports of the other auditors;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidate financial statements;
 - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder and relevant provisions of the Act;

- e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, joint ventures and associates incorporated in India, none of the directors of the Group companies, its joint ventures and its associates incorporated in India is disqualified as on March 31, 2023 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 with reference to Financial Statements of the Holding Company, its subsidiaries, joint ventures and associates incorporated in India and the operating effectiveness of such controls, we give our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements;
- 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 Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other auditors of subsidiaries, joint ventures and associates, as noted in the other matters paragraph :
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, its joint ventures and associates. Refer Note 4.05 and 4.13 to the Consolidated Financial Statements;
 - ii. The Group, its joint ventures and its associates has made provision, as required under the applicable law or accounting standards for

material foreseeable losses, if any, on long-term contracts including derivative contracts; and

- iii. There has been no amounts which are required to be transferred to the Investor Education and Protection Fund by the Group, its joint ventures and its associates.
- iv. (a) The respective managements of the Holding Company, its subsidiaries, its joint ventures and its associates whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, joint ventures and associates respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, joint ventures and associates to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, joint ventures and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The respective managements of the Holding Company, its subsidiaries, its joint ventures, its associates whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, joint ventures and associates respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries,

joint ventures and associates from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, joint ventures and associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our or other auditor's notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Holding Company, its subsidiaries, its joint ventures and its associates companies incorporated in India have not declared or paid any dividend during the year.
- vi. Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Group, joint ventures and associates w.e.f. April 1, 2023, and accordingly, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For G. M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar

Partner

Place : Mumbai

Dated : May 10, 2023

Membership No. 048243

UDIN : 23048243BGXPSE9808

Annexure 1 referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our Independent Auditor’s report of even date, to the members of Prism Johnson Limited (“the Holding Company”) on the Consolidated Financial Statements for the year ended March 31, 2023

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, and based on the consideration of reports of auditors in respect of subsidiaries, joint ventures and associates, we state that the qualifications or adverse remarks by the respective auditors in their reports on Companies (Auditor’s Report) Order, 2020 of the companies included in the Consolidated Financial Statements are :

Sr. No.	Name	CIN	Holding Company / Subsidiary / Joint Venture / Associate	Clause number of the CARO report which is qualified or is adverse
1	Prism Johnson Limited	L26942TG1992PLC014033	Holding Company	Clause iii(c)
2	Sentini Cermica Private Limited	U26914AP2002PTC038347	Subsidiary	Clause xvii
3	Small Johnson Floor Tiles Private Limited	U26933GJ2011PTC067661	Subsidiary	Clause xvii
4	TBK Prathap Tile Bath Kitchen Private Limited	U26931KA2010PTC056090	Subsidiary	Clause xvii
5	TBK Rangoli Tile Bath Kitchen Private Limited	U74120MH2010PTC209550	Subsidiary	Clause xvii
6	TBK Samiyaz Tile Bath Kitchen Private Limited	U26916MH2007PTC176528	Subsidiary	Clause xvii
7	TBK Venkataramiah Tile Bath Kitchen Private Limited	U26900KA2010PTC056306	Subsidiary	Clause xvii

Annexure B referred to in paragraph 2(f) under “Report on Other Legal and Regulatory Requirements” of our report of even date, to the members of Prism Johnson Limited (“the Holding Company”) on the Consolidated Financial Statements for the year ended March 31, 2023

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

Opinion

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of Prism Johnson Limited (“the Holding Company”) and its subsidiaries, its joint ventures and associates, which are companies incorporated in India, as of that date.

In our opinion, the Holding Company, its subsidiaries, its joint ventures and associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023 based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”).

Management’s Responsibility for Internal Financial Controls with reference to Financial Statements

The respective Management and Board of Directors of the Holding company, its subsidiaries, its joint ventures and associates, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to financial statements criteria established by the Holding Company, considering the essential components of internal controls stated in the Guidance Note. 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 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.

Auditor’s Responsibility for Internal Financial Controls with reference to Financial Statements

Our responsibility is to express an opinion on the internal financial controls with reference to financial statement of the Holding Company, its subsidiaries, joint ventures and associates, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable

to an audit of internal financial controls, 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness.

Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls 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 and the audit evidence obtained by the other auditor in terms of their report referred to in the Other matter paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial control system with reference to financial statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements 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 with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements, in so far as it relates standalone financial statements of twelve subsidiaries, consolidated financial statements of one subsidiary, standalone financial statements of two associates, standalone financial statements of two joint ventures and consolidated financial statements of one joint venture, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For G.M. Kapadia & Co.

Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar

Partner

Place : Mumbai

Dated : May 10, 2023

Membership No. 048243

UDIN : 23048243BGXPSE9808

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note No.	As at March 31,	
		2023	2022
₹ Crores			
ASSETS			
Non-current Assets			
Property, plant and equipment	2.01	2,713.42	2,728.61
Right of Use assets	4.03	175.33	178.22
Capital work-in-progress	4.06	239.97	204.10
Goodwill	2.02	21.41	22.73
Other intangible assets	2.03	37.30	40.67
Intangible assets under development		—	0.03
Investments in Joint Ventures and Associates	2.04	89.83	80.14
Financial assets			
Investments	2.05	737.00	716.84
Loans	2.06	0.44	0.68
Other financial assets	2.07	146.68	129.81
Deferred tax assets (net)	2.08	9.16	9.15
Other non-current assets	2.09	119.55	106.51
Total Non-current Assets		4,290.09	4,217.49
Current Assets			
Inventories	2.10	747.58	804.86
Financial assets			
Investments	2.05	83.85	37.19
Trade receivables	2.11	694.71	623.80
Cash and cash equivalents	2.12	262.27	257.05
Bank balances other than Cash and cash equivalents	2.13	64.40	117.05
Loans	2.06	0.78	1.29
Other financial assets	2.07	25.58	36.23
Current tax assets (net)	2.14	34.45	43.94
Other current assets	2.09	350.94	317.53
Non-current assets classified as held for sale	4.16	1.40	0.59
Total Current Assets		2,265.96	2,239.53
TOTAL ASSETS		6,556.05	6,457.02
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2.15	503.36	503.36
Other equity	2.16	703.33	819.65
Non-controlling interests		256.07	272.53
Total Equity		1,462.76	1,595.54
Liabilities			
Non-current Liabilities			
Financial liabilities			
Borrowings	2.17	957.69	1,177.01
Lease liabilities	4.03	163.97	157.41
Trade payables			
Total outstanding dues of Micro Enterprises & Small Enterprises	2.18	—	—
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	2.18	18.11	12.80
Other financial liabilities	2.19	299.55	309.59
Provisions	2.20	41.92	34.43
Deferred tax liabilities (net)	2.21	79.24	98.29
Other non current liabilities	2.22	279.13	269.76
Total Non-current Liabilities		1,839.61	2,059.29
Current Liabilities			
Financial liabilities			
Borrowings	2.17	509.87	382.91
Lease liabilities	4.03	22.61	26.69
Trade payables			
Total outstanding dues of Micro Enterprises & Small Enterprises	2.18	140.27	111.06
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	2.18	1,175.12	1,026.87
Other financial liabilities	2.19	455.82	422.76
Current tax liabilities (net)	2.23	1.11	0.34
Provisions	2.20	106.82	101.54
Other current liabilities	2.22	842.06	730.02
Total Current Liabilities		3,253.68	2,802.19
TOTAL EQUITY AND LIABILITIES		6,556.05	6,457.02

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **G. M. Kapadia & Co.**

Chartered Accountants

Firm Registration No. 104767W

Rajen Ashar

Partner

Membership No. 048243

Place : Mumbai

Date : May 10, 2023

For and on behalf of the Board

Shobhan M. Thakore

Chairman - DIN : 00031788

Vijay Aggarwal

Managing Director - DIN : 00515412

Sarat Chandak

Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia

Chief Financial Officer

Place : Mumbai

Date : May 10, 2023

Ameeta A. Parpia

Director - DIN : 02654277

Vivek K. Agnihotri

Executive Director & CEO (Cement) - DIN : 02986266

Anil Kulkarni

CEO (RMC)

Shailesh Dholakia

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note No.	₹ Crores	
		Year ended March 31,	
		2023	2022
INCOME			
Revenue from operations	3.01	7,360.52	6,306.42
Other income	3.02	34.47	39.57
Total Income		7,394.99	6,345.99
EXPENSES			
Cost of materials consumed		1,897.00	1,755.38
Purchase of stock-in-trade		505.18	412.08
Changes in inventories	3.03	0.25	(95.30)
Power and fuel expenses		1,664.11	1,177.81
Freight outward expenses		817.30	664.10
Other manufacturing expenses	3.04	397.92	345.59
Employee benefits expense	3.05	665.81	615.23
Finance costs	3.06	185.84	185.14
Depreciation, Amortisation and Impairment expense	3.07	390.06	309.65
Other expenses	3.08	1,052.12	908.24
Total expenses		7,575.59	6,277.92
Profit / (Loss) before share of profit of Joint Ventures & Associates, exceptional items and tax		(180.60)	68.07
Share of profit of Joint Ventures & Associates		9.65	6.87
Profit / (Loss) before exceptional items and tax		(170.95)	74.94
Exceptional items	4.02	(6.84)	8.99
Profit / (Loss) before tax		(177.79)	83.93
Tax expenses	3.09		
Current tax		3.74	3.84
Adjustment of tax relating to earlier periods		(4.31)	(1.39)
Deferred tax		(19.49)	37.53
Total tax expenses		(20.06)	39.98
Profit / (Loss) for the year		(157.73)	43.95
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		2.00	(4.36)
Equity instruments through other comprehensive income		(4.85)	(0.10)
Share of other comprehensive income in Joint Ventures, to the extent not to be reclassified to profit or loss		0.06	0.10
Income tax relating to items that will not be reclassified to profit or loss	3.09	(0.41)	1.12
Total (a)		(3.20)	(3.24)
Items that will be reclassified to profit or loss			
Net gain / (loss) arising on financial assets measured at FVTOCI		(21.78)	(11.27)
Income tax relating to items that will be reclassified to profit or loss	3.09	-	2.93
Total (b)		(21.78)	(8.34)
Total Other Comprehensive Income / (Loss) (a+b)		(24.98)	(11.58)
Total Comprehensive Income / (Loss) for the year		(182.71)	32.37
Profit / (Loss) for the year attributable to :			
Owners of the Parent		(103.23)	91.77
Non-controlling interests		(54.50)	(47.82)
		(157.73)	43.95
Other Comprehensive Income / (Loss) for the year attributable to :			
Owners of the Parent		(14.99)	(7.63)
Non-controlling interests		(9.99)	(3.95)
		(24.98)	(11.58)
Total Comprehensive Income / (Loss) for the year attributable to :			
Owners of the Parent		(118.22)	84.14
Non-controlling interests		(64.49)	(51.77)
		(182.71)	32.37
Earnings per share (Face value of ₹ 10/- each)	4.01		
Basic (in ₹)		-2.05	1.82
Diluted (in ₹)		-2.05	1.82
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
For **G. M. Kapadia & Co.**
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner
Membership No. 048243

Place : Mumbai
Date : May 10, 2023

For and on behalf of the Board

Shobhan M. Thakore
Chairman - DIN : 00031788

Vijay Aggarwal
Managing Director - DIN : 00515412

Sarat Chandak
Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia
Chief Financial Officer

Place : Mumbai
Date : May 10, 2023

Ameeta A. Parpia
Director - DIN : 02654277

Vivek K. Agnihotri
Executive Director & CEO (Cement) - DIN : 02986266

Anil Kulkarni
CEO (RMC)

Shailesh Dholakia
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

		₹ Crores	
A. EQUITY SHARE CAPITAL	Note No.	Amount	
Balance as at April 1, 2021	2.15	503.36	
Changes in equity share capital during the year		–	
Balance as at March 31, 2022	2.15	503.36	
Changes in equity share capital during the year		–	
Balance as at March 31, 2023	2.15	503.36	

							₹ Crores	
B. OTHER EQUITY	Reserves and Surplus (refer note 2.16)					Amount attributable to Owners of the parent	Non-controlling interests	Total
Particulars	Capital Redemption Reserve	General Reserve	Capital Reserve	Retained Earnings	Net Gain arising of financial assets measured as at FVTOCI			
Balance as at April 1, 2021	12.69	191.06	(181.16)	714.82	0.77	738.18	282.40	1,020.58
Profit / (Loss) for the year	–	–	–	91.77	–	91.77	(47.82)	43.95
Items of Other Comprehensive Income / (Loss) :								
Remeasurements of the defined benefit plans	–	–	–	(3.48)	–	(3.48)	0.14	(3.34)
Share in Joint Ventures and Associates	–	–	–	0.10	–	0.10	–	0.10
Net Gain arising of financial assets measured at FVTOCI	–	–	–	–	(4.25)	(4.25)	(4.09)	(8.34)
Total Comprehensive Income / (Loss) for the year	–	–	–	88.39	(4.25)	84.14	(51.77)	32.37
Non-controlling interests arising due to issue of shares	–	–	–	–	–	–	41.66	41.66
Reduction of non-controlling interests due to buy back of shares of a Subsidiary	–	–	–	–	–	–	0.24	0.24
De-recognition of Financial Guarantee	–	–	(0.70)	0.70	–	–	–	–
Remeasurement of Financial Instruments	–	–	(2.67)	–	–	(2.67)	–	(2.67)
Balance as at March 31, 2022	12.69	191.06	(184.53)	803.91	(3.48)	819.65	272.53	1,092.18

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023 (CONTD...)

₹ Crores

B. OTHER EQUITY Particulars	Reserves and Surplus (refer note 2.16)					Amount attributable to Owners of the parent	Non-controlling interests	Total
	Capital Redemption Reserve	General Reserve	Capital Reserve	Retained Earnings	Net Gain arising of financial assets measured as at FVTOCI			
Balance as at April 1, 2022	12.69	191.06	(184.53)	803.91	(3.48)	819.65	272.53	1,092.18
Profit / (Loss) for the year	–	–	–	(103.23)	–	(103.23)	(54.50)	(157.73)
Items of Other Comprehensive Income / (Loss) :								
Remeasurements of the defined benefit plans	–	–	–	(3.94)	–	(3.94)	0.68	(3.26)
Share in Joint Ventures and Associates	–	–	–	0.06	–	0.06	–	0.06
Net Gain arising of financial assets measured at FVTOCI	–	–	–	–	(11.11)	(11.11)	(10.67)	(21.78)
Total Comprehensive Income / (Loss) for the year	–	–	–	(107.11)	(11.11)	(118.22)	(64.49)	(182.71)
Non-controlling interests arising due to issue of shares	–	–	–	–	–	–	48.03	48.03
Capital Reserve on issue of Preference shares	–	–	1.90	–	–	1.90	–	1.90
Balance as at March 31, 2023	12.69	191.06	(182.63)	696.80	(14.59)	703.33	256.07	959.40
Significant Accounting Policies Note - 1								

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

For **G. M. Kapadia & Co.**

Chartered Accountants

Firm Registration No. 104767W

Shobhan M. Thakore

Chairman - DIN : 00031788

Ameeta A. Parpia

Director - DIN : 02654277

Rajen Ashar

Partner

Membership No. 048243

Vijay Aggarwal

Managing Director - DIN : 00515412

Vivek K. Agnihotri

Executive Director & CEO (Cement) - DIN : 02986266

Sarat Chandak

Executive Director & CEO (HRJ) - DIN : 06406126

Anil Kulkarni

CEO (RMC)

Place : Mumbai

Date : May 10, 2023

Manish Bhatia

Chief Financial Officer

Shailesh Dholakia

Company Secretary

Place : Mumbai

Date : May 10, 2023

CONSOLIDATED CASH FLOWS STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023

₹ Crores

Particulars	Year ended March 31,	
	2023	2022
CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	(177.79)	83.93
Non-cash adjustment to Profit / (Loss) before tax :		
Share of (Profit) / Loss of Joint Ventures and Associates	(9.65)	(6.87)
Depreciation, amortisation and impairment expense	390.06	309.65
Impairment on trade receivables	(1.01)	(52.82)
Impairment on non-current assets	(0.38)	(0.86)
Finance costs	182.10	178.21
Amortisation of processing fees	3.08	6.51
Bad debts written off	7.06	67.05
Unwinding of interest and discounts	(0.37)	(0.25)
(Gain) / Loss on disposal of Property, plant and equipment	2.30	(4.00)
(Gain) / Loss on disposal of investments	(2.48)	(0.29)
Dividend and interest income	(65.46)	(61.29)
Balances written back	(10.33)	(8.39)
Exchange differences (net)	15.64	(0.04)
Impairment on financial assets	–	(0.31)
Loss on shortage of inventories	3.10	–
Other non-cash Items	1.01	0.32
Operating profit before change in operating assets and liabilities	336.88	510.55
Change in operating assets and liabilities :		
Decrease / (increase) in trade receivables	(75.93)	(6.61)
Decrease / (increase) in inventories	54.18	(224.36)
Increase / (decrease) in trade payables	186.71	200.49
Decrease / (increase) in other financial assets	(10.36)	(1.24)
Decrease / (increase) in loans	0.75	(1.45)
Decrease / (increase) in other non-current and current assets	(34.20)	(82.42)
Increase / (decrease) in provisions	25.22	30.11
Increase / (decrease) in other current and non-current financial liabilities	5.63	0.76
Increase / (decrease) in other current and non-current liabilities	92.15	135.06
Cash generated from operations	581.03	560.89
Direct taxes paid (net of refunds)	(10.83)	(11.82)
Net cash flow from operating activities (a)	591.86	572.71
CASH FLOW FROM INVESTING ACTIVITIES		
Payments for acquisition of Property, plant and equipment	(369.10)	(367.69)
Payments for purchase of investments	(532.46)	(666.16)
Proceeds from sale of investments	493.10	536.28
Proceeds from disposal of Property, plant and equipment	18.13	16.04
Investment in Fixed deposit (net)	(0.66)	92.46
Disposal of Subsidiary (net)	–	(0.07)
Interest received	71.40	68.98
Net cash flow used in investing activities (b)	(319.59)	(320.16)

CONSOLIDATED CASH FLOWS STATEMENT

FOR THE YEAR ENDED MARCH 31, 2023 (CONTD...)

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital to Non-controlling Interest	48.03	41.66
Proceeds from borrowings	222.05	397.26
Repayment of long term borrowings	(267.86)	(623.43)
Movement in short term borrowings (net)	(45.70)	58.72
Repayment of loan given to others	–	1.68
Repayment of Lease liabilities	(41.68)	(43.38)
Share issue expenses	(0.25)	(0.25)
Interest paid	(181.38)	(173.80)
Net cash flow used in financing activities (c)	(266.79)	(341.54)
Net increase / (decrease) in cash and cash equivalents (a+b+c)	5.48	(88.99)
Effect of exchange differences on cash & cash equivalent held in foreign currency	(0.26)	(0.33)
Cash and cash equivalents at the beginning of the year	257.05	346.37
Cash and cash equivalents at the end of the year	262.27	257.05
Cash and cash equivalents comprises of :		
Balances with bank	260.29	254.65
Cheques / drafts on hand	0.82	0.98
Cash on hand	1.16	1.42
Total	262.27	257.05

Notes :

- The Cash Flows Statement has been prepared using the Indirect Method set out in Ind AS 7- Statement of Cash Flows.
- Payments for acquisition of Property, plant and equipment include movement in capital work-in-progress.

As per our report of even date

For and on behalf of the Board

For **G. M. Kapadia & Co.**

Chartered Accountants

Firm Registration No. 104767W

Shobhan M. Thakore

Chairman - DIN : 00031788

Ameeta A. Parpia

Director - DIN : 02654277

Rajen Ashar

Partner

Membership No. 048243

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Executive Director & CEO (Cement) - DIN : 02986266

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Executive Director & CEO (HRJ) - DIN : 06406126

Anil Kulkarni

CEO (RMC)

Place : Mumbai

Date : May 10, 2023

Manish Bhatia

Chief Financial Officer

Shailesh Dholakia

Company Secretary

Place : Mumbai

Date : May 10, 2023

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. SIGNIFICANT ACCOUNTING POLICIES

The Consolidated financial statements comprise financial statements of Prism Johnson Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the year ended March 31, 2023. 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 on two recognised stock exchanges in India.

The Group principally operates in four business segments : Cement; Tile and Bath (HRJ), Ready Mixed Concrete (RMC) and Insurance. Information on other related party relationships of the Group is provided in Note 4.09.

Authorisation of financial statements :

The financial statements were authorised for issue in accordance with a resolution of the board of directors dated May 10, 2023.

1.1 Basis of Preparation

a. The Consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial Statements.

b. Compliance with Ind AS

The Consolidated financial statements comply in all material aspects with Indian Accounting Standards (“Ind AS”) notified under section 133 of the Companies Act, 2013 (“the Act”), and relevant rules issued thereunder and the relevant provisions of the Act. In accordance with proviso to the Rule 4A of the Companies (Accounts) Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

c. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following :

- i. certain financial assets and liabilities (including derivative instruments) are measured at fair value; and
- ii. defined benefit plans - plan assets measured at fair value.

d. The Group has prepared the financial statements on the basis that it will continue to operate as a going concern.

1.2 Rounding of amounts

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Crores, except where otherwise indicated.

1.3 Current versus non-current classification

The Group presents its assets and liabilities in the Balance Sheet based on current / non-current classification. An asset is classified as current if :

- a. it is expected to be realised or intended to be sold or consumed in normal operating cycle;
- b. it is held primarily for the purpose of trading;
- c. it is expected to be realised within twelve months after the reporting period; or
- d. cash or cash equivalent unless 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.

A liability is classified as current if :

- a. it is expected to be settled in normal operating cycle;
- b. it is held primarily for the purpose of trading;

- c. it is due to be settled within twelve months after the reporting period; or
- d. there is no 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.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its normal operating cycle.

1.4 Use of judgements, estimates & assumptions

While preparing financial statements in conformity with Ind AS, the management makes certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the statement of financial position date and the reported amount of income and expenses for the reporting period. Financial reporting results rely on our estimate of the effect of certain matters that are inherently uncertain. Future events rarely develop exactly as forecast and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions. The management continually evaluate these estimates and assumptions based on the most recently available information.

Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as below :

The Company has equity stake in various entities for strategic reasons concerning its operation. The relationship with these entities have been determined based on principles laid down in Ind AS 110 - Consolidated Financial Statements and Ind AS 111 - Joint Arrangements. The entities mentioned below are considered as subsidiaries.

- a. Antique Marbonite Private Limited
- b. Small Johnson Floor Tiles Private Limited
- c. Spectrum Johnson Tiles Private Limited
- d. Sentini Cermica Private Limited
- e. Coral Gold Tiles Private Limited
- f. Sanskar Ceramics Private Limited

Key assumptions

a. Evaluation of recoverability of deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

b. Assets and obligations relating to employee benefits

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These interalia include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

c. Useful lives of Property, plant and equipment

The Company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

d. Impairment of Property, plant and equipment

For Property, plant and equipment and intangibles an assessment is made at each reporting date to determine whether there is an indication that the carrying amount may not be recoverable or previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or Cash Generating Units (CGU's) recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

e. Impairment of investment

For determining whether the investments in subsidiaries, joint ventures and associates are impaired requires an estimate in the value in use of investments. In considering the value in use, the Directors have estimated the future cash flow, capacity utilisation, operating margins and other factors of the underlying businesses / operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above mentioned factors could impact the carrying value of investments.

f. Valuation of inventories

The Company estimates the Net Realisable Value (NRV) of its inventories by taking into account estimated selling price, estimated cost of completion, estimated costs necessary to make the sale, obsolescence considering the past trend. Inventories are written down to NRV where such NRV is lower than their cost.

g. Recognition and measurement of other Provisions

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

h. Mine Restoration Provision

In determining the fair value of the Mines Restoration Obligation, assumptions and estimates are made in relation to the expected cost of mines restoration and the expected timing of those costs.

i. Fair value of financial instruments

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

1.5 Principles of consolidation and equity accounting

a. Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated Statement of Profit and Loss, consolidated Statement of Changes in Equity and Balance Sheet respectively.

b. Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in Associates are accounted for using the equity method of accounting (see (d) below), after initially being recognised at cost.

c. Joint Ventures

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or Joint Ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has only Joint Ventures.

Interests in Joint Ventures are accounted for using the equity method (see (d) below), after initially being recognised at cost in the consolidated Balance Sheet.

d. Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of Other Comprehensive Income of the investee in Other Comprehensive Income. Dividends received or receivable from Associates and Joint Ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its Associates and Joint Ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note 1.9 below.

e. Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control, as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purpose of subsequent accounting for the retained interest as an Associate, Joint Venture or financial asset. In addition, any amounts previously recognised in Other Comprehensive Income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

The amounts previously recognised in Other Comprehensive Income are reclassified to profit or loss.

If the ownership interest in a Joint Venture or an Associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in Other Comprehensive Income are reclassified to profit or loss where appropriate.

1.6 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Company elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs which are administrative in nature are expensed out.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed off is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed off in this circumstance is measured based on the relative values of the operation disposed off and the portion of the cash-generating unit retained.

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities within a Group.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interests method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonise accounting policies.

The financial information in the consolidated financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the consolidated financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

1.7 Property, plant and equipment

- a. Freehold land is carried at historical cost less impairment losses, if any.
- b. Property, plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises its purchase price, non-refundable purchase taxes and any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and, for assets that necessarily take a substantial period of time to get ready for their intended use, finance costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.
- c. When significant parts of Plant and Equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement, if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.
- d. An item of Property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net realisable value and the carrying amount of the asset) is included in the Statement of Profit and Loss.
- e. Expenditure directly attributable to setting up / construction of new projects are capitalised. Administrative and other General overhead expenses, which are specifically attributable to the setting up / construction activities, incurred during the construction period are capitalised as part of the indirect cost. Other indirect expenditure incurred during such period, which are not related to the setting up / construction activities are charged to Statement of Profit and Loss. Income earned during this period from setting up activities is deducted from the total of indirect expenditure.
- f. The residual values and useful lives of Property, plant and equipment are reviewed at each financial year end, and changes, if any, are accounted prospectively.
- g. Long-term lease arrangements in respect of land are treated as Property, plant and equipment, in case such arrangements result in transfer of control and the present value of the lease payments is likely to represent substantially all of the fair value of the land. Cost in respect of the same is amortised over the period of respective lease arrangement.

- h. Stores and spares which meet the definition of Property, plant and equipment and satisfy the recognition criteria of Ind AS 16 are capitalised as Property, plant and equipment.
- i. Cost of mining reserves included in freehold / leasehold land, balance cost of leasehold mining land and mines development expenses are amortised systematically based on principle of Unit of Production method.
- j. Depreciation on Property, plant and equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II to the Companies Act, 2013, the Group has assessed the estimated useful lives of its Property, plant and equipment and has adopted the useful lives and residual value as prescribed therein except for the following cases which are based on internal technical assessment :

Assets	Useful life of asset
Mobile Phones	1 - 3 years
Motor car given to employees as per the Company's scheme or vehicle used by employees	5 - 7 years
Leasehold land	Remaining period of the lease
Truck mixers, Loaders, Excavators and Dumpers	8 years
Leasehold Improvements	Over the period of the lease / rent agreement
Machinery spares	Over the useful life of the related assets
Plant & Machinery - Concrete Pumps	6 years

Freehold land is not depreciated.

- k. The Group depreciates significant components of the main asset (which have different useful lives as compared to the main asset) based on the individual useful life of those components. Useful life for such components of Property, Plant and Equipment is assessed based on the historical experience and internal technical inputs which varies from 2 to 40 years.
- l. All assets costing up to ₹ 10,000/- are fully depreciated in the year of capitalisation.

1.8 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in the Statement of Profit or Loss in the period in which the expenditure is incurred.

Technical know-how / license fee and application software are classified as Intangible Assets.

Intangible assets with finite lives are amortised on straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the Intangible asset may be impaired. The amortisation period and the amortisation method for an Intangible asset with a finite useful life are reviewed at each year end. The amortisation expense on Intangible assets with finite lives and impairment loss is recognised in the Statement of Profit and Loss.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Estimated lives for current and comparative periods in relation to application of straight line method of amortisation of Intangible assets (acquired) are as follows :

Assets	Amortisation method / Useful life
Intellectual Property Rights	10 years
Technical know-how	7 years
Software	1 - 8 years
Mineral Procurement Rights	Unit of Production method
Mining Lease Rights	Over the period of the lease

Research and Development

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognised as an Intangible asset when the Group can demonstrate the following :

- a. The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- b. Its intention to complete the asset;
- c. Its ability to use or sell the asset;
- d. Ability to generate future economic benefits;
- e. The availability of adequate resources to complete the development and use or sell the asset; and
- f. The ability to measure reliably the expenditure attributable to the intangible asset during development.

1.9 Impairment of Assets

Carrying amount of Tangible assets, Intangible assets, investments in Joint Ventures and Associates (accounted under equity method) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's 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 costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Group's assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.10 Inventories

Raw materials, fuels, stores and spares are valued at lower of cost and net realisable 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 in case of Raw material and Packing material, Stores and Spare and Traded Goods include purchase cost net of refundable taxes and other overheads incurred in bringing such items of inventory to its present location and condition. Cost of raw materials, components and stores and spares which do not meet the recognition criteria under Property, plant and equipment is determined on a weighted average basis.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour, other direct cost and a proportion of manufacturing overheads based on normal operating capacity. Cost of inventories is computed on weighted average basis.

Traded goods are valued at lower of weighted average cost and net realisable value.

Net realisable 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.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory in determining net realisable value include ageing of inventory, price changes and such other related factors.

1.11 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet 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 change in value.

For the purpose of statement of cashflows, cash and cash equivalents consist of cash, short-term deposits as defined above, bank overdrafts and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value as they are considered as an integral part of the Company's management.

1.12 Government Grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is deducted from the related expense. When the grant relates to an asset, it is recognised as deferred income and amortised over the useful life of such assets.

The above criteria is also used for recognition of incentives under various schemes notified by the Government.

1.13 Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Initial Recognition and Measurement - Financial Assets and Financial Liabilities

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Classification and Subsequent Measurement : Financial Assets

The Group classifies financial assets as subsequently measured at amortised cost, Fair Value Through Other Comprehensive Income ("FVTOCI") or Fair Value Through Profit or Loss ("FVTPL") on the basis of following :

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

Amortised Cost

A financial asset is classified and measured at amortised cost if both of the following conditions are met :

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

FVTOCI

A financial asset is classified and measured at FVTOCI if both of the following conditions are met :

- the financial asset 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.

FVTPL

A financial asset is classified and measured at FVTPL unless it is measured at amortised cost or at FVTOCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Impairment of Financial Assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Classification and Subsequent measurement : Financial Liabilities

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or Losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Derecognition of Financial Assets and Financial Liabilities

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

1.14 Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity 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 Group are recognised at the proceeds received.

1.15 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.16 Provisions, Contingent liabilities and Contingent Assets

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses, if any.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a current pre-tax rate. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed in the case of :

- a present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from the past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Contingent Assets is disclosed when inflow of economic benefits is probable.

1.17 Gratuity and other post-employment benefits

a. Short-term obligations

Short term employee benefits are recognised as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

b. Post-employment obligations

The Group operates the following post-employment schemes :

- defined benefit plans such as gratuity; and
- defined contribution plans such as provident fund, superannuation fund and national pension scheme.

Gratuity obligations

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised at amount net of taxes in the period in which they occur, directly in Other Comprehensive Income. They are included in Retained Earnings in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Statement Profit and Loss as past service cost.

Defined contribution plans

The Group contributes to Superannuation, Employee's State Insurance Corporation, Provident Fund and subscribes to the National Pension Scheme which are considered as defined contribution plans. A contribution is made to Regional Provident Fund Commissioner for certain employees. In case of other employees covered under the Provident Fund Trust of the Group, the management does not expect any material liability on account of interest shortfall to be borne by the Group. The said contributions are charged to the Statement of Profit and Loss.

c. Other long-term employee benefit obligations

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. They are therefore measured as the present value of expected future payments to

be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the Balance Sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

1.18 Revenue Recognition

a. Revenue from Contracts with Customers

The Group derives revenues primarily from sale of products and services. Revenue from sale of goods is recognised net of returns and discounts.

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

To recognize revenues, the Group applies the following five step approach :

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenues when a performance obligation is satisfied

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

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

Performance obligation may be satisfied over time or at a point in time. Performance obligations satisfied over time if any one of the following criteria is met. In such cases, revenue is recognized over time.

1. The customer simultaneously receives and consumes the benefits provided by the Group's performance; or
2. The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

b. Interest Income

Interest income from debt instruments is recognised using the effective interest rate method.

c. Dividend Income

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

1.19 Taxes on Income

Current Tax

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss. Deferred tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The break-up of the major components of the deferred tax assets and liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Group have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

Deferred tax liabilities are recognised for all taxable temporary differences, except in respect of taxable temporary differences associated with investments in subsidiaries, Associates and interests in Joint Ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

MAT Credits are in the form of unused tax credits that are carried forward by the Group for a specified period of time, hence it is grouped with Deferred Tax Asset.

1.20 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity share.

1.21 Segment reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements.

The operating segments have been identified on the basis of nature of products / services.

- a. Segment revenue includes sales and other income directly attributable with allocable to segments including inter-segment revenue.
- b. Expenses that are directly identifiable with / allocable to segments are considered for determining the segment results. Expenses which relate to the Group as a whole and not allocable to segments are included under unallowable expenditure.

- c. Income which relates to the Group as a whole and not allocable to segments is included in unallowable income.
- d. Segment results includes margins on inter-segment and sales which are reduced in arriving at the profit before tax of the Group.
- e. Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liability represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

1.22 Leases

Company as a lessee

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right of use assets representing the right to use the underlying assets as below.

Right of use (ROU) assets

The Company recognises right of use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease Liabilities

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset.

Lease liabilities and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

1.23 Foreign currency translation

a. Functional and presentation currency

The Group's financial statements are prepared in INR, which is also the Group's financial and presentation currency.

b. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit and Loss.

In case of advance payment for purchase of assets / goods / services and advance receipt against sales of products / services, all such purchase / sales transaction are recorded at the rate at which such advances are paid / received.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains / (losses).

Non-monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.24 Mine Restoration Provision

The Group provides for the estimated expenditure required to restore quarries and mines. The total estimate of restoration expenses is apportioned over the estimate of mineral reserves and a provision is made based on minerals extracted during the year. Mines restoration expenses are incurred on an ongoing basis and until the closure of the quarries and mines. The actual expenses may vary based on the nature of restoration and the estimate of restoration expenditure. On the basis of technical parameters, restoration expenses estimates are reviewed periodically.

1.25 Non-current assets held for sale

Non-current assets are classified as 'held for sale' when all of the following criteria are met :

- a. decision has been made to sell;
- b. the assets are available for immediate sale in its present condition;
- c. the assets are being actively marketed; and
- d. sale has been agreed or is expected to be concluded within 12 months of the Balance sheet date.

Subsequently, such non-current assets classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised. Any decrease in fair value of asset (less cost of sale) is recognised through profit and loss as impairment loss. Any subsequent increase in fair value of asset to the extent of previously recognised impairment loss is recognised as gain and any gain exceeding this impairment loss is recognised on the date of de-recognition.

1.26 Other policies relating to Insurance Business

a. Reinsurance Ceded

Reinsurance cost in respect of proportional reinsurance ceded, is accrued at policy inception. Non-proportional reinsurance cost is recognised when incurred and due. Any subsequent revisions to refunds or cancellations of premiums are recognised in the year in which they occur.

b. Reinsurance accepted

Reinsurance inward acceptances are accounted for on the basis of returns / intimations, to the extent received, from the insurers.

c. Claims incurred

Claims are recognised as and when reported based on information from Surveyors / insured / Brokers. Claims paid are charged to the respective revenue account. Provision is made for estimated value of claims outstanding as at the Balance Sheet date. Reserve is maintained for each claim, which at all times reflects the amount likely to be paid on each claim, as anticipated and estimated by the management in the light of past experience and subsequently modified for changes, as appropriate.

d. IBNR (Claims Incurred but not reported) and IBNER (Claims Incurred but not enough reported)

IBNR represents that amount of all claims that may have been incurred prior to the end of current accounting year but not have been reported or claimed. The IBNR provision also includes provision if any required for claims incurred but not enough reported. The IBNR (including IBNER) is determined based on the actuarial principles by the appointed Actuary.

e. Reserve for Unexpired Risk

Reserve for unexpired risk represents that part of net premium (net of proportional reinsurance ceded) which is attributable to, and set aside for subsequent risks to be borne by the Company under contractual obligations on a contract period basis or risk period basis, whichever is appropriate, subject to a minimum of 100% in case of Marine Hull business and 50% in case of other businesses based on net premium written during the year as required under section 64V(1)(ii)(b) of the Insurance Act, 1938.

2.01 PROPERTY, PLANT AND EQUIPMENT

₹ Crores

Particulars	Gross Carrying Amount			Depreciation / Impairment			Net Carrying Amount		
	As at April 1, 2022	Addition / Adjustments	Disposal / Adjustments	As at March 31, 2023	As at April 1, 2022	For the Year	Elimination on disposal / Adjustments	As at March 31, 2023	As at March 31, 2022
Own Assets :									
Land - Freehold	721.32	9.26	5.62	724.96	46.82	8.83	-	55.65	669.31
Buildings	345.49	19.46	0.23	364.72	96.33	17.95	(1.29)	115.57	249.16
Plant and Machinery	2,539.93	251.14	93.06	2,698.01	946.48	239.97	71.94	1,114.51	1,593.45
Railway siding	4.46	-	-	4.46	1.63	0.29	-	1.92	2.54
Office Equipment	21.88	2.17	0.03	24.02	13.85	2.75	-	16.60	7.42
Computers	25.02	4.08	0.84	28.26	18.14	3.24	0.62	20.76	7.50
Mines Development	328.00	58.16	-	386.16	214.32	70.46	-	284.78	101.38
Furniture & Fixtures	56.75	8.91	(1.51)	67.17	28.76	6.57	(2.42)	37.75	29.42
Vehicles	24.50	1.74	2.57	23.67	13.54	2.90	2.61	13.83	9.84
Truck Mixers, Loaders and Dumpers	15.59	13.71	(4.01)	33.31	5.15	3.06	(3.97)	12.18	21.13
Leasehold improvement	0.93	-	-	0.93	0.93	-	-	0.93	-
Total (a)	4,083.87	368.63	96.83	4,355.67	1,385.95	356.02	67.49	1,674.48	2,681.19
Leased Assets									
Leasehold Land (Long term - refer note 1.7(g)) (b)	31.77	1.76	(0.03)	33.56	1.08	0.22	(0.03)	1.33	30.69
Total (a+b)	4,115.64	370.39	96.80	4,389.23	1,387.03	356.24	67.46	1,675.81	2,728.61

2.01 PROPERTY, PLANT AND EQUIPMENT (Contd...)

Particulars	Gross Carrying Amount				Depreciation / Impairment		Net Carrying Amount		
	As at April 1, 2021	Addition / Adjustments	Disposal / Adjustments	As at March 31, 2022	As at April 1, 2021	For the Year	Elimination on disposal / Adjustments	As at March 31, 2022	As at March 31, 2021
Own Assets :									
Land - Freehold	717.08	7.42	3.18	721.32	37.99	8.83	-	46.82	674.50
Buildings	305.77	41.88	2.16	345.49	82.52	14.46	0.65	96.33	249.16
Plant and Machinery	2,379.55	179.50	19.12	2,539.93	759.28	188.97	1.77	946.48	1,593.45
Railway siding	4.46	-	-	4.46	1.34	0.29	-	1.63	2.83
Office Equipment	18.61	3.86	0.59	21.88	10.76	2.33	(0.76)	13.85	8.03
Computers	22.04	3.75	0.77	25.02	16.08	2.77	0.71	18.14	6.88
Mines Development	268.92	59.08	-	328.00	169.17	45.15	-	214.32	113.68
Furniture & Fixtures	54.10	3.26	0.61	56.75	23.43	5.89	0.56	28.76	27.99
Vehicles	21.98	4.44	1.92	24.50	12.13	2.92	1.51	13.54	10.96
Truck Mixers, Loaders and Dumpers	12.02	7.80	4.23	15.59	7.93	1.44	4.22	5.15	10.44
Leasehold Improvement	0.93	-	-	0.93	0.86	0.07	-	0.93	-
Total (a)	3,805.46	310.99	32.58	4,083.87	1,121.49	273.12	8.66	1,385.95	2,697.92
Leased Assets									
Leasehold Land (Long term - refer note 1.7(g)) (b)	8.35	24.15	0.73	31.77	0.72	0.41	0.05	1.08	30.69
Total (a+b)	3,813.81	335.14	33.31	4,115.64	1,122.21	273.53	8.71	1,387.03	2,728.61

Notes :

- Depreciation for the year includes ₹ 4.81 Crores (Previous year : ₹ 4.77 Crores) considered for capitalisation.
- Additions to Plant & Machinery during the year includes ₹ 0.88 Crore (Previous year : Nil) on account of Research assets.
- Amortisation in case of Freehold Land represent amortisation of mining reserve on extraction basis.
- During the year, depreciation on Right of Use assets is ₹ 30.33 Crores (Previous year : ₹ 34.95 Crores) which is not forming part of the above schedule and disclosed in Note no. 4.03 on leases.
- Other adjustments against Property, plant and equipment includes ₹ 17.86 Crores (Previous year : ₹ 23.77 Crores) being unamortised portion of Right of Use Assets on completion of lease term and on acquisition of underlying assets.
- 'Disposal / Adjustments' under Gross Carrying amount and 'Elimination on disposal / Adjustments' under Depreciation / Impairment both includes adjustments aggregating to ₹ 95.96 Crores to rectify errors on derecognition of certain items of assets (₹ 77.52 Crores in case of Plant & Machinery and balance ₹ 18.44 Crores against other class of assets) in earlier years. This rectification has no impact on gain / loss recognised in the financial statements on such derecognition for those periods.

2.02 GOODWILL

₹ Crores

Particulars	Gross Carrying Amount			Impairment			Net Carrying Amount		
	As at April 1, 2022	Addition / Adjustments	Disposal / Adjustments	As at March 31, 2023	As at April 1, 2022	For the Year	Other Adjustments	As at March 31, 2023	As at March 31, 2022
Goodwill	22.73	-	-	22.73	-	-	1.32	21.41	22.73
Total	22.73	-	-	22.73	-	-	1.32	21.41	22.73

₹ Crores

Particulars	Gross Carrying Amount			Impairment			Net Carrying Amount		
	As at April 1, 2021	Addition / Adjustments	Disposal / Adjustments	As at March 31, 2022	As at April 1, 2021	For the Year	Other Adjustments	As at March 31, 2022	As at March 31, 2021
Goodwill	22.73	-	-	22.73	-	-	-	22.73	22.73
Total	22.73	-	-	22.73	-	-	-	22.73	22.73

2.03 OTHER INTANGIBLE ASSETS

Particulars	Gross Carrying Amount			Amortisation			Net Carrying Amount	
	As at April 1, 2022	As at March 31, 2023	As at April 1, 2022	For the Year	Elimination on disposal / Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
	As at April 1, 2022	As at March 31, 2023	As at April 1, 2022	For the Year	Elimination on disposal / Adjustments	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Software	3712	4100	23.84	5.15	(0.27)	29.26	1174	13.28
Intellectual Property Rights	177	177	177	—	—	177	—	—
Mining Lease Rights	30.28	30.28	3.64	1.72	—	5.36	24.92	26.64
Minerals Procurement Rights	2.26	2.26	2.26	—	—	2.26	—	—
Technical Know-how	1.76	1.76	1.01	0.11	—	1.12	0.64	0.75
Total	73.19	77.07	32.52	6.98	(0.27)	39.77	37.30	40.67

Particulars	Gross Carrying Amount			Amortisation			Net Carrying Amount	
	As at April 1, 2021	As at March 31, 2022	As at April 1, 2021	For the Year	Elimination on disposal / Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
	As at April 1, 2021	As at March 31, 2022	As at April 1, 2021	For the Year	Elimination on disposal / Adjustments	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021
Software	33.29	3712	19.06	4.78	—	23.84	13.28	14.23
Intellectual Property Rights	1.77	1.77	1.77	—	—	1.77	—	—
Mining Lease Rights	11.32	30.28	2.66	0.98	—	3.64	26.64	8.66
Minerals Procurement Rights	2.28	2.26	2.26	—	—	2.26	—	0.02
Technical Know-how	1.82	1.76	0.83	0.18	—	1.01	0.75	0.99
Total	50.48	73.19	26.58	5.94	—	32.52	40.67	23.90

Range of remaining period of amortisation of intangible assets as at March 31, 2023 are as given below :

Assets	Range of remaining period of amortisation			Net Carrying Amount
	< 5 years	5 - 10 years	> 10 years	
	< 5 years	5 - 10 years	> 10 years	
Software	11.34	0.40	—	11.74
Mining Lease Rights	0.77	0.17	23.98	24.92
Technical Know-how	0.64	—	0.64	0.64
Total	12.75	0.57	23.98	37.30

2.04 INVESTMENTS IN JOINT VENTURES AND ASSOCIATES

Particulars	₹ Crores			
	As at March 31,			
	2023		2022	
	Quantity	Amount	Quantity	Amount
Investments in Equity Instruments accounted for using equity method :				
Investment in Joint Ventures - Unquoted				
TBK Deepgiri Tile Bath Kitchen Private Limited	50,000	2.17	50,000	1.84
TBK Florance Ceramics Private Limited	1,55,000	1.75	1,55,000	2.01
Ardex Endura (India) Private Limited	65,00,000	77.27	65,00,000	65.48
Investment in Associates - Unquoted				
Sunspring Solar Private Limited	14,78,412	1.36	14,78,412	1.34
CSE Solar Parks Satna Private Limited	99,80,000	7.28	99,80,000	9.47
Total investments		89.83		80.14

2.05 INVESTMENTS

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
I. Non-current		
Investments - unquoted (fully paid-up)		
(a) Investments in Equity Instruments - measured at FVTPL	0.01	0.01
(b) Investments in Equity Instruments - designated at FVTOCI		
B L A Power Private Limited {No. of Shares 1,75,00,000 (Previous year : 1,75,00,000)} (refer note 4.08)	—	4.85
Reddy Ceramics Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
TBK Shriram Tile Bath Kitchen Private Limited {No. of Shares 500 (Previous year : 500)}	#	#
TBK Tile Home Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
TBK Raj Kamal Tile Bath Kitchen Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
TBK Deziner's Home Private Limited {No. of Shares 500 (Previous year : 500)}	#	#
TBK Solan Ceramics Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
TBK Krishna Tile Bath Kitchen Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
TBK P B Shah Tile Bath Kitchen Private Limited {No. of Shares 2000 (Previous year : 2000)}	#	#
TBK Unique Jalgaon Tile Bath Kitchen Private Limited {No. of Shares 200 (Previous year : 200)}	#	#
TBK Sanitary Sales Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
TBK Shree Ganesh Traders Private Limited {No. of Shares 100 (Previous year : 100)}	#	#
(c) Investment in debentures or bonds - measured at FVTOCI		
Government Securities and Government Bonds	335.49	286.96
Debentures / Bonds	204.77	218.39
Investment in Infrastructure and Social sectors	196.10	206.02
(d) Investments in Preference shares - measured at amortised cost - Unquoted		
TBK Deziner's Home Private Limited (0% Redeemable Preference Shares)	0.21	0.19
(e) Investment in Debt securities - measured at FVTPL		
8.85% Indiabulls Housing Finance Limited September 26, 2026	0.42	0.42
Total aggregate unquoted investments	737.00	716.84

2.05 INVESTMENTS (Contd...)

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Aggregate fair value of quoted investments	–	–
Aggregate fair value of unquoted investments	737.00	716.84
Aggregate fair value of investments measured at FVTPL	0.43	0.43
Aggregate fair value of investments designated at FVTOCI	#	4.85
Aggregate fair value of investments measured at FVTOCI	736.57	711.56
# Amount less than ₹ 50,000/-		
II. Current		
Investments - unquoted		
(a) Investments in debentures or bonds - measured at FVTOCI		
Government Securities and Government Bonds	14.99	–
Other Debentures / Bonds	34.21	25.41
Investment in Infrastructure and Social sectors	–	10.38
(b) Investments in Mutual Funds - measured at FVTPL	34.65	1.40
Total aggregate unquoted investments	83.85	37.19
Aggregate fair value of quoted investments	–	–
Aggregate fair value of unquoted investments	83.85	37.19
Aggregate fair value of investment measured at FVTOCI	49.20	35.79
Aggregate fair value of investment measured at FVTPL	34.65	1.40

2.06 LOANS

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Loans to employees				
Unsecured, considered good	0.44	0.68	0.78	1.29
Total	0.44	0.68	0.78	1.29

2.07 OTHER FINANCIAL ASSETS

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Insurance claim receivable (refer note 4.15)	58.94	58.94	3.94	3.94
Bank deposits with more than twelve months maturity (restricted use)	3.08	1.67	–	5.78
Security Deposits				
Rental	11.28	11.27	1.41	1.76
Utility	59.18	43.94	0.57	0.21
Balances in Escrow accounts with banks (restricted use)	0.27	0.05	–	–
Accrued interest	–	0.01	19.16	19.28
Balances related to Coal Mine and Infrastructure (refer note 4.14)	13.93	13.93	–	–
Other receivables	–	–	0.50	5.26
Total	146.68	129.81	25.58	36.23

2.08 DEFERRED TAX ASSETS (NET)

Significant components of deferred tax assets recognised in the financial statements are as follows :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Deferred tax assets / (liabilities) in relation to :		
Unabsorbed depreciation / Business losses as per Income Tax	0.47	0.48
Provision for employee benefits	1.06	1.04
Other temporary differences / unutilised tax asset	7.36	7.36
Property, plant and equipment	0.27	0.27
Total	9.16	9.15

The movement in deferred tax assets during the year ended March 31, 2023 and March 31, 2022 :

Particulars	₹ Crores				
	As at March 31, 2023	Credited / (Charged) to Statement of P&L / OCI	As at March 31, 2022	Credited / (Charged) to Statement of P&L / OCI	As at March 31, 2021
Deferred tax assets / (liabilities) in relation to :					
Unabsorbed depreciation / Business losses as per Income Tax	0.47	(0.01)	0.48	0.92	(0.44)
Provision for employee benefits	1.06	0.02	1.04	2.55	(1.51)
Other temporary differences / unutilised tax asset	7.36	–	7.36	(0.44)	7.80
Property, plant and equipment	0.27	–	0.27	0.36	(0.09)
Total	9.16	0.01	9.15	3.39	5.76

2.09 OTHER ASSETS

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Capital Advances				
Unsecured, considered good	17.16	14.20	9.15	–
Doubtful	1.75	2.09	–	–
	18.91	16.29	9.15	–
Less : Provision for Impairment	1.75	2.00	–	–
	17.16	14.29	9.15	–
Advances other than Capital Advances				
Balances with government authorities :				
CENVAT / VAT / GST receivable	0.55	0.31	48.15	24.71
Balances with Statutory authorities	0.29	–	0.15	3.05
Taxes & Duties deposited under protest	58.44	47.60	0.09	0.29
Security Deposits	2.77	3.18	0.36	0.44
Advances to other parties (net of provision for impairment)	9.33	14.55	109.62	66.67
Prepaid expenses	2.18	2.12	21.97	16.01
Royalty refund receivable	–	–	14.00	14.00
Others (refer foot note under 2.22)	28.83	24.46	147.45	192.36
Total	119.55	106.51	350.94	317.53

2.10 INVENTORIES

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Raw materials	167.57	175.50
Goods-in-transit	0.36	0.10
Stores and spares	93.16	88.75
Goods-in-transit	0.01	–
Fuel Stock	129.79	155.89
Goods-in-transit	30.22	57.90
Work-in-progress	81.09	95.25
Finished goods	201.41	186.48
Goods-in-transit	15.68	12.93
Stock-in-trade	28.29	31.30
Goods-in-transit	–	0.76
Total	747.58	804.86

Notes :

- a. Amount charged to the Statement of Profit and Loss on account of write-down of inventories to net realisable value for the year is ₹ 16.61 Crores (Previous year : ₹ 13.12 Crores).
- b. Above inventory includes damaged stock of finished goods of cement amounting to ₹ 2.64 Crores (Previous year : ₹ 4.85 Crores) in respect of which insurance claims have been lodged. The management expects to recover the amount atleast equal to it's carrying value.

2.11 TRADE RECEIVABLES

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Secured, considered good	75.73	45.90
Unsecured, considered good	618.98	577.90
Unsecured, credit impaired	95.81	96.83
	790.52	720.63
Less : Provision for Impairment	95.81	96.83
Total	694.71	623.80

For Ageing schedule, refer note 4.17

2.12 CASH AND CASH EQUIVALENTS

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Balances with banks :		
In current accounts	65.26	58.39
Deposits with original maturity of less than three months	195.03	196.26
Cheques / drafts on hand	0.82	0.98
Cash on hand	1.16	1.42
Total	262.27	257.05

2.13 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Unclaimed Dividend	0.65	0.65
Term deposits (original maturity for more than three months but less than twelve months)	58.22	113.23
Term Deposits (original maturity for more than three months but less than twelve months-restricted use)	5.53	3.17
Total	64.40	117.05

2.14 CURRENT TAX ASSETS (NET)

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Current tax assets		
Taxes paid	70.82	79.32
Others	0.92	0.34
	(a) 71.74	79.66
Current tax liabilities		
Provision for taxation	37.29	35.72
	(b) 37.29	35.72
Total	(a-b) 34.45	43.94

2.15 EQUITY SHARE CAPITAL

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Paid up Share Capital :		
50,33,56,580 (Previous year : 50,33,56,580) Equity shares of ₹ 10/- each	503.36	503.36
Total	503.36	503.36

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

Equity shares	As at March 31,	
	2023	2022
	At the beginning of the year	50,33,56,580
Outstanding at the end of the year	50,33,56,580	50,33,56,580

b. Rights, preference and restrictions attached to Equity shares :

The Company has one class of Equity shares having a par value of ₹ 10 per share. Each shareholder is entitled to one vote per equity share. The shareholders are entitled to dividend declared on proportionate basis. On liquidation of the Company, the equity shareholders are eligible to receive remaining assets of the Company in proportion to their shareholding after distribution of all preferential amounts.

c. Details of shareholders holding more than 5% shares in the Company :

Name of the Shareholder	As at March 31,			
	2023		2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Hathway Investments Private Limited	18,98,80,786	37.72%	18,98,80,786	37.72%
Rajan B. Raheja	5,14,06,327	10.21%	5,14,06,327	10.21%
Bloomingdale Investment and Finance Private Limited	3,15,07,000	6.26%	3,15,07,000	6.26%
Matsyagandha Investments and Finance Private Limited [* refer foot note below 2.15 (d)]	8,72,42,460	17.33%	2,31,11,412	4.59%

2.15 EQUITY SHARE CAPITAL (Contd...)**d. Details of shares held by promoters / promoter group as at March 31, 2023 :**

Name of promoter / promoter group	No. of Shares	% of Total Shares	% change during the year
Rajan B. Raheja	5,14,06,327	10.21%	–
Suman R. Raheja	56,90,528	1.13%	–
Akshay R. Raheja	55,76,784	1.11%	–
Viren R. Raheja	55,76,784	1.11%	–
Satish B. Raheja	500	0.00%	–
Bloomingdale Investment and Finance Private Limited	3,15,07,000	6.26%	–
R Raheja Properties Private Limited	–	–	(*)
Hathway Investments Private Limited	18,98,80,786	37.72%	–
Matsyagandha Investments and Finance Private Limited	8,72,42,460	17.33%	(*)
Varahagiri Investments and Finance Private Limited	–	–	(*)
Peninsula Estates Private Limited	–	–	(*)
Total	37,68,81,169	74.87%	

(*) Amalgamated with Matsyagandha Investments and Finance Private Limited in terms of Composite Scheme of Arrangement & Amalgamation approved by the National Company Law Tribunal, Mumbai.

Details of shares held by promoters / promoter group as at March 31, 2022 :

Name of promoter / promoter group	No. of Shares	% of Total Shares	% change during the year
Rajan B. Raheja	5,14,06,327	10.21%	–
Suman R. Raheja	56,90,528	1.13%	–
Akshay R. Raheja	55,76,784	1.11%	–
Viren R. Raheja	55,76,784	1.11%	–
Satish B. Raheja	500	0.00%	–
Bloomingdale Investment and Finance Private Limited	3,15,07,000	6.26%	–
R Raheja Properties Private Limited	2,31,00,400	4.59%	–
Hathway Investments Private Limited	18,98,80,786	37.72%	(#)
Manali Investment and Finance Private Limited	–	–	(#)
Coronet Investments Private Limited	–	–	(#)
Matsyagandha Investments and Finance Private Limited	2,31,11,412	4.59%	–
Varahagiri Investments and Finance Private Limited	2,32,21,148	4.61%	–
Peninsula Estates Private Limited	1,78,09,500	3.54%	–
Total	37,68,81,169	74.87%	

(#) Amalgamated with Hathway Investments Private Limited in terms of Composite Scheme of Arrangement & Amalgamation approved by the National Company Law Tribunal, Mumbai.

2.16 OTHER EQUITY

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Capital Redemption Reserve	12.69	12.69
General Reserve	191.06	191.06
Capital Reserve	(182.63)	(184.53)
Retained Earnings	696.80	803.91
Other Comprehensive Income (Financial assets measured as at FVTOCI)	(14.59)	(3.48)
Total	703.33	819.65

2.16 OTHER EQUITY (Contd...)

Description of the nature and purpose of each reserve within equity is as follows :

a. Capital Redemption Reserve :

Capital redemption reserve was created pursuant to the scheme of amalgamation.

b. General Reserve :

The Group had earlier transferred a portion of the net profits before declaring dividend to the general reserve pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to general reserve before declaration of dividend is not required under the Companies Act, 2013.

c. Capital Reserve :

Capital reserve represents recognition of equity component included in investments made in subsidiaries by way of preference shares and on applying Ind AS 103 Business Combination in accounting acquisitions made during the year. It was also recognised on giving effect to amalgamation of Milano Bathroom Fittings Private Limited and Silica Ceramica Private Limited with the Company and on demerger of retail / trading business undertaking of H. & R. Johnson (India) TBK Limited into the Company.

d. Retained Earnings :

Retained earnings are the net profits that the Group has earned till date and is net of amount transferred to other reserves such as general reserves, debenture redemption reserve etc., amount distributed as dividend and adjustments in terms of Ind AS 101.

2.17 BORROWINGS

Particulars	₹ Crores	
	Non-current	
	As at March 31,	
	2023	2022
Secured		
Term loans		
from banks (refer Sr. No. 1 to 32)	957.87	895.13
from others (refer Sr. No. 33 & 34)	199.42	199.42
Vehicle loans from banks (refer Sr. No. 35 to 41)	0.65	1.51
Unsecured		
– 10.70% Non-convertible Debentures (refer Sr. No. 53) {Nil (Previous year : 1150 Nos.) debentures of ₹ 0.10 Crore each}	–	115.00
– 8.20% Non-convertible Debentures (refer Sr. No. 54) {950 Nos. (Previous year : 950 Nos.) debentures of ₹ 0.10 Crore each}	95.00	95.00
– 9.50% Non-convertible Debentures (refer Sr. No. 55) {750 Nos. (Previous year : 750 Nos.) debentures of ₹ 0.10 Crore each}	75.00	75.00
– 0.01% Non-cumulative Redeemable Preference Shares (refer Sr. No. 57)	4.84	1.49
– 0.02% Non-cumulative Redeemable Preference Shares (refer Sr. No. 58)	3.24	2.92
Loan from related party (refer Sr. No. 59)	5.50	3.20
Fixed Deposits from Public (refer Sr. No. 56)	0.09	0.34
	1,341.61	1,389.01
Less : Current maturities of non-current borrowings	383.83	211.66
Less : Unclaimed fixed deposits	0.09	0.34
Total	957.69	1,177.01

2.17 BORROWINGS (Contd...)

Particulars	₹ Crores	
	Current	
	As at March 31,	
	2023	2022
Secured		
Loans repayable to banks on demand (refer Sr. No. 42 to 48)	56.25	63.58
Bank overdrafts and cash credits (refer Sr. No. 49 to 51)	58.87	52.31
Buyer's Credit (refer Sr. No. 52)	9.92	3.36
Current maturities of non-current borrowings	308.83	96.66
Unsecured (refer Sr. No. 60)		
Loans repayable to banks on demand	–	50.00
Loans from related parties	1.00	2.00
Current maturities of non-current borrowings	75.00	115.00
Total	509.87	382.91

Detail of current maturities of non-current borrowings :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Secured Loans :		
Term loans	308.32	95.95
Vehicle loans	0.51	0.71
Unsecured Loans :		
Non-convertible debentures	75.00	115.00
Total	383.83	211.66

(a) Nature of Security and terms of repayment for secured borrowings (other than debentures) :

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31,	
			2023	2022
1	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 6 structured installments from the last day of the 30th month from the date of first drawdown of facility availed on September 27, 2021.	100.00	100.00
2	Secured by first pari passu charge on the entire movable Property, plant and equipment of the Cement Division located at Satna, both present and future except Waste Heat Recovery System assets. Second pari passu charge on Current Assets of Cement Division, both present and future.	Repayment by way of 4 equal quarterly installments of ₹ 20 Crores starting from 30th month from the date of first disbursement, 5th equal installment to be repaid at the end of 41st month from date of first disbursement, November 30, 2021.	100.00	100.00
3	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 13 equal installments payable from the last day of 24th month from the date of first drawdown of facility availed on September 2, 2020.	153.80	200.00
4	First exclusive charge on the office premises of HRJ Division on units 1 to 4 on 7th Floor, Windsor.	Quarterly in 14 equal installments payable from the last day of 21st month from the date of first drawdown of facility availed on August 23, 2020.	57.14	80.00

2.17 BORROWINGS (Contd...)

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
5	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 4 equal installments payable from the last day of 27th month from the date of first drawdown of facility availed on July 22, 2022.	200.00	–
6	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 20, 2019.	70.00	70.00
7	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 13, 2019.	52.50	52.50
8	Secured by first pari passu charge on all the movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 18, 2019.	26.25	26.25
9	Secured by exclusive charge on all the movable Property, plant and equipment in relation to the Waste Heat Recovery System of the Company, both present and future.	Quarterly in 23 structured installments payable from the last day of 18th month from the date of first drawdown of facility availed on March 18, 2020.	52.17	104.35
10	Secured by exclusive charge over the movable Property, plant and equipment of specified plants of the HRJ division namely Dewas, Pen, Kunigal, Karaikal and Vijayawada, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on September 30, 2019.	43.75	43.75
11	Secured by exclusive charge over the movable fixed assets of the specified plants of the HRJ division namely Dewas, Pen, Kunigal, Karaikal and Vijayawada, both present and future.	Quarterly in 17 structured installments payable from the last day of 9th month from the date of first drawdown of facility availed on December 2, 2019.	31.50	31.50
12	Hypothecation by way of first and exclusive charge on all present & future current assets inclusive of all stocks, book debts. Hypothecation by way of first and exclusive charge on all Property, plant and equipment.	Repayable in 56 EMI.	–	2.04
13	Extension of second ranking charge over existing primary and collateral securities of subsidiary including mortgages created in favour of Bank.	Repayable in 48 EMI.	7.96	9.90
14	Hypothecation by way of first and exclusive charge on all present & future current assets inclusive of all stocks and book debts. Hypothecation by way of first and exclusive on all Property, plant and equipment.	Repayable in 49 EMI.	5.78	7.89
15	Hypothecation by way of first and exclusive charge on all present & future current assets inclusive of all stocks and book debts. Hypothecation by way of first and exclusive on all Property, plant and equipment.	Repayable in 95 EMI.	12.53	16.93

2.17 BORROWINGS (Contd...)

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
16	Secured by first pari passu charge on entire current assets of the Company both present and Future along with other working capital lenders, Second pari passu hypothecation charge on all existing and future movable Property, plant and equipment. Second pari passu mortgage charge on all Immovable properties.	Repayable in 48 EMI.	1.17	1.80
17	Secured by first pari passu entire factory land and building, plant and machinery and the asset being funded out of personal guarantee of a Director of the Subsidiary Company.	Repayable in 48 Equal Quarterly installments.	9.39	12.79
18	Secured by first pari passu entire factory land and building, plant and machinery and the asset being funded out of personal guarantee of a Director of the Subsidiary Company.	Repayable in 60 Equal Quarterly installments.	3.89	–
19	Secured by hypothecation of all present and future current assets inclusive of all stocks, book debts and Property, plant and equipment. Further equitable mortgage of the property situated at Morbi.	Repayable in 30 EMI.	–	0.90
20	Secured by hypothecation of all present and future current assets inclusive of all stocks, book debts and Property, plant and equipment. Further equitable mortgage of industrial property owned by the Subsidiary.	Repayable in 48 EMI including 12 months moratorium.	1.10	1.91
21	Secured by hypothecation of all present and future current assets inclusive of all stocks, book debts and Property, plant and equipment. Further equitable mortgage of industrial property owned by the Subsidiary.	Repayable in 60 EMI including 24 months moratorium.	1.23	1.23
22	Secured by hypothecation of all present and future current assets inclusive of all stocks, book debts and Property, plant and equipment. Further equitable mortgage of industrial property owned by the Subsidiary.	Repayable in 60 EMI.	3.43	4.18
23	Secured by hypothecation of all present and future current assets inclusive of all stocks, book debts and Property, plant and equipment. Further equitable mortgage of industrial property owned by the Subsidiary.	Repayable in 36 EMI.	0.59	0.89
24	Secured by hypothecation of all present and future current assets inclusive of all stocks, book debts and Property, plant and equipment. Further equitable mortgage of industrial property owned by the Subsidiary.	Repayable in 36 EMI.	4.98	–

2.17 BORROWINGS (Contd...)

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
25	Hypothecation of stocks, book debts and all other current assets of the unit. Hypothecation of Property, plant and equipment of the Subsidiary Company, both present and future. Hypothecation of land and building situated at Morbi and personal guarantee of a Director of the Subsidiary Company.	Repayable in 36 equal monthly installments after a moratorium of 12 months from the date of disbursement and Interest to be serviced as and when applied.	–	1.57
26	Hypothecation of stocks, book debts and all other current assets of the unit. Hypothecation of Property, plant and equipment of the Subsidiary Company, both present and future. Hypothecation of land and building situated at Morbi and personal guarantee of a Director of the Subsidiary Company.	Repayable in 18 equal monthly installments after a moratorium of 6 months from the date of disbursement and Interest to be serviced as and when applied.	–	0.13
27	Hypothecation of stocks, book debts and all other current assets of the unit. Hypothecation of Property, plant and equipment of the Subsidiary Company, both present and future. Hypothecation of land and building situated at Morbi and personal guarantee of a Director of the Subsidiary Company.	Repayable in 36 equal monthly installments after a moratorium of 24 months from the date of disbursement and Interest to be serviced as and when applied.	–	1.36
28	Secured by hypothecation of all Property, plant and equipment and Intangible assets both present & future and second pari passu charge over the immovable assets (land) of the Subsidiary Company.	EMI over a period of 72 months starting from April 30, 2018.	9.99	16.05
29	Secured by hypothecation of all Property, plant and equipment and Intangible assets both present & future and second pari passu charge over the immovable assets (land) of the Subsidiary Company.	Repayable in 18 Months equal installment after a Moratorium of 6 Months from the date of disbursement and interest to be serviced as and when applied.	–	0.28
30	Secured by hypothecation of all Property, plant and equipment and Intangible assets both present & future and second pari passu charge over the immovable assets (land) of the Subsidiary Company.	Repayable in 36 Months equal installment after a Moratorium of 12 Months from the date of disbursement and interest to be serviced as and when applied.	4.16	7.11
31	Secured by hypothecation of all Property, plant and equipment and Intangible assets both present & future and second pari passu charge over the immovable assets (land) of the Subsidiary Company.	Repayable in 36 Months equal installment after a Moratorium of 24 Months from the date of disbursement and interest to be serviced as and when applied.	4.42	4.42
32	Secured by first pari passu charge by way of hypothecation of Property, plant and equipment of the Subsidiary Company, both present and future. Secured by second pari passu charge on two lands situated at Morbi belonging to Subsidiary Company and equitable mortgage of residential properties situated at Tankara and Morbi belonging to some of the beneficiaries of the Trust (one of the shareholder).	Repayable in 79 EMI including 7 months moratorium.	4.50	–

2.17 BORROWINGS (Contd...)

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
33	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	Repayment in 3 equal annual installments due at the end of 32, 42 and 48 months from the date of disbursement September 30, 2021.	50.00	50.00
34	Secured by first pari passu charge on all the movable and immovable assets of the Cement Division, both present and future, except land in Andhra Pradesh. Also secured by second pari passu charge over Current Assets, Receivables of Cement Division, both present and future; Unconditional and irrevocable personal guarantee of a Director.	Quarterly in 28 equal installments payable from the last day of 24 months from the date of first drawdown of facility availed on June 30, 2020. The installments for the FY 2022-23 and FY 2023-24 were prepaid by the Company in the FY 2021-22.	150.00	150.00
35	Secured by exclusive charge on vehicles of HRJ Division.	EMI over a period of 60 months from the respective date of disbursement.	0.21	0.67
36	Secured by hypothecation of vehicle of the Subsidiary Company.	Repayable in 48 EMI.	0.11	0.17
37	Secured by exclusive charge on vehicles of Cement Division.	EMI over a period of 60 months from the respective date of disbursement.	0.12	0.20
38	Secured by hypothecation of vehicle of the Subsidiary Company.	Repayable in 48 equal quarterly installments.	–	0.01
39	Secured by hypothecation of vehicle of the Subsidiary Company.	Repayable in 60 equal quarterly installments.	0.14	0.23
40	Secured by hypothecation of vehicle of the Subsidiary Company.	Repayable in 47 equal quarterly installments.	–	0.05
41	Secured by first pari passu charge on vehicles of the Subsidiary Company.	Repayable in 36 EMI.	0.07	0.18
42	Secured by first pari passu charge by way of hypothecation of stocks and book debts both present and future of HRJ Division.	Repayable within one year.	–	0.59
43	Secured by first pari passu charge on all current assets both present and future, second pari passu charge on all the Property, plant and equipment and Intangible assets both present and future and personal guarantee of Director of the Subsidiary Company.	Repayable on demand.	9.20	13.50
44	Secured by first pari passu charge on all current assets both present and Future, Second pari passu charge on all existing and future movable Property, plant and equipment excluding vehicles financed by Bank and personal guarantee of Director of the Subsidiary Company.	Repayable on demand.	4.00	10.06
45	Secured by First pari passu charge on all current assets of the Subsidiary Company both present and Future, Second pari passu hypothecation charge on all existing and future movable Property, Plant and Equipment (except vehicles). Second pari passu mortgage charge on all Immovable properties being land & building of the Subsidiary Company.	Repayable on demand.	12.96	2.90

2.17 BORROWINGS (Contd...)

Sr. No.	Nature of Security	Terms of Repayment	₹ Crores	
			As at March 31, 2023	2022
46	Secured by hypothecation of stocks, book debts, and all other current assets, both present and future. Equitable mortgage over the immovable property (factory land) of the Subsidiary Company.	Repayable on demand.	–	11.83
47	Secured by hypothecation of all Property, plant and equipment and Intangible assets and all current assets & personal guarantee of two directors of the Subsidiary Company.	Repayable on demand.	16.49	12.26
48	Secured by hypothecation of all current asset, both present and future and all movable Property, plant and equipment of the Subsidiary Company. Further equitable mortgage of the Immovable property of the Subsidiary Company.	Repayable on demand.	13.60	12.44
49	Secured by First pari passu charge on all current assets of the Subsidiary Company both present and future, Second pari passu hypothecation charge on all existing and future movable Property, plant and equipment (except vehicles). Second pari passu mortgage charge on all Immovable properties being land and building of the Subsidiary Company.	Repayable on demand.	0.85	–
50	Secured by first pari passu charge by way of hypothecation of Property, plant and equipment of the Subsidiary Company, both present and future. Secured by second pari passu charge on two lands situated at Morbi belonging to Subsidiary Company and equitable mortgage of residential properties situated at Tankara and Morbi belonging to some of the beneficiaries of the Trust (one of the shareholder).	Repayable on demand.	20.65	22.21
51	Secured by first pari passu charge by hypothecation of all current assets and second pari passu charge over entire Property, plant and equipment (other than land and building) and other Intangible assets and personal guarantees of three Directors of the Subsidiary Company.	Repayable on demand.	37.37	30.10
52	Secured by first pari passu charge by way of hypothecation of stocks and book debts both present and future of HRJ Division.	As per due dates of respective buyer's credit.	9.92	3.36
Total			1,287.92	1,220.49
Less : Unamortised borrowing costs			4.94	5.18
Total (a)			1,282.98	1,215.31

2.17 BORROWINGS (Contd...)**(b) Nature of Security and terms of repayment for unsecured borrowings :**

Sr. No.	Particulars	Terms of Repayment	As at March 31,	
			2023	2022
53	Non-convertible Debentures	Allotted on July 26, 2019 and repayable at the end of 36 months from the date of allotment on July 25, 2022.	–	115.00
54	Non-convertible Debentures	Allotted on April 26, 2021 and repayable at the end of 36 months from the date of allotment on April 26, 2024.	95.00	95.00
55	Non-convertible Debentures	Allotted on August 21, 2020 and repayable at the end of 36 months from the date of allotment on August 21, 2023.	75.00	75.00
56	Fixed Deposits from Public	Payable over a period of one to two years from the respective date of disbursement.	0.09	0.34
57	Non-cumulative Redeemable Preference Shares	Redemption on or before March 31, 2027.	4.84	1.49
58	Non-cumulative Redeemable Preference Shares	Redemption on or before March 31, 2028.	3.24	2.92
59	Loan from Related party		5.50	3.20
60	Current Borrowings		1.00	52.00
	Total (b)		184.67	344.95
	Total Borrowings (a + b)		1,467.65	1,560.26

(c) Aggregate value of borrowings guaranteed by others :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Non-current :		
Term loans from banks		
Principal	23.07	27.85
Current :		
Cash Credit from Banks	20.65	22.21

(d) Assets pledged as security :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Current		
Cash and cash equivalents	0.38	0.45
Other Bank balance	1.62	1.97
Receivables	848.18	798.85
Inventories	727.75	804.73
Other current assets	2.17	2.69
Total (a)	1,580.10	1,608.69

2.17 BORROWINGS (Contd...)

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Non-current		
Freehold Land	541.34	638.51
Buildings	151.43	176.91
Plant and Machinery	1,374.31	1,352.56
Railway Siding	2.54	2.83
Office Equipments	4.57	2.81
Furniture and Fixtures	4.76	4.86
Computers	3.65	3.35
Mines Development	95.42	107.65
Vehicles	2.46	4.24
Movable Tangible assets at Pen, Dewas, Vijayawada, Karaikal and Kunigal	153.98	203.11
Others	0.36	0.44
Total (b)	2,334.82	2,497.27
Total (a+b)	3,914.92	4,105.96

2.18 TRADE PAYABLES

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Total outstanding dues of Micro Enterprises & Small Enterprises	–	–	140.27	111.06
Total outstanding dues of Creditors other than Micro Enterprises & Small Enterprises	18.11	12.80	1,175.12	1,026.87
Total	18.11	12.80	1,315.39	1,137.93

For Ageing schedule, refer note 4.18

2.19 OTHER FINANCIAL LIABILITIES

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Payables for acquisition of Property, plant and equipment	–	–	62.03	30.88
Interest accrued	–	–	11.35	19.35
Unclaimed dividends *	–	–	0.66	0.65
Unpaid matured deposits and interest accrued thereon	–	–	0.14	0.43
Security deposits from customers / others	297.04	307.62	21.17	25.96
Payable to employees	–	–	13.82	13.33
Financial lease obligations	1.93	1.97	–	–
Liability for expenses	0.58	–	342.57	331.14
Financial guarantee obligations	–	–	2.39	–
Others	–	–	1.69	1.02
Total	299.55	309.59	455.82	422.76

* There is no amount due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2023 (Previous year : Nil).

2.20 PROVISIONS

₹ Crores

Particulars	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Employee benefits :				
Provision for Gratuity	5.11	6.90	41.36	33.85
Provision for Bonus	8.88	1.00	25.24	29.15
Provision for Leave Encashment	19.65	19.29	20.05	21.02
Others	–	–	20.17	17.52
Total (a)	33.64	27.19	106.82	101.54
Others	8.28	7.24	–	–
Total (b)	8.28	7.24	–	–
Total (a+b)	41.92	34.43	106.82	101.54

2.21 DEFERRED TAX LIABILITIES (NET)

Significant components of deferred tax liabilities recognised in the financial statements are as follows :

₹ Crores

Particulars	As at March 31,	
	2023	2022
Deferred tax liabilities / (assets) in relation to :		
Unabsorbed Depreciation / Business Loss as per Income Tax	(44.91)	(60.11)
Provision for employee benefits	(19.23)	(18.72)
Other temporary differences	94.52	80.68
Property, plant and equipment	48.86	96.44
Total	79.24	98.29

The movement in deferred tax liabilities during the year ended March 31, 2023 and March 31, 2022 :

₹ Crores

Particulars	As at March 31, 2023	Charged / (Credited) to Statement of P&L / OCI	As at March 31, 2022	Charged / (Credited) to Statement of P&L / OCI	As at March 31, 2021
Deferred tax liabilities / (assets) in relation to :					
Unabsorbed Depreciation / Business Loss as per Income Tax	(44.91)	15.20	(60.11)	24.86	(84.97)
Provision for employee benefits	(19.23)	(0.51)	(18.72)	36.94	(55.66)
Other temporary differences	94.52	13.84	80.68	12.43	68.25
Property, plant and equipment	48.86	(47.58)	96.44	(37.12)	133.56
Total	79.24	(19.05)	98.29	37.11	61.18

2.22 OTHER LIABILITIES

Particulars	₹ Crores			
	Non-current		Current	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
Advance from customers	–	–	121.60	101.33
Statutory liabilities (refer note below)	36.17	25.78	128.19	90.59
Others	242.96	243.98	592.27	538.10
Total	279.13	269.76	842.06	730.02

Note : The Company has imported certain machineries under Manufacture and Other Operations in Warehouse Regulations, 2019 (MOOWR) for its project at Durgapur, West Bengal. As per MOOWR, payment of Integrated Goods and Services Tax and Custom Duty aggregating to ₹ 10.39 Crores on imported machineries is deferred till removal of such machineries from the designated unit. The liability in respect of the same is disclosed above as non-current Statutory liabilities and the corresponding Input Tax Credit amounting to ₹ 7.36 Crores is disclosed in note no. 2.09 against Others under non-current assets.

2.23 CURRENT TAX LIABILITIES (NET)

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Current tax liabilities		
Provision for taxation	1.97	3.36
Total (a)	1.97	3.36
Current tax assets		
Taxes paid	0.86	3.02
Total (b)	0.86	3.02
Total (a-b)	1.11	0.34

3.01 REVENUE FROM OPERATIONS

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Revenue from operations :		
Sale of products	7,079.06	6,026.10
Sale of services	130.48	103.06
Other operating revenue :		
Scrap sales	15.87	16.58
Claims and recoveries	53.57	91.77
Export incentive	3.86	1.52
Investment income of Insurance Business	51.95	47.41
Net Gain arising of financial assets designated as at FVTPL	2.27	0.43
Commission	7.12	7.90
Others	16.34	11.65
Total	7,360.52	6,306.42

Revenue from contracts with customers :**I. Revenue from contracts with customers disaggregated based on geography :**

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
India	7,187.95	6,030.17
Outside India	172.57	276.25
Total	7,360.52	6,306.42

II. Reconciliation of gross revenue with the revenue from contracts with customers :

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Gross Revenue	7,728.87	6,617.56
Less : Discounts and incentives	368.35	311.14
Net Revenue recognised from contracts with customers	7,360.52	6,306.42

III. Revenue recognised from contract liability (Advances from customers) :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Closing Contract liability	121.60	101.33

The contract liability outstanding at the beginning of the year was ₹ 101.33 Crores (Previous year : ₹ 94.26 Crores), of which ₹ 99.61 Crores (Previous year : ₹ 87.65 Crores) has been recognised as revenue during the year.

Management conclude that disaggregation of revenue disclosed in Ind AS 108 meets the disclosure criteria of Ind AS 115 and segment revenue is measured on the same basis as required by Ind AS 115, hence separate disclosures as per Ind AS 115 is not required.

3.02 OTHER INCOME

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Interest income earned on financial assets :		
Bank deposits (at amortised cost)	11.01	9.38
Unwinding Interest on financial assets	0.17	0.18
Dividend on preference shares	0.02	1.40
Others	3.76	3.06
Other non - operating income :		
Liabilities no longer considered as payable	10.33	8.39
Government assistance - Tax subsidy / Exemption	0.93	1.44
Interest on income tax refund	5.77	7.48
Miscellaneous income	2.48	1.45
Other gains and losses :		
Net gain on sale of investment	–	0.04
Net gain on foreign exchange fluctuation	–	2.75
Net gain on disposal of Property, plant and equipment & assets held for sale	–	4.00
Total	34.47	39.57

3.03 CHANGES IN INVENTORIES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Inventories at the end of the year (including in-transit)		
Stock-in-trade	28.29	32.06
Work-in-progress	81.09	95.25
Finished goods	217.09	199.41
Total (a)	326.47	326.72
Inventories at the beginning of the year (including in-transit)		
Stock-in-trade	32.06	30.64
Work-in-progress	95.25	40.17
Finished goods	199.41	160.61
Total (b)	326.72	231.42
Total (b - a)	0.25	(95.30)

3.04 OTHER MANUFACTURING EXPENSES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Stores and spares consumed	155.44	139.53
Plant and equipment hire charges	23.19	30.21
Repairs to plant and equipment	29.69	28.30
Royalty for minerals	62.49	58.59
Sub-contract charges	57.29	35.03
Plant upkeep expenses	50.11	39.11
Quarry expenses	3.46	4.56
Dies and punches consumed	3.03	2.24
Other manufacturing expenses	13.22	8.02
Total	397.92	345.59

3.05 EMPLOYEE BENEFITS EXPENSE

₹ Crores

Particulars	Year ended March 31,	
	2023	2022
Salaries, wages and bonus	602.30	551.13
Contribution to provident and other funds	37.68	40.07
Staff welfare expenses	25.83	24.03
Total	665.81	615.23

3.06 FINANCE COSTS

₹ Crores

Particulars	Year ended March 31,	
	2023	2022
Interest and Finance charges on financial liabilities :		
Interest on overdraft / cash credit	9.96	8.13
Interest on borrowings	138.22	135.67
Interest on lease liabilities	19.32	19.62
Interest on security deposits	13.94	14.05
Interest expense on redeemable preference shares	0.57	0.45
Other borrowing costs	3.83	7.22
Total	185.84	185.14

3.07 DEPRECIATION, AMORTISATION AND IMPAIRMENT EXPENSE

₹ Crores

Particulars	Year ended March 31,	
	2023	2022
Depreciation of Property, plant and equipment	351.43	268.76
Depreciation on Right of Use assets	30.33	34.95
Amortisation of intangible assets	8.30	5.94
Total	390.06	309.65

3.08 OTHER EXPENSES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Rent expenses	23.24	20.93
Rates and taxes	26.84	25.55
Travelling and communication expenses	61.67	43.12
Commission on sales	38.39	28.05
Advertisement, sales promotion and other marketing expenses	173.54	128.17
Legal and professional fees	89.79	55.29
Re-insurance expenses	71.72	63.74
Insurance	21.75	21.29
Reversal of impairment loss on other financial assets carried at amortized cost	–	(0.31)
Reversal of impairment provision on trade receivables	(1.01)	(52.82)
Bad debts written off	7.06	67.05
Concrete pumping expenses	10.67	9.85
Research expenses *	4.97	5.28
Repairs to buildings	7.64	2.79
Repairs others	16.90	16.24
Bank charges	10.72	7.65
Impairment on non-current assets	(0.17)	0.60
Loss on shortage / damage of inventories	3.10	–
Claims paid - Insurance Business	329.86	328.46
Commission - Insurance Business	52.76	52.60
Net loss on foreign exchange fluctuations	16.17	–
Net loss on disposal of Property, plant and equipment	2.30	–
CSR expenses	3.32	4.54
Miscellaneous expenses	80.89	80.17
Total	1,052.12	908.24
* Research expenses comprise of :		
Salaries and wages	2.12	3.13
Travelling and Communication	0.28	0.32
Others	2.57	1.83
Total	4.97	5.28

3.09 TAX EXPENSES

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
(a) Income tax expenses :		
Current tax		
In respect of the current year	3.74	3.84
Adjustment of tax relating to earlier periods	(4.31)	(1.39)
Deferred tax		
In respect of the current year	(19.49)	37.53
Total (a)	(20.06)	39.98
(b) Income tax recognised in Other Comprehensive Income :		
Remeasurements of the defined benefit plans	(0.08)	1.15
Share in joint ventures, to the extent not to be reclassified to profit or loss	(0.33)	(0.03)
Net Gain arising of financial assets designated as at FVTOCI	–	2.93
Total (b)	(0.41)	4.05
Total income tax expense recognised in the current year (a - b)	(19.65)	35.93

(c) A reconciliation between the Statutory income tax rate applicable to the Company and the effective income tax rate is as follows :

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Net profit / (loss) before tax	(177.79)	83.93
Effective tax rate applicable to the Company	25.17%	25.17%
Tax amount at the enacted income tax rate	(44.75)	21.13
Share of profit / (loss) in joint venture not taxable	2.98	1.85
Difference in tax rates of certain entities of the group	0.72	0.06
Add : Expenses not deductible in determining taxable profits	105.69	63.76
Less : Allowances / Deductibles	(70.66)	(84.80)
Tax relating to earlier periods	(4.31)	(1.39)
Incremental Deferred Tax assets on account of unused tax losses and unused tax credits	(44.46)	(38.18)
Incremental Deferred Tax liability on account of other temporary differences	13.69	51.44
Others	21.45	22.06
Tax expense as per the Statement of Profit and Loss	(19.65)	35.93

4.01 EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31,	
	2023	2022
Basic earnings per share		
Attributable to equity holders of the Group (₹)	-2.05	1.82
Diluted earnings per share		
Attributable to equity holders of the Group (₹)	-2.05	1.82
Reconciliation of earnings used in calculating earnings per share :		
Basic earnings per share		
Profit / (loss) attributable to equity holders of the Group used in calculating basic earnings per share (₹ Crores)	(103.23)	91.77
Diluted earnings per share		
Profit / (loss) attributable to equity holders of the Group used in calculating diluted earnings per share (₹ Crores)	(103.23)	91.77
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	50,33,56,580	50,33,56,580

4.02 EXCEPTIONAL ITEMS

FY 2022-23 :

The Company's application for adjudication of stamp duty payable on merger order, which was filed in 2010 was disposed off by the Office of the Superintendent of Stamps, Mumbai, Maharashtra vide its order dated October 3, 2022 determining a sum of ₹ 19.85 Crores payable by the Company including interest and penalty. The Company has disputed the entire amount, however, has recognised the expense, as Exceptional Item, to the extent it pertains to Immovable properties amounting to ₹ 6.84 Crores. Since the Company has paid the demand in full, the balance amount of ₹ 11.16 Crores is shown as amount paid under protest in note no. 2.09 and also included in note no. 4.05 as Claims against the Company not acknowledged as debt.

FY 2021-22 :

- Gain on sale of land and building located at Prayagraj amounting to ₹ 10.87 Crores on discontinuance of cement packing unit operations in the year 2018-19.
- Pursuant to the order of Commissioner of Labour on the settlement scheme and voluntary retirement / separation scheme offered by the Company, the Company has rationalised certain workforce at its tile manufacturing facilities of HRJ Division located at Dewas, Madhya Pradesh. The one-time financial impact on account of rationalisation aggregates to ₹ 1.88 Crores.

4.03 LEASES

1. The Group's lease asset primarily consist of leases for Land, Office Space, Furniture, Vehicle and Plant & Machinery having various lease terms.

2. The following is carrying value of right of use assets :

Particulars	Category of ROU						₹ Crores
	Leasehold Land	Plant & Machinery	Leasehold Building	Vehicle	Furniture	Total	
Balance as at April 1, 2021	36.45	122.56	37.70	0.28	11.26	208.25	
Additions during the previous year	6.86	11.08	0.59	-	-	18.53	
Transferred to Property, plant & equipment (refer note 2.01)	-	10.46	-	0.20	-	10.66	
Deletion during the previous year	2.44	0.29	0.22	-	-	2.95	
Depreciation of Right of use assets	10.49	10.52	8.91	0.01	5.02	34.95	
Balance as at March 31, 2022	30.38	112.37	29.16	0.07	6.24	178.22	
Additions during the year	6.00	10.19	26.62	-	-	42.81	
Transferred to Property, plant & equipment (refer note 2.01)	-	8.98	-	0.07	-	9.05	
Deletion during the year	3.75	0.05	2.52	-	-	6.32	
Depreciation of Right of use assets	8.88	9.00	9.19	-	3.26	30.33	
Balance as at March 31, 2023	23.75	104.53	44.07	-	2.98	175.33	

4.03 LEASES (Contd...)**3. The following is the carrying value of lease liabilities :**

Particulars	₹ Crores	
	Year ended March 31,	
	2023	2022
Opening Balance of Lease liabilities	184.10	203.02
Additions during the year	42.19	18.18
Finance cost accrued during the year	19.79	19.35
Payment / Deletion / Waiver of lease liabilities during the year	59.50	56.45
Closing Balance of Lease liabilities	186.58	184.10
Current portion of Lease Liabilities	22.61	26.69
Non-current portion of Lease Liabilities	163.97	157.41
Balance as at March 31, 2023	186.58	184.10

4. Amounts recognised in the statement of cash flows :

Particulars	₹ Crores	
	FY 2022-23	FY 2021-22
Total cash outflow for Leases	51.48	53.22

- Rental expense recorded for short-term leases was ₹ 36.79 Crores for the year ended March 31, 2023 (Previous year : ₹ 33.73 Crores).
- The maturity analysis of lease liabilities are disclosed in Note no. 4.08. The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- Future lease payments which will start from April 1, 2023 is Nil (Previous year : Nil).
- Certain lease agreements are subject to escalation clause and with extension of lease term options. At the expiry of the lease term, in case of lease agreements other than land, the lessee has an option to purchase the assets at Fair Market Value.

4.04 EMPLOYEE BENEFITS**1. Defined contribution plans**

The Group operated defined benefits contribution retirement benefits plans for all qualifying employees.

The total expense recognised in the Statement of Profit and Loss of ₹ 21.14 Crores (Previous year : ₹ 20.89 Crores) represents contributions payable to these plans by the Group at rates specified in rules of the plans.

2. Defined benefit plans

The Group sponsors funded defined benefit plans for qualifying employees. The defined benefits plan are administered by separate funds that are legally independent entities. The governing body of the fund is responsible for the investment policy with regard to assets of the funds.

These plans typically expose the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Interest risk : A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk : The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

4.04 EMPLOYEE BENEFITS (Contd...)

3. Principal assumptions used for the purpose of actuarial valuation

Particulars	Valuation as at March 31,	
	2023	2022
Discount rate	7.15% to 7.58%	5.66% to 7.23%
Expected rate(s) of salary increase	5% to 10%	5% to 10%
Average longevity at retirement age for current beneficiaries of plans (years)	39 to 58	39 to 58
Average longevity at retirement age for current employees (future beneficiaries of the plan)	58 & 60	58 & 60
Attrition rate	3% to 25%	3% to 20%

4(a) Amounts recognised in consolidated Statement of Profit and Loss in respect of defined benefit plans

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Service cost :		
Current service cost	8.03	9.05
Past service cost and (gain) / loss from settlements	–	(0.33)
Net interest expense	2.46	1.81
Actuarial (gain) / loss	–	–
Component of defined benefit costs recognised in Statement of Profit and Loss	10.49	10.53

4(b) Amounts recognised in consolidated Other Comprehensive Income in respect of defined benefit plans

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Remeasurement of net defined benefit liability		
Return on plan assets (excluding amount included in net interest expense)	0.16	0.26
Actuarial (gains) / losses arising from changes in demographic assumptions	(0.20)	0.06
Actuarial (gains) / losses arising from changes in financial assumptions	(1.25)	3.59
Actuarial (gains) / losses arising from experience adjustments	(0.71)	0.45
Components of defined benefits cost recognised in Other Comprehensive Income	(2.00)	4.36

5(a) Movements in present value of defined benefit obligation and planned assets

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Opening defined benefit obligations	75.45	66.08
Current service cost	8.03	9.05
Interest cost	4.74	3.98
Remeasurement (gains) / losses		
Actuarial (gains) / losses arising from changes in demographic assumptions	(0.20)	0.06
Actuarial (gains) / losses arising from changes in financial assumptions	(1.25)	3.59
Actuarial (gains) / losses arising from experience adjustments	(0.71)	0.45
Past service cost, including (gains) / losses on settlements	–	(0.33)
Benefits paid	(7.94)	(7.43)
Closing defined benefit obligation	78.12	75.45

4.04 EMPLOYEE BENEFITS (Contd...)**5(b) Movements in fair value of the plan assets**

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Fair value of plan assets at beginning of the year	35.33	31.76
Interest income	2.20	2.12
Contributions	1.42	8.93
Return on plan assets	(0.08)	(0.21)
Benefits paid	(7.52)	(7.27)
Fair value of plan assets at end of the year	31.35	35.33

6. The category of plan assets as a percentage of total plan are as follows :

Particulars	Percentage	
	March 31, 2023	March 31, 2022
	Equity Shares	10.99%
Central and State Government Securities	70.17%	66.03%
Other Fixed Income Securities / Deposits	18.84%	25.18%
Total	100%	100%

Sensitivity Analysis

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

Particulars	₹ Crores	
	Gratuity	
	March 31, 2023	March 31, 2022
Discount Rate +100 basis points	71.61	72.14
Discount Rate -100 basis points	77.68	79.00
Salary Increase Rate +1%	77.27	78.65
Salary Increase Rate -1%	71.93	72.40
Attrition Rate +1%	74.34	75.20
Attrition Rate -1%	74.74	75.64

Note : Amount recognised as an expense in respect of Leave Encashment is ₹ 5.28 Crores (Previous year : ₹ 7.40 Crores).

4.05 (a) Contingent Liabilities

- Guarantees given by the Group's bankers and counter guaranteed by the Group : ₹ 117.65 Crores (Previous year : ₹ 107.82 Crores).
- Prepayment charges claimed by a bank on amounts prepaid is Nil (Previous year : ₹ 1.25 Crores).
- Claims against the Group not acknowledged as debts on account of disputes :
 - Energy Development Cess ₹ 9.89 Crores (Previous year : ₹ 9.89 Crores).
 - Other Claims in respect to Income Tax, Sales Tax, Entry Tax, Excise Duty, Service Tax and other claims ₹ 371.77 Crores (Previous year : ₹ 374.56 Crores).

(b) Capital and other Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 115.69 Crores (Previous year : ₹ 112.38 Crores) and other commitments include outstanding letter of credit ₹ 179.80 Crores (Previous year : ₹ 53.78 Crores).

4.05 (Contd...)

(c) Disclosure of provisions made as per the requirements of Ind AS - 37 on “Provisions, Contingent Liabilities and Contingent Assets” are as follows :

Particulars	₹ Crores			
	As at April 1, 2022	Provisions made during the year	Amounts utilised or reversed during the year	As at March 31, 2023
MPEB cess on generation of electricity	8.33	–	–	8.33
MP Entry Tax / VAT	10.05	–	–	10.05
Appeal with AP, Kerala, Punjab, Tamil Nadu, Karnataka and Maharashtra Commercial Tax Department	2.13	0.16	1.14	1.15
Mines restoration expenses	7.24	1.04	–	8.28

In certain cases, the Company has made payments against the above provisions. In case the disputes are settled in the favour of the Company, there would be refund of ₹ 0.95 Crore (Previous year : ₹ 1.19 Crores) and in the event, these are settled against the Company there would be cash outflow of ₹ 26.86 Crores (Previous year : ₹ 26.56 Crores).

(d) In terms of long-term Gas Supply Agreement (‘GSA’) for Re-Liquefied Natural Gas (‘RLNG’) - Tranche A type with GAIL (India) Limited (‘GAIL’) having validity till April, 2028, the Company is committed to draw minimum quantity of RLNG specified therein. In case of underdrawn quantities, determined on calendar year basis, the Company is liable to deposit purchase price under Take or Pay Obligation clause (‘TOP’) of the GSA and is allowed to draw such underdrawn quantities in the balance term of the GSA at then prevailing price.

In earlier years, the Company has not been able to draw committed quantity of RLNG and GAIL has waived the TOP obligations under the GSA. For the CY22 also, GAIL has waived of TOP obligations.

The Company has Gas supply agreements / contracts for three manufacturing locations i.e. at Dewas, Kunigal and Pen. At Dewas and Kunigal, the Company has been able to renegotiate Minimum Guaranteed Obligation (‘MGO’), thereby reducing (limiting) the TOP obligation on the Company for the undrawn quantities of MGO. The Company is pursuing its efforts with GAIL for similar reduction for its plant at Pen.

The estimated amount committed under TOP obligation for the underdrawn quantities of RLNG for the quarter ended March 31, 2023, which would be due in December 2023, if it remains undrawn or not waived, is approximately ₹ 21.30 Crores. The aforesaid amount, if payable, will only be in the nature of an advance payment for RLNG which can be drawn anytime thereafter up to the end of term of the GSA i.e. April 2028. Accordingly, this contract is not considered as in the nature of onerous contract and no effect of the same is required to be given in the accounts.

4.06 CAPITAL WORK-IN-PROGRESS INCLUDES PRE-OPERATIVE EXPENSES OF ₹ 96.27 CRORES (PREVIOUS YEAR : ₹ 86.20 CRORES), THE DETAILS OF WHICH ARE AS UNDER :

Particulars	₹ Crores	
	As at March 31, 2023	2022
Indirect expenditure incurred during the year and considered as pre-operative expenses		
Salary, Wages and Bonus	3.39	1.72
Contribution to Provident and other funds	0.09	0.08
Rent, Rates and Taxes	0.53	0.34
Travelling and Communication	0.57	0.30
Professional fees	0.94	0.81
Depreciation	4.81	4.77
Miscellaneous expenses	4.18	1.47
Total	14.51	9.49
Add : Expenditure up to previous year	86.20	81.13
Less : Capitalised during the year	(4.44)	(4.42)
Balance carried forward	96.27	86.20

4.07 CAPITAL MANAGEMENT

The Group's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors', creditors' and market confidence and to sustain future development and growth of its business and at the same time, optimise returns to the shareholders. The Group takes appropriate and corrective steps in order to maintain, or if necessary adjust, its capital structure.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Group considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

Consistent with others in the industry, the Group monitors capital on the basis of the Net Debt to Equity ratio computed as under :

Net debt (total Borrowings net of Cash and Bank balance) divided by Total Equity.

The Group's strategy is to maintain a Net Debt to Equity ratio within 2 times. The comparative ratios are tabulated as hereunder :

Particulars	As at March 31,	
	2023	2022
Net Debt (₹ Crores)	1,140.98	1,186.16
Total Equity (₹ Crores)	1,462.76	1,595.54
Net Debt to Equity ratio	0.78	0.74

The Group has complied with all material externally imposed conditions relating to capital requirements and there has not been any delay or default during the period covered under these financial statements. No lenders have raised any matter that may lead to breach of covenants stipulated in the underlying documents.

4.08 FINANCIAL INSTRUMENTS

(i) Methods and assumptions used to estimate the fair values

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values :

- The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, payables for acquisition of non-current assets, demand loans from banks and cash and cash equivalents are considered to be the same as their fair values.
- The fair values for long term loans, long term security deposits given and remaining non current financial assets were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs.
- The fair values of long term security deposits taken, non-current borrowings and remaining non current financial liabilities are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(ii) Categories of financial instruments

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique :

Level 1 : unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 : directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3 : inputs which are not based on observable market data

4.08 FINANCIAL INSTRUMENTS (Contd...)

Particulars	₹ Crores			
	As at March 31, 2023		As at March 31, 2022	
	Carrying values	Fair value	Carrying values	Fair value
Financial assets				
Measured at amortised cost :				
Trade receivables	694.71	694.71	623.70	623.70
Loans	1.22	1.22	1.97	1.97
Cash and Bank balances	330.34	330.34	382.11	382.11
Other financial assets	168.59	168.59	158.03	158.03
Measured at FVTPL :				
Investments	34.66	34.66	1.41	1.41
Derivative Instruments	–	–	0.10	0.10
Debt Instruments	0.42	0.42	0.42	0.42
Measured at FVTOCI :				
Investment in other companies	785.56	785.56	752.01	752.01
Total Financial assets	2,015.50	2,015.50	1,919.75	1,919.75
Financial liabilities				
Measured at amortised cost :				
Borrowings	1,467.65	1,467.65	1,560.26	1,560.26
Lease liabilities	186.58	186.58	184.10	184.10
Trade payables	1,333.50	1,333.50	1,150.73	1,150.73
Other financial liabilities	755.28	755.28	732.01	732.01
Total Financial liabilities	3,743.01	3,743.01	3,627.10	3,627.10

(iii) Level wise disclosure of financial instruments

Particulars	₹ Crores			
	As at March 31, 2023	As at March 31, 2022	Level	Valuation techniques and key inputs
Investment in equity instruments of other companies (B L A Power Private Limited) (*)	–	4.85	3	Independent Valuer Certificate
Investments in mutual funds	34.65	1.40	1	Quotes from market
Investment in debt instruments	0.42	0.42	1	Quotes from market
Investment in debenture / bonds	785.56	747.16	2	Quotes from market for similar instruments
Foreign currency forward contracts - Liability	120.45	–	2	Quotes from banks or dealers

4.08 FINANCIAL INSTRUMENTS (Contd..)

The following table shows a reconciliation of significant unobservable inputs from the opening balance to the closing balance for Level 3 recurring fair value measurements :

(*) Investment in equity instruments of other companies	₹ Crores
Balance as on April 1, 2022	4.85
Less : Adjustment due to Fair valuation	4.85
Balance as on March 31, 2023	—

iv Financial Risk Management

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Groups financial risk management policy is set by the respective Board of the companies in the Group. The details of different types of risk and management policy to address these risks are listed below :

The Group's activities are exposed to various risks viz. Credit risk, Liquidity risk and Market risk. In order to minimise any adverse effects on the financial performance of the Group, it uses various instruments and follows polices set up by the Board of Directors / Management.

a. Credit Risk :

Credit risk arises from the possibility that counter party will cause financial loss to the Group by failing to discharge its obligation as agreed.

Credit risks from balances with banks and financial institutions are managed in accordance with the Groups policy. For financial instruments, the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by credit-rating agencies.

Each Company of the Group has specific policies for managing customer credit risk; these policies factor in the customers' financial position, past experience and other customer specific factor The Group uses the allowance matrix to measure the expected credit loss of trade receivables from customer

Based on the industry practices and business environment in which the Group operates, management considers that the trade receivables are in default if the payment are more than 2 years past due.

Trade receivables consists of large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Table showing age of gross trade receivables and movement in expected credit loss allowance :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Within the credit period	394.34	379.16
1 - 90 days past due	210.82	191.46
91 - 180 days past due	45.39	20.19
181 - 270 days past due	17.68	11.63
More than 270 days past due	122.29	118.19
Total	790.52	720.63

Movement in the expected credit loss allowance	₹ Crores	
	As at March 31,	
	2023	2022
Balance at the beginning of the year	96.83	149.65
Net movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses	(1.01)	(52.82)
Balance at the end of the year	95.82	96.83

4.08 FINANCIAL INSTRUMENTS (Contd...)

b. Liquidity Risk :

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Groups approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Group's reputation. In addition, processes and policies related to such risks are overseen by the senior management. The management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows.

Maturities of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities :

	₹ Crores			
As at March 31, 2023	< 1 year	1 - 5 years	> 5 years	Total
Non-current borrowings	383.83	913.91	43.78	1,341.52
Current borrowings	126.04	–	–	126.04
Lease liabilities	39.03	114.07	203.94	357.04
Fixed deposits payable	0.09	–	–	0.09
Trade payables	1,315.39	18.11	–	1,333.50
Other financial liabilities	455.73	205.17	94.38	755.28

	₹ Crores			
As at March 31, 2022	< 1 year	1 - 5 years	> 5 years	Total
Non-current borrowings	211.66	1,108.30	68.71	1,388.67
Current borrowings	171.25	–	–	171.25
Lease liabilities	43.45	107.50	213.72	364.67
Fixed deposits payable	0.34	–	–	0.34
Trade payables	1,137.93	12.80	–	1,150.73
Other financial liabilities	422.42	231.64	77.95	732.01

Financing arrangements

The Group has sufficient sanctioned line of credits from its bankers / financiers; commensurate to its business requirements. The Group reviews its line of credit available with bankers and lenders from time to time to ensure that at any point of time there is sufficient availability of line of credit to handle peak business cycle.

The Group pays special attention to the net operating working capital invested in the business. In this regard, as in previous years, considerable work has been performed to control and reduce collection periods for trade and other receivables, as well as to optimise accounts payable with the support of banking arrangements to mobilise funds and minimise inventories.

c. Market Risk :

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 two types of risk : currency risk and interest rate risk.

i. Market Risk - Foreign Exchange

Foreign currency risk is that the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and a portion of its business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its overseas sales and purchases in various foreign currencies. The Group hedges the receivables as well as payables after discussion with the Forex Consultant and as per policies set by the management.

The Group is also exposed to the foreign currency loans availed from various banks to reduce the overall interest cost.

4.08 FINANCIAL INSTRUMENTS (Contd...)

The carrying amount of the Group's foreign currency denominated monetary assets and liabilities as at the end of the reporting period are as follows :

Currency	In Crores			
	Liabilities		Assets	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
US Dollar (USD)	3.40	2.26	0.31	0.39
EURO	0.68	0.42	–	–
British Pound (GBP)	–	#	–	–
Danish Krone (DKK)	–	#	–	–
Srilankan Rupee (LKR)	–	#	0.89	1.13

Amount less than 50,000/-

Foreign Currency Exposure

Foreign currency exposure as at March 31, 2023	In Crores		
	USD	EURO	LKR
Trade receivables	0.31	–	–
Loan and other receivables	–	–	0.89
Borrowings	–	0.11	–
Trade payables	3.40	0.57	–
Forward contracts for payables	1.47	–	–

Foreign currency exposure as at March 31, 2022	In Crores				
	USD	EURO	LKR	GBP	DKK
Trade receivables	0.39	–	0.11	–	–
Loans and other receivables	–	–	1.02	–	–
Borrowings	0.04	–	–	–	–
Trade payables	2.22	0.42	#	#	#

Amount less than 50,000/-

Particulars of un-hedged foreign currency asset / liability as at Balance Sheet date

Currency	Nature	In Crores			
		As at March 31, 2023		As at March 31, 2022	
		Amount in Foreign Currency	Amount (₹)	Amount in Foreign Currency	Amount (₹)
LKR	Asset	0.89	0.22	1.13	0.29
USD	Asset	0.31	25.55	0.39	29.40
EURO	Liability	0.68	61.14	0.42	35.36
LKR	Liability	–	–	#	#
USD	Liability	1.93	159.09	2.26	171.37
DKK	Liability	–	–	#	0.05
GBP	Liability	–	–	#	#

Amount less than 50,000/-

4.08 FINANCIAL INSTRUMENTS (Contd...)

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on Profit / (Loss) after tax and Equity :

Currency	₹ Crores			
	Impact on Profit / (loss) after Tax and Equity		Impact on Profit / (loss) after Tax and Equity	
	As at March 31,		As at March 31,	
	2023	2022	2023	2022
	1 % increase	1 % increase	1 % decrease	1 % decrease
USD	(1.34)	(1.42)	1.34	1.42
EURO	(0.61)	(0.35)	0.61	0.35
Total	(1.95)	(1.77)	1.95	1.77

ii. Market Risk - Interest Rate

The interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group borrows at variable as well as fixed interest rates and the same is managed by the Group by constantly monitoring the trends and expectations. In order to reduce the overall interest cost, the Group has borrowed in a mix of short term and long term loans.

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Variable rate borrowings	1,037.94	969.17
Fixed rate borrowings	429.71	591.09

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on the borrowings at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of liability outstanding at the end of the reporting period was outstanding for whole the year. A 100 basis point increase or decrease is used for internal review by the key management personnel.

Particulars	₹ Crores	
	Impact on Profit / Loss and Equity	
	As at March 31,	
	2023	2022
Interest rates - increase by 100 basis points *	(10.38)	(9.69)
Interest rates - decrease by 100 basis points *	10.38	9.69

* Assuming all other variables as constant

4.09 RELATED PARTY DISCLOSURES**Relationships**

Particulars	Ownership interest	
	As at March 31,	
	2023	2022
Joint Ventures :		
Ardex Endura (India) Private Limited	50%	50%
TBK Deepgiri Tile Bath Kitchen Private Limited	50%	50%
TBK Florance Ceramics Private Limited	50%	50%
Associates :		
CSE Solar Parks Satna Private Limited	27.95%	27.95%
Sunspring Solar Private Limited	27%	27%

Companies in which Directors and / or their relatives have significant influence

Peninsula Estates Private Limited (merged with Matsyagandha Investments and Finance Private Limited w.e.f March 17, 2023).

Varahagiri Investments and Finance Private Limited (merged with Matsyagandha Investments and Finance Private Limited w.e.f March 10, 2023).

Matsyagandha Investments and Finance Private Limited.

Hathway Cable and Datacom Limited.

Others - Significant Influence

Countrywide Exports Private Limited

Key Management Personnel (KMP)**Executive Directors**

Mr. Vijay Aggarwal, Managing Director

Mr. Vivek K. Agnihotri, Executive Director & CEO (Cement)

Mr. Sarat Chandak, Executive Director & CEO (HRJ)

Mr. Atul R. Desai, Executive Director & CEO (RMC) (upto August 28, 2022)

Non-executive Directors**Non-independent**

Mr. Rajan B. Raheja

Mr. Akshay R. Raheja (w.e.f. March 5, 2022)

Independent

Mr. Shobhan M. Thakore, Chairman

Ms. Ameeta A. Parpia

Dr. Raveendra Chittoor

4.09 RELATED PARTY DISCLOSURES (Contd...)

₹ Crores						
Name	Relationship	Nature of transaction	Amount of transaction in FY 2022-23	Amount outstanding as on March 31, 2023 (Payable) / Receivable	Amount of transaction in FY 2021-22	Amount outstanding as on March 31, 2022 (Payable) / Receivable
Peninsula Estates Private Limited	Companies in which Directors and / or their relatives have significant influence	Rent expense	0.17	–	0.17	–
		Deposit given	–	0.03	–	0.03
Varahagiri Investments and Finance Private Limited	Companies in which Directors and / or their relatives have significant influence	Rent expense	0.67	–	0.67	–
		Deposit given	–	0.11	–	0.11
Hathway Cable and Datacom Limited	Companies in which Directors and / or their relatives have significant influence	Purchase and services	0.02	–	–	–
CSE Solar Parks Satna Private Limited	Associate	Reimbursement of services received	0.01	–	–	–
		Access Fees received	0.13	–	0.13	0.14
		Purchase and services	15.11	(2.13)	11.67	(2.54)
		Incentive paid	0.30	(0.17)	0.42	–
Sunspring Solar Private Limited	Associate	Termination Charges	–	–	1.30	–
		Access Fees received	0.14	0.13	0.11	0.11
		Purchase and services	2.20	(0.26)	1.56	(1.00)
		Incentive paid	0.15	(0.15)	0.64	–
Mr. Atul R. Desai	Executive Director & CEO (RMC)	Deposit given	–	–	–	0.06
		Rent expense	0.05	–	0.13	–
Payable on account of Managerial Remuneration	KMPs	Refer table below (*)	21.07	(1.21)	24.11	(1.85)
TBK Florance Ceramics Private Limited	Joint Venture	Sales	17.04	1.36	13.26	0.30
		Selling and Distribution Expenses	0.47	–	0.24	–
		Reimbursement of services received	#	–	#	–
		Reimbursement of Services Paid	0.02	–	0.08	–

4.09 RELATED PARTY DISCLOSURES (Contd...)

₹ Crores						
Name	Relationship	Nature of transaction	Amount of transaction in FY 2022-23	Amount outstanding as on March 31, 2023 (Payable) / Receivable	Amount of transaction in FY 2021-22	Amount outstanding as on March 31, 2022 (Payable) / Receivable
TBK Deepgiri Tile Bath Kitchen Private Limited	Joint Venture	Reimbursement of services received	0.10	–	0.10	–
		Sales	1.88	0.04	2.44	0.06
		Amount written off / loan balance	–	–	1.24	–
		Selling and Distribution Expenses	0.02	–	0.05	–
		Reimbursement of Services Paid	0.05	–	#	–
		Interest Income	–	–	0.09	–
Ardex Endura (India) Private Limited	Joint Venture	Deposits given	–	#	–	#
		Brand promotion income	1.10	–	1.18	–
		Purchase and services	0.08	–	0.01	–

Amount less than ₹ 50,000/-

*** Compensation to KMPs :**

Particulars	₹ Crores	
	Amount of transaction in FY 2022-23	FY 2021-22
Short-term employee benefits	20.28	23.30
Post-employment benefits	–	–
Other long-term benefits	–	–
Commission paid to Independent Directors	0.60	0.60
Sitting Fees	0.19	0.21
Total	21.07	24.11

Notes :

- As the post-employment benefits is provided on an actuarial basis for the Company as a whole, the amount pertaining to key management personnel is not ascertainable and therefore not included above.
- The value of related party transaction & balances reported are based on actual transaction and without giving effect to notional Ind AS adjustment entries.

4.10 SEGMENT INFORMATION

Products and services from which reportable segments derive their revenues.

Information reported to Chief Operating Decision Maker (CODM) for the purpose of resource allocation and assessment of segment performance focuses on types of goods and services delivered, or provided. No operating segments have been aggregated in arriving at reporting segments in the Group.

Segment Revenue and Results :

The following is an analysis of the Group revenue and results from continuing operations by reportable segments.

Particulars	₹ Crores			
	Segment Revenue		Segment Results	
	For the year ended March 31,		For the year ended March 31,	
	2023	2022	2023	2022
Cement	3,029.98	2,407.60	50.74	220.25
Share of Profit / (loss) of Associate	–	–	(2.19)	(0.47)
Total Cement (a)	3,029.98	2,407.60	48.55	219.78
HRJ	2,399.01	2,221.41	46.33	118.60
Share of Profit / (loss) of Joint Ventures and Associate	–	–	11.84	7.34
Total HRJ (b)	2,399.01	2,221.41	58.17	125.94
RMC (c)	1,401.30	1,197.46	(31.40)	(18.29)
Insurance (d)	540.16	503.76	(46.31)	(48.67)
Total (a + b + c + d)	7,370.45	6,330.23	29.01	278.76
Less : Inter Segment Revenue	9.93	23.81	–	–
Total	7,360.52	6,306.42	29.01	278.76
Add : Other un-allocable income net of un-allocable expenditure			33.54	38.13
Less : Finance costs			185.84	185.14
Profit / (Loss) before tax			(123.29)	131.75

Segment Assets and Liabilities :

Particulars	₹ Crores	
	As at March 31,	
	2023	2022
Segment Assets		
Cement	2,865.90	2,945.02
Investment in Associate accounted under Equity Method	7.28	9.47
Total Cement (a)	2,873.18	2,954.49
HRJ	1,710.39	1,623.16
Investment in Joint Ventures and Associate accounted under Equity Method	82.55	70.67
Total HRJ (b)	1,792.94	1,693.83
RMC (c)	518.72	495.57
Insurance (d)	1,076.50	1,016.64
Total Segment Assets (a + b + c + d)	6,261.34	6,160.53
Unallocated	294.71	303.08
Consolidated Total Assets	6,556.05	6,463.61
Segment Liabilities		
Cement	1,539.57	1,303.28
HRJ	899.48	910.49
RMC	370.15	342.17
Insurance	992.16	925.77
Total Segment Liabilities	3,801.36	3,481.71
Unallocated	1,548.00	1,658.89
Consolidated Total Liabilities	5,349.36	5,140.60

4.10 SEGMENT INFORMATION (Contd...)

For the purposes of monitoring segment performance and allocating resources between segments :

- i. All assets are allocated to reportable segments other than current & deferred tax assets. Goodwill is allocated to reportable segments as described in notes.
- ii. All liabilities are allocated to reportable segments other than borrowings, current and deferred tax liabilities.

Particulars	₹ Crores			
	Depreciation, Amortisation and Impairment		Additions to Non-current Assets	
	For the year ended March 31,		As at March 31,	
	2023	2022	2023	2022
Cement	213.00	161.04	162.94	235.39
HRJ	135.34	117.24	176.45	100.43
RMC	35.46	27.11	22.25	28.42
Insurance	6.26	4.26	7.46	3.45
Total	390.06	309.65	369.10	367.69

4.11 GOVERNMENT GRANTS BY WAY OF TAX SUBSIDY / EXEMPTION SCHEMES

- a. As per Jammu and Kashmir Budgetary support scheme under Goods and Service Tax, the Company is entitled for 58 % of CGST and 29% IGST paid through debit in cash ledger account maintained by the Entity. During the year, the Company has recognised the GST Rebate and credited to "Other Operating Income" amounting to ₹ 0.17 Crore (Previous year : ₹ 0.43 Crore) in the Statement of Profit and Loss.
- b. As per Jammu and Kashmir Budgetary support scheme under Goods and Service Tax, the Company is entitled for claim 2% of the taxable turnover with respect to interstate supplies made by the Industrial unit under Integrated Goods and Services Tax Act, 2017 provided that the maximum amount of annual reimbursement shall be limited to 2% of the interstate sales turnover reflected by the dealer in his returns for the accounting year 2016-17. The Company has recognised the Interstate Sale Rebate and credited to "Other Operating Income" amounting to ₹ 0.50 Crore (Previous year : ₹ 0.50 Crore) in the Statement of Profit and Loss.
- c. Coral Gold Tiles Private Limited had received grant in the nature of exemption of Import duty such as custom duty, CVD and other duties on capital goods with certain condition related to Export of Goods under EPCG Scheme of Government of India aggregating to Nil (Previous year : ₹ 0.54 Crore).
- d. As part of fiscal incentives to North East Region, the Ministry of Commerce & Industry had provided capital investment incentives under "North East Industrial and Investment Promotion Policy (NEIIPP), 2007". The Company had invested ₹ 1.56 Crores in plant and machinery in 2012-13 and lodged claim for capital subsidy. During the 2018-19, the Government had approved Company's claim against NEIIPP 2007 and sanctioned capital subsidy of ₹ 0.47 Crore. The Company had recognised this as unearned income, to be recognised in Statement of Profit and Loss over the balance useful life of the assets.

4.12 INTERESTS IN OTHER ENTITIES

Subsidiaries :

The Company's subsidiaries as at March 31, 2023 are set out below. Unless otherwise stated, they have Share Capital consisting solely of equity shares, the proportion of ownership interests held equals the voting rights held by the Company. The country of incorporation or registration is also their principal place of business.

Name of entity	Country of incorporation	Ownership interest held by the Group		Ownership interest held by non-controlling interests		Principal Activities
		March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
Raheja QBE General Insurance Company Limited	India	51%	51%	49%	49%	General insurance business
Antique Marbonite Private Limited	India	50%	50%	50%	50%	Manufacturing of Tiles
Spectrum Johnson Tiles Private Limited	India	50%	50%	50%	50%	
Sentini Cermica Private Limited	India	50%	50%	50%	50%	
Coral Gold Tiles Private Limited	India	50%	50%	50%	50%	
Small Johnson Floor Tiles Private Limited	India	50%	50%	50%	50%	
Sanskar Ceramics Private Limited	India	50%	50%	50%	50%	
TBK Prathap Tile Bath Kitchen Private Limited	India	98%	98%	2%	2%	Trading of Tiles
H. & R. Johnson (India) TBK Limited	India	100%	100%	–	–	
TBK Venkataramiah Tile Bath Kitchen Private Limited	India	100%	100%	–	–	
TBK Samiyaz Tile Bath Kitchen Private Limited	India	100%	100%	–	–	
TBK Rangoli Tile Bath Kitchen Private Limited	India	100%	100%	–	–	
RMC Readymix Porselano (India) Limited	India	100%	100%	–	–	

Non-controlling interests (NCI) :

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

Particulars	₹ Crores			
	Raheja QBE General Insurance Company Limited		Antique Marbonite Private Limited (*)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Summarised Balance Sheet :				
Current assets	292.94	269.97	126.74	136.51
Current liabilities	641.21	581.08	110.81	103.12
Net current assets	(a)	(348.27)	(311.11)	15.93
Non-current assets	794.08	757.47	170.42	147.39
Non-current liabilities	260.26	247.45	19.45	18.36
Net non-current assets	(b)	533.82	510.02	129.03
Net assets	(a + b)	185.55	198.91	166.90
Accumulated NCI		90.69	97.24	83.45

4.12 INTERESTS IN OTHER ENTITIES (Contd...)

₹ Crores

Summarised Statement of Profit and Loss	Raheja QBE General Insurance Company Limited		Antique Marbonite Private Limited(*)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Revenue	541.24	503.96	317.97	344.39
Profit / (Loss) for the year	(89.99)	(95.02)	4.27	7.56
Other Comprehensive Income / (Loss)	(21.39)	(8.29)	0.21	0.18
Total Comprehensive Income / (Loss)	(111.38)	(103.31)	4.48	7.74
Profit / (Loss) allocated to NCI	(54.58)	(50.62)	2.24	3.87

₹ Crores

Summarised cash flows	Raheja QBE General Insurance Company Limited		Antique Marbonite Private Limited (*)	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Cash flows from operating activities	(107.86)	1.45	31.30	22.48
Cash flows from investing activities	10.94	(79.10)	(35.82)	(7.16)
Cash flows from financing activities	95.28	82.89	4.48	(15.33)
Net increase / (decrease) in cash and cash equivalents	(1.64)	5.24	(0.04)	(0.01)

(*) Based on consolidated financial statements for FY 2021-22

4.13 INTERESTS IN JOINT VENTURE AND ASSOCIATES

Set out below is information on the Joint Venture of the Group as at March 31, 2023 which, in the opinion of the management, is material to the Group. The entity listed below have share capital consisting solely of equity shares, which are held directly by the Group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

₹ Crores

Name of entity	Relationship	Place of business	% of Ownership	Carrying amount	
				March 31, 2023	March 31, 2022
Ardex Endura (India) Private Limited	Joint Venture	India	50.00%	77.27	65.48

₹ Crores

Commitments and contingent liabilities	Ardex Endura (India) Private Limited (*)	
	March 31, 2023	March 31, 2022
Share in Joint Venture's contingent liability in respect of VAT / CST, excise and service tax claims not acknowledge as debt	0.62	0.62
Share of capital commitment in Joint Venture	0.37	1.34

4.13 INTERESTS IN JOINT VENTURE AND ASSOCIATES (Contd...)

Summarised financial information for the Joint Venture :

The tables below provides summarised financial information for the Joint Venture that is material to the Group. The information disclosed reflects the amounts presented in the financial statements of the relevant Joint Venture and not the Group share in the Joint Venture.

Particulars	₹ Crores	
	Ardex Endura (India) Private Limited (*)	
	March 31, 2023	March 31, 2022
Summarised Balance Sheet		
Current assets		
Cash and cash equivalents	8.30	0.07
Other assets	124.01	117.47
Total current assets	(a) 132.31	117.54
Total non-current assets	(b) 60.70	53.60
Current liabilities		
Financial liabilities (excluding trade payables)	6.04	5.54
Other liabilities	31.75	34.66
Total current liabilities	(c) 37.79	40.20
Non-current liabilities		
Financial liabilities (excluding trade payables)	4.63	5.45
Other liabilities	1.94	0.42
Total non-current liabilities	(d) 6.57	5.87
Net assets	(a + b - c - d) 148.65	125.07

Reconciliation to carrying amounts	₹ Crores	
	Ardex Endura (India) Private Limited (*)	
	March 31, 2023	March 31, 2022
Opening net assets	125.07	109.89
Profit for the year	23.48	15.03
Other Comprehensive Income	0.10	0.15
Closing net assets	148.65	125.07
Group's share in %	50%	50%
Group's share in INR	74.33	62.54
Goodwill	2.94	2.94
Carrying amount	77.27	65.48

Summarised Statement of Profit and Loss	₹ Crores	
	Ardex Endura (India) Private Limited (*)	
	March 31, 2023	March 31, 2022
Revenue from operations	200.04	168.36
Other Income	4.20	2.97
Depreciation and amortisation	4.49	4.62
Interest expense	0.72	0.62
Income tax expense	8.01	5.21
Other expenses	167.54	145.85
Profit for the year	23.48	15.03
Other Comprehensive Income	0.10	0.15
Total Comprehensive Income	23.58	15.18

4.13 INTERESTS IN JOINT VENTURE AND ASSOCIATES (Contd...)**Individually immaterial Joint Ventures and Associates :**

In addition to the interests in Joint Venture disclosed above, the Group also has interests in a number of individually immaterial Joint Ventures and Associates that are accounted for using the equity method.

Particulars	₹ Crores	
	March 31, 2023	March 31, 2022
Aggregate carrying amount of individually immaterial Joint Ventures and Associates	12.56	14.66
Aggregate amount of the Group's share of :		
Profit / (Loss) from operations	(2.10)	0.64
Total Comprehensive Income / (Loss)	(2.10)	0.64

Particulars	₹ Crores	
	March 31, 2023	March 31, 2022
Total share of profit / (loss) from Joint Ventures & Associates	9.65	6.87

(*) Based on consolidated financial statements

4.14 Pursuant to Order of the Hon'ble Supreme Court dated September 24, 2014, Sial Ghogri Coal mine of the Company was de-allocated and put to auction by the Ministry of Coal through Nominated Authority. The Nominated Authority had determined compensation of ₹ 32.49 Crores for the said Coal Block as against expenses and book value of assets amounting to ₹ 47.58 Crores.

Till date, a sum of ₹ 32.34 Crores has been disbursed by the Nominated Authority. The Company had *inter alia* disputed the quantum of compensation before the Hon'ble High Court of Judicature, Delhi. As per the directions of the said High Court, the Company had filed its claim for an additional compensation of ₹ 53.03 Crores before the Coal Tribunal at Singrauli, duly appointed under Coal Bearing Areas (Acquisition and Development) Act, 1957.

The Coal Tribunal however, has declined to entertain claim of the Company being of the view that the same has to be heard by the Nominated Authority. Aggrieved by the decision of the Coal Tribunal, the Company has filed an appeal before the High Court of Madhya Pradesh to restore the claim before the Coal Tribunal.

Pending final disposal of the matter, the Company has not recognised excess of compensation claimed over the book value as income as well as loss that may have to be incurred in the event compensation is denied. Accordingly, the balance amount appears under the head Other Financial Assets (note no. 2.07) and Freehold Land (note no. 2.01) ₹ 13.93 Crores and ₹ 1.31 Crores respectively. The Freehold Land continues to be in possession of the Company as it was not part of the vesting order. Based on the legal opinion, the Company has more than reasonable chances of succeeding in the matter.

4.15 Insurance claim of the year 2012 relating to collapse of blending silo at cement plant and consequential damages was rejected by the insurance company. The Company had recognised a sum of ₹ 58.94 Crores as receivable. Against the rejection of the claim, the Company has filed a money suit against the insurance company for recovery of ₹ 150.27 Crores. The matter is before the Commercial Court at Rewa, Madhya Pradesh. In addition, the Company is pursuing arbitration proceedings with the party responsible for construction of the said silo for recovery of damages. Based on legal opinion and judicial precedents, the Company has more than reasonable chance of succeeding in the matter.

4.16 (a) In the course of normal business operations, the Company has settled certain receivables by acquiring commercial properties and disclosed as Non-current Assets classified as held for sale. The process of disposing these properties is in progress. Such properties have been marked down to fair value and resultant loss is recognised as Impairment loss in Statement of profit and loss under the head Other expenses. The reportable segment, in which the Non-current Assets held for sale is presented, is RMC in accordance with Ind AS 108.

(b) During the year, the management of Small Johnson Floor Tiles Private Limited closed down operations of its ceramics tiles manufacturing plant and decided to dispose off the assets of the unit. The reportable segment, in which the Non-current Assets held for sale is presented, is HRJ in accordance with Ind AS 108.

4.17 TRADE RECEIVABLES AGEING SCHEDULE AS AT MARCH 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - Considered Good	388.15	253.94	24.32	10.55	7.07	0.22	684.25
(ii) Undisputed - Significant increase in Credit Risk	—	—	—	—	—	—	—
(iii) Undisputed - Credit Impaired	0.01	2.16	2.03	3.16	5.80	9.62	22.78
(iv) Disputed - Considered Good	—	0.05	0.89	1.96	1.37	0.01	4.28
(v) Disputed - Significant increase in Credit Risk	—	—	—	—	—	—	—
(vi) Disputed - Credit Impaired	—	0.06	1.51	11.92	20.27	39.27	73.03
Total	388.16	256.21	28.75	27.59	34.51	49.12	784.34
Less : Provision for Impairment							(95.81)
Add : Unbilled trade receivables							6.18
Total							694.71

Trade Receivables Ageing schedule as at March 31, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed - Considered Good	375.82	209.02	16.08	13.46	0.38	0.01	614.77
(ii) Undisputed - Significant increase in Credit Risk	—	—	—	—	—	—	—
(iii) Undisputed - Credit Impaired	0.21	2.35	1.43	7.28	7.07	9.62	27.96
(iv) Disputed - Considered Good	—	0.21	1.81	2.95	0.93	—	5.90
(v) Disputed - Significant increase in Credit Risk	—	—	—	—	—	—	—
(vi) Disputed - Credit Impaired	—	0.07	9.30	14.54	18.95	26.01	68.87
Total	376.03	211.65	28.62	38.23	27.33	35.64	717.50
Less : Provision for Impairment							(96.83)
Add : Unbilled trade receivables							3.13
Total							623.80

4.18 TRADE PAYABLES AGEING SCHEDULE AS AT MARCH 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Micro Enterprises & Small Enterprises	122.38	17.89	—	—	—	140.27
(ii) Others	776.56	399.66	4.27	5.46	6.76	1,192.71
(iii) Disputed Dues - Micro Enterprises & Small Enterprises	—	—	—	—	—	—
(iv) Disputed Dues - Others	—	—	—	—	—	—
Total	898.94	417.55	4.27	5.46	6.76	1,332.98
Add : Unbilled trade payables (others)						0.52
Total						1,333.50

4.18 (Contd..)**Trade Payables Ageing schedule as at March 31, 2022**

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
		(i) Micro Enterprises & Small Enterprises	102.63	8.43	–	–
(ii) Others	672.60	341.34	11.48	3.55	8.96	1,037.93
(iii) Disputed Dues - Micro Enterprises & Small Enterprises	–	–	–	–	–	–
(iv) Disputed Dues - Others	–	–	–	–	–	–
Total	775.23	349.77	11.48	3.55	8.96	1,148.99
Add : Unbilled trade payables (others)						174
Total						1,150.73

4.19 RELATIONSHIP WITH STRUCK OFF COMPANIES**As at March 31, 2023**

Name of Struck off Company	Nature of Transaction	Balance outstanding	Relationship with Struck off Company
Dekkan Prime India Private Limited	Receivables	0.06	Trade receivables
Amritvarsha Constructions Private Limited	Receivables	0.01	Trade receivables

As at March 31, 2022

Name of Struck off Company	Nature of Transaction	Balance outstanding	Relationship with Struck off Company
ZK Construction Projects Private Limited	Receivables	0.09	Trade receivables
AKS Builders Private Limited	Receivables	0.11	Trade receivables
Shiv Products Private Limited	Receivables	0.11	Trade receivables
S S Properties Private Limited	Receivables	0.02	Trade receivables

4.20 The quarterly returns or statements of current assets filed by the group with banks or financial institutions are in agreement with the books of accounts.

- 4.21** (a) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other source or kind of funds) to any other person(s) or entity(ies), including foreign entities ('Intermediaries') with the understanding (whether recorded in writing or otherwise) that the Intermediary shall : (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ('Ultimate Beneficiaries') or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Group has not received any funds from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

4.22 ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

March 31, 2023 :

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	% of consolidated net assets	Amount	% of consolidated profit or loss	Amount	% of consolidated Other Comprehensive Income	Amount	% of consolidated Comprehensive Income	
Parent	58.49%	855.58	37.20%	(58.67)	18.42%	(4.60)	34.62%	(63.27)
Subsidiaries (Group's share)								
Indian								
Sanskar Ceramics Private Limited	1.09%	15.92	-0.20%	0.31	-0.04%	0.01	-0.18%	0.32
TBK Prathap Tile Bath Kitchen Private Limited	-0.30%	(4.38)	0.24%	(0.38)	-	-	0.21%	(0.38)
TBK Rangoli Tile Bath Kitchen Private Limited	0.00%	0.04	0.03%	(0.05)	-	-	0.03%	(0.05)
TBK Samiyaz Tile Bath Kitchen Private Limited	0.01%	0.09	0.01%	(0.02)	-	-	0.01%	(0.02)
TBK Venkataramiah Tile Bath Kitchen Private Limited	0.00%	0.04	0.02%	(0.03)	-	-	0.02%	(0.03)
H. & R. Johnson (India) TBK Limited	0.11%	1.59	0.08%	(0.13)	0.08%	(0.02)	0.08%	(0.15)
RMC Readymix Porselano (India) Limited	0.22%	3.16	-1.69%	2.67	-	-	-1.46%	2.67
Antique Marbonite Private Limited	5.70%	83.45	-1.36%	2.14	-0.44%	0.11	-1.23%	2.25
Small Johnson Floor Tiles Private Limited	0.78%	11.47	4.13%	(6.52)	0.16%	(0.04)	3.59%	(6.56)
Spectrum Johnson Tiles Private Limited	1.55%	22.66	-1.34%	2.12	-0.96%	0.24	-1.29%	2.36
Sentini Cermica Private Limited	1.45%	21.16	5.98%	(9.43)	-0.24%	0.06	5.13%	(9.37)
Coral Gold Tiles Private Limited	0.78%	11.45	-0.63%	1.00	-0.44%	0.11	-0.61%	1.11
Raheja QBE General Insurance Company Limited	6.47%	94.63	29.10%	(45.89)	43.67%	(10.91)	31.09%	(56.80)
Non-controlling interests in all subsidiaries								
Indian	17.51%	256.07	34.55%	(54.50)	39.99%	(9.99)	35.30%	(64.49)
Joint ventures (Investment as per equity method)								
Ardex Endura (India) Private Limited *	5.28%	77.27	-7.44%	11.74	-0.20%	0.05	-6.45%	11.79
TBK Deepgiri Tile Bath Kitchen Private Limited	0.15%	2.17	-0.21%	0.33	-	-	-0.18%	0.33
TBK Florance Ceramics Private Limited *	0.12%	1.75	0.16%	(0.26)	-	-	0.14%	(0.26)
Associates								
CSE Solar Parks Satna Private Limited	0.50%	7.28	1.39%	(2.19)	-	-	1.20%	(2.19)
Sunspring Solar Private Limited	0.09%	1.36	-0.02%	0.03	-	-	-0.02%	0.03
Total	100%	1,462.76	100%	(157.73)	100%	(24.98)	100%	(182.71)

₹ Crores

4.22 ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III (Contd...)

March 31, 2022 :

Name of the entity in the Group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	% of consolidated net assets	Amount	% of consolidated profit or loss	Amount	% of consolidated Other Comprehensive Income	Amount	% of consolidated Total Comprehensive Income	
Parent	60.72%	968.84	305.39%	134.22	30.50%	(3.53)	403.72%	130.69
Subsidiaries (Group's share)								
Indian								
Sanskar Ceramics Private Limited	0.86%	13.69	-3.48%	(1.53)	-2.59%	0.30	-3.80%	(1.23)
TBK Prathap Tile Bath Kitchen Private Limited	-0.25%	(4.00)	-1.66%	(0.73)	-	-	-2.26%	(0.73)
TBK Rangoli Tile Bath Kitchen Private Limited	0.01%	0.09	-0.05%	(0.02)	-	-	-0.06%	(0.02)
TBK Samiyaz Tile Bath Kitchen Private Limited	0.01%	0.11	-0.02%	(0.01)	-	-	-0.03%	(0.01)
TBK Venkataramahiah Tile Bath Kitchen Private Limited	0.00%	0.05	-0.02%	(0.01)	-	-	-0.03%	(0.01)
H. & R. Johnson (India) TBK Limited	0.11%	1.74	0.05%	0.02	0.52%	(0.06)	-0.12%	(0.04)
RMC Readymix Porselano (India) Limited	0.03%	0.49	1.07%	0.47	-	-	1.45%	0.47
Antique Marbonite Private Limited *	5.09%	81.21	9.35%	4.11	-0.78%	0.09	12.97%	4.20
Small Johnson Floor Tiles Private Limited	1.13%	18.03	-5.01%	(2.20)	0.35%	(0.04)	-6.92%	(2.24)
Spectrum Johnson Tiles Private Limited	1.27%	20.30	1.57%	0.69	1.12%	(0.13)	1.73%	0.56
Sentini Cermica Private Limited	1.91%	30.53	-5.96%	(2.62)	0.00%	-	-8.09%	(2.62)
Coral Gold Tiles Private Limited	0.65%	10.35	2.21%	0.97	0.95%	(0.11)	2.66%	0.86
Raheja QBE General Insurance Company Limited	6.36%	101.44	-110.26%	(48.46)	36.51%	(4.23)	-162.77%	(52.69)
Non-controlling interests in all subsidiaries								
Indian	17.08%	272.53	-108.81%	(47.82)	34.11%	(3.95)	-159.93%	(51.77)
Joint ventures (Investment as per equity method)								
Ardex Endura (India) Private Limited *	4.10%	65.48	17.11%	7.52	-0.69%	0.08	23.48%	7.60
TBK Deepgiri Tile Bath Kitchen Private Limited	0.12%	1.84	0.18%	0.08	-	-	0.25%	0.08
TBK Florance Ceramics Private Limited *	0.13%	2.01	-0.07%	(0.03)	-	-	-0.09%	(0.03)
Associates								
CSE Solar Parks Satna Private Limited	0.59%	9.47	-1.07%	(0.47)	-	-	-1.45%	(0.47)
Sunspring Solar Private Limited	0.08%	1.34	-0.52%	(0.23)	-	-	-0.71%	(0.23)
Total	100%	1,595.54	100%	43.95	100%	(11.58)	100%	32.37

* Based on consolidated financial statement of the respective entities

4.23 Additional Regulatory Information detailed in clause 6L of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Group.

4.24 The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

4.25 RECENT ACCOUNTING PRONOUNCEMENTS

Standard issued but not effective :

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into amendments in the following existing accounting standards, which are applicable to the Group from April 1, 2023.

- a. Ind AS 1 - Presentation of Financial Statements
- b. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- c. Ind AS 12 - Income Taxes

Application of above standards are not expected to have any significant impact on the Group's financial statements.

4.26 Figures for the previous year have been regrouped / reclassified / reinstated, wherever considered necessary.

As per our report of even date

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm Registration No. 104767W

Rajen Ashar
Partner
Membership No. 048243

Place : Mumbai
Date : May 10, 2023

For and on behalf of the Board

Shobhan M. Thakore
Chairman - DIN : 00031788

Vijay Aggarwal
Managing Director - DIN : 00515412

Sarat Chandak
Executive Director & CEO (HRJ) - DIN : 06406126

Manish Bhatia
Chief Financial Officer

Place : Mumbai
Date : May 10, 2023

Ameeta A. Parpia
Director - DIN : 02654277

Vivek K. Agnihotri
Executive Director & CEO (Cement) - DIN : 02986266

Anil Kulkarni
CEO (RMC)

Shailesh Dholakia
Company Secretary

FORM AOC - 1

(Pursuant to first proviso to sub-section (3) Section 129 read with Rules 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of Subsidiaries / Joint Ventures / Associates

Part "A" Subsidiaries

Sr. No.	Particulars	Name of the Subsidiaries								₹ Crores
		TBK Rangoli Tile Bath Kitchen Private Limited	TBK Venkataramiah Tile Bath Kitchen Private Limited	TBK Samiyaz Tile Bath Kitchen Private Limited	TBK Prathap Tile Bath Kitchen Private Limited	H. & R. Johnson (India) TBK Limited	RMC Readymix Porcelano (India) Limited	Raheja QBE General Insurance Company Limited		
1	Date when subsidiary was acquired	April 1, 2018**	April 1, 2018**	April 1, 2018**	June 29, 2020**	April 1, 2009**	April 1, 2009**	April 1, 2009**	December 10, 2007	
2	Reporting Currency	INR	INR	INR	INR	INR	INR	INR	INR	
3	Share Capital	0.11	0.11	0.18	0.01	1.61	0.05	0.05	371.12	
4	Reserves & Surplus	(0.07)	(0.03)	(0.09)	(4.48)	(0.02)	3.11	3.11	(85.57)	
5	Total Assets	0.04	0.08	0.09	0.63	2.45	16.24	16.24	1087.02	
6	Total Liabilities	—	—	—	5.10	0.86	13.08	13.08	901.47	
7	Investments	—	—	—	—	—	—	—	820.21	
8	Turnover	—	—	—	4.09	2.16	45.87	45.87	540.16	
9	Profit / (Loss) before Taxation	(0.05)	(0.03)	(0.02)	(0.39)	(0.14)	3.62	3.62	(89.99)	
10	Provision for taxation	—	—	—	#	#	0.95	0.95	—	
11	Profit / (Loss) after taxation (before OCI)	(0.05)	(0.03)	(0.02)	(0.39)	(0.14)	2.67	2.67	(89.99)	
12	Other Comprehensive Income and Minority share	—	—	—	—	(0.02)	#	#	(21.39)	
13	Profit / (Loss) for the year (after OCI) - Total	(0.05)	(0.03)	(0.02)	(0.39)	(0.16)	2.67	2.67	(111.38)	
14	Comprehensive Income attributable to the owners of the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
15	Proposed Dividend	100%	100%	100%	98%	100%	100%	100%	51%	
15	% of shareholding									

Part "B" : Joint Ventures and Associates

Sr. No.	Particulars	Name of Joint Ventures / Associates										₹ Crores
		Sentini Cermica Private Limited	Spectrum Johnson Tiles Private Limited	Antique Marbleite Private Limited	Sanskar Ceramics Private Limited	Small Johnson Floor Tiles Private Limited	Coral Gold Tiles Private Limited	Ardex Endura Private Limited*	TBK Deepgiri Tile Bath Kitchen Private Limited	TBK Florance Ceramics Private Limited*	CSE Solar Parks Satna Private Limited	
1	Latest audited Balance Sheet date	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
2	Date when Joint Ventures / Associates was acquired	April 1, 2009**	April 1, 2009**	April 1, 2009**	July 6, 2020	November 18, 2011	November 4, 2015	April 1, 2009**	April 1, 2018**	April 1, 2018**	March 18, 2019	November 5, 2019
3	Shares of Joint Ventures / Associates held by the Company on the year end	1710,000	21,65,388	22,56,750	50,00,000	20,00,000	26,00,000	65,00,000	50,000	155,000	99,80,000	14,78,412
	- Number	8.55	8.03	11.32	32.13	10.95	5.46	6.50	0.05	3.38	9.98	1.48
	- Amount of investment in Joint Ventures / Associates	50%	50%	50%	50%	50%	50%	50%	50%	50%	27.95%	27%
	- Extend of Holding %											

Sr. No.	Particulars	Name of Joint Ventures / Associates											₹ Crores	
		Sentini Cermica Private Limited	Spectrum Johnson Tiles Private Limited	Antique Marbonite Private Limited	Sanskar Ceramics Private Limited	Small Johnson Floor Tiles Private Limited	Coral Gold Tiles Private Limited	Ardex Endura (India) Private Limited*	TBK Deepgiri Tile Bath Kitchen Private Limited	TBK Florance Ceramics Private Limited*	CSE Solar Parks Satna Private Limited	Sunspring Solar Private Limited		
4	Description of how there is significant influence	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Joint Venture	Associate	Associate
5	Reason why the Joint Ventures / Associates is not consolidated	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
6	Networth attributable to Shareholding as per latest audited Balance Sheet	2116	22.66	83.45	15.92	11.47	11.45	74.33	2.54	1.03	23.51	1.34		
7	Profit/(Loss) for the year (after OCI) - Total Comprehensive Income attributable to the owners of the Company	(18.74)	4.72	4.48	0.65	(13.12)	2.10	11.79	0.27	(0.26)	(2.19)	0.03		
	i. Considered in Consolidation													
	ii. Not Considered in Consolidation													

* Based on Consolidated financial statements of respective entities.

Amount less than ₹ 50,000/-

** The appointed date of amalgamation of erstwhile H. & R. Johnson (India) Limited with the Company.

*** The appointed date of Composite Scheme of Arrangement and Amalgamation approved by Hon'ble National Company Law Tribunal, Hyderabad Bench vide Order dated April, 28, 2021.

Notes :

1. None of the entities have been liquidated or sold during the year.
2. The reporting period of all the subsidiaries is the same as that of the Company.
3. Investments excludes investment in subsidiaries.
4. As per the principles of Ind-AS, these entities are considered as Subsidiary therefore total profit of the said entities have been considered for consolidation.

For and on behalf of the Board

Shobhan M. Thakore

Chairman - DIN : 00031788

Ameeta A. Parpia

Director - DIN : 02654277

Vijay Aggarwal

Managing Director - DIN : 00515412

Vivek K. Agnihotri

Executive Director & CEO (Cement) - DIN : 02986266

Sarat Chandak

Executive Director & CEO (HRJ) - DIN : 06406126

Anil Kulkarni

CEO (RMC)

Manish Bhatia

Chief Financial Officer

Shailesh Dholakia

Company Secretary

Place : Mumbai

Date : May 10, 2023

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty First Annual General Meeting of Prism Johnson Limited ('Company') will be held on Thursday, August 3, 2023 at 10.30 a.m. (IST) through Video Conference/Other Audio Visual Means, to transact the following business. The deemed venue of the Annual General Meeting shall be the Registered Office of the Company at 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016.

ORDINARY BUSINESS :

1. To consider and adopt :
 - a. the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditor thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditor thereon.
2. To appoint a Director in place of Mr. Rajan Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint a Director in place of Mr. Vivek Agnihotri (DIN : 02986266), who retires by rotation and being eligible, offers himself for re-appointment as Director.

4. Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the thirty sixth AGM of the Company to be held in the year 2028, at such remuneration plus

applicable taxes and reimbursement of out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS :

5. Appointment of Mr. Anil Kulkarni as Director of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) Mr. Anil Kulkarni (DIN : 10186252), who was appointed as an Additional Director of the Company in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from July 1, 2023 as recommended by the Nomination and Remuneration Committee and approved by the Board of Director, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of

giving effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

6. Appointment of Mr. Anil Kulkarni as Whole-time Director, designated as Executive Director & CEO (RMC)

To consider and if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. Anil Kulkarni (DIN : 10186252) as a Whole time Director designated as Executive Director & CEO (RMC) of the Company, for the period, terms as to remuneration and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out hereunder and in the Agreement to be entered into by the Company with him, with full liberty to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination & Remuneration Committee of the Board), to revise/alter/modify/amend/change the terms and conditions of the said appointment and/or remuneration, from time to time, as may be agreed to by the Board and Mr. Anil Kulkarni.

1. Period :

Three years with effect from July 1, 2023.

2. Remuneration :

- (i) Remuneration, by way of salary, perquisites, incentives, allowances, and commission, which together shall not, in any financial year, exceed ₹ 3 Crores (Rupees Three Crores only), as may be decided by the Board from time to time.

- (ii) In addition, Mr. Kulkarni shall be entitled to the following :

- (a) Company’s contribution to provident fund, superannuation fund or annuity fund as per rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (b) gratuity/ex-gratia at a rate not exceeding half a month’s salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure, payable as per the rules of the Company.”

“RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/ or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s) during the currency of tenure of Mr. Anil Kulkarni as Executive Director & CEO (RMC) of the Company, he shall be paid the above mentioned remuneration as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

7. Ratification of remuneration of the Cost Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s)

thereto or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 9,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors of the Company to be paid to M/s. D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611), the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

8. Private Placement of Non-convertible Debentures and/or other Debt Securities

To consider and, if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars, the Articles of Association of the Company and subject to receipt of necessary approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Company, be and is hereby accorded to the Board for making offer(s) or invitation(s) to subscribe to secured/unsecured Non-convertible Debentures including but

not limited to Bonds, and/or other Debt Securities, on Private Placement basis, in one or more tranches, to such person(s)/Financial Institution(s)/Bank(s)/Mutual Fund(s)/Body Corporate(s)/ Company(ies)/any other entities on such terms and conditions as the Board may deem fit during a period of one year from the date of passing of this resolution upto an aggregate amount of ₹ 1250,00,00,000/- (Rupees Twelve Hundred Fifty Crores only) within the overall borrowing limits of the Company, as approved by the members, from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle or vary/ modify the terms and conditions on which all such monies are to be borrowed from time to time, as to interest, premium, repayment, prepayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or any regulatory bodies and to delegate all or any of the powers conferred herein to any Officer(s)/Authorised Representative(s) of the Company and/or in such manner as it may deem fit.”

9. Commission to Non-executive Directors

To consider and if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Part II of Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), provisions of Regulation 17(6) and all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and Articles of Association of the Company, and any other regulation and subject to such other approvals/permissions as may be necessary, the approval of the Company, be and is hereby accorded

to the payment of remuneration by way of commission upto one percent of the net profit of the Company calculated in accordance with the provisions of Section 198 of the Act with effect from April 1, 2024, in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board of Directors of the Company and its Committees thereof, to Non-executive Director(s) including Independent Director(s) ('NEDs') of the Company (other than any Non-executive Director as may not desire to participate), in such amount or proportions and in such manner as may be decided by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Board) from time to time."

"RESOLVED FURTHER THAT the approval of the Company, be and is hereby accorded to the payment of remuneration by way of commission with effect from April 1, 2024, in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board of Directors of the Company and its Committees thereof, to Non-executive Director(s) including Independent Director(s) ('NEDs') of the Company (other than any Non-executive Director as may not desire to participate) when the Company has no profits or its profits are inadequate in any financial year(s) up to an amount not exceeding the limits set out in Section II (A) of Part II of Schedule V to the Act from time to time, but subject to such ceiling, if any, per annum, as the Board may from time to time fix in that behalf and in the manner as the Board may decide from time to time."

"RESOLVED FURTHER THAT if currency of the tenure of any NED in any financial year is for a period less than one year, the payment of commission shall be pro-rated."

"RESOLVED FURTHER THAT the consent granted herein for payment of commission to NEDs when the Company has no profits or its profits are inadequate in any financial year(s) shall be valid for a period of three financial years or such other period as may be statutorily permitted from time to time, commencing from April 1, 2024."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Special Business mentioned under Item No. 5 to 9 as set out above, is annexed hereto. Further, additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') are also annexed.
2. In compliance with the provisions of the Act, SEBI LODR and MCA Circulars, the Annual General Meeting (AGM) of the Company is being held through Video Conference ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. KFin Technologies Limited ('KFin'), the Registrar & Transfer Agent of the Company ('RTA'), will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 15 below and is also available on the website of the Company at www.prismjohnson.in.
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice.
4. **Institutional/Corporate Members** are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting or through e-voting during the AGM. Institutional/Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution/Power of Attorney/Authority Letter authorising their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Power of Attorney/Authority Letter shall be sent to the Scrutiniser by email through its registered email address to sja.pjlt@gmail.com. with a copy marked to mohsin.mohd@kfintech.com.
5. **Despatch of Annual Report through Electronic Mode :** In accordance with the applicable Circulars and other relevant provisions of the Act, Notice of the AGM along with the Annual Report 2022-23 is being sent in electronic mode to Members whose email address is registered with the Company or RTA or the Depository Participant(s) ('DPs') or Depositories. The Notice of the AGM and the Annual Report 2022-23 will also be available on the

website of the Company at www.prismjohnson.in, on the website of Stock Exchanges i.e. www.bseindia.com & www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com>.

Any member desiring to receive a copy of the Annual Report 2022-23 may write to RTA of the Company.

6. **Brief profile and other details of the Director(s) seeking appointment/retiring by rotation and seeking re-appointment** under Item Nos. 2, 3, 5 & 6 of the Notice as stipulated under the SEBI LODR and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are included in the Notice.
7. **Communication** : Members are requested to send all communication relating to shares to the Company's RTA - KFin Technologies Limited, Unit : Prism Johnson Limited, Selenium Building, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032, Toll Free number 1800-309-4001, Email : einward.ris@kfintech.com. Members holding shares in electronic mode should address all their correspondence to their respective DPs.
8. **Nomination facility** for shares is available for Members. The prescribed format, in this regard, can be obtained from KFin or from the website of the Company - <https://www.prismjohnson.in/investors/updation-of-kyc-details>.
9. **Transfer to IEPF** :
 - (i) Members are requested to note that, dividends, if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF').
 - (ii) The shares in respect of such unclaimed dividends are also liable to be transferred to the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
 - (iii) The details of the unpaid/unclaimed dividend lying with the Company are available on the website of the Company www.prismjohnson.in/investors/iepf and on the website of IEPF Authority.
 - (iv) Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/shares from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority. Members are requested to approach the

Company/KFin for claiming unpaid dividends yet to be transferred to IEPF as early as possible.

10. **Permanent Account Number** : SEBI has mandated the submission of the Permanent Account Number ('PAN'), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their DPs. Members holding shares in physical form shall submit the documents to KFin.

Important Notice for Physical Shareholders :

In view of SEBI Circular dated March 16, 2023, Shareholders holding shares in physical form are requested to submit their PAN, KYC details and Nomination (Postal address with PIN, mobile number, email address, bank account details, specimen signature, nomination details) and other relevant details in Form ISR-1/Form ISR-2/Form ISR-3/Form SH-13/Form SH-14 to RTA of the Company. The said Forms are also available on the website of the Company viz. <https://www.prismjohnson.in/updation-of-kyc-details/> and also on the website of RTA viz. https://ris.kfintech.com/clientservices/isc/#isc_download_hrd.

Non-availability of any of the above documents/details with the Company/RTA on or after October 1, 2023 will result in freezing of the security holder's folios. The security holder(s) whose folio(s) have been frozen shall be eligible :

- to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned in the SEBI Circular;
- for any payment including dividend, interest or redemption in respect of such frozen folios, only through electronic mode with effect from April 1, 2024 and that such payment shall be made electronically only upon complying with the requirements stated in the SEBI Circular.

Frozen folios shall be referred by the RTA/the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The Company has sent letters to concerned shareholders holding shares in physical mode for furnishing the required details.

KYC status can be assessed by the shareholders by accessing the link : <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>.

Shareholders holding shares in physical form are also requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transmissions/ issue of duplicate certificate etc. shall be processed in dematerialised mode only.

11. **Applications by KFin :** Members are requested to note that as an ongoing endeavour to enhance Investor experience and leverage new technology, KFin has developed following applications for investors :

Investor Support Centre : Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, dividend status, Interest and redemption status, upload exemption forms (TDS), download all ISR and other related forms by accessing the below web page accessible via any browser.

URL: <https://ris.kfintech.com/clientservices/isc>

eSign Facility : Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. Kfin's eSign facility can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isc>

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.spx>

KPRISM : A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL : <https://kprism.kfintech.com/signin.aspx>

WhatsApp : Shareholders can use WhatsApp Number : (91) 910 009 4099 to avail bouquet of services.

12. **Procedure for Inspection of Documents :** All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on investor@prismjohnson.in.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection during the meetings through the VC/OAVM facility of KFin to the Members attending the AGM.

13. **Additional information :** Members desiring any additional information with regard to Accounts/Annual Report or

have any question or query are requested to write to the Company Secretary on the Company's investor email-id investor@prismjohnson.in on or before Saturday, July 29, 2023, so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of **Thursday, July 27, 2023**, i.e. the 'cut-off' date for e-voting.

14. **Procedure for registering the email address and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :**

i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :

a. Members holding shares in demat form can get their email ID registered by contacting their respective DP.

b. Members holding shares in physical form may register their email address and mobile number with KFin by :

(i) sending email to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Annual report, Notice of the AGM and the e-voting instructions.

(ii) register their email address with KFin by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobile/emailreg.aspx>

ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of the AGM, may temporarily get themselves registered with KFin, by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobile/emailreg.aspx> for sending the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward. Members who have not registered their email address so far are requested to register their email

address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.

- iii. With a view to serve you better, Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
- iv. Members who have registered their email address, mobile no., postal address and bank account details are requested to validate/update their registered details by contacting the DP, in case of shares held in electronic form, or by contacting KFin, in case the shares are held in physical form.

15. Instructions for e-voting and joining the AGM through VC/OAVM are as follows :

A. Voting through electronic means

- a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the SEBI LODR read with circulars of SEBI on e-voting facility provided by the Listed Entities dated December 9, 2020, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the Meeting (**‘remote e-voting’**) through the e-voting platform provided by KFin or to vote at the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date are only entitled to attend the AGM and vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means.
- c) The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
- d) Members who have cast their vote by remote e-voting prior to the Meeting may also attend

the Meeting but shall not be entitled to cast their vote again.

- e) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date.
- f) The details of the process and manner for remote e-voting are given below :
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL : <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Prism Johnson Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total

- number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
 - xi. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc., to the Scrutiniser through email at sja.pjtd@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'PRISM_EVEN'.
 - xii. Members can cast their vote remotely, using an electronic voting system from **Saturday, July 29, 2023 (9.00 a.m.) till Wednesday, August 2, 2023 (5.00 p.m.)**. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
 - xiii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
 - xiv. A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting.
 - xv. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date/ any Member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFin in the manner as mentioned below :
 - (a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL : MYEPWD <space> IN12345612345678
Example for CDSL : MYEPWD <space> 1402345612345678
Example for Physical : MYEPWD <space> XXXX123456789
 - (b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of: <https://evoting.kintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call on KFin toll-free number 1800-309-4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
 - (d) Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - (e) If the Member is already registered with KFin e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
 - xvi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on Toll Free Number 1800-309-4001.
- ## B. Voting at the AGM
- i. Only those Members, who will be present at the AGM through VC/OAVM and have not cast their vote through remote e-voting and

are otherwise not barred from doing so, are eligible to vote through e-voting in the AGM.

- ii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. Upon declaration by the Chairman about the commencement of e-voting at the AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the AGM.

C. Procedure to login through websites of Depositories

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories, website of Depositories/Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

a. National Securities Depository Limited ('NSDL')

1. User already registered for IDeAS facility

- i. Type in the browser/Click on the following e-Service link : <https://eservices.nsd.com>.
- ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.
- iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting".
- iv. Click on company name : "Prism Johnson Limited" or e-voting service provider "KFin" and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e-Services

- i. To register type in the browser/click on link : <https://eservices.nsd.com>.
- ii. Select "Register Online for IDeAS" or click on : <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.

- iii. Proceed to complete registration with the required fields.
- iv. On successful registration, please follow steps given under Sr. No. 1 to cast your vote.

3. By visiting the e-voting website of NSDL

- i. Type in browser/Click on the link : <https://www.evoting.nsd.com>.
- ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.
- iii. Enter User ID (i.e. 16-digit demat account number held with NSDL, starting with IN), Password/OTP and a Verification Code as shown on the screen.
- iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

Click on company name "Prism Johnson Limited" or e-Voting service provider name "KFin" and you will be redirected to e-voting page of KFin for casting your vote during the remote e-voting period.

4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



b. Central Depository Services (India) Limited ('CDSL')

1. Existing user who have opted for Easiest

- i. Type in browser/Click on the link : <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com.

- ii. Click on New System Myeasi.
- iii. Login with User ID and password.
- iv. Option will be made available to reach e-voting page without any further authentication.
- v. Click on e-voting link available against the Company name: "Prism Johnson Limited" or select e-voting service provider "KFin" and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

2. User not registered for Easi/Easiest

- i. Option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>.
- ii. Proceed to complete registration with the required fields.
- iii. On successful registration, please follow steps given under Sr. No. 1 to cast your vote.

3. By visiting the e-voting website of CDSL

- i. Type in browser/Click on the link : URL : <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- ii. Provide demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.
- iv. Click on e-voting link available against the Company name: "Prism Johnson Limited" or select e-voting service provider "KFin" and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their demat accounts/ website of Depository Participants.

You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged

in, you will be able to see e-voting option. Click on e-voting option and you will be re-directed to e-voting modules of NSDL/CDSL Depository site after successful authentication. Click on the e-voting link available against the Company name 'Prism Johnson Limited' or select e-voting service provider "KFin" and you will be re-directed to the e-voting page of KFin for casting your vote during the remote e-voting period.

Important note

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990/1800 224 430.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or call at 022-23058738 or 022-23058542-43.

D. Instructions for Members for Attending the AGM

- i. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- ii. Members will be able to attend the AGM through VC/OAVM by using their remote e-voting login credentials. The link for the AGM will be available in Members login where the EVENT and the name of the Company can be selected.

Members who do not have 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 under heading 'A' above.

- iii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iv. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- v. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

vi. Speaker Registration before the AGM :

- (a) Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' during the period starting from July 28, 2023 (9.00 a.m.) upto July 31, 2023 (5.00 p.m.).
 - (b) Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
 - (c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the Members holding the shares as on cut-off date will be considered.
- vii. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>.
 - viii. Members who need technical assistance before or during the AGM can contact KFin at emeetings@kfintech.com or Toll Free number :

1800-309-4001 or Mr. Mohsin Uddin, Senior Manager at 040-67161562.

E. General Instructions :

- i. The Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad as the Scrutiniser to scrutinise the entire e-voting process, in a fair and transparent manner.
- ii. The Scrutiniser shall, immediately after the conclusion of the voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.
- iii. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the AGM.
- iv. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.prismjohnson.in and on KFin's website www.evoting.kfintech.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
- v. As mandated by SEBI, shares of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to dematerialise the same.

By Order of the Board

Shailesh Dholakia

*Company Secretary &
Compliance Officer*

Place : Mumbai
Date : June 30, 2023

Registered Office :
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91-40-23400218 Fax : +91-40-23402249
email : investor@prismjohnson.in
website : www.prismjohnson.in
CIN : L26942TG1992PLC014033.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out the material facts relating to Item Nos. 4 to 9 mentioned in the accompanying Notice.

Item No. 4

Members of the Company at the Twenty Sixth Annual General Meeting held on August 8, 2018 approved the appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104767W), as Auditors of the Company to hold office for a term of 5 (five) consecutive years (second term) from the conclusion of said Annual General Meeting till the conclusion of the Thirty First Annual General Meeting. M/s. G. M. Kapadia & Co. will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on May 10, 2023 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) ("S R B C") as Auditors of the Company for a first term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, etc., as may be mutually agreed between the Board and the Auditors.

Brief profile of S R B C is as under :

M/s. S R B C & Co LLP, with Firm Registration No. 324982E/E300003, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It is primarily engaged in providing audit and assurance related services to the clients. It is a Limited Liability Partnership Firm incorporated in India. The firm is a part of M/s. S.R. Batliboi & Affiliates network of audit firms.

S R B C have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. S R B C have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2023-24 is ₹ 1.50 Crores. The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2023-24 and the remuneration paid to M/s. G. M. Kapadia & Co. for the financial year 2022-23.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

The Board recommends the passing of the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5 & 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Anil Kulkarni (DIN : 10186252) as an Additional Director of the Company with effect from July 1, 2023. Pursuant to Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Anil Kulkarni holds office up to the date of this meeting.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company also appointed Mr. Anil Kulkarni as Whole time Director designated as Executive Director & CEO (RMC) of the Company for a period of three years with effect from July 1, 2023.

Information in terms of provision of Section II of Part II of Schedule V to the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I. General Information :

(1) Nature of Industry

Manufacture of Cement, Tiles, Bath Fittings and Ready Mixed Concrete.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on March 26, 1992 and commenced production in September 1997.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

(4) Financial performance based on given indicators

	₹ Crores		
Particulars	2022-23	2021-22	2020-21
Total Revenue	6,744.84	5,603.72	5,071.38
Total Expenses	6,822.18	5,438.60	4,862.82
Exceptional Items	(6.84)	8.99	(4.78)
Profit/(Loss) Before Tax	(84.18)	174.11	203.78
Profit/(Loss) After Tax	(58.86)	133.25	199.95
Networth	1,319.74	1,383.22	1,253.55

(5) Foreign investments or collaborators, if any

- There are no foreign collaborators.
- The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited. The foreign holding in the Company as on March 31, 2023 is 3.87%.

II. Information about the appointee :

(1) Background Details

Mr. Anil Kulkarni, aged 52 years, joined the Company in July 2022 as Chief Executive Officer of RMC Division of the Company.

Mr. Kulkarni brings with him 26 years of rich experience with an in-depth business insight and knowledge of the Ready Mix Concrete (RMC) industry. Earlier he has worked with ACC Limited and Ultra Tech Cement Limited. Before joining the Company, his last assignment was with Infra.Market where he held the position of 'National Head - Concrete'.

Mr. Kulkarni holds a Bachelor Degree of Civil Engineering and has completed Post Graduation in Marketing.

(2) Past Remuneration

The remuneration paid to Mr. Kulkarni as CEO (RMC) for the period August 29, 2022 to March 31, 2023 was 0.87 Crore.

(3) Recognition or awards

None

(4) Job profile and his suitability

Mr. Kulkarni, as the Executive Director & CEO (RMC) of the Company, functions with special focus on the RMC (India) Division under the overall superintendence and guidance of the Board and the Managing Director of the Company. In view of his qualifications and rich & varied experience, the Board has bestowed the above responsibilities on Mr. Kulkarni.

(5) Remuneration proposed

To be decided by the Nomination & Remuneration Committee/Board from time to time within the overall remuneration as stated in the regulation and approved by the shareholders.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the general industry practices, the specific Company profile, knowledge, skills, insights, vast business experience and responsibilities shouldered by Mr. Kulkarni, the remuneration recommended by the Nomination & Remuneration Committee/Board is in line with industry standards and is fair and reasonable.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Except for the remuneration payable to Mr. Kulkarni, there is no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.

III. Other information

Basis the last audited financial statement as of March 31, 2023, the information w.r.t. to the following is as under :

(1) Reasons of loss or inadequate profits :

The primary reasons for incurring a loss during 2022-23 was increase in power & fuel costs and input cost especially gas price, resulting in decline in EBITDA by 31.49%.

(2) Steps taken or proposed to be taken for improvement :

The Company has prioritised cost optimisation efforts over the past years and identified various methods to reduce costs and enhance profitability. This includes an increase in the usage of Alternative Fuel & Raw materials ('AFR'), a dynamic mix of coal and pet-coke, increasing fly ash utilisation, gypsum cost reduction, etc.

Further, during the year, the Company announced investment for setting up a captive wind power project aggregating to 24 MW for supply to the cement plant of the Company at Satna, Madhya Pradesh. The wind power will help in reducing overall power cost.

Further, the Company has initiated action on several energy efficiency improvement projects, such as installation of new power and fuel efficient kiln in its Kunigal plant, replacement of old kiln at Dewas plant that will lead to savings in fuel consumption.

The Company also focussed on implementing several cost saving initiatives to optimise fleet and pump efficiency, which will help in improving operating profit margins.

(3) Expected increase in productivity and profits in measurable terms :

The Company proactively started implementing certain cost saving initiatives during 2022-23, some of which have already started yielding positive benefits. As a result, the Company witnessed an improvement in profitability during the fourth quarter of 2022-23.

An unprecedented increase in the fuel prices during last year was one of the main reason for increase in the cost. Recently the pet-coke and coal prices are showing declining price trend, which should improve the performance of the Company. During the last year, the Company also took steps to increase the share of AFR in its fuel mix, which is likely to result in reduction of pet coke and coal consumption.

To further augment profitability, the Company continued to pursue its strategy of premiumisation and launch of premium products. By expanding the product portfolio and targeting higher sale of premium products, the Company expects to achieve increased sales and better margins.

The Company also implemented measures to enhance energy efficiency at its various plants by technology upgradation coupled with decline in gas prices and improvement in gas efficiency would help the Company in improving profitability.

The above initiatives like implementing cost-saving measures, focusing on premiumisation, optimizing fuel resources, enhancing energy efficiency, etc., would help in enhancing profitability.

IV. Disclosures :

- i. Mr. Kulkarni do not hold any securities of the Company.
- ii. Mr. Kulkarni do not have any interest in the capital of the Company or any of its subsidiaries directly or indirectly or through any other statutory structures and do not have any direct or indirect interest nor related to the directors or promoters of the Company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment.
- iii. Mr. Kulkarni possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- iv. Mr. Kulkarni is not related to any of the Directors on the Board.
- v. Mr. Kulkarni does not hold directorship nor membership of Committees of the Board in any of the other listed entities since the past three years.
- vi. The appointment may be terminated at any time by either party giving six months' notice of such termination to the other party.
- vii. The Company does not pay any bonus, severance fee and no stock options have been granted to the Managing Director/Executive Director & CEOs.

The draft Agreements to be entered into with Mr. Kulkarni is available for inspection at the Company's Registered Office at Hyderabad and at the Corporate Office at Mumbai, on all working days between 11.00 a.m. to 1.00 p.m., except Saturdays, up to the date of the Annual General Meeting.

The Directors are of the view that the Company would benefit by the experience and guidance of Mr. Kulkarni.

Mr. Kulkarni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of director by virtue of

any SEBI order or any other such authority. He has given his consent to act as a director.

Details of Mr. Kulkarni are provided in the "Annexure" to the Notice, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Save and except Mr. Kulkarni and his relatives to the extent of their shareholding interest, if any, in the Company, who may be deemed to be interested in the appointment, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends passing of the Ordinary and Special Resolutions set out at Item No. 5 & 6 of the Notice respectively for approval by the members.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. C. Dave & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of ₹ 9,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board, has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business.

The Board recommend the passing of the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

As per Section 42 of the Act, read with the Rules thereunder, a Company offering or making an invitation to subscribe to Non-Convertible Debentures ('NCDs') on a private placement basis, is required to obtain the prior approval of Members by way of a special resolution. Such an approval by way of special resolution may be obtained once a year for all the offers and invitations made for such NCDs during the year.

NCDs issued on a private placement basis are a significant source of borrowings for the Company. The borrowings of the Company as on the date of Notice consists of secured/unsecured NCDs and Fund & Non-fund based Credit Facilities from Banks by way of Cash Credit/Overdraft/Short Term Loan/WCDL/LC/BG, etc. The Company has, as on March 31, 2023, outstanding borrowing of ₹ 170 Crores by way of NCDs availed at competitive costs, due to which the average cost of borrowing of the Company has reduced. The Company seeks to pass an enabling resolution to borrow funds in addition to the existing borrowing to meet its requirement of funds for repayment/reduction of high cost borrowings, working capital requirements and general corporate purposes.

The Members had, at the AGM held on June 29, 2022, approved a similar resolution which was valid for a year. Therefore, the approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act, read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 6, within the overall borrowing limits of the Company, as approved by the members from time to time.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business.

The Board recommend the passing of the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

At the 26th Annual General Meeting of the Company held on August 8, 2018, the members had accorded their consent to the Board of Directors of the Company to pay commission to Non-executive Directors, including Independent Directors ('NEDs'), not exceeding 1% of the net profit of the Company, computed in accordance with the provisions of Sections 197,

198 of the Companies Act, 2013 ('the Act') for a period of five years commencing from April 1, 2019.

Pursuant to the amendment in the provisions of the Act relating to the payment of remuneration to NEDs in case of no profit or inadequate profit, the members of the Company at the 29th Annual General Meeting held on July 30, 2021, had accorded their consent to the Board of Directors of the Company to pay commission to NEDs, in case the Company has no profit or profit is inadequate in any financial year, upto an amount not exceeding the limits set out in Section II(A) of Part II of Schedule V to the Act, subject to such ceiling and in such manner as the Board of Directors may determine, for a period of three financial years commencing from April 1, 2021.

The NEDs, while on the Board and its Committees, shoulder the responsibilities cast by the Act and applicable regulatory provisions, and act in good faith in order to promote the objects of the Company for the benefit of its stakeholders, and in the best interest of the Company, its employees, the shareholders, the community and for protection of environment. The guidance from NEDs ensures that the Company achieves its objectives without compromising with highest governance principles embraced by the Company. Their diverse expertise and rich experience contributes in shaping the long term strategy of the Company.

Keeping in view, the enhanced role, responsibilities and duties of NEDs, and in appreciation of their contribution and services that they have rendered/will be rendering to the Company during their tenure and in the long term interest of the Company and its stakeholders, the Board, pursuant to the recommendation of the Nomination & Remuneration Committee, at its meeting held on May 10, 2023 has approved payment of commission to NEDs, not exceeding one percent of net profit of the Company calculated in accordance with the provisions of Section 198 of the Act or upto an amount not exceeding the limits set out in Section II(A) of Part II of Schedule V to the Act, in case the Company has no profit or inadequate profit in any financial year, in addition to sitting fees paid and reimbursement of expenses incurred for attending meetings of the Board of Directors and its Committees, subject to such ceiling and in such manner as the Board of Directors may determine, with effect from April 1, 2024.

The resolution passed by the shareholders for payment of commission to NEDs in case the Company has no profit or inadequate profit in any financial year, shall be valid for a period not exceeding 3 (three) years with effect from April 1, 2024 or such other period as may be statutorily permitted. If the

currency of the tenure of any such NEDs in any financial year is for a period less than one year, the payment of commission shall be pro-rated.

The information pursuant to provisions of Part (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder :

I. General Information :

The general information is given under Item No. 5 & 6 of the Explanatory Statement.

II. Information about the appointee : Not Applicable

III. Other information :

Information such as reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms etc. are given under Item No. 5 & 6 of the Explanatory Statement.

IV. Disclosures :

- i. Except for the remuneration payable to NEDs, Mr. Shobhan Thakore and Dr. Raveendra Chittoor have no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.
- ii. Mr. Rajan Raheja holds 5,14,06,327 equity shares, Mr. Akshay Raheja holds 55,76,784 equity shares and Ms. Ameeta Parpia holds 1,53,950 equity shares of the Company. Mr. Rajan Raheja and Mr. Akshay Raheja are related to each other. Except as stated above and for the remuneration payable to them, Mr. Rajan Raheja, Mr. Akshay Raheja and Ms. Ameeta Parpia have no other direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.
- iii. Except for the sitting fees and the commission to NEDs, the Company does not pay any bonus, severance fee and no stock options have been granted to NEDs.
- iv. The Board, at its meeting held on May 10, 2023, has approved payment of commission for the year 2022-23 to NEDs as under :
 - Mr. Shobhan Thakore : ₹ 0.25 Crore
 - Ms. Ameeta Parpia : ₹ 0.20 Crore
 - Dr. Raveendra Chittoor : ₹ 0.15 Crore

v. Board Meeting attendance for 2022-23 :

- Mr. Shobhan Thakore : 4
- Mr. Rajan Raheja : 4
- Mr. Akshay Raheja : 3
- Ms. Ameeta Parpia : 4
- Dr. Raveendra Chittoor : 4

Mr. Shobhan Thakore, Mr. Rajan Raheja, Mr. Akshay Raheja, Ms. Ameeta Parpia and Dr. Raveendra Chittoor being NEDs, and their relatives, to the extent of their shareholding interest, if any, in the Company, may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time. No other Director and Key Managerial Personnel of the Company and/or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business.

The Board recommend passing of the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

By Order of the Board

Shailesh Dholakia

*Company Secretary &
Compliance Officer*

Place : Mumbai
Date : June 30, 2023

Registered Office :

305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91-40-23400218 Fax : +91-40-23402249
email : investor@prismjohnson.in
website : www.prismjohnson.in
CIN : L26942TG1992PLC014033.

Brief profile of Directors seeking appointment/re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Mr. Rajan B. Raheja (DIN : 00037480), aged 69 years, is an industrialist with a rich and varied experience. He is a Director on the Board of the Company since 1994. Mr. Raheja is an Honours Graduate from the Mumbai University. He is a member of the Nomination & Remuneration Committee of the Company.

Directorships in other Listed Companies :

1. Exide Industries Limited
2. Supreme Petrochem Limited

Chairmanships/Memberships of Board Committees in other Listed Companies :

1. Supreme Petrochem Limited - Stakeholders Relationship Committee - Member

Mr. Raheja may be deemed to be concerned or interested to the extent of 5,14,06,327 equity shares held by him in the Company. He does not have any *inter se* relation with any other Director or any employee of the Company, except Mr. Akshay Raheja, a Director of the Company. Mr. Raheja has attended 4 Board meetings during the year ended March 31, 2023.

In terms of Section 152(6) of the Companies Act, 2013 ('the Act') Mr. Raheja is liable to retire by rotation and being eligible has offered himself for re-appointment. Mr. Raheja drew remuneration by way of sittings fees of ₹ 0.02 Crore during the financial year ended March 31, 2023.

Mr. Rajan Raheja shall be paid remuneration by way of fees for attending meetings of Board of Directors or Committees thereof, reimbursement of expenses for participating in the Board or Committee Meetings and profit related commission as recommended by the Nomination & Remuneration Committee and approved by the Board from time to time within the limits stipulated under the Act.

Mr. Vivek K. Agnihotri (DIN : 02986266), aged 63 years, was appointed as Executive Director & CEO (Cement) on the Board of Directors since August 17, 2015. Mr. Agnihotri has a rich and varied experience in the cement industry of over 35 years. Mr. Agnihotri was the Chief Corporate Services Officer at Ambuja Cement Limited, Mumbai in charge of corporate strategy, business risk management, M&A, CSR, land, environment, sustainability, alignment with group companies ACC/Lafarge/Holcim and special projects (coal, greenfield, etc.) prior to joining the Company. He joined ACC in 1987 and held a series of assignments in sales, marketing and commercial services and as Business Head before holding position of Chief Corporate Services Officer since January 2015. Prior to his joining ACC, Mr. Agnihotri has worked with

DCM Limited. Mr. Agnihotri has done B.A. - Economics (Hons) and MBA - Marketing from University of Delhi.

Mr. Agnihotri is not a Director of other Boards and not a Chairman/Member of Committees of other Boards as on March 31, 2023.

Mr. Agnihotri does not have any *inter se* relation with any other Director or any employee of the Company. Mr. Agnihotri has attended 4 Board meetings during the year ended March 31, 2023. Mr. Agnihotri does not hold any shares in the Company.

In terms of Section 152(6) of the Act, Mr. Agnihotri is liable to retire by rotation and being eligible has offered himself for re-appointment. Mr. Agnihotri drew remuneration of ₹ 3.74 Crores during the financial year ended March 31, 2023 (for remuneration details, please refer the Corporate Governance Report). Mr. Agnihotri will be paid remuneration as per existing approved terms of appointment.

Mr. Anil Kulkarni (DIN : 10186252), aged 52 years, holds a Bachelor Degree of Civil Engineering and has completed Post Graduation in Marketing. Mr. Kulkarni brings with him 26 years of rich experience with in depth business insight and knowledge of the Ready Mix Concrete industry. Earlier he has worked with ACC Limited and UltraTech Cement Limited. Before joining the Company in July 2022, his last assignment

was with Infra.Market where he held the position of 'National Head-Concrete'.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Anil Kulkarni as an Additional Director and Whole time Director designated as Executive Director & CEO (RMC) of the Company for a period of three years with effect from July 1, 2023. Pursuant to Section 161(1) of the Act, Mr. Anil Kulkarni holds office up to the date of this meeting.

Mr. Kulkarni is not a Director of other Boards and not a Chairman/Member of Committees of other Boards as on March 31, 2023.

Mr. Kulkarni does not have any *inter se* relation with any other Director or any employee of the Company. Mr. Kulkarni has attended 3 Board meetings (as invitee) during the year ended March 31, 2023. Mr. Kulkarni does not hold any shares in the Company.

In terms of Section 152(6) of the Act, Mr. Kulkarni shall be liable to retire by rotation on his appointment. Mr. Kulkarni drew remuneration of ₹ 0.87 Crore during the financial year ended March 31, 2023 as CEO (RMC). Mr. Kulkarni will be paid remuneration as per approved terms of appointment.

PRISM JOHNSON LIMITED

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