



THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,
R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

SH/SE/

03.09.2022

BSE Limited
Corporate Relationship Dept.
First Floor New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

Scrip Code : 530005

Scrip Code : INDIACEM

Dear Sirs,

Sub.: Annual General Meeting

Ref. : Our letter dated 12.08.2022

This is to inform you that the 76th Annual General Meeting (AGM) of the Company will be held at 10.30 A.M. (IST) on Wednesday, the 28th September 2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

In pursuance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose the following:

1. Annual Report for the year ended 31st March 2022; and
2. Notice convening the 76th Annual General Meeting of the Company.

Thanking you,

Yours faithfully,
for **THE INDIA CEMENTS LIMITED**

Encl.: As above

COMPANY SECRETARY

✓CC: National Securities Depository Ltd
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
MUMBAI 400 013.

Central Depository Services (I) Ltd.
25th Floor, Marathon Futurex
N.M. Joshi Marg
Lower Parel (East)
MUMBAI 400 013.

Luxembourg Stock Exchange
P O Box 165
L-2811 Luxembourg
Grand Duchy of Luxembourg
EUROPE.



India Cements

Launch of the new Super Kings

Sri N. Srinivasan, Vice Chairman and Managing Director, Smt. Rupa Gurunath, Wholetime Director, Sri R. Srinivasan, Executive President (Finance & Accounts) and Sri R. Parthasarathy, Chief Marketing Officer, with all State Marketing Heads at the launch of two New Cement Products, Concrete Super King and Halo Super King.

76th Annual General Meeting

| | | |
|------------------------|---|---|
| Date | : | 28 th September 2022 (Wednesday) |
| Time | : | 10.30 A.M. (IST) |
| Mode of conducting AGM | : | Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) |

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THE INDIA CEMENTS LIMITED



BOARD OF DIRECTORS

| | |
|---------------------------------------|--|
| Sri N. Srinivasan | Vice Chairman & Managing Director |
| Smt. Chitra Srinivasan | |
| Smt. Rupa Gurunath | Wholetime Director |
| Sri S. Balasubramanian Adityan | |
| Sri Basavaraju | |
| Sri S. Christopher Jebakumar | (Nominee of IDBI Bank Limited) |
| Sri Krishna Prasad Nair | |
| Smt. Lakshmi Aparna Sreekumar | |
| Smt. Nalini M Ratnam | (Nominee of Life Insurance Corporation of India) |
| Sri T.S. Raghupathy | |
| Sri V. Ranganathan | |
| Smt. Sandhya Rajan | |
| Sri Sanjay Shantilal Patel | |
| Sri K. Skandan | |

AUDITORS

| | |
|--|---|
| Messrs K.S. Rao & Co. Chartered Accountants 7-B, 7 th Floor, Century Plaza, 560-562, Anna Salai, Chennai - 600 018. | Messrs S. Viswanathan LLP Chartered Accountants 17, Bishop Wallers Avenue (West) Mylapore, Chennai – 600 004. |
|--|---|

CEMENT FACTORIES

REGISTERED OFFICE

“Dhun Building”
827, Anna Salai
Chennai – 600 002.

TAMILNADU

Sankarnagar, Tirunelveli District.
Sankari, Salem District.
Dalavoi, Ariyalur District.

ANDHRA PRADESH

Chilamkur, Kadapa District.
Yerraguntla, Kadapa District.

RAJASTHAN

Nokhla, Banswara District.

TELANGANA

Vishnupuram, Nalgonda District.
Malkapur, Ranga Reddy District.

CORPORATE OFFICE

“Coromandel Towers”
93, Santhome High Road
Karpagam Avenue
R.A.Puram
Chennai – 600 028.

GRINDING UNITS

TAMILNADU

Vallur Village,
Tiruvallur District.

MAHARASHTRA

Parli Vaijnath,
Beed District.

Website: www.indiacements.co.in

RMC UNITS

Tamil Nadu, Karnataka and Telangana



THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

Registered Office : "Dhun Building", 827, Anna Salai, Chennai – 600 002.

Corporate Office: 'Coromandel Towers', 93, Santhome High Road,

Karagam Avenue, R.A.Puram, Chennai – 600 028.

Website: www.indiacements.co.in E-Mail Id: investor@indiacements.co.in

Phone: 044-28521526 / 28572100 / 400 Fax: 044-28517198

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventysixth Annual General Meeting of The India Cements Limited will be held at 10.30 A.M [Indian Standard Time] (IST) on Wednesday, the 28th September, 2022, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of Directors and Auditors thereon.
- 2 To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Report of Auditors thereon.
- 3 To declare dividend on Equity Shares for the financial year ended 31st March, 2022.
- 4 To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt. Chitra Srinivasan (DIN: 01094213) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."
- 5 To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Sri T.S.Raghupathy (DIN: 00207220) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."

Appointment of Auditors and fixation of remuneration:

- 6 Reappointment of M/s. S.Viswanathan LLP, Chartered Accountants as Joint Statutory Auditors:
To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) M/s. S.Viswanathan LLP, (Registration No.004770S / S200025), Chartered Accountants, Chennai, be and are hereby reappointed as one of the joint Statutory Auditors of the Company for a second and final term of five consecutive years to hold office from the conclusion of the Seventysixth Annual General Meeting until the conclusion of the Eightyfirst Annual General Meeting, on a remuneration of ₹ 35 Lakhs (Rupees Thirty Five Lakhs only) for the financial year 2022-23 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee."
- 7 Appointment of M/s. Brahmayya & Co., Chartered Accountants as Joint Statutory Auditors:
To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) M/s.Brahmayya & Co., (Registration No. 000511S), Chartered Accountants, Chennai, be and are hereby appointed as the other joint Statutory Auditors of the Company (in the place of M/s.K S Rao & Co.), for the first term of five consecutive years to hold office from the conclusion of the Seventysixth Annual General Meeting until the conclusion of the Eightyfirst Annual General Meeting, on a remuneration of ₹ 35 Lakhs (Rupees Thirty Five Lakhs only) for the financial year 2022-23 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

8 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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of ₹ 20 Lakhs (Rupees Twenty Lakhs only) payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of applicable tax, travelling and out of pocket expenses, for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (Organic and Inorganic Chemicals) Units for the year ending 31st March, 2023, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

NOTES:

- 1 Explanatory Statement is annexed to the Notice of the Seventysixth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 and Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Items No. 6 to 8.
- 2 Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking reappointment at the Annual General Meeting are annexed hereto for Items No. 4 & 5 of the Notice convening the 76th Annual General Meeting of the Company.

- 3 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021 and 5th May 2022 respectively issued by Ministry of Corporate Affairs, Government of India (“MCA”) and Circulars No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by Securities and Exchange Board of India (SEBI), companies are permitted to conduct the Annual General Meeting (AGM) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). Accordingly, the Seventysixth Annual General Meeting of the Members of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (‘Virtual AGM’), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at ‘Dhun Building’, 827, Anna Salai, Chennai – 600 002.

National Securities Depository Limited (‘NSDL’) will be providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-Voting, participating in the meeting through VC / OAVM and vote during the AGM through e-Voting system is explained in Note No.20 below and is also available on the website of the Company at www.indiacements.co.in.

Members are hereby informed that the Seventysixth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Seventysixth Annual General Meeting of the Company.

- 4 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) and the General Circulars No. 20/2020, 02/2021 and 02/2022 dated 5th May, 2020, 13th January, 2021 and 5th May 2022 respectively issued by MCA and Circulars No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by Securities and Exchange Board of India (SEBI), the Annual Report containing the Notice of Seventysixth Annual General Meeting, financial statements, Board’s report, Auditors’ report and other documents required to be attached therewith are being sent only by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.



In line with the Circulars issued by MCA, the Annual Report containing the said documents including Notice of AGM is also made available on the Company's website 'www.indiacements.co.in' and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com from where it can be downloaded. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, where the equity Shares of the Company are listed. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company.

Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 5 The attendance of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 7 Corporate Members intending to authorize their representatives to attend the AGM through VC/OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC/OAVM and cast their votes through e-Voting.
- 8 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 in Note No.20 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and 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.

In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder, who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.

- 9 The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at www.indiacements.co.in and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.
- 10 The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2022 to 28.09.2022 (both days inclusive).
- 11 The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 27.10.2022 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 21.09.2022. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

Members are requested to update their KYC, Bank account details including residential status and Permanent Account Number (PAN) and Category as per Income Tax Act (IT Act), with their DPs (where the shares are held in demat form) and with the RTA (where the shares are held in physical form) on or before 15.09.2022 in order to process the dividend payment directly into their bank accounts on the payout date and to be in compliance with Tax Deducted at Source (TDS) requirement under IT Act.

Shares held in physical form: Shareholders who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Services (ECS) or any other means (“Electronics Bank Mandate”), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending following details / documents, in addition to the documents mentioned in the above para, to the Company / RTA:

- a) Name and Branch of the bank in which dividend is to be received;
- b) Bank account type;
- c) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
- d) 11 digit IFS Code;
- e) 9 digit MICR Code Number; and
- f) Self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly.

Shares held in Demat Form: Please contact your Depository Participant (DP) and get your e-mail ID and Bank Account details registered / updated in your Demat Account by your DP.

In the event the Company is unable to pay the dividend to any Shareholder by electronic means, due to non-registration of Bank Account, the Company shall dispatch the dividend warrant to such Shareholder.

12 **DEDUCTION OF TAX AT SOURCE ON DIVIDEND:**

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with effect from 01.04.2020. The Company is required to deduct Tax at Source (TDS) from the dividend payable to the Shareholders at prescribed rates in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable for various categories of Shareholders, members are requested to refer to the Income Tax Act for the same and update their details viz., Residential Status, PAN, Category with their Depository Participants (in case shares are held in Demat form) or forward the same to the Company / RTA at investor@indiacements.co.in / corpserv@integratedindia.in (in case shares are held in physical form).

Declaration in Form No. 15G / Form 15H, as applicable, fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before 15.09.2022. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in. No communication would be accepted from members beyond 15.09.2022 regarding the tax on dividend matters.

- 13 Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email:corpserv@integratedindia.in.

Members holding shares in physical form are requested to notify all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc., to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.

Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.

- 14 Unclaimed dividends upto and including the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto 1994-95 may claim the same from the Registrar of Companies, Tamil Nadu-I, Chennai, No.26, Haddows Road, Chennai 600006, in the prescribed form which will be supplied by the Company / RTA on request.



- 15 Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2012-13 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31st March, 2016 to 31st March, 2021 which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF established under Section 125 of the Companies Act, 2013 on the respective due dates of transfer. Shareholders who have not encashed dividend warrant(s) so far for the financial years ended 31st March, 2016 to 31st March, 2021 are requested to make their claim forthwith to the Company / RTA. In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2012-13 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website at www.indiacements.co.in under the heading "Investors Corner". No dividend was declared for the financial year 2014-15 and hence, no unclaimed dividend and its corresponding shares are due to be transferred to IEPF during the financial year 2022-23. It may be noted that all benefits, if any, which may accrue in future on the shares transferred to IEPF, including bonus shares, dividend, etc. will be credited / transferred to the IEPF account. Any claim in respect of the said shares / dividend so transferred, may be submitted online to IEPF Authority in the prescribed e-form IEPF-5 by following the procedures laid down in the Rules, available on the IEPF website: www.iepf.gov.in. In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 31.03.2021 and hosted the same on the Company's website: www.indiacements.co.in under the heading "Investors Corner".
- 16 Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company / RTA. The said forms are available at the Company's website at www.indiacements.co.in. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participants.
- 17 Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
- 18 SEBI has mandated submission of PAN, KYC and nomination details by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its Circulars dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA. The forms for updating the same are available at the Company's website at www.indiacements.co.in. Members holding shares in electronic form are requested to submit the said details to their depository participant(s). The folios of holders of physical securities, wherein any one of the aforesaid document / details are not available on or after April 01, 2023, shall be frozen by our Registrar and Share Transfer Agent (RTA). The securities in the frozen folios shall be:
- eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
 - eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.
 - 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.

19 In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise equity shares held by them in physical form. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25.01.2022, mandated listed Companies to issue the securities in dematerialized form only, while processing the following service request viz., 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 and Transposition. Members holding shares in physical form are requested to submit such service request in Form ISR 4 along with necessary documents / details specified therein, as prescribed by SEBI.

20 Electronic Voting (e-Voting):

- I In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide to its members the facility of remote e-voting and voting through e-voting system during the AGM to cast their vote on resolutions, in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- II The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled / eligible to cast their vote again.
- III The remote e-voting period commences on 24.09.2022 at 9:00 A.M. (IST) and ends on 27.09.2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21.09.2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21.09.2022.
- IV Smt. P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-Voting process in a fair and transparent manner.

V THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING:

The procedure to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system




A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode :

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |



| | |
|---|---|
| | <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL. | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |

| | |
|---|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants. | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|---|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | 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 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact **Ms. Pallavi Mhatre, Senior Manager** at e-mail ID: evoting@nsdl.co.in or write to National Securities Depository Limited (NSDL) at Trade World, ‘A’ Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of 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 and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views / ask questions / seek any information during the meeting with regard to any items of business to be transacted at the AGM may register themselves as a speaker by sending their request from their registered email ID in advance i.e., on or before 22nd September, 2022 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, PAN and mobile number to the Company at investor@indiacements.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance i.e., on or before 22nd September, 2022 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, mobile number and PAN at investor@indiacements.co.in. These queries will be replied to by the company suitably.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- VI The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21.09.2022.
- VII Any person, who acquires shares of the Company and becomes a member of the Company after forwarding the notice and holding shares as of the cut-off date i.e. 21.09.2022, may obtain the login ID and password by sending an email to investor@indiacements.co.in or corpserv@integratedindia.in or evoting@nsdl.co.in by mentioning their DP ID and Client ID No.
- VIII A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM.
- IX The Scrutinizer shall immediately after the conclusion of e-voting at the AGM through VC /OAVM mode, first download and count the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than forty-eight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.indiacements.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

(By Order of the Board)
for **THE INDIA CEMENTS LIMITED**

S.SRIDHARAN
COMPANY SECRETARY

Place : Chennai
Date : 12.08.2022

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED, VIDE ITEMS NO. 4 & 5 OF THE NOTICE CONVENING THE 76TH ANNUAL GENERAL MEETING OF THE COMPANY

| | | | |
|----|--|---|--|
| i) | Name of the Director | : | Smt. Chitra Srinivasan |
| | Director Identification Number (DIN) | : | 01094213 |
| | Date of Birth | : | 31 st July 1949 |
| | Date of appointment on the Board as Director | : | 5 th March 2010 |
| | Category of Directorship | : | Promoter, Non-executive Director liable to retire by rotation. |
| | Date of last reappointment as Director | : | 28 th September 2020 |
| | Expertise in specific functional areas | : | Industry, Management and Administration |
| | Qualification | : | B.Sc. |
| | Brief Profile / Experience | : | Smt. Chitra Srinivasan is a Director of the Company, since 2010. Besides her industry knowledge and expertise in management and administration, she involves herself in various philanthropic and social welfare activities mainly supporting the needy by providing shelter, food, education, skill development, self-employment, healthcare, sports, games, etc. |
| | Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner | : | 78580 |
| | List of outside Directorships held in Listed / Public Companies | : | Nil |
| | Chairman / Member of the Committees of Board of Directors of the Company | : | Nil |
| | Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director | : | Not Applicable |
| | Relationships between directors inter-se / Key Managerial Personnel | : | Spouse of Sri N.Srinivasan, Vice Chairman & Managing Director and Mother of Smt. Rupa Gurunath, Wholetime Director |
| | Listed entities from which the Director has resigned in the past three years | : | Nil |



| | | | |
|-----|--|---|--|
| ii) | Name of the Director | : | Sri T.S.Raghupathy |
| | Director Identification Number (DIN) | : | 00207220 |
| | Date of Birth | : | 4 th November 1951 |
| | Date of appointment on the Board as Director | : | 6 th November 2020 |
| | Category of Directorship | : | Non-independent, Non-executive Director liable to retire by rotation |
| | Date of last reappointment as Director | : | 8 th September 2021 |
| | Expertise in specific functional areas | : | Management & Administration, Marketing, etc. |
| | Qualification | : | B.Com., M.M.S. |
| | Brief Profile / Experience | : | Sri T.S.Raghupathy has held various positions in the Company and retired as Senior Executive President in March 2014 and was a Special Advisor to the Company until October 2020. He has more than 3 decades of extensive and varied experience in the Company in-charge of Marketing, Operations, Administration, Human Resource Management etc., and has more than 4 decades of experience in the Cement Industry, as a whole. |
| | Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner | : | 129078 |
| | List of outside Directorships held in Listed / Public Companies | : | Coromandel Sugars Limited India Cements Investment Services Limited Industrial Chemicals and Monomers Limited |
| | Chairman / Member of the Committees of Board of Directors of the Company | : | Nil |
| | Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director | : | Coromandel Sugars Limited Audit Committee - Chairman |
| | Relationships between directors inter-se / Key Managerial Personnel | : | Nil |
| | Listed entities from which the Director has resigned in the past three years | : | Nil |

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE SEVENTYSIXTH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEMS NO. 6 to 8 OF THE SAID NOTICE

Items No. 6 & 7

M/s. K.S.Rao & Co., Chartered Accountants, (Registration No.003109S) and M/s. S.Viswanathan LLP, Chartered Accountants, (Registration No.004770S / S200025) were appointed as statutory auditors of the company at the Seventyfirst Annual General Meeting (AGM) held on 4th September, 2017, for a term of five years commencing from the conclusion of Seventyfirst AGM till the conclusion of the Seventysixth AGM and they would be completing their term of office at the ensuing AGM.

Based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 27th May, 2022, recommended the:

- reappointment of M/s.S.Viswanathan LLP, (Registration No.004770S / S200025), Chartered Accountants, for a second and final term; and
- appointment of M/s.Brahmayya & Co., (Registration No. 000511S) Chartered Accountants, in the place of M/s. K.S. Rao & Co, Chartered Accountants, for the first term

of five consecutive years to hold office from the conclusion of the Seventysixth Annual General Meeting until the conclusion of the Eightyfirst Annual General Meeting for approval of the members, at the existing remuneration of ₹ 35 Lakhs each for the year 2022-23 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee.

Brief Profile of Statutory Auditors:

- M/s.S.Viswanathan LLP : The Firm was established in the year 1951 and its Registration No. with ICAI is 004770S. The Firm is based in Chennai having branches in Bangalore and Coimbatore. M/s.S.Viswanathan LLP has 7 Partners and are Auditors for Various Corporates.
- M/s.Brahmayya & Co.: The Firm was established in the year 1932 and its Registration No. with ICAI is 000511S. The Firm is based in Chennai having branches across India like Bangalore, Hyderabad, New Delhi, and Visakhapatnam. M/s.Brahmayya & Co. has 8 Partners and are Auditors for various Corporates.

There is no material change in the terms of reappointment / appointment, including the remuneration proposed to be paid to M/s.S.Viswanathan LLP and M/s.Brahmayya & Co., for the year ending 31st March, 2023.

The Company has obtained written consent and certificate from the Auditors confirming that their appointments, if made, shall be in accordance with the conditions and criteria laid down under the Companies Act, 2013 and they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India.

The Board of Director places on record its appreciation for the valuable services rendered by M/s. K.S. Rao & Co.

The Board after considering the credentials of M/s.S.Viswanathan LLP, Chartered Accountants and M/s.Brahmayya & Co., Chartered Accountants recommend the ordinary resolutions as set out in Items No. 6 & 7 of the Notice convening 76th AGM of the Company for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

Item No.8

The Board of Directors at its meeting held on 27th May, 2022, based on the recommendation of the Audit Committee, approved the appointment of Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2023 at a remuneration of ₹ 20 lakhs, besides reimbursement of applicable tax, travelling and out of pocket expenses.



In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence, the Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice convening the 76th Annual General Meeting of the Company for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Place : Chennai
Date : 12.08.2022

(By Order of the Board)
for **THE INDIA CEMENTS LIMITED**
S.SRIDHARAN
COMPANY SECRETARY

TEN YEARS IN BRIEF - FINANCIAL INFORMATION YEAR ENDED 31ST MARCH

| | | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 | 2021 | 2022 | |
|--------------------------------------|---|---------|--------|---------|--------|--------|--------|--------|--------|--------|--------|---------------|
| Sales & Earnings | | | | | | | | | | | | |
| 1. | Sales and other Income | ₹ Lakhs | 523155 | 512324 | 502857 | 483359 | 579404 | 536013 | 565896 | 508528 | 446012 | 472983 |
| 2. | Profit/(Loss) before tax | ₹ Lakhs | 25236 | (16240) | 2945 | 20031 | 26002 | 11611 | 9342 | (6841) | 32271 | 5403 |
| 3. | Cash Generated (internally) (before tax) | ₹ Lakhs | 53420 | 11399 | 28736 | 41833 | 51709 | 37205 | 34472 | 17844 | 56461 | 27382 |
| Assets @ | | | | | | | | | | | | |
| 4. | Fixed Assets (Net) | ₹ Lakhs | 448128 | 426250 | 367484 | 350232 | 710069 | 696754 | 689006 | 702160 | 685707 | 695907 |
| 5. | Investments | ₹ Lakhs | 95783 | 94554 | 158522 | 158469 | 61646 | 58834 | 69462 | 73695 | 74615 | 77951 |
| Capital & Reserves | | | | | | | | | | | | |
| 6. | Share Capital | ₹ Lakhs | 30718 | 30718 | 30718 | 30718 | 30815 | 30815 | 30990 | 30990 | 30990 | 30990 |
| 7. | Reserves and Surplus * | ₹ Lakhs | 331945 | 315716 | 295533 | 305837 | 480175 | 489218 | 492980 | 510501 | 530806 | 550818 |
| 8. | Shareholder's Fund | ₹ Lakhs | 362663 | 346434 | 326251 | 336555 | 510990 | 520033 | 523970 | 541491 | 561796 | 581808 |
| Net worth, EPS & Dividend | | | | | | | | | | | | |
| 9. | Net worth per equity share | (₹) | 118.06 | 112.78 | 106.21 | 109.56 | 165.82 | 168.75 | 169.07 | 174.73 | 181.28 | 187.74 |
| 10. | Earnings per equity share | (₹) | 5.32 | (5.29) | 0.96 | 4.49 | 5.45 | 3.47 | 2.07 | 6.62 | 7.15 | 7.46 |
| 11. | Equity Dividend Per share | (₹) | 2 | - | - | 1 | 1 | 0.80 | 0.80 | 0.60 | 1 | 1 |

* Figures for the year 2013 to 2016 exclude revaluation reserve and deferred income and after adjustment of deferred revenue expenditure.

@ The figures shown for the year 2013 to 2016 are as per the revised Schedule VI / Schedule III format.

The figures shown for the years 2017 to 2022 are as per Ind AS and includes financials of Trinetra Cement Limited and Trishul Concrete Products Limited, the amalgamated companies and hence are not comparable to previous years' figures.



DIRECTORS' REPORT

Your Directors have pleasure in presenting their **Seventysixth Annual Report** together with audited accounts for the year ended 31st March 2022.

| | ₹ in Crore | |
|--|---|----------------|
| | For the year ended 31 st March | |
| | 2022 | 2021 |
| FINANCIAL RESULTS | | |
| Profit before Interest, Depreciation & Tax | 477.84 | 829.56 |
| Less: Finance costs | 204.02 | 264.95 |
| Less: Depreciation / Amortization | 219.79 | 241.90 |
| Profit Before Tax | <u>54.03</u> | <u>322.71</u> |
| Current Tax | 39.31 | 50.30 |
| MAT credit entitlement | 0.00 | 87.65 |
| Deferred Tax | <u>(24.26)</u> | <u>(37.28)</u> |
| Tax Expenses | <u>15.05</u> | <u>100.67</u> |
| Profit/(Loss) After Tax | <u>38.98</u> | 222.04 |
| Other Comprehensive income (net) | <u>192.13</u> | <u>(0.40)</u> |
| Total Comprehensive income | <u>231.11</u> | 221.64 |
| Add : Surplus brought forward from last year | 1353.19 | 1175.14 |
| Less: Dividend | 30.99 | 18.59 |
| Less: Transfer to General Reserve | 0.00 | 25.00 |
| Surplus carried forward | <u>1553.31</u> | <u>1353.19</u> |

DIVIDEND & RESERVES

The Board of Directors has recommended a dividend of ₹ 1/- per equity share of ₹ 10/- each on 30,98,97,201 equity shares of ₹ 10/- each for the year ended 31st March, 2022, including proportionate dividend on 1,165 equity shares having calls in arrears. The proposed dividend, on approval by the shareholders at the ensuing Annual General Meeting, will be met out of surplus in the Statement of Profit and Loss in the Balance Sheet.

The Company has not transferred any amount to the reserves for the year ended 31st March, 2022.

SHARE CAPITAL

The paid up equity share capital of the Company was ₹ 309.90 crores as on 31st March, 2022 comprising 30,98,97,201 equity shares of ₹ 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), a Management Discussion and Analysis Report is given in Annexure 'B'.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015, a report on Corporate Governance and Auditors' Certificate confirming its compliance are included as part of the Annual Report and are given in Annexure 'C' and Annexure 'D' respectively. Further, a declaration on Code of Conduct signed by the Vice Chairman & Managing Director in his capacity as Chief Executive Officer of the Company is given in Annexure 'E'.

BUSINESS RESPONSIBILITY REPORT (BRR)

Pursuant to Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, a Business Responsibility Report is given in Annexure 'F'.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

A Report on CSR activities of the Company during the year 2021-22 is given in Annexure 'G'.

LICENCES & RECOGNITIONS

The Company's Sankar Nagar and Sankari plants have been awarded "Occupational Health, Safety and Environment Awards 2020-Appreciation Award" by the National Safety Council.

The Company's Sankari works has also won the Bronze Award in CII-SR EHS Excellence Awards 2021 from CII for its commitment in Environment Health and Safety practices.

The Company's Chilamkur works received appreciation from the Bureau of Indian Standards for consistent quality maintenance for more than 25 years in March'22 during the "Iconic Week under Azadi ka Amrit Mahotsav."

The Company's Yerraguntla works and Parli Grinding Unit have also been granted Environment Management System for Quality Management and Environmental management and Occupational Health and Safety Management System by Bureau of Indian Standard.

Besides the above, Malkapur mines, Yerraguntla mines and Vishnupuram works have also won several safety awards and environmental conservation awards during mines safety week celebrations.

OPERATIONS

A brief of the Company's performance has been outlined in the Management and Discussion Analysis section. The economic recovery was visible after worst downturn in 2020 in the wake of Corona virus. The cement industry also staged a come back from the 4th Quarter of 20-21 with the pickup in construction activities after the second wave of Covid. This smart recovery, however, was impacted by the record rains and floods in some of the Southern States. As per information available from Department of Industrial Policy and Promotion (DIPP), the cement industry has recovered to register a growth of more than 20% during the year under review. However, South lagged behind with a moderate growth of 8% only with huge capacity overhang.

On the other hand, the industry was worst hit with record increase in the price of thermal coal and petcoke together with the ever-increasing petroleum product prices. This had impacted the bottom line of the industry in general. With the improvement in offtake, while the pan India players were able to recover portion of the huge cost impact, the industry in South could not pass on this cost impact due to severe competition and lesser demand.

Viewed from this backdrop, the performance of the company was severely impacted with the lesser growth in capacity utilization and dented by the significant cost push. The overall volume of the company was up by only 2%. The net plant realization remained constant with a marginal improvement of 1%. The increase in variable cost on account of substantial impact of increase in coal price was 21% and this resulted in a lower contribution for the company. For instance, the uncompensated increase in variable cost alone was over ₹ 400 per ton or ₹ 350 crores.

While the total revenue increased by 6% to ₹ 4730 crores from ₹ 4460 crores, the expenditure was substantially higher on account of increase in power and fuel cost resulting in an EBIDTA of ₹ 478 crores a drop of 42% as compared to ₹ 830 crores in the previous year. The interest and other charges were lower at ₹ 204 crores (₹ 265 crores) while depreciation was at ₹ 220 crores (₹ 242 crores). The resultant profit before tax was lower at ₹ 54 crores as compared to ₹ 323 crores in the previous year. After considering other comprehensive items, the total comprehensive income for the year was however marginally higher at ₹ 231 crores (₹ 222 crores).

The Company continued to exercise control on the fixed cost which was much lesser than pre-pandemic levels. Capacity utilization of the Company was lesser than that of peers on account of the company restricting its despatches to low contribution areas.

Going forward, with all the predictions of improved cement demand as outlined elsewhere and given the infra push by the Central and State Governments, it is expected that this downtrend would get reversed in the near term.



During the year, the Shipping division had deployed its ship on the coastal movement of cargo and earned an income of ₹ 33 crores (₹ 27 crores) while RMC sales was up at ₹ 116 crores (₹ 86 crores). The RMC volume was at 2.61 lakh cu.m as compared to 2.13 lakh cu.m.in the previous year.

EXPANSION / MODERNISATION

Given the low capacity utilisation, the Company has not envisaged any further expansion at this juncture and any such action will be taken up based on improved market conditions. However, the Company is committed to complete the installation of energy efficient cement mill at Sankarnagar works and the Waste Heat Recovery System at Chilamkur works during the current financial year.

SUBSIDIARIES & ASSOCIATES

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rules, the Audited Consolidated Financial Statement of the Company and of all the Subsidiary and Associate Companies is enclosed. A separate statement containing the salient features of the audited financial statement of all the Subsidiary and Associate Companies is also enclosed in Form AOC-1, (Annexure H) as prescribed under the Companies Act, 2013 and the Rules made thereunder.

POLICY ON DETERMINATION OF MATERIAL SUBSIDIARIES

The Company has, as on date, 13 subsidiaries controlled through shareholdings in such Companies, none of which is material.

SUBSIDIARIES

SPRINGWAY MINING PRIVATE LIMITED AND NKJA MINING PRIVATE LIMITED

The company has purchased 184.53 Ha of limestone bearing lands at Pawai Tehsil, Panna District and 68.55 Ha of land for setting up a cement plant at Gaisabad Tehsil, Damoh District in Madhya Pradesh. Environmental clearance for Pawai mines has been obtained. Process of obtaining environmental clearance for setting up plant is in progress.

Springway Mining Private Limited became wholly-owned subsidiary of The India Cements Limited with effect from 27th June, 2022.

COROMANDEL ELECTRIC COMPANY LIMITED

The gas based Power Plant at Ramanathapuram was able to maintain the total generation (Net) for the year at 208 million KWH as against 164 million KWH in the previous financial year. The Company has achieved a plant load factor of 92.34% as against 73.02% in the previous year which was impacted due to outbreak of COVID-19 pandemic. While the Company had sold 19 million KWH of power to the cement plants of The India Cements Limited located in Tamil Nadu, the balance power of 189 million KWH was sold to other group captive consumers. The Company had earned a gross operating income from operations of ₹ 93.41 crores and a net profit of ₹ 13.51 crores for the year under review.

COROMANDEL TRAVELS LIMITED

The Company has not operated any charters during the financial year. The Company has planned to commence charter operations during the ensuing financial year.

PT. COROMANDEL MINERALS RESOURCES, INDONESIA AND COROMANDEL MINERALS PTE LIMITED, SINGAPORE

During the year under review, the Company through its Operating Company Viz. PT Mitra Setia Tenah Bumbu, Indonesia which owns and operates coal mining, has mined a quantity of 4.25 Lakh MTs of Coal and sold 4.26 Lakh Tons. There was no sale to The India Cements Limited.

INDIA CEMENTS INFRASTRUCTURES LIMITED

The company has completed the first phase of the property development in Coimbatore and has initiated necessary action for development of the second phase. The Company has also recently signed a Joint Development Contract for the development and sale of plots on its land at Naranammalpuram, near Tirunelveli.

ASSOCIATE COMPANIES

COROMANDEL SUGARS LIMITED

The Company, during the year under review, crushed 6.61 Lakh MT as against 6.57 Lakh MT in FY 21. Apart from the lower availability of cane from the non-command areas consequent to recommissioning of nearby sugar Mills, the Company also faced the challenges of Harvest labour Shortage and heavy rains in Q3, disrupting the daily cane schedule and thereby severely affecting the production of sugar and Power generation and exports.

The recovery was 9.50% as against 9.56% in the previous year, the sugar production was 6.27 Lakh Quintals, more or less the same levels of last year. Power exports were 320 Lakh units (as against 372 Lakh units in FY 21). The sugar sales (including exports of White sugar and Raw sugar) were 7.49 Lakh Quintals (as against 7.03 Lakh Quintals in FY 21). The Company also achieved higher realisations in the sale of both Sugar and its by-products - Molasses and Power. The EBIDTA was ₹ 39.03 crores (as against ₹ 46.65 crores in FY 21). The Company has initiated measures for improving the cane from Command areas and is hopeful of improved crushing volumes in the near future.

The country's sugar production for this Sugar Season (SS) 2021-22, is expected to be 360 lakh MT (after diversion of an estimated sugar equivalent of 34 lakh MT for Ethanol production) - up by about 16% compared to the production of 311 lakh MT (after diversion of an estimated sugar equivalent of 20 lakh MT for Ethanol production) in SS 2020-21. The country's exports are expected to be 90 lakh MT, achieved without any subsidy from the Government, and due to this the closing inventory as at 30th Sept 22 is expected to be 70 lakh MT and this is likely to help in stable prices in the current year.

The FRP of cane for SS 2021-22 was revised to ₹ 290 per Quintal, up from ₹ 285 per Quintal fixed for SS 2020-21. However, there has been no increase in the unremunerative MSP (minimum selling price, below which Mills cannot sell) of ₹ 31/- per Kg, which was last revised in Feb 2019 and hence the disconnect between sugarcane prices, fixed by the Government and the Sugar prices, which are market driven, continued. During the year, while the Government continued with its support measures of monthly sugar releases and fixation of MSP, higher prices for Ethanol supplies to OMCs etc, the subsidy for sugar exports, was discontinued.

As per the preliminary estimates of ISMA, the expected Sugar output for the SS 2022-23 will be 355 lakh MT (after expected diversion of 45 lakh MT for Ethanol). Considering an expected consumption of 275 lakh MT and closing stock at the same levels of this year (about 70 lakh MT), there will be surplus of 80 Lakh MT, which needs to be exported. The company hopes for continued support of the Central and State Governments in this regard.

The Company's performance during the year depends on the Industry's ability to export the surplus volume, which in turn depends on the international prices for Sugar / subsidies, if any extended by the Government, apart from the success of its efforts for increasing the crushing volumes.

INDIA CEMENTS CAPITAL LIMITED (ICCL)

The main focus of the Company continues to be on various fee-based activities such as Full-Fledged Money Changing [FFMC], Travel & Tours and Forex Advisory Services. The Company's FFMC division continues to enjoy the status of Authorised Dealers, Category II. The wholly owned subsidiary viz. India Cements Investment Services Limited (ICISL) is in Stock Broking. The main operation of the Company, which largely depends on the tourism industry is slowly coming out of the impact of COVID-19 pandemic. The consolidated gross income from operations of ICCL was ₹ 314.64 lakhs during the year under review as against ₹ 240.71 lakhs in the previous year and the consolidated Net profit after tax was ₹ 24.51 lakhs as against a Net Loss of (₹ 27.26) lakhs in the previous year. Overall comprehensive income was ₹ 24.51 lakhs for the year as against a Net Loss of (₹ 27.26) lakhs in the previous year.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

In accordance with Section 134(5)(e) of the Companies Act, 2013 and Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, the Company has an Internal Financial Control Policy and Procedures commensurate with the size and nature of operations and financial reporting. The Company has defined standard operating procedures covering all functional areas like sales, marketing, materials, fixed assets etc.



The Company has engaged the services of Chartered Accountant firms for carrying out internal audit of all its plants as well as marketing offices. The internal auditors have been given the specific responsibility to verify and report on compliance of standard operating procedures. The auditors have reported that there are adequate financial controls in place and are being followed by the Company. This has been further explained in the Management Discussion and Analysis Report.

RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of SEBI (LODR) Regulations, 2015, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and mitigation thereof.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In accordance with Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established a Vigil Mechanism and has a Whistle Blower Policy. The Policy has been uploaded on the Company's website at www.indiacements.co.in.

The Company has always been encouraging its employees to give constructive criticism and suggestions, which will better the overall prospects of the Company and its various stakeholders. The Company will continue to adopt this as a cornerstone of its Personnel Policy.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti-sexual harassment policy in line with the requirements of the captioned Act and Rules made thereunder. There was no complaint of harassment reported during the year.

POLICY ON DEALING WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions entered 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. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company other than those disclosed in Note No. 41.13 of the standalone financial statements for the financial year 2021-22.

TRANSACTIONS WITH RELATED PARTIES

Particulars of contracts or arrangements with related parties for the financial year ended 31st March, 2022 are provided in Note No. 41.13 of the standalone financial statements of the Company. There are no material related party transactions and all related party transactions entered during the year under review are in the ordinary course of business and on an arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Accordingly, the disclosure in Form No. AOC 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 is not applicable.

Securities and Exchange Board of India advised the Company to classify Sri Saradha Logistics Private Limited (SSLPL) as Related Party and to make all disclosures and other compliances consequent to such classification. Accordingly, the Company has classified SSLPL as a Related Party and made disclosures in Note No. 41.13(b) of the standalone financial statements for the financial year 2021-22.

LOANS / GUARANTEES / INVESTMENTS ETC UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans, investments and guarantees covered under Section 186 of the Companies Act, 2013, are given in Notes to the standalone financial statements for the financial year 2021-22.

ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

There has been no order passed by any Regulatory authority or Court or Tribunal impacting the going concern status and future operations of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 1st April, 2022 and the date of this report other than those disclosed in the financial statements.

OTHER DISCLOSURES

During the year 2021-22, the Company has neither made any application nor has any proceedings pending under the Insolvency and Bankruptcy Code, 2016. There was no instance of one-time settlement with any Bank or financial institutions.

ANNUAL RETURN

The extract of the Annual Return of the Company for the financial year ended 31st March, 2022 is made available at the Company's website at www.indiacements.co.in.

PUBLIC DEPOSITS

Your Company has not been accepting deposits from public and shareholders since 16th September 2013 and there were no unclaimed deposit(s) due to be repaid or transferred to Investor Education and Protection Fund (IEPF) as on 31st March, 2022.

CONSERVATION OF ENERGY, ETC.

Necessary particulars regarding conservation of energy etc., as per provisions of Section 134 of the Companies Act, 2013 are set out in Annexure A.

RESEARCH & DEVELOPMENT

During the year, your Company spent ₹ 64.82 lakhs towards revenue expenditure on the R&D department.

DIRECTORS

Under Article 98 of the Articles of Association of the Company and in terms of Section 152(6) of the Companies Act, 2013, Smt. Chitra Srinivasan and Sri T.S. Raghupathy, Directors, retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for re-appointment.

Brief particulars of Directors eligible for reappointment are annexed to the Notice convening the 76th Annual General Meeting of the Company.

Sri. N.Srinivasan, Vice Chairman & Managing Director and Smt.Rupa Gurunath, Wholetime Director of the Company are related to Smt.Chitra Srinivasan and are also related to each other. No other director is related to them or each other.

The details of shares and convertible instruments held by non-executive directors are given in Annexure 'C'.

INDEPENDENT DIRECTORS

A statement on declaration given by independent directors under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 has been received by the Company. The details of familiarization programme for independent directors are available in the Company's website www.indiacements.co.in.

In the opinion of the Board, the independent directors are persons of high integrity and repute and possess the requisite proficiency, expertise and experience and fulfil all the conditions specified in the Act and Rules made thereunder and are independent of the management.



FAMILIARIZATION PROCESS

Senior management personnel of the Company, on a structured basis, interact with directors from time to time to enable them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology and risk management and such other areas. The directors also are facilitated to visit Company's plants to familiarize themselves with factory operations.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013:

"We confirm

1. That in the preparation of the accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That such Accounting Policies have been selected and applied consistently and made judgments 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 31st March, 2022 and of the profit of the Company for the year ended on that date.
3. That 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.
4. That the annual accounts for the year ended 31st March, 2022, have been prepared on a going concern basis.
5. That internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
6. That proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively."

REMUNERATION

As prescribed under Section 197(12) of the Companies Act, 2013 ("Act") and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are given in Annexure 'I'. In terms of provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing names of the employees drawing remuneration and other particulars, as prescribed in the said Rules forms part of this report. However, in terms of 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. The said information is available for inspection at the Registered Office of the Company during working hours and any member who is interested in obtaining these particulars may write to the Company Secretary of the Company.

BOARD MEETINGS

During the year, five Board Meetings were held. The details of the meetings of the Board and its Committees are disclosed in the Corporate Governance Report in Annexure 'C'.

AUDIT COMMITTEE

The Audit Committee of the Board acts in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 and other applicable provisions of SEBI (LODR) Regulations, 2015, as amended, from time to time. The Composition, the role, terms of reference and the details of the meetings of the Audit Committee are disclosed in the Corporate Governance Report (Annexure 'C'). There has been no instance, where the Board had not accepted any recommendation of the Audit Committee.

EVALUATION OF BOARD / BOARD COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as evaluation of the working of its Committees.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a Policy for selection and appointment of Directors, Key Managerial Personnel (KMP) and other employees and their remuneration for implementation. The said policy is available on the Company's website at www.indiacements.co.in.

Broadly, the performance of the employee concerned and the performance of the Company are the fundamental parameters determining the remuneration payable to an employee. More specifically, there will be reciprocity in the matter of remunerating executive directors, KMPs and other employees.

At the middle and lower levels of management, the yardsticks of assessment are different. The ability to speedily execute policy decisions, sincerity, devotion and discipline are the main attributes expected.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of the Company for the purpose of Companies Act, 2013 are Sri N.Srinivasan, Vice Chairman & Managing Director (Chief Executive Officer), Smt. Rupa Gurunath, Wholetime Director, Sri.R.Srinivasan, Executive President (Finance & Accounts) (Chief Financial Officer) and Sri S.Sridharan, Company Secretary.

PERSONNEL

Industrial relations continued to remain cordial during the year.

AUDITORS

As per the provisions of Section 139 of the Companies Act, 2013, the term of office of M/s. K.S.Rao & Co., and M/s.S.Viswanathan LLP, Chennai, as Statutory Auditors of the Company, will conclude from the close of the 76th Annual General Meeting of the Company.

Based on the recommendations of the Audit Committee, it is proposed to appoint M/s.Brahmayya & Co., Chartered Accountants, Chennai in the place of M/s.K.S.Rao & Co., and reappoint M/s.S.Viswanathan LLP, Chartered Accountants, Chennai, as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of the 76th Annual General Meeting until the conclusion of the 81st Annual General Meeting, subject to the approval of shareholders and resolutions in this respect are included in the Notice convening the 76th Annual General Meeting of the Company.

The Board of Directors places on record its appreciation for the valuable services rendered by M/s.K.S.Rao & Co.

The Auditors' Report does not contain any qualification, reservation or other remarks.

INTERNAL AUDITORS

Messrs. Capri Assurance and Advisory Services, Gopalaiyer & Subramanian, Kalyanasundaram & Associates, Bala & Co., Sudarasanam & Associates, P.S.Subramania Iyer & Co. and Chaturvedi SK & Fellows, have been appointed as Internal Auditors for the year 2022-23.

COST AUDITOR

In terms of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, the Company has made and maintained the cost accounts and records for the year ended 31st March, 2022.

Sri S.A.Muraliprasad, Cost Accountant, Chennai has been appointed as Cost Auditor for the year 2022-23 at a remuneration of ₹ 20 lakhs. The remuneration is subject to ratification of members and hence is included in the Notice convening the 76th Annual General Meeting of the Company.



SECRETARIAL AUDITOR

Smt.P.R.Sudha, Practising Company Secretary, has been appointed as Secretarial Auditor of the Company for the year 2022-23. Secretarial Auditor's Report in Form MR-3, as prescribed under Section 204(1) of the Companies Act, 2013 read with Rule-9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as Annexure 'J'. The Secretarial Audit Report does not contain any qualification, reservation or other remarks.

ACKNOWLEDGEMENT

The Directors are thankful to the Financial Institutions and the Bankers for their continued support. The Directors also thank the Central Government and the various State Governments for their support. The stockists continued their excellent performance during the year and the Directors are appreciative of this. The continued dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai

Date : 12th August, 2022

ANNEXURE 'A' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

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

The company has got a group of plants of different vintage with varying levels of energy consumption. All the plants are operating to their optimum systemic efficiencies. However, energy conservation measures as an ongoing exercise are also being undertaken as mentioned hereunder:

A. Conservation of Energy:

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

- (a) Replacement of DC motor with AC motor alongwith VFD fan undertaken.
- (b) Replacement of lighting system with LED lamps at factory and colony.
- (c) Further investments on power banks wherever required to ensure improvement in power factor.
- (d) Compressor air optimization study undertaken in main as well as in the power plants.
- (e) Routine regular load study of all sections to reduce idle running and the losses.
- (f) Additive apron feeder changed into VFD resulting in power saving.
- (g) Fan volume optimization study undertaken.
- (h) Replacement of VCM Exhaust fan/impeller with high efficiency fan/impeller.
- (i) Carried out continuous process diagnosis study at Banswara plant to improve the output of the various section.

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

- (a) The company continues to use the power from non conventional energy source of Wind Mills.
- (b) Based on the availability near its locations, the company also use alternate fuel like agricultural waste, plastic waste, paper waste, wood chips, etc.
- (c) Solar fencing and lights have also been installed replacing conventional lighting in its plants and mines magazine area.
- (d) The company is one of the pioneer in using power from Waste Heat Recovery System at its Vishnupuram unit.

(iii) Further capital investment on energy conservation equipment:

- (a) The company is in the advanced stage of completion of energy efficient cement mill at Sankar Nagar duly replacing old cement mills.
- (b) The company is also in the process of installing second Waste heat Recovery System at Chilamkur plant.
- (c) Proposals are on for conversion of Pneumatic conveying system to Belt Bucket Elevator system for silo feed as well as kiln feed.
- (d) Automation of packing and loading system to reduce manpower and power consumption being undertaken at one of the units.
- (e) Preheater top cyclone modification and duct modification for reducing exit temperature, pressure drop and improvement in efficiency.
- (f) Upgradation of Preheater ESP fan motors with VFD motors.
- (g) Proposals for installation of Solar power nearby its plant locations through Joint ventures.

Impact of measures at (i) and (ii) above for reduction of energy consumption and consequent impact on cost of production of goods:

While the capacity utilization continued to be lower, the market shift in the form of higher OPC content in the overall mix blocked the way of further reduction in energy consumption and it was marginally higher at 91 units against 88 units in the year while the heat consumption was at the same level. All the above proposals and further investments are expected to reduce the power by 5 to 6 units per ton of cement and heat consumption by 15 to 20 Kcal per Kg of clinker with normal capacity utilisation.



B. Technology Absorption:

Particulars given in Form A annexed.

C. Foreign exchange earnings & outgo:

(a) Activities relating to exports, initiatives taken to increase exports, development of new exports markets for products & services and export plans:

There was no significant export sale during the year under review.

(b) Total foreign exchange used and earned:

| | Current Year | Previous Year |
|-----------------|---------------------|---------------|
| Earned ₹/Crores | Nil | 0.87 |
| Used ₹/Crores* | 16.09 | 3.26 |

(* Excludes import of goods)

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai

Date : 12th August, 2022

FORM A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

Research and Development (R & D) :

1. Specific areas in which R&D carried out by the Company

2. Benefits derived as a result of above R & D

3. Future plan of actions

4. Expenditure on R & D:

(a) Capital

(b) Recurring

(c) Total

(d) Total R&D expenditure as a percentage of total turnover

The company has started an in-house R&D department during December 1999 with a specified objective of carrying of R&D projects in development of expert systems for the Mills and kilns optimization, Benchmark studies of our Cement Plants, optimization of process systems and parameters ensuring product improvement and cost reduction.

: Nil

: A sum of ₹ 64.82 lakhs has been spent during the year for the functioning of R & D department.

: ₹ 64.82 Lakhs

: 0.014

Technology absorption, adaptation and innovation:

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.

2. Benefits derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution etc.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:

(a) Technology imported

(b) Year of Import

(c) Has technology been fully absorbed

(d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plans of action.

Not applicable

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai

Date : 12th August, 2022



ANNEXURE 'B' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF THE ECONOMY:

The world economy staged a smart recovery in 2021 after the worst ever downturn in 2020 in the wake of the spread of the Coronavirus (Covid19) which had severely disrupted economic activity and global trade in a number of countries. After global GDP shrunk by 3.5% in 2020, it was estimated to have grown by 6.1% in 2021 as per IMF projection. World Bank also estimated rebounding of global growth to 5.5% in 2021. However, this smart recovery has hit a road block with the outbreak of Russian Ukraine war resulting in sanctions being imposed and hence, the recovery phase of the global economy is expected to be sluggish in the short term.

INDIAN ECONOMY: ROBUST RECOVERY TO PRE-PANDEMIC LEVELS:

Indian economy witnessed a smart pick up from the 4th quarter 20-21 due to rapid vaccination coverage as well as accommodative fiscal policy support and with surge in the economic activity duly reaching pre-pandemic level of growth. With the recovery gaining momentum in terms of various high frequency economic indicators, the overall growth is estimated at around 8.7% in 21-22 against contraction of 6.6% in the previous fiscal.

SECTORAL PERFORMANCE:

As in the previous years, agriculture and allied sector remained a bright spot in 2021-22 with 3% growth in GVA (against 3.3% in 2020-21). The good rainfall reported in both South-West and North-East monsoons, good storage levels in major reservoirs, better farm practices and marketing facilities and increased availability of farm inputs and crop loans improved the prospects of farm sector and rural economy. Food grain production touched a new record last year.

Last year, the industrial and services sectors also posted recovery with improved consumption and demand on the back of stepped up public spending. Index of Industrial production grew by 11.3% in 2021-22 (against the contraction of 8.4% in 2020-21) aided by the revival in private investments on projects, growth in manufacturing sector, power generation and mining activity.

Credit off take also improved during the year. The Government had fiscal headroom to meet the fiscal target with buoyancy in tax revenue and additional resource mop up.

CORE SECTOR GROWTH:

The cumulative growth of core sector or infrastructure sector in 2021-22 was 10.4% (compared to a contraction of 6.4% in 2020-21) driven by higher production of steel, cement and natural gas.

CONSTRUCTION & HOUSE BUILDING ACTIVITY:

The construction sector also staged a smart recovery and grew by 11.5% against the contraction of 7.3% in the previous year.

SERVICES SECTOR:

Last year, GVA of services sector grew by 8.2% (compared to a contraction of 8.4%) aided by the recovery in sub-sectors like trade, transport, IT, communication, travel, tourism and financial services.

CEMENT INDUSTRY:

The cement industry which staged a sizable pick-up in demand from the 4th quarter of 20-21, hit a road block with severe monsoon resulting in floods in some of the States in the South. The industry suffered severe increase in the cost of production due to record increase in the price of thermal coal and petcoke together with ever increasing petroleum product prices. While the price of diesel

had gone up by more than 20% during the year under review, the price of coal and petcoke had more than doubled impacting the bottom line of the industry severely. The industry suffered further setback with the out-break of Russian war with Ukraine resulting in sanctions being imposed on Russia and its exports fuelling further shortage of coal and oil in the market.

But the demand growth sustained during the year surpassing pre-pandemic levels due to pent up demand and increase in infrastructure spending by the Governments. However, the overall capacity utilization was still around 63 to 64% only. As mentioned above, the increase in cost, on account of power and fuel, adversely impacted profitability and the industry was unable to increase the cement prices to cover the increase in cost.

As per the information published by DIPP, the industry had registered a growth of 21% for the year. While the growth rates were higher in other regions, as per information available, South witnessed a moderate growth of 8% only for the year and marginal 2% growth in the last quarter. It is to be noted that the impact of unprecedented monsoon and second and third wave of the pandemic were severe in Tamil Nadu, Kerala, Karnataka and Maharashtra impacting the industry in South which resulted in slow recovery of the economic activities in this region.

It may be noted that post pandemic, the work from home and anywhere concept has turned highly popular in urban and semi urban centres. Added to that the Governments thrust on capital expenditure for infrastructure creation augur well for the industry. Demand for Housing is also expected to be better with the easy availability of home loans at lower rates and the income tax rebates in the budget leading to improved construction activity.

In addition to the Union Government, the States thrust on higher spending on roads, metro rail projects and other infrastructure projects also augur well for pick up in cement demand.

Sustaining pre-pandemic levels of growth is the biggest challenge being faced by the industry given that there are frequent disturbances on account of new variants of Covid-19 impacting parts of the country, triggered by the continued increase in international commodity prices, increasing inflation and the continuance of the Russian Ukraine war.

COMPANY PERFORMANCE:

As earlier pointed out, the cement industry in South had to be content with lower capacity utilization as compared to the players situated in other regions due to intense competition and lower demand growth and the performance of the Company has to be viewed with this backdrop.

The production and sales performance of the Company for the year are as under:

| | Lakh Tonnes | | |
|------------------------|--------------|---------|--------------------------|
| | 2021-22 | 2020-21 | Increase / (Decrease) |
| Clinker production | 67.60 | 60.88 | 11% |
| Cement Production | 88.34 | 83.41 | 6% |
| Cement & Clinker sales | 90.70 | 89.02 | 2% |

Low volume and increased cost of production resulted in sub optimal performance for the Company for the year under review. The growth rate of the Company was slightly lesser than that of peers, as the Company, as a prudent policy, restricted its despatches to unremunerative markets. The growth rate of the Company was only 5% in cement sales as compared to last year. The clinker sales was hampered with the rising cost and reduction in selling prices in the eastern markets.

The overall clinker production was at 67.60 lakh tons with a growth rate of around 11%. The cement sales volume was 88.30 lakh tons (84.50 lakh tons) with a growth of 5% while the clinker volume was lower at 2.32 lakh tons (4.52 lakh tons) a de-growth of 50%. The overall volume was accordingly 90.70 lakh tons (89.02 lakh tons). The capacity utilisation of the company was at 58% marginally higher than 57% in the last year. The lower capacity utilisation was due to prolonged disturbance due to second wave of Covid which impacted the main markets Tamil Nadu, Kerala, Karnataka, Maharashtra and which was further fuelled by substantial increase in the price of coal together with its shortage in the availability in the market.

While the Company could not achieve major reduction in variable cost, its on-going efforts on pruning down the fixed cost continued with strict control on contract labour, administrative and marketing overheads, travelling and other expenses which was substantially lower than pre-pandemic levels. The Company also encouraged Work From Home concept for all the administrative



staff and advocated higher usage of technology for communication between plants saving in administrative overheads. Despite lower capacity utilisation and profitability, the company could manage to meet all its obligations to bank and financial institutions.

With the re-alignment of markets during the year and with more concentration in Maharashtra markets, the blended cement proportion in the overall mix was impacted. Despite the increased OPC content in the overall mix, the power consumption was maintained at 91 units against 89 units in the previous year and heat consumption was maintained as that of previous year.

In order to increase its market presence, the company is embarking on value added and application based products like Concrete Super King (CSK) and Halo Super King (HSK) duly broad basing the brand value associated with it towards the end of the year.

With substantial increase in the price of fuel, packing materials and diesel, the variable cost increased by 21% while the NPR improved only by 1% resulting in drop in EBIDTA to ₹ 478 crores as compared to ₹ 830 crores in the previous year. The interest charges were lower at ₹ 204 crores (₹ 265 crores), while depreciation was at ₹ 220 crores (₹ 242 crores). The resultant profit before tax and extra ordinary items was substantially lower at ₹ 54 crores compared to ₹ 323 crores in the previous year.

BUSINESS RISK AND MITIGATION:

The company's risk management process is designed to identify potential risks that can impact its operations or finance or legal compliance, etc. The Board of directors regularly review and discuss the risk management framework and suggest mitigation processes.

The overall ambit of risks include market competition, materials, environment and sustainability, security, health and safety, credit risk and liquidity risk and so on.

The first and foremost risk that is faced by the cement industry in South in general is the supply overhang resulting in lower capacity utilisation. With major portion of the limestone deposits in India having been identified in Andhra Pradesh and Karnataka, there is huge capacity built up in the South which is saddled with infrastructure bottleneck in moving the surplus to the needy areas of eastern and north eastern States. Hence, as compared to all India players, the industry in the South has been struggling with intense competition and lower capacity utilisation. To overcome this risk, the Company has embarked upon new segments of products based on application like CSK, HSK to broad base its sales. The increase in demand for housing coupled with the huge outlay by the Central and State Governments in infrastructure is expected to mitigate this risk to a large extent in the years to come. The Company also believes that the enhanced market share should come from improved demand and not through reduction in price.

The next risk faced by the industry is the ever increasing stringent standards by the environmental authorities on emissions, sustainability, etc. Accordingly, the environment regulations are getting changed quite often with more and more stringent conditions. The deviations are viewed seriously by the Regulators resulting in issue of closure notice of the establishments. The company has been complying with all the regulations relating to emissions of Co₂, Sox and Nox and other green gas emissions if any. All the emission levels at various locations of the plant are measured through Ambient Air Quality measurements which are directly linked to the respective State Pollution Control Board. The Company has invested heavily on the replacement of ESPs with bag filters, upgrading of transformers, controllers, water spray system, etc. to ensure compliance with the environment regulations.

Another risk faced by the industry is the availability of fuel namely coal and petcoke. With the poor quality of Indigenous coal available in India and with its cost per Kcal being high together with the non availability, the industry has been resorting to import of coal and petcoke from various countries. During the year under review, there was an unprecedented and record increase in the price of fuel impacting the bottom line of the industry in general. Added to that, the availability of good quality petcoke and US coal become scarce due to closure of some of the establishments in US gulf due to Covid impact. With a ban on Australian coal imports into China and with its increased dependence on Indonesian coal, the overall coal price shot up during the year. This was compounded by the Russian Ukraine war resulting in sanctions being imposed on its exports resulting in further shortage of fuel and oil in world trade. All these factors led to huge increase in the price of fuel. The Company judiciously changed its fuel mix based on the availability of fuel and based on cost per Kcal and also used alternate fuels like plastic wastes, agricultural waste, rice husk, etc., based on its availability. The ever increasing cost of fuel is however a risk which continues to haunt the industry and will be mitigated once the demand position improves paving way for passing on the in-put cost increase.

On the power front, the company is reasonably secured with a combination of Gas based power plants, Waste Heat Recovery System, Wind Mills and low cost power through shareholding in APGPCL alongwith Thermal Power plants. With the cost of thermal power going up on account of coal cost increase, the Company judiciously operated its power plants taking advantage of the low cost power from state owned grids or through Open access power in addition to its own internal resource.

With the introduction of MMDR Act and Regulations thereon the process of getting leases for own limestone mines have also become cumbersome. The process is also getting delayed through tougher environmental regulations, wildlife clearances, public hearing, land acquisition besides the risk of getting leases in auction. The Company is reasonably secured for its limestone requirements through valid leases with many of them getting extended upto 2030. The company is also in the process of obtaining more leases through auction of its own limestone mines.

While the other raw materials requirements of fly ash, laterite, slag, etc. are met through the nearby sources from the plant, the upward movement in their price is also a risk but given the low impact of the same, the same is expected to be passed on.

The ever increasing price of diesel and other petroleum products also caused a dent in the cost of production and also in the logistics cost. While the diesel price had moved by 20% during the year, with rationalisation of freight rates and distance, reduced godown movements, increase in IGST sales, reduced movements to east and far east markets, the Company could reduce the impact on its logistics to around 7 to 8% during the year under review.

With higher dependence on imported coal and petcoke and to certain extent imported gypsum, the Company has exposure to US dollar and other foreign currency and any unfavourable movement against rupee can impact the cost of operations. The Company, as a prudent policy, has been following the process of hedging and its risk mitigation are also being reviewed by the Board periodically.

With the evolution of information technology and more and more dependence on the same, there have been manifold increase in the risk attached to it. In addition to data loss, the cyber security also assumes importance as any attack can impact the business operation and all its assets. The Company management has been carrying out vulnerability of the systems and impact assessment audits using experts in the field.

Adequate back up system for its critical servers together with firewalls have been created. The Board is also apprised of the steps taken in this regard.

With the variations in the profitability caused by the fluctuations in selling price and cost, the interest rate in long term borrowings are also exposed of fluctuations based on ratings. The Company, however, addressed the same by managing through floating and fixed rates of its financial liabilities and also through refinancing wherever required.

Cement business is also dependent on various approvals, consents, permits and licenses from various authorities and your company is exposed to various legal regulatory and litigation risks. While the Company duly comply with the rules and regulations of company law, mines laws, corporate governance, public disclosures, etc. there are certain litigations pending and they are being addressed as part of routine through engagement of appropriate legal counsels.

Credits risk has also become part of routine of the cement industry in general. The Company also extends credit to its customers in the normal course of business be it trade or non-trade. While trade sales are majorly secured through customer deposits, higher exposure in non-trade which is vulnerable is an area of risk. The Company, however, reviews all the outstanding on a case to case basis and creates provision wherever required based on expected credit losses.

Motivating quality manpower and retaining them is also a very big challenge. As earlier indicated, the attrition rate for the company is very low as pro-active steps have been taken to improve the morale, working environment, maintaining excellent employer and employee relationship. Over the years, the Company has brought down its permanent employee strength and cost thereon through various measures without impacting its operations.

HEALTH & SAFETY:

- The company follows “Safety First” approach in its activities. Health and safety occupy the top priority item in the agenda of operations of the Company.
- The company has built a robust safety management system based on the experience in the past which undergo changes according to the enhanced requirements with more and more automation.
- Safety committees have been formed at all manufacturing units with representation from management as well as workers and they play a significant role in achieving the objective of “Safety First”.
- The policy on Health and Safety for the Company not only covers the employees but third parties visiting each facility duly recognising their entitlement for safety and healthy environment.



- The company has prepared a Safety, Health and Environment policy (SHE) which mentions the objectives, ownership and accountability for the health and safety of its constituents.
- Suitable SOPs have been devised detailing the list of activities to be done to ensure compliance of these protocols.
- During the pandemic wave 2 also the Company has ensured the safety of all constituents coming into the plant or in the colony through various codes of conduct mentioning Dos and Don'ts and ensuring social distancing.
- A total ban on travel was also imposed along with work from home concept to reduce spread of infection.
- The Company has taken care of health and safety of its employees through vaccination including their family members.
- As part of CSR, the Company conducted vaccination camps in villages nearby and also constructed shelters for government initiatives of mass vaccination.
- SHE policy covers the risk involved right from receipt of materials in handling, plant operations, mining operations, hot meal handling, protocols of working at height, etc.
- Safety audit programmes were conducted even during pandemic time.
- In addition to providing Personal protection equipments, stringent rules have been framed for strict compliance to the safety protocols.
- Daily safety prayer meetings and Oaths are being undertaken.
- Frequent safety review meetings being conducted in rotation at the plants alongwith safety audit by the committees.
- To improve the employee morale, the Company has created facilities for playing cricket, badminton, tennis and has provided GYM, recreation facilities, ladies clubs, etc. at its locations.
- Medical facilities alongwith Ambulance service for emergency treatments are also provided at all the locations.
- Safety celebrations at the factory and mines are periodically conducted and the Company has won many safety awards for the safety practices.
- During the pandemic time, the Company has provided oxygen generators and other essentials like sanitizers, mask, etc to the nearby villages and also to the camps conducted by the local authorities.

ENVIRONMENT AND SUSTAINABILITY:

- Maintaining sustainable environment through meeting all the norms of environment regulations without compromising on the standards is the motto of the Company.
- As part of sustainability, the Company rigorously follows a policy of improving efficiencies through reducing in-put resources, providing livelihood to the local entrepreneurs, improving green area in all its locations, etc.
- The Company is also focussed to reduce the greenhouse gas emissions and ensure water conservation and community development to achieve sustainable environment.
- During the Covid year, due to reduced capacity utilisation much savings could not be achieved on energy conservation front for improving the environment further. However, generation of power from renewable resources like Windmills, WHRS continued during the year under review reducing carbon emission.
- The Company has framed high governance standards, shows respect for nature and social responsiveness towards the nearby community.
- As earlier mentioned, the Company is forerunner and earliest to get license for Blended Cement Proportion duly reducing the carbon content in its overall cement.
- The Company is complying with all the Rules and Regulations which are continuously monitored at all the critical points by the Pollution Control Boards.
- Suitable changes in the raw mix, fuel mix have also been effected to ensure compliance of Sox and Nox standards.

- The Company has replaced all the ESPs with bag filters as per Energy management programme.
- Afforestation at its plants are also being undertaken to conserve nature.
- As part of water conservation measures, the Company has been recycling waste water after treatment from Sewage Treatment Plants for gardening and other factory purpose.
- As part of environment sustainability for the surrounding villages the Company has been diverting the water collected from its mines through huge investments on pipelines for recharging the nearby village ponds and have also created ponds at the exhausted mines for the use of villages for agricultural development.
- The Company is installing one more Waste Heat Recovery System to reduce the overall carbon content in its electricity generation.
- The other initiatives include construction of Rain water Harvesting around its operating side of mines, factory and colony, etc.

COST MITIGATION MEASURES:

With the pandemic wave 2 hitting the Southern States more with higher mortality rate in the first quarter of the fiscal under review, the overall capacity utilisation was restricted and which also came in the way of further cost reduction. It should also be noted that the company has plants of various vintages with varying operating parameters.

Following covid protocol instructions of the Governments and shutdowns, the company could not achieve any significant improvement in its overall volume during the year which was only marginally higher by 2% when compared to that of previous year.

As earlier indicated, there was substantial increase in the price of coal which more than doubled during the year and the diesel price further increased by 20% during the fiscal.

Despite, all these adversities in the form of lower capacity utilisation, high cost of inputs and raw materials, the Company continued its on-going efforts in reducing the impact of all the above through various cost reduction measures.

On the raw materials cost front, the Company could restrict the increase to 8% despite the huge diesel price and other oil price increases during the year through judicious operations of its plant with varying cost of production.

The blending efficiency was maintained more or less at the same level as that of previous year.

The Company also utilised all the waste fly ash generated from its power plants as part of additives and also utilises the fly ash from their thermal power plants and waste like slag, chemical gypsum, wet fly ash, to name a few as part of this initiatives to reduce cost.

The Company has also optimised the cost of electricity through availing of low cost Gas power from APGPC and additional utilisation of power from state electricity boards, with a view to reduce the impact of increase in cost in thermal power generation which shot up substantially with unprecedented increase in coal price. Accordingly, the company could achieve an average rate of ₹ 5.39 per kwh as compared to ₹ 4.60 per kwh in the previous year, while the cost of own generation went up as high as ₹ 9 in the last quarter of the fiscal.

The company could not make any major headway in the use of alternate fuels as the availability of the same was scarce nearby all its facilities and the usage was maintained at the same level of previous year.

Despite, the steep increase in the price of packing materials which moved up between 16 to 37% depending upon its type, the company could still maintain the impact to around 13% only through usage of low cost BOPP bags duly substituting high cost paper bags.

All the efforts helped in ensuring an overall increase in variable cost of cement to 21% during the year while the major component of power and fuel alone went up by 43%.

On the fixed cost front, the Company could achieve substantial saving through reduction of contract labour at all its locations and could save more than ₹ 20 crores in the overall labour cost which was maintained as that of previous year despite the increase in DA, increase in minimum wages and compensation to managerial staff.

By continuing with the policy of work from home during the pandemic period and through reduction of travel and other administrative expenses, the overall fixed cost other than labour also was well under control during the year and was much lesser than pre-pandemic years.



While the price of diesel has substantially gone up, the Company could restrict the increase in logistics cost to only 8% over that of previous year through optimization of freight rates, godown movement, secondary movement and through IGST sales increase.

Mitigating the impact on costs caused by unprecedented increase in price of fuel and diesel was challenging and the Company did manage the situation through the above measures.

OUTLOOK

The world economy continues to pose challenge in the form of low growth due to continuous Russia- Ukraine war, disruption in supply chain and the surge in oil and commodity prices and inflation. IMF has projected a growth rate of only 3.2% for the world economy for the year 2022. World Bank has also predicted the global growth rate to decelerate to 2.9% from 4.1% forecast earlier.

However, India is expected to be resilient and one of the fastest economy across the globe. The global agencies and RBI predict the GDP growth to moderate 7.2% to 7.4% during the year. This is, however, due to global uncertainties created by the war, elevation of domestic inflation and depreciation of rupee against dollar since January'22.

However, capex driven fiscal path of the Government with a 35% jump in the overall capex plan is expected to provide a fillip to the economy. Further the initiative by the Southern States in giving push to housing, infrastructure development, irrigation, metro rail and road buildings augur well for the industry. With a prediction of good rainfall to continue this year, the rural economy is also expected to do well.

Cement demand on the back of the above, can be expected to remain strong and on track with the increased capex and construction activity. However, the mounting cost pressure caused by increase in global price of fuel and oil continues with its consequential impact on the bottom line. Hence, one can be cautiously optimistic for improvement in performance for the cement industry in the near future.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The industrial relations have been very cordial for the past many years and continued to remain the same during the year under review. The role of Human resources has evolved over a period of time. After many years of considerable reduction in its overall work force, the Company is focussed on improving the multitasking of its existing employees. Contemporary performance appraisal system for recognising the talents are being introduced alongwith focus on developing future leaders of the company.

As part of improving its marketing, suitable revamping is also being undertaken. The employees relationship remain very cordial as ever before.

With further reduction in employees count through retirements, the overall permanent employees strength has come down to 1912 (2036) at the end of the year.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a well-defined internal control system commensurate with size, scale and complexity of operation to support the business operations to ensure statutory compliance. The internal audit is carried out by a team of professional firms whose function is defined through internal audit charter, which includes inter alia transaction audit, systems audit and process audit. In order to maintain their independence and objectivity, the internal audit function directly reports to the Audit committee.

External auditors carry out concurrent audit of all the plants and offices which adds to the stability of the internal control systems. The detailed annual audit plan is rolled out and the same is approved by the Audit Committee. Suitable internal checks have been built in to cover all monetary transactions with proper delineation of authority, which provides for checks and balances at every stage. The Company has a strong system of budgetary control which covers all aspects of operations, finance, capital expenditure at micro level and on a monthly basis reported directly to top management. All the physical performances and efficiency parameters are monitored on a daily basis and actions are taken immediately. The Company has an Audit Committee of Directors to review financial statements to shareholders. The role and terms of reference of the Audit Committee cover the areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 177 of the Companies Act, 2013 besides other assignments referred to by the Board of Directors from time to time.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

| HIGHLIGHTS OF FINANCIAL PERFORMANCE: | ₹ Crores | |
|--|----------|---------|
| | 2021-22 | 2020-21 |
| Net Sales / Income from operations | 4713.11 | 4436.67 |
| Other Income | 16.72 | 23.45 |
| Total Income | 4729.83 | 4460.12 |
| Total Expenditure | 4251.99 | 3630.56 |
| Operating Profit | 477.84 | 829.56 |
| Operating Margin % | 10.10% | 18.60% |
| Interest & Finance Charges | 204.02 | 264.95 |
| Depreciation | 219.79 | 241.90 |
| Profit / (Loss) Before Exceptional items | 54.03 | 322.71 |
| Exceptional items | - | - |
| Profit / (Loss) Before Tax | 54.03 | 322.71 |
| Tax Expenditure/Deferred Tax / MAT | 15.05 | 100.67 |
| Profit / (Loss) After Tax | 38.98 | 222.04 |
| Other Comprehensive Income / (Expenditure) Net | 192.13 | (0.40) |
| Total Comprehensive Income | 231.11 | 221.64 |

Note: The increase in turnover was due to marginal increase in volume by 2% while the net plant realisation remained constant with very minimal increase of 1% only. The variable cost went up by 21% resulting in higher expenditure for the year under review. The increase in variable cost alone was more than ₹ 400 crores which was offset by reduction in fixed cost and marginal increase in the NPR and this resulted in a lower EBIDTA of ₹ 478 crores against ₹ 830 crores in the previous year. Interest charges were lower at ₹ 204 crores against ₹ 265 crores and depreciation was ₹ 220 crores against ₹ 242 crores, the net profit before tax was lower at ₹ 54 crores caused mainly by the increase in power and fuel cost. After reckoning other items, the total comprehensive income for the year was ₹ 231 crores against ₹ 222 crores in the previous year.

Key Financial Ratios:

| Ratio | | 2021-22 | 2020-21 | % change* |
|---|--|---------|---------|-----------|
| Debtors Turnover (Times) | Revenues from Operations/Average Trade Receivables | 6.45 | 7.06 | (9%) |
| Inventory Turnover (Times) | Revenue from Operations /Average Inventory | 6.65 | 6.29 | 6% |
| Interest Coverage Ratio (Times) | Profit before Finance cost, Tax and Exceptional items/Finance Cost | 1.26 | 2.20 | (43%) |
| Current Ratio (Times) | Current Assets/Current Liabilities | 0.89 | 0.67 | 31% |
| Current Ratio - excluding Current Maturities(Times) | Current Assets/Current Liabilities excluding Current Maturities | 1.11 | 0.87 | 27% |
| Debt to Equity Ratio - excluding short term borrowings and current maturities (Times) | Non current Borrowings /Total Equity | 0.33 | 0.35 | 6% |
| Debt to Equity Ratio - including short term borrowings and current maturities (Times) | Short term + long term debt + other fixed payments / Share holder's equity | 0.53 | 0.55 | 2% |
| Operating Profit Margin (%) | EBIDTA/Total Income | 10.10% | 18.60% | (46%) |
| Net Profit Margin (%) | Net Profit after tax/Total Revenue | 0.82% | 4.98% | (83%) |
| Return on Networkth (%) | Profit after tax/Average Shareholders Equity | 0.68% | 4.03% | (83%) |

* Figures in brackets represent adverse change



Note:

As already pointed out, the year under review saw a significant cost push which could not be compensated by increased selling price. This has resulted in aberration in some of the above mentioned ratios. While the volume remained at the same level of previous year, the EBIDTA for the Company dropped from ₹ 830 crores to ₹ 478 crores a drop of more than 42% and this resulted in a lesser interest coverage ratio and lesser operating profit margin. With the reduction in profit after tax to ₹ 39 crores from ₹ 222 crores in the previous year, the net profit margin and the return on net worth were impacted. With the substantial increase in fuel price, the absolute value of inventories went up during the year resulting in improvement in current ratio.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai

Date : 12th August, 2022

ANNEXURE 'C' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

CORPORATE GOVERNANCE

(As required by Schedule (V) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. MANDATORY REQUIREMENTS

1] Company's philosophy:

The Company's Philosophy on Corporate Governance aims at the attainment of the highest levels of transparency, accountability and responsibility in all operations and all interactions with its Shareholders, Investors, Lenders, Employees, Government and other Stakeholders.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders value, consistently over a sustained period of time.

2] Board of Directors:

The Board has 14 members consisting of a Vice Chairman & Managing Director and a Wholetime Director, seven Independent Directors and five Non-Executive Directors of whom two have been nominated by IDBI Bank Limited and Life Insurance Corporation of India.

The Board functions both as a full Board and through Committees. The Board and its Committees meet at regular intervals. The Board has constituted seven Committees viz., Audit Committee, Share Transfer Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee and Compensation Committee.

During the year 2021-22, five Board Meetings were held on 03.04.2021, 24.05.2021, 11.08.2021, 10.11.2021 and 11.02.2022. The composition of the Board, attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of other directorships and Committee memberships are given below:

| Sl. No. | Name of the Director | Category of Directorship | No. of Board meetings attended (From 01.04.21 to 31.03.22) | Attendance at last AGM | No. of other Directorships held in public companies | No. of Membership (M) / Chairmanship (C) in other Board Committee(s)* |
|---------|---|--|--|------------------------|---|---|
| | | | | | (As on 31/03/2022) | |
| 1. | Sri N.Srinivasan Vice Chairman & Managing Director | Promoter, Executive Director | 5 | Yes | 5 | 1 (C) |
| 2. | Smt. Chitra Srinivasan | Promoter, Non-Executive Director | 5 | Yes | Nil | Nil |
| 3. | Smt. Rupa Gurunath Wholetime Director | Promoter, Executive Director | 5 | Yes | 4 | 1 (M) |
| 4. | Sri S.Balasubramanian Adityan | Independent, Non-Executive Director | 5 | Yes | Nil | Nil |
| 5. | Sri Basavaraju | Independent, Non-Executive Director | 5 | Yes | Nil | Nil |
| 6. | Sri Christopher Jebakumar ¹ Nominee of IDBI Bank Ltd., in its capacity as Lender | Non-Executive Director | 5 | Yes | Nil | Nil |
| 7. | Sri Krishna Prasad Nair | Independent, Non-Executive Director | 5 | Yes | 1 | 1 (M) |



| Sl. No. | Name of the Director | Category of Directorship | No. of Board meetings attended (From 01.04.21 to 31.03.22) | Attendance at last AGM | No. of other Directorships held in public companies | No. of Membership (M) / Chairmanship (C) in other Board Committee(s)* |
|---------|--|-------------------------------------|--|------------------------|---|---|
| | | | | | (As on 31/03/2022) | |
| 8. | Sri K Skandan | Independent, Non-Executive Director | 5 | Yes | Nil | Nil |
| 9. | Smt. Lakshmi Aparna Sreekumar | Independent, Non-Executive Director | 5 | Yes | 4 | 3 (M) & 1(C) |
| 10. | Smt. Nalini Murari Ratnam Nominee of Life Insurance Corporation of India in its capacity as Shareholder | Non-Executive Director | 5 | Yes | Nil | Nil |
| 11. | Sri T.S.Raghupathy [#] | Non-Executive Director | 3 | Yes | 3 | 1 (C) |
| 12. | Sri V.Ranganathan ² | Non-Executive Director | 5 | Yes | 3 | 1 (M) & 2(C) |
| 13. | Sri Sanjay Shantilal Patel ³ | Independent, Non-Executive Director | 5 | Yes | Nil | Nil |
| 14. | Smt. Sandhya Rajan | Independent, Non-Executive Director | 5 | Yes | 2 | 2 (M) |

* Only Audit Committee and Stakeholders' Relationship Committees are considered for the purpose.

[#] Due to health issues on account of Covid-19, Sri T.S.Raghupathy could not attend two Board Meetings.

¹ Appointed as a Director of the Board w.e.f. 03.04.2021 by IDBI Bank Limited.

² Ceased to be an Independent Director consequent to the final term of office as Independent Director concluded on 28.08.2021 and appointed as a Non-executive Director liable to retire by rotation w.e.f. 29.08.2021.

³ Appointed as an Independent Director of the Board w.e.f. 03.04.2021.

The names of the listed entities in which Directors of the Company hold directorship and category thereof, as at 31st March, 2022, are furnished below:

| Sl. No. | Name of the Director | Name of the listed entity in which Directorship held | Category of Directorship |
|---------|-------------------------------|---|--|
| 1. | Sri N.Srinivasan | M M Forgings Limited | Non-Executive - Independent Director |
| 2. | Smt. Lakshmi Aparna Sreekumar | India Cements Capital Limited | Non-Executive - Independent Director |
| 3. | Sri V.Ranganathan | TTK Healthcare Limited Nitta Gelatin India Limited | Non-Executive - Independent Director Non-Executive - Independent Director |
| 4. | Sri Krishna Prasad Nair | Suryoday Small Finance Bank Limited | Non-Executive - Independent Director |

Disclosure of relationship between directors inter-se:

Smt. Chitra Srinivasan, Smt. Rupa Gurunath, Wholetime Director and Sri N.Srinivasan, Vice Chairman & Managing Director of the Company are related to each other. No other director is related to them or each other.

Independent Directors:

The Board has framed a 'Code for Independent Directors' as required under the Companies Act, 2013. Independent Directors are issued Letters of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

During the financial year 2021-22, Independent Directors met once i.e. on 11.02.2022.

The composition of and attendance at Committee of Independent Directors meeting are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|---|----------------------|--------------------------|
| 1. | Sri S.Balasubramanian Adityan, Chairman * | 1 | 1 |
| 2. | Sri Basavaraju | 1 | 1 |
| 3. | Sri Krishna Prasad Nair | 1 | 1 |
| 4. | Smt. Lakshmi Aparna Sreekumar | 1 | 1 |
| 5. | Smt. Sandhya Rajan | 1 | 1 |
| 6. | Sri Sanjay Shantilal Patel | 1 | 1 |
| 7. | Sri K Skandan | 1 | 1 |

* Lead Independent Director

During the year, no Independent director resigned before the expiry of his/her tenure.

Familiarisation programmes imparted to independent directors:

The Company has a familiarisation programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the Cement Industry, the business models of the Company etc. and the details of the same are available on the website of the Company i.e. www.indiacements.co.in.

At the time of appointing Independent Directors, an Appointment Letter incorporating their role, duties and responsibilities and the various terms and conditions of their engagement is issued for the acceptance of the Independent Directors.

When a new Independent Director is appointed, the Vice Chairman & Managing Director and Key Managerial Personnel of the Company brief him / her on the functioning of the Board and the nature of operations of the Company.

Independent Directors are provided with a copy of the Memorandum and Articles of Association of the Company, Company's in-house journal "Compass", the latest Annual Report, Code of Conduct for Directors and Senior Management and ICL Code of Conduct to Regulate, Monitor and Report Trading by designated persons.

Independent Directors are also advised from time to time, of the compliances required from them under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") and other relevant Rules and Regulations.

The provision of access to senior managerial personnel at Board / Board Committee meetings enables Independent Directors to interact with them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality and risk management and such other areas as may arise from time to time. The Senior Management also makes presentations on different areas to the Board / Board Committees for informed appreciation of issues being discussed.

Audio / visual presentations on operations are made to the Board / Audit Committee at the meetings.

Board Evaluation:

In terms of Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and Listing Regulations, it is required to have a formal annual evaluation of the performance of the Board, its Committees and the Directors individually.

In pursuance of the aforesaid provisions of the Companies Act, 2013 and Listing Regulations, including the Guidance Note issued by SEBI on Board Evaluation, the Board carries out the annual evaluation of its own performance, the working of its various Committees as well as the evaluation of its Directors individually.

The evaluation process comprises of both assessment and review, including analysis of the functioning of the Board and its Committees, the time spent by it in considering matters and whether the terms of reference of its Committees have been met, besides complying with the provisions of the Companies Act, 2013 and Listing Regulations.

The evaluation of the performance of the Board, its Committees and individual directors was done, after seeking inputs from all the Directors by way of a questionnaire. The questionnaire was prepared in a structured manner, ascertaining the individual directors various attributes and their roles in bringing values to the deliberation and discussions at meetings.



The evaluation of Directors was done by the entire Board of Directors, excluding the Director being evaluated. Each Director independently evaluates the performance and contribution of other Directors in the overall context of Board process and on the basis of performance evaluation, it was noted that all the Directors were discharging their role effectively and that their terms of appointment as Director would be extended / continued in the best interests of the Company.

The skills/expertise/competencies identified by the Board of Directors:

The Board of Directors has identified the following core skills, expertise, competence of Directors that would help them to function effectively in the conduct of business of the Company:

Industry Knowledge, Leadership, Business Strategy, Operations, Marketing, Taxation, Auditing, Finance and Investment, Governance, Compliance and Regulatory Services, Training, Management and Administration, CSR including Environment, Sustainability and Community Development and Compliance of Statutes.

The Board, after evaluation, ascertained that the directors possess the following skills, expertise and competence:

| Name of Director | Industry Knowledge | Leadership | Business Strategy | Operations | Marketing | Taxation, Auditing, Finance and Investment | Governance | Compliance and Regulatory Services | Training, Management and Administration | CSR, including Environment, Sustainability and Community Development. |
|-------------------------------|--------------------|------------|-------------------|------------|-----------|--|------------|------------------------------------|---|---|
| Sri N.Srinivasan | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smt. Chitra Srinivasan | ✓ | ✓ | ✓ | | | | ✓ | ✓ | ✓ | ✓ |
| Smt. Rupa Gurunath | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Sri S.Balasubramanian Adityan | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri Basavaraju | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri Krishna Prasad Nair | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri Krishnan Skandan | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smt. Lakshmi Aparna Sreekumar | ✓ | ✓ | | ✓ | | | ✓ | ✓ | ✓ | ✓ |
| Sri T.S.Raghupathy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri V.Ranganathan | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smt. Sandhya Rajan | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Smt. Nalini Murari Ratnam | ✓ | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ | ✓ |
| Sri Sanjay Shantilal Patel | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sri Christopher Jebakumar | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ | ✓ | ✓ |

3] Audit Committee:

The role and terms of reference of the Audit Committee cover the areas mentioned under Regulation 18(3) of Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors from time to time.

The Audit Committee met four times during the year i.e. 23.05.2021, 10.08.2021, 09.11.2021 and 10.02.2022. The composition of and attendance at Audit Committee meetings are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|---|----------------------|--------------------------|
| 1. | Sri S.Balasubramanian Adityan, Chairman | 4 | 4 |
| 2. | Sri V.Ranganathan ¹ | 3 | 3 |
| 3. | Smt. Sandhya Rajan | 4 | 4 |
| 4. | Sri Sanjay Shantilal Patel ² | 1 | 1 |
| 5. | Sri. T.S.Raghupathy ³ | 3 | 2 |

¹ Ceased to be a member consequent to the final term of Office as Independent Director concluded on 28.08.2021 and reappointed as a member w.e.f. 10.11.2021.

² Appointed as a member w.e.f. 10.11.2021.

³ Ceased to be a member w.e.f. 10.11.2021.

The Company Secretary is also Secretary to the Audit Committee.

There has been no instance, where the Board has not accepted any recommendation of Audit Committee.

4] **Nomination and Remuneration Committee & Policy:**

The role and terms of reference of the Nomination and Remuneration Committee cover the areas mentioned under Regulation 19(4) of Listing Regulations and Section 178 of the Companies Act, 2013 read with Rules framed thereunder.

During the year 2021-22, Nomination and Remuneration Committee met 3 times i.e., on 02.04.2021, 23.05.2021 and 10.08.2021 to consider and recommend to the Board on managerial remuneration, appointment of Directors including Independent Directors and other matters.

The composition of and attendance at Nomination and Remuneration Committee meetings are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|---|----------------------|--------------------------|
| 1. | Sri S.Balasubramanian Adityan, Chairman | 3 | 3 |
| 2. | Smt. Lakshmi Aparna Sreekumar | 3 | 3 |
| 3. | Smt. Sandhya Rajan | 3 | 3 |
| 4. | Sri. T.S.Raghupathy | 3 | 3 |

The Committee formulates the criteria for determining qualifications, positive attributes and independence of a Director. The performance evaluation criteria laid down for the Independent Directors covers their contribution at Board / Committee meetings and adherence to Code of Conduct for Directors and Senior Management of the Company.

5] **Remuneration to Directors:**

Details of remuneration paid to the Directors for the year ended 31st March, 2022:

(i) **Executive Directors:**

The two Executive Directors (Managing Director and Wholetime Director) are paid remuneration as decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Board, with the approval of the Shareholders and other necessary approvals.

The term of Executive Directors is for a period of five years from the date of their respective appointments. The other terms and conditions of their appointments are as per the Rules of the Company as applicable to Senior Management Personnel.

There are no stock options available / issued to the Managing Director or Wholetime Director.

Commission to Executive Directors at the end of the year is determined based on the performance of the Company on the recommendation of the Nomination and Remuneration Committee and approval of the Board.

Details of remuneration paid to the Executive Directors for the year ended 31st March, 2022: (₹ Lakhs)

| Name & Position | Salary | Perquisites & allowances | Provident Fund | Retirement Benefits | Commission | Others | Total |
|---|---------------|--------------------------|----------------|---------------------|-------------|--------------|---------------|
| Sri N.Srinivasan* Vice Chairman & Managing Director | 56.31 | 57.69 | 72.00 | 115.00 | 0.00 | 10.28 | 311.28 |
| Smt. Rupa Gurunath Wholetime Director | 180.00 | 54.00 | 21.60 | 34.50 | 0.00 | 0.00 | 290.10 |
| Total | 236.31 | 111.69 | 93.60 | 149.50 | 0.00 | 10.28 | 601.38 |

* With reference to net profits computed in terms of Section 198 of the Companies Act, 2013, the maximum remuneration (including Provident Fund and Retirement Benefits) payable to Vice Chairman & Managing Director for the year 2021-22 was ₹ 317.53 Lakhs and against this he was paid ₹ 311.28 Lakhs.



(ii) Non-Executive Directors:

Remuneration by way of sitting fees is paid to all non-executive directors. The sitting fee payable to non-executive directors for attending each meeting of the Board and Committees thereof, are as per details given below:

| Sl. No. | Meetings | Sitting Fees payable (₹) |
|---------|--------------------------|--------------------------|
| i) | Board | 50,000 |
| ii) | Audit Committee | 25,000 |
| iii) | Other Board Committees | 20,000 |
| iv) | Share Transfer Committee | 10,000 |

Particulars of sitting fees for Board and its Committee meetings paid to non-executive directors during the financial year 2021-22 and equity shares of the Company held by them as on 31st March 2022 are as follows:

| Name of the Director | Sitting Fees Paid (₹) | No. of Equity Shares |
|---|-----------------------|----------------------|
| Smt. Chitra Srinivasan | 2,50,000 | 78580 |
| Sri S.Balasubramanian Adityan | 4,30,000 | 24236 |
| Sri Basavaraju | 2,90,000 | Nil |
| Smt. Lakshmi Aparna Sreekumar | 5,10,000 | Nil |
| Sri Krishna Prasad Nair | 2,70,000 | Nil |
| Sri K Skandan | 2,70,000 | Nil |
| Sri V.Ranganathan | 3,25,000 | Nil |
| Smt. Sandhya Rajan | 4,90,000 | Nil |
| Smt. Nalini Murari Ratnam | 2,50,000 | Nil |
| Sri Christopher Jebakumar (Paid to IDBI Bank Ltd) | 2,50,000 | Nil |
| Sri T.S.Raghupathy | 2,60,000 | 129078 |
| Sri Sanjay Shantilal Patel | 2,95,000 | Nil |

No remuneration other than sitting fee as aforesaid is paid to non-executive Directors. None of the Non-Executive Directors has any pecuniary relationships or transactions vis-à-vis the Company other than those disclosed in Note No. 41.13 of the standalone financial statements for the financial year 2021-22. There are no stock options available/ issued to any non-executive Directors of the Company. There are no convertible instruments issued to any of the non-executive Directors of the Company.

6] Risk Management Committee of Board of Directors:

The Risk Management Committee of Board of Directors was constituted for monitoring and reviewing of the risk management plan and such other functions as the Board may deem fit.

The Risk Management Committee met two times during the year i.e. on 22.07.2021 and 17.01.2022.

The composition of and attendance at Risk Management Committee meetings are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|-------------------------------|----------------------|--------------------------|
| 1. | Sri N.Srinivasan, Chairman | 2 | 2 |
| 2. | Smt. Rupa Gurunath | 2 | 2 |
| 3. | Smt. Lakshmi Aparna Sreekumar | 2 | 2 |
| 4. | Smt. Sandhya Rajan | 2 | 2 |

7] a] Stakeholders Relationship Committee:

During the year 2021-22, 69 complaints were received from shareholders and investors. All the complaints have generally been resolved to the satisfaction of the complainants, except for disputed cases and sub-judice matters, which would be resolved on final disposal by the Courts / Forums where they are pending. The number of complaints received, disposed of and pending during the year are as under:

| Sl. No. | Status | No. of Complaints |
|---------|-------------|-------------------|
| 1. | Opening | 5 |
| 2. | Received | 69 |
| 3. | Disposed of | 69 |
| 4. | Pending | 5 |

During the financial year 2021-22, the Stakeholders Relationship Committee met 4 times i.e., on 24.05.2021, 10.08.2021, 09.11.2021 and 10.02.2022. The composition of and attendance at the Stakeholders Relationship Committee meetings are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|--|----------------------|--------------------------|
| 1. | Smt. Lakshmi Aparna Sreekumar, Chairperson | 4 | 4 |
| 2. | Sri N.Srinivasan | 4 | 4 |
| 3. | Smt. Rupa Gurunath | 4 | 4 |

Sri S.Sridharan, Company Secretary is the Compliance Officer.

b] Corporate Social Responsibility (CSR) Committee:

In terms of Section 135 of the Companies Act, 2013, the Board of Directors constituted a CSR Committee for formulating and monitoring CSR Policy / Activities.

During the financial year 2021-22, the CSR Committee met once i.e., on 23.05.2021 to consider and approve CSR budget for CSR activities for the year 2021-22. The composition of and attendance at CSR Committee meeting are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|----------------------------|----------------------|--------------------------|
| 1. | Sri N.Srinivasan, Chairman | 1 | 1 |
| 2. | Sri Basavaraju | 1 | 1 |
| 3. | Smt. Sandhya Rajan | 1 | 1 |
| 4. | Sri T.S.Raghupathy* | NA | NA |

* Appointed as a member w.e.f. 10.11.2021.

c] Compensation Committee of Board of Directors:

Compensation Committee of Board of Directors has been constituted for administration of Employees Stock Option Scheme. No meeting was held during the year 2021-22. The composition of the Compensation Committee meeting is given below:

| Sl. No. | Name of the Member |
|---------|-------------------------------|
| 1. | Sri S.Balasubramanian Adityan |
| 2. | Sri V.Ranganathan |

d] Share Transfer Committee:

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred / transmitted / transposed only in dematerialised form. In view of the above and considering the benefits in holding securities in electronic mode, members are advised to dematerialise equity shares held by them in physical form.



During the financial year 2021-22, the Committee met 6 times i.e., on 02.04.2021, 26.07.2021, 06.10.2021, 02.12.2021, 21.12.2021 and 11.03.2022, to consider and approve transmission or transposition of securities.

The composition of and attendance at the Share Transfer Committee meetings are given below:

| Sl. No. | Name of the Member | No. of Meetings held | No. of Meetings attended |
|---------|-------------------------------|----------------------|--------------------------|
| 1. | Sri N.Srinivasan, Chairman | 6 | 6 |
| 2. | Smt. Rupa Gurunath | 6 | 6 |
| 3. | Smt. Lakshmi Aparna Sreekumar | 6 | 6 |

8] Annual General Meetings:

The last three Annual General Meetings were held as under:

| Year | Type | Location | Date | Time | Special Resolutions passed in the AGM by the Shareholders |
|------|------|--|------------|------------|---|
| 2019 | AGM | Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Alwarpet, Chennai 600 018. | 12.09.2019 | 03.30 P.M. | Yes |
| 2020 | AGM | Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Deemed Venue: Registered Office: 'Dhun Building', 827, Anna Salai, Chennai - 600 002. | 28.09.2020 | 09.30 A.M. | No |
| 2021 | AGM | Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Deemed Venue: Registered Office: 'Dhun Building', 827, Anna Salai, Chennai - 600 002. | 08.09.2021 | 10.00 A.M. | Yes |

No special resolution was required to be put through postal ballot last year.

No item of business requiring voting by postal ballot is included in the Notice convening the 76th Annual General Meeting of the Company.

9] Means of Communication:

Quarterly and annual financial results are published in the pro-forma prescribed by Stock Exchanges, in leading English newspapers "Business Line" & "Business Standard" and Tamil newspaper "Dinamani". The financial results (in the prescribed pro-forma) and schedule of Investor / Analysts meets of the Company are also communicated to Stock Exchanges. The said financial results, schedule of Investor / Analysts meets and press releases are displayed on the Company's website at "www.indiacements.co.in".

10] General Information for Shareholders:

- (a) Date, Time and Venue of the Annual General Meeting : 28th September, 2022 at 10.30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
- Deemed venue : Registered Office: 'Dhun Building', 827, Anna Salai, Chennai - 600 002.
- (b) Financial year : 1st April to 31st March
- Will be published on or before:
- Results for Quarter ending June 30, 2022 : 14th August, 2022
- Results for Quarter ending September 30, 2022 : 14th November, 2022
- Results for Quarter ending December 31, 2022 : 14th February, 2023
- Results for Quarter ending March 31, 2023 (audited) : 30th May, 2023

(c) Dates of Book Closure : 22nd September, 2022 to 28th September, 2022
(both days inclusive)

(d) Dividend payment date : on or before 27th October, 2022

(e) **Listing on Stock Exchanges:**

- I a) The Company's Equity Shares are listed on the following Stock Exchanges:
 - i) BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 (Stock Code : 530005)
 - ii) National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 (Stock Code EQ: INDIACEM)
- b) Company's Equity Shares are traded in Group "A" category in BSE Limited.
- c) The Company has paid the Listing Fees for the year 2022-23 to BSE Limited and National Stock Exchange of India Limited where the Company's equity shares are listed.
- II The Company's Global Depository Shares (GDSs) are listed in Luxembourg Stock Exchange, P.O.Box 165, L-2811 Luxembourg, Europe and Listing Fee for the year 2022 has been paid.
- III The equity shares of the Company have been included in the list of equity shares on which derivatives are available for trading in futures and options segment by National Stock Exchange of India Limited and BSE Limited.

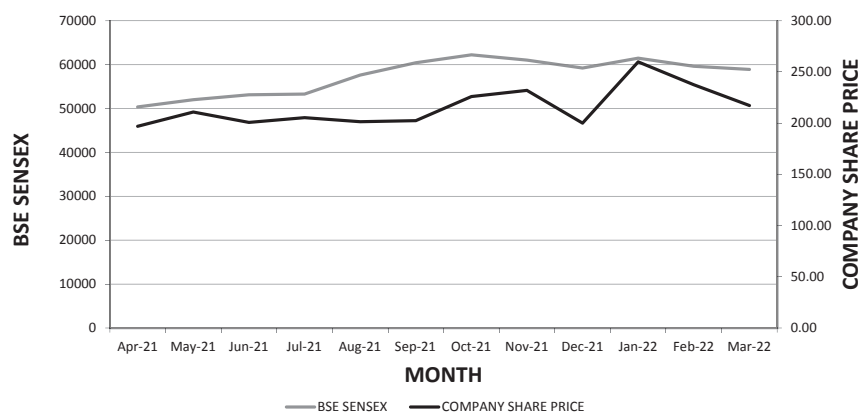
(f) **Market price Data:**

(In ₹)

| Month | BSE Limited | | National Stock Exchange of India Limited | |
|----------------|-------------|--------|--|--------|
| | High | Low | High | Low |
| April 2021 | 197.00 | 160.50 | 195.00 | 160.50 |
| May 2021 | 210.90 | 162.00 | 211.40 | 162.20 |
| June 2021 | 200.65 | 178.80 | 200.85 | 178.60 |
| July 2021 | 205.40 | 187.25 | 205.50 | 187.30 |
| August 2021 | 201.45 | 154.95 | 201.60 | 154.75 |
| September 2021 | 202.35 | 168.00 | 202.50 | 169.00 |
| October 2021 | 226.00 | 189.05 | 227.85 | 189.05 |
| November 2021 | 232.05 | 183.00 | 232.00 | 183.00 |
| December 2021 | 200.00 | 170.25 | 199.90 | 170.15 |
| January 2022 | 259.90 | 191.00 | 259.95 | 191.15 |
| February 2022 | 237.50 | 184.55 | 237.50 | 181.75 |
| March 2022 | 217.25 | 181.50 | 217.30 | 181.35 |

(g) **Stock price performance in comparison to BSE Sensex:**

COMPANY SHARE PRICE AND BSE SENSEX





(h) There was no suspension from trading in equity shares of the Company during the year 2021-22.

(i) **Registrar and Share Transfer Agent:**

The Company has appointed Integrated Registry Management Services Private Limited as Registrar and Share Transfer Agent (RTA). Shareholders / Investors / Depository Participants are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA at the following address:

Integrated Registry Management Services Private Limited,
2nd Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai - 600017.
Phone : 044-28140801 to 28140803; Fax: 044-28142479
Email: corpseiv@integratedindia.in

(j) **Share Transfer System:**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and in view of this, the Members holding shares in physical form are requested to dematerialize their holdings immediately.

In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants.

(k) a) **Distribution of Shareholding as on 31st March, 2022:**

| No. of Shares held | No. of Shareholders | % of Shareholders | No. of Shares held | % of Shareholding |
|--------------------|---------------------|-------------------|--------------------|-------------------|
| Up to 500 | 171690 | 92.48 | 15127476 | 4.88 |
| 501 to 1000 | 7324 | 3.94 | 5974333 | 1.93 |
| 1001 to 2000 | 3270 | 1.76 | 4992030 | 1.61 |
| 2001 to 3000 | 1127 | 0.61 | 2950005 | 0.95 |
| 3001 to 4000 | 483 | 0.26 | 1733027 | 0.56 |
| 4001 to 5000 | 503 | 0.27 | 2390621 | 0.77 |
| 5001 to 10000 | 625 | 0.34 | 4697331 | 1.52 |
| 10001 and above | 627 | 0.34 | 272032378 | 87.78 |
| TOTAL | 185649 | 100.00 | 309897201 | 100.00 |

b) **Pattern of Shareholding as on 31st March, 2022:**

| Category | No. of Shares | % |
|---|---------------|-------|
| Promoters | 88056448 | 28.42 |
| Mutual Funds | 12375512 | 4.00 |
| Alternate Investment Funds | 76 | 0.00 |
| Foreign Portfolio Investors & Foreign Institutional Investors | 41181546 | 13.29 |
| Financial Institutions / Banks | 13503 | 0.00 |
| Insurance Companies | 14997597 | 4.84 |
| Bodies Corporate | 31208690 | 10.07 |
| Resident Individuals | 116153950 | 37.48 |
| NRI | 1240401 | 0.40 |

| Category | No. of Shares | % |
|--|------------------|---------------|
| GDSs | 11198 | 0.00 |
| Clearing Members | 956149 | 0.31 |
| Limited Liability Partnerships | 340143 | 0.11 |
| Hindu Undivided Families | 2865155 | 0.92 |
| Trusts | 68390 | 0.02 |
| Investor Education and Protection Fund Authority | 428443 | 0.14 |
| Total | 309897201 | 100.00 |

(l) **Dematerialisation of Equity Shares and Liquidity:**

As on 31st March, 2022, 99.71% of the Company's Equity Shares have been dematerialized.

As per directives issued by SEBI, it is compulsory to trade in the Company's shares in the dematerialised form with effect from 29th November, 1999. The ISIN Number allotted by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the Company's shares in Demat form is INE383A01012.

During the year 2021-22, the Company had received 184 requests for dematerialisation of shares. The Company has acted upon all valid requests received for dematerialisation during the year 2021-22.

(m) **Outstanding GDRs / ADRs / Warrants or any Convertible Debentures, conversion date and likely impact on equity shares as on 31st March, 2022:**

5,599 GDSs are outstanding. Each GDS represents two underlying equity shares of ₹ 10/- each (11,198 underlying shares represented by GDS constitutes 0.00% of total paid-up equity share capital).

Employees Stock Option Scheme, 2016:

18,35,000 stock options which were granted to eligible employees under Employees Stock Option Scheme, 2016 during 2017-2018, were vested on 01.04.2018. During 2018-19, out of 18,35,000 options:

- 17,45,000 options were exercised by the employees and equal number of shares were allotted to them; and
- 90,000 options lapsed on resignation of an employee before the date of vesting.

No fresh options have been granted under Employees Stock Option Scheme, 2016 during the financial year 2021-22.

(n) **Commodity price risk or Foreign exchange risk and hedging activities:**

Hedging strategy in respect of the imports in foreign currency are taken as per hedging policy of the Company and in consultation with the bankers and other forex experts, based on the prevailing market conditions, duly taking into account the cost of hedging and any foreign currency receivables by the Company.

(o) **Plant Locations:**

| | |
|---|--|
| Sankarnagar, Tirunelveli District, Tamil Nadu | Nokhla Village, Banswara District, Rajasthan |
| Sankari, Salem District, Tamil Nadu | Chilamkur, Kadapa District, Andhra Pradesh |
| Dalavoi, Ariyalur District, Tamil Nadu | Yerraguntla, Kadapa District, Andhra Pradesh |
| Vallur Village, Tiruvallur District, Tamil Nadu | Vishnupuram, Nalgonda District, Telangana |
| Parli Vaijnath, Beed District, Maharashtra | Malkapur, Ranga Reddy District, Telangana |
| Ready Mix Concrete units at Tamil Nadu, Karnataka and Telangana | |



- (p) **Address for Correspondence** : The India Cements Limited,
Registered Office:
"Dhun Building",
827, Anna Salai,
Chennai 600 002.
Corporate Office:
"Coromandel Towers",
93, Santhome High Road,
Karpagam Avenue,
R.A. Puram,
Chennai - 600 028.
Tel. No. : (091) (044) 28521526/28572100/400
Fax No. : (091) (044) 28517198
- Corporate Identity Number** : L26942TN1946PLC000931
Website : : www.indiacements.co.in
- For Investor Complaints**
Contact Person : : Sri S. Sridharan, Company Secretary
Email-Id : : investor@indiacements.co.in

- (q) **Credit ratings:**
CARE Ratings Limited has revised the rating to CARE A; Stable (Single A; Outlook: Stable) from CARE A-; Positive (Single A Minus; Outlook: Positive) for long-term bank facilities & CARE A1 (A One) from CARE A2+ (A Two Plus) for Short-term bank facilities of the Company.
CRISIL Ratings Limited has assigned the rating of CRISIL A / Stable for long-term bank facilities & CRISIL A1 for Short-term bank facilities of the Company.

11] Other Disclosures :

- a) There are no significant Related Party Transactions during the year of material nature with the promoters, directors or relatives or Key Managerial Personnel etc., potentially conflicting with Company's interests at large. Related Party Transactions are disclosed in the notes to Accounts forming part of this Annual Report.
- b) There were no instances of non-compliance on any matter relating to the capital market, during the last three years.
- c) The Company has adopted the Whistle Blower Policy and established a Vigil Mechanism and it affirms that no personnel have been denied access to the Audit Committee.
- d) **Subsidiary Company:**
In accordance with Regulation 16(1)(c) of Listing Regulations, the Company has formulated a policy for determining 'material' subsidiaries and the same is available on the website of the Company i.e. www.indiacements.co.in.
The Company does not have a "material subsidiary" as defined in 16(1)(c) of Listing Regulations.
- e) In accordance with Regulation 23(1) of Listing Regulations, the Company has formulated a "Policy on Related Party Transactions" and the same is available on the website of the Company i.e. www.indiacements.co.in.
- f) Disclosure of commodity price risks and commodity hedging activities: Not applicable.
- g) During the year the Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of Listing Regulations.
- h) Mrs.P.R.Sudha, Practicing Company Secretary has certified 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 statutory authority which is annexed.

- i) There is no instance, where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the financial year 2021-2022.
- j) Messrs K.S. Rao & Co. and Messrs S. Viswanathan LLP., Chartered Accountants are the statutory auditors of the Company. Total fees paid for the year ended 31.03.2022 by the Company and its subsidiaries, on a consolidated basis to the statutory auditors including all entities in their network firm/entity of which they are a part is given below:

| Particulars | ₹ in Lakhs |
|-------------------------|------------|
| Statutory Audit fees | 82.77 |
| Tax Audit Fees | 0.00 |
| Fees for other services | 18.94 |
| Total | 101.71 |

- k) The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. There was no complaint of harassment, reported during the year. The Company has complied with the provisions relating to constitution of Internal Complaints Committee under the said Act.
- l) As required under Regulation 17(8) of Listing Regulations, the Chief Executive Officer i.e. the Managing Director and the Chief Financial Officer i.e. Executive President (Finance & Accounts) certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2022 in the prescribed form which is annexed.
- m) Details of information on appointment and re-appointment of directors:
A brief resume, nature of expertise in specific functional areas, relationships between directors inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and number of equity shares held in the Company by the Director or for other person on a beneficial basis and other details forms part of the Notice convening the 76th Annual General Meeting.
- n) Unclaimed Shares:
The Company does not have any share(s) remaining unclaimed, issued pursuant to public / other issues.
- o) ICL Code of Conduct for Directors and Senior Management:
In accordance with the provisions of the Companies Act, 2013 the Company has adopted and implemented a "India Cements Code of Conduct for its Directors and Senior Management". The Code of Conduct has also been posted on the Company's website at "www.indiacements.co.in". Affirmation of compliance of Code of Conduct for the financial year 2021-22 has been received from all the Directors and Senior Management personnel of the Company.
Managing Director of the Company has given declaration to the effect that members of the Board and the senior management personnel have affirmed compliance with Code of Conduct for its Directors and Senior Management which is annexed.
- p) Prohibition of Insider Trading:
In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (PIT Regulations), the Company has adopted "ICL Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" ("the Code"). The Code is applicable to Promoters, all Directors, Designated persons and connected Persons and their immediate relatives, who are expected to have access to unpublished price sensitive information relating to the Company.

The Company has also formulated a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)' in compliance with the PIT Regulations. The Company has also formulated a "Policy and Procedures for inquiry in case of leak of Unpublished Price Sensitive Information or Suspected leak of Unpublished Price Sensitive Information".

The aforesaid Code(s) and Policy(ies) are available on the Company's website i.e. "www.indiacements.co.in".



q) Investor Education & Protection Fund:

In terms of Section 124 of the Companies Act, 2013, any dividend declared by the Company, which remains unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government.

In terms of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ("Rules") all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to IEPF after complying with the procedures laid down under the Rules.

During the financial year, the Company has transferred a sum of ₹ 52,111/- to the IEPF. The said amount represents Unclaimed Dividend, fixed deposits & interest thereon, which remained unclaimed with the Company for a period of 7 years from their respective due dates of payment.

No dividend was declared for the financial year 2014-15 and hence, no unclaimed dividend and its corresponding shares are due to be transferred to IEPF during the financial year 2022-23.

Any claim in respect of the shares / dividend transferred, may be submitted online to IEPF in the prescribed eform by following the procedures laid down in the Rules, available on the IEPF website: www.iepf.gov.in.

r) Dividend Distribution Policy:

Pursuant to Regulation 43A of Listing Regulations, a "Dividend Distribution Policy" is framed setting out the parameters and circumstances in determining the payment of dividend to the shareholders and the same is made available on the Company's website at "www.indiacements.co.in".

s) Cost Auditor and Cost Audit Report 2020-2021:

Name, Membership number & address of : Sri S.A. Murali Prasad,
Cost Auditor Membership No.2730,
4 (New), Brindavan Street,
Chennai 600 004.

Filing of Cost Audit Report 2020-2021 : Due date of filing : 10.09.2021
with the Central Government Actual Date of filing : 28.08.2021

t) The Board of Directors recorded the declarations received from Independent Directors confirming that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and Listing Regulations and are independent of the Management. All the Independent Directors have registered themselves with the databank of Independent Directors developed by the Indian Institute of Corporate Affairs in accordance with provisions of Section 150 of the Companies Act, 2013.

u) Green Initiative:

In terms of the provisions of the Companies Act, 2013, Companies (Accounts) Rules, 2014, Companies (Management and Administration) Rules, 2014, and Listing Regulations, the annual report along with the notice of the Annual General Meeting is sent by email to those members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

To support the Green Initiatives of the Government, members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company/ Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 12] The Company has complied with applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government.
- 13] The Company has complied with sub-paras (2) to (10) of Schedule V (C) of Listing Regulations.
- 14] The Company has complied with the discretionary requirements of Part E of Schedule II of Listing Regulations, the extent of compliance has been stated in Part B of this report.
- 15] The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and 46 (2) (b) to (i) of Listing Regulations.

B. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS:

- | | | |
|--|---|--|
| 1. The Board: A non-executive chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties. | : | The Company does not have a non-executive Chairman |
| 2. Shareholder Rights: A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders. | : | As the Company's half-yearly results are published in leading English newspapers and in Tamil newspaper and also in the Company's website, the same are not sent to the Shareholders of the Company. There is no publication of second half yearly results as the annual results are approved by the Board and then published in the newspapers and also communicated to the shareholders through the Annual Report. |
| 3. Modified opinion(s) in audit report: The listed entity may move towards a regime of financial statements with unmodified audit opinion. | : | Nil |
| 4. Separate posts of Chairperson and Chief Executive Officer: The Company may appoint separate persons to the post of chairperson and managing director or chief executive officer. | : | At present, Vice Chairman & Managing Director is the Chief Executive Officer of the Company. |
| 5. Reporting of Internal Auditor: The Internal auditor may report directly to the Audit Committee. | : | The Internal Auditors of the Company report directly to the Audit Committee. |

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai

Date : 12th August, 2022



CEO AND CFO CERTIFICATION

To

The Board of Directors
The India Cements Limited

In compliance with Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2022 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2021-22 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not observed any deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the auditors and the Audit Committee that there are:
 - (i) no significant changes in internal control over financial reporting during the year;
 - (ii) no significant changes in accounting policies during the year; and
 - (iii) no instances of significant fraud where the involvement of management or an employee having a significant role in the Company's internal control system over financial reporting have been observed.

Place : Chennai
Date : 27th May, 2022

N. Srinivasan
Vice Chairman & Managing Director
(DIN: 00116726)

R. Srinivasan
Executive President (Finance & Accounts)

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

CERTIFICATE ON 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 of
THE INDIA CEMENTS LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The India Cements Limited having CIN: L26942TN1946PLC000931 and having registered office at Dhun Building, 827, Anna Salai, Chennai 600002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority :

| Sl. No. | Name of Director | DIN | Date of appointment in the Company |
|---------|--------------------------------------|----------|------------------------------------|
| 1 | Sri Narayanaswamy Srinivasan | 00116726 | 15-09-1989 |
| 2 | Smt. Chitra Srinivasan | 01094213 | 05-03-2010 |
| 3 | Smt. Rupa Gurunath | 01711965 | 24-09-2007 |
| 4 | Sri Balasubramanian Sivanthi Adityan | 00036898 | 07-12-2015 |
| 5 | Sri Basavaraju | 01252772 | 11-08-2018 |
| 6 | Smt. Lakshmi Aparna Sreekumar | 08196552 | 11-08-2018 |
| 7 | Sri Krishna Prasad Nair | 02611496 | 24-06-2020 |
| 8 | Sri Krishnan Skandan | 01945013 | 27-01-2021 |
| 9 | Smt. Nalini Murari Ratnam | 07884044 | 07-02-2020 |
| 10 | Sri T.S. Raghupathy | 00207220 | 06-11-2020 |
| 11 | Sri Vijayaraghavachari Ranganathan | 00550121 | 29-08-2016 |
| 12 | Smt. Sandhya Rajan | 08195886 | 11-08-2018 |
| 13 | Sri Sanjay Shantilal Patel | 00283429 | 03-04-2021 |
| 14 | Sri S.Christopher Jebakumar | 06956160 | 03-04-2021 |

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

Place : Chennai
Date : 12th August, 2022

Name: P R SUDHA
Membership No.: F6046
CP No.: 4468
UDIN: F006046D000763891

ANNEXURE 'D' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
The India Cements Limited

We have examined the compliance of conditions of Corporate Governance by The India Cements Limited (the 'Company'), for the year ended March 31, 2022, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

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

For K.S. RAO & CO.,
Chartered Accountants
Firm Registration No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AOVYPF3245

Place : Chennai.
Date : 12th August, 2022.

For S. VISWANATHAN, LLP
Chartered Accountants
Firm Registration No. 004770S / S200025

CHELLA K SRINIVASAN
Partner
Membership No. 023305
UDIN: 22023305AOWMUA9563

ANNEXURE 'E' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

CODE OF CONDUCT - DECLARATION UNDER SCHEDULE V(D) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

This is to certify that all Board members and Senior Management Personnel have affirmed compliance with the India Cements Code of Conduct for Directors and Senior Management for the year ended 31st March, 2022.

Place : Chennai
Date : 27th May, 2022

for THE INDIA CEMENTS LIMITED

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

ANNEXURE 'F' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

BUSINESS RESPONSIBILITY REPORT AS ON 31.03.2022

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company : L26942TN1946PLC000931
2. Name of the Company : The India Cements Limited
3. Registered address : "Dhun Building", 827, Anna Salai, Chennai - 600 002.
4. Website : www.indiacements.co.in
5. E-mail ID : investor@indiacements.co.in
6. Financial Year reported : 1st April 2021 - 31st March 2022
7. Sector(s) that the Company is engaged in (industrial activity code-wise) :

| Group | Class | Sub-class | Description |
|-------|-------|----------------|------------------------------------|
| 239 | 2394 | 23941 23942 | Manufacture of Clinker & Cement |
8. List three key products / services that the Company manufactures / provides (as in balance sheet) :
 - Cement
 - Cementitious Products
9. Total number of locations where business activity is undertaken by the Company
 - (a) Number of International Locations (Provide details of major 5) : NIL
 - (b) Number of National Locations : 8 Cement Factories, 2 Grinding Units and Regional Offices and Sales / Marketing Offices in various places.
10. Markets served by the Company - Local / State / National / International :

| Local | State | National | International |
|-------|-------|----------|---------------|
| ✓ | ✓ | ✓ | ✓ |

Section B: Financial details of the Company

1. Paid-up Capital (INR) : ₹ 309.90 Crores
2. Total Turnover (INR) : ₹ 4713.11 Crores
3. Total profit after taxes (INR) : ₹ 231.11 Crores
4. Total Spending on Corporate Social Responsibility (CSR) percentage of profit after tax (%) : The Company has spent ₹ 302.05 Lakhs on CSR activities, as constituting 1.3% of profit after tax for 2021-22.
5. List of activities in which expenditure in 4 above has been incurred :
 - (a) Eradication of Poverty;
 - (b) Promotion of Education;
 - (c) Rural Development;
 - (d) Environment;
 - (e) Rural Sports;
 - (f) Promotion of Gender Equality;
 - (g) Protection of National Heritage;
 - (h) Disaster Management;
 - (i) Promotion of Health Care.
 - (j) Making available safe drinking water.

Section C: Other details

1. Does the Company have any Subsidiary Company / Companies? : Yes. The Company has 13 Subsidiaries.
 - (1) Industrial Chemicals and Monomers Limited
 - (2) ICL Financial Services Limited



- (3) ICL Securities Limited
- (4) ICL International Limited
- (5) Coromandel Electric Company Limited
- (6) India Cements Infrastructures Limited
- (7) Coromandel Travels Limited
- (8) NKJA Mining Private Limited
- (9) Springway Mining Private Limited
- (10) Coromandel Minerals Pte. Ltd., Singapore
- (11) Raasi Minerals Pte. Limited, Singapore
- (12) PT. Coromandel Minerals Resources, Indonesia
- (13) PT Adcoal Energindo, Indonesia

2. Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) participate in Business Responsibility initiatives of holding company : Out of 13 subsidiaries, 2 subsidiaries viz., Coromandel Electric Company Limited and India Cements Infrastructures Limited follow the Parent company initiatives.
3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] : No. The other entities with whom the Company does business do not participate in the BR initiatives of the Company.

Section D: BR Information

1. Details of Director / Directors responsible for BR:

(a) Details of the Director / Director responsible for implementation of the BR policy / policies:

| | | |
|----|-------------|-------------------------------------|
| 1. | DIN Number | : 00116726 |
| 2. | Name | : Mr.N.Srinivasan |
| 3. | Designation | : Vice Chairman & Managing Director |

(b) Details of the BR head :

| No. | Particulars | Details |
|-----|----------------------------|-------------------------------------|
| 1. | DIN Number (if applicable) | : 00116726 |
| 2. | Name | : Mr.N.Srinivasan |
| 3. | Designation | : Vice Chairman & Managing Director |
| 4. | Telephone number | : 044-28572100 |
| 5. | e-mail id | : officeofmd@indiacements.co.in |

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

The nine principles are as under:

| | |
|----|---|
| P1 | Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. |
| P2 | Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle. |
| P3 | Businesses should promote the well-being of all employees. |
| P4 | Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. |
| P5 | Businesses should respect and promote human rights. |
| P6 | Businesses should respect, protect and make efforts to restore the environment. |

| | |
|----|---|
| P7 | Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner. |
| P8 | Businesses should support inclusive growth and equitable development. |
| P9 | Businesses should engage with and provide value to their customers and consumers in a responsible manner. |

(a) Details of compliance (Reply in Y / N)

| No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|--|--|----|----|----|----|----|----|----|----|
| 1 | Do you have a policy / policies for ? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 2 | Has the policy being formulated in consultation with the relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3 | Does the policy conform to any national / international standards? If yes, specify? (50 words) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 4 | Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director? | Y | Y | Y | Y | - | Y | - | Y | - |
| 5 | Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 6 | Indicate the link for the policy to be viewed online? | - | - | - | - | - | - | - | - | - |
| 7 | Has the policy been formally communicated to all relevant internal and external stakeholders? | Y | Y | Y | Y | - | Y | - | Y | - |
| 8 | Does the Company have in-house structure to implement the policy / policies. | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 9 | Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies? | Y | Y | Y | Y | - | Y | - | Y | - |
| 10 | Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency? | We are in the process of appointing independent internal / external agency for evaluating the working of all the Policies. | | | | | | | | |

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

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



3. Governance related to BR:

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

Annually

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

No.

Section E: Principle-wise performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

- (1) Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company is focused on practicing a good corporate governance as an integral part of its vision and mission in all its areas. It has detailed Code of Conduct and Vigil Mechanism applicable to all the senior management staff and Board of Directors. An annual affirmation on compliance of these Codes is taken from all the relevant persons. Quarterly confirmation on statutory compliances applicable to operations of the Company be it plant or corporate is placed before the Board to emulate a good corporate citizen and ensure transparency. However, the Company has not developed any such detailed code of conduct or policy applicable to outside parties but insist on the constituents to follow the principles of ethics and transparency, etc. As earlier highlighted, the activities of the subsidiaries or the group companies are not material with reference to the business activities of the parent company.

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

There was no complaint during the year regarding unethical practices or lack of transparency or accountability.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities.
- (a) The Company is a pioneer and the earliest to obtain license for producing blended cement using industrial waste like fly ash and slag thereby enduring the life of mine further and ensuring sustainable environment.
- (b) The Company has also been focusing on improving blended cement proportion in its overall mix. The Company has also introduced additional products like CSK and HSK during the year under review to ensure improvement of blended cement in the overall proportion duly substituting the OPC proportion in its output.
- (c) The waste fly ash generated from its own Thermal Power Plants are also being recycled to ensure greener environment.
- (d) The Company was first to install a Waste Heat Recovery System at one of its plant ensuring reduction in carbon emission in power generation. The Company is also putting up one more Waste Heat Recovery System at another location.
- (e) Frequent meetings and awareness programmes are conducted for stockists, stakeholders and Mason meets to impart knowledge on improving the sustainability of the environment by using more blended cement.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
- (a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

It is to be noted that the year under review was also impacted by the Pandemic wave 2 as mentioned in the Management Discussion and Analysis which resulted in slower recovery of the economic activities in the south. This impacted the capacity utilization of the Company forcing marginal increase in energy consumption. With the constraints in the availability of the good quality petcoke and high quality coal and in order to reduce the cost, the Company had to resort to use various types of coal available at cheaper cost and this resulted in marginal increase in heat consumption to 813 Kcal and increase in power consumption upto 91 units per ton of cement. The year also saw a steep increase of around 20% in the price of diesel but with optimization of the freight rates and the distance, the impact of the same was felt to an extent of 8% only in the outward cement freight cost. With the steep increase in the price of fuel, there was significant financial impact on account of power and fuel cost which was felt by the industry across.

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

The Company could not collect any information from the customers regarding the end usage of cement or the details of water or energy, etc. as the products are used for different applications by different consumers. It is very difficult to ascertain any such data on parameters through the usage of our product.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company has a policy of sourcing which adheres to various International standards applicable and covered by ISO 14001 (EMS) ensure compliance with the local and international laws and regulations. The Company always insist on ensuring sustainable standards in its procurement policy with emphasis on local suppliers to ensure least transport cost and lesser impact on environment.

Limestone is mostly secured from the vicinity of the plant incurring low fuel consumption and the Company is also a pioneer in using Surface Miners for mining, avoiding drilling and blasting duly contributing to the sustainability of the environment.

All the other raw materials are also sourced from the local sources nearer to the plant like fly ash, gypsum and laterite.

As earlier mentioned, with regard to stores and maintenance spares, mostly they are taken from the local vendors who have been associated with the Company for long time and many of them are covered by standards like ISO in their Supply Chain Management.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? – Yes.

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company, as a policy, always encourages the local small producers surrounding its plant locations to enhance local employment and livelihood in the procurement of stores, spares, PP bags, rewinding of motors and maintenance of equipments, etc. The Company has encouraged locals to put up their small workshops near the plant for outside repair jobs. During the pandemic times, the Company also procured from the local SHGS the facemasks, etc requirements for free distribution to villagers and camps nearby.

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

In cement manufacturing no major waste produced nor any effluents are discharged.

The general principle is any material in the plant is not a waste and used in the process. Fly ash from the thermal power plants and bottom ash are consumed in cement production. The waste water from the power plant also is purified and recycled for plant usage, while the water discharged from effluent treatment are also being used for gardening and housekeeping purpose in the colony.

The residue produced and waste that are generated in the maintenance like scraps, waste oils also being disposed of duly complying with the applicable pollution control procedures.

The excess heat available from the kiln is recycled to produce power through a Waste Heat Recovery System.

The Company also uses the waste materials of other plants like chemical gypsum, fly ash, copper slag etc. and also uses agricultural waste, paper waste and plastic waste as alternate fuels.

Principle 3 Businesses should promote the well-being of all employees

- | | | |
|---|---|---|
| 1. Please indicate the total number of employees. | : | No. of permanent employees are 1912 Managerial-1236, Non Managerial-676 |
| 2. Please indicate the total number of employees hired on temporary / contractual / casual basis. | : | Average Number of Contract Employees engaged through Registered / Licensed Contractors 792 (Packing Plant & Other areas)-Mines & security not included. |
| 3. Please indicate the number of permanent women employees. | : | 29 |
| 4. Please indicate the number of permanent employees with disabilities | : | 3 |



5. Do you have an employee association that is recognized by management. : Yes. There are recognized trade unions constituted as per the terms of the Trade Unions Act at the Company's manufacturing units.
6. What percentage of your permanent employees is members of this recognized employee association? : Around 50%.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

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

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
- (a) Permanent Employees : 70% were given Skill up-gradation Training
- (b) Permanent Women Employees : 100% were given safety training by way of OJT/Mock drills.
- (c) Casual / Temporary / Contractual Employees : 100% safety training. However, details are not available regarding other trainings as they are done by their respective employers.
- (d) Employees with Disabilities : 100% safety training.

Principle 4 Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the Company mapped its internal and external stakeholders? Yes/No
 Yes. The Company has mapped all its internal stakeholders like employees, shareholders, investors and external stakeholders like dealers, suppliers, government and regulatory authorities, media and industry associations, construction professionals.
2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.
 Yes. The Company has further identified the overall stakeholders like MSME vendors, contract workers and the communities in and around its factory locations who are all marginalized category. The Company also provides facilities for upgrading their life by providing suitable skill development programmes and encourage local villagers to put up small shop in the vicinity of the plant to ensure a reasonable livelihood. The Company has also provided proper rest places alongwith sanitary facilities for all the truck drivers near all its plant locations.
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

It is to be noted that the year under review witnessed a second wave of pandemic particularly in the main markets of the Company namely Tamil Nadu, Karnataka, Kerala and Maharashtra. The Company had taken lot of initiatives during this time to help the needy people in around its locations. These activities include construction of Covid centre near its plants, providing oxygen concentrators, medical equipments, upgradation of public health centres, provision of mask and sanitizers and conducting covid testing camps near all its plants.

As part of CSR also, the Company has undertaken provision of drinking water facility near its plant locations, creation of vocational training centres, contributed for the bus shelters, upgrading some of the primary schools near its plants. All these are aimed at improving the marginalized people in and around its functional areas. The company is using most of the waste water from the mining for recharging all the ponds and agricultural fields in the nearby villages through erection of pipelines and tanks.

Principle 5 Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors/ NGOs / Others?

The Company complies with all the National and Local Laws relating to individual rights and as applicable for the corporate. There is no specific Human Rights policy existing at present.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaint was received during the year for any violation of human rights.

Principle 6 Business should respect, protect and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.

The Company has a well-defined Policy on Safety Health and Environment (SHE) which interalia covers all the operations undertaken to ensure a high level of safety and sustainable environment for the constituents. As earlier mentioned two of the subsidiaries are also covered in these BR initiatives.

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

Yes. The Company is always committed and strives to maintain a safe, clean and sustainable environment in and around its locations including its offices.

While there are no significant changes with respect to thermal and electrical energy consumption during the year, as part of emission reduction and due to various vintage of the plants with varying levels of energy requirements, the Company however strived to improve its presence in the sustainable environment folic through various other continuing measures.

- It should be noted that the Company is one of the earliest to get the license for blended cement and always focuses on improving blended cement proportion which was however dented during the year due to lower demand in the south on account of second wave of pandemic.
- The Company is a Pioneer in the field of installing Waste Heat Recovery System and also installing one more such System at another plant.
- Installation of wind mills and generating non-conventional energy contributing for the reduction in emission.
- The Company also uses waste material and other hazardous materials produced by other plants like copper slag, plastic waste, flyash, gypsum and agricultural waste, etc based on availability.
- The Company is also contributing for the afforestation for green development around its mines area to ensure a greener environment.
- Mines pits are also used for water bodies to take care of the nearby village water requirements.
- Refilling of mines are also being under taken to ensure land reclamation as part of environment management programme.
- All the emission levels are continuously monitored by all the plants and the same is being displayed in the electrical boards and further Investments are on to ensure the other parameters like Sox and Nox emissions are achieved within transmission norms.
- The Company is also converted most of its ESPS to bag filters to ensure substantial reduction in emissions to comply with the ever changing laws.

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

Yes. All the potential environmental risks at the plant level as well as corporate level are being mapped and they are part of the Risk Management policy. The Risk Management Policy is being discussed at the board level and the mitigation process are also outlined and reviewed periodically.



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

Yes. The Company was the earliest one to install a project under Clean Development Mechanism (CDM) for Waste Heat Recovery utilization at Vishunupuram. The Company also obtained Certified Emission Reduction (CER) certificates in the past. The Company also contributes through blended cement production, installation of windmills and gas-based power plant in Tamil Nadu, etc. Additional Waste Heat Recovery System are also being installed at another plant.

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

(a) As already highlighted, as part of environment improvement steps towards maintaining clean atmosphere, the Company has installed various emission reduction measures including bag filters, waste heat recovery plant, usage of alternate fuels to reduce nox, recycling of process waste for water, sewage water after treatment, to name a few.

(b) The Company also in the process of installing new cement mill which is in the advanced stage of completion which will ensure reduction in energy consumption by doing away with old cement mills involving higher energy consumption and also putting up one more WHRS, etc.

(c) The Company has also proposals for installing solar power plants at two of its locations as part of EMP.

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

Yes. All the emissions are continuously monitored by the State and Central Pollution Control Boards and they are well within the limits. Suitable Online Monitoring System and display boards have been installed at all the plants. There are no significant wastes produced by the Company and there are no effluents.

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

As earlier mentioned there are some environmental proceedings relating to our mines at Sankarnagar and relating to our plant at Chilamkur which are being addressed and they are pending for disposal before the authorities and barring that no other issues from the Pollution Control Boards.

Principle 7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- (a) Cement Manufacturers Association (CMA)
- (b) National Council for Cement and Building Materials (NCCBM)
- (c) Confederation of Indian Industry (CII)
- (d) The Associated Chambers of Commerce and Industry of India (ASSOCHAM)
- (e) Federation of Indian Chambers of Commerce and Industry (FICCI)
- (f) Bombay Chamber of Commerce and Industry
- (g) The Madras Chamber of Commerce and Industry (MCCI)
- (h) Hindustan Chamber of Commerce (HCC)

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

The Company is always promoting the usage of its products namely cement through these aforesaid various forms which include:

- (a) Concrete roads.
- (b) Conservation of energy and use of renewable energy.
- (c) Sustained mining practices.
- (d) Usage of M sand
- (e) Utilization of waste materials like fly ash, Petcoke and copper slag.
- (f) As part of CSR activity, the company also undertakes awareness programmes in the nearby villages including health check up camps, conducting free cataract operations, improving infrastructure requirements like water tanks, primary health centres, provision of street lights, etc.
- (g) The Company also has mobile testing vans at various locations which helps its customers for faster testing of the quality of the product at the customer side and has also been promoting high quality products like CSK, HSK during the year to ensure higher presence of blended cement duly replacing the OPC.
- (h) Various awareness programmes are being conducted at the field level by the Area Relationship Executives.

Principle 8 Businesses should support inclusive growth and equitable development.

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

The Company always endeavours to maintain equitable development in and around its plant locations . Most of the CSR investments are also directed on the needs of the society and all the stakeholders programmes are designed for improving infrastructure of the surrounding people. Primary health centres are being upgraded near the plants, school buildings in villages are revamped, repairing and relaying of roads at the villages including provision of basic education through schools, employment of local population in various jobs inside the plant, provision of polytechnic, basic amenities for the public health centres, conducting medical camps facilities to name a few. All these activities are expected to improve the living conditions of the locals ensuring the equitable development.

Needless to mention that the Company is one of the forerunner of sponsoring various sports event in the country including cricket, chess, etc. Two of the major events are being supported by the Company in the country ensuring lot of sportsmen being developed from the gross root level to the national level.

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

Most of the programmes are implemented through an In-house CSR Department and also sports department while for other camps and welfare related activities the Company engages private hospitals, government agencies and NGOs.

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

We cannot quantify the benefits of the initiatives taken by the Company but it could be inferred from the fact that there are no complaints from the stakeholders and also from the local villagers of any of the development initiatives and they are always supportive of the any new initiatives by the Company, suggest the satisfaction levels.

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

₹ 302.05 Lakhs has been spent under the above head towards Eradication of Poverty, Promotion of Education, Rural Development, Environment improvement, Rural Sports, Promotion of Gender Equality etc., which is detailed in (Sl.No.5 under Section B) of this Report.



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

Yes. As earlier mentioned, the Company before taking up any specific project relating to community development or conducting any camps or awareness programme evaluates such programmes alongwith stakeholders comments before embarking on the same. Actually most of the community development projects or activities are based on the request from the villagers and based on the survey conducted by the Company. The benefits of such development initiatives are directly derived by the society. For example, improving of infrastructure facility in schools, roads, water tanks, public health centres, street lights, etc. are used extensively by the public.

Principle 9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

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

There are no major consumer cases relating to quality, etc. However, there are one or two complaints relating to strength, setting time and water to cement ratio etc which are being addressed then and there. The entire marketing set up has been strengthened with additional area relationship executives and area technical executives during the year to ensure better communications and customer relations with the customers to ensure zero complaint.

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

The product cement is governed by the Bureau of Indian Standards (BIS) and the Company displays all the information regarding the product and as mandated by BIS and relevant applicable statutes on the cement bags. Periodical test reports are also being circulated based on demand from the consumers.

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

The Company does not indulge in any unfair trade practices. Other than the item mentioned in Notes on Accounts for the year ended 31st March, 2022 regarding Competition Commission of India issue, there are no significant complaint pending.

4. Did your company carryout any consumer survey / consumer satisfaction trends?

As part of strengthening marketing team, the Company has embarked project Vikrant for improving customer relationship management, improving customer satisfaction levels. The senior marketing team also visits its customers, sub-dealers, consumers, masons as part of appraisal programme to get their feedback on satisfaction levels on supply, quality and other terms of sale, etc.

The Company also encourages plant visits of major stockists, mason, engineers, etc. to our factories to appraise them of the process, quality standards consistency, etc.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai

Date : 12th August, 2022

ANNEXURE 'G' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES 2021-22

[Pursuant to Section 135 of the Companies Act, 2013 read with
Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

1. Brief outline on CSR Policy of the Company : CSR objective
1. Understanding, Supporting and Developing the Communities and the Cultures within which the Company works.
 2. Nurturing the Environment and the Surroundings of the Company's plants.
 3. Enhancing the Value of the Company through Sustainable Development.

2. Composition of CSR Committee:

| Sl. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|-----------------------|--|--|--|
| 1. | Sri N. Srinivasan | Chairman of CSR Committee, Vice Chairman & Managing Director | 1 | 1 |
| 2. | Sri Basavaraju | Member, Independent Director | 1 | 1 |
| 3. | Smt. Sandhya Rajan | Member, Independent Director | 1 | 1 |
| 4. | Sri T.S. Raghupathy * | Member, Non-Executive Director | - | - |

* Appointed as a member w.e.f. 10.11.2021.

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company : CSR Policy is available at the Company's website www.indiacements.co.in
4. The details 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 (attach the report) : Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

| Sl. No. | Financial Year | Amount available for set-off from preceding financial years (in ₹ Lakhs) | Amount required to be setoff for the financial year, if any (in ₹ Lakhs) |
|---------|----------------|--|--|
| 1 | 2020-21 | 180.85 | NIL |

6. Average net profit of the company as per section 135(5) : ₹ 12,433.76 Lakhs
7. (a) Two percent of average net profit of the company as per section 135(5) : ₹ 248.68 Lakhs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NA
- (c) Amount required to be set off for the financial year, if any : NA
- (d) Total CSR obligation for the financial year (7a+7b-7c) : ₹ 248.68 Lakhs



8. (a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (in ₹ Lakhs) | Amount Unspent (in ₹ Lakhs) | | | | |
|--|---|------------------|---|--------|------------------|
| | 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 | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 302.05 | NIL | | | | |

(b) Details of CSR amount spent against ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) | (9) | (10) | (11) | |
|----------------|---------------------|---|---------------------|-------------------------|----------|------------------|---|---|--|--|--|-------------------------|
| Sl. No | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Project duration | Amount allocated for the project (in ₹) | Amount spent in the current financial Year (in ₹) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
| | | | | State | District | | | | | | Name | CSR Registration number |
| Not Applicable | | | | | | | | | | | | |

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) |
|---------|---|---|---------------------|-------------------------|---------------------------------------|---|--|--|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/No) | Location of the project | | Amount spent for the project (in ₹ Lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency. (Name & CSR registration number) |
| | | | | State | District | | | |
| 1. | General Health Camps, Eye Camps, Miscellaneous Awareness programmes, Oxygen supply, Concentrators, Flow Meters, X-Ray Machines donation to Government Hospital & provision of free medicines to needy people. | (i) Promoting Health Care | Yes | Tamilnadu | Tirunelveli, Salem, Ariyalur, Chennai | 98.65 | Yes | NA |
| | | | | Andhra Pradesh | Kadapa | | | |
| | | | | Telangana | Ranga Reddy | | | |
| | | | | Rajasthan | Banswara | | | |
| 2. | Contribution for Covid-19 Fund to The District Collector. | (xii) Disaster Management | Yes | Tamilnadu | Salem | 15.00 | Yes | NA |
| 3. | Distributing Food, FMCG, PPE Kit etc. to Local poor people, Migrant workers, Front Line workers, Police etc. during Covid lockdown (Covid-19). Sanitization activities in nearby villages | (xii) Disaster Management | Yes | Tamilnadu | Salem, Ariyalur | 3.73 | Yes | NA |
| | | | | Andhra Pradesh | Kadapa | | | |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) |
|---------|--|---|----------------------|-------------------------|--------------------------|---|--|--|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/ No) | Location of the project | | Amount spent for the project (in ₹ Lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency. (Name & CSR registration number) |
| | | | | State | District | | | |
| 4. | Renovation of Primary Health Centre & Sanitation Complex | (i) Promoting Healthcare | Yes | Tamilnadu | Ariyalur | 5.03 | Yes | NA |
| 5. | Donating Colour Doppler Ultrasound System to Hospital | (i) Promoting Healthcare | Yes | Tamilnadu | Ariyalur | 8.75 | Yes | NA |
| 6. | Provision of Wall Mounted Fan for Civil Hospital | (i) Promoting Healthcare | Yes | Maharashtra | Beed | 0.36 | Yes | NA |
| 7. | Distribution of Food Packets to the affected people during Floods | (xii) Disaster Management | Yes | Tamilnadu | Thiruvallur | 0.20 | Yes | NA |
| 8. | Providing basic necessities such as Dress Materials, Foot Wear, Vessels, Tri-cycles, Tarpaulin, Twister etc. to Orphanages, Old age homes, Visually & Physically Challenged persons, the Homeless etc. | (i) Eradication of Poverty | Yes | Tamilnadu | Tirunelveli, Thiruvallur | 1.77 | Yes | NA |
| | | | | Telangana | Ranga Reddy | | | |
| 9. | Donation / Contribution of Cement to Armed Force, Community Hall, Public Sanitation facilities and other requirements | (x) Rural development projects | Yes | Telangana | Nalgonda | 4.71 | Yes | NA |
| 10. | Contribution to Educational Institutions | (ii) Promotion of Education | Yes | Tamilnadu | Ariyalur, Chennai | 66.00 | Yes | NA |
| 11. | Distribution of Study Material, Books, Compass Boxes, Dictionaries, Bags, Shoes, Tie & Badges etc to students in local villages studying in Schools / Colleges. | (ii) Promotion of Education | Yes | Telangana | Nalgonda | 2.36 | Yes | NA |



| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) |
|---------|--|---|----------------------|-------------------------|---|---|--|--|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/ No) | Location of the project | | Amount spent for the project (in ₹ Lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency. (Name & CSR registration number) |
| | | | | State | District | | | |
| 12. | Providing support to Meritorious students / Dedicated Teachers of nearby Government Schools / Institutions by awarding and providing financial help to the needy/poor students for the Higher Education, School Scout Students & Assisting Government Schools to fill the Teachers Vacancies. | (ii) Promotion of Education | Yes | Tamilnadu | Tirunelveli, Ariyalur, Thiruvallur, Chennai | 8.48 | Yes | NA |
| | | | | Telangana | Ranga Reddy | | | |
| | | | | Rajasthan | Banswara | | | |
| 13. | Promoting gender equality and empowering women Self Help Groups (SHG), Women's Day celebrations, setting up homes and hostels for Women and Orphans, setting up old age homes, day care centres, and such other facilities for senior citizens and implementing measures for reducing inequalities faced by socially and economically backward groups. | (iii) Promotion of Gender Equality | Yes | Telangana | Ranga Reddy | 6.86 | Yes | NA |
| | | | | Maharashtra | Beed | | | |
| | | | | Rajasthan | Banswara | | | |
| 14. | Organizing plantation and different events on the occasion of World Environment Day and conducting awareness campaigns, providing Saplings and Tree guards etc. | (iv) Environment | Yes | Tamilnadu | Ariyalur | 2.69 | Yes | NA |
| | | | | Telangana | Ranga Reddy | | | |
| | | | | Rajasthan | Banswara | | | |
| 15. | Improvement of Village Pond / Drain / Canal and provide equipment for home waste collection. | (iv) Environment | Yes | Tamilnadu | Thiruvallur | 1.27 | Yes | NA |
| | | | | Telangana | Nalgonda | | | |
| 16. | Clearing of bushes in nearby villages | (iv) Environment | Yes | Andhra Pradesh | Kadapa | 0.80 | Yes | NA |
| 17. | Drilling Borewell for Forest Department | (iv) Environment | Yes | Maharashtra | Beed | 1.14 | Yes | NA |

| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) |
|---------|--|---|---------------------|-------------------------|--------------------------|---|--|--|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/No) | Location of the project | | Amount spent for the project (in ₹ Lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency. (Name & CSR registration number) |
| | | | | State | District | | | |
| 18. | Providing anicuts, drinking water facilities etc., to the nearby villages, Government Schools, Institutions and other public places under schemes launched by Rajasthan Government for the improvement of environment. | (iv) Environment | Yes | Rajasthan | Banswara | 1.82 | Yes | NA |
| 19. | De-silting and deepening of Rivers, Lakes, Ponds & heightening bunds of Tanks. Planting of Avenue trees on Roadsides and in Government barren lands. | (iv) Environment | Yes | Tamilnadu | Ariyalur | 0.54 | Yes | NA |
| 20. | Assistance & financial support to local sports and on the occasion of Independence Day & Republic Day organized by Government Authorities/ Agencies/ Institutions to motivate and promote to Rural sports at District and state level. | (vii) Promoting Rural Sports | Yes | Tamilnadu | Ariyalur, Thiruvallur | 6.39 | Yes | NA |
| | | | | Telangana | Nalgonda | | | |
| | | | | Rajasthan | Banswara | | | |
| 21. | Renovation, upgradation & cleaning of Passenger Waiting Shelter, Public Building, School, Police Station, Panchayat Office etc. | (x) Rural Development | Yes | Tamilnadu | Tirunelveli, Thiruvallur | 10.55 | Yes | NA |
| | | | | Andhra Pradesh | Kadapa | | | |
| | | | | Telangana | Nalgonda | | | |
| | | | | Maharashtra | Beed | | | |
| 22. | Providing Doors for Sanitation Facilities | (x) Rural Development | Yes | Tamilnadu | Ariyalur | 0.70 | Yes | NA |
| 23. | Laying and levelling of roads in nearby villages | (x) Rural Development | Yes | Tamilnadu | Ariyalur | 3.49 | Yes | NA |
| | | | | Telangana | Nalgonda | | | |



| (1) | (2) | (3) | (4) | (5) | | (6) | (7) | (8) |
|--------------|--|---|---------------------|-------------------------|-----------------------|---|--|--|
| Sl. No. | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/No) | Location of the project | | Amount spent for the project (in ₹ Lakhs) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency. (Name & CSR registration number) |
| | | | | State | District | | | |
| 24. | Construction of Multipurpose Community Hall, Compound wall, Bus stop / Shelter, Roads, Library Building, Cremation yard, Sanitation Facilities, Bathing areas, Schools, Playground etc., and upgradation of Civic structures for villagers, undertaking painting work etc. | (x) Rural Development | Yes | Tamilnadu | Salem, Ariyalur | 31.60 | Yes | NA |
| | | | | Telangana | Nalgonda, Ranga Reddy | | | |
| | | | | Maharashtra | Beed | | | |
| | | | | Rajasthan | Banswara | | | |
| 25. | Contribution to District Administration for Anganwadi Construction works at near by villages | (x) Rural Development | Yes | Tamilnadu | Thiruvallur | 6.00 | Yes | NA |
| 26. | Providing Water Tank and Motor, RO water system to nearby villages for drinking water | (i) Making available safe drinking water | Yes | Tamilnadu | Ariyalur | 1.87 | Yes | NA |
| | | | | Andhra Pradesh | Kadapa | | | |
| | | | | Telangana | Nalgonda | | | |
| 27. | Installing LED lights in nearby villages | (x) Rural Development | Yes | Tamilnadu | Thiruvallur | 1.59 | Yes | NA |
| 28. | Protection of National Heritage, Art and Culture including restoration of Buildings, Temples and Sites of Historical importance and work of art, setting up of public libraries, promotion and development of Traditional Arts, Festival, Spiritual and Handicrafts organized with the help of local representatives, institutions and NGO in nearby villages. | (v) Protection of National Heritage | Yes | Andhra Pradesh | Kadapa | 9.70 | Yes | NA |
| | | | | Telangana | Nalgonda | | | |
| | | | | Rajasthan | Banswara | | | |
| Total | | | | | | 302.05 | | |

- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 302.05 Lakhs
- (g) Excess amount for set off, if any : ₹ 53.37 Lakhs

| Sl. No. | Particulars | Amount (in ₹ in Lakhs) |
|---------|---|------------------------|
| (i) | Two percent of average net profit of the Company as per section 135(5) | 248.68 |
| (ii) | Total amount spent for the Financial Year | 302.05 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | 53.37 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | - |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | 53.37 |

9. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sl. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | | Amount remaining to be spent in succeeding financial years. (in ₹) |
|----------------|--------------------------|--|---|--|---------------|------------------|--|
| | | | | Name of the Fund | Amount (in ₹) | Date of transfer | |
| Not Applicable | | | | | | | |

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
|----------------|-------------|---------------------|--|------------------|---|--|--|--|
| Sl. No. | Project ID. | Name of the Project | Financial Year in which the project was commenced. | Project duration | Total amount allocated for the project (in ₹) | Amount spent on the project in the reporting Financial Year (in ₹) | Cumulative amount spent at the end of reporting Financial Year. (in ₹) | Status of the project - Completed / Ongoing. |
| Not Applicable | | | | | | | | |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

- (a) Date of creation or acquisition of the capital asset(s) : None
- (b) Amount of CSR spent for creation or acquisition of capital asset. : Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). : Not Applicable

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5) : Not Applicable

On behalf of the Board

Place : Chennai
Date : 12th August, 2022

N.SRINIVASAN
Chairman, CSR Committee
(DIN: 00116726)



ANNEXURE 'H' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

FORM AOC-1

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH 2022 PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

PART - A - SUBSIDIARIES

₹ In Lakhs

| Sl. No. | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 |
|---------|--|--------------------------------------|---------------------|-----------------------------|------------------------|-------------------------|------------------------------|-------------------------------------|-----------------------|----------------------------|---|---|------------------------------------|-------------------------------|
| 1 | Name of the Subsidiary | Industrial Chemicals & Monomers Ltd. | ICL Securities Ltd. | ICL Financial Services Ltd. | ICL International Ltd. | Coromandel Travels Ltd. | Coromandel Electric Co. Ltd. | India Cements Infra-structures Ltd. | NKJA Mining Pvt. Ltd. | Springway Mining Pvt. Ltd. | PT Coromandel Minerals Resources, Indonesia | Coromandel Minerals Pte Ltd., Singapore | Raasi Minerals Pte. Ltd, Singapore | PT Adcoo Energindo, Indonesia |
| 2 | Date since when subsidiary was acquired | 09-04-1992 | 28-11-1996 | 08-06-1994 | 08-06-1994 | 06-02-2017 | 27-03-2012 | 31-01-2013 | 03-12-2018 | 03-12-2018 | 10-07-2008 | 01-06-2010 | 27-03-2018 | 27-03-2018 |
| 3 | Reporting Period for the Subsidiary Accounts | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-03-2022 | 31-12-2021 | 31-03-2022 | 31-03-2022 | 31-12-2021 |
| 4 | Reporting Currency for the Subsidiary | INR | INR | INR | INR | INR | INR | INR | INR | INR | RP-0.005273 | USD-75.79 | USD-75.79 | RP-0.005273 |
| 5 | Share Capital | 222.82 | 613.02 | 596.20 | 5.00 | 6731.00 | 70.00 | 5.00 | 1.00 | 1.00 | 128.54 | 9167.05 | 745.29 | 358.31 |
| 6 | Reserves and Surplus | 14063.05 | (571.09) | (3,082.50) | (3,447.75) | (6,622.78) | 18981.25 | (3,371.15) | (12.71) | 1422.00 | (2,455.43) | 3349.64 | (3.34) | (806.46) |
| 7 | Total Assets | 15856.69 | 13017.91 | 13920.86 | 201.71 | 139.48 | 22534.54 | 6283.67 | 8.83 | 13907.00 | 4162.42 | 12,518.44 | 750.88 | 467.75 |
| 8 | Total Liabilities | 1570.83 | 12975.98 | 16407.16 | 3,644.05 | 29.45 | 3483.29 | 9649.83 | 20.54 | 12484.00 | 6489.32 | 1.74 | 8.93 | 915.90 |
| 9 | Investments | 0.02 | 10466.41 | 13907.31 | 0.00 | 0.00 | 3843.00 | 0.00 | 0.49 | 0.00 | 9.08 | 5768.53 | 743.69 | 142.96 |
| 10 | Turnover | 30.00 | 102.44 | 104.39 | 194.00 | 51.91 | 9341.95 | 54.89 | 0.00 | 0.07 | 4536.95 | 442.77 | 26.30 | 14.25 |
| 11 | Profit / (Loss) before Taxation | 5.84 | 96.96 | 98.85 | (39.50) | (36.15) | 1735.36 | (100.89) | (4.28) | (7.50) | 262.52 | 430.77 | 22.58 | (85.49) |
| 12 | Provision for Taxation | 0.00 | 29.82 | 30.33 | 0.00 | 0.00 | 384.47 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| 13 | Profit / (Loss) after Taxation | 5.84 | 67.14 | 68.52 | (39.50) | (36.15) | 1350.89 | (100.89) | (4.28) | (7.50) | 262.52 | 430.77 | 22.58 | (85.49) |
| 14 | Proposed Dividend | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| 15 | % of Sharing | 98.59% | 100% | 100% | 100% | 98.50% | 50.14% | 100% | 100% | 81.15% | 100% | 100% | 100% | 100% |
| 16 | No. of Shares | 2228191 | 6130200 | 5962000 | 50000 | 67310000 | 700000 | 50000 | 10000 | 10000 | 3000 | 18986501 | 1072250 | 8000 |
| 17 | Book Value per Share | 641.14 | 0.68 | (41.70) | (6,885.50) | 0.16 | 2721.61 | (6,732.31) | (117.05) | 14,228.90 | (77,563.13) | 65.92 | 69.20 | (5,601.88) |
| | Notes : | | | | | | | | | | | | | |
| 1 | Yet to commence operation | Commenced | Commenced | Commenced | Commenced | Commenced | Commenced | Commenced | Commenced | Yet to be Commenced | Commenced | Commenced | Commenced | Commenced |
| 2 | Liquidated / Sold during the Year | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL | NIL |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)

R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH 2022 PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

PART - B - ASSOCIATES

| Sl. No. | Name of Associates | Raasi Cement Limited | Coromandel Sugars Limited | India Cements Capital Limited | Unique Receivable Management Private Limited | PT Mitra Setia Tanah Bumbu, Indonesia |
|--------------|--|----------------------|---------------------------|-------------------------------|--|---------------------------------------|
| 1 | Latest Audited Balance Sheet Date | 31-03-2021 | 31-03-2021 | 31-03-2021 | 31-03-2021 | 31-12-2021 |
| 2 | Date on which the associate was associated or acquired | 25-02-2000 | 15-11-1999 | 07-02-1997 | 08-02-2007 | 17-12-2018 |
| 3 | Shares of Associates held by the Company & its subsidiaries on the year end | | | | | |
| | No. of Shares | 359412 | 7000100 | 10400000 | 24600 | 2695 |
| | Amount of Investment in Associates (₹ in Lakhs) | 0.00 | 3,843.00 | 3,252.59 | 2.46 | 130.88 |
| | Extent of Holding % | 43.45% | 25.07% | 47.91% | 49.20% | 49.00% |
| 4 | Description of how there is significant Influence | Holding > 20% | Holding > 20% | Holding > 20% | Holding > 20% | Holding > 20% |
| 5 | Reason why the associate is not Consolidated | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| 6 | Net Worth attributable to Shareholding as per Latest audited Balance Sheet (₹ Lakhs) | (289.24) | 2595.20 | 732.82 | (4,398.35) | 723.03 |
| 7 | Profit / Loss for the Year (2021-22) | | | | | |
| | i. Considered in Consolidation (₹ Lakhs) | 0.00 | 547.90 | 12.02 | 0.00 | 1930.89 |
| | ii. Not Considered in Consolidation (₹ Lakhs) | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| Notes | | | | | | |
| 1 | Yet to commence operation | Commenced | Commenced | Commenced | Commenced | Commenced |
| 2 | Liquidated / Sold during the year | NIL | NIL | NIL | NIL | NIL |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No: 231282

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)
R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholtime Director
(DIN: 01711965)
S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors



ANNEXURE 'I' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022
INFORMATION AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

| Particulars | 2021-22 | 2020-21 |
|---|-----------------|----------|
| Ratio of remuneration of each director to the median remuneration of employees: | | |
| Managing Director | 56.09:1 | 211.59:1 |
| Wholetime Director | 52.27:1 | 73.73:1 |
| Percentage increase in remuneration: | | |
| Managing Director | (72.35%) | 229.23% |
| Wholetime Director | (26.04%) | 78.57% |
| Chief Financial Officer (CFO) | 1.67% | (0.70%) |
| Company Secretary | 82.92% | (23.27%) |
| Percentage increase in the median remuneration of employees | 4.32 | (3.80%) |
| Number of permanent employees on the rolls of the Company | 1912 | 2036 |
| Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. | NA | NA |
| Affirmation that the remuneration is as per the remuneration policy of the Company | Yes | Yes |

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
Director
(DIN: 00036898)

Place : Chennai
Date : 12th August, 2022

ANNEXURE 'J' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2022

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

*[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
THE INDIA CEMENTS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THE INDIA CEMENTS LIMITED (hereinafter called "The Company") during the financial year 2021-22. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of THE INDIA CEMENTS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by THE INDIA CEMENTS LIMITED for the financial year ended on 31.03.2022, according to applicable the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) 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;
- (vii) Other Laws specifically applicable to the Company:
 - A) Labour laws and its corresponding Rules thereto:
 - a. Factories Act, 1948
 - b. Industrial Disputes Act, 1947
 - c. Payment of Wages Act, 1936
 - d. Minimum Wages Act, 1948
 - e. Employees State Insurance Act, 1948

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

- f. The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - g. The Payment of Bonus Act, 1965
 - h. The Payment of Gratuity Act, 1972
 - i. Contract Labour (Regulation and Abolition) Act, 1970
 - j. Maternity Benefit Act, 1961
 - k. The Child Labour (Prohibition and Regulation) Act, 1986
 - l. The Industrial Employment (Standing Orders) Act, 1946
 - m. The Employee's Compensation Act, 1923 (earlier known as Workmen's Compensation Act, 1923)
 - n. The Apprentices Act, 1961 and the amendments thereto
 - o. The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.
- B) Environmental Acts and its corresponding Rules thereto:
- a. The Environment (Protection) Act, 1986
 - b. Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016
 - c. The Water (Prevention and Control of Pollution) Act, 1974
 - d. The Air (Prevention and Control of Pollution) Act, 1981
- C) Electricity Act, 2003 and the Rules made thereunder
- D) Mines Act, 1952, Mines and Minerals (Development and Regulation) Act, 1957 and the Rules made thereunder
- E) Explosives Act, 1884 and the Rules made thereunder
- F) The Legal Metrology Act, 2009

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review and as per the explanations and clarifications given to me and the representation made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above by all the units / factories located across India, except instances which would not materially affect the operations of the Company.

I further report that,

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

Adequate notice is given to all Directors to schedule the Board 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.

Decisions at the Board Meetings, as represented by the Management, were unanimous and therefore there were no dissenting views that were required to be recorded.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me, 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.

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and have relied upon the report of Statutory Auditors and Financial Statements.
4. Wherever required, I have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai
Date : 12th August, 2022

Name: P R SUDHA
Membership No.: F6046
CP No.: 4468
UDIN: F006046D000763858

K.S. RAO & CO.
Chartered Accountants
7-B, 7th Floor, Century Plaza,
560-562, Anna Salai,
Chennai - 600 018.

S. VISWANATHAN LLP
Chartered Accountants
17, Bishop Wallers Avenue (West)
Mylapore,
Chennai – 600 004.

INDEPENDENT AUDITORS' REPORT

To

**The Members of
The India Cements Limited**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of The India Cements Limited ("the Company"), which comprise the Balance sheet as at 31st March 2022, the statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statements and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as 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 Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

Without qualifying our report, we draw attention to

- (a) Note No.41.4 of the Standalone Ind AS Financial Statements, regarding the order of attachment issued by the authorities through which certain assets of the company amounting to Rs.120.34 Crores have been attached vide provisional attachment Order dated 25th February 2015 which the company is disputing before legal forums. The company has been legally advised that it has strong grounds to defend its position, pending the outcome of the proceedings the impact if any is not ascertainable at this stage accordingly no adjustments have been made in the standalone Ind AS financial statements.
- (b) Note No.41.2(f) of the Standalone Ind AS Financial Statements relating to the order of the Competition Commission of India (CCI), alleging contravention of the provisions of Competition Act, 2002 and imposing a penalty of Rs.187.48 Crores on the Company. On Company's appeal, National Company Law Appellate Tribunal (NCLAT), in the interim order directed the company to pay 10% of the Penalty amount (₹ 18.75 Crores) before getting stay which has been deposited by the company. Subsequently, in its final order passed on 25th July, 2018, NCLAT has reportedly upheld the CCI's Order. The company appealed against the order before Supreme Court and the Supreme Court vide its Order dated 05th October, 2018 admitted the Company's appeal and directed that the interim order passed by the NCLAT in the matter, shall continue setting aside the final orders passed by NCLAT on 25th July, 2018. Pending the outcome, no adjustments have been made in the Standalone Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS 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 to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition:

Discounts, Incentives and Rebates etc.:

| Reasons why the matter was determined to be a key audit matter | Auditor's Response |
|---|--|
| <p>(i) Revenue is measured net of discounts, incentives and rebates on the Company's sales.</p> <p>(ii) The Company has its presence across different marketing regions within the country and operates in competitive business environment. The company recognises discounts, incentives and rebates at the time of sale either on provisional basis or on contracted terms. The assessment of entitlement of discounts, incentives and rebates recognised on sales made during the year is material and considered to be complex and dependent on various performance obligations of customers and market conditions. There is a risk of revenue being affected as a result of variations in assessment of discounts, incentives and rebates recognised on sales.</p> <p>Given the complexity involved in the assessment of provisions required for discounts, incentives and rebates the same is considered as key audit matter.</p> | <p>Our procedures included:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates as required under the applicable accounting standards. Testing the effectiveness of the Company's controls over the determination of discounts, incentives and rebates based on commitments made either contracted or determined by the market forces. Obtaining management's assessment of its obligations towards discounts, incentives and rebates including accruals under applicable schemes and compare the overall assessment of the obligations with the approved schemes on sample basis. Examined on a sample basis, all the supporting documentation required for computing the company's obligation towards discounts, incentives and rebates recorded and disbursed during the year including credit notes issued after the year end date to determine whether these were recorded appropriately covering the stated obligations. The management's assessment of discounts, incentives and rebates recorded for the current year have been compared on an overall basis with the past practices to assess the adequacy of provisions made during the current year read with the changing competitive market dynamics as explained by the management. Our examination includes procedures to identify any unusual or irregular items. |

2. Litigations and Contingencies:

| Reasons why the matter was determined to be a key audit matter | Auditor's Response |
|---|---|
| <p>The Company is engaged in large number of legal and tax related litigations which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case considering its operations spread across various regions within India involving the company to deal with different regulatory frameworks.</p> <p>Taxation and other litigation exposures have been identified as a key audit matter due to the, timescales involved for resolution and the potential financial impact arising out of these on the financial statements given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provision required or to determine required disclosures. Further significant management judgement is involved in assessing the exposure of each case and eventual obligation on the company and thus there is a risk that such cases may not be adequately provided for or disclosed.</p> <p>These estimates could change substantially over time as new facts emerge and each legal case progress and subsequent judicial guidance emerges or statutory amendments if any with retrospective effects are enacted having a bearing on the ongoing litigation.</p> <p>(Refer note 41.2 & 41.4 to the standalone Ind AS financial statements).</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls we have performed relevant control tests. Obtained the summary of Company's legal and tax cases and critically assessed management's position through discussions with the Legal Counsel and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss. Obtained and reviewed external legal opinions (where considered necessary and made available) and other evidence to corroborate management's assessment of the risks in respect of pending litigations. Engaged with legal experts to evaluate the appropriateness of the legal positions taken by the management with respect to different tax issues. Assessed whether management assessment of similar cases is consistent across the plants/divisions or that differences in positions are adequately justified. Assessed the appropriateness of disclosures made in the financial statements to examine whether they reflect the facts and circumstances of the respective litigations and the requirements of relevant accounting standards. |

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3. Allowance for Receivables:

| Reasons why the matter was determined to be a key audit matter | Auditor's Response |
|--|--|
| <p>Trade receivables of the company comprise mainly receivables from its customers towards sale of cement both in domestic and export markets and other cement related products and shipping and infrastructure development business. The operating environment in the cement industry and other businesses the company operates has the inherent risks of default on receivables from the company's customers more so in the back ground of pandemic related challenges affecting the business environment. In particular, in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer including assessment of ongoing litigations against the defaulting customers. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgements and assumptions, including the credit risk assessment of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the provision to be made towards the receivables.</p> | <p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables along with confirmation of balances on a sample basis as per the auditing standards and identified the relevant receivables due beyond the credit terms and discussed the current status with the management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information if any and latest correspondence with customers and further assessed the adequacy of provisions made for any possible non recoveries; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. |

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board Report including Annexures to Board's Report like Management Discussion and Analysis, Business Responsibility Report, Corporate Governance and Shareholder's Information etc., but does not include the standalone Ind AS financial statements and our auditor's report thereon. The above reports are expected to be made available to us after the date of the auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and the 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 Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS 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 standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the standalone Ind AS 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 in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 Ind AS financial statements, including the disclosures, and whether the standalone Ind AS 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 Ind AS financial statements of the financial year ended March 31, 2022 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.

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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 sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 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 Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g) 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 Ind AS financial statements – Refer Note 41.2 & 41.4 to standalone Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, during the year no funds (which are material either individually or in the aggregate) other than those disclosed in the notes to accounts, 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 or entity, including foreign entity ("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 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 (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company 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 have 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.

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- v. As stated in Note 41.16(B) to the standalone financial statements
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

3. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration provided by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AKGCLO1895

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 22023305AJRWKN8622

Place : Chennai
Date : 27th May, 2022

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITORS’ REPORT

The Annexure referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date

- i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and right of use assets.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. Pursuant to the programme, certain fixed assets were physically verified by the management during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of 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 except immovable properties indicated in the below mentioned cases as at March 31, 2022 for which title deeds were not available with the Company and lease agreements are not duly executed where the Company is the lessee.

(INR in Lakhs)

| Description of property | Gross Carrying Value | Held in the name of | Whether promoter, director or their relative or employee | Period held by promoter, director or their relative or employee | Reason for not being held in the name of the company |
|-----------------------------|----------------------|--------------------------------|--|---|--|
| Building-Apartment at Delhi | 5.70 | Som Datt Builders Pvt. Limited | No | N.A | Documents of title are yet to be executed in favour of the Company |

Freehold land includes land transferred pursuant to merger, pending mutation in the name of the company.

Based on the examination of relevant documents by us and confirmations received from the lenders/security trustees as on the reporting date, immovable properties of land and buildings whose title deeds have been pledged as security for borrowings, are held in the name of the Company.

- (d) The company has revalued its Property, Plant and Equipment during the current year based on the valuation by a Registered Valuer and change in the aggregate of the net carrying value of each class of Property, Plant and Equipment is not in excess of 10%. The company has not revalued its Intangible Assets during the year ended 31.03.2022.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the company, no proceedings have been initiated against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii) (a) According to the information and explanations given to us the inventories were physically verified during the year by the management at reasonable intervals and, in our opinion, the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on physical verification.
- (b) The Company has been sanctioned working capital limits in excess of Rs.5 crore, in aggregate, from consortium of banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the quarterly/monthly returns comprising stock, trade receivables, creditors statements and other stipulated financial information filed by the Company with consortium of banks are having differences with the books of account in relation to trade receivables arising on account of classification policies of the company as explained in Note 41.19(B)(2) to the standalone financial statements.

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iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments and granted loans and advances in the nature of loans, to companies and other parties in respect of which the requisite information provided as below:

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the aggregate amount during the year and balance outstanding at the balance sheet date with respect to loans or advances in the nature of loans to subsidiaries, joint ventures, associates and other parties are given below:

| Particulars | Guarantees | Security | Loans | Advances in nature of Loans |
|---|------------|----------|----------|-----------------------------|
| Aggregate amount granted / provided during the year | | | | |
| - Subsidiaries | - | - | 1550.49 | - |
| - Associates | - | - | 978.15 | - |
| - Others | - | - | 8722.46 | - |
| Balance Outstanding as at 31st March 2022 in respect of above cases | | | | |
| -Subsidiaries | - | - | 26642.37 | - |
| -Associates | - | - | 7874.48 | - |
| -Others | - | - | 97175.42 | - |

(b) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions under which the aforesaid investments were made and loans and advances granted are not prejudicial to the company's interest.

(c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts are regular except in case of loans to subsidiaries and associates as detailed in the table below, no repayment schedule was stipulated and accordingly, we are unable to comment on the regularity of repayment of principal and payment of interest.

(₹ in Lakhs)

| Name of the Entity | Amount | Remarks |
|---------------------------------------|----------|-------------------------|
| India Cements Infrastructures Limited | 9608.02 | Wholly Owned Subsidiary |
| NKJA Mining Private Limited | 19.12 | Wholly Owned Subsidiary |
| ICL Financial Services Limited | 5182.40 | Wholly Owned Subsidiary |
| Springway Mining Private Limited | 11832.83 | Subsidiary |
| India Cements Capital Limited | 506.59 | Associate |

(d) According to information and explanations given to us and based on the audit procedures performed, there are no amounts of loans and advances in the nature of loans granted to the companies, which are overdue for more than 90 days as at the balance sheet date when read with the terms and conditions covering the Loans and advances.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the company, there were no loans or advances in the nature of loans fallen due during the year, which have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

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- (f) In our opinion and according to the information and explanations given to us, the Company has granted loans or advances in the nature of loans which are either repayable on demand or without specifying any terms or period of repayment as detailed below:

(₹ In lakhs)

| Particulars | All Parties | Promoters | Related Parties |
|--|-------------|-----------|-----------------|
| Aggregate amount of loans / advances in nature of loans | | | |
| - Repayable on demand (A) | - | - | - |
| - Agreement does not specify any terms or period of repayment (B)* | 1592.67 | - | 1592.67 |
| Total (A+B) | 1592.67 | | 1592.67 |
| Percentage of loans / advances in nature of loans to the total loans | 1.27% | | 1.27% |

* Amounts given to whollyowned subsidiaries.

- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Act to the extent applicable to the company, in respect to the loans given, investments made, guarantees given and security provided.
- v) In respect of public deposits, in our opinion and according to the information and explanation given to us, directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 and the other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, to the extent applicable, have been complied with. We are informed by the management that no order in this regard has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) According to the information and explanations given to us and on the basis of our examination of the books of account in respect of statutory dues:
- a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other applicable statutory dues except in case of goods and services tax where delays upto 30 days were observed in depositing the statutory dues with appropriate authorities. According to information and explanations given to us, no undisputed statutory dues payable was in arrears as at March 31, 2022, for a period of more than six months from the date they became payable;
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, details of dues of Sales tax, Income tax, Service tax, Customs Duty, Excise duty, VAT and Cess, which have not been deposited as on 31st March 2022 on account of any dispute and the forum where disputes are pending is given in Annexure - I.
- viii) In our opinion and according to the information and explanations given to us, the company has not surrendered or disclosed any transaction as income during the year as tax assessments under the Income Tax Act, 1961.
- ix) In our opinion and according to the information and explanations given to us and on examination of records of the company,
- (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. However, with respect to loan amounting to Rs.2539.91 Lakhs availed from a wholly owned subsidiary, the terms and conditions for payment of principal and interest thereon have not been stipulated and accordingly we are unable to comment on the default in repayment of such loans. According to the information and explanations given to us such loan and interest thereon have not been demanded for repayment during the relevant financial year.

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- (b) The company has not been declared a wilful defaulter by any bank or financial institutions.
 - (c) The term loans were applied for the purposes for which the loans were obtained.
 - (d) The Funds raised on short term basis have not been used for long term investment.
 - (e) 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 any funds during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) (a) In our opinion and according to the information and explanations given to us and on examination of records of the company, the company has not raised money by way of initial public offer (including debt instruments) during the year.
- (b) In our opinion and according to the information and explanations given to us and on examination of records of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi) According to the information and explanations given to us and on examination of records of the company.
- (a) No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies 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) The company has not received any whistle-blower complaints during the year.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and considering the circumstances and disclosures mentioned in Note 41.13 to the standalone Ind AS financial statements.
- xiv) According to the information and explanations given to us and based on the results of the audit procedure performed,
- (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the internal Auditors for the period under audit were considered by the statutory auditor.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi) According to the information and explanations given to us and based on our examination of the records of the Company,
- (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) The Group has more than one CIC as part of the group. There are 4 CICs forming part of the group.

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17, Bishop Wallers Avenue (West)
Mylapore,
Chennai – 600 004.

- xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not incurred cash losses during the year and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditor during the year, hence the clause is not applicable.
- xix) According to the information and explanations given to us and 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 basing on our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions covering the future operations, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report 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 operational efficiencies 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) (a) In our opinion, according to the information and explanations given to us and based on our examination of the records of the Company, the company has no ongoing CSR projects. Accordingly, Para 3(xx)(a) of Order is not applicable.
- (b) In our opinion, according to the information and explanations given to us and based on our examination of the records of the Company, the company has no amount remaining unspent under sub section (5) of section 135 of Companies Act. Accordingly, Para 3(xx)(b) of Order is not applicable.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AKGCLO1895

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 22023305AJRWKN8622

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Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Standalone Ind AS Financial Statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of The India Cements Limited (“the Company”) as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Financial Statements.

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Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AKGCLO1895

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 22023305AJRWKN8622

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ANNEXURE - I to the Independent Auditors' Report as mentioned in Paragraph 3 (vii) (b) of CARO 2020

| Sl. No. | Nature of the Statute | Nature of Dues | Amount (₹) | Period to which amount relates | Forum where dispute is pending |
|--------------------|---|-----------------------------|-------------------|--|---|
| 1 | Central Excise Act, 1944 | Excise Duty and Service tax | 97098066 | Various Periods from 1995-96 to 2009-10 | Supreme Court |
| | | | 73078194 | Various Periods from 1994-95 to 2017-18 | High Court |
| | | | 1483265653 | Various Periods from 2003-04 to 2017-18 | CESTAT |
| | | | 291370650 | Various Periods from 2001-02 to 2017-18 | Commissioner / Commissioner (Appeals) |
| | Sub Total | | 1944812563 | | |
| 2 | Central Sales Tax Act, 1956 and Sales Tax of Various States | Sales Tax / VAT | 8104848 | 2009-10 | Supreme Court |
| | | | 27142295 | 2008-09 & 2013-14 | Additional Commissioner (Rev. Petition) |
| | | | 290920245 | Various pendings from 1969-70 to 2017-18 | Appeal to High Court |
| | | | 7728042 | 2013-14, 2005-06 and 2007-08 | Deputy Commissioner (Appeals) |
| | | | 315939 | Various pendings from 2007-08 to 2015-16 | Joint Commissioner (Appeals) |
| | | | 1739523 | 2013-14 | Commissioner (Appeals) |
| | Sub Total | | 335950892 | | |
| 3 | Customs Duty, 1962 | Customs Duty | 642849630 | 2013-14 & 2014-15 & 2017-18 | CESTAT |
| | Sub Total | | 642849630 | | |
| 4 | Income Tax Act, 1961 | Income Tax | 81064938 | 1996-1997 | Supreme Court |
| | | | 36383000 | Various periods from 1982-83 to 1986-87 | High Court |
| | | | 531000 | 1991-1992 | Income Tax Apellate Tribunal |
| | | | 13810399 | 2015-2016 | CIT Appeals |
| | | | 58297245 | 2016-2017 | Deputy Commissioner of Income Tax |
| | Sub Total | | 190086582 | | |
| Grand Total | | 3113699667 | | | |

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

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UDIN: 22231282AKGCLO1895

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 22023305AJRWKN8622



BALANCE SHEET AS AT 31ST MARCH 2022

| ASSETS | Note No. | Figures as at the end of current reporting period 31 st March 2022 | | Figures as at the end of previous reporting period 31 st March 2021 | |
|--|----------|--|-------------------|---|-------------------|
| | | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| ASSETS | | | | | |
| 1. Non-Current Assets : | | | | | |
| Property, Plant and Equipment | 4 | | 662932.60 | | 659856.14 |
| Capital Work in Progress | 4 | | 27149.84 | | 18706.39 |
| Investment Property | | | 0.00 | | 0.00 |
| Goodwill | | | 0.00 | | 0.00 |
| Other Intangible assets | 4 | | 5823.87 | | 7144.54 |
| Intangible Assets under development | | | | | |
| Financial Assets : | | | | | |
| i. Investments | 5 | 77554.80 | | 74433.25 | |
| ii. Trade Receivables | | 0.00 | | 0.00 | |
| iii. Loans | 6 | 125170.83 | | 120151.52 | |
| iv. Other financial assets | 7 | 5725.74 | 208451.37 | 5850.33 | 200435.10 |
| Deferred Tax Assets | | | 0.00 | | 0.00 |
| Other Non-Current Assets | 8 | | 35933.86 | | 36211.42 |
| Total Non-Current Assets | | | <u>940291.54</u> | | <u>922353.59</u> |
| 2. Current Assets : | | | | | |
| Inventories | 9 | | 83439.86 | | 58376.81 |
| Financial Assets : | | | | | |
| i. Investments | 10 | 395.78 | | 182.18 | |
| ii. Trade Receivables | 11 | 92127.73 | | 54124.40 | |
| iii. Cash and Cash Equivalents | 12 | 182.03 | | 676.22 | |
| iv. Loans | 13 | 3108.58 | | 4380.99 | |
| v. Other financial assets | 13A | 5370.60 | 101184.72 | 5947.79 | 65311.58 |
| Current Tax Assets (Net) | 14 | | 3811.44 | | 3756.02 |
| Other Current Assets | 15 | | 46626.33 | | 35875.85 |
| Assets held for sale | 4 | | 3123.83 | | 1725.72 |
| Total Current Assets | | | <u>238186.18</u> | | <u>165045.98</u> |
| TOTAL ASSETS | | | <u>1178477.72</u> | | <u>1087399.57</u> |
| EQUITY AND LIABILITIES | | | | | |
| 1. Equity: | | | | | |
| (a) Equity Share Capital | 16 | | 30989.78 | | 30989.78 |
| (b) Other Equity | 17 | | 550818.00 | | 530805.91 |
| Total Equity | | | <u>581807.78</u> | | <u>561795.69</u> |
| 2. Liabilities: | | | | | |
| Non Current Liabilities : | | | | | |
| Financial Liabilities | | | | | |
| i. Borrowings | 18 | 192869.58 | | 197981.29 | |
| ii. Lease liabilities | 19 | 334.76 | | 455.27 | |
| iii. Trade Payables | | 0.00 | | 0.00 | |
| iv. Other financial liabilities | | 0.00 | 193204.34 | 0.00 | 198436.56 |
| Provisions | 20 | | 18492.07 | | 18297.65 |
| Deferred tax liabilities (Net) | 21 | | 52950.23 | | 55376.51 |
| Other non-current liabilities | 22 | | 63054.99 | | 8436.88 |
| Total Non-Current Liabilities | | | <u>327701.63</u> | | <u>280547.60</u> |
| 3. Current Liabilities : | | | | | |
| Financial Liabilities | | | | | |
| i. Borrowings | 23 | 113445.49 | | 101964.76 | |
| ii. Lease liabilities | 23A | 164.15 | | 229.93 | |
| iii. Trade Payables | | | | | |
| (a) Total Outstanding dues to Micro Enterprises & Small Enterprises | 24 | 304.13 | | 308.34 | |
| (b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises | 24 | 128449.53 | | 107317.59 | |
| iv. Other financial liabilities | 25 | 6144.22 | 248507.52 | 7009.15 | 216829.77 |
| Provisions | 26 | | 4357.56 | | 3544.36 |
| Current tax liabilities (Net) | 27 | | 0.00 | | 0.00 |
| Other current liabilities | 28 | | 16103.23 | | 24682.15 |
| Total Current Liabilities | | | <u>268968.31</u> | | <u>245056.28</u> |
| TOTAL EQUITY AND LIABILITIES | | | <u>1178477.72</u> | | <u>1087399.57</u> |

See accompanying Notes to the Financial Statements

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholtime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

V. RANGANATHAN
(DIN: 00550121)
Directors

Place : Chennai
Date : 27th May, 2022

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022

| | Note.No. | Figures for the current reporting period | | Figures for the previous reporting period | |
|--|----------|--|------------------|---|------------------|
| | | April 2021 - March 2022 | | April 2020 - March 2021 | |
| | | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| INCOME: | | | | | |
| Revenue from Operations | 29 | | 471311.34 | | 443666.79 |
| Other Income | 30 | | 1671.78 | | 2344.77 |
| Total Revenue | | | 472983.12 | | 446011.56 |
| EXPENSES: | | | | | |
| Cost of materials consumed | 31 | | 78487.02 | | 70150.16 |
| Purchases of stock-in-trade | 32 | | 2.88 | | 6.30 |
| Changes in inventories of finished goods, work-in-process | 33 | | (2814.56) | | 7661.10 |
| Employee benefits expense | 34 | | 33219.12 | | 33103.19 |
| Finance costs | 35 | | 20402.23 | | 26494.88 |
| Depreciation and Amortisation Expense | 4 | | 21979.05 | | 24190.02 |
| <u>Other expenses</u> | | | | | |
| Manufacturing and other Operating Expenses | 36 | 163440.37 | | 115955.36 | |
| Administration and Other Charges | 37 | 15224.92 | | 12022.37 | |
| Selling and Distribution Expenses | 38 | 136991.94 | | 123714.33 | |
| Donations | 39 | 647.25 | 316304.48 | 443.20 | 252135.26 |
| Total Expenses | | | 467580.22 | | 413740.91 |
| Profit / (Loss) before exceptional items and tax | | | 5402.90 | | 32270.65 |
| Exceptional Items | | | 0.00 | | 0.00 |
| Profit / (Loss) before tax | | | 5402.90 | | 32270.65 |
| Tax expense | | | | | |
| Current Tax | | 3930.83 | | 5030.22 | |
| MAT Credit Entitlement / Utilisation | | 0.00 | | 8764.42 | |
| Deferred Tax | | (2426.28) | 1504.55 | (3727.96) | 10066.68 |
| Profit / (Loss) for the year from Continuing Operations | | | 3898.35 | | 22203.97 |
| Profit / (Loss) from discontinued Operations | | | 0.00 | | 0.00 |
| Tax Expense of Discontinued Operations | | | 0.00 | | 0.00 |
| Profit / (Loss) from discontinued Operations after tax | | | 0.00 | | 0.00 |
| Profit / (Loss) for the year | | | 3898.35 | | 22203.97 |
| Other Comprehensive Income / (Loss) | | | | | |
| Items that will not be reclassified to Profit or Loss | | | 19240.75 | | (61.22) |
| Income tax relating to Items that will not be reclassified to Profit or Loss | 17 | | (28.04) | | 21.39 |
| Items that will be reclassified to Profit or Loss | | | 0.00 | | 0.00 |
| Income tax relating to Items that will be reclassified to Profit or Loss | 17 | | 0.00 | | 0.00 |
| Other Comprehensive Income for the year- Total | | | 19212.71 | | (39.83) |
| Total Comprehensive Income for the year | | | 23111.06 | | 22164.14 |
| Earnings per Share for continuing operations : | | | | | |
| (face value of ₹ 10/- per equity share) | 41.12 | | | | |
| Basic (₹) | | | 7.46 | | 7.15 |
| Diluted (₹) | | | 7.46 | | 7.15 |
| Earnings per Share for discontinued operations : | | | | | |
| (face value of ₹ 10/- per equity share) | | | | | |
| Basic (₹) | | | 0.00 | | 0.00 |
| Diluted (₹) | | | 0.00 | | 0.00 |
| Earnings per Share for continuing & discontinued operations : | | | | | |
| (face value of ₹ 10/- per equity share) | | | | | |
| Basic (₹) | | | 7.46 | | 7.15 |
| Diluted (₹) | | | 7.46 | | 7.15 |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

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(DIN: 00116726)

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Wholtime Director
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(DIN: 00550121)
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Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 27th May, 2022



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2022

A. EQUITY SHARE CAPITAL (Refer Note No.16)

₹ Lakhs

| Balance as at 01-04-2021 | Changes in Equity Share Capital due to prior period errors | Restated balance as at 01-04-2021 | Changes in equity share capital during 2021-22 | Balance as at 31-03-2022 |
|--------------------------|--|-----------------------------------|--|--------------------------|
| 30989.78 | - | - | - | 30989.78 |

| Balance as at 01-04-2020 | Changes in Equity Share Capital due to prior period errors | Restated balance as at 01-04-2020 | Changes in equity share capital during 2020-21 | Balance as at 31-03-2021 |
|--------------------------|--|-----------------------------------|--|--------------------------|
| 30989.78 | - | - | - | 30989.78 |

B. OTHER EQUITY (Refer Note No.17)

₹ Lakhs

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and surplus | | | | | Retained Earnings | | Items of Other Comprehensive Income | Money received against share warrants | Total Other Equity |
|--|---|--|----------------------|----------------------------|--------------------|--------------------------|--|-------------------|----------------------------|-------------------------------------|---------------------------------------|--------------------|
| | | | Capital Reserve | Capital Redemption Reserve | Securities Premium | IndAS Transition Reserve | Remeasurement of Defined Benefit Plans | General Reserve | Surplus in Profit and Loss | | | |
| Balance as at 01-04-2021 | 0.00 | 0.00 | 16.17 | 2500.00 | 150331.18 | 203586.84 | (709.15) | 39052.54 | 111746.08 | 24282.25 | 0.00 | 530805.91 |
| Changes in accounting policy or prior period errors | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Restated balance as at 01-04-2021 | 0.00 | 0.00 | 16.17 | 2500.00 | 150331.18 | 203586.84 | (709.15) | 39052.54 | 111746.08 | 24282.25 | 0.00 | 530805.91 |
| Total Comprehensive Income / (Loss) for the current year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 52.21 | 0.00 | 3898.35 | 19160.50 | 0.00 | 23111.06 |
| Less: Dividend | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (3098.97) | 0.00 | 0.00 | (3098.97) |
| Transfer to retained earnings | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Balance as at 31-03-2022 | 0.00 | 0.00 | 16.17 | 2500.00 | 150331.18 | 203586.84 | (656.94) | 39052.54 | 112545.46 | 43442.75 | 0.00 | 550818.00 |

₹ Lakhs

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and surplus | | | | | Retained Earnings | | Items of Other Comprehensive Income | Money received against share warrants | Total Other Equity |
|--|---|--|----------------------|----------------------------|--------------------|--------------------------|--|-------------------|----------------------------|-------------------------------------|---------------------------------------|--------------------|
| | | | Capital Reserve | Capital Redemption Reserve | Securities Premium | IndAS Transition Reserve | Remeasurement of Defined Benefit Plans | General Reserve | Surplus in Profit and Loss | | | |
| Balance as at 01-04-2020 | 0.00 | 0.00 | 16.17 | 2500.00 | 150331.18 | 203586.84 | (669.32) | 36552.54 | 93901.49 | 24282.25 | 0.00 | 510501.15 |
| Changes in accounting policy or prior period errors | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Restated balance as at 01-04-2020 | 0.00 | 0.00 | 16.17 | 2500.00 | 150331.18 | 203586.84 | (669.32) | 36552.54 | 93901.49 | 24282.25 | 0.00 | 510501.15 |
| Total Comprehensive Income / (Loss) for the current year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (39.83) | 0.00 | 22203.97 | 0.00 | 0.00 | 22164.14 |
| Less: Dividend | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (1859.38) | 0.00 | 0.00 | (1859.38) |
| Transfer to retained earnings | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 2500.00 | (2500.00) | 0.00 | 0.00 | 0.00 |
| Balance as at 31-03-2021 | 0.00 | 0.00 | 16.17 | 2500.00 | 150331.18 | 203586.84 | (709.15) | 39052.54 | 111746.08 | 24282.25 | 0.00 | 530805.91 |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

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Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 27th May, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

| | April 2021 - March 2022 | | April 2020 - March 2021 | |
|---|-------------------------|-------------------|-------------------------|-------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| A. Cash flow from operating activities : | | | | |
| Net profit/(loss) before exceptional items and tax | | 5402.90 | | 32270.65 |
| Other Comprehensive Income | | 80.25 | | (61.22) |
| Net profit/(loss) before tax and exceptional items | | 5483.15 | | 32209.43 |
| Adjusted for : | | | | |
| Depreciation | 21979.05 | | 24190.02 | |
| Provision for Doubtful Debts & Advances | 216.51 | | 1306.89 | |
| Foreign Exchange | 0.44 | | 41.73 | |
| (Profit) / Loss on sale of Investments | (249.24) | | (977.49) | |
| (Profit) / Loss on sale of Assets | (3.91) | | 19.99 | |
| Interest Expense | 19472.99 | | 26494.88 | |
| Interest Income | (481.80) | | (582.05) | |
| Dividend Income | (2.28) | 40931.76 | (1.23) | 50492.74 |
| Operating profit before Working Capital changes | | 46414.91 | | 82702.17 |
| Trade and other receivables | (48331.17) | | 55620.49 | |
| Inventories | (25063.05) | | 24249.03 | |
| Trade payables | 67979.47 | (5414.75) | (54946.06) | 25923.46 |
| Cash generated from operations | | 41000.16 | | 108625.63 |
| Direct Taxes | | (4014.29) | | (5070.34) |
| Cash flow before exceptional items | | 36985.87 | | 103555.29 |
| Exceptional items | | 0.00 | | 0.00 |
| Net cash from operating activities | (A) | 36985.87 | | 103555.29 |
| B. Cash flow from Investing activities : | | | | |
| Purchase of Fixed Assets | | (14719.30) | | (14742.42) |
| Sale of Fixed Assets | | 1754.66 | | 2187.01 |
| Purchase of Investments | | (3085.91) | | 0.00 |
| Sale of Investments | | 0.00 | | 56.67 |
| Interest received | | 481.80 | | 582.05 |
| Dividend received | | 2.28 | | 1.23 |
| Refund by / advances to Subsidiaries, Associates and others | | (5080.14) | | (7664.27) |
| Net cash from Investing activities | (B) | (20646.61) | | (19579.37) |



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 - March 2022 | | April 2020 - March 2021 | |
|---|-------------------------|-------------------|-------------------------|-------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| C. Cash flow from financing activities : | | | | |
| Proceeds from issue of share capital | | 0.00 | | 0.00 |
| Dividend paid | | (3091.22) | | (1870.04) |
| Proceeds from long term borrowings | | 107405.01 | | 13293.73 |
| Repayment of borrowings | | (101038.23) | | (67299.53) |
| Interest paid (net) | | (20109.01) | | (28086.45) |
| Net cash from financing activities | (C) | (16833.45) | | (83962.29) |
| | | | | |
| Increase / (Decrease) in cash and cash equivalent | (A+B+C) | (494.19) | | 13.27 |
| Cash and cash equivalent at the beginning of the year | | 676.22 | | 662.95 |
| Cash and cash equivalent at the close of the year | | 182.03 | | 676.22 |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)
R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

1.0 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements upto the year ended 31st March 2016 were prepared in accordance with the Accounting Standards Rules 2006 (as amended) and other relevant provisions of the Companies Act, 2013 (Indian GAAP).

The Ministry of Corporate Affairs (MCA) issued a Notification on 16th February, 2015, making Indian Accounting Standards (Ind AS), issued under Section 133 of Companies Act, 2013 mandatory for certain class of Companies.

As per the Notification, Ind AS is mandatory for the Company for the Financial year commencing 1st April, 2016. Accordingly, the Company has adopted Ind AS from 1st April, 2016 and the financial Statements from the year 2016-17 are prepared in accordance with the principles laid down in the said Ind AS.

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

The financial statement have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- (ii) Employee's Defined Benefit plan as per Actuarial valuation
- (iii) Plant, Property and Equipment measured at fair value

The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.

The financial statements are presented in Indian Rupees rounded to the nearest lakhs with two decimals.

2.0 First time adoption of Ind AS during the financial year 2016-17.

The Company restated the financial statements as at 1st April, 2015 (opening), being the transition date, on the following basis:

Exemptions availed as per Ind AS 101:

1) Past Business Combination:

The Company has elected not to apply Ind AS 103-Business Combinations retrospectively to Past Business Combinations that occurred before the transition date of 01-April-2015, consequently, the Company has kept the same classification for the past business combinations as in its previous GAAP financial statements.

2) Property, Plant and Equipments:

The Company has elected to measure the PPE at Fair value on transition date.

3) Investments in Subsidiaries & Associates:

The Company has elected to carry its Investments in Subsidiaries & Associates at deemed cost which is its previous GAAP carrying amount at the date of transition to Ind AS.

4) Sales Tax Deferrment Loan:

The Company has elected to use the previous GAAP carrying amounts of Sales Tax Deferrment Loan existing at the date of transition to Ind AS as the carrying amount of the loan in the opening Ind AS Balance Sheet.

5) Fair Value of Financial Assets and Liabilities:

As per the Ind AS exemption, the Company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.



3.0 SIGNIFICANT ITEMS OF ACCOUNTING POLICY (To be read with Notes 1 & 2)

3.1 Use of estimates:

The preparation of financial statements in conformity with generally accepted Indian Accounting Standards (Ind AS) principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3.2 Inventories:

- (a) Raw materials, fuel, stores & spares and packing materials are valued at lower of weighted average cost and Net Realisable Value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.
- (b) Work in progress, Stock in trade and Finished goods are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (c) Construction and Infrastructure Projects are valued at cost or Net Realisable Value whichever is lower.

3.3 Cash and Cash equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short term investment with an original maturity of three months or less.

3.4 Property, Plant and Equipments:

- (a) During transition from Indian GAAP to Ind AS on 1 April, 2015, the fair value of Property, Plant and Equipments (PPE) is considered as the deemed cost of acquisition.
- (b) Additions to Property, Plant and Equipment are stated at cost of acquisition or construction. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.
- (c) Property, Plant and Equipments (PPE) acquired on hire purchase or on Financial Lease are shown at their principal cost, excluding the interest cost included in these agreements which is charged to revenue over the life of the agreement.
- (d) Depreciation is recognised using straight line method so as to depreciate the carrying value less the residual values over the remaining useful life of the asset(s), other than freehold land and properties under construction, as specified in Schedule II to the Companies Act, 2013. Depreciation in the case of assets where the useful life was determined by technical evaluation, is based on as mentioned below.

In the case of Power Plant machineries and Ship the useful life is adopted as Twenty five and Twenty two years as against the useful life of Forty years and Thirty years respectively as specified in Schedule II to the Companies Act, 2013.

- (e) Mines Development Expenses:

Stripping costs:

The Company separates two different types of stripping costs that are incurred in surface mining activity:

Developmental stripping costs and production stripping costs

Developmental stripping costs in order to obtain access to quantities of mineral reserves that will be mined in future periods are capitalised as part of mining assets. Capitalisation of developmental stripping costs ends when the commercial production of the mineral reserves begins.

Production stripping costs:

Production stripping costs are incurred to extract the ore in the form of inventories and/or to improve access to an additional component of an ore body or deeper levels of material. Production stripping costs are accounted for as inventories to the extent the benefit from production stripping activity is realised in the form of inventories.

The Company recognises a stripping activity asset in the production phase if, and only if, all of the following are met: it is probable that the future economic benefit (improved access to the ore body) associated with the stripping activity will flow to the Company, the Company can identify the component of the ore body for which access has been improved and the costs relating to the improved access to that component can be measured reliably.

Such costs are presented within mining assets. After initial recognition, stripping activity assets are carried at cost less accumulated amortisation and impairment. The expected useful life of the identified component of the ore body is used to depreciate or amortise the stripping asset.

- (f) Capital work-in-progress includes cost of Property, Plant and Equipment under installation/ under development as at the Balance Sheet date and are carried at cost, comprising of direct cost, directly attributable cost and attributable interest.
- (g) Material items such as Spare parts, Stand-by equipments and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 and depreciated.
- (h) Fair value of PPE is ascertained at regular intervals. However, PPE and intangible assets with definite lives, are reviewed for impairment at each Balance Sheet date, if events or changes in circumstances indicate that their carrying values may not be recoverable and impairment, if any, is charged to revenue.

3.5 Intangible Assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Cost comprises the purchase price (net of tax / duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

3.6 Foreign Currency Transactions:

- (a) Foreign Exchange transactions are accounted at the exchange rates prevailing at the time of transactions or at contracted rates. Assets and Liabilities in foreign currencies are translated at values prevailing as at the year end. Gains / Losses if any, arising therefrom are recognised in the Profit and Loss Account.
- (b) Forward Exchange contracts used to hedge Foreign Currency Transactions are initially recognised at the spot rate on the date of contract. Forward Exchange contracts remaining unsettled at the end of the year are translated at the year end rates. The difference in translation of Forward exchange contracts are recognised in the Profit and Loss Account.

3.7 Borrowing Costs:

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalised. All the other borrowing costs are recognised in the Statement of Profit and Loss within finance costs of the period in which they are incurred. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs incurred during that period are expensed in the period in which they occur.

3.8 Mines Restoration Expenses:

The Company provides for the expenditure to reclaim the quarries used for mining based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mines. Costs arising from such obligation for restoration and rehabilitation at closure of the mines are assessed at each Balance Sheet date and the provision if any required is made in the financial statements so as to reflect the current best estimates.



3.9 Revenue Recognition:

A The Company has adopted Ind AS 115 with effect from 01-04-2018 i.e. from the date on which it became applicable

(a) **Revenue Recognition on Sale of goods:**

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume, rebates on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer. The company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

(b) **Revenue from Freight Services (Charter of Ship):**

Revenue from ship hiring services which are on time charter is recognised on accrual basis.

(c) **Revenue from Sale of Power generated:**

Revenue from power generated from windmills and sale of surplus units generated from captive thermal power plants are recognised upon transmission of energy to the grids.

B Dividend income is recognised when the Company's right to receive dividend is established.

3.10 Research and Development:

Research and Development expenses not resulting in any tangible property/equipment are charged to revenue.

3.11 Investments:

Investments other than in Subsidiaries and Associates are stated at fair values. Investment carried at cost is tested for impairment as per Ind AS 36.

3.12 Employee benefits

(a) **Recognition and measurement of defined contribution plans**

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period.

(b) **Recognition and measurement of Defined Benefit plans**

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/(asset) are recognized in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability/ comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized in Other Comprehensive Income.

(c) **Other Long Term Employee Benefits**

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Unavailed leave balances are accounted using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date.

(d) Fringe Benefits arising on options vested under Employees Stock Options Scheme (ESOS) are charged to Profit and Loss Account and credited to Stock Options Outstanding Account. On allotment of shares, corresponding amount is transferred from Stock Option Outstanding account to Securities Premium Account.

3.13 Tax Expense:

- (a) **Current Income Tax** is measured and accounted based on the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 at the tax rates applicable for the year.
- (b) **Deferred Tax** is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is measured and accounted based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

3.14 Provisions, Contingent Liabilities & Contingent Assets:

- (a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.
- (b) Contingent liability is disclosed in books for a present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation and a reliable estimate is not possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

3.15 Government Grants:

Government grants which the company is entitled to based on investments made under State Investment Promotion Scheme. The grant amount periodically computed based on income linked with VAT / GST payment are recognised in the Statement of Profit and Loss in the period in which there is reasonable assurance that money becomes receivable.

The benefit of a government loan at below current market rate of interest is treated as a government grant. The loan is recognised and measured in accordance with Ind AS 109. The benefit of the below market rate of interest/ interest free loans is measured as the difference between the initial carrying value of the loan determined in accordance with Ind AS 109 (at Fair Value) and the proceeds received, which is disclosed as deferred income liability. Government grant is recognised in the Statement of Profit and Loss on a systematic basis by transferring from deferred income liability over the period of the loan during which the entity recognises as interest expense, the related costs for which the grants are intended to compensate.

3.16 Leases:

As a Lessee

The Company has adopted Ind AS 116 with effect from 01-04-2019 using the Modified Retrospective Approach and accordingly the comparative figures for the previous figures has not been restated.

Ind AS 116 requires lessees to account for all leases under a single on-balance sheet model. The Company, as a lessee, upon transition to Ind AS 116, elected to measure the lease liability for all leases whose non-cancellable leases is more than 12 months, at the present value of remaining lease payments discounted using the Company's borrowing rate at the date of initial application and recognise the right-of-use asset at an amount equal to the lease liability.

The Company applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

3.17 (a) Financial Assets:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value. These assets are subsequently classified and measured at:

- (i) Amortised cost
- (ii) Fair Value Through Profit and Loss (FVTPL)
- (iii) Fair Value Through Other Comprehensive Income (FVTOCI).



All equity instruments other than in subsidiaries and associates in scope of Ind AS 109 are measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Debt instruments are measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Expected credit losses are recognised for financial assets other than those classified under FVTPL category. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to lifetime expected credit losses i.e., expected credit short fall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

(b) Financial Liabilities:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified and measured at amortised cost / fair value through profit and loss (FVTPL). In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using effective interest method.

Financial liabilities are subsequently measured at amortised cost. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

₹ Lakhs

NON-CURRENT ASSETS

4. PROPERTY, PLANT AND EQUIPMENT

| Particulars | GROSS BLOCK | | | | | | DEPRECIATION BLOCK | | | | | | NET BLOCK | |
|---|--|------------------|------------------|-------------|--|------------------|--------------------|--------------------------------------|--|-------------------------|-------------------------|--------------------------------------|--------------------------------|--------------------------------|
| | Opening Balance as on 1 st April 2020 | Addition 2020-21 | Deletion 2020-21 | Revaluation | Opening Balance as on 1 st April 2021 | Deletion 2021-22 | Revaluation | Closing Balance as on March 31, 2022 | Opening Balance as on 1 st April 2021 | Depreciation on 2020-21 | Depreciation on 2021-22 | Closing Balance as on March 31, 2022 | Net Block as on March 31, 2021 | Net Block as on March 31, 2022 |
| | | | | | | | | | | | | | | |
| Tangible Assets | | | | | | | | | | | | | | |
| Land | 392483.01 | 974.87 | 1999.26 | 0.00 | 391488.62 | 802.53 | 1453.84 | 19160.50 | 127.14 | 119.66 | 0.00 | 246.80 | 391221.82 | 409587.74 |
| Buildings | 60058.42 | 1784.20 | 25.06 | 0.00 | 61817.56 | 1197.79 | 12.25 | 0.00 | 20098.30 | 2730.48 | 2.86 | 22825.92 | 38991.64 | 38178.63 |
| Railway Siding | 6741.81 | 21.92 | 0.00 | 0.00 | 6763.73 | 176.76 | 0.00 | 0.00 | 3212.95 | 641.49 | 0.00 | 3854.44 | 2909.29 | 2435.99 |
| Plant and Machinery including Electrical Installations ¹ | 328415.64 | 4109.25 | 66.24 | 0.00 | 332458.65 | 3325.52 | 354.08 | 0.00 | 90926.99 | 17635.98 | 23.94 | 108739.03 | 223719.62 | 209800.08 |
| Furniture and Fixtures | 2082.48 | 46.21 | 28.44 | 0.00 | 2080.25 | 79.05 | 12.03 | 0.00 | 964.09 | 169.84 | 18.23 | 1115.70 | 964.55 | 880.74 |
| Office Equipments and Computers | 4917.71 | 251.66 | 16.54 | 0.00 | 5152.83 | 300.64 | 65.32 | 0.00 | 3471.05 | 676.86 | 13.05 | 4134.86 | 1017.97 | 955.58 |
| Vehicles | 2347.04 | 205.72 | 140.25 | 0.00 | 2412.51 | 355.93 | 227.42 | 0.00 | 1210.93 | 243.70 | 73.37 | 1381.26 | 1031.25 | 1093.94 |
| Total Tangible Assets | 797036.11 | 7939.83 | 2275.79 | 0.00 | 802154.15 | 6238.22 | 2124.94 | 19160.50 | 120011.45 | 22418.01 | 131.45 | 142298.01 | 162495.33 | 659856.14 |
| Intangible Assets | | | | | | | | | | | | | | |
| Computer software | 9736.00 | 2498.57 | 0.00 | 0.00 | 12234.57 | 86.87 | 0.00 | 0.00 | 7163.89 | 1447.64 | 0.00 | 8611.53 | 3623.04 | 2600.45 |
| Right of use assets | 1035.47 | 925.94 | 72.95 | 0.00 | 1888.46 | 0.00 | 24.52 | 0.00 | 1863.94 | 204.18 | 202.76 | 396.65 | 544.30 | 1319.64 |
| Leasehold Land | 2429.75 | 0.00 | 0.00 | 0.00 | 2429.75 | 0.00 | 0.00 | 0.00 | 2429.75 | 278.45 | 121.61 | 400.06 | 525.97 | 1903.78 |
| Total Intangible Assets | 13201.22 | 3424.51 | 72.95 | 0.00 | 16552.78 | 86.87 | 24.52 | 0.00 | 16615.13 | 1772.01 | 10.29 | 9408.24 | 10791.26 | 5823.87 |
| Capital Work in Progress: Tangible (CWIP) | | | | | | | | | | | | | | |
| Total | 810237.33 | 10816.34 | 2346.74 | 0.00 | 818706.93 | 6325.09 | 2149.46 | 19160.50 | 127657.97 | 24190.02 | 141.74 | 151706.25 | 173286.59 | 685707.07 |

| CWIP | Amount in CWIP for a period of ₹ Lakhs | | | | Estimated to be completed in ₹ Lakhs | | | |
|---------------------------|--|----------------|----------------|-------------------|--------------------------------------|----------------|-------------|-------------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Less than 1 year | 1-2 years | 2-3 years | More than 3 years |
| | Total | Total | Total | Total | Total | Total | Total | Total |
| FY - 2021-2022 | | | | | | | | |
| Projects in Progress | 10042.19 | 7217.39 | 2801.66 | 7088.60 | 879.09 | 2300.00 | 0.00 | 0.00 |
| Projects suspended | 0.00 | 0.00 | 0.00 | 0.00 | 450.23 | 0.00 | 0.00 | 0.00 |
| FY-2021-2022 Total | 10042.19 | 7217.39 | 2801.66 | 7088.60 | 1,329.32 | 2300.00 | 0.00 | 0.00 |
| FY - 2020-2021 | | | | | | | | |
| Projects in Progress | 6517.44 | 3926.02 | 4144.22 | 4118.71 | 2,008.72 | 0.00 | 0.00 | 0.00 |
| Projects suspended | 0.00 | 0.00 | 0.00 | 0.00 | 158.40 | 0.00 | 0.00 | 0.00 |
| FY-2020-2021 Total | 6517.44 | 3926.02 | 4144.22 | 4118.71 | 2,167.12 | 0.00 | 0.00 | 0.00 |

Completion schedule for CWIP whose completion is overdue or has exceeded its cost compared to its original plan.

¹ Includes ₹ 1479.07 Lakhs of equipments on 'right of use basis', which is depreciated over the useful life of asset [Previous Year ₹ 1479.07 Lakhs]

Building includes purchase of flats and leasehold lands for which the document of title is yet to be executed in favour of the Company ₹ 4.28 Lakhs [Previous year ₹ 4.48 Lakhs]

Fair valuation surplus of ₹ 19160.50 Lakhs represents surplus arising on fair valuation of Property Plant and Equipment of the company as at 31st March 2022 was done by an Independent Registered Valuer - as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017. The incremental fair value doesn't result in incremental deferred tax liability.

Gross Block of Land as on 31-03-2022 includes Mines Development Costs of ₹ 4424.91 Lakhs [Previous Year ₹ 3844.15 Lakhs] which are amortized over the useful life of the mines.

Net block of tangible assets and tangible capital work-in-progress aggregating to ₹ 489593.82 Lakhs were pledged as security for the term loans availed from banks.

Total Amount of Borrowing Cost capitalised during the year in accordance with Ind AS 23 is ₹ 1306.76 Lakhs [Previous Year ₹ 589.25 Lakhs]. The interest rate adopted for capitalization is 9% (Previous Year 9%).

| Asset Category | ₹ Lakhs | |
|--------------------|----------------|---------------|
| | 2021-22 | 2020-21 |
| BUILDING | 4.28 | 11.99 |
| PLANT & MACHINERY | 46.48 | 63.67 |
| CWIP | 1256.00 | 513.59 |
| Grand Total | 1306.76 | 589.25 |

The Company has identified certain assets amounting to ₹ 3123.83 Lakhs (Previous year 1725.72 Lakhs) which are available for sale in its present condition. The Company expects to dispose off these assets in the due course.



FINANCIAL ASSETS:

5. NON-CURRENT INVESTMENTS

| | No of Shares / Debentures | Face Value ₹ | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|------------------------------|-----------------|-----------------------|-----------------------|
| 1 Investments in Equity Instruments (fully paid up): | | | | |
| (a) In Subsidiaries: (Unquoted) | | | | |
| Coromandel Electric Company Limited | 24000 | 10 | 2.40 | 2.40 |
| Coromandel Electric Company Limited (Non-dividend bearing equity shares) | 1000 | 10 | 0.10 | 0.10 |
| Industrial Chemicals & Monomers Limited | 2196691 | 10 | 35.58 | 35.58 |
| ICL Financial Services Limited | 5962000 | 10 | 596.20 | 596.20 |
| ICL Securities Limited | 6130200 | 10 | 613.02 | 613.02 |
| ICL International Limited | 50000 | 10 | 5.00 | 5.00 |
| PT. Coromandel Minerals Resources, Indonesia | 2940 | 1 USD | 125.94 | 125.94 |
| Coromandel Minerals Pte Ltd., Singapore | 18986500 | 1 USD | 9167.05 | 9167.05 |
| India Cements Infrastructures Limited | 50000 | 10 | 5.00 | 5.00 |
| Coromandel Travels Limited (Net of Provision ₹ 6531 Lakhs) | 65310000 | 10 | 0.00 | 0.00 |
| Coromandel Travels Limited | 200000 | 10 | 20.00 | 20.00 |
| NKJA Mining Private Limited | 10000 | 10 | 7981.82 | 7981.82 |
| Springway Mining Private Limited | 3215 | 10 | 5277.05 | 3276.71 |
| Sub total | | | <u>23829.16</u> | <u>21828.82</u> |
| (b) In Associates (Unquoted) | | | | |
| Raasi Cement Limited | 79512 | 10 | 0.00 | 0.00 |
| Coromandel Sugars Limited | 100 | 10 | 0.01 | 0.01 |
| | | | <u>0.01</u> | <u>0.01</u> |
| (c) Other than Subsidiaries / Associates (Unquoted) at Fair values through P&L (FVTPL): | | | | |
| Andhra Pradesh Gas Power Corporation Limited | 5896000 | 10 | 11383.41 | 11350.39 |
| Jagati Publications Private Limited | 1111110 | 10 | 0.00 | 0.00 |
| Carmel Asia Holdings Private Limited | 190839 | 10 | 0.00 | 0.00 |
| Sub total | | | <u>11383.41</u> | <u>11350.39</u> |
| (d) Fully paid Equity Shares of Companies (Quoted): | | | | |
| Karur KCP Packagings Limited (Fair value thro' P&L) | 996500 | 10 | 0.00 | 0.00 |
| (e) Other Investments Fully paid shares of Co-operative Societies Long-term (Unquoted): | | | | |
| The India Cements Employees Co-operative Stores Limited Sankarnagar | 2500 | 50 | 1.25 | 1.25 |
| The India Cements Employees Co-operative Stores Limited, Sankari | 5000 | 10 | 0.50 | 0.50 |
| The India Cements Mines Employees Co-operative Stores Limited, Sankari | 5300 | 10 | 0.53 | 0.53 |
| Sub total | | | <u>2.28</u> | <u>2.28</u> |
| Total - Investments in Equity | | | <u>35214.86</u> | <u>33181.50</u> |

| NON-CURRENT INVESTMENTS (Contd.) | No of Shares / Debentures | Face Value ₹ | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|------------------------------|-----------------|------------------------------|-----------------------|
| 2 Investments in Preference share capital (Unquoted): | | | | |
| Subsidiaries: | | | | |
| 11% Cumulative Redeemable Preference Shares of Industrial Chemicals & Monomers Limited | 5000 | 100 | 0.20 | 0.20 |
| 9% Non-Convertible Cumulative Redeemable Preference Shares of Trinetra Cement Limited (Refer Note No.41.4(c)) | 1000000 | 100 | 1000.00 | 1000.00 |
| 9% Non-Convertible Non-Cumulative Redeemable Preference Shares of Trinetra Cement Limited (Refer Note No.41.4(e)) | 8667097 | 100 | 8667.10 | 8667.10 |
| 9% Non-Convertible Cumulative Redeemable Preference Shares of Springway Mining Private Limited | 20000000 | 10 | 2000.00 | 911.81 |
| Total - Investments in Preference share capital | | | 11667.30 | 10579.11 |
| 3 Government & Trustee Securities (Unquoted): | | | | |
| National Savings Certificates | | | 1.45 | 1.45 |
| Indira Vikas Patra Certificates | | | 0.02 | 0.02 |
| Total - Government & Trustee Securities | | | 1.47 | 1.47 |
| 4 Investments in Debentures: | | | | |
| (a) In Subsidiaries: | | | | |
| Zero% Unsecured Non-Convertible Redeemable Debentures of ICL Financial Services Limited | 11210630 | 100 | 11210.63 | 11210.63 |
| Zero% Unsecured Non-Convertible Redeemable Debentures of ICL Securities Limited | 12962540 | 100 | 12962.54 | 12962.54 |
| Zero% Unsecured Non-Convertible Redeemable Debentures of ICL International Limited | 2948000 | 100 | 2948.00 | 2948.00 |
| Sub total | | | 27121.17 | 27121.17 |
| (b) In Associates: | | | | |
| Zero% Unsecured Convertible Debentures of Coromandel Sugars Limited (Refer Note no.41.4(d)) | 3550000 | 100 | 3550.00 | 3550.00 |
| Sub total | | | 3550.00 | 3550.00 |
| Total - Investments in Debentures | | | 30671.17 | 30671.17 |
| Total - Investments | | | 77554.80 | 74433.25 |
| Aggregate value of: | | | | |
| Quoted Investments | | | 0.00 | 0.00 |
| Unquoted Investments | | | 82453.40 | 79331.85 |
| Less: Investments Impaired (FVTPL) | | | 4898.60 | 4898.60 |
| Investment net of Impairment | | | 77554.80 | 74433.25 |



| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-------------------------|-----------------------|
| 6. LOANS | | |
| Loans and Advances to Related Parties- Considered good-Unsecured (Net of Provisions ₹ 1563.84 Lakhs - Previous Year ₹ 4046.45 Lakhs) | 27204.65 | 29405.92 |
| Loans and Advances to Related Party-Considered good-Unsecured Refer Note No.41.13. (b) | 97175.42 | 89894.01 |
| Housing Loan and other Loans to Employees -Considered good-Secured | 790.76 | 851.59 |
| | <u>125170.83</u> | <u>120151.52</u> |
| 7. OTHER FINANCIAL ASSET | | |
| (i) Security Deposits | 3734.04 | 3986.68 |
| (ii) Bank Deposit with More than 12 months Maturity | 0.00 | 0.00 |
| (iii) Others | 1991.70 | 1863.65 |
| | <u>5725.74</u> | <u>5850.33</u> |
| 8. OTHER NON-CURRENT ASSET | | |
| Capital Advances-Considered good-Unsecured | 35933.86 | 36211.42 |
| | <u>35933.86</u> | <u>36211.42</u> |
| CURRENT ASSETS: | | |
| 9. INVENTORIES * | | |
| Stores and Spares | 21332.64 | 21636.27 |
| Fuel including coal | 36717.81 | 13913.67 |
| Packing Materials | 2381.40 | 2309.59 |
| Raw Materials | 9134.76 | 9458.59 |
| Work-in-Process | 2004.94 | 1311.98 |
| Semi-finished Goods | 7592.54 | 5982.29 |
| Finished Goods | 3990.55 | 3479.20 |
| Construction and Infrastructure - In Progress | 249.11 | 249.11 |
| Stock-In-Trade | 36.11 | 36.11 |
| * (₹ 82459.93 Lakhs has been pledged as security for short term borrowings - cash credit facilities from banks) | <u>83439.86</u> | <u>58376.81</u> |
| 10. CURRENT INVESTMENTS | | |
| Investments in Mutual Fund (Unquoted) | 395.78 | 182.18 |
| | <u>395.78</u> | <u>182.18</u> |
| 11. TRADE RECEIVABLES | | |
| Trade Receivables - Considered good - Secured | 0.00 | 0.00 |
| Trade Receivables - Considered good - Unsecured | 92127.73 | 54124.40 |
| Trade Receivables - Which have significant increase in Credit Risk | 3471.16 | 3568.01 |
| Trade Receivables - Credit Impaired (₹ 1016.85 Lakhs written off during the year - Previous Year: Nil) | 0.00 | 0.00 |
| | <u>95598.89</u> | <u>57692.41</u> |
| Less: Allowance for bad and doubtful debts | (3471.16) | (3568.01) |
| Total - Trade Receivables, considered good (Refer Note No. 22) | <u>92127.73</u> | <u>54124.40</u> |
| Trade Receivables includes a sum of ₹ 1326 Lakhs representing overdue overseas receivable. The Company has filed a suit for recovery in UAE against the party. The Company has, in the opinion of the legal counsel, a clear case and the debt is good and recoverable under UAE Law. | | |

| Trade Receivables ageing schedule | March 2022 | | | | | | ₹ Lakhs |
|--|--|-------------------|----------------|----------------|-------------------|-----------------|---------|
| | 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 Trade receivables - considered good | 76525.85 | 8714.08 | 2199.47 | 1574.76 | 803.88 | 89818.04 | |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | - | - | - | 213.13 | 2884.50 | 3097.63 | |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| (iv) Disputed Trade receivables - considered good | 27.84 | 7.06 | 75.24 | 1539.74 | 659.80 | 2309.69 | |
| (v) Disputed Trade receivables - which have significant increase in credit risk | - | - | - | - | 373.53 | 373.53 | |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| Total | 76553.69 | 8721.14 | 2274.71 | 3327.64 | 4721.72 | 95598.89 | |

Provision for credit risk ₹ 3471.16 Lakhs

The Company with effect from January 2022 basing on trade terms with customers treated the Trade Deposit received from its customers as Non Current liability and accordingly the Trade Receivables as at March 31, 2022 represent the gross amount receivable from its customers without adjustment of Trade Deposit. The corresponding figures for the previous year is after adjusting the Trade Deposit and hence not comparable with the figures as at March 31, 2022.

[^] Consequent to the above and as explained in Note No.41.19(B)2, balances include trade receivables reclassified to the extent of secured portion.

| Particulars | March 2021 | | | | | | ₹ Lakhs |
|--|--|-------------------|----------------|----------------|-------------------|-----------------|---------|
| | 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 Trade receivables - considered good | 43418.10 | 1688.89 | 2683.99 | 1256.13 | 2849.39 | 51896.50 | |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | - | - | 213.13 | 296.13 | 2685.22 | 3194.48 | |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| (iv) Disputed Trade receivables - considered good | - | 75.24 | 1492.86 | 556.12 | 103.68 | 2227.90 | |
| (v) Disputed Trade receivables - which have significant increase in credit risk | - | - | - | 46.66 | 326.87 | 373.53 | |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| Total | 43418.10 | 1764.13 | 4389.98 | 2155.04 | 5965.16 | 57692.41 | |

Provision for credit risk ₹ 3568.01 Lakhs

| | March 2022 | March 2021 |
|--|-----------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs |
| 12. CASH AND CASH EQUIVALENTS | | |
| Cash on Hand | 90.63 | 95.33 |
| Cash at Banks | 30.48 | 529.12 |
| Fixed Deposit with Scheduled banks | 2.04 | 1.98 |
| Earmarked Bank Balances: | | |
| a) unpaid dividends | 58.88 | 49.79 |
| b) unclaimed public deposits | 0.00 | 0.00 |
| Total Cash and Cash Equivalents | <u>182.03</u> | <u>676.22</u> |
| 13. SHORT TERM LOANS | | |
| Other Advances - Financial Asset - Considered good - Unsecured | 3108.58 | 4380.99 |
| | <u>3108.58</u> | <u>4380.99</u> |
| 13A OTHER FINANCIAL ASSET - CURRENT | | |
| Interest accrued on deposits | 397.01 | 974.20 |
| Other receivables | 4973.59 | 4973.59 |
| | <u>5370.60</u> | <u>5947.79</u> |
| 14. CURRENT TAX ASSETS | | |
| Advance payment of tax (Net of provision) | 3811.44 | 3756.02 |
| | <u>3811.44</u> | <u>3756.02</u> |
| 15. OTHER CURRENT ASSETS | | |
| Advance for goods | 7205.65 | 6621.43 |
| Prepaid Expenses | 2559.24 | 1807.99 |
| Other Advances | 36861.44 | 27446.43 |
| | <u>46626.33</u> | <u>35875.85</u> |



| | No. of Shares | Par value per share (₹) | March 2022 ₹ Lakhs | No. of Shares | Par value per share (₹) | March 2021 ₹ Lakhs |
|--|---|-------------------------|--------------------|-------------------------------------|-------------------------|--|
| 16. SHARE CAPITAL | | | | | | |
| AUTHORISED : | | | | | | |
| Equity Shares | 529808600 | 10 | 52980.86 | 529808600 | 10 | 52980.86 |
| Redeemable Cumulative Preference Shares | 7500000 | 100 | 7500.00 | 7500000 | 100 | 7500.00 |
| Redeemable Non-Cumulative Preference Shares | 81500000 | 100 | 81500.00 | 81500000 | 100 | 81500.00 |
| | | | <u>141980.86</u> | | | <u>141980.86</u> |
| ISSUED : | | | | | | |
| Equity Shares | 309897267 | 10 | 30989.73 | 309897267 | 10 | 30989.73 |
| | | | <u>30989.73</u> | | | <u>30989.73</u> |
| SUBSCRIBED AND PAID UP : | | | | | | |
| <u>Equity Shares fully paid up</u> | | | | | | |
| Opening balance | 309896036 | 10 | 30989.60 | 309896036 | 10 | 30989.60 |
| Add: Partly paid up shares, subscribed fully during the year | 0 | 10 | 0.00 | 0 | 10 | 0.00 |
| Add: Subscribed / allotted during the year | 0 | 10 | 0.00 | 0 | 10 | 0.00 |
| Total issued, subscribed and fully paid up | <u>309896036</u> | | <u>30989.60</u> | <u>309896036</u> | | <u>30989.60</u> |
| <u>Equity Shares - subscribed, but not fully paid (other than Directors)</u> | | | | | | |
| Opening balance | 1165 | 10 | 0.09 | 1165 | 10 | 0.09 |
| Less: Partly paid up shares, subscribed fully during the year | 0 | 10 | 0.00 | 0 | 10 | 0.00 |
| Total - Equity Shares subscribed, but not fully paid | <u>1165</u> | | <u>0.09</u> | <u>1165</u> | | <u>0.09</u> |
| Fractional Shares | | | 0.09 | | | 0.09 |
| Sub total | <u>1165</u> | | <u>0.18</u> | <u>1165</u> | | <u>0.18</u> |
| Total | <u>309897201</u> | | <u>30989.78</u> | <u>309897201</u> | | <u>30989.78</u> |
| List of shareholders holding more than 5% of the equity share capital | | | | | | |
| (Par value per share is ₹ 10/-) | | | | | | |
| S. No. | Shareholder's name | No. of shares held | % held | March 2022 Total face value ₹ Lakhs | No. of shares held | March 2021 % held Total face value ₹ Lakhs |
| 1. | <u>Shareholders acting in concert</u> | | | | | |
| | Mr. Radhakishan S Damani | 35132665 | | | 35132665 | |
| | Mr. Gopikishan Shivkishan Damani | 25216496 | | | 26216496 | |
| | Mr. Radhakishan S Damani & Mr. Gopikishan S Damani, Partners of M/s. Derive Investments | 4149029 | | | 4145103 | |
| | Mrs. Shrikantadevi Radhakishan Damani | 458245 | | | 458245 | |
| | Derive Trading and Resorts Private Limited | 2775000 | | | 0 | |
| | Ms. Kirandevi Gopikishan Damani | 1825000 | | | 0 | |
| | | <u>69556435</u> | <u>22.45</u> | <u>6955.64</u> | <u>65952509</u> | <u>21.28</u> |
| 2. | EWS Finance & Investments Private Limited | 27643432 | 8.92 | 2764.34 | 27643432 | 8.92 |
| 3. | Prince Holdings (Madras) Private Limited | 25993000 | 8.39 | 2599.30 | 25993000 | 8.39 |
| 4. | Sri Saradha Logistics Private Limited (Formerly Trishul Investments Private Limited) | 20621843 | 6.65 | 2062.18 | 20621843 | 6.65 |
| 5. | Mrs.Rupa Gurunath * | 19954024 | 6.44 | 1995.40 | 19954024 | 6.44 |
| 6. | ELM Park Fund Limited | 17086746 | 5.51 | 1708.67 | 17361746 | 5.60 |

| Shares held by promoters at the end of the year | | | | % Change during the year |
|---|---|-----------------|------------------|--------------------------|
| S. No | Promoter name | No. of Shares | %of total shares | |
| 1 | Mr. N.Srinivasan | 1124415 | 0.36 | - |
| 2 | Mrs. Chitra Srinivasan | 78580 | 0.03 | - |
| 3 | Mrs. Rupa Gurunath | 36440 | 0.01 | - |
| 4 | EWS Finance & Investments Private Limited | 27643432 | 8.92 | - |
| 5 | Prince Holdings (Madras) Private Limited | 25993000 | 8.39 | - |
| 6 | Anna Investments Private Limited | 13166625 | 4.25 | - |
| 7 | Mrs. Rupa Gurunath * | 19954024 | 6.44 | - |
| 8 | Mr. S.K.Asokh Baalaje | 59932 | 0.02 | - |
| | TOTAL | 88056448 | 28.42 | |

* Shares are held in the capacity of a Trustee for the shares held by the Whollyowned Subsidiaries in Trusts.

Terms / Rights / restrictions attached to shares:

The company has only one class of Equity share. Each share has a paid up value of ₹ 10/-. Every shareholder is entitled to one vote per share, except for the holders of Global Depository Shares, as given below:

During the year 2005-06, the company allotted 5,12,27,592 underlying equity shares of ₹ 10/- each represented by 2,56,13,796 Global Depository Shares (GDS) in the ratio of 2:1. Holders of these GDSs have no voting rights with respect to the Deposited shares.

During the previous year 2020-21, the company had declared and distributed a dividend of ₹ 1.00 per share.

The Board of Directors has recommended a dividend of ₹ 1.00 per share, for the year 2021-22, which is subject to the approval of the shareholders.

During the year 2017-18, pursuant to the Scheme of Amalgamation of Trinetra Cement Limited and Trishul Concrete Products Limited (Transferor Companies) with The India Cements Limited (Transferee Company) approved by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, vide its Order dated 20.04.2017, the Company has allotted, in June 2017, 9,73,544 equity shares of ₹ 10/- each fully paid-up to the eligible shareholders of Trinetra Cement Limited and erstwhile Trishul Concrete Products Limited.

Shares reserved for issue under Employee stock option scheme:

As recommended by the Compensation Committee, the Board of Directors has granted, as on 01.04.2017, 18,35,000 options to eligible employees under Employees Stock Option Scheme, 2016 (Scheme). The options granted under the Scheme got vested with the employees on 01.04.2018 and the vested options were to be exercised within one year from the date of vesting. On exercise of each option, one equity share of ₹ 10/- each fully paid-up were to be allotted at a price of ₹ 50/- per share, including a premium of Rs.40/- per share.

Out of the above, 17,45,000 Stock Options were vested on 01.04.2018 and the balance 90,000 Stock Options were cancelled. During the year 2018-19, all the 17,45,000 options were exercised by the Option holders and equal number of equity shares were allotted to them. Consequently the paid up equity share capital stands at ₹ 309.90 Crores.



| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| 17. OTHER EQUITY | | |
| Capital Reserve | <u>16.17</u> | <u>16.17</u> |
| Capital Redemption Reserve | <u>2500.00</u> | <u>2500.00</u> |
| Securities Premium | | |
| Opening balance | 150331.18 | 150331.18 |
| Add: Additions during the year | <u>0.00</u> | <u>0.00</u> |
| Closing balance | <u>150331.18</u> | <u>150331.18</u> |
| General Reserve | | |
| Opening balance | 39052.54 | 36552.54 |
| Add : Additions during the year | <u>0.00</u> | <u>2500.00</u> |
| Closing balance | <u>39052.54</u> | <u>39052.54</u> |
| Other Free Reserve | | |
| Ind AS Transition Reserve | <u>203586.84</u> | <u>203586.84</u> |
| Surplus in Profit & Loss account | | |
| Opening balance | 111746.08 | 93901.49 |
| Add: Profit/(Loss) after tax for the year | <u>3898.35</u> | <u>22203.97</u> |
| Sub total | <u>115644.43</u> | <u>116105.46</u> |
| Appropriations | | |
| Less: Dividend paid on Equity capital (Proposed in the previous year(s)) | 3098.97 | 1859.38 |
| Less: Transfer to General Reserve | <u>0.00</u> | <u>2500.00</u> |
| Sub total | <u>3098.97</u> | <u>4359.38</u> |
| Closing balance | <u>112545.46</u> | <u>111746.08</u> |

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| OTHER COMPREHENSIVE INCOME: | | |
| Opening Balance | | |
| Remeasurement of Defined Benefit Plans | (709.15) | (669.32) |
| Revaluation Surplus | 24282.25 | 24282.25 |
| Total Opening Balance | <u>23573.10</u> | <u>23612.93</u> |
| Other Comprehensive Income for the year | | |
| Items that will not be reclassified to Profit or Loss | | |
| Revaluation surplus | 19160.50 | 0.00 |
| Remeasurement of Defined Benefit Plans | 80.25 | (61.22) |
| Income tax relating to Remeasurement of Defined Benefit Plans | (28.04) | 21.39 |
| Total of Items that will not be reclassified to Profit or Loss | <u>19,212.71</u> | <u>(39.83)</u> |
| Items that will be reclassified to Profit or Loss | | |
| Income tax relating to Items that will be reclassified to Profit or Loss | 0.00 | 0.00 |
| Total of Items that will be reclassified to Profit or Loss | <u>0.00</u> | <u>0.00</u> |
| Total Other Comprehensive Income for the year | <u>19212.71</u> | <u>(39.83)</u> |
| Closing Balance | | |
| Remeasurement of Defined Benefit Plans | (656.94) | (709.15) |
| Revaluation Surplus | 43442.75 | 24282.25 |
| Total Closing Balance | <u>42785.81</u> | <u>23573.10</u> |
| Total Other Equity | <u>550818.00</u> | <u>530805.91</u> |



| | March 2022 | March 2021 |
|--|-------------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs |
| NON-CURRENT LIABILITIES | | |
| 18. LONG-TERM BORROWINGS | | |
| 1. Secured (Refer Note No.40) | | |
| a. Term Loans from Banks | 184830.62 | 182579.20 |
| b. Others | 0.00 | 3750.00 |
| 2. Unsecured others | 8038.96 | 11652.09 |
| | <u>192869.58</u> | <u>197981.29</u> |
| 19. LEASE LIABILITIES-NON CURRENT | | |
| Lease Liability [Refer Note no.41.14] | 334.76 | 455.27 |
| | <u>334.76</u> | <u>455.27</u> |
| 20 LONG-TERM PROVISIONS | | |
| Provision for Mines Refilling & Others | 6329.60 | 6329.60 |
| Provision for Unavailed leave | 1672.75 | 1805.15 |
| Provision for Gratuity and Superannuation | 10489.72 | 10162.90 |
| | <u>18492.07</u> | <u>18297.65</u> |
| 21 DEFERRED TAX LIABILITY (NET) | | |
| Deferred Tax Liability arising on account of timing differences on depreciation and others | 61342.57 | 59104.47 |
| Less: Deferred Tax Assets | 8392.34 | 3727.96 |
| Deferred Tax Liability (net) | <u>52950.23</u> | <u>55376.51</u> |
| 22 OTHER LONG-TERM LIABILITIES | | |
| Deposits | 5995.20 | 2967.57 |
| Trade deposits from Customers | 53313.37 | 0.00 |
| Deferred Income Liability (Sales Tax) | 3746.42 | 5469.31 |
| (Drawn to Statement of Profit & Loss - ₹ 1722.89 Lakhs (PY 2020-21 - ₹ 2068.82 Lakhs) | | |
| | <u>63054.99</u> | <u>8436.88</u> |

The Company with effect from January 2022 basing on trade terms with customers treated the Trade Deposit received from its customers as Non Current liability and accordingly the Trade Receivables as at March 31,2022 represent the gross amount receivable from its customers without adjustment of Trade Deposit. The corresponding figures for the previous year is after adjusting the Trade Deposit and hence not comparable with the figures as at March 31, 2022.

| | March 2022 | March 2021 |
|--|------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs |
| CURRENT LIABILITIES | | |
| 23 SHORT-TERM BORROWINGS | | |
| Secured: | | |
| (i) Loans Repayable on Demand: | | |
| - Cash Credit facilities from Banks | 57136.76 | 46364.01 |
| (ii) Current Maturities-Secured Loans-Banks | 48472.71 | 49274.52 |
| (iii) Current Maturities-Secured Loans-Others | 0.00 | 750.00 |
| Unsecured: | | |
| (i) Loans repayable on Demand: | | |
| - Unsecured loans from Banks | 2500.00 | 0.00 |
| (ii) Current Maturities-Unsecured Loans-Others | 5336.02 | 5576.23 |
| | <u>113445.49</u> | <u>101964.76</u> |
| 23A LEASE LIABILITIES - CURRENT | | |
| Lease Liability [Refer Note no.41.14] | 164.15 | 229.93 |
| | <u>164.15</u> | <u>229.93</u> |
| 24 TRADE PAYABLES | | |
| [A] Total Outstanding dues to Micro Enterprises & Small Enterprises: | | |
| (i) Creditors for Goods | 304.13 | 308.34 |
| | <u>304.13</u> | <u>308.34</u> |
| [B] Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises: | | |
| (i) Creditors for Goods | 42181.36 | 35680.23 |
| (ii) Acceptances | 45594.76 | 28501.02 |
| (iii) Other Trade Payables | 40673.41 | 32487.17 |
| (iv) Trade deposits from Customers | 0.00 | 10649.17 |
| | <u>128449.53</u> | <u>107317.59</u> |
| TOTAL (A+B) | <u>128753.66</u> | <u>107625.93</u> |

₹ Lakhs

| Trade Payables Ageing Schedule | | March 2022 | | | | |
|--------------------------------|------------------------|--|----------------|---------------|-------------------|------------------|
| | | Outstanding for following periods from due date of payment | | | | |
| Particulars | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | Total |
| (i) | MSME | 304.13 | - | - | - | 304.13 |
| (ii) | Others | 126290.06 | 1114.31 | 189.73 | 855.43 | 128449.53 |
| (iii) | Disputed dues - MSME | - | - | - | - | - |
| (iv) | Disputed dues - Others | - | - | - | - | - |
| | Total | 126594.19 | 1114.31 | 189.73 | 855.43 | 128753.66 |



₹ Lakhs

| Trade Payables Ageing Schedule | | March 2021 | | | | |
|--------------------------------|------------------------|--|-------------|-------------|----------------------|-----------|
| | | Outstanding for following periods from due date of payment | | | | |
| Particulars | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | Total |
| (i) | MSME | 308.34 | - | - | - | 308.34 |
| (ii) | Others | 106272.43 | 189.73 | 108.14 | 747.29 | 107317.59 |
| (iii) | Disputed dues - MSME | - | - | - | - | - |
| (iv) | Disputed dues - Others | - | - | - | - | - |
| Total | | 106580.77 | 189.73 | 108.14 | 747.29 | 107625.93 |

| | March 2022 | March 2021 |
|--|------------------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs |
| 25 OTHER FINANCIAL LIABILITIES | | |
| (i) Interest accrued but not due on borrowings | 335.76 | 971.34 |
| (ii) Creditors Capital goods | 1044.11 | 1272.43 |
| (iii) Other Liabilities | 4706.89 | 4710.44 |
| (iv) Dividend payable | 57.40 | 49.65 |
| (v) Unpaid matured deposits and Interest accrued thereon | 0.06 | 5.29 |
| | <u>6144.22</u> | <u>7009.15</u> |
| 26 SHORT TERM PROVISIONS | | |
| Unpaid Dividend (Provision) | 17.94 | 17.94 |
| Provision for Unavailed leave | 2010.31 | 1490.89 |
| Provision for Gratuity and Superannuation | 2329.31 | 2035.53 |
| | <u>4357.56</u> | <u>3544.36</u> |
| 27 CURRENT TAX LIABILITIES | | |
| Provision for Income Tax (net) | 0.00 | 0.00 |
| | <u>0.00</u> | <u>0.00</u> |
| 28 OTHER CURRENT LIABILITIES | | |
| Customer Credit Balances | 7974.86 | 13766.37 |
| Other Current Liabilities - Others | 8128.37 | 10915.78 |
| | <u>16103.23</u> | <u>24682.15</u> |

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|------------------|--------------------------|-----------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 29. REVENUE FROM OPERATIONS | | | | |
| Sales | | 454792.95 | | 431106.12 |
| Government Incentive on Sales Tax / GST (Refer Note No. 41.8) | | 4.87 | | 4.87 |
| Other Operating Revenues: | | | | |
| Freight Earnings from Ships | | 3269.02 | | 2672.88 |
| Value of Power Generated from Wind Farms | | 1478.85 | | 1310.46 |
| Income from Thermal / Gas power plant | | 201.43 | | 0.00 |
| Income from Ready Mix Concrete | | 11562.59 | | 8569.31 |
| Income from Construction and Infrastructure Projects | | 0.00 | | 0.00 |
| Trade Sales | | 1.63 | | 3.15 |
| Revenue from Operations | | 471311.34 | | 443666.79 |
| 30. OTHER INCOME | | | | |
| Dividend Income | 2.28 | | 1.23 | |
| Interest Income (Refer also Finance Costs Note No. 35) | 481.80 | | 582.05 | |
| Gain on Sale of Investments/Fair value through Profit and Loss | 249.24 | | 977.49 | |
| Other Non-Operating Income | | 733.32 | | 1560.77 |
| Rent Recovery | | 27.62 | | 23.66 |
| Profit on Sale of Assets | | 130.19 | | 232.36 |
| Foreign Exchange translation difference | | 0.44 | | 41.73 |
| Miscellaneous Income | | 780.21 | | 486.25 |
| Total Other Income | | 1671.78 | | 2344.77 |
| 31. COST OF MATERIALS CONSUMED | | | | |
| Raw Material Consumed | | | | |
| Opening Stock | | 9458.59 | | 7059.01 |
| Add: Purchases | 51755.52 | | 49176.04 | |
| Own Quarrying (Net) (Refer Note No.41.5(a)) | 26407.67 | 78163.19 | 23373.70 | 72549.74 |
| Less: Closing Stock | | 9134.76 | | 9458.59 |
| Total Raw Materials Consumed | | 78487.02 | | 70150.16 |
| 32. PURCHASES OF TRADED STOCK | | | | |
| Trade Purchases | | 2.88 | | 6.30 |
| | | 2.88 | | 6.30 |



| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|------------------|--------------------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 33. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS | | | | |
| Opening Stock : | | | | |
| Work-in-Process | 1311.98 | | 1585.46 | |
| Semi-finished Goods | 5982.29 | | 10303.50 | |
| Finished Goods | 3479.20 | | 6545.61 | |
| Stock-in-Trade | 36.11 | | 36.11 | |
| Construction & Infrastructure - Projects-in-Progress | 249.11 | 11058.69 | 249.11 | 18719.79 |
| Closing Stock : | | | | |
| Work-in-Process | 2004.94 | | 1311.98 | |
| Semi-finished Goods | 7592.54 | | 5982.29 | |
| Finished Goods | 3990.55 | | 3479.20 | |
| Stock-in-Trade | 36.11 | | 36.11 | |
| Construction & Infrastructure - Projects-in-Progress | 249.11 | 13873.25 | 249.11 | 11058.69 |
| Total (Increase)/Decrease in stock | | <u>(2814.56)</u> | | <u>7661.10</u> |
| 34. EMPLOYEE BENEFITS EXPENSE | | | | |
| (a) Employees Other than Directors: | | | | |
| Salaries, Wages and Bonus | | 26460.83 | | 25663.30 |
| Contribution to Provident Fund | | 1185.48 | | 1178.81 |
| Gratuity | | 347.78 | | 599.52 |
| Superannuation | | 657.56 | | 857.23 |
| Employees' Provident Fund Administration Charges | | 54.43 | | 52.00 |
| Employees' State Insurance Scheme | | 31.39 | | 23.94 |
| Workmen and Staff Welfare Expenses | | 3648.56 | | 2796.63 |
| Unavailed leave | | 231.71 | | 413.85 |
| Subtotal | | <u>32617.74</u> | | <u>31585.28</u> |
| (b) Directors: | | | | |
| Directors' Remuneration | | | | |
| Managing Director : | | | | |
| Salary | 56.31 | | 600.00 | |
| HRA | 57.69 | | 180.00 | |
| Contribution to Provident Fund | 72.00 | | 72.00 | |
| Contribution to Gratuity and Superannuation funds | 115.00 | | 115.00 | |
| Commission | 0.00 | | 150.00 | |
| Others | 10.28 | 311.28 | 8.66 | 1125.66 |

(During FY-2021-22, Managerial Remuneration to Managing Director has been restricted to limits permitted under the Companies Act, 2013)

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|-----------|--------------------------|-----------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| Wholetime Director: | | | | |
| Salary | 180.00 | | 180.00 | |
| HRA | 54.00 | | 54.00 | |
| Contribution to Provident Fund | 21.60 | | 21.60 | |
| Contribution to Gratuity and Superannuation funds | 34.50 | | 34.50 | |
| Commission | 0.00 | | 100.00 | |
| Others | 0.00 | 290.10 | 2.15 | 392.25 |
| Director's Remuneration-Total | | 601.38 | | 1517.91 |
| Total Employee benefits expense (a+b) | | 33219.12 | | 33103.19 |
| 35. FINANCE COSTS | | | | |
| Interest expense | | 21116.93 | | 26541.10 |
| [Net of Deferred Income Liability - ₹ 1722.89 Lakhs (Previous Year - ₹ 2068.82 Lakhs)] | | | | |
| Other borrowing costs - [Net] | | (1643.94) | | (46.22) |
| Net of Interest debited to Subsidiaries, Associates & Others ₹ 12772.75 Lakhs (Previous year ₹ 9932.91 Lakhs) | | | | |
| Loss on Foreign currency transactions and translations | | 929.24 | | 0.00 |
| | | 20402.23 | | 26494.88 |
| 36. MANUFACTURING AND OTHER OPERATING EXPENSES | | | | |
| Stores Consumed | | 4414.19 | | 3985.33 |
| Power and Fuel *** | | 152614.58 | | 105728.41 |
| Repairs & Maintenance | | | | |
| 1. Building | 74.44 | | 24.61 | |
| 2. Machinery | 4625.28 | | 4648.68 | |
| 3. Others | 1691.60 | 6391.32 | 1520.26 | 6193.55 |
| Agency and Port Expenses | | 20.28 | | 48.07 |
| | | 163440.37 | | 115955.36 |

| *** Break up of Thermal Power cost captive consumed | March 2022 | March 2021 |
|--|-----------------|-----------------|
| Description | | |
| Power & Fuel | 18680.90 | 20985.63 |
| Stores & Spares | 378.56 | 469.47 |
| Salaries & Wages | 1207.83 | 1144.71 |
| Overheads | 162.70 | 134.64 |
| Depreciation | 3889.69 | 4180.79 |
| Total | 24319.68 | 26915.24 |



| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|------------------|--------------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 37. ADMINISTRATION AND OTHER CHARGES | | | | |
| Insurance and P&I Charges | | 1469.05 | | 1004.89 |
| Rent | | 85.96 | | 81.78 |
| Rates and Taxes | | 1037.23 | | 1011.96 |
| Printing and Stationery | | 174.69 | | 143.42 |
| Postage, Telephones and Telegrams | | 364.47 | | 298.71 |
| Other Administration Expenses | | 11305.71 | | 7530.52 |
| Legal Fees | | 291.10 | | 240.19 |
| Directors' Sitting Fees | | 38.90 | | 33.88 |
| Audit Expenses: | | | | |
| Audit Fees | 70.00 | | 70.00 | |
| Cost Audit Fees | 20.00 | | 20.00 | |
| Certifications/Others | 18.40 | | 12.00 | |
| Tax Audit/Other Services | 0.00 | | 14.00 | |
| Travel/out of pocket expenses | 6.62 | 115.02 | 1.78 | 117.78 |
| Loss on sale of assets | | 126.28 | | 252.35 |
| Diminution in value of Investments (FVTPL) | | 0.00 | | 0.00 |
| Provision for Doubtful Debts / Advances | | 216.51 | | 1306.89 |
| | | <u>15224.92</u> | | <u>12022.37</u> |
| 38. SELLING AND DISTRIBUTION EXPENSES | | | | |
| Packing Charges | | 19755.64 | | 17126.61 |
| Freight outwards | | 99002.47 | | 90634.83 |
| Handling | | 7765.73 | | 6479.02 |
| Advertisement | | 1645.85 | | 1059.32 |
| Others | | 8822.25 | | 8414.55 |
| | | <u>136991.94</u> | | <u>123714.33</u> |

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|---------------------------------------|--------------------------|---------------|--------------------------|---------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 39. DONATIONS | | | | |
| The India Cements Educational Society | | 30.00 | | 30.00 |
| Contribution to Electoral Bonds | | 400.00 | | 0.00 |
| Donation to CMPRF | | 0.00 | | 350.00 |
| Others | | 217.25 | | 63.20 |
| | | <u>647.25</u> | | <u>443.20</u> |

Corporate Social Responsibility (CSR) Expenditure:

| | | |
|---|---------------|---------------|
| CSR Expenditure included in Donation | 90.25 | 93.20 |
| CSR expenditure included in administration and other charges | 211.80 | 210.63 |
| Total CSR expenditure incurred | <u>302.05</u> | <u>303.83</u> |
| CSR Expenses required to be spent as per Section 135 of the Companies Act, 2013 | 248.68 | 122.98 |
| Spent towards construction of Asset | 52.42 | 78.06 |
| Others | 249.63 | 225.77 |

40. SECURITY FOR BORROWINGS

| Break up of Borrowings | Non Current Maturities | | Current Maturities | | Total | | Repayment Schedule |
|--------------------------------------|------------------------|------------|--------------------|------------|------------|------------|--------------------|
| | March 2022 | March 2021 | March 2022 | March 2021 | March 2022 | March 2021 | |
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | |
| (a) Term Loans: | | | | | | | |
| (i) Secured loans from Banks: | | | | | | | |
| 1 IDBI Bank Ltd | 23625.00 | 25725.00 | 2100.00 | 1800.00 | 25725.00 | 27525.00 | Quarterly |
| 2 ICICI Bank Ltd | 12007.11 | 13046.89 | 808.71 | 693.17 | 12815.82 | 13740.06 | Quarterly |
| 3 State Bank of India | 16520.75 | 17883.20 | 1050.00 | 900.00 | 17570.75 | 18783.20 | Quarterly |
| 4 Union Bank of India | 16302.43 | 17713.97 | 1050.00 | 950.00 | 17352.43 | 18663.97 | Quarterly |
| 5 Central Bank of India | 16539.25 | 17918.44 | 1050.00 | 900.00 | 17589.25 | 18818.44 | Quarterly |
| 6 ICICI Bank Ltd | 1181.67 | 3548.83 | 2367.60 | 2367.60 | 3549.27 | 5916.43 | Quarterly |
| 7 Kotak Mahindra Bank Ltd. | 0.00 | 0.00 | 0.00 | 125.29 | 0.00 | 125.29 | Monthly |
| 8 HDFC Bank Ltd | 0.00 | 0.00 | 3541.30 | 731.22 | 3541.30 | 731.22 | Quarterly |
| 9 Axis Bank Ltd | 0.00 | 10000.00 | 0.00 | 5000.00 | 0.00 | 15000.00 | Quarterly |
| 10 Yes Bank Ltd | 16000.00 | 17600.00 | 1600.00 | 1600.00 | 17600.00 | 19200.00 | Quarterly |
| 11 HDFC Bank Ltd | 3302.78 | 5602.80 | 2300.00 | 2300.00 | 5602.78 | 7902.80 | Quarterly |
| 12 Kotak Mahindra Bank Ltd. | 612.38 | 4362.54 | 3739.32 | 3739.32 | 4351.70 | 8101.86 | Monthly |
| 13 ICICI Bank Ltd | 0.00 | 10245.67 | 10245.70 | 7367.52 | 10245.70 | 17613.19 | Quarterly |
| 14 ICICI Bank Ltd | 0.00 | 6081.38 | 6055.36 | 8898.77 | 6055.36 | 14980.15 | Quarterly |
| 15 ICICI Bank Ltd | 0.00 | 10484.86 | 0.00 | 766.48 | 0.00 | 11251.34 | Quarterly |
| 16 Indian Bank | 0.00 | 14138.04 | 0.00 | 1570.92 | 0.00 | 15708.96 | Quarterly |



SECURITY FOR BORROWINGS (Contd.)

| Break up of Borrowings | Non Current Maturities | | Current Maturities | | Total | | Repayment Schedule |
|--|------------------------|------------------|--------------------|------------------|------------------|------------------|--------------------|
| | March 2022 | March 2021 | March 2022 | March 2021 | March 2022 | March 2021 | |
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | |
| 17 Union Bank of India | 0.00 | 166.68 | 222.23 | 722.28 | 222.23 | 888.96 | Monthly |
| 18 State Bank of India | 0.00 | 196.90 | 280.21 | 1083.55 | 280.21 | 1280.45 | Monthly |
| 19 Indian Bank | 0.00 | 5750.00 | 0.00 | 2300.00 | 0.00 | 8050.00 | Quarterly |
| 20 Indian Bank | 0.00 | 2090.90 | 0.00 | 4181.80 | 0.00 | 6272.70 | Quarterly |
| 21 Indian Bank | 0.00 | 909.10 | 909.10 | 1818.20 | 909.10 | 2727.30 | Quarterly |
| 22 Kotak Mahindra Bank Ltd. | 3804.46 | 0.00 | 1201.68 | 0.00 | 5006.14 | 0.00 | Monthly |
| 23 IDFC First Bank Ltd | 5625.00 | 0.00 | 1125.00 | 0.00 | 6750.00 | 0.00 | Quarterly |
| 24 HDFC Bank Ltd | 10938.75 | 0.00 | 3436.50 | 0.00 | 14375.25 | 0.00 | Quarterly |
| 25 ICICI Bank Ltd | 20500.00 | 0.00 | 4500.00 | 0.00 | 25000.00 | 0.00 | Quarterly |
| 26 State Bank of India | 28367.62 | 0.00 | 600.00 | 0.00 | 28967.62 | 0.00 | Quarterly |
| 27 Axis Bank Ltd | 10473.17 | 0.00 | 750.00 | 0.00 | 11223.17 | 0.00 | Quarterly |
| Less : Prorata Processing Fee | (969.75) | (886.00) | (460.00) | (541.60) | (1429.75) | (1427.60) | |
| Total Secured Loans from Banks | 184830.62 | 182579.20 | 48472.71 | 49274.52 | 233303.33 | 231853.72 | |
| (ii) Secured loans from Others: | | | | | | | |
| 28 IFCI Ltd | 0.00 | 3750.00 | 0.00 | 750.00 | 0.00 | 4500.00 | Quarterly |
| Less : Prorata Processing Fee | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | |
| Total Secured Loans from Others | 0.00 | 3750.00 | 0.00 | 750.00 | 0.00 | 4500.00 | |
| Total Secured long term borrowings | 184830.62 | 186329.20 | 48472.71 | 50024.52 | 233303.33 | 236353.72 | |
| (iii) Unsecured loans from Banks: | | | | | | | |
| IDBI Bank Ltd | 0.00 | 0.00 | 2500.00 | 0.00 | 2500.00 | 0.00 | Quarterly |
| Total Unsecured Loans from Banks | 0.00 | 0.00 | 2500.00 | 0.00 | 2500.00 | 0.00 | |
| (iv) Unsecured loans from Others: | | | | | | | |
| Interest free Sales Tax Deferral Loans - Total Liability | 11785.38 | 17121.40 | 5336.02 | 5576.23 | 17121.40 | 22697.63 | Annually |
| Ind AS 20 - Adjustments on Government Grant on above - Refer Balance Sheet Note No. 22 | (3746.42) | (5469.31) | 0.00 | 0.00 | (3746.42) | (5469.31) | |
| Total Unsecured Loans from Others | 8038.96 | 11652.09 | 5336.02 | 5576.23 | 13374.98 | 17228.32 | |
| Total Unsecured Long term Borrowings | 8038.96 | 11652.09 | 7836.02 | 5576.23 | 15874.98 | 17228.32 | |
| SECURED | | | | | | | |
| [b] Cash Credit Facilities and other Working Capital Loans from Scheduled Banks | 0.00 | 0.00 | 57136.76 | 46364.01 | 57136.76 | 46364.01 | Annually |
| Total term Liabilities including Current Maturities as per Notes to Balance Sheet | 192869.58 | 197981.29 | 113445.49 | 101964.76 | 306315.07 | 299946.05 | |

SECURITY CLAUSE FOR BORROWINGS

As on 31-03-2022

- > Items (a) (i) 1 to 5 are secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (a) (i) 6,13,14 & 25 are secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (a) (i) 10 & 21 are secured by way of a first pari passu Charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (a) (i) 12 & 22 are secured by way of an exclusive Charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Items (a) (i) 8 & 24 are secured by way of pari passu Charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (a) (i) 27 is secured by way of an exclusive first Charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (a) (i) 11 & 26 are secured by way of first pari passu Charge on both immovable and movable fixed assets of Dalavoi Cement Plant of the Company
- > Item (a) (i) 23 is exclusive Charge on land admeasuring 100.890 acres situated at Thalaiyuthu Village in Manur Taluk, Tirunelveli District, Tamilnadu identified with certain specific survey numbers.
- > Items (a) (i) 17 ,18 & (b) The Working Capital Facilities availed by the Company, are secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari Passu Charge on the movable properties (other than Current Assets), ranking after the Charges created / to be created in favour of the Term Lenders.

As on 31-03-2021

- > Items (a) (i) 1 to 5 were secured by way of first pari passu Charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (a) (i) 6,13,14 & 15 were secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (a) (i) 10,20 & 21 were secured by way of a first pari passu Charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (a) (i) 7 & 12 were secured by way of an exclusive Charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (a) (i) 8 was secured by way of pari passu Charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (a) (i) 9 was secured by way of an exclusive first Charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Item (a) (i) 11, 19 were secured by way of first pari passu Charge on both immovable and movable fixed assets of Dalavoi Cement Plant of the Company
- > Item (a) (i) 16 was secured by way of first pari passu Charge on immovable and movable fixed assets, of Chennai Grinding Unit of the Company
- > Items (a) (ii) 28 was exclusive charge on land admeasuring 103.33 acres out of total of area of 106.91 acres situated at Naranammalpuram, Tirunelveli Taluk and District, Tamilnadu identified with certain specific survey numbers.
- > Items (a) (i) 17 , 18 & (b) The Working Capital Facilities availed by the Company, were secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari Passu Charge on the movable properties (other than Current Assets), ranking after the Charges created / to be created in favour of the Term Lenders.



| | March 2022 | March 2021 |
|--|-------------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| 41.1 Estimated amounts of contracts for Capital Expenditure and Commitments (Net of Advances) | 12936.23 | 13228.29 |
| 41.2 Monies for which the company is contingently Liable | | |
| a. Guarantees to Banks / Institutions (including guarantees given on behalf of Subsidiaries and Associates) | 14895.00 | 14957.00 |
| b. Unpaid demands under dispute | | |
| i) Central Excise & Service Tax | 19448.12 | 18528.86 |
| ii) Sales Tax and Value Added Tax | 3359.51 | 3493.92 |
| iii) Customs Duty | 6428.48 | 6428.41 |
| iv) Income Tax * | 1900.87 | 1900.87 |
| * For AY 2016-17 appellate orders have been received in favour of the company and the rectification orders are awaited on account of COVID-19 lock down. Once the above rectification orders are given effect, the demands will be reduced by ₹ 7771.06 Lakhs and hence current year Income Tax demands do not include the said amounts. The above includes Contingent liability pertaining to Raasi Cement Ltd. (Residuary Co.) for Sales Tax, Income tax and Central Excise aggregating to ₹ 2249.46 Lakhs (Previous Year ₹ 2,249.46 Lakhs) | | |
| c. Amount paid towards disputed CENVAT / Sales Tax / Customs / Income tax Claims pending in different stages of appeal. Management is of the opinion that these are recoverable at values stated. | 1319.96 | 1319.96 |
| d. Contingent Liability on account of Show cause Notices issued by Excise & other tax authorities (other than (b) & (c) mentioned above) duly contested | 8088.48 | 15131.37 |
| e. Other Claims against the Company not acknowledged as debts | 40055.72 | 33975.94 |
| f. The Competition Commission of India (CCI) vide its Order dated 31.08.2016 imposed a penalty of ₹ 187.48 Crores on the Company. The Company filed an appeal before COMPAT (Now called NCLAT). The COMPAT in its interim order directed the Company to pay 10% of the penalty amount (₹ 18.75 Crores) before granting stay on the collection of amount, which was deposited by the Company. NCLAT vide its order dated 25/07/2018 dismissed the appeal filed by the Company. Against this the Company has filed an appeal in the Supreme Court challenging the NCLAT order and the Supreme Court vide its Order dated 5-10-2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Based on the merits of the matter, as advised by legal experts the management is of the opinion that has just and reasonable grounds to defend its case accordingly no provision is considered necessary for the same. | | |
| 41.3 As at Balance Sheet date, amounts aggregating to ₹ 304.13 Lakhs were due to Micro, Small Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 (as per the definition prior to the amendment 2020). | | |
| (a) The principal amount remaining unpaid to any supplier at the end of each accounting year; | 304.13 | 308.34 |
| (b) The interest payable thereon on (a) | 0.00 | 0.03 |
| (c) The amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the due date (as per PO or 45 days whichever is earlier) during each accounting year; | 295.38 | 525.45 |
| (d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | 6.21 | 11.54 |
| (e) The amount of interest accrued and remaining unpaid at the end of each accounting year | 73.46 | 67.25 |

| | March 2022 | March 2021 |
|--|-------------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| (f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | 6.21 | 11.57 |
| The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company and the same has been relied upon by the auditors. | | |
| 41.4 Note on PMLA. | | |
| The Enforcement Directorate Authorities have issued an attachment notice dated 25 th February 2015 under the Prevention of Money Laundering Act, 2002 (PMLA) attaching certain assets of the company for an aggregate value of ₹ 120.34 Crores. The Company filed an appeal against the order of the adjudicating authority specified under PMLA disputing the attachment of assets. The matter is currently sub judice. Details of Assets given below: | | |
| a) 886 Sq yards plot with 8000 sq.ft building - Punjagutta, Somajiguda circle, Hyderabad | 211.89 | 211.89 |
| b) 245.86 Acres of Land - Konauppalapadu Village, Yadki Mandal, Anantapur Dist. | 122.93 | 122.93 |
| c) 10,00,000 9% Non Convertible Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.* | 1000.00 | 1000.00 |
| d) 20,32,260 Convertible Debentures of Coromandel Sugars Ltd. | 2032.26 | 2032.26 |
| e) 86,67,097 9% Non Convertible Non Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.* | 8667.10 | 8667.10 |
| * Notwithstanding merger of Trinetra Cement Ltd. with the company, as per the order of NCLT, read with order of High Court of Madras, to the extent of security referred above continues to be held by the company in Trinetra Cement Ltd. | | |
| 41.5 [a] Raw Materials consumed: | | |
| Own Quarrying includes: | | |
| (i) Salaries & Wages | 2271.79 | 2296.56 |
| (ii) Stores Consumed | 3903.51 | 3325.33 |
| (iii) Royalty | 10325.67 | 9515.97 |
| [b] Total Consumption of Stores and Spares during the year, including used in own quarrying; Captive Power generation and Repairs & Maintenance | 16346.68 | 15172.44 |
| 41.6 Repairs and maintenance includes Stores & Spares | 5117.16 | 5551.64 |
| 41.7 Detailed Information of goods Sold during the Report Period: | | |
| 1 CEMENT: | | |
| Sales – Value of Cement | 445416.94 | 413987.72 |
| Value of Clinker | 9376.01 | 17118.40 |
| | 454792.95 | 431106.12 |
| 2 READY MIX CONCRETE: | | |
| Sales – Value of RMC | 11562.59 | 8569.31 |



| | March 2022 | March 2021 |
|---|-----------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs |
| 41.8 Government Subsidy: | | |
| <p>Trinetra Cements limited (TCL), a company since merged with The India Cements Limited (the company or ICL) located in Banswara District, Rajasthan, was sanctioned the eligibility for Incentives under the Rajasthan Investment Promotion Scheme of Government of Rajasthan (RIPS-2010).</p> <p>Consequent to the merger of TCL with the company, the incentive scheme eligible to TCL was required to be extended to the amalgamated company (ICL) in respect of which necessary applications were made to the competent authorities seeking the change of beneficiary name from TCL to the company (vide representations dated 30-06-2017 and 18-07-2018) .</p> <p>The request of the company was considered by State level Empowered Committee (SEC) from time to time which has recommended the request for further approvals from relevant departments.</p> <p>Whereas the Department of Mines of Government of Rajasthan was evaluating the applicability of levy of transfer charges on the mining leases from TCL to the company. The Company is advised that the said issue of levy of Transfer Charges on the transfer of Mining Leases from TCL to the company has become infructuous by virtue of an amendment effective (MMDR Amendment Act, 2021) dated 28-03-2021.</p> <p>Pursuant to the above the company has reiterated its claim for the release of incentive due from Government of Rajasthan which is currently under active consideration of the authorities and the company is confident of realizing the entire amount of incentive accrued amounting to ₹ 3,260.33 Lakhs (being incentive eligible upto March 2021). As a matter of prudence the company's entitlement of incentive for the year 2020-2022 amounting to ₹ 1365.54 Lakhs has not been considered as income pending realisation of arrears.</p> | | |
| Investment Subsidy - Maharashtra | | |
| Sales revenue includes ₹ 4.87 Lakhs (as at 31 st March 2021 ₹ 4.87 Lakhs) representing subsidy offered by Government of Maharashtra for Sales Tax Incentive Scheme. | | |
| 41.9 Expenditure in Foreign Currency: | | |
| Consultancy Fee* | 351.76 | 302.68 |
| Travel Expenses and Others* | 1256.72 | 23.12 |
| * Excludes import of goods | | |
| 41.10 Details of Raw Materials consumed: | | |
| Quantity in Tonnes:- | | |
| Limestone | 9579743 | 8426700 |
| Gypsum | 930150 | 1032542 |
| Others | 2655810 | 2615148 |
| Value:- | | |
| Limestone | 31283.17 | 24624.46 |
| Gypsum | 11289.96 | 10601.04 |
| Others | 28647.16 | 31443.81 |
| Freight on Inter Unit Transfer of Clinker | 7266.73 | 3480.85 |
| Total | <u>78487.02</u> | <u>70150.16</u> |
| 41.11 Auditors Remuneration: | | |
| (a) Statutory Auditors: | | |
| Audit fees | 70.00 | 70.00 |
| Tax Audit fees | 0.00 | 14.00 |
| Fees for Other Services | 18.40 | 12.00 |
| Expenses reimbursed | 6.62 | 1.78 |
| (b) Cost Auditors: | | |
| Audit Fees | 20.00 | 20.00 |

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| 41.12 Earnings Per Share | | |
| A. Basic EPS | | |
| Profit / (Loss) Attributable to Equity Shareholders | 23111.06 | 22164.14 |
| Weighted average no. of ordinary shares outstanding | 309896936 | 309896936 |
| Basic EPS | 7.46 | 7.15 |
| B. Diluted EPS | | |
| Profit / (Loss) Attributable to Equity Shareholders | 23111.06 | 22164.14 |
| Weighted average no. of ordinary shares outstanding | 309896936 | 309896936 |
| Diluted EPS | 7.46 | 7.15 |

41.13 (a) Related Party Disclosures:

(A) Names of the related parties and the nature of the relationship:

| | % of Shareholding & Voting power | |
|---|-------------------------------------|---------|
| (i) Subsidiary Companies | | |
| Industrial Chemicals and Monomers Limited, India | 98.59% | 98.59% |
| ICL Financial Services Limited, India | 100.00% | 100.00% |
| ICL Securities Limited, India | 100.00% | 100.00% |
| ICL International Limited, India | 100.00% | 100.00% |
| Coromandel Electric Company Limited (CECL), India | 50.14% | 50.14% |
| India Cements Infrastructures Limited, India | 100.00% | 100.00% |
| Coromandel Travels Limited (CTL), India | 98.50% | 98.50% |
| Coromandel Minerals Pte. Limited, Singapore | 100.00% | 100.00% |
| Raasi Minerals Pte. Ltd., Singapore | 100.00% | 100.00% |
| PT. Coromandel Minerals Resources, Indonesia | 100.00% | 100.00% |
| PT. Adcoal Energindo, Indonesia | 100.00% | 100.00% |
| Springway Mining Private Limited, India | 81.15% | 68.88% |
| NKJA Mining Private Limited, India | 100.00% | 100.00% |
| (ii) Associate Companies: | | |
| Raasi Cement Limited, India | 43.45% | 43.45% |
| Coromandel Sugars Limited, India | 49.99% | 49.99% |
| India Cements Capital Limited, India | 47.91% | 47.91% |
| Unique Receivable Management Private Limited, India | 49.20% | 49.20% |
| PT. Mitra Setia Tanah Bumbu (MSTB), Indonesia | 49.00% | 49.00% |
| (iii) Key Management personnel [KMP] as defined under Ind AS 24: | | |
| Sri. N.Srinivasan – Vice Chairman & Managing Director | | |
| Smt.Rupa Gurunath - Wholetime Director | | |
| Smt.Chitra Srinivasan, Director | | |
| Sri.Christopher Jebakumar - IDBI Bank Limited, Nominee Director (w.e.f. 03.04.2021) | | |
| Smt.Nalini Murari Ratnam - LIC Nominee Director | | |
| Sri.S Balasubramanian Adityan, Director | | |



March 2022 March 2021
₹ Lakhs ₹ Lakhs

Sri.V Ranganathan, Director
Smt.Lakshmi Aparna Sreekumar, Director
Smt.Sandhya Rajan, Director
Sri. Basavaraju, Director
Sri. Krishna Prasad Nair, Director
Sri. T.S.Raghupathy, Director
Sri. K. Skandan, Director
Sri.Sanjay Shantilal Patel, Director (w.e.f. 03.04.2021)

(iv) Enterprise in which Key Management personnel [KMP] is interested:

Krishna Mines

(v) Post Employment Benefit Plan Trust:

India Cements Gratuity Fund

The India Cements Employees Provident Fund, Chilamkur

The India Cements Employees Provident Fund, Yerraguntla

(B) Transactions with Subsidiaries and Associate Companies (excluding reimbursements) during the year:

Sale of Goods

| | | |
|---------------------------|------|------|
| ICL International Limited | 0.00 | 1.39 |
| Coromandel Sugars Limited | 5.04 | 2.80 |
| | 5.04 | 4.19 |

Purchase of Goods

| | | |
|---------------------------|------|-------|
| Coromandel Sugars Limited | 0.00 | 35.89 |
| | 0.00 | 35.89 |

Sale of Land:

| | | |
|---------------------------------------|-------|--------|
| India Cements Infrastructures Limited | 17.80 | 116.76 |
| | 17.80 | 116.76 |

Acquisition of Shares from third parties in the following companies during the Financial year:

| | | |
|----------------------------------|---------|------|
| Springway Mining Private Limited | 3088.53 | 0.00 |
| | 3088.53 | 0.00 |

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| Revenue sharing receipt | | |
| Coromandel Electric Company Limited | <u>2387.36</u> | <u>1127.11</u> |
| Rendering of Services | | |
| Coromandel Electric Company Limited | <u>1.20</u> | <u>1.20</u> |
| Receiving of Services | | |
| Industrial Chemicals and Monomers Limited | 30.00 | 30.00 |
| Coromandel Electric Company Limited | 1104.74 | 1015.36 |
| ICL International Limited | 164.60 | 167.41 |
| India Cements Capital Limited | <u>266.75</u> | <u>26.74</u> |
| | <u>1566.09</u> | <u>1239.51</u> |
| Interest on Advances | | |
| India Cements Capital Limited | 42.18 | 38.77 |
| Coromandel Sugars Limited | 663.20 | 603.58 |
| Springway Mining Private Limited | <u>963.46</u> | <u>865.98</u> |
| | <u>1668.84</u> | <u>1508.33</u> |
| Finance Cost on Guarantees: | | |
| Coromandel Sugars Limited | <u>82.50</u> | <u>82.50</u> |
| Dividends Paid | | |
| ICL Financial Services Limited | 99.80 | 59.88 |
| ICL Securities Limited | <u>99.74</u> | <u>59.84</u> |
| | <u>199.54</u> | <u>119.72</u> |
| Provision for doubtful Advances | | |
| Coromandel Travels Limited | <u>0.00</u> | <u>108.47</u> |
| Write off - Advances | | |
| Coromandel Travels Limited | 51.68 | 0.00 |
| Coromandel Minerals Pte Ltd., Singapore | <u>1049.43</u> | <u>0.00</u> |
| | <u>1101.11</u> | <u>0.00</u> |
| Transaction in which KMP is interested | | |
| Krishna Mines (Purchase of Raw Material) | <u>505.75</u> | <u>0.00</u> |
| Remuneration to KMP | | |
| Sri. N. Srinivasan – Vice Chairman & Managing Director | 311.28 | 1125.66 |
| Smt. Rupa Gurunath - Wholetime Director | <u>290.10</u> | <u>392.25</u> |
| | <u>601.38</u> | <u>1517.91</u> |



| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| Disclosure of Key Managerial Personnel compensation in total and for each of the following categories: | | |
| Short Term employment benefits | 358.28 | 1274.81 |
| Post employment benefits | 243.10 | 243.10 |
| Total | 601.38 | 1517.91 |
| During the financial year 2021-2022, Managerial Remuneration to Managing Director has been restricted to limits permitted under the Companies Act, 2013. | | |
| Sitting Fee paid to Directors: | | |
| IDBI Bank Limited, For Nominee Director | 2.50 | 2.50 |
| LIC, For Nominee Director | 0.00 | 2.00 |
| Smt.Chitra Srinivasan | 2.50 | 2.50 |
| Sri.Basavaraju | 2.90 | 2.90 |
| Sri.S Balasubramanian Adityan | 4.30 | 4.75 |
| Sri. V Ranganathan | 3.25 | 3.95 |
| Smt.Lakshmi Aparna Sreekumar | 5.10 | 5.00 |
| Smt.Sandhya Rajan | 4.90 | 5.15 |
| Sri.Krishna Prasad Nair | 2.70 | 2.70 |
| Sri.T.S.Raghupathy | 2.60 | 1.45 |
| Smt.Nalini Murari Ratnam, LIC Nominee Director | 2.50 | 0.50 |
| Sri.K. Skandan | 2.70 | 0.50 |
| Sri.Sanjay Shantilal Patel (w.e.f. 03.04.2021) | 2.95 | 0.00 |
| | 38.90 | 33.90 |
| Dividends paid to KMP / Directors: | | |
| Sri. N.Srinivasan – Vice Chairman & Managing Director | 11.24 | 6.75 |
| Smt.Rupa Gurunath - Wholetime Director | 0.36 | 0.22 |
| Smt.Chitra Srinivasan - Director | 0.79 | 0.47 |
| Sri.S Balasubramanian Adityan - Director | 0.24 | 0.15 |
| Sri.T.S.Raghupathy - Director | 1.33 | - |
| | 13.96 | 7.59 |
| Contributions to Post Employment Benefit Plan Trust: | | |
| India Cements Gratuity Fund | 347.78 | 599.52 |
| The India Cements Employees Provident Fund, Chilamkur | 56.78 | 50.61 |
| The India Cements Employees Provident Fund, Yerraguntla | 29.08 | 26.61 |
| | 433.64 | 676.74 |

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| (C) (i) Outstanding Balances as at the year end: | | |
| 1. Loans and Advances: | | |
| ICL Securities Limited * | (2539.91) | (2478.41) |
| ICL Financial Services Limited * | 5182.40 | 5243.90 |
| India Cements Infrastructures Limited ** | 9608.02 | 9556.41 |
| Coromandel Sugars Limited * | 7367.89 | 7248.24 |
| India Cements Capital Limited * | 506.59 | 468.63 |
| Springway Mining Private Limited * | 11832.83 | 10534.97 |
| NKJA Mining Private Limited ** | 19.12 | 7.07 |
| Coromandel Minerals Pte. Limited, Singapore ** | 0.00 | 1049.43 |
| 2. Deposit: | | |
| Industrial Chemicals and Monomers Limited ** (Rental Deposit) | 1563.55 | 1563.08 |
| Coromandel Electric Company Limited ** (Rental Deposit) | 1.00 | 1.00 |
| | <u>33541.49</u> | <u>33194.32</u> |
| 3. Receivables / Payables: | | |
| ICL International Limited | 660.20 | 658.53 |
| Coromandel Electric Company Limited | (690.13) | (657.95) |
| Coromandel Travels Limited | 0.00 | 108.47 |
| Krishna Mines | (124.16) | 0.00 |
| | <u>(154.09)</u> | <u>109.05</u> |
| 4. Outstanding balances in Post Employment Benefit Plan Trust: | | |
| India Cements Gratuity Fund | (7189.39) | (7173.63) |
| The India Cements Employees Provident Fund, Chilamkur | (14.75) | (17.66) |
| The India Cements Employees Provident Fund, Yerraguntla | (9.76) | (8.87) |
| (ii) Maximum balance outstanding during the year: | | |
| ICL Securities Limited * | (2466.41) | (2223.41) |
| ICL Financial Services Limited * | 5255.90 | 5298.90 |
| India Cements Infrastructures Limited ** | 9608.02 | 10108.00 |
| Coromandel Sugars Limited * | 7434.24 | 7248.24 |
| India Cements Capital Limited * | 510.81 | 468.63 |
| Coromandel Minerals Pte. Limited, Singapore ** | 1049.43 | 1049.43 |
| Springway Mining Private Limited * | 11929.17 | 10534.97 |
| NKJA Mining Private Limited ** | 19.12 | 7.07 |



| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|----------------------------------|-----------------------|-----------------------|
| (iii) Interest Rate: | | |
| Coromandel Sugars Limited | 9% | 9% |
| India Cements Capital Limited | 9% | 9% |
| Springway Mining Private Limited | 9% | 9% |

* Loans

** Advances

Notes:-

- Loans to Employees as per Company's policy are not considered.
- None of the Loanees / Loanee Subsidiaries have per se made any investment in the shares of the Company. However, pursuant to the scheme of Amalgamation approved by the Honorable High Court of Judicature at Madras, the Company has issued equity shares to the Shareholders of Visaka Cement Industry Limited [Visaka]. As per the said Order, 400 lakh shares of the Company have been allotted in aggregate, to the shareholders of transferor company of which 199.54 Lakhs shares to the subsidiaries of the company are held in a Trust on their behalf. (where the initial period Trust has expired and the same has been extended).

(D) Guarantee / Securities given to Group Companies:

1. Securities given by way of mortgages for loans taken by:

| | | |
|---------------------------|----------|----------|
| Coromandel Sugars Limited | 16500.00 | 16500.00 |
|---------------------------|----------|----------|

2. Guarantees Issued / outstanding

| | | |
|---|----------|----------|
| Coromandel Sugars Limited (in respect of the loan for which Securities were given as mentioned above) | 14000.00 | 14000.00 |
| Springway Mining Private Limited | 895.00 | 957.00 |

41.13 (b) Disclosure in compliance with the Advice Letter from the Securities and Exchange Board of India (SEBI)

The India Cements Limited ("the Company") had received an Advice Letter dated 31.03.2022 from SEBI, making certain observations and advising the Company, inter alia, to make certain disclosures relating to its transactions with Sri Saradha Logistics Private Limited (SSLPL). The said Advice Letter was placed before the Audit Committee and the Board of Directors of the Company; and on the recommendation of the Audit Committee, the Board of Directors after deliberations have approved to classify SSLPL as a 'Related Party'.

Background of transactions:

"Loans and advances to Body Corporate - considered good" represents advances to Sri Saradha Logistics Private Limited (SSLPL).

March 2022 March 2021
₹ Lakhs ₹ Lakhs

1. SSLPL was incorporated in the name of Trishul Investments Private Limited. SSLPL, Sivasunder Finance & Investments Private Limited (SIFIPL) and Sowdambika Finance & Investments Private Limited (SOFIPL) had acted in concert (PACs - Person Acting in Concert) with the Company primarily for acquiring shares of other cement companies.

SIFIPL and SOFIPL were amalgamated with SSLPL with effect from April 1, 2018, pursuant to the Scheme of Amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Division Bench, Chennai.
2. The India Cements Limited ("the Company") has over a period of time grown in its cement manufacturing capacity predominantly through 'acquisitions'. The Company has expanded its overall cement capacity through acquisition of Plants as well as controlling stakes in other Companies directly or acting in concert with other Companies.
3. The Company had provided Loans and Advances to SSLPL and other PACs primarily for acquiring the shares of other companies and interest is being charged on the outstanding of such loans and advances, in terms of the provisions of the Companies Act.
4. SSLPL, SIFIPL and SOFIPL had acted in concert with other companies, including The India Cements Limited (collectively called 'the acquirers') for acquiring the equity shares of Raasi Cement Limited (RCL) and Visaka Cement Industry Limited (VCIL). Pursuant to the Scheme of Arrangement under Section 391 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Andhra Pradesh, the Cement Division of RCL stood vested with the Company with effect from April 1, 1998. As per the Scheme of Amalgamation sanctioned by the Hon'ble High Court of Judicature at Madras, VCIL was amalgamated with the Company with effect from July 1, 2006.
5. The entire equity shares aggregating to 2,06,21,843 held by SSLPL in the Company represent only the shares allotted by the Company under the various Schemes of Amalgamations.
6. The outstanding Loan amount of ₹ 97,175.42 Lakhs (excluding transport deposits of ₹ 17,330.69 Lakhs) as on 31.03.2022 to SSLPL is the aggregate of the principal amount advanced for acquiring the investments and the interest charged on the outstanding loans by the Company over the period of outstanding. The Company has been charging interest on the amount of the outstanding loans and advances. The total interest charged on the loans and transport deposits over time till 31.03.2022 aggregates to ₹ 95,491 Lakhs, which has been duly accounted in the books of the Company. The interest charged for the current financial year is ₹ 10,228.79 Lakhs. The present outstanding of SSLPL is a combination of principal amount of advance and the interest charged thereon, over a period of time.
7. SSLPL is engaged with the Company as a logistics service provider for transportation of cement. The Company has placed (interest bearing) transport deposits of ₹ 17,330.69 Lakhs with SSLPL for the logistics contract.
8. As per the terms of the Agreement executed by the Company with SSLPL, the entire amount of outstanding loan is to be settled by March 31, 2024 or such other date as may be agreed between the Company and SSLPL in writing.



31st March, 2022 31st March, 2021
₹ Lakhs ₹ Lakhs

9. Transactions with Sri Saradha Logistics Private Limited:

| | | |
|---|-------------------|------------|
| Interest Charged by the company on Loans & Advances and Transport Deposits (at 9% p.a.) | 10,228.79 | 8,424.58 |
| Logistic Services received by the Company | 6,398.89 | 5,356.06 |
| Loans & Advances | | |
| Outstanding balances in Sri Saradha Logistics Private Limited: | | |
| Loans & Advances (repayable by 31 st March 2024) | 97,175.42 | 89,894.01 |
| Transport Deposits | 17,330.69 | 17,330.69 |
| Sundry Creditors for Contractors & Services (payable to SSLPL) | (2,488.23) | (2,534.37) |
| Maximum Balance during the Financial Year | 97,175.42 | 89,894.01 |

41.14 Disclosures pertaining to Ind AS 116, Leases

Consequent to the introduction of Ind AS 116 on leases replacing the old standard Ind AS 17, the company has applied the principles of Ind AS 116 using modified retrospective approach with date of initial application on 1st April, 2019 recognising the Right of Use Asset and an equal amount of lease liability in the balance sheet. The weighted average of company's incremental borrowing rate applied to lease liabilities on the date of initial application is 10% p.a.

The reconciliation between operating lease commitments and lease liabilities as at 31-03-2022 are given below:

| | March 2022 | March 2021 |
|--------------------------------|---------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| Lease Liability | | |
| Particulars | | |
| Opening Lease Liability | 685.21 | 893.04 |
| Additions / Deletions | 0.00 | (75.21) |
| Interest for the year | 60.53 | 87.46 |
| Repayment made during the year | 246.82 | 220.08 |
| Closing Lease Liability | 498.92 | 685.21 |

Maturity profile of Lease Liability - Undiscounted Cash Flows

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Undiscounted Lease Payments

| | | |
|-------------------|---------------|--------|
| Less than 1 Year | 168.77 | 229.93 |
| 1 to 5 Years | 454.93 | 580.20 |
| More than 5 Years | 30.34 | 55.66 |
| Total | 654.04 | 865.79 |

March 2022 March 2021
₹ Lakhs ₹ Lakhs

Lease Expenses recognized in Profit and Loss Statement not included in the measurement of lease liabilities:

Particulars

| | | |
|--|----------------|---------|
| Expenses related to Short term lease (included under other expenses) | 2057.90 | 2086.78 |
| Expenses related to low value lease (included under other expenses) | 0.00 | 0.00 |
| Variable lease payments (included under other expenses) | 0.00 | 0.00 |
| Total amount recognized in statement of profit and loss account | 2057.90 | 2086.78 |

41.15 IND AS 115 - "Revenue from Contracts with Customers"

Amount of contract revenue recognised as revenue during the period

| | | |
|--|-------------|------|
| | 0.00 | 0.00 |
|--|-------------|------|

Details regarding contracts in progress

| | | |
|--|---------------|--------|
| Aggregate amount of costs incurred and recognised profits (less recognised losses) | 385.24 | 385.24 |
| Amount of customer advances outstanding for contracts in progress | 0.00 | 0.00 |
| Retention amount due from customers for contracts in progress | 0.00 | 0.00 |
| Gross amount due from customers for contract works as an asset | 249.11 | 249.11 |
| Gross amount due to customers for contract works as a liability | 0.00 | 0.00 |

41.16 A. Movement in Provisions:

(i) Trade Receivables:

| | | |
|---|----------------|---------|
| (a) Opening Balance | 3568.01 | 2577.68 |
| (b) Additional Provision made during the year | 1025.00 | 1038.49 |
| (c) Provision reversed / utilised during the year | 1121.85 | 48.16 |
| (d) Closing Balance | 3471.16 | 3568.01 |

(ii) Mines Refilling & Others:

| | | |
|---|----------------|---------|
| (a) Opening Balance | 6329.60 | 7984.09 |
| (b) Additional Provision made during the year | 0.00 | 0.00 |
| (c) Provision reversed / utilised during the year | 0.00 | 1654.49 |
| (d) Closing Balance | 6329.60 | 6329.60 |

(iii) Leave balances:

| | | |
|---|----------------|---------|
| (a) Opening Balance | 4061.69 | 4251.70 |
| (b) Additional Provision made during the year | 0.00 | 0.00 |
| (c) Provision reversed / utilised during the year | 378.63 | 190.01 |
| (d) Closing Balance | 3683.06 | 4061.69 |



| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| B. Distribution made and proposed (Ind AS 1) | | |
| Cash dividend on equity shares: | | |
| Final dividend proposed for the year ended on March 31, 2022: ₹ 1.00 per share (March 31, 2021: ₹ 1.00 per share declared and paid) | 3098.96 | 3098.96 |
| Total Dividend | 3098.96 | 3098.96 |

Proposed Dividends on equity shares are subject to approval of shareholders at the annual general meeting and are not recognised as a liability as at March 31.

C. Segment Reporting:

The Principal business of the Company is of manufacturing and sale of cement and cement related products. All other activities of the Company revolve around its main business. The Company have concluded that there is only one operating reportable segment as defined by Ind AS 108, i.e., cement and cement related products.

D. Effective Rate of Tax - Reconciliation:

| | | |
|---|-----------------|----------|
| Profit Before Tax & Other Comprehensive Income Before Tax | 24643.65 | 32209.43 |
| Tax @ Marginal Rate (%) | 34.94 | 34.94 |
| Tax Effects of Timing and Permanent Differences (%) | (28.72) | (3.76) |
| Tax Expenses as per Books (%) | 6.22 | 31.19 |

Tax has been computed assuming the company will not opt for the new tax rates applicable under Section 115BAA of the Income Tax Act, 1961 for the year 2021-2022.

E. Impact of Business due to COVID-19

- a) The spread of corona virus disease (COVID 19) has severely impacted businesses in India and abroad. The regular business operations have been disrupted severely due to lockdowns, restrictions in transportation, supply chain disruptions, travel bans, social distancing and other emergency measures. The pandemic situation has affected the normal business operations of the Company and production, sales and profitability, inter alia, have been impacted.
- b) The Company also has assessed, in line with "Advisory on Impact of Coronavirus on Financial Reporting" issued by the Institute of Chartered Accountants of India, the recoverability and carrying values of its assets comprising property, plant and equipment, intangible assets, trade receivables, inventory and investments as at the balance sheet date. Based on the assessment by the Management the net carrying values of the said assets will be recovered at the values stated. The Company evaluated the internal controls including internal controls with reference to financial statements, which have been found to be operating effectively given that there have been no dilution of such controls due to factors caused by COVID 19 situation.

March 2022 March 2021
₹ Lakhs ₹ Lakhs

41.17 (l) Financial Risk Management Objectives and Policies:

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to various risk including market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The Company uses derivative financial instruments such as foreign exchange forward contracts, foreign currency option contracts, principal only swaps that are entered into to hedge foreign currency risk exposure.

A. Capital Management

| | | |
|---|------------------|-----------|
| Total Borrowings (Including Current Maturities) | 306315.07 | 299946.05 |
| Less: Cash Equivalent | 182.03 | 676.22 |
| Net Debt | 306133.04 | 299269.83 |
| Total Equity | 581807.78 | 561795.69 |
| Net Debt to Equity Ratio | 0.53 | 0.53 |

B. Interest Rate Risk

Particulars

| | | |
|---------------------------------|------------------|-----------|
| Total Borrowings | 306315.07 | 299946.05 |
| Floating Rate Borrowings | 289398.79 | 281986.51 |
| Fixed Rate Borrowings | 3541.30 | 731.22 |
| Non-Interest bearing Borrowings | 13374.98 | 17228.32 |

Sensitivity Analysis

An increase of 100 basis points in interest rate at the end of the reporting period for the variable financial instruments will increase / decrease PAT for the year by amount shown below:

| | | |
|--|------------------|-----------|
| Floating Rate Borrowings | 289398.79 | 281986.51 |
| Impact of Increase in interest by 100 basis points | 2893.99 | 2819.87 |
| Impact of decrease in interest by 100 basis points | (2893.99) | (2819.87) |

Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period.

C. Company's Foreign Currency Exposure

Hedged Foreign Currency

| | | |
|---|-----------------|---------|
| Trade Payables - USD 14.07 Million @ ₹75.98 Per USD [Previous Year - USD 6.95 Million @ ₹73.74 Per USD] | 10687.72 | 5122.63 |
|---|-----------------|---------|

Unhedged Foreign Currency:

| | | |
|--|-----------------|---------|
| Trade Payable - USD 18.06 Million @ ₹75.80 Per USD [Previous Year USD 8.64 Million @ ₹73.12 Per USD] | 13688.18 | 6320.61 |
| Trade Receivable - USD 1.75 Million @ ₹75.78 Per USD [Previous Year USD 1.75 Million @ ₹73.10 Per USD] | 1325.65 | 1278.77 |

Sensitivity Analysis:

Foreign Currency Sensitivity on Unhedged Exposure:

| | | |
|--|---------------|-------|
| ₹ 1/- increase in foreign exchange rates will have the following impact on profit before tax | 163.09 | 68.95 |
|--|---------------|-------|

Note: If the rate is decreased by 100 bps profit will increase by an equal amount.



| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| D. Liquidity Risk: | | |
| Total Borrowings (Including Current maturities) | | |
| Less than 1 Year | 113445.49 | 96388.54 |
| 1 to 5 Years | 129378.40 | 125107.30 |
| More than 5 Years | 63491.18 | 78450.14 |
| Total | 306315.07 | 299946.05 |
| Lease Liability (Including Short Term) | | |
| Less than 1 Year | 164.15 | 197.89 |
| 1 to 5 Years | 307.59 | 439.81 |
| More than 5 Years | 27.17 | 47.51 |
| Total | 498.91 | 685.21 |
| Trade Payables | | |
| Less than 1 Year | 128753.66 | 107625.93 |
| 1 to 5 Years | 0.00 | 0.00 |
| More than 5 Years | 0.00 | 0.00 |
| Total | 128753.66 | 107625.93 |
| Other Financial Liabilities | | |
| Less than 1 Year | 6144.22 | 7009.15 |
| 1 to 5 Years | 0.00 | 0.00 |
| More than 5 Years | 0.00 | 0.00 |
| Total | 6144.22 | 7009.15 |

(II) Disclosure of Fair Value Measurements:

The Fair Values of Financial assets and liabilities are determined 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. Fair Value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

| Financial Instruments by Category | | | | | ₹ Lakhs |
|--|----------------|----------|--------|-----------------|------------|
| Particulars | Amortised Cost | FVTPL | FVTOCI | Carrying Amount | Fair Value |
| As at 31-03-2022 | | | | | |
| Financial Assets: | | | | | |
| Other Investments (Other than Subsidiaries & Associates) | 3.75 | 11779.19 | 0.00 | 11782.94 | 11782.94 |
| Loans and Advances | 128279.41 | 0.00 | 0.00 | 128279.41 | 128279.41 |
| Trade Receivables | 92127.73 | 0.00 | 0.00 | 92127.73 | 92127.73 |
| Cash and Bank balances | 182.03 | 0.00 | 0.00 | 182.03 | 182.03 |
| Other Financial Assets | 11096.34 | 0.00 | 0.00 | 11096.34 | 11096.34 |
| Financial Liabilities: | | | | | |
| Borrowings | 306315.07 | 0.00 | 0.00 | 306315.07 | 306315.07 |
| Trade Payables | 128753.66 | 0.00 | 0.00 | 128753.66 | 128753.66 |
| Other Financial Liabilities | 6643.13 | 0.00 | 0.00 | 6643.13 | 6643.13 |

₹ Lakhs

| Particulars | Amortised Cost | FVTPL | FVTOCI | Carrying Amount | Fair Value |
|--|----------------|----------|--------|-----------------|------------|
| As at 31-03-2021 | | | | | |
| Financial Assets: | | | | | |
| Other Investments (Other than Subsidiaries & Associates) | 3.75 | 11532.57 | 0.00 | 11536.32 | 11536.32 |
| Loans and Advances | 124532.51 | 0.00 | 0.00 | 124532.51 | 124532.51 |
| Trade Receivables | 54124.40 | 0.00 | 0.00 | 54124.40 | 54124.40 |
| Cash and bank balances | 676.22 | 0.00 | 0.00 | 676.22 | 676.22 |
| Other Financial Assets | 11798.12 | 0.00 | 0.00 | 11798.12 | 11798.12 |
| Financial Liabilities: | | | | | |
| Borrowings | 299946.05 | 0.00 | 0.00 | 299946.05 | 299946.05 |
| Trade Payables | 107625.93 | 0.00 | 0.00 | 107625.93 | 107625.93 |
| Other Financial Liabilities | 7694.35 | 0.00 | 0.00 | 7694.35 | 7694.35 |

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

₹ Lakhs

| Particulars | Level 1 | Level 2 | Level 3 |
|--|---------|---------|---------|
| Financial Instruments at FVTPL | | | |
| Investments in Listed equity securities and Mutual Funds | | | |
| As at 31-03-2022 | 0.00 | 395.78 | 0.00 |
| As at 31-03-2021 | 0.00 | 182.18 | 0.00 |

| Particulars | Level 1 | Level 2 | Level 3 |
|---|---------|---------|----------|
| Investments in Unlisted equity securities | | | |
| As at 31-03-2022 | 0.00 | 0.00 | 11383.41 |
| As at 31-03-2021 | 0.00 | 0.00 | 11350.39 |
| Increase from ₹ 11350.39 Lakhs to ₹ 11383.41 Lakhs during the year is on account of Fair Valuation. | | | |

Valuation techniques used to determine the fair value.

The Significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

| Nature of Financial Instrument | Valuation Technique | Remarks |
|-----------------------------------|---------------------|--|
| Investment in Listed Securities | Market Value | Closing Price as at 31 st March in Stock Exchange |
| Investment in Unlisted Securities | Income Approach | Valuation technique that convert future amounts (cashflows or income and expenses) to a single current (ie discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts. |



41.18 Employee Benefits:

A. Employee Benefits:

Leave of absence and encashment:

The Company has different leave plans including paid leave of absence plans and encashment of leave plans for employees at different grades and provision has been made in accordance with indAS19. The total amount of provision available for the unavailed leave balances as at 31st March, 2022 is ₹ 3,681.36 Lakhs (as at 31st March 2021: ₹ 4,061.69 Lakhs). Liability has been created based on actuarial valuation done during the year, with the Discount rate of 6.96% (Previous Year 6.60%).

B. Defined Contribution Plan:

| Particulars | March 2022 | March 2021 |
|--|------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| Employer's Contribution to Provident Fund | 1333.51 | 1324.41 |
| Employer's Contribution to Superannuation Fund (Defined Contribution Plan) | 868.39 | 824.31 |
| Employer's Contribution to ESI | 31.39 | 23.94 |

C. Defined Benefit Plan:

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits, as per Ind AS 19, are as under:

(a) Contribution to Pension Funds:

The company offers pension plans for managerial grade employees and whole time Directors. While some of the employees are eligible for Defined Benefit Plan of Pension, others are eligible for Defined Contribution Plan of Pension. The Defined Benefit Plans of pension are managed by Life Insurance Corporation of India and the provision has been made on the basis of actuarial valuation.

(b) Gratuity:

The employees are eligible for Gratuity benefits as per the Payment of Gratuity Act, 1972. The Gratuity Scheme is governed by a Trust created for this purpose by the Company. The amount of Contribution to be made is arrived at based on an actuarial valuation done at the Balance Sheet date.

₹ Lakhs

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|--|----------------------|-------------------|----------------------|-------------------|
| | Pension | Gratuity (Funded) | Pension | Gratuity (Funded) |
| (i) Change in defined benefit obligation: | | | | |
| Balance at the beginning of the year | 5318.67 | 7454.41 | 5575.46 | 7721.01 |
| Adjustment of: | | | | |
| Current Service Cost | - | 211.31 | - | 221.70 |
| Past Service Cost | - | - | - | - |
| Interest Cost | 295.20 | 393.79 | 330.47 | 411.22 |
| Actuarial (gains) / losses recognised in Other Comprehensive Income: | | | | |
| - Change in Financial Assumptions | (39.07) | (158.34) | 46.02 | (18.36) |
| - Change in Demographic Assumptions | - | - | - | - |
| - Experience Changes | (158.12) | 618.65 | (96.16) | 129.71 |
| Benefits Paid | (728.64) | (1045.65) | (537.13) | (1010.87) |
| Balance at the end of the year | 4688.04 | 7474.16 | 5318.67 | 7454.41 |

₹ Lakhs

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|--|----------------------|-------------------|----------------------|-------------------|
| | Pension | Gratuity (Funded) | Pension | Gratuity (Funded) |
| (ii) Change in fair Value of assets: | | | | |
| Balance at the beginning of the year | - | - | - | - |
| Expected Return on Plan Assets | (21.86) | - | - | - |
| Re-measurements due to: | | | | |
| Actual Return on Plan Assets less interest on Plan Assets | - | 343.37 | - | - |
| Contribution by the employer | 2,955.68 | 1045.65 | - | - |
| Benefits Paid | (728.64) | (1045.65) | - | - |
| Balance at the end of the year | 2205.18 | 343.37 | - | - |
| (iii) Net asset / (liability) recognised in the Balance sheet: | | | | |
| Present value of Defined Benefit Obligation | 4688.04 | 7474.16 | 5318.67 | 7454.41 |
| Fair Value of Plan Assets | 2205.18 | 343.37 | - | - |
| Net asset / (liability) in the Balance sheet | (2482.86) | (7130.80) | (5318.67) | (7454.41) |
| (iv) Expenses recognised in the Statement of Profit and Loss: | | | | |
| Current Service Cost | - | 211.31 | - | 221.70 |
| Past Service Cost | - | - | - | - |
| Interest Cost | 317.06 | 393.79 | 330.47 | 411.22 |
| Benefits paid | - | - | - | - |
| Expected Return on Plan Assets | - | - | - | - |
| Total expense | 317.06 | 605.10 | 330.47 | 632.91 |
| Less: Transferred to Pre-operative Expenses | - | - | - | - |
| Amount charged to the Statement of Profit and Loss | 317.06 | 605.10 | 330.47 | 632.91 |
| (v) Re-measurements recognised in Other Comprehensive Income (OCI): | | | | |
| Changes in Financial Assumptions | (39.07) | (158.34) | 46.02 | (18.36) |
| Changes in Demographic Assumptions | - | - | - | - |
| Experience Adjustments | (158.12) | 618.65 | (96.16) | 129.71 |
| Actual return on Plan assets less interest on plan assets | 0.00 | (343.37) | 0.00 | 0.00 |
| Amount recognised in Other Comprehensive Income (OCI): | (197.19) | 116.94 | (50.14) | 111.35 |
| (vi) Sensitivity analysis for significant assumptions: | | | | |
| Increase / (decrease) in present value of defined benefits obligation at the end of the year | | | | |
| 0.5% increase in discount rate | 4568.50 | 6379.86 | 5229.36 | 6393.69 |
| 0.5% decrease in discount rate | 4722.24 | 6748.51 | 5411.86 | 6760.17 |
| 0.5% increase in salary escalation rate | 4643.83 | 6739.15 | 5318.67 | 6761.29 |
| 0.5% decrease in salary escalation rate | 4643.83 | 6385.18 | 5318.67 | 6390.95 |
| 0.5% increase in employee turnover rate | - | 6578.95 | - | 6589.10 |
| 0.5% decrease in employee turnover rate | - | 6539.10 | - | 6554.47 |



₹ Lakhs

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| | Pension | Gratuity (Funded) | Pension | Gratuity (Funded) |
| (vii) Actuarial assumptions: | | | | |
| Discount Rate (p.a.) | 6.25% | 6.93% | 6.00% | 6.51% |
| Expected Return on Plan Assets (p.a.) | 0.00 | 0.00 | 0.00 | 0.00 |
| Turnover Rate | | | | |
| Mortality tables | IALM(2006-08) Ultimate | IALM(2006-08) Ultimate | IALM(2006-08) Ultimate | IALM(2006-08) Ultimate |
| Salary Escalation Rate (p.a.) | 0.00% | 2.00% | 0.00% | 2.00% |
| Retirement age: For eligible employees | 60 years | 60 years | 60 years | 60 years |
| (viii) Weighted average duration of defined benefit obligation | 5.25 | 8.48 | 5.52 | 8.30 |
| Expected Total Benefit Payments | | | | |
| a. Year 1 | 1828.39 | 737.67 | 1986.99 | 648.20 |
| b. Year 2 | 235.89 | 1035.25 | 649.17 | 1155.72 |
| c. Year 3 | 417.19 | 873.46 | 234.69 | 941.50 |
| d. Year 4 | 213.74 | 751.64 | 414.47 | 784.95 |
| e. Year 5 | 546.93 | 739.82 | 210.70 | 675.91 |
| f. Next 5 Years | 1753.73 | 2916.85 | 2267.64 | 2792.56 |

41.19(A) (i) Title deeds of Immovable Properties not held in name of the Company:

The company holds a property in New Delhi for office use whose title deeds are not held in the name of the company. Details are given to the extent of the company's share in the following Annexure.

| Relevant line item in the Balance sheet | Description of item of property | Gross carrying value ₹ Lakhs | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director | Property held since which date | Reason for not being held in the name of the company |
|---|---------------------------------|------------------------------|---------------------------------|---|--------------------------------|--|
| PPE | Land | Nil | Nil | Nil | Nil | |
| | Buildings | 5.70 | Som Datt Builders Pvt. Limited | NA | 23/07/1987 | Documents of title are yet to be executed in favour of the Company |
| Investment Property | Land | Nil | Nil | Nil | Nil | |
| | Buildings | Nil | Nil | Nil | Nil | |
| Non-current assets held for sale | Land | Nil | Nil | Nil | Nil | |
| | Buildings | Nil | Nil | Nil | Nil | |
| Others | | Nil | Nil | Nil | Nil | |

| (ii) Corporate Social Responsibility (CSR) | April 2021 to March 2022 | April 2020 to March 2021 |
|--|--|--|
| | ₹ Lakhs | ₹ Lakhs |
| The company is covered under section 135 of the Companies Act, 2013 the following is disclosure is made with regard to CSR activities:- | | |
| (i) Amount required to be spent by the company during the year | 248.68 | 122.98 |
| (ii) Amount of expenditure incurred | 302.05 | 303.83 |
| (iii) Shortfall at the end of the year | Nil | Nil |
| (iv) Total of previous years shortfall | Nil | Nil |
| (v) Reason for shortfall | NA | NA |
| (vi) Nature of CSR activities | Rural Development / Promotion of Education / Environment / Promoting Rural Sports / Eradication of Poverty / Protection of National Heritage / Disaster Management / Promotion of Healthcare / Promotion of Gender Equality / Making available safe Drinking water | Rural Development / Promotion of Education / Environment / Promoting Rural Sports / Eradication of Poverty / Protection of National Heritage / Disaster Management / Promotion of Healthcare / Promotion of Gender Equality / Making available safe Drinking water |
| (vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard. | Nil | Nil |
| (viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately. | Nil | Nil |

41.19 (B) Additional Regulatory information required by Schedule III of the Companies Act, 2013:

1. Details of Benami Property held:
No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
2. Borrowing secured against current assets:
The Company has borrowings from consortium of banks on the basis of security of its current assets. The Company has been submitting stock, trade receivables, creditors statements and other financial information to the consortium of banks on a monthly basis as also the Quarterly Information Statements. There are differences between the statements submitted to the consortium of banks and the books of accounts which are relating to the ageing related classification of trade receivables due from the customers of cement division where trade receivable which are secured through trade deposits are treated as current receivables eligible for drawing power. The maximum difference after considering the above classification is not material and is less than 3% of amount of trade receivables.
3. Wilful defaulter:
The company has not been declared Wilful defaulter by any bank or financial institution or government or any government authority.
4. Relationship with Struck off Companies:
The Company has transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956 and below are the disclosure of dealings with struck off companies

₹ Lakhs

| Name of the Struck off company | Nature of transactions with struck-off Company | Relationship with the Struck off company | Balance outstanding as at 31.03.2022 | Balance outstanding as at 31.03.2021 |
|--|--|--|---|--------------------------------------|
| | Investments in securities | | | |
| | Receivables | | | |
| New Star Roadlines Hyderabad Pvt. Ltd. | Payables | Creditor | (2.00) | (2.00) |
| Sujala Pipes Pvt.Ltd. | Advance | Creditor | 0.16 | 0.16 |
| | Shares held by stuck off company | | | |
| | Other outstanding balances (to be specified) | | | |



5. Registration modification and satisfaction of charges relating to the year under review, had been filed with the ROC, within the prescribed time or within the extended time requiring the payment of additional fees.
6. Compliance with number of layers of companies:
The Company has complied with the number of layers prescribed under the Companies Act, 2013.
7. Compliance with approved scheme(s) of arrangements:
The group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
8. Utilization of borrowed funds and share premium:
The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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 group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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.
9. Undisclosed income:
There is no income surrendered or disclosed as income during the current or previous financial year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
10. Details of crypto currency or virtual currency:
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
11. Valuation of PP&E, intangible asset and investment property:
The Company has revalued its property, plant and equipment (including right-of-use assets) during the current financial year.
12. Loans repayable on Demand or Without specifying any terms or period of repayment:

| Type of Borrower | Amount of Loan or advance in the nature of Loan outstanding (₹ in Lakhs) | Percentage to the Total Loans and Advances in the nature of Loans |
|--------------------------|--|---|
| Promoters | Nil | Nil |
| Directors | Nil | Nil |
| Key Managerial Personnel | Nil | Nil |
| Related Parties | | |
| Subsidiaries | 26642.37 | 21.29% |
| Associates | 506.59 | 0.40% |
| Total | 27148.96 | 21.69% |

13. Ratio Analysis and its elements as required by schedule III of Companies Act, 2013:

| RATIO | NUMERATOR | DENOMINATOR | RATIO | | % Change | Reason for Change |
|---|---|--|----------------|---------|----------|---|
| | | | FY 2022 | FY 2021 | | |
| Current Ratio (in times) | Current Assets | Current Liabilities | 0.89 | 0.67 | 31.49 | Current ratio improved primarily due to increase in trade receivables and inventories. |
| Debt - Equity Ratio (in times) | Short term debt + Long term debt + Interest payable on borrowings | shareholder's equity | 0.53 | 0.55 | 2.18 | |
| Debt Service Coverage Ratio (in times) | EBIDTA-Current Tax+Non operating (income)/Loss | interest + principal repayments - Pre Payments of borrowings | 0.63 | 1.22 | (48.14) | Debt service coverage ratio is lower primarily due to increase in cost of material consumed, manufacturing and other operating expenses resulting in lower EBIDTA. |
| Return on Equity Ratio (%) | Profit after tax | Average Shareholders Equity | 0.68 | 4.03 | (83.06) | Return on equity ratio is lower primarily due to increase in cost of materials consumed, manufacturing and other operating expenses resulting in lower profits during the year. |
| Inventory Turnover Ratio (in times) | Revenue from operations | average inventory | 6.65 | 6.29 | 5.62 | |
| Trade Receivables Turnover Ratio (in times) | Revenue from Operations | Average Trade Receivables | 6.45 | 7.06 | (8.66) | |
| Trade Payables Turnover Ratio (in times) | Purchases | Average trade payables | 2.05 | 1.64 | 24.93 | |
| Net Capital Turnover Ratio (in times) | Revenue from operations | Working capital | (15.31) | (5.55) | 176.12 | Net capital turnover ratio is lower primarily due to increase in trade receivables and inventories. |
| Net Profit Ratio (%) | Profit after tax | Revenue | 0.82 | 4.98 | (83.44) | Net profit ratio is lower primarily due to increase in cost of materials consumed, manufacturing and other operating expenses resulting in lower profits during the year. |
| Return on Capital Employed (%) | EBIT | Capital employed | 4.11 | 7.50 | (45.19) | Return on capital employed ratio is lower primarily due to increase in cost of materials consumed, manufacturing and other operating expenses resulting in lower EBIT. |
| Return on Investment (%) | Income from Investment | cost of the investment | 0.32 | 1.31 | (75.40) | Return on investment is lower primarily due to lower increase in fair value of investments through profit and loss. |

41.20 Previous year's figures have been regrouped wherever necessary.

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)

R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

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Chennai – 600 004.

INDEPENDENT AUDITORS' REPORT

To

**The Members of
The India Cements Limited**

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of The India Cements Limited (hereinafter referred to as "the Company") and its subsidiaries (the company and its subsidiaries together referred to as "the Group"), and its associates, which comprise the consolidated Balance sheet as at 31st March 2022, the consolidated statement of Profit and Loss (Including Other Comprehensive Income), the consolidated statement of Cash Flow Statements and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS 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 the other auditors on standalone financial statements, as applicable, of such subsidiaries and associates as were audited by the other auditors, the aforesaid Consolidated Ind AS 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 principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2022, and its consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as 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 Ind AS Financial Statements' section of our report. We are independent of the group and its associates in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of 'Code of Ethics' issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS Financial Statements.

Emphasis of Matter

Without qualifying our report, we draw attention to

- (a) Note No.41.4 of the Consolidated Ind AS Financial Statements, regarding the order of attachment issued by the authorities through which certain assets of the company amounting to Rs.120.34 Crores have been attached vide provisional attachment Order dated 25th February 2015 which the company is disputing before legal forums. The company has been legally advised that it has strong grounds to defend its position, pending the outcome of the proceedings the impact if any is not ascertainable at this stage accordingly no adjustments have been made in the consolidated Ind AS financial statements.
- (b) Note No.41.2(f) of the Consolidated Ind AS Financial Statements relating to the order of the Competition Commission of India (CCI), alleging contravention of the provisions of Competition Act, 2002 and imposing a penalty of Rs.187.48 Crores on the Company. On Company's appeal, National Company Law Appellate Tribunal (NCLAT), in the interim order directed the company to pay 10% of the Penalty amount (18.75 Crores) before getting stay which has been deposited by the company. Subsequently, in its final order passed on 25th July, 2018, NCLAT has reportedly upheld the CCI's Order. The company appealed against the order before Supreme Court and the Supreme Court vide its Order dated 05th October, 2018 admitted the Company's appeal and directed that the interim order passed by the NCLAT in the matter shall continue, setting aside the final orders passed by NCLAT on 25th July, 2018. Pending the outcome, no adjustments have been made in the Consolidated Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Consolidated Ind AS 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 to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition:

Discounts, Incentives and Rebates etc.:

| Reasons why the matter was determined to be a key audit matter | Auditor's Response |
|---|--|
| <p>(i) Revenue is measured net of discounts, incentives and rebates on the Company's sales.</p> <p>(ii) The Company has its presence across different marketing regions within the country and operates in competitive business environment. The company recognises discounts, incentives and rebates at the time of sale either on provisional basis or on contracted terms. The assessment of entitlement of discounts, incentives and rebates recognised on sales made during the year is material and considered to be complex and dependent on various performance obligations of customers and market conditions. There is a risk of revenue being affected as a result of variations in assessment of discounts, incentives and rebates recognised on sales.</p> <p>Given the complexity involved in the assessment of provisions required for discounts, incentives and rebates the same is considered as key audit matter.</p> | <p>Our procedures included:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates as required under the applicable accounting standards. • Testing the effectiveness of the Company's controls over the determination of discounts, incentives and rebates based on commitments made either contracted or determined by the market forces. • Obtaining management's assessment of its obligations towards discounts, incentives and rebates including accruals under applicable schemes and compare the overall assessment of the obligations with the approved schemes on sample basis. • Examined on a sample basis, all the supporting documentation required for computing the company's obligation towards discounts, incentives and rebates recorded and disbursed during the year including credit notes issued after the year end date to determine whether these were recorded appropriately covering the stated obligations. • The management's assessment of discounts, incentives and rebates recorded for the current year have been compared on an overall basis with the past practices to assess the adequacy of provisions made during the current year read with the changing competitive market dynamics as explained by the management. • Our examination includes procedures to identify any unusual or irregular items. |

2. Litigations and Contingencies:

| Reasons why the matter was determined to be a key audit matter | Auditor's Response |
|---|---|
| <p>The Company is engaged in large number of legal and tax related litigations which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case considering its operations spread across various regions within India involving the company to deal with different regulatory frameworks.</p> <p>Taxation and other litigation exposures have been identified as a key audit matter due to the, timescales involved for resolution and the potential financial impact arising out of these on the financial statements given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amounts of provisions required or to determine required disclosures. Further significant management judgement is involved in assessing the exposure of each case and eventual obligation on the company and thus there is a risk that such cases may not be adequately provided for or disclosed.</p> <p>These estimates could change substantially over time as new facts emerge and each legal case progress and subsequent judicial guidance emerges or statutory amendments if any with retrospective effects are enacted having a bearing on the ongoing litigation.</p> <p>(Refer note 41.2 & 41.4 to the consolidated Ind AS financial statements).</p> | <p>Our audit procedures included the following: -</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls we have performed relevant control tests. • Obtained the summary of Company's legal and tax cases and critically assessed management's position through discussions with the Legal Counsel and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Obtained and reviewed external legal opinions (where considered necessary and made available) and other evidence to corroborate management's assessment of the risks in respect of pending litigations. • Engaged with legal experts to evaluate the appropriateness of the legal positions taken by the management with respect to different tax issues. • Assessed whether management assessment of similar cases is consistent across the plants/divisions or that differences in positions are adequately justified. • Assessed the appropriateness of disclosures made in the financial statements to examine whether they reflect the facts and circumstances of the respective litigations and the requirements of relevant accounting standards. |

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3. Allowance for Receivables:

| Reasons why the matter was determined to be a key audit matter | Auditor's Response |
|--|--|
| <p>Trade receivables of the company comprise mainly receivables from its customers towards sale of cement both in domestic and export markets and other cement related products and shipping and infrastructure development business. The operating environment in the cement industry and other businesses the company operates has the inherent risks of default on receivables from the company's customers more so in the back ground of pandemic related challenges affecting the business environment. In particular, in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer including assessment of ongoing litigations against the defaulting customers. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgements and assumptions, including the credit risk assessment of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the provision to be made towards the receivables.</p> | <p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables along with confirmation of balances on a sample basis as per the auditing standards and identified the relevant receivables due beyond the credit terms and discussed the current status with the management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information if any and latest correspondence with customers and further assessed the adequacy of provisions made for any possible non recoveries; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis. |

Other Information

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the company's annual report but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Consolidated Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the Companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and its associates for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and the 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

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In preparing the Consolidated Ind AS financial statements, the respective management and Board of Directors of the companies included in the Group and its associates are responsible for assessing the ability of the Group and of its associates 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/Group and its associates 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 its associates is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Ind AS 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 Ind AS 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 parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated Ind AS financial statements 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 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 Ind AS 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 as well as 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 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 financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the 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. Our responsibilities in this regard are further described in para (a) and (b) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors as noted in 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

We communicate with those charged with governance of the company and such other entities included in the consolidated Ind AS Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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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 Ind AS financial statements of the financial year ended March 31, 2022 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

- a) We did not audit the financial statements of four overseas subsidiaries, whose financial statements reflect total assets of Rs.17,899.48 Lakhs as at 31st March 2022, Group's share of total revenue of Rs.5,020.27 Lakhs, Group's share of net profit of Rs.630.37 Lakhs and Group's share of net cash flows of Rs.1,102.58 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.
- b) The consolidated Ind AS financial statements include the Group's share of net profit after tax of Rs.2,490.80 Lakhs for the year ended 31 March 2022, as considered in the consolidated Ind AS financial statements, in respect of five associates whose financial statements are unaudited. These unaudited financial statements have been furnished to us by the Board of Directors and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these associates is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements are not material to the Group.
- c) Our opinion on the consolidated Ind AS 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 financial statements certified by the Management.

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 sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of other auditors on separate financial statements and the other financial information of the subsidiaries, associate and joint venture, 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 sub-section 3 of Section 143 of the Act, we report, based on our audit and on the consideration of reports of other auditors on separate Ind AS financial statements, and the other financial information of subsidiaries and associates as noted in the 'Other Matters' paragraph, we report to the extent applicable, that:
 - a) We/the other auditors whose report we have relied upon 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 Ind AS financial statements have been kept 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, the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated Ind AS 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 companies (Indian Accounting Standards) Rules, 2015, as amended
 - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors of the holding Company, its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India are disqualified as on 31st March, 2022 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 consolidated financial statements of the holding company, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

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- g) 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 reports of the other auditors on consolidated financial statements of the subsidiaries and associates, as noted in the 'Other Matters' paragraph:
- i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 41.2 & 41.4 to Consolidated Ind AS financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or its subsidiary companies and associate companies incorporated in India.
 - iv. a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the act have represented to us that, to the best of its knowledge and belief, other than those disclosed in the note to accounts, 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 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 ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the act have represented to us that, to the best of its knowledge and belief no funds (which are material either individually or in the aggregate) other than those disclosed in the notes to accounts, have been received by the respective Holding Company or any of such subsidiaries 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 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; and
 - c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us, 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. As stated in Note 41.16 (B) to the consolidated Ind AS financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable
- 3) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid/provided by the Group to its directors during the current year is in accordance with the provisions of section 197 of the Act.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S
M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AKGCPI3859

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025
CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 22023305AJRWKJ1209

Annexure - A to the Independent Auditors' Report

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date

(xxi) In our opinion and according to the information and explanations given to us, and based on the CARO reports issued for the Company and its subsidiaries and associates which are included in the consolidated Ind AS financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports, except to the extent stated herein below:

| S.No. | Company | CIN | Holding/ Subsidiary/ Associate | Clause number of the CARO report which is qualified or adverse |
|-------|---------------------------------------|-----------------------|--------------------------------------|--|
| 1 | Coromandel Travels Limited | U63040TN2007PLC064854 | Subsidiary | (xvii)-Cash Losses |
| 2 | India Cements Infrastructures Limited | U74999TN2013PLC089487 | Subsidiary | (ix)(a)-Borrowing from holding company without stipulation of terms (vii)(a)- Outstanding Undisputed Statutory Dues (xvii)-Cash Loss |
| 3 | ICL International Limited | U51909TN1993PLC026057 | Subsidiary | (xvii)-Cash Loss |
| 4 | ICL Securities Limited | U65993TN1994PLC029713 | Subsidiary | (iii)(c)- Repayment schedule not stipulated (xvii)-Cash Loss |
| 5 | ICL Financial Services Limited | U65991TN1993PLC026056 | Subsidiary | (iii)(c)- Repayment schedule not stipulated (ix)(a)-Borrowing from holding company without stipulation of terms |
| 6 | Springway Mining Private Limited | U10100WB2010PTC152849 | Subsidiary | (ix)(a)- Borrowing from holding company without stipulation of terms (xvii)- Cash Loss |
| 7 | NKJA Mining Private Limited | U10100MP2012PTC027609 | Subsidiary | (ix)(a)- Borrowing from holding company without stipulation of terms (xvii)- Cash Loss |
| 8 | Coromandel Electric Company Limited | U45207TN1997PLC038219 | Subsidiary | (iii)(c)- Repayment schedule not stipulated (iii)(d)-Loans overdue over 90 days |

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The above does not include comments, if any, in respect of the following associates as the CARO reporting relating to them has not been issued by its auditors till the date of principal auditors' report:

| S.No. | Company | CIN |
|-------|--|-----------------------|
| 1 | Coromandel Sugars Limited | U15421TN1996PLC035549 |
| 2 | India Cements Capital Limited | L65191TN1985PLC012362 |
| 3 | Unique Receivable Management Private Limited | U67200TN2002PTC048428 |
| 4 | Raasi Cement Limited | U26942TG1978PLC002288 |

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AKGCPI3859

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP.,
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Firm Regn No: 004770S/S200025

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Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of The India Cements Limited (hereinafter referred to as “the Company”) and its subsidiaries, associates, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary and associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated Ind AS financial statements of the company, its subsidiaries and its associate companies which are companies incorporate in India, over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated Ind AS financial statements, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements system over financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS 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 auditors of the relevant subsidiary and associate companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated Ind AS financial statements over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to consolidated Ind AS financial statements over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated Ind AS financial statements over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

K.S. RAO & CO.
Chartered Accountants
7-B, 7th Floor, Century Plaza,
560-562, Anna Salai,
Chennai - 600 018.

S. VISWANATHAN LLP
Chartered Accountants
17, Bishop Wallers Avenue (West)
Mylapore,
Chennai – 600 004.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS financial statements over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated Ind AS financial statements over financial reporting to future periods are subject to the risk that the internal financial control with reference to consolidated Ind AS financial statements over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and such companies incorporated in India which are its subsidiaries, have, in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to consolidated Ind AS financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. As regards the four associate companies where consolidation is based on financial statements prepared by management, we express our inability to comment on the adequacy and operating effectiveness of internal financial controls over financial reporting.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 22231282AKGCPI3859

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 22023305AJRWKJ1209

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2022

| | | | Figures as at the end of current reporting period 31 st March 2022 | Figures as at the end of previous reporting period 31 st March 2021 | |
|--|----------|-----------|---|--|-------------------|
| ASSETS | Note No. | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| ASSETS | | | | | |
| 1. Non-Current Assets : | | | | | |
| Property, Plant and Equipment | 4 | | 684079.56 | | 681065.71 |
| Capital Work in Progress | 4 | | 38597.90 | | 30039.18 |
| Investment Property | | | 0.00 | | 0.00 |
| Goodwill | 4 | | 20178.02 | | 18177.81 |
| Other Intangible assets | 4 | | 5890.23 | | 7241.10 |
| Intangible Assets under development | | | | | |
| Financial Assets : | | | | | |
| i. Investments | 5 | 40436.86 | | 37913.04 | |
| ii. Trade Receivables | | 0.00 | | 0.00 | |
| iii. Loans | 6 | 119022.66 | | 108355.48 | |
| iv. Other financial assets | 7 | 5771.72 | 165231.24 | 5915.85 | 152184.37 |
| Deferred Tax Assets | | | 0.00 | | 0.00 |
| Other Non-Current Assets | 8 | | 36165.95 | | 36449.31 |
| Total Non-Current Assets | | | <u>950142.90</u> | | <u>925157.48</u> |
| 2. Current Assets : | | | | | |
| Inventories | 9 | | 84441.80 | | 59749.11 |
| Financial Assets : | | | | | |
| i. Investments | 10 | 395.78 | | 182.18 | |
| ii. Trade Receivables | 11 | 93113.39 | | 56394.82 | |
| iii. Cash and Cash Equivalents | 12 | 4629.52 | | 4013.82 | |
| iv. Loans | 13 | 3108.60 | | 4380.99 | |
| v. Other financial assets | 13A | 5370.60 | 106617.89 | 5947.79 | 70919.60 |
| Current Tax Assets (Net) | 14 | | 3890.95 | | 3788.24 |
| Other Current Assets | 15 | | 54951.49 | | 47654.67 |
| Assets held for sale | 4 | | 4251.55 | | 1725.72 |
| Total Current Assets | | | <u>254153.68</u> | | <u>183837.34</u> |
| TOTAL ASSETS | | | <u>1204296.58</u> | | <u>1108994.82</u> |
| EQUITY AND LIABILITIES | | | | | |
| 1. Equity: | | | | | |
| (a) Equity Share Capital | 16 | | 30989.78 | | 30989.78 |
| (b) Other Equity | 17 | | 563714.10 | | 539677.34 |
| (c) Non Controlling Interest | 17 | | 7634.60 | | 6561.15 |
| Total Equity | | | <u>602338.48</u> | | <u>577228.27</u> |
| 2. Liabilities: | | | | | |
| Non-Current Liabilities : | | | | | |
| Financial Liabilities | | | | | |
| i. Borrowings | 18 | 193863.45 | | 199758.88 | |
| ii. Lease liabilities | 19 | 334.76 | | 455.27 | |
| iii. Trade Payables | | 0.00 | | 0.00 | |
| iv. Other financial liabilities | | 0.00 | 194198.21 | 0.00 | 200214.15 |
| Provisions | 20 | | 18551.31 | | 18313.50 |
| Deferred tax liabilities (Net) | 21 | | 53079.83 | | 55534.65 |
| Other non-current liabilities | 22 | | 63053.81 | | 8435.70 |
| Total Non-Current Liabilities | | | <u>328883.16</u> | | <u>282498.00</u> |
| 3. Current Liabilities : | | | | | |
| Financial Liabilities | | | | | |
| i. Borrowings | 23 | 114694.98 | | 103869.36 | |
| ii. Lease liabilities | 23A | 164.15 | | 229.93 | |
| iii. Trade Payables | 24 | | | | |
| (a) Total Outstanding dues to Micro Enterprises & Small Enterprises | | | 304.13 | 308.34 | |
| (b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises | | | 129343.37 | 107820.61 | |
| iv. Other financial liabilities | 25 | | 7737.22 | 8560.54 | 220788.78 |
| Provisions | 26 | | 4364.55 | | 3544.36 |
| Current tax liabilities (Net) | 27 | | 242.89 | | 131.60 |
| Other current liabilities | 28 | | 16223.65 | | 24803.81 |
| Total Current Liabilities | | | <u>273074.94</u> | | <u>249268.55</u> |
| TOTAL EQUITY AND LIABILITIES | | | <u>1204296.58</u> | | <u>1108994.82</u> |

See accompanying Notes to the Financial Statements

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)

R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

Place : Chennai
Date : 27th May, 2022

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2022

| | Note.No. | Figures for the current reporting period | | Figures for the previous reporting period | |
|---|----------|--|------------------|---|------------------|
| | | April 2021 - March 2022 | | April 2020 - March 2021 | |
| | | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| INCOME: | | | | | |
| Revenue from Operations | 29 | | 485835.00 | | 451054.97 |
| Other Income | 30 | | 2438.66 | | 4045.00 |
| Total Revenue | | | <u>488273.66</u> | | <u>455099.97</u> |
| EXPENSES: | | | | | |
| Cost of materials consumed | 31 | | 82753.51 | | 73198.91 |
| Purchases of stock-in-trade | 32 | | 3765.72 | | 15.75 |
| Changes in inventories of finished goods, work-in-process | 33 | | (2826.08) | | 7669.06 |
| Employee benefits expense | 34 | | 34004.86 | | 33780.09 |
| Finance costs | 35 | | 19765.64 | | 27101.29 |
| Depreciation and Amortisation Expense | 4 | | 22552.91 | | 24659.72 |
| <u>Other expenses</u> | | | | | |
| Manufacturing and other Operating Expenses | 36 | 166716.35 | | 118381.52 | |
| Administration and Other Charges | 37 | | 15226.36 | | 15176.91 |
| Selling and Distribution Expenses | 38 | 137121.18 | | 123582.14 | |
| Donations | 39 | 647.27 | 319711.16 | 468.69 | 257609.26 |
| Total Expenses | | | <u>479727.72</u> | | <u>424034.08</u> |
| Profit / (Loss) before exceptional items and tax | | | 8545.94 | | 31065.89 |
| Exceptional Items | | | 0.00 | | 0.00 |
| Profit / (Loss) before tax | | | 8545.94 | | 31065.89 |
| Tax expense | | | | | |
| Current Tax | | | 4521.71 | | 5450.95 |
| MAT Credit Entitlement / Utilisation | | | 0.00 | | 8764.42 |
| Deferred Tax | | (2573.41) | 1948.30 | (3994.12) | 10221.25 |
| Profit / (Loss) for the year from Continuing Operations | | | 6597.64 | | 20844.64 |
| Profit / (Loss) from discontinued Operations | | | 0.00 | | 0.00 |
| Tax Expense of Discontinued Operations | | | 0.00 | | 0.00 |
| Profit / (Loss) from discontinued Operations after tax | | | 0.00 | | 0.00 |
| Profit / (Loss) for the year | | | 6597.64 | | 20844.64 |
| Share in Profit of Associates | | | 2121.43 | | 72.35 |
| Profit for the year | | | 8719.07 | | 20916.99 |
| Profit for the year attributable to Non-controlling interest | | | (872.81) | | (240.56) |
| Profit for the year attributable to Equity shareholders of the company | | | <u>7846.26</u> | | <u>20676.43</u> |
| Other Comprehensive Income / -Loss | | | | | |
| Items that will not be reclassified to Profit or Loss | | | 19855.89 | | 2064.22 |
| Income tax relating to Items that will not be reclassified to Profit or Loss | 17 | | (147.50) | | (450.05) |
| Items that will be reclassified to Profit or Loss | | | 450.01 | | 113.54 |
| Income tax relating to Items that will be reclassified to Profit or Loss | 17 | | 0.00 | | 0.00 |
| Other Comprehensive Income for the year | | | 20158.40 | | 1727.71 |
| Other Comprehensive Income for the year attributable to Non-controlling interest | | | (174.53) | | (694.58) |
| Other Comprehensive Income for the year attributable to Equity shareholders of the company | | | 19983.87 | | 1033.13 |
| Total Comprehensive Income for the year | | | <u>28877.47</u> | | <u>22644.70</u> |
| Total Comprehensive Income for the year attributable to Non-controlling interest | | | (1047.34) | | (935.14) |
| Total Comprehensive Income for the year attributable to Equity shareholders of the company | | | <u>27830.13</u> | | <u>21709.56</u> |
| Earnings per Share for continuing operations : | 41.12 | | | | |
| (face value of ₹ 10/- per equity share) | | | | | |
| Basic (₹) | | | 8.98 | | 7.01 |
| Diluted (₹) | | | 8.98 | | 7.01 |
| Earnings per Share for discontinued operations : | | | | | |
| (face value of ₹ 10/- per equity share) | | | | | |
| Basic (₹) | | | 0.00 | | 0.00 |
| Diluted (₹) | | | 0.00 | | 0.00 |
| Earnings per Share for continuing & discontinued operations : | | | | | |
| (face value of ₹ 10/- per equity share) | | | | | |
| Basic (₹) | | | 8.98 | | 7.01 |
| Diluted (₹) | | | 8.98 | | 7.01 |

See accompanying Notes to the Financial Statements

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 27th May, 2022

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2022

A. EQUITY SHARE CAPITAL (Refer Note No. 16)

₹ Lakhs

| | Changes in Equity Share Capital due to prior period errors | Restated balance as at 01-04-2021 | Changes in equity share capital during 2021-22 | Balance as at 31-03-2022 |
|--------------------------|--|-----------------------------------|--|--------------------------|
| Balance as at 01-04-2021 | - | - | - | 30989.78 |
| 30989.78 | | | | |
| Balance as at 01-04-2020 | - | - | - | 30989.78 |
| 30989.78 | | | | |

B. OTHER EQUITY (Refer Note No. 17)

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and surplus | | | | Retained Earnings | | | Items of Other Comprehensive Income | Money received against share warrants | Total Other Equity (Excluding Non-Controlling Interest) | Attributable to Non-controlling Interest | Total Other Equity (including Non-controlling Interest) | | | |
|--|---|--|----------------------|----------------------------|--------------------|---------------------------------------|---------------------------|---------------------------------------|-----------------|-------------------------------------|---------------------------------------|---|--|---|----------------------------|---|---------------------|
| | | | Capital Reserve | Capital Redemption Reserve | Securities Premium | Instruments entirely Equity in nature | Ind AS Transition Reserve | Remesurement of Defined Benefit Plans | General Reserve | | | | | | Surplus in Profit and Loss | Exchange differences - Foreign operations | Share of Associates |
| Balance as at 01-04-2021 | 0.00 | 893.95 | 16.17 | 3136.59 | 15033.18 | 3794.70 | 232408.26 | (708.85) | 40493.75 | 8837.54 | 363.51 | 126.36 | 2482.18 | 0.00 | 53967.34 | 6651.15 | 54628.49 |
| Changes in accounting policy or prior period errors | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Restated balance as at 01-04-2021 | 0.00 | 893.95 | 16.17 | 3136.59 | 15033.18 | 3794.70 | 232408.26 | (708.85) | 40493.75 | 8837.54 | 363.51 | 126.36 | 2482.18 | 0.00 | 53967.34 | 6651.15 | 54628.49 |
| Total Comprehensive Income / (Loss) for the current year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 67.42 | 0.00 | 7946.26 | 211.95 | 363.38 | 19385.12 | 0.00 | 27830.13 | 1047.34 | 28877.47 |
| Additions / (Deletions) | 0.00 | (893.95) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (893.95) | 26.11 | (867.84) |
| Less: Dividend | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (2899.42) | 0.00 | 0.00 | 0.00 | 0.00 | (2899.42) | 0.00 | (2899.42) |
| Transfer to retained earnings | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Balance as at 31-03-2022 | 0.00 | 0.00 | 16.17 | 3136.59 | 15033.18 | 3794.70 | 232408.26 | (641.43) | 40493.75 | 88784.38 | 575.46 | 497.74 | 4437.30 | 0.00 | 563714.10 | 7634.60 | 571348.70 |

₹ Lakhs

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and surplus | | | | Retained Earnings | | | Items of Other Comprehensive Income | | | Money received against share warrants | Total Other Equity (Excluding Non-Controlling Interest) | Attributable to Non-controlling Interest | Total Other Equity (including Non-controlling Interest) | |
|--|---|--|----------------------|----------------------------|--------------------|---------------------------------------|---------------------------|---------------------------------------|-----------------|-------------------------------------|---|---------------------|---------------------------------------|---|--|---|---------------------|
| | | | Capital Reserve | Capital Redemption Reserve | Securities Premium | Instruments entirely Equity in nature | Ind AS Transition Reserve | Remesurement of Defined Benefit Plans | General Reserve | Surplus in Profit and Loss | Exchange differences - Foreign operations | Share of Associates | | | | | Revaluation surplus |
| Balance as at 01-04-2020 | 0.00 | 0.00 | 16.17 | 3136.59 | 15033.18 | 3794.70 | 232408.26 | (675.12) | 37780.86 | 67619.66 | 182.56 | (57.62) | 2482.25 | 0.00 | 518813.49 | 5622.80 | 524436.29 |
| Changes in accounting policy or prior period errors | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Restated balance as at 01-04-2020 | 0.00 | 0.00 | 16.17 | 3136.59 | 15033.18 | 3794.70 | 232408.26 | (675.12) | 37780.86 | 67619.66 | 182.56 | (57.62) | 2482.25 | 0.00 | 518813.49 | 5622.80 | 524436.29 |
| Total Comprehensive Income / (Loss) for the current year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (33.73) | 0.00 | 20676.43 | 180.95 | 185.98 | 699.93 | 0.00 | 21709.56 | 938.35 | 22647.91 |
| Additions / (Deletions) | 0.00 | 893.95 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 893.95 | 0.00 | 893.95 |
| Less: Dividend | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (1739.66) | 0.00 | 0.00 | 0.00 | 0.00 | (1739.66) | 0.00 | (1739.66) |
| Transfer to retained earnings | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 2712.89 | (2712.89) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Balance as at 31-03-2021 | 0.00 | 893.95 | 16.17 | 3136.59 | 15033.18 | 3794.70 | 232408.26 | (708.85) | 40493.75 | 88377.54 | 363.51 | 126.36 | 2482.18 | 0.00 | 539677.34 | 6651.15 | 546288.49 |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S
M. KRISHNA CHAITHANYA
Partner
Membership No: 231282
Place : Chennai
Date : 27th May, 2022

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)
R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholesale Director
(DIN: 01711965)
S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
(DIN: 00550121)
Directors

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

| | April 2021 - March 2022 | | April 2020 - March 2021 | |
|---|-------------------------|-------------------|-------------------------|-------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| A. Cash flow from operating activities : | | | | |
| Net profit/(loss) before exceptional items and tax | | 8545.94 | | 31065.89 |
| Other Comprehensive Income | | 677.66 | | 312.37 |
| Net profit/(loss) before tax and exceptional items | | 9223.60 | | 31378.26 |
| Adjusted for : | | | | |
| Depreciation | 22552.91 | | 24659.72 | |
| Provision for Doubtful Debts & Advances | 218.99 | | 2639.42 | |
| Foreign Exchange | 0.46 | | 59.92 | |
| (Profit) / Loss on sale of Investments | (249.24) | | (977.49) | |
| (Profit) / Loss on sale of Assets | (10.49) | | 583.07 | |
| Interest Expense | 18794.60 | | 27101.29 | |
| Interest Income | (1152.56) | | (2199.27) | |
| Dividend Income | (9.58) | | (1.23) | |
| Deferred revenue expenditure / income | 0.00 | 40145.09 | 0.00 | 51865.43 |
| Operating profit before Working Capital changes | | 49368.69 | | 83243.69 |
| Trade and other receivables | (44701.68) | | 54807.91 | |
| Inventories | (24692.69) | | 24405.33 | |
| Trade payables | 68466.86 | (927.51) | (52320.13) | 26893.11 |
| Cash generated from operations | | 48441.18 | | 110136.80 |
| Direct Taxes | | (4542.04) | | (5502.99) |
| Cash flow before exceptional items | | 43899.14 | | 104633.81 |
| Exceptional items | | 0.00 | | 0.00 |
| Net cash from operating activities | (A) | 43899.14 | | 104633.81 |
| B. Cash flow from Investing activities : | | | | |
| Purchase of Fixed Assets | | (16846.27) | | (16534.95) |
| Sale of Fixed Assets | | 1765.19 | | 1624.79 |
| Sale of Investments / (Purchase of Investments) | | (366.75) | | 1168.96 |
| Interest received | | 1152.56 | | 2199.27 |
| Dividend received | | 9.58 | | 1.23 |
| Refund by / advances to Subsidiaries, Associates and others | | (10728.01) | | (7401.88) |
| Net cash from Investing activities | (B) | (25013.70) | | (18942.58) |

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 - March 2022 | | April 2020 - March 2021 | |
|---|-------------------------|--------------------------|-------------------------|--------------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| C. Cash flow from financing activities : | | | | |
| Proceeds from issue of share capital | | 0.00 | | 0.00 |
| Movement in Other Equity | | (867.81) | | 897.16 |
| Dividend paid | | (2891.68) | | (1750.32) |
| Proceeds from long term borrowings | | 109127.88 | | 13656.19 |
| Repayment of borrowings | | (104201.71) | | (69940.46) |
| Interest paid (net) | | (19436.42) | | (28855.94) |
| Net cash from financing activities | (C) | <u>(18269.74)</u> | | <u>(85993.37)</u> |
| | | | | |
| Increase / (Decrease) in cash and cash equivalent | (A+B+C) | 615.70 | | (302.14) |
| Cash and cash equivalent at the beginning of the year | | 4013.82 | | 4315.96 |
| Cash and cash equivalent at the close of the year | | 4629.52 | | 4013.82 |

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

Place : Chennai
Date : 27th May, 2022

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)
R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholetime Director
(DIN: 01711965)

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022

1.0 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements upto the year ended 31st March 2016 were prepared in accordance with the Accounting Standards Rules 2006 (as amended) and other relevant provisions of the Companies Act, 2013 (Indian GAAP).

The Ministry of Corporate Affairs (MCA) issued a Notification on 16th February, 2015, making Indian Accounting Standards (Ind AS), issued under Section 133 of Companies Act, 2013 mandatory for certain class of Companies.

As per the Notification, Ind AS is mandatory for the Company for the Financial year commencing 1st April, 2016. Accordingly, the Company has adopted Ind AS from 1st April, 2016 and the financial Statements from the year 2016-17 are prepared in accordance with the principles laid down in the said Ind AS.

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

The financial statement have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- (ii) Employee's Defined Benefit plan as per Actuarial valuation
- (iii) Plant, Property and Equipment measured at fair value

The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.

The financial statements are presented in Indian Rupees rounded to the nearest lakhs with two decimals.

2.0 First time adoption of Ind AS during the financial year 2016-17.

The Company restated the financial statements as at 1st April 2015 (opening), being the transition date, on the following basis:

Exemptions availed as per Ind AS 101:

1) Past Business Combination:

The Company has elected not to apply Ind AS 103-Business Combinations retrospectively to Past Business Combinations that occurred before the transition date of 01-April-2015, consequently, the Company has kept the same classification for the past business combinations as in its previous GAAP financial statements.

2) Property, Plant and Equipments:

The Company has elected to measure the PPE at Fair value on transition date.

3) Investments in Subsidiaries & Associates:

The Company has elected to carry its Investments in Subsidiaries & Associates at deemed cost which is its previous GAAP carrying amount at the date of transition to Ind AS.

4) Sales Tax Deferrment Loan:

The Company has elected to use the previous GAAP carrying amounts of Sales Tax Deferrment Loan existing at the date of transition to Ind AS as the carrying amount of the loan in the opening Ind AS Balance Sheet.

5) Fair Value of Financial Assets and Liabilities:

As per the Ind AS exemption, the Company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

3.0 SIGNIFICANT ITEMS OF ACCOUNTING POLICY (To be read with Notes 1 & 2)

3.1 Use of estimates:

The preparation of financial statements in conformity with generally accepted Indian Accounting Standards (Ind AS) principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3.2 Inventories:

- (a) Raw materials, fuel, stores & spares and packing materials are valued at lower of weighted average cost and Net Realisable Value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.
- (b) Work in progress, Stock in trade and Finished goods are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (c) Construction and Infrastructure Projects are valued at cost or Net Realisable Value whichever is lower.

3.3 Cash and Cash equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short term investment with an original maturity of three months or less.

3.4 Property, Plant and Equipments:

- (a) During transition from Indian GAAP to Ind AS on 1 April, 2015, the fair value of Property, Plant and Equipments (PPE) is considered as the deemed cost of acquisition.
- (b) Additions to Property, Plant and Equipment are stated at cost of acquisition or construction. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.
- (c) Property, Plant and Equipments (PPE) acquired on hire purchase or on Financial Lease are shown at their principal cost, excluding the interest cost included in these agreements which is charged to revenue over the life of the agreement.
- (d) Depreciation is recognised using straight line method so as to depreciate the carrying value less the residual values over the remaining useful life of the asset(s), other than freehold land and properties under construction, as specified in Schedule II to the Companies Act, 2013. Depreciation in the case of assets where the useful life was determined by technical evaluation, is based on as mentioned below.

In the case of Power Plant machineries and Ship the useful life is adopted as Twenty five and Twenty two years as against the useful life of Forty years and Thirty years respectively as specified in Schedule II to the Companies Act, 2013.

- (e) Mines Development Expenses:

Stripping costs:

The Company separates two different types of stripping costs that are incurred in surface mining activity:

Developmental stripping costs and production stripping costs

Developmental stripping costs in order to obtain access to quantities of mineral reserves that will be mined in future periods are capitalised as part of mining assets. Capitalisation of developmental stripping costs ends when the commercial production of the mineral reserves begins.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Production stripping costs:

Production stripping costs are incurred to extract the ore in the form of inventories and/or to improve access to an additional component of an ore body or deeper levels of material. Production stripping costs are accounted for as inventories to the extent the benefit from production stripping activity is realised in the form of inventories.

The Company recognises a stripping activity asset in the production phase if, and only if, all of the following are met: it is probable that the future economic benefit (improved access to the ore body) associated with the stripping activity will flow to the Company, the Company can identify the component of the ore body for which access has been improved and the costs relating to the improved access to that component can be measured reliably.

Such costs are presented within mining assets. After initial recognition, stripping activity assets are carried at cost less accumulated amortisation and impairment. The expected useful life of the identified component of the ore body is used to depreciate or amortise the stripping asset.

- (f) Capital work-in-progress includes cost of Property, Plant and Equipment under installation/ under development as at the Balance Sheet date and are carried at cost, comprising of direct cost, directly attributable cost and attributable interest.
- (g) Material items such as Spare parts, Stand-by equipments and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 and depreciated.
- (h) Fair value of PPE is ascertained at regular intervals. However, PPE and intangible assets with definite lives, are reviewed for impairment at each Balance Sheet date, if events or changes in circumstances indicate that their carrying values may not be recoverable and impairment, if any, is charged to revenue.

3.5 Intangible Assets:

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment loss, if any. Cost comprises the purchase price (net of tax / duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to its working condition for its intended use. The Company determines the amortisation period as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortisation method are reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

3.6 Foreign Currency Transactions:

- (a) Foreign Exchange transactions are accounted at the exchange rates prevailing at the time of transactions or at contracted rates. Assets and Liabilities in foreign currencies are translated at values prevailing as at the year end. Gains / Losses if any, arising therefrom are recognised in the Profit and Loss Account.
- (b) Forward Exchange contracts used to hedge Foreign Currency Transactions are initially recognised at the spot rate on the date of contract. Forward Exchange contracts remaining unsettled at the end of the year are translated at the year end rates. The difference in translation of Forward exchange contracts are recognised in the Profit and Loss Account.

3.7 Borrowing Costs:

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalised. All the other borrowing costs are recognised in the Statement of Profit and Loss within finance costs of the period in which they are incurred. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs incurred during that period are expensed in the period in which they occur.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

3.8 Mines Restoration Expenses:

The Company provides for the expenditure to reclaim the quarries used for mining based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mines. Costs arising from such obligation for restoration and rehabilitation at closure of the mines are assessed at each Balance Sheet date and the provision if any required is made in the financial statements so as to reflect the current best estimates.

3.9 Revenue Recognition:

A The Company has adopted Ind AS 115 with effect from 01-04-2018 i.e. from the date on which it became applicable

(a) **Revenue Recognition on Sale of goods:**

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume, rebates on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer. The company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

(b) **Revenue from Freight Services (Charter of Ship):**

Revenue from ship hiring services which are on time charter is recognised on accrual basis.

(c) **Revenue from Sale of Power generated:**

Revenue from power generated from windmills and sale of surplus units generated from captive thermal power plants are recognised upon transmission of energy to the grids.

B Dividend income is recognised when the Company's right to receive dividend is established.

3.10 Research and Development:

Research and Development expenses not resulting in any tangible property/equipment are charged to revenue.

3.11 Investments:

Investments other than in Subsidiaries and Associates are stated at fair values. Investment carried at cost is tested for impairment as per Ind AS 36.

3.12 Employee benefits:

(a) **Recognition and measurement of defined contribution plans**

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period.

(b) **Recognition and measurement of Defined Benefit plans**

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/(asset) are recognized in the Statement of Profit and Loss.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Remeasurements of the net defined benefit liability/ comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized in Other Comprehensive Income.

(c) **Other Long Term Employee Benefits**

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Unavailed leave balances are accounted using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date.

- (d) Fringe Benefits arising on options vested under Employees Stock Options Scheme (ESOS) are charged to Profit and Loss Account and credited to Stock Options Outstanding Account. On allotment of shares, corresponding amount is transferred from Stock Option Outstanding account to Securities Premium Account.

3.13 Tax Expense:

- (a) **Current Income Tax** is measured and accounted based on the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 at the tax rates applicable for the year.
- (b) **Deferred Tax** is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is measured and accounted based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

3.14 Provisions, Contingent Liabilities & Contingent Assets:

- (a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.
- (b) Contingent liability is disclosed in books for a present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation and a reliable estimate is not possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

3.15 Government Grants:

Government grants which the company is entitled to based on investments made under State Investment Promotion Scheme. The grant amount periodically computed based on income linked with VAT / GST payment are recognised in the Statement of Profit and Loss in the period in which there is reasonable assurance that money becomes receivable.

The benefit of a government loan at below current market rate of interest is treated as a government grant. The loan is recognised and measured in accordance with Ind AS 109. The benefit of the below market rate of interest/ interest free loans is measured as the difference between the initial carrying value of the loan determined in accordance with Ind AS 109 (at Fair Value) and the proceeds received, which is disclosed as deferred income liability. Government grant is recognised in the Statement of Profit and Loss on a systematic basis by transferring from deferred income liability over the period of the loan during which the entity recognises as interest expense, the related costs for which the grants are intended to compensate.

3.16 Leases:

As a Lessee

The Company has adopted Ind AS 116 with effect from 01-04-2019 using the Modified Retrospective Approach and accordingly the comparative figures for the previous figures has not been restated.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

Ind AS 116 requires lessees to account for all leases under a single on-balance sheet model. The Company, as a lessee, upon transition to Ind AS 116, elected to measure the lease liability for all leases whose non-cancellable lease term is more than 12 months, at the present value of remaining lease payments discounted using the Company's borrowing rate at the date of initial application and recognise the right-of-use asset at an amount equal to the lease liability.

The Company applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

3.17 (a) Financial Assets:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value. These assets are subsequently classified and measured at:

- (i) Amortised cost
- (ii) Fair Value Through Profit and Loss (FVTPL)
- (iii) Fair Value Through Other Comprehensive Income (FVTOCI).

All equity instruments other than in subsidiaries and associates in scope of Ind AS 109 are measured at fair value, the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Debt instruments are measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Expected credit losses are recognised for financial assets other than those classified under FVTPL category. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to lifetime expected credit losses i.e., expected credit short fall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

(b) Financial Liabilities:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified and measured at amortised cost / fair value through profit and loss (FVTPL). In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using effective interest method.

Financial liabilities are subsequently measured at amortised cost. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

4. PROPERTY, PLANT AND EQUIPMENT

₹ Lakhs

| Particulars | GROSS BLOCK | | | | | | | | | | DEPRECIATION BLOCK | | | | | NET BLOCK | |
|---|--------------------------------------|------------------|------------------|------------------------|--------------------------------------|------------------|------------------|--------------------------------------|------------------------|--|--------------------------------------|----------------------|--------------------------------------|----------------------|--------------------------------------|--------------------------------|--------------------------------|
| | Opening Balance as on 1st April 2020 | Addition 2020-21 | Deletion 2020-21 | Fair Valuation Surplus | Opening Balance as on 1st April 2021 | Addition 2021-22 | Deletion 2021-22 | Closing Balance as on March 31, 2022 | Fair Valuation Surplus | Revised Closing Balance as on March 31, 2022 | Opening Balance as on 1st April 2020 | Depreciation 2020-21 | Opening Balance as on 1st April 2021 | Depreciation 2021-22 | Closing Balance as on March 31, 2022 | Net Block as on March 31, 2021 | Net Block as on March 31, 2022 |
| | | | | | | | | | | | | | | | | | |
| Tangible Assets | | | | | | | | | | | | | | | | | |
| Land | 410,884.27 | 974.87 | 1,939.26 | 248.33 | 410,888.21 | 802.53 | 1,453.95 | 409,436.88 | 19,160.50 | 428,597.39 | 127.14 | 119.66 | 246.80 | 14,827.00 | 390.07 | 409,841.41 | 428,207.32 |
| Buildings | 6,718.12 | 1,784.80 | 25.06 | 80.96 | 82,236.92 | 1,197.79 | 12.25 | 83,444.36 | 61.01 | 83,505.37 | 20,175.58 | 2,745.54 | 2.86 | 22,918.26 | 2,017.28 | 83,340.36 | 38,532.28 |
| Rearring Siding | 6,741.81 | 21.92 | 0.00 | 0.00 | 6,763.73 | 176.76 | 0.00 | 6,940.49 | 0.00 | 6,940.49 | 3,202.95 | 641.49 | 0.00 | 3,854.44 | 4,504.50 | 2,909.29 | 24,951.99 |
| Plant and Machinery including Electrical Installations ¹ | 333,165.38 | 4,110.61 | 66.25 | 1,535.05 | 338,765.79 | 3,940.97 | 354.08 | 341,752.88 | 40,748 | 382,499.16 | 94,610.03 | 18,254.99 | 23.94 | 112,841.08 | 17,351.03 | 225,924.71 | 21,931.24 |
| Furniture and Fixtures | 2,071.31 | 50.89 | 28.99 | 0.00 | 2,092.41 | 79.28 | 12.03 | 2,159.66 | 0.39 | 2,160.05 | 998.32 | 171.03 | 18.75 | 1,121.80 | 160.00 | 970.61 | 886.28 |
| Office Equipments and Computers | 4,946.24 | 258.37 | 21.53 | 1.03 | 5,184.11 | 302.25 | 65.32 | 5,421.04 | 1.53 | 5,422.57 | 3,491.10 | 680.82 | 17.55 | 4,154.37 | 358.08 | 1,029.74 | 995.19 |
| Vehicles | 2,577.94 | 205.76 | 144.25 | 0.00 | 2,838.35 | 355.93 | 246.29 | 2,748.99 | 1.46 | 2,750.45 | 1,365.30 | 271.70 | 77.04 | 1,539.96 | 257.13 | 1,650.19 | 1,100.26 |
| Total Tangible Assets | 820,885.97 | 7,406.42 | 2,285.34 | 1,865.37 | 827,792.42 | 6,255.51 | 2,143.82 | 831,934.11 | 19,625.37 | 851,559.48 | 123,994.62 | 22,885.23 | 140.14 | 146,726.71 | 21,136.65 | 681,085.71 | 684,079.59 |
| Intangible Assets | | | | | | | | | | | | | | | | | |
| Computer software | 9,786.70 | 2,397.57 | 0.00 | 0.03 | 12,184.30 | 86.87 | 0.00 | 12,421.17 | 2.84 | 12,424.01 | 7,164.58 | 1,451.12 | 0.00 | 8,614.70 | 1,142.50 | 9,757.20 | 2,666.81 |
| Right of Use Assets | 1,035.47 | 0.00 | 72.95 | 0.00 | 962.52 | 0.00 | 24.52 | 938.00 | 0.00 | 938.00 | 204.18 | 202.76 | 10.29 | 336.65 | 147.65 | 544.30 | 565.67 |
| Leasehold Land | 2,429.75 | 925.94 | 0.00 | 0.00 | 3,355.69 | 0.00 | 0.00 | 3,355.69 | 0.00 | 3,355.69 | 278.45 | 121.61 | 0.00 | 400.06 | 125.97 | 2,955.63 | 2,828.72 |
| Total Intangible Assets | 13,201.92 | 3,323.51 | 72.95 | 0.03 | 16,632.51 | 86.87 | 24.52 | 16,714.86 | 2.84 | 16,717.70 | 7,647.21 | 1,774.49 | 10.29 | 9,411.41 | 1,416.06 | 10,827.47 | 5,890.23 |
| Goodwill | 18,177.81 | 0.00 | 0.00 | 0.00 | 18,177.81 | 2,000.21 | 0.00 | 20,178.02 | 0.00 | 20,178.02 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 18,177.81 | 20,178.02 |
| Capital Work in Progress-Tangible (CWIP) | | | | | | | | | | | | | | | | | |
| Total | 882,185.70 | 10,929.93 | 2,358.29 | 1,865.40 | 882,827.74 | 8,342.59 | 2,168.34 | 887,956.99 | 19,628.21 | 898,425.20 | 131,628.83 | 24,659.72 | 150.43 | 158,183.12 | 22,552.91 | 736,523.80 | 748,457.91 |

Completion schedule for CWIP whose completion is overdue or has exceeded its cost compared to its original plan.

| CWIP | Amount in CWIP for a period of ₹ Lakhs | | | | | Estimated to be completed in ₹ Lakhs | | | | | | | | | | | | |
|---------------------------|--|------------------|-----------------|-------------------|------------------|--------------------------------------|-----------|-----------|-------------------|-------|--|--|--|--|--|--|--|--|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total | | | | | | | | |
| | | | | | | | | | | | | | | | | | | |
| FY - 2021-2022 | | | | | | | | | | | | | | | | | | |
| Projects in Progress | 11,335.21 | 13,740.55 | 6,433.54 | 7,088.60 | 38,597.90 | | | | | | | | | | | | | |
| Projects suspended | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | | | | | | | | | | | |
| FY-2021-2022 Total | 11,335.21 | 13,740.55 | 6,433.54 | 7,088.60 | 38,597.90 | | | | | | | | | | | | | |
| FY - 2020-2021 | | | | | | | | | | | | | | | | | | |
| Projects in Progress | 13,090.63 | 5,682.26 | 60,19.86 | 52,46.43 | 30,039.18 | | | | | | | | | | | | | |
| Projects suspended | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | | | | | | | | | | | | | |
| FY-2020-2021 Total | 13,090.63 | 5,682.26 | 60,19.86 | 52,46.43 | 30,039.18 | | | | | | | | | | | | | |
| FY-2020-2021 Total | | | | | | | | | | | | | | | | | | |
| Total | | | | | | | | | | | | | | | | | | |

¹ Includes ₹ 1479.07 Lakhs of equipments on 'right of use basis', which is depreciated over the useful life of asset [Previous Year ₹ 1479.07 Lakhs] Building includes purchase of flats and leasehold lands for which the document of title is yet to be executed in favour of the Company ₹ 4.28 Lakhs [Previous year ₹ 4.48 Lakhs] Fair valuation surplus of ₹ 19,628.22 Lakhs represents surplus arising on fair valuation of Property Plant and Equipment of the company as at 31st March 2022 was done by an Independent Registered Valuer - as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017. The incremental fair value doesn't result in deferred tax liability.

Gross Block of Land as on 31-03-2022 includes Mines Development Costs of ₹ 4,424.91 Lakhs [Previous Year ₹ 3,844.15 Lakhs] which are amortized over the useful life of the mines. Net block of tangible assets and intangible capital work-in-progress aggregating to ₹ 48,959.82 Lakhs were pledged as security for the term loans availed from banks.

Total Amount of Borrowing Cost capitalised during the year in accordance with Ind AS 23 is ₹ 22,59,77 Lakhs [Previous Year ₹ 15,47,17 Lakhs]. The interest rate adopted for capitalization is 9% (Previous Year 9%).

| Asset Category | ₹ Lakhs | |
|------------------------------|-----------------|-----------------|
| | 2021-22 | 2020-21 |
| BUILDING | 4.28 | 11.99 |
| PLANT & MACHINERY | 46.48 | 63.67 |
| CWIP | 2,259.77 | 1,471.51 |
| Grand Total | 2,310.53 | 1,547.17 |

The Company has identified certain assets amounting to ₹ 425.15 Lakhs (Previous year 1725.72 Lakhs) which are available for sale in its present condition. The Company expects to dispose off these assets in the due course.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

FINANCIAL ASSETS:

5. NON-CURRENT INVESTMENTS

| | No of Shares / Debentures | Face Value ₹ | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|------------------------------|-----------------|-----------------------|-----------------------|
| OTHER INVESTMENTS | | | | |
| A. Fully paid Equity Shares of Companies (Quoted): | | | | |
| Associates | | | | |
| India Cements Capital Limited (Net of provision) | 10400000 | 10 | 1808.32 | 1808.32 |
| Other than Associates | | | | |
| Karur KCP Packagings Limited (Fair value thro'P&L) | 996500 | 10 | 0.00 | 0.00 |
| The India Cements Limited (Held in Trust on behalf of subsidiaries) | 19954024 | 10 | 16730.84 | 16730.84 |
| IDBI Bank Limited | 5915 | 10 | 2.28 | 2.28 |
| Servalakshmi Paper Limited | 1693783 | 10 | 0.00 | 0.00 |
| | | | 18541.44 | 18541.44 |
| B. Shares of Companies - (Unquoted): | | | | |
| (i) Associates: | | | | |
| Fully paid Equity Shares: | | | | |
| Coromandel Sugars Limited | 7000100 | 10 | 995.10 | 995.10 |
| PT Mitra Setia Tanah Bumbu | 2695 | | 130.88 | 130.88 |
| Raasi Cement Limited | 359412 | 10 | 0.00 | 0.00 |
| Unique Receivable Management Private Limited | 24600 | 10 | 2.46 | 2.46 |
| Debentures: | | | | |
| Zero% Unsecured Convertible Debentures of Coromandel Sugars Limited [Refer Note No.41.4] | 3550000 | 100 | 3550.00 | 3550.00 |
| | | | 4678.44 | 4678.44 |
| (ii) Other than Subsidiaries / Associates (Unquoted) at Fair values through P&L (FVTPL): | | | | |
| Andhra Pradesh Gas Power Corporation Limited | 5896000 | 10 | 11383.41 | 11350.39 |
| ICL Shipping Limited | 5000 | 10 | 0.50 | 0.50 |
| Coromandel Packaging Private Limited | 460000 | 10 | 46.00 | 46.00 |
| Senka Carbon Private Limited | 6450 | 100 | 0.00 | 0.00 |
| TCP Limited | 729752 | 10 | 556.01 | 556.01 |
| Sun Paper Mill Limited | 325200 | 10 | 0.00 | 0.00 |
| Jagati Publications Private Limited | 1111110 | 10 | 0.00 | 0.00 |
| Carmel Asia Holdings Private Limited | 190839 | 10 | 0.00 | 0.00 |
| Other than Associates - Total | | | 11985.92 | 11952.90 |
| C. Government & Trustee Securities (Unquoted): | | | | |
| National Savings Certificates | | | 1.47 | 1.47 |
| Indira Vikas Patra Certificates | | | 0.02 | 0.02 |
| | | | 1.49 | 1.49 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

NON-CURRENT INVESTMENTS (Contd.)

| | No of Shares / Debentures | Face Value ₹ | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|------------------------------|-----------------|-----------------------|-----------------------|
| D. Other Investments Fully paid shares of Co-operative Societies | | | | |
| Long-term (Unquoted): | | | | |
| The India Cements Employees Co-operative Stores Limited, Sankarnagar | 2500 | 50 | 1.25 | 1.25 |
| The India Cements Employees Co-operative Stores Limited, Sankari | 5000 | 10 | 0.50 | 0.50 |
| The India Cements Mines Employees Co-operative Stores Limited, Sankari | 5300 | 10 | 0.53 | 0.53 |
| | | | <u>2.28</u> | <u>2.28</u> |
| | | | <u>35209.57</u> | <u>35176.55</u> |
| Adjustment as per Ind AS 28 | | | | |
| 1. Increase/ (Decrease) in Value Post Investment | | | | |
| Raasi Cement Limited | | | 0.00 | 0.00 |
| Coromandel Sugars Limited | | | 3725.76 | 3177.88 |
| India Cements Capital Limited | | | (1289.46) | (1301.49) |
| PT Mitra Setiah Tanah Bumbu | | | 2558.76 | 627.87 |
| | | | <u>4995.06</u> | <u>2504.26</u> |
| 2. Goodwill arising on Investment | | | | |
| India Cements Capital Limited | | | 234.69 | 234.69 |
| Unique Receivable Management Private Limited | | | (2.46) | (2.46) |
| | | | <u>232.23</u> | <u>232.23</u> |
| | | | <u>40436.86</u> | <u>37913.04</u> |
| Aggregate value of: | | | | |
| Quoted Investments | | | 18541.44 | 18541.44 |
| Unquoted Investments | | | 26794.02 | 24270.20 |
| Less: Investments Impaired | | | 4898.60 | 4898.60 |
| Investment net of Impairment | | | <u>40436.86</u> | <u>37913.04</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| 6. LOANS | | |
| Loans and Advances to Related Parties - Considered good - Unsecured (Net of Provisions ₹ 1423.00 Lakhs - Previous Year ₹ 1423.00 Lakhs) | 21056.48 | 17609.88 |
| Loans and Advances to Related Party-Considered good-Unsecured - Refer Note No.41.13. (b) | 97175.42 | 89894.01 |
| Housing Loan and other Loans to Employees - Considered good - Secured | 790.76 | 851.59 |
| | 119022.66 | 108355.48 |
| 7. OTHER FINANCIAL ASSET | | |
| (i) Security Deposits | 3736.73 | 3989.37 |
| (ii) Bank Deposit with More than 12 months Maturity | 0.00 | 0.00 |
| (iii) Others | 2034.99 | 1926.48 |
| | 5771.72 | 5915.85 |
| 8. OTHER NON-CURRENT ASSET | | |
| Unsecured Considered good | 0.00 | 0.00 |
| Capital Advances - Considered good - Unsecured | 36165.95 | 36449.31 |
| | 36165.95 | 36449.31 |
| CURRENT ASSETS: | | |
| 9. INVENTORIES * | | |
| Stores / Spares | 22031.48 | 22637.33 |
| Fuel including coal | 36702.29 | 13917.67 |
| Packing Materials | 2381.40 | 2309.59 |
| Raw Materials | 9150.11 | 9454.41 |
| Work-in-Process | 2004.94 | 1311.98 |
| Semi-finished Goods | 7592.54 | 5982.29 |
| Finished Goods | 4120.90 | 3598.03 |
| Construction and Infrastructure - In Progress | 421.83 | 501.50 |
| Stock-In-Trade | 36.31 | 36.31 |
| * (₹ 83248.13 Lakhs has been pledged as security for short term borrowings - cash credit facilities from banks) | 84441.80 | 59749.11 |
| 10. CURRENT INVESTMENTS | | |
| Investments in Mutual Fund (Unquoted) | 395.78 | 182.18 |
| | 395.78 | 182.18 |
| 11. TRADE RECEIVABLES | | |
| Trade Receivables - Considered good - Secured | 0.00 | 0.00 |
| Trade Receivables - Considered good - Unsecured | 93113.39 | 56394.82 |
| Trade Receivables - Which have significant increase in Credit Risk | 3498.16 | 3595.01 |
| Trade Receivables - Credit Impaired (₹ 1016.85 Lakhs written off during the year- Previous Year: Nil) | 0.00 | 0.00 |
| | 96611.55 | 59989.83 |
| Less: Provision For Doubtful Receivables | (3498.16) | (3595.01) |
| Total - Trade Receivables, considered good (Refer Note No. 22) | 93113.39 | 56394.82 |
| Trade Receivables includes a sum of ₹ 1326 Lakhs representing overdue overseas receivable. The Company has filed a suit for recovery in UAE against the party. The Company has, in the opinion of the legal counsel, a clear case and the debt is good and recoverable under UAE Law. | | |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Trade Receivables ageing schedule | March 2022 | | | | | | ₹ Lakhs |
|--|--|-------------------|----------------|----------------|-------------------|-----------------|---------|
| | 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 Trade receivables - considered good | 77502.47 | 8714.24 | 2205.19 | 1577.91 | 803.87 | 90803.70 | |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | - | - | - | 213.13 | 2911.50 | 3124.63 | |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| (iv) Disputed Trade receivables - considered good | 27.84 | 7.06 | 75.24 | 1539.74 | 659.80 | 2309.69 | |
| (v) Disputed Trade receivables - which have significant increase in credit risk | - | - | - | - | 373.53 | 373.53 | |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| Total | 77530.31 | 8721.31 | 2280.43 | 3330.79 | 4748.71 | 96611.55 | |

Provision for credit risk ₹ 3498.16 Lakhs

The Company with effect from January 2022 basing on trade terms with customers treated the Trade Deposit received from its customers as Non Current liability and accordingly the Trade Receivables as at March 31, 2022 represent the gross amount receivable from its customers without adjustment of Trade Deposit. The corresponding figures for the previous year is after adjusting the Trade Deposit and hence not comparable with the figures as at March 31, 2022.

[^] Consequent to the above and as explained in Note No.41.19(iv)2, balances include trade receivables reclassified to the extent of secured portion.

| Particulars | March 2021 | | | | | | ₹ Lakhs |
|--|--|-------------------|----------------|----------------|-------------------|-----------------|---------|
| | 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 Trade receivables - considered good | 45650.64 | 1691.12 | 2719.64 | 1256.13 | 2849.39 | 54166.92 | |
| (ii) Undisputed Trade receivables - which have significant increase in credit risk | - | - | 213.13 | 296.13 | 2712.22 | 3221.48 | |
| (iii) Undisputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| (iv) Disputed Trade receivables - considered good | - | 75.24 | 1492.86 | 556.12 | 103.68 | 2227.90 | |
| (v) Disputed Trade receivables - which have significant increase in credit risk | - | - | - | 46.66 | 326.87 | 373.53 | |
| (vi) Disputed Trade receivables - credit impaired | - | - | - | - | - | - | |
| Total | 45650.64 | 1766.36 | 4425.63 | 2155.04 | 5992.16 | 59989.83 | |

Provision for credit risk ₹ 3595.01 Lakhs

| | March 2022 | March 2021 |
|--|-----------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs |
| 12. CASH AND CASH EQUIVALENTS | | |
| Cash on Hand | 104.34 | 108.85 |
| Cash at Banks | 4326.69 | 3717.12 |
| Fixed Deposit with Scheduled banks | 139.61 | 138.06 |
| Earmarked Bank Balances: | | |
| a) Unpaid dividends | 58.88 | 49.79 |
| b) Unclaimed public deposits | 0.00 | 0.00 |
| Total Cash and Cash Equivalents | 4629.52 | 4013.82 |
| 13. SHORT TERM LOANS | | |
| Other Advances - Financial Asset - Considered good - Unsecured | 3108.60 | 4380.99 |
| 13A OTHER FINANCIAL ASSET - CURRENT | | |
| Interest accrued on deposits | 397.01 | 974.20 |
| Other receivables | 4973.59 | 4973.59 |
| | 5370.60 | 5947.79 |
| 14. CURRENT TAX ASSETS | | |
| Advance payment of tax (Net of provision) | 3890.95 | 3788.24 |
| 15. OTHER CURRENT ASSETS | | |
| Advance for goods | 7280.60 | 6624.41 |
| Prepaid Expenses | 2620.52 | 1853.23 |
| Other Advances | 45050.37 | 39177.03 |
| | 54951.49 | 47654.67 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | No. of Shares | Par value per share (₹) | March 2022 ₹ Lakhs | No. of Shares | Par value per share (₹) | March 2021 ₹ Lakhs |
|--|------------------|-------------------------------|-----------------------|------------------|-------------------------------|-----------------------|
| 16. SHARE CAPITAL | | | | | | |
| AUTHORISED : | | | | | | |
| Equity Shares | 529808600 | 10 | 52980.86 | 529808600 | 10 | 52980.86 |
| Redeemable Cumulative Preference Shares | 7500000 | 100 | 7500.00 | 7500000 | 100 | 7500.00 |
| Redeemable Non-Cumulative Preference Shares | 81500000 | 100 | 81500.00 | 81500000 | 100 | 81500.00 |
| | | | <u>141980.86</u> | | | <u>141980.86</u> |
| ISSUED : | | | | | | |
| Equity Shares | 309897267 | 10 | 30989.73 | 309897267 | 10 | 30989.73 |
| | | | <u>30989.73</u> | | | <u>30989.73</u> |
| SUBSCRIBED AND PAID UP : | | | | | | |
| <u>Equity Shares fully paid up</u> | | | | | | |
| Opening balance | 309896036 | 10 | 30989.60 | 309896036 | 10 | 30989.60 |
| Add: Partly paid up shares, subscribed fully during the year | 0 | 10 | 0.00 | 0 | 10 | 0.00 |
| Add: Subscribed / allotted during the year | 0 | 10 | 0.00 | 0 | 10 | 0.00 |
| Total issued, subscribed and fully paid up | <u>309896036</u> | | <u>30989.60</u> | <u>309896036</u> | | <u>30989.60</u> |
| <u>Equity Shares - subscribed, but not fully paid (other than Directors)</u> | | | | | | |
| Opening balance | 1165 | 10 | 0.09 | 1165 | 10 | 0.09 |
| Less: Partly paid up shares, subscribed fully during the year | 0 | 10 | 0.00 | 0 | 10 | 0.00 |
| Total - Equity Shares subscribed, but not fully paid | <u>1165</u> | | <u>0.09</u> | <u>1165</u> | | <u>0.09</u> |
| Fractional Shares | | | <u>0.09</u> | | | <u>0.09</u> |
| Sub total | <u>1165</u> | | <u>0.18</u> | <u>1165</u> | | <u>0.18</u> |
| Total | <u>309897201</u> | | <u>30989.78</u> | <u>309897201</u> | | <u>30989.78</u> |

List of shareholders holding more than 5% of the equity share capital

(Par value per share is ₹ 10/-)

| S. No. | Shareholder's name | No. of shares held | % held | March 2022 | No. of shares held | % held | March 2021 |
|--|--|--------------------------|--------------|--------------------------------|--------------------------|--------------|--------------------------------|
| | | | | Total face value ₹ Lakhs | | | Total face value ₹ Lakhs |
| 1. Shareholders acting in concert | | | | | | | |
| | Mr. Radhakishan S Damani | 35132665 | | | 35132665 | | |
| | Mr. Gopikishan Shivkishan Damani | 25216496 | | | 26216496 | | |
| | Mr. Radhakishan S Damani & Mr. Gopikishan S Damani, Partners of M/s. Derive Investments | 4149029 | | | 4145103 | | |
| | Mrs. Shrikantadevi Radhakishan Damani | 458245 | | | 458245 | | |
| | Derive Trading and Resorts Private Limited | 2775000 | | | 0 | | |
| | Ms. Kirandevi Gopikishan Damani | 1825000 | | | 0 | | |
| | | <u>69556435</u> | <u>22.45</u> | <u>6955.64</u> | <u>65952509</u> | <u>21.28</u> | <u>6595.25</u> |
| 2. | EWS Finance & Investments Private Limited | 27643432 | 8.92 | 2764.34 | 27643432 | 8.92 | 2764.34 |
| 3. | Prince Holdings (Madras) Private Limited | 25993000 | 8.39 | 2599.30 | 25993000 | 8.39 | 2599.30 |
| 4. | Sri Saradha Logistics Private Limited (Formerly Trishul Investments Private Limited) | 20621843 | 6.65 | 2062.18 | 20621843 | 6.65 | 2062.18 |
| 5. | Mrs.Rupa Gurunath * | 19954024 | 6.44 | 1995.40 | 19954024 | 6.44 | 1995.40 |
| 6. | ELM Park Fund Limited | 17086746 | 5.51 | 1708.67 | 17361746 | 5.60 | 1736.17 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Shares held by promoters at the end of the year | | | | % Change during the year |
|---|---|-----------------|------------------|--------------------------|
| S. No | Promoter name | No. of Shares | %of total shares | |
| 1 | Mr. N.Srinivasan | 1124415 | 0.36 | - |
| 2 | Mrs. Chitra Srinivasan | 78580 | 0.03 | - |
| 3 | Mrs. Rupa Gurunath | 36440 | 0.01 | - |
| 4 | EWS Finance & Investments Private Limited | 27643432 | 8.92 | - |
| 5 | Prince Holdings (Madras) Private Limited | 25993000 | 8.39 | - |
| 6 | Anna Investments Private Limited | 13166625 | 4.25 | - |
| 7 | Mrs. Rupa Gurunath * | 19954024 | 6.44 | - |
| 8 | Mr. S.K.Asokh Baalaje | 59932 | 0.02 | - |
| | TOTAL | 88056448 | 28.42 | |

* Shares are held in the capacity of a Trustee for the shares held by the Whollyowned Subsidiaries in Trusts.

Terms / Rights / restrictions attached to shares:

The company has only one class of Equity share. Each share has a paid up value of ₹ 10/-. Every shareholder is entitled to one vote per share, except for the holders of Global Depository Shares, as given below:

During the year 2005-06, the company allotted 5,12,27,592 underlying equity shares of ₹ 10/- each represented by 2,56,13,796 Global Depository Shares (GDS) in the ratio of 2:1. Holders of these GDSs have no voting rights with respect to the Deposited shares.

During the previous year 2020-21, the company had declared and distributed a dividend of ₹ 1.00 per share.

The Board of Directors has recommended a dividend of ₹ 1.00 per share, for the year 2021-22, which is subject to the approval of the shareholders.

During the year 2017-18, pursuant to the Scheme of Amalgamation of Trinetra Cement Limited and Trishul Concrete Products Limited (Transferor Companies) with The India Cements Limited (Transferee Company) approved by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, vide its Order dated 20.04.2017, the Company has allotted, in June 2017, 9,73,544 equity shares of ₹ 10/- each fully paid-up to the eligible shareholders of Trinetra Cement Limited and erstwhile Trishul Concrete Products Limited.

Shares reserved for issue under Employee stock option scheme:

As recommended by the Compensation Committee, the Board of Directors has granted, as on 01.04.2017, 18,35,000 options to eligible employees under Employees Stock Option Scheme, 2016 (Scheme). The options granted under the Scheme got vested with the employees on 01.04.2018 and the vested options were to be exercised within one year from the date of vesting. On exercise of each option, one equity share of ₹ 10/- each fully paid-up were to be allotted at a price of ₹ 50/- per share, including a premium of Rs.40/- per share.

Out of the above, 17,45,000 Stock Options were vested on 01.04.2018 and the balance 90,000 Stock Options were cancelled. During the year 2018-19, all the 17,45,000 options were exercised by the Option holders and equal number of equity shares were allotted to them. Consequently the paid up equity share capital stands at ₹ 309.90 Crores.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| 17. OTHER EQUITY | | |
| (A) Other Equity attributable to Equity Shareholders of the Company | | |
| Capital Reserve | <u>16.17</u> | <u>16.17</u> |
| Capital Redemption Reserve | <u>3136.59</u> | <u>3136.59</u> |
| Securities Premium | | |
| Opening balance | <u>150331.18</u> | <u>150331.18</u> |
| Closing balance | <u>150331.18</u> | <u>150331.18</u> |
| General Reserve | | |
| Opening balance | 40493.75 | 37780.86 |
| Add : Additions during the year | 0.00 | 2712.89 |
| Less : Withdrawals | 0.00 | 0.00 |
| Closing balance | <u>40493.75</u> | <u>40493.75</u> |
| Instruments entirely Equity in Nature | <u>3794.70</u> | <u>3794.70</u> |
| Equity Component of Preference shares | | |
| Opening Balance | 893.95 | 0.00 |
| Add : Additions | 0.00 | 893.95 |
| Less : Deletion | <u>(893.95)</u> | <u>0.00</u> |
| Closing balance | <u>0.00</u> | <u>893.95</u> |
| Ind AS Transition Reserve (Other Free Reserve) | | |
| Opening Balance | <u>232408.26</u> | <u>232408.26</u> |
| Closing balance | <u>232408.26</u> | <u>232408.26</u> |
| Surplus in Profit & Loss account | | |
| Opening balance | 83837.54 | 67613.66 |
| Add: Profit/(Loss) after tax for the year | 7846.26 | 20676.43 |
| Sub total | <u>91683.80</u> | <u>88290.09</u> |
| Appropriations | | |
| Less: Dividend paid on Equity capital (Proposed in the previous year(s)) | 2899.42 | 1739.66 |
| Less: Transfer to General Reserve | 0.00 | 2712.89 |
| Sub total | <u>2899.42</u> | <u>4452.55</u> |
| Closing balance | <u>88784.38</u> | <u>83837.54</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| OTHER COMPREHENSIVE INCOME: | | |
| Opening Balance | | |
| Revaluation Surplus | 24982.18 | 24282.25 |
| Remeasurement of Defined Benefit Plans | (708.85) | (675.12) |
| Foreign Currency Translation | 363.51 | 182.56 |
| Share in Profit of Associates | 128.36 | (57.62) |
| Total Opening Balance | <u>24765.20</u> | <u>23732.07</u> |
| Other Comprehensive Income for the year | | |
| Items that will not be reclassified to Profit or Loss | | |
| Revaluation surplus | 19628.24 | 1865.39 |
| Income tax relating to Revaluation surplus | (118.59) | (470.88) |
| Remeasurement of Defined Benefit Plans | 96.33 | (54.56) |
| Income tax relating to Remeasurement of Defined Benefit Plans | (28.91) | 20.83 |
| Share in Profit of Associates | 131.32 | 253.39 |
| Total of Items that will not be reclassified to profit or loss | <u>19708.39</u> | <u>1614.17</u> |
| Items that will be reclassified to Profit or Loss | | |
| Foreign currency translation | 211.95 | 180.95 |
| Share in Profit of Associates | 238.06 | (67.41) |
| Income tax relating to Items that will be reclassified to Profit or Loss | 0.00 | 0.00 |
| Total of Items that will be reclassified to Profit or Loss | <u>450.01</u> | <u>113.54</u> |
| Total Other Comprehensive Income for the year | <u>20158.40</u> | <u>1727.71</u> |
| Less: Other Comprehensive Income for the year attributable to Non-controlling interest | 174.53 | 694.58 |
| Other Comprehensive Income for the year attributable to Equity shareholders of the company | <u>19983.87</u> | <u>1033.13</u> |
| Closing Balance | | |
| Revaluation Surplus | 44317.30 | 24982.18 |
| Remeasurement of Defined Benefit Plans | (641.43) | (708.85) |
| Foreign Currency Translation | 575.46 | 363.51 |
| Share in Profit of Associates | 497.74 | 128.36 |
| Total Closing Balance | <u>44749.07</u> | <u>24765.20</u> |
| Total Other Equity attributable to Equity Shareholders of the Company (I) | <u>563714.10</u> | <u>539677.34</u> |
| (B) Non Controlling Interest | | |
| Opening Balance | 6561.15 | 5622.80 |
| Add: Profit/ (Loss) | 872.81 | 240.56 |
| Add: Other Comprehensive Income/ (Loss) | 174.53 | 694.58 |
| Add:/ (Less): Impact on purchase of non-controlling interests | 26.11 | 3.21 |
| Total Non Controlling Interest (II) | <u>7634.60</u> | <u>6561.15</u> |
| Total - Other Equity (Including Non-Controlling Interest) ((I) + (II)) | <u>571348.70</u> | <u>546238.49</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| NON-CURRENT LIABILITIES | | |
| 18. LONG-TERM BORROWINGS | | |
| 1. Secured (Refer Note No.40) | | |
| a. Term Loans from Banks | 184830.62 | 182579.20 |
| b. Others | 993.87 | 5337.73 |
| 2. Unsecured others | 8038.96 | 11652.08 |
| 3. Debt component of Preference Shares | 0.00 | 189.87 |
| | <u>193863.45</u> | <u>199758.88</u> |
| 19. LEASE LIABILITIES-NON CURRENT | | |
| Lease Liability | <u>334.76</u> | <u>455.27</u> |
| 20 LONG-TERM PROVISIONS | | |
| Provision for Mines Refilling & Others | 6329.60 | 6329.60 |
| Provision for Unavailed leave | 1693.45 | 1821.00 |
| Provision for Gratuity and Superannuation | 10528.26 | 10162.90 |
| | <u>18551.31</u> | <u>18313.50</u> |
| 21 DEFERRED TAX LIABILITY (NET) | | |
| Deferred Tax Liability arising on account of timing differences on depreciation and others | 61472.17 | 59267.17 |
| Less: Deferred Tax Assets | 8392.34 | 3732.52 |
| Deferred Tax Liability (net) | <u>53079.83</u> | <u>55534.65</u> |
| 22 OTHER LONG-TERM LIABILITIES | | |
| Deposits | 5994.02 | 2966.39 |
| Trade deposits from Customers | 53313.37 | 0.00 |
| Deferred Income Liability (Sales Tax) | 3746.42 | 5469.31 |
| (Drawn to Statement of Profit & Loss - ₹ 1722.89 Lakhs (Previous year - ₹ 2068.82 Lakhs) | | |
| | <u>63053.81</u> | <u>8435.70</u> |

The Company with effect from January 2022 basing on trade terms with customers treated the Trade Deposit received from its customers as Non Current liability and accordingly the Trade Receivables as at March 31,2022 represent the gross amount receivable from its customers without adjustment of Trade Deposit. The corresponding figures for the previous year is after adjusting the Trade Deposit and hence not comparable with the figures as at March 31, 2022.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 | March 2021 |
|---|------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs |
| CURRENT LIABILITIES | | |
| 23 SHORT-TERM BORROWINGS | | |
| Secured: | | |
| (i) Loans Repayable on Demand: | | |
| - Cash Credit facilities from Banks | 57541.87 | 47224.24 |
| (ii) Current Maturities-Secured Loans-Banks | 48472.71 | 49274.52 |
| (iii) Current Maturities-Secured Loans-Others | 793.87 | 1743.87 |
| Unsecured: | | |
| (i) Loans repayable on Demand: | | |
| - Unsecured loans from Banks | 2500.00 | 0.00 |
| (ii) Current Maturities-Unsecured Loans-Others | 5386.53 | 5626.73 |
| | <u>114694.98</u> | <u>103869.36</u> |
| 23A LEASE LIABILITIES - CURRENT | | |
| Lease Liability | <u>164.15</u> | <u>229.93</u> |
| 24 TRADE PAYABLES | | |
| [A] Total Outstanding dues to Micro Enterprises & Small Enterprises: | | |
| (i) Creditors for Goods | 304.13 | 308.34 |
| | <u>304.13</u> | <u>308.34</u> |
| [B] Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises: | | |
| (i) Creditors for Goods | 42489.25 | 35950.26 |
| (ii) Acceptances | 45594.76 | 28501.02 |
| (iii) Other Trade Payables | 41259.36 | 32720.16 |
| (iv) Trade deposits from Customers | 0.00 | 10649.17 |
| | <u>129343.37</u> | <u>107820.61</u> |
| TOTAL | <u>129647.50</u> | <u>108128.95</u> |

₹ Lakhs

| Trade Payables Ageing Schedule | | March 2022 | | | | |
|--------------------------------|------------------------|--|-------------|-------------|----------------------|-----------|
| | | Outstanding for following periods from due date of payment | | | | |
| Particulars | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | Total |
| (i) | MSME | 304.13 | - | - | - | 304.13 |
| (ii) | Others | 127101.84 | 1182.71 | 194.86 | 863.96 | 129343.37 |
| (iii) | Disputed dues - MSME | - | - | - | - | - |
| (iv) | Disputed dues - Others | - | - | - | - | - |
| | Total | 127405.97 | 1182.71 | 194.86 | 863.96 | 129647.50 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

₹ Lakhs

| Trade Payables Ageing Schedule | | March 2021 | | | | |
|--------------------------------|------------------------|--|---------------|---------------|----------------------|------------------|
| | | Outstanding for following periods from due date of payment | | | | |
| Particulars | | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | More than 3 Years | Total |
| (i) | MSME | 308.34 | - | - | - | 308.34 |
| (ii) | Others | 106756.48 | 204.87 | 109.76 | 749.50 | 107820.61 |
| (iii) | Disputed dues - MSME | - | - | - | - | - |
| (iv) | Disputed dues - Others | - | - | - | - | - |
| | Total | 107064.82 | 204.87 | 109.76 | 749.50 | 108128.95 |

| | March 2022 | March 2021 |
|--|------------------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs |
| 25 OTHER FINANCIAL LIABILITIES | | |
| (i) Interest accrued but not due on borrowings | 338.43 | 979.79 |
| (ii) Creditors Capital goods | 1044.11 | 1272.43 |
| (iii) Other Liabilities | 6296.77 | 6252.92 |
| (iv) Dividend payable | 57.85 | 50.11 |
| (v) Unpaid matured deposits and Interest accrued thereon | 0.06 | 5.29 |
| | <u>7737.22</u> | <u>8560.54</u> |
| 26 SHORT TERM PROVISIONS | | |
| Unpaid Dividend (Provision) | 17.94 | 17.94 |
| Provision for Unavailed leave | 2011.12 | 1490.89 |
| Provision for Gratuity and Superannuation | 2335.49 | 2035.53 |
| | <u>4364.55</u> | <u>3544.36</u> |
| 27 CURRENT TAX LIABILITIES | | |
| Provision for Income Tax (net) | <u>242.89</u> | <u>131.60</u> |
| 28 OTHER CURRENT LIABILITIES | | |
| Customer Credit Balances | 7975.02 | 13793.31 |
| Other Current Liabilities - Others | 8248.63 | 11010.50 |
| | <u>16223.65</u> | <u>24803.81</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|------------------|--------------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 29. REVENUE FROM OPERATIONS | | | | |
| Sales | | 454792.95 | | 431106.12 |
| Government Incentive on Sales Tax / GST (Refer Note No. 41.8) | | 4.87 | | 4.87 |
| Other Operating Revenues: | | | | |
| Freight Earnings from Ships | | 3269.02 | | 2672.88 |
| Income from Gas Power Plant | | 10126.96 | | 6767.55 |
| Value of Power Generated from Wind Farms | | 1478.85 | | 1310.46 |
| Income from Thermal Power Plant | | 0.00 | | 0.00 |
| Income from Ready Mix Concrete | | 11562.59 | | 8569.31 |
| Income from Construction and Infrastructure Projects | | 35.06 | | 596.00 |
| Trade Sales | | 4564.70 | | 27.78 |
| Revenue from Operations | | <u>485835.00</u> | | <u>451054.97</u> |
| 30. OTHER INCOME | | | | |
| Dividend Income | 9.58 | | 1.23 | |
| Interest Income (Refer Note No. 35) | 1152.56 | | 2199.27 | |
| Gain on Sale of Investments/Fair value through Profit and Loss | 249.24 | | 977.49 | |
| Other Non-Operating Income | | 1411.38 | | 3177.99 |
| Rent Recovery | | 26.42 | | 22.46 |
| Profit on Sale of Assets | | 136.77 | | 232.88 |
| Foreign Exchange translation difference | | 0.46 | | 59.92 |
| Miscellaneous Income | | 863.63 | | 551.75 |
| Total Other Income | | <u>2438.66</u> | | <u>4045.00</u> |
| 31. COST OF MATERIALS CONSUMED | | | | |
| Raw Material Consumed: | | | | |
| Opening Stock | | 9454.41 | | 6575.04 |
| Add: Purchases | 56041.54 | | 52704.58 | |
| Own Quarrying (Net) (Refer Note No.41.5(a)) | 26407.67 | 82449.21 | 23373.70 | 76078.28 |
| Less: Closing Stock | | 9150.11 | | 9454.41 |
| Total Raw Materials Consumed | | <u>82753.51</u> | | <u>73198.91</u> |
| 32. PURCHASES OF TRADED STOCK | | | | |
| Trade Purchases | | <u>3765.72</u> | | <u>15.75</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|-----------|--------------------------|----------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 33. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS | | | | |
| Opening Stock : | | | | |
| Work-in-Process | 1311.98 | | 1585.16 | |
| Semi-finished Goods | 5982.29 | | 10301.27 | |
| Finished Goods | 3598.03 | | 5895.12 | |
| Stock-in-Trade | 36.31 | | 41.56 | |
| Construction & Infrastructure - Projects-in-Progress | 249.11 | 11177.72 | 1023.67 | 18846.78 |
| Closing Stock : | | | | |
| Work-in-Process | 2004.94 | | 1311.98 | |
| Semi-finished Goods | 7592.54 | | 5982.29 | |
| Finished Goods | 4120.90 | | 3598.03 | |
| Stock-in-Trade | 36.31 | | 36.31 | |
| Construction & Infrastructure - Projects-in-Progress | 249.11 | 14003.80 | 249.11 | 11177.72 |
| Total (Increase)/Decrease in stock | | (2826.08) | | 7669.06 |
| 34. EMPLOYEE BENEFITS EXPENSE | | | | |
| (a) Employees Other than Directors: | | | | |
| Salaries, Wages and Bonus | | 27131.38 | | 26284.56 |
| Contribution to Provident Fund | | 1213.46 | | 1202.27 |
| Gratuity | | 382.51 | | 611.73 |
| Superannuation | | 657.56 | | 857.23 |
| Employees' Provident Fund and Administration Charges | | 55.48 | | 52.97 |
| Employees' State Insurance Scheme | | 31.69 | | 24.24 |
| Workmen and Staff Welfare Expenses | | 3690.03 | | 2814.31 |
| Unavailed leave (Refer Note No. 41.18) | | 241.37 | | 414.87 |
| Subtotal | | 33403.48 | | 32262.18 |
| (b) Directors: | | | | |
| Directors' Remuneration | | | | |
| Managing Director : | | | | |
| Salary | 56.31 | | 600.00 | |
| HRA | 57.69 | | 180.00 | |
| Contribution to Provident Fund | 72.00 | | 72.00 | |
| Contribution to Gratuity and Superannuation funds | 115.00 | | 115.00 | |
| Commission | 0.00 | | 150.00 | |
| Others | 10.28 | 311.28 | 8.66 | 1125.66 |

(During FY-2021-22, Managerial Remuneration to Managing Director has been restricted to limits permitted under the Companies Act, 2013)

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|-----------|--------------------------|-----------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| Wholetime Director: | | | | |
| Salary | 180.00 | | 180.00 | |
| HRA | 54.00 | | 54.00 | |
| Contribution to Provident Fund | 21.60 | | 21.60 | |
| Contribution to Gratuity and Superannuation funds | 34.50 | | 34.50 | |
| Commission | 0.00 | | 100.00 | |
| Others | 0.00 | 290.10 | 2.15 | 392.25 |
| Director's Remuneration -Total | | 601.38 | | 1517.91 |
| Total Employee benefits expense (a+b) | | 34004.86 | | 33780.09 |
| 35. FINANCE COSTS | | | | |
| Interest expense | | 21391.29 | | 27030.41 |
| [Net of Deferred Income Liability - ₹ 1722.89 Lakhs (Previous Year - ₹ 2068.82 Lakhs)] | | | | |
| Other borrowing costs | | (2596.69) | | 70.88 |
| Net of Interest debited to Associates & Others ₹ 12772.75 Lakhs (Previous year ₹ 9066.33 Lakhs) | | | | |
| Loss on Foreign currency transactions and translations | | 971.04 | | 0.00 |
| | | 19765.64 | | 27101.29 |
| 36. MANUFACTURING AND OTHER OPERATING EXPENSES | | | | |
| Stores Consumed | | 4549.68 | | 4063.06 |
| Power and Fuel *** | | 154726.60 | | 106136.18 |
| Repairs & Maintenance | | | | |
| 1. Building | 211.01 | | 41.79 | |
| 2. Machinery | 5422.01 | | 7345.88 | |
| 3. Others | 1786.77 | 7419.79 | 288.17 | 7675.84 |
| Agency and Port Expenses | | 20.28 | | 48.07 |
| Construction Costs | | 0.00 | | 458.37 |
| | | 166716.35 | | 118381.52 |

*** Break up of Thermal Power cost
captively consumed

| Description | March 2022 | March 2021 |
|------------------|-----------------|-----------------|
| Power & Fuel | 18680.90 | 20985.63 |
| Stores & Spares | 378.56 | 469.47 |
| Salaries & Wages | 1207.83 | 1144.71 |
| Overheads | 162.70 | 134.64 |
| Depreciation | 3889.69 | 4180.79 |
| Total | 24319.68 | 26915.24 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|------------------|--------------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 37. ADMINISTRATION AND OTHER CHARGES | | | | |
| Insurance and P&I Charges | | 1502.22 | | 1031.62 |
| Rent | | 66.61 | | 64.89 |
| Rates and Taxes | | 1080.44 | | 1073.33 |
| Printing and Stationery | | 180.94 | | 147.56 |
| Postage, Telephones and Telegrams | | 371.02 | | 305.65 |
| Other Administration Expenses | | 11219.09 | | 7952.61 |
| Legal Fees | | 293.54 | | 246.42 |
| Directors' Sitting Fees | | 38.90 | | 33.88 |
| Audit Expenses: | | | | |
| Audit Fees | 82.77 | | 80.34 | |
| Cost Audit Fees | 20.00 | | 20.00 | |
| Certifications/Others | 18.94 | | 12.00 | |
| Tax Audit/Other Services | 0.00 | | 14.00 | |
| Travel/out of pocket expenses | 6.62 | 128.33 | 1.78 | 128.12 |
| Loss on sale of assets | | 126.28 | | 815.95 |
| Diminution in value of Investments (FVTPL) | | 0.00 | | 737.46 |
| Provision for Doubtful Debts / Advances | | 218.99 | | 2639.42 |
| | | <u>15226.36</u> | | <u>15176.91</u> |
| 38. SELLING AND DISTRIBUTION EXPENSES | | | | |
| Packing Charges | | 19755.64 | | 17126.61 |
| Freight outwards | | 98836.43 | | 90467.42 |
| Handling | | 7772.44 | | 6484.23 |
| Advertisement | | 1645.85 | | 1059.32 |
| Others | | 9110.82 | | 8444.56 |
| | | <u>137121.18</u> | | <u>123582.14</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | April 2021 to March 2022 | | April 2020 to March 2021 | |
|--|--------------------------|---------------|--------------------------|---------------|
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs |
| 39. DONATIONS | | | | |
| The India Cements Educational Society | | 30.00 | | 30.00 |
| Contribution to Electoral Bonds | | 400.00 | | 0.00 |
| CMPRF of Tamil Nadu and Andhra Pradesh | | 0.00 | | 350.00 |
| Others | | 217.27 | | 88.69 |
| | | <u>647.27</u> | | <u>468.69</u> |

Corporate Social Responsibility (CSR) Expenditure:

CSR Expenditure included in Donation

| | | |
|--|---------------|---------------|
| Donation - Including Contribution to The India Cements Education Society / Trust | 90.25 | 93.20 |
| CSR expenditure included in administration and other charges | 225.20 | 224.66 |
| Total CSR expenditure incurred | <u>315.45</u> | <u>317.86</u> |
| CSR Expenses Required to be spent as per Section 135 of Companies Act, 2013 | <u>262.08</u> | <u>133.66</u> |
| Spent towards construction of Asset | 52.42 | 78.06 |
| Others | 263.03 | 239.77 |

40. SECURITY FOR BORROWINGS

| Break up of Borrowings | Non Current Maturities | | Current Maturities | | Total | | Repayment Schedule |
|--------------------------------------|------------------------|------------|--------------------|------------|------------|------------|--------------------|
| | March 2022 | March 2021 | March 2022 | March 2021 | March 2022 | March 2021 | |
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | |
| (a) Term Loans: | | | | | | | |
| (i) Secured loans from Banks: | | | | | | | |
| 1 IDBI Bank Ltd | 23625.00 | 25725.00 | 2100.00 | 1800.00 | 25725.00 | 27525.00 | Quarterly |
| 2 ICICI Bank Ltd | 12007.11 | 13046.89 | 808.71 | 693.17 | 12815.82 | 13740.06 | Quarterly |
| 3 State Bank of India | 16520.75 | 17883.20 | 1050.00 | 900.00 | 17570.75 | 18783.20 | Quarterly |
| 4 Union Bank Of India | 16302.43 | 17713.97 | 1050.00 | 950.00 | 17352.43 | 18663.97 | Quarterly |
| 5 Central Bank of India | 16539.25 | 17918.44 | 1050.00 | 900.00 | 17589.25 | 18818.44 | Quarterly |
| 6 ICICI Bank Ltd | 1181.67 | 3548.83 | 2367.60 | 2367.60 | 3549.27 | 5916.43 | Quarterly |
| 7 Kotak Mahindra Bank Ltd. | 0.00 | 0.00 | 0.00 | 125.29 | 0.00 | 125.29 | Monthly |
| 8 HDFC Bank Ltd | 0.00 | 0.00 | 3541.30 | 731.22 | 3541.30 | 731.22 | Quarterly |
| 9 Axis Bank Ltd | 0.00 | 10000.00 | 0.00 | 5000.00 | 0.00 | 15000.00 | Quarterly |
| 10 Yes Bank Ltd | 16000.00 | 17600.00 | 1600.00 | 1600.00 | 17600.00 | 19200.00 | Quarterly |
| 11 HDFC Bank Ltd | 3302.78 | 5602.80 | 2300.00 | 2300.00 | 5602.78 | 7902.80 | Quarterly |
| 12 Kotak Mahindra Bank Ltd. | 612.38 | 4362.54 | 3739.32 | 3739.32 | 4351.70 | 8101.86 | Monthly |
| 13 ICICI Bank Ltd | 0.00 | 10245.67 | 10245.70 | 7367.52 | 10245.70 | 17613.19 | Quarterly |
| 14 ICICI Bank Ltd | 0.00 | 6081.38 | 6055.36 | 8898.77 | 6055.36 | 14980.15 | Quarterly |
| 15 ICICI Bank Ltd | 0.00 | 10484.86 | 0.00 | 766.48 | 0.00 | 11251.34 | Quarterly |
| 16 Indian Bank | 0.00 | 14138.04 | 0.00 | 1570.92 | 0.00 | 15708.96 | Quarterly |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

SECURITY FOR BORROWINGS (Contd.)

| Break up of Borrowings | Non Current Maturities | | Current Maturities | | Total | | Repayment Schedule |
|--|------------------------|------------------|--------------------|------------------|------------------|------------------|--------------------|
| | March 2022 | March 2021 | March 2022 | March 2021 | March 2022 | March 2021 | |
| | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | ₹ Lakhs | |
| 17 Union Bank of India | 0.00 | 166.68 | 222.23 | 722.28 | 222.23 | 888.96 | Monthly |
| 18 State Bank of India | 0.00 | 196.90 | 280.21 | 1083.55 | 280.21 | 1280.45 | Monthly |
| 19 Indian Bank | 0.00 | 5750.00 | 0.00 | 2300.00 | 0.00 | 8050.00 | Quarterly |
| 20 Indian Bank | 0.00 | 2090.90 | 0.00 | 4181.80 | 0.00 | 6272.70 | Quarterly |
| 21 Indian Bank | 0.00 | 909.10 | 909.10 | 1818.20 | 909.10 | 2727.30 | Quarterly |
| 22 Kotak Mahindra Bank Ltd. | 3804.46 | 0.00 | 1201.68 | 0.00 | 5006.14 | 0.00 | Monthly |
| 23 IDFC First Bank Ltd | 5625.00 | 0.00 | 1125.00 | 0.00 | 6750.00 | 0.00 | Quarterly |
| 24 HDFC Bank Ltd | 10938.75 | 0.00 | 3436.50 | 0.00 | 14375.25 | 0.00 | Quarterly |
| 25 ICICI Bank Ltd | 20500.00 | 0.00 | 4500.00 | 0.00 | 25000.00 | 0.00 | Quarterly |
| 26 State Bank of India | 28367.62 | 0.00 | 600.00 | 0.00 | 28967.62 | 0.00 | Quarterly |
| 27 Axis Bank Ltd | 10473.17 | 0.00 | 750.00 | 0.00 | 11223.17 | 0.00 | Quarterly |
| Less : Prorata Processing Fee | (969.75) | (886.00) | (460.00) | (541.60) | (1429.75) | (1427.60) | |
| Total Secured Loans from Banks | 184830.62 | 182579.20 | 48472.71 | 49,274.52 | 233303.33 | 231853.72 | |
| (ii) Secured loans from Others: | | | | | | | |
| 28 IFCI Ltd | 0.00 | 3750.00 | 0.00 | 750.00 | 0.00 | 4500.00 | Quarterly |
| 29 HDFC Ltd. | 1000.00 | 1600.00 | 800.00 | 1000.00 | 1800.00 | 2600.00 | Quarterly |
| Less : Prorata Processing Fee | (6.13) | (12.27) | (6.13) | (6.13) | (12.26) | (18.40) | |
| Total Secured Loans from Others | 993.87 | 5337.73 | 793.87 | 1743.87 | 1787.74 | 7081.60 | |
| Total Secured long term borrowings | 185824.49 | 187916.93 | 49266.58 | 51018.39 | 235091.07 | 238935.32 | |
| (iii) Unsecured loans from Banks: | | | | | | | |
| IDBI Bank Ltd | 0.00 | 0.00 | 2500.00 | 0.00 | 2500.00 | 0.00 | Quarterly |
| Total Unsecured Loans from Banks | 0.00 | 0.00 | 2500.00 | 0.00 | 2500.00 | 0.00 | |
| (iv) Unsecured loans from Others: | | | | | | | |
| Interest free Sales Tax Deferral Loans - Total Liability | 11785.38 | 17121.40 | 5336.02 | 5576.22 | 17121.40 | 22697.62 | Annually |
| Ind As 20 - Adjustments on Government Grant on above (Refer Balance Sheet Note No. 22) | (3746.42) | (5469.32) | 0.00 | 0.00 | (3746.42) | (5469.32) | |
| Preference capital | 0.00 | 189.87 | 0.00 | 0.00 | 0.00 | 189.87 | |
| Others | 0.00 | 0.00 | 50.51 | 50.51 | 50.51 | 50.51 | |
| Total Unsecured Loans from Others | 8038.96 | 11841.95 | 5386.53 | 5626.73 | 13425.49 | 17468.68 | |
| Total Unsecured Long term Borrowings | 8038.96 | 11841.95 | 7886.53 | 5626.73 | 15925.49 | 17468.68 | |
| SECURED | | | | | | | |
| [b] Cash Credit Facilities and other Working Capital Loans from Scheduled Banks | | | | | | | |
| 1. Holding Company | 0.00 | 0.00 | 57136.76 | 46364.01 | 57136.76 | 46364.01 | Annually |
| 2. Subsidiary | 0.00 | 0.00 | 405.11 | 860.23 | 405.11 | 860.23 | Annually |
| Total | 0.00 | 0.00 | 57541.87 | 47224.24 | 57541.87 | 47224.24 | |
| Total term Liabilities including Current Maturities as per Notes to Balance Sheet | 193863.45 | 199758.88 | 114694.98 | 103869.36 | 308558.43 | 303628.24 | |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

SECURITY CLAUSE FOR BORROWINGS

As on 31-03-2022

- > Items (a) (i) 1 to 5 are secured by way of first pari passu Charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (a) (i) 6,13,14 & 25 are secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (a) (i) 10 & 21 are secured by way of an first pari passu Charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (a) (i) 12 & 22 are secured by way of an exclusive Charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (a) (i) 8 & 24 are secured by way of pari passu Charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (a) (i) 27 is secured by way of an exclusive first Charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (a) (i) 11 & 26 are secured by way of first pari passu Charge on both immovable and movable fixed assets, of Dalavoi Cement Plant of the Company
- > Items (a) (i) 23 is exclusive charge on land admeasuring 100.890 acres situated at Thalajyuthu Village in Manur Taluk, Tirunelveli District, Tamilnadu identified with certain specific survey numbers.
- > Items (a) (i) 17 ,18 & (b) 1 The Working Capital Facilities availed by the Company, are secured by Firtst Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari Passu Charge on the movable properties (other than Current Assets),ranking after the charges created / to be created in favour of the Term Lenders.
- > Item (a) (ii) 29 is secured by way of mortgage of a property owned by an associate company.
- > Item (b) 2 The working capital facilities of Coromandel Electric Company Limited is secured by first Charge on the current assets and second Charge on the fixed assets of the said Company.

As on 31-03-2021

- > Items (a) (i) 1 to 5 were secured by way of first pari passu Charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (a) (i) 6,13,14 & 15 were secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (a) (i) 10, 20 & 21 were secured by way of an first pari passu charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (a) (i) 7 & 12 were secured by way of an exclusive Charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (a) (i) 8 was secured by way of pari passu Charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (a) (i) 9 was secured by way of an exclusive first Charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (a) (i) 11, 19 were secured by way of first pari passu Charge on both immovable and movable fixed assets, of Dalavoi Cement Plant of the Company
- > Items (a) (i) 16 was secured by way of first pari passu Charge on immovable and movable fixed assets, of Chennai Grinding Unit of the Company
- > Items (a) (i) 17, 18 & (b) 1 The Working Capital Facilities availed by the Company, were secured by Firtst PariPassu Charge on the Current Assets of the Cement Business of the Company and by Second Pari Passu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders
- > Items (a) (ii) 28 was exclusive Charge on land admeasuring 103.33 acres out of total of area of 106.91 acres situated at Naranammalpuram, Tirunelveli Taluk and District, Tamilnadu identified with certain specific survey numbers.
- > Item (a) (ii) 29 is secured by way of mortgage of a property owned by an associate company.
- > Item (b) 2 The working capital facilities of Coromandel Electric Company Limited is secured by first Charge on the current assets and second Charge on the fixed assets of the said Company.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| 41.1 Estimated amounts of contracts for Capital Expenditure and Commitments (Net of Advances) | 12936.23 | 13228.28 |
| 41.2 Monies for which the company is contingently Liable: | | |
| a. Guarantees to Banks (including guarantees given on behalf of Subsidiaries and Associates) | 14000.00 | 14000.00 |
| b. Unpaid demands under dispute | | |
| i) Central Excise & Service Tax | 19448.12 | 18528.86 |
| ii) Sales Tax and Value Added Tax | 3359.51 | 3493.92 |
| iii) Customs Duty | 6428.48 | 6428.41 |
| iv) Income Tax * | 1900.87 | 1900.87 |
| <p>* For AY 2016-17 appellate orders have been received in favour of the Company and the rectification orders are awaited on account of COVID-19 lock down. Once the above rectification orders are given effect, the demands will be reduced by ₹ 7771.06 Lakhs and hence current year Income Tax demands do not include the said amounts.</p> <p>The above includes Contingent liability pertaining to Raasi Cement Ltd. (Residuary Co.) for Sales Tax, Income tax and Central Excise aggregating to ₹ 2,249.46 Lakhs (Previous Year ₹ 2,249.46 Lakhs)</p> | | |
| c. Amount paid towards disputed CENVAT / Customs / Sales Tax Claims pending in different stages of appeal. Management is of the opinion that these are recoverable at values stated. | 1319.96 | 1319.96 |
| d. Contingent Liability on account of Show cause Notices issued by Excise & other tax authorities (other than (b) & (c) mentioned above) | 8088.48 | 15131.37 |
| e. Other claims against the Company not acknowledged as Debts | 40055.72 | 33975.94 |
| f. The Competition Commission of India (CCI) vide its Order dated 31.08.2016 imposed a penalty of ₹ 187.48 Crores on the Company. The Company filed an appeal before COMPAT (Now called NCLAT). The COMPAT in its interim order directed the Company to pay 10% of the penalty amount (₹ 18.75 Crores) before granting stay which was deposited by the Company. NCLAT vide its order dated 25.07.2018 dismissed the appeal filed by the Company. Against this the Company has filed an appeal in the Supreme Court challenging the NCLAT order and the Supreme Court vide its Order dated 5-10-2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Based on the merits of the matter, as advised by legal experts the management is of the opinion that has just and reasonable grounds to defend its case accordingly no provision is considered necessary for the same. | | |
| 41.3 As at Balance Sheet date, amounts aggregating to ₹ 304.13 Lakhs were due to Micro and Small Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 (as per the definition prior to the amendment 2020). | | |
| (a) The principal amount remaining unpaid to any supplier at the end of each accounting year; | 304.13 | 308.34 |
| (b) The interest payable thereon on (a) | 0.00 | 0.03 |
| (c) The amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the due date (as per PO or 45 days whichever is earlier) during each accounting year; | 295.38 | 525.45 |
| (d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | 6.21 | 11.54 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 | March 2021 |
|--|------------------|------------------|
| | ₹ Lakhs | ₹ Lakhs |
| (e) The amount of interest accrued and remaining unpaid at the end of each accounting year | 73.46 | 67.25 |
| (f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | 6.21 | 11.57 |
| The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company and the same has been relied upon by the auditors. | | |
| 41.4 Note on PMLA. | | |
| The Authorities during the year 2015 have issued an attachment notice under the Prevention of Money Laundering Act, 2002 (PMLA) attaching certain assets of the Company for an aggregate value of ₹ 120.34 Crores. The Company filed an appeal against the order of the adjudicating authority specified under PMLA. The matter is currently sub judice. | | |
| Details of Assets given below: | | |
| a) 886 Sq yards plot with 8000 sq.ft building - Punjagutta, Somajiguda circle, Hyderabad | 211.89 | 211.89 |
| b) 245.86 Acres of Land - Konauppalapadu Village, Yadki Mandal, Anantapur Dist. | 122.93 | 122.93 |
| c) 10,00,000 9% Non-Convertible Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.* | 1000.00 | 1000.00 |
| d) 20,32,260 Convertible Debentures of Coromandel Sugars Ltd. | 2032.26 | 2032.26 |
| e) 86,67,097 9% Non-convertible Non-Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.* | 8667.10 | 8667.10 |
| * Not withstanding merger of Trinetra Cement Ltd. with the company, as per the order of NCLT, read with order of High Court of Madras, to the extent of security referred above continues to be held by the company in Trinetra Cement Ltd. | | |
| 41.5 [a] Raw Materials consumed: | | |
| Own Quarrying includes: | | |
| (i) Salaries & Wages | 2271.79 | 2296.56 |
| (ii) Stores Consumed | 3903.51 | 3325.33 |
| (iii) Royalty | 10325.67 | 9515.97 |
| [b] Total Consumption of Stores and Spares during the year, including used in own quarrying; Captive Power generation and Repairs & Maintenance | 16346.68 | 15172.44 |
| 41.6 Repairs and maintenance includes Stores & Spares | 5117.16 | 5551.64 |
| 41.7 Detailed Information of goods Sold during the Reporting Period: | | |
| 1 CEMENT: | | |
| (a) Sales – Value of Cement | 445416.94 | 413987.72 |
| Value of White Cement | 9376.01 | 17118.40 |
| | <u>454792.95</u> | <u>431106.12</u> |
| (b) Sales - Value of Ready Mix Concrete | 11562.59 | 8569.31 |
| 2 TEXTILES: | | |
| (a) Sales Value Home Textiles | 7.27 | 5.38 |
| (b) Sale Value Non Textiles | 20.29 | 19.25 |
| 3 ELECTRICITY: | | |
| Sale Value | 10126.96 | 6767.55 |
| 4 Sale of Coal | Nil | Nil |
| 5 Real Estate | 35.06 | 596.01 |
| 6 Construction and Infrastructure Projects | Nil | Nil |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 | March 2021 |
|---|-----------------|-----------------|
| | ₹ Lakhs | ₹ Lakhs |
| 41.8 Government Subsidy: | | |
| Trinetra Cements limited (TCL), a company since merged with The India Cements Limited (the company or ICL) located in Banswara District, Rajasthan, was sanctioned the eligibility for Incentives under the Rajasthan Investment Promotion Scheme of Government of Rajasthan (RIPS-2010). | | |
| Consequent to the merger of TCL with the company, the incentive scheme eligible to TCL was required to be extended to the amalgamated company (ICL) in respect of which necessary applications were made to the competent authorities seeking the change of beneficiary name from TCL to the Company (vide representations dated 30-06-2017 and 18-07-2018). | | |
| The request of the company was considered by State level Empowered Committee (SEC) from time to time which has recommended the request for further approvals from relevant departments. Whereas the Department of Mines of Government of Rajasthan was evaluating the applicability of levy of transfer charges on the mining leases from TCL to the Company. The said issue of levy of Transfer Charges on the transfer of Mining Leases from TCL to the Company has become infructuous by virtue of an amendment effective (MMDR Amendment Act, 2021) dated 28-03-2021. | | |
| Pursuant to the above the Company has reiterated its claim for the release of incentive due from Government of Rajasthan which is currently under active consideration of the authorities and the company is confident of realizing the entire amount of incentive accrued amounting to ₹ 3,260.33 Lakhs (being incentive eligible upto March 2021). As a matter of prudence the Company's entitlement of incentive for the year 2020-2022 amounting to ₹ 1365.54 Lakhs has not been considered as income pending realisation of arrears. | | |
| Investment Subsidy - Maharashtra | | |
| Sales revenue includes ₹ 4.87 Lakhs (as at 31 st March 2021 ₹ 4.87 Lakhs) representing subsidy offered by Government of Maharashtra for Sales Tax Incentive Scheme. | | |
| 41.9 Expenditure in Foreign Currency (on accrual basis): | | |
| Consultancy Fee* | 351.76 | 302.68 |
| Travel Expenses and Others* | 1256.72 | 23.12 |
| * Excludes import of goods | | |
| 41.10 Details of Raw Materials consumed: | | |
| Quantity in Tonnes:- | | |
| Limestone | 9579743 | 8426700 |
| Gypsum | 930150 | 1032542 |
| Others | 2655810 | 2615148 |
| Value:- | | |
| Limestone | 31283.17 | 24624.46 |
| Gypsum | 11289.96 | 10601.04 |
| Others | 28647.16 | 31443.81 |
| Freight on Inter Unit Transfer of Clinker | 7266.73 | 3480.85 |
| Total | <u>78487.02</u> | <u>70150.16</u> |
| 41.11 Auditors Remuneration: | | |
| (a) Statutory Auditors: | | |
| Audit fees | 82.77 | 80.34 |
| Tax Audit fees | 0.00 | 14.00 |
| Fees for Other Services | 18.94 | 12.00 |
| Expenses reimbursed | 6.62 | 1.78 |
| (b) Cost Auditors: | | |
| Audit Fees | 20.00 | 20.00 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| 41.12 Earnings Per Share | | |
| A. Basic Earnings Per Share | | |
| Profit / (Loss) for the year attributable to the shareholders | 27830.13 | 21709.56 |
| Weighted average no. of ordinary shares for Basic EPS | 309896936 | 309896936 |
| Basic EPS | 8.98 | 7.01 |
| B. Diluted Earnings Per Share | | |
| Profit / (Loss) for the year attributable to the shareholders | 27830.13 | 21709.56 |
| Weighted average no. of ordinary shares for Diluted EPS | 309896936 | 309896936 |
| Diluted EPS | 8.98 | 7.01 |

41.13 (a) Related Party Disclosures:

(A) Names of the related parties and the nature of the relationship:

- (i) Associate Companies:
 - Raasi Cement Limited, India
 - Coromandel Sugars Limited, India
 - India Cements Capital Limited, India
 - Unique Receivable Management Private Limited, India
 - PT. Mitra Setia Tanah Bumbu, (MSTB) Indonesia
- (ii) Key Management personnel [KMP]:
 - Sri. N.Srinivasan – Vice Chairman & Managing Director
 - Smt.Rupa Gurunath - Wholetime Director
 - Smt.Chitra Srinivasan, Director
 - Sri.Christopher Jebakumar - IDBI Bank Limited, Nominee Director (w.e.f. 03.04.2021)
 - Smt.Nalini Murari Ratnam - LIC Nominee Director
 - Sri.S Balasubramanian Adityan, Director
 - Sri.V Ranganathan, Director
 - Smt.Lakshmi Aparna Sreekumar, Director
 - Smt.Sandhya Rajan, Director
 - Sri. Basavaraju, Director
 - Sri. Krishna Prasad Nair, Director
 - Sri. T.S.Raghupathy, Director
 - Sri. Skandan K, Director
 - Sri.Sanjay Shantilal Patel, Director (w.e.f. 03.04.2021)
- (iii) Enterprise in which Key Management personnel [KMP] is interested:
 - Krishna Mines
- (iv) Post employment benefit plan trust:
 - India Cements Gratuity Fund
 - The India Cements Employees Provident Fund, Chilamkur
 - The India Cements Employees Provident Fund, Yerraguntla

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| (B) Transactions with Associate Companies during the year: | | |
| Associates: | | |
| Sale of Goods | | |
| Coromandel Sugars Limited | 5.04 | 2.80 |
| Purchase of Goods | | |
| Coromandel Sugars Limited | 0.00 | 35.89 |
| Receiving of Services | | |
| India Cements Capital Limited | 266.75 | 26.74 |
| Interest on Advances | | |
| India Cements Capital Limited | 42.18 | 38.77 |
| Coromandel Sugars Limited | 663.20 | 603.58 |
| | 705.38 | 642.35 |
| Finance cost on Guarantees: | | |
| Coromandel Sugars Limited | 82.50 | 82.50 |
| Transaction in which KMP is interested: | | |
| Krishna Mines (Purchase of Raw Material) | 505.75 | 0.00 |
| Remuneration to KMP | | |
| Sri. N.Srinivasan – Vice Chairman & Managing Director | 311.28 | 1125.66 |
| Smt.Rupa Gurunath - Wholetime Director | 290.10 | 392.25 |
| | 601.38 | 1517.91 |
| Disclosure of Key Managerial Personnel compensation in total and for each of the following categories: | | |
| Short Term employment benefits | 358.28 | 1274.81 |
| Post employment benefits | 243.10 | 243.10 |
| Total | 601.38 | 1517.91 |
| During the financial year 2021-2022, Managerial Remuneration to Managing Director has been restricted to limits permitted under the Companies Act, 2013. | | |
| Sitting Fee paid to Directors: | | |
| IDBI Bank Limited, For Nominee Director | 2.50 | 2.50 |
| LIC, For Nominee Director | 0.00 | 2.00 |
| Smt.Chitra Srinivasan | 2.50 | 2.50 |
| Sri.Basavaraju | 2.90 | 2.90 |
| Sri.S Balasubramanian Adityan | 4.30 | 4.75 |
| Sri. V Ranganathan | 3.25 | 3.95 |
| Smt.Lakshmi Aparna Sreekumar | 5.10 | 5.00 |
| Smt.Sandhya Rajan | 4.90 | 5.15 |
| Sri.Krishna Prasad Nair | 2.70 | 2.70 |
| Sri.T.S.Raghupathy, Director | 2.60 | 1.45 |
| Smt.Nalini Murari Ratnam, LIC Nominee Director | 2.50 | 0.50 |
| Sri. K. Skandan | 2.70 | 0.50 |
| Sri.Sanjay Shantilal Patel (w.e.f. 03.04.2021) | 2.95 | 0.00 |
| | 38.90 | 33.90 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| Dividends paid to KMP / Directors: | | |
| Sri. N.Srinivasan – Vice Chairman & Managing Director | 11.24 | 6.75 |
| Smt.Rupa Gurunath - Wholetime Director | 0.36 | 0.22 |
| Smt.Chitra Srinivasan - Director | 0.79 | 0.47 |
| Sri.S Balasubramanian Adityan - Director | 0.24 | 0.15 |
| Sri.T.S.Raghupathy - Director | 1.33 | - |
| | <u>13.96</u> | <u>7.59</u> |
| Contributions to Post Employment Benefit Plan Trust: | | |
| India Cements Gratuity Fund | 347.78 | 599.52 |
| The India Cements Employees Provident Fund, Chilamkur | 56.78 | 50.61 |
| The India Cements Employees Provident Fund, Yerraguntla | 29.08 | 26.61 |
| | <u>433.64</u> | <u>676.74</u> |
| (C) a. Outstanding Balances as at the year end: | | |
| Loans and Advances: | | |
| Coromandel Sugars Limited * | 15728.82 | 15013.95 |
| India Cements Capital Limited * | 506.59 | 468.63 |
| PT. Mitra Setia Tanah Bumbu (MSTB), Indonesia * | 2338.47 | 2116.42 |
| | <u>18573.88</u> | <u>17599.00</u> |
| Receivables / Payables: | | |
| Krishna Mines | (124.16) | 0.00 |
| Outstanding balances in Post Employment Benefit Plan Trust: | | |
| India Cements Gratuity Fund | (7189.39) | (7173.63) |
| The India Cements Employees Provident Fund, Chilamkur | (14.75) | (17.66) |
| The India Cements Employees Provident Fund, Yerraguntla | (9.76) | (8.87) |
| b. Rate of Interest: | | |
| Coromandel Sugars Limited | 9% | 9% |
| India Cements Capital Limited | 9% | 9% |
| * Loans | | |
| Notes:- | | |
| 1. Loans to Employees as per Company's policy are not considered. | | |
| 2. None of the Loanees / Loanee Subsidiaries have per se made any investment in the shares of the Company. However, pursuant to the scheme of Amalgamation approved by the Honorable High Court of Judicature at Madras, the Company has issued equity shares to the Shareholders of Visaka Cement Industry Limited. [Visaka]. As per the said Order, 400 Lakh shares of the Company have been allotted in aggregate, to the shareholders of transferor company of which 199.54 Lakhs shares to the subsidiaries of the Company are held in a Trust on their behalf. (where the initial period Trust has expired and the same has been extended). | | |
| (D) Guarantee / Securities given to Group Companies and outstanding: | | |
| Guarantees issued & Securities given by way of mortgages for Loans taken by | | |
| Coromandel Sugars Limited | 16500.00 | 16500.00 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

March 2022 March 2021
₹ Lakhs ₹ Lakhs

41.13 (b) Disclosure in compliance with the Advice Letter from the Securities and Exchange Board of India (SEBI)

The India Cements Limited (“the Company”) had received an Advice Letter dated 31.03.2022 from SEBI, making certain observations and advising the Company, inter alia, to make certain disclosures relating to its transactions with Sri Saradha Logistics Private Limited (SSLPL). The said Advice Letter was placed before the Audit Committee and the Board of Directors of the Company; and on the recommendation of the Audit Committee, the Board of Directors after deliberations have approved to classify SSLPL as a ‘Related Party’.

Background of transactions:

“Loans and advances to Body Corporate - considered good” represents advances to Sri Saradha Logistics Private Limited (SSLPL).

1. SSLPL was incorporated in the name of Trishul Investments Private Limited. SSLPL, Sivasunder Finance & Investments Private Limited (SIFIPL) and Sowdambika Finance & Investments Private Limited (SOFIPL) had acted in concert (PACs - Person Acting in Concert) with the Company primarily for acquiring shares of other cement companies.

SIFIPL and SOFIPL were amalgamated with SSLPL with effect from April 1, 2018, pursuant to the Scheme of Amalgamation sanctioned by the Hon’ble National Company Law Tribunal, Division Bench, Chennai.

2. The India Cements Limited (“the Company”) has over a period of time grown in its cement manufacturing capacity predominantly through ‘acquisitions’. The Company has expanded its overall cement capacity through acquisition of Plants as well as controlling stakes in other Companies directly or acting in concert with other Companies.
3. The Company had provided Loans and Advances to SSLPL and other PACs primarily for acquiring the shares of other companies and interest is being charged on the outstanding of such loans and advances, in terms of the provisions of the Companies Act.
4. SSLPL, SIFIPL and SOFIPL had acted in concert with other companies, including The India Cements Limited (collectively called ‘the acquirers’) for acquiring the equity shares of Raasi Cement Limited (RCL) and Visaka Cement Industry Limited (VCIL). Pursuant to the Scheme of Arrangement under Section 391 of the Companies Act, 1956 sanctioned by the Hon’ble High Court of Andhra Pradesh, the Cement Division of RCL stood vested with the Company with effect from April 1, 1998. As per the Scheme of Amalgamation sanctioned by the Hon’ble High Court of Judicature at Madras, VCIL was amalgamated with the Company with effect from July 1, 2006.
5. The entire equity shares aggregating to 2,06,21,843 held by SSLPL in the Company represent only the shares allotted by the Company under the various Schemes of Amalgamations.
6. The outstanding Loan amount of ₹ 97,175.42 Lakhs (excluding transport deposits of ₹ 17,330.69 Lakhs) as on 31.03.2022 to SSLPL is the aggregate of the principal amount advanced for acquiring the investments and the interest charged on the outstanding loans by the Company over the period of outstanding. The Company has been charging interest on the amount of the outstanding loans and advances. The total interest charged on the loans and transport deposits over time till 31.03.2022 aggregates to ₹ 95,491 Lakhs, which has been duly accounted in the books of the Company. The interest charged for the current financial year is ₹ 10,228.79 Lakhs. The present outstanding of SSLPL is a combination of principal amount of advance and the interest charged thereon, over a period of time.
7. SSLPL is engaged with the Company as a logistics service provider for transportation of cement. The Company has placed (interest bearing) transport deposits of ₹ 17,330.69 Lakhs with SSLPL for the logistics contract.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | 31 st March, 2022 | 31 st March, 2021 |
|---|------------------------------|------------------------------|
| | ₹ Lakhs | ₹ Lakhs |
| 8. As per the terms of the Agreement executed by the Company with SSLPL, the entire amount of outstanding loan is to be settled by March 31, 2024 or such other date as may be agreed between the Company and SSLPL in writing. | | |
| 9. Transactions with Sri Saradha Logistics Private Limited: | | |
| Interest Charged by the company on Loans & Advances and Transport Deposits (at 9% p.a.) | 10,228.79 | 8,424.58 |
| Logistic Services received by the Company | 6,398.89 | 5,356.06 |
| Loans & Advances | | |
| Outstanding balances in Sri Saradha Logistics Private Limited: | | |
| Loans & Advances (repayable by 31 st March 2024) | 97,175.42 | 89,894.01 |
| Transport Deposits | 17,330.69 | 17,330.69 |
| Sundry Creditors for Contractors & Services (payable to SSLPL) | (2,488.23) | (2,534.37) |
| Maximum Balance during the Financial Year | 97,175.42 | 89,894.01 |

41.14 Disclosures pertaining to Ind AS 116, Leases

Consequent to the introduction of Ind AS 116 on leases replacing the old standard Ind AS 17, the company has applied the principles of Ind AS 116 using modified retrospective approach with date of initial application on 1st April, 2019 recognising the Right of Use Asset and an equal amount of lease liability in the balance sheet. The weighted average of company's incremental borrowing rate applied to lease liabilities on the date of initial application is 10% p.a.

The reconciliation between operating lease commitments as at 31-03-2022 and lease liabilities as at 31-03-2021 are given below:

Lease Liability

Particulars

| | March 2022 | March 2021 |
|--------------------------------|---------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| Opening Lease Liability | 685.21 | 893.04 |
| Additions / (Deletions) | 0.00 | (75.21) |
| Interest for the year | 60.53 | 87.46 |
| Repayment made during the year | 246.82 | 220.08 |
| Closing Lease Liability | 498.92 | 685.21 |

Maturity profile of Lease Liability - Undiscounted Cash Flows

The table below summarises the maturity profile of the Company's financial liabilities based on the contractual undiscounted payments.

Undiscounted Lease Payments

| | | |
|-------------------|---------------|--------|
| Less than 1 Year | 168.77 | 229.93 |
| 1 to 5 Years | 454.93 | 580.20 |
| More than 5 Years | 30.34 | 55.66 |
| Total | 654.04 | 865.79 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| Lease Expenses recognized in Profit and Loss Statement not included in the measurement of lease liabilities: | | |
| Particulars | | |
| Expenses related to Short term lease (included under other expenses) | 2059.31 | 2090.98 |
| Expenses related to low value lease (included under other expenses) | 0.00 | 0.00 |
| Variable lease payments (included under other expenses) | 0.00 | 0.00 |
| Total amount recognized in Statement of Profit and Loss Account | <u>2059.31</u> | <u>2090.98</u> |
| 41.15 IND AS 115 - "Revenue from Contracts with Customers" | | |
| Amount of customer advances recognised as revenue during the period | 35.06 | 596.00 |
| Details regarding Contracts in Progress | | |
| Aggregate amount of costs incurred and recognised profits (less recognised losses) | (2985.91) | 3654.11 |
| Amount of customer advances outstanding for contracts in progress | 0.00 | 25.00 |
| Retention amount due from customers for contracts in progress | 0.00 | 0.00 |
| Gross amount due from customers for contract works as an asset | 254.25 | 270.13 |
| Gross amount due to customers for contract works as a liability | 0.00 | 0.00 |
| Amount of work in progress and value of inventory | 0.00 | 252.40 |
| 41.16 A. Movement in Provisions: | | |
| (i) Trade Receivables: | | |
| (a) Opening Balance | 3595.01 | 2577.68 |
| (b) Additional Provision made during the year | 1025.00 | 1067.33 |
| (c) Provision reversed / utilised during the year | 1121.85 | 50.00 |
| (d) Closing Balance | <u>3498.16</u> | <u>3595.01</u> |
| (ii) Mines Refilling & Others: | | |
| (a) Opening Balance | 6329.60 | 7984.09 |
| (b) Additional Provision made during the year | 0.00 | 0.00 |
| (c) Provision reversed / utilised during the year | 0.00 | 1654.49 |
| (d) Closing Balance | <u>6329.60</u> | <u>6329.60</u> |
| (iii) Leave balances: | | |
| (a) Opening Balance | 4077.21 | 4267.00 |
| (b) Additional Provision made during the year | 0.00 | 0.00 |
| (c) Provision reversed / utilised during the year | 372.64 | 189.79 |
| (d) Closing Balance | <u>3704.57</u> | <u>4077.21</u> |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| B. Distribution made and proposed (Ind AS 1) | | |
| Cash dividend on equity shares: | | |
| Final dividend proposed for the year ended on March 31, 2022: ₹ 1.00 per share (March 31 2021: ₹ 1.00 per share declared and paid) | 3098.96 | 3098.96 |
| Total Dividend | 3098.96 | 3098.96 |

Proposed Dividends on equity shares are subject to approval at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at March 31.

C. Effective Rate of Tax - Reconciliation:

| | | |
|---|----------|----------|
| Profit Before Tax & Other Comprehensive Income Before Tax | 30973.27 | 32380.86 |
| Tax @ Marginal Rate (%) | 34.94 | 34.94 |
| Tax Effects of Timing and Permanent Differences (%) | (28.18) | 1.98 |
| Tax Expenses as per Books (%) | 6.77 | 32.96 |

Tax has been computed assuming the company will not opt for the new tax rates applicable under Section 115BAA of the Income Tax Act, 1961 for the year 2021-2022.

D. Impact of Business due to COVID-19

- a) The spread of novel corona virus disease (COVID 19) has severely impacted businesses in India and abroad. The regular business operations have been disrupted severely due to lockdowns, restrictions in transportation, supply chain disruptions, travel bans, social distancing and other emergency measures. Operations restarted in phases from 16th of April 2020, duly following the Government guidelines. The pandemic situation has affected the normal business operations of the Company and production, sales and profitability, inter alia, have been impacted.
- b) The Company also has assessed, in line with "Advisory on Impact of Coronavirus on Financial Reporting" issued by the Institute of Chartered Accountants of India, the recoverability and carrying values of its assets comprising property, plant and equipment, intangible assets, trade receivables, inventory and investments as at the balance sheet date. Based on the assessment by the Management the net carrying values of the said assets will be recovered at the values stated. The Company evaluated the internal controls including internal controls with reference to financial statements, which have been found to be operating effectively given that there have been no dilution of such controls due to factors caused by COVID 19 situation.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

vii. Additional information, as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiaries / Associates for the year 2021-22

₹ Lakhs

| NAME OF THE ENTITY IN THE GROUP | NET ASSETS | | SHARE IN PROFIT OR LOSS | | SHARE IN OTHER COMPREHENSIVE INCOME | | SHARE IN TOTAL COMPREHENSIVE INCOME | |
|---|---------------------------------|------------------|-------------------------------------|----------------|---|-----------------|---|-----------------|
| | AS % OF CONSOLIDATED NET ASSETS | AMOUNT | AS % OF CONSOLIDATED PROFIT OR LOSS | AMOUNT | AS % OF CONSOLIDATED OTHER COMPREHENSIVE INCOME | AMOUNT | AS % OF CONSOLIDATED TOTAL COMPREHENSIVE INCOME | AMOUNT |
| The India Cements Limited | 97.47% | 587096.92 | 48.77% | 3826.46 | 97.20% | 19424.64 | 83.55% | 23251.10 |
| Indian Subsidiaries | | | | | | | | |
| 1. Industrial Chemicals and Monomers Limited | 2.33% | 14028.54 | (0.31%) | (24.15) | 0.00% | 0.00 | (0.09%) | (24.15) |
| 2. ICL Financial Services Limited | (0.85%) | (5117.73) | (0.40%) | (31.29) | 0.00% | 0.00 | (0.11%) | (31.29) |
| 3. ICL Securities Limited | (0.43%) | (2605.25) | (0.42%) | (32.60) | 0.00% | 0.00 | (0.12%) | (32.60) |
| 4. ICL International Limited | (0.60%) | (3613.79) | (2.93%) | (229.94) | 0.06% | 12.20 | (0.79%) | (217.74) |
| 5. Coromandel Electric Company Limited | 3.34% | 20092.59 | 33.59% | 2635.55 | 1.76% | 351.76 | 10.73% | 2987.31 |
| 6. India Cements Infrastructures Limited | (0.56%) | (3,371.12) | (1.29%) | (100.86) | (0.01%) | (1.39) | (0.37%) | (102.25) |
| 7. Coromandel Travels Limited | (2.96%) | (17808.92) | (0.46%) | (36.13) | 0.01% | 1.81 | (0.12%) | (34.32) |
| 8. Springway Mining Private Limited | (0.04%) | (221.11) | (0.10%) | (7.50) | 0.00% | 0.00 | (0.03%) | (7.50) |
| 9. NKJA Mining Private Limited | 0.00% | (12.71) | (0.05%) | (4.28) | 0.00% | 0.00 | (0.02%) | (4.28) |
| Foreign Subsidiaries | | | | | | | | |
| 1. Coromandel Minerals Pte. Limited, Singapore | 0.29% | 1720.66 | 2.89% | 226.80 | 0.00% | 0.00 | 0.82% | 226.80 |
| 2. Raasi Minerals Pte. Ltd., Singapore | (0.01%) | (68.35) | (0.05%) | (3.72) | 0.00% | 0.00 | (0.01%) | (3.72) |
| 3. PT. Coromandel Minerals Resources, Indonesia | (0.41%) | (2477.60) | 5.54% | 434.97 | 0.00% | 0.00 | 1.57% | 434.97 |
| 4. PT Adcoal Energindo, Indonesia | (0.18%) | (1102.28) | (0.71%) | (55.67) | 0.00% | 0.00 | (0.20%) | (55.67) |
| Non-Controlling Interest in all Subsidiaries | | | | | | | | |
| 1. Coromandel Electric Company Limited | 1.26% | 7571.62 | (11.15%) | (874.68) | (0.87%) | (174.53) | (3.79%) | (1049.21) |
| 2. Springway Mining Private Limited | (0.01%) | (41.49) | 0.02% | 1.41 | 0.00% | 0.00 | 0.01% | 1.41 |
| 3. Coromandel Travels Limited | (0.02%) | (97.54) | 0.01% | 0.54 | 0.00% | 0.00 | 0.00% | 0.54 |
| 4. Industrial Chemicals and Monomers Limited | 0.03% | 202.01 | 0.00% | (0.08) | 0.00% | 0.00 | 0.00% | (0.08) |
| Associates | | | | | | | | |
| Indian | | | | | | | | |
| 1. Coromandel Sugars Limited | 0.78% | 4720.85 | 2.28% | 178.52 | 1.85% | 369.38 | 1.98% | 547.90 |
| 2. India Cements Capital Limited | 0.13% | 753.54 | 0.15% | 12.02 | 0.00% | 0.00 | 0.04% | 12.02 |
| 3. Raasi Cement Limited | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 |
| 4. Unique Receivable Management Private Limited | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 | 0.00% | 0.00 |
| Foreign | | | | | | | | |
| 1. PT.Mitra Setia Tanah Bambu, Indonesia | 0.45% | 2689.64 | 24.61% | 1930.89 | 0.00% | 0.00 | 6.98% | 1930.89 |
| TOTAL | 100.00% | 602338.48 | 100.00% | 7846.26 | 100.00% | 19983.87 | 100.00% | 27830.13 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|---|-----------------------|-----------------------|
| 41.17 (I) Financial Risk Management Objectives and Policies: | | |
| The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations. | | |
| The Company's activities exposes it to various risk including market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The Company uses derivative financial instruments such as foreign exchange forward contracts, foreign currency option contracts, principal only swaps that are entered into to hedge foreign currency risk exposure. | | |
| A. Capital Management | | |
| Total Borrowings (Including Current maturities) | 308558.43 | 303628.24 |
| Less: Cash and Cash Equivalents | 4629.52 | 4013.82 |
| Net Debt | 303928.91 | 299614.44 |
| Total Equity | 594703.88 | 570667.12 |
| Net Debt to Equity Ratio | 0.51 | 0.53 |
| B. Interest Rate Risk | | |
| Total Borrowings | 308558.43 | 303628.24 |
| Floating Rate Borrowings | 291642.15 | 285478.83 |
| Fixed Rate Borrowings | 3541.30 | 921.09 |
| Non-Interest bearing Borrowings | 13374.98 | 17228.32 |
| Sensitivity Analysis | | |
| An increase of 100 basis points in interest rate at the end of the reporting period for the variable financial instruments will increase / decrease PAT for the year by amount shown below: | | |
| Floating Rate Borrowings | 291642.15 | 285478.83 |
| Impact of Increase in interest by 100 basis points | 2916.42 | 2854.79 |
| Impact of Decrease in interest by 100 basis points | (2916.42) | (2854.79) |
| Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period. | | |
| C. Company's Foreign Currency Exposure | | |
| Hedged Foreign Currency | | |
| Trade Payables - USD 14.07 Million @ ₹75.98 Per USD [Previous Year - USD 6.95 Million @ ₹73.74 Per USD] | 10687.72 | 5122.63 |
| Unhedged Foreign Currency: | | |
| Trade Payable - USD 18.06 Million @ ₹75.80 Per USD [Previous Year USD 8.64 Million @ ₹73.12 Per USD] | 13688.18 | 6320.61 |
| Trade Receivable - USD 1.75 Million @ ₹75.78 Per USD [Previous Year USD 1.75 Million @ ₹73.10 Per USD] | 1325.65 | 1278.77 |
| Sensitivity Analysis: | | |
| Foreign Currency Sensitivity on Unhedged Exposure: | | |
| ₹ 1/- increase in foreign exchange rates will have the following impact on profit before tax | 163.09 | 68.95 |
| Note: If the rate is decreased by 100 bps profit will increase by an equal amount. | | |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| | March 2022 ₹ Lakhs | March 2021 ₹ Lakhs |
|--|-----------------------|-----------------------|
| D. Liquidity Risk: | | |
| Total Borrowings (Including Current maturities) | | |
| Less than 1 Year | 114694.98 | 98293.15 |
| 1 to 5 Years | 130372.38 | 126695.03 |
| More than 5 Years | 63491.07 | 78640.06 |
| Total | 308558.43 | 303628.24 |
| Other Financial Liabilities - Lease Liability (Including Current Lease Liability) | | |
| Less than 1 Year | 164.15 | 197.89 |
| 1 to 5 Years | 307.59 | 439.81 |
| More than 5 Years | 27.17 | 47.51 |
| Total | 498.91 | 685.21 |
| Trade Payables | | |
| Less than 1 Year | 129647.50 | 108128.95 |
| 1 to 5 Years | 0.00 | 0.00 |
| More than 5 Years | 0.00 | 0.00 |
| Total | 129647.50 | 108128.95 |
| Other Financial Liabilities | | |
| Less than 1 Year | 7737.22 | 8560.54 |
| 1 to 5 Years | 0.00 | 0.00 |
| More than 5 Years | 0.00 | 0.00 |
| Total | 7737.22 | 8560.54 |

(II) Disclosure of Fair Value Measurements:

The Fair Values of Financial assets and liabilities are determined 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. Fair Value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

Financial Instruments by Category

₹ Lakhs

| Particulars | Amortised Cost | FVTPL | FVTOCI | Carrying Amount | Fair Value |
|-------------------------------|----------------|----------|--------|-----------------|------------|
| As at 31-03-2022 | | | | | |
| Financial Assets: | | | | | |
| Other Investments | 3.77 | 12383.98 | 0.00 | 12387.75 | 12387.75 |
| Loans and Advances | 122131.26 | 0.00 | 0.00 | 122131.26 | 122131.26 |
| Trade Receivables | 93113.39 | 0.00 | 0.00 | 93113.39 | 93113.39 |
| Cash and bank balances | 4629.52 | 0.00 | 0.00 | 4629.52 | 4629.52 |
| Other Financial Assets | 11142.32 | 0.00 | 0.00 | 11142.32 | 11142.32 |
| Financial Liabilities: | | | | | |
| Borrowings | 308558.43 | 0.00 | 0.00 | 308558.43 | 308558.43 |
| Trade Payables | 129647.50 | 0.00 | 0.00 | 129647.50 | 129647.50 |
| Other Financial Liabilities | 7737.22 | 0.00 | 0.00 | 7737.22 | 7737.22 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

₹ Lakhs

| Particulars | Amortised Cost | FVTPL | FVTOCI | Carrying Amount | Fair Value |
|-------------------------------|----------------|----------|--------|-----------------|------------|
| As at 31-03-2021 | | | | | |
| Financial Assets: | | | | | |
| Other Investments | 3.77 | 12137.36 | 0.00 | 12141.13 | 12141.13 |
| Loans and Advances | 112736.47 | 0.00 | 0.00 | 112736.47 | 112736.47 |
| Trade Receivables | 56394.82 | 0.00 | 0.00 | 56394.82 | 56394.82 |
| Cash and bank balances | 4013.82 | 0.00 | 0.00 | 4013.82 | 4013.82 |
| Other Financial Assets | 11863.64 | 0.00 | 0.00 | 11863.64 | 11863.64 |
| Financial Liabilities: | | | | | |
| Borrowings | 303628.24 | 0.00 | 0.00 | 303628.24 | 303628.24 |
| Trade Payables | 108128.95 | 0.00 | 0.00 | 108128.95 | 108128.95 |
| Other Financial Liabilities | 8560.54 | 0.00 | 0.00 | 8560.54 | 8560.54 |

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

₹ Lakhs

| Particulars | Level 1 | Level 2 | Level 3 |
|--|---------|---------|---------|
| Financial Instruments at FVTPL | | | |
| Investments in Listed equity securities and Mutual Funds | | | |
| As at 31-03-2022 | 2.28 | 395.78 | 0.00 |
| As at 31-03-2021 | 2.28 | 182.18 | 0.00 |

| Particulars | Level 1 | Level 2 | Level 3 |
|---|---------|---------|----------|
| Investments in Unlisted equity securities | | | |
| As at 31-03-2022 | 0.00 | 0.00 | 11985.92 |
| As at 31-03-2021 | 0.00 | 0.00 | 11952.90 |

Increase from ₹ 11952.90 Lakhs to ₹ 11985.92 Lakhs during the year is on account of Fair Valuation.

Valuation techniques used to determine the fair value.

The Significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

| Nature of Financial Instrument | Valuation Technique | Remarks |
|-----------------------------------|---------------------|--|
| Investment in Listed Securities | Market Value | Closing Price as at 31 st March in Stock Exchange |
| Investment in Unlisted Securities | Income Approach | Valuation technique that convert future amounts (cashflows or income and expenses) to a single current (ie discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts. |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

41.18 Employee Benefits:

A. Employee Benefits:

Leave of absence and encashment:

The Company has different leave plans including paid leave of absence plans and encashment of leave plans for employees at different grades and provision has been made in accordance with Ind AS 19 (Accounting Standard 15). The total amount of provision available for the unavailed leave balances as at 31st March, 2022 is ₹ 3,705.38 Lakhs (as at 31st March, 2021 is ₹ 4,077.54 Lakhs). Liability has been created based on actuarial valuation done during the year, with the Discount rate of 6.96%.(Previous Year 6.56%).

B. Defined Contribution Plan:

| | March 2022 | March 2021 |
|--|------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| Employer's Contribution to Provident Fund | 1362.54 | 1348.84 |
| Employer's Contribution to Superannuation Fund (Defined Contribution Plan) | 774.56 | 824.31 |
| Employer's Contribution to ESI | 31.69 | 24.24 |

C. Defined Benefit Plan:

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits, as per Ind AS 19, are as under:

(a) Contribution to Pension Funds:

The company offers pension plans for managerial grade employees and whole time Directors. While some of the employees are eligible for Defined Benefit Plan of Pension, others are eligible for Defined Contribution Plan of Pension. The Defined Benefit Plans of pension are managed by Life Insurance Corporation of India and the provision has been made on the basis of actuarial valuation.

(b) Gratuity:

The employees are eligible for Gratuity benefits as per the Payment of Gratuity Act, 1972. The Gratuity Scheme is governed by a Trust created for this purpose by the Company. The amount of Contribution to be made is arrived at based on an actuarial valuation done at the Balance Sheet date.

₹ Lakhs

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|--|----------------------|-------------------|----------------------|-------------------|
| | Pension | Gratuity (Funded) | Pension | Gratuity (Funded) |
| (i) Change in defined benefit obligation: | | | | |
| Balance at the beginning of the year | 5318.67 | 7483.01 | 5575.46 | 7746.30 |
| Adjustment of: | | | | |
| Current Service Cost | - | 220.66 | - | 232.49 |
| Past Service Cost | - | - | - | - |
| Interest Cost | 295.20 | 395.65 | 330.47 | 412.83 |
| Actuarial (gains) / losses recognised in Other Comprehensive Income: | | | | |
| - Change in Financial Assumptions | (39.07) | (160.91) | 46.02 | (19.57) |
| - Change in Demographic Assumptions | - | - | - | - |
| - Experience Changes | (158.12) | 617.34 | (96.16) | 124.27 |
| - Actual Return on Plan Assets | - | - | | |
| Benefits Paid | (728.64) | (1049.30) | (537.13) | (1013.30) |
| Balance at the end of the year | 4688.04 | 7506.45 | 5318.67 | 7483.01 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

₹ Lakhs

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|--|----------------------|-------------------|----------------------|-------------------|
| | Pension | Gratuity (Funded) | Pension | Gratuity (Funded) |
| (ii) Change in fair Value of assets: | | | | |
| Balance at the beginning of the year | - | - | - | - |
| Expected Return on Plan Assets | (21.86) | - | - | - |
| Re-measurements due to: | | | | |
| Actual Return on Plan Assets less interest on Plan Assets | 0.00 | 343.37 | - | - |
| Contribution by the employer | 2955.68 | 1049.30 | - | - |
| Benefits Paid | (728.64) | (1049.30) | - | - |
| Balance at the end of the year | 2205.18 | 343.37 | - | - |
| (iii) Net asset / (liability) recognised in the Balance sheet: | | | | |
| Present value of Defined Benefit Obligation | 4688.04 | 7506.45 | 5318.67 | 7483.01 |
| Fair Value of Plan Assets | 2205.18 | 343.37 | - | - |
| Net asset / (liability) in the Balance sheet | (2482.86) | (7163.08) | (5318.67) | (7483.01) |
| (iv) Expenses recognised in the Statement of Profit and Loss: | | | | |
| Current Service Cost | - | 220.66 | - | 232.49 |
| Past Service Cost | - | - | - | - |
| Interest Cost | 317.06 | 395.65 | 330.47 | 412.83 |
| Benefits paid | - | - | - | - |
| Expected Return on Plan Assets | - | - | - | - |
| Total expense | 317.06 | 616.30 | 330.47 | 645.32 |
| Less: Transferred to Pre-operative Expenses | - | - | - | - |
| Amount charged to the Statement of Profit and Loss | 317.06 | 616.30 | 330.47 | 645.32 |
| (v) Re-measurements recognised in Other Comprehensive Income (OCI): | | | | |
| Changes in Financial Assumptions | (39.07) | (160.91) | 46.02 | (19.57) |
| Changes in Demographic Assumptions | - | - | - | - |
| Experience Adjustments | (158.12) | 617.34 | -96.16 | 124.27 |
| Actual return on Plan assets less interest on plan assets | - | (343.37) | - | - |
| Amount recognised in Other Comprehensive Income (OCI) | (197.19) | 113.07 | (50.14) | 104.70 |
| (vi) Sensitivity analysis for significant assumptions: | | | | |
| Increase / (decrease) in present value of defined benefits obligation at the end of the year | | | | |
| 0.5% increase in discount rate | 4568.50 | 6409.40 | 5229.36 | 6419.76 |
| 0.5% decrease in discount rate | 4722.24 | 6783.82 | 5411.86 | 6791.57 |
| 0.5% increase in salary escalation rate | 4643.83 | 6774.44 | 5318.67 | 6792.66 |
| 0.5% decrease in salary escalation rate | 4643.83 | 6414.72 | 5318.67 | 6417.03 |
| 0.5% increase in employee turnover rate | - | 6611.22 | - | 6617.69 |
| 0.5% decrease in employee turnover rate | - | 6571.37 | - | 6583.06 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

₹ Lakhs

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|---|---------------------------|---------------------------|---------------------------|---------------------------|
| | Pension | Gratuity (Funded) | Pension | Gratuity (Funded) |
| (vii) Actuarial assumptions: | | | | |
| Discount Rate (p.a.) | 6.25% | 6.93% | 6.00% | 6.51% |
| Expected Return on Plan Assets (p.a.) | 0.00 | 0.00 | 0.00 | 0.00 |
| Turnover Rate | | | - | - |
| Mortality tables | IALM(2006-08) Ultimate | IALM(2006-08) Ultimate | IALM(2006-08) Ultimate | IALM(2006-08) Ultimate |
| Salary Escalation Rate (p.a.) | 0.00% | 2.00% | 0.00% | 2.00% |
| Retirement age: For eligible employees | 60 years | 60 years | 60 years | 60 years |
| (viii) Weighted average duration of defined benefit obligation | 5.25 | 8.48 | 8.26 | 8.30 |
| Expected Total Benefit Payments | | | | |
| a. Year 1 | 1828.39 | 743.78 | 1986.99 | 648.26 |
| b. Year 2 | 235.89 | 1035.38 | 649.17 | 1155.79 |
| c. Year 3 | 417.19 | 873.61 | 234.69 | 941.57 |
| d. Year 4 | 213.74 | 751.82 | 414.47 | 785.04 |
| e. Year 5 | 546.93 | 743.88 | 210.70 | 676.02 |
| f. Next 5 Years | 1753.73 | 2930.21 | 2267.64 | 2800.59 |

41.19 (i) Consolidation method adopted

These Consolidated Financial Statements (CFS) are prepared in accordance with Ind AS on "Consolidated Financial Statements" (Ind AS-110), "Investments in Associates and Joint Ventures" (Ind AS -28), and "Disclosure of interest in other entities" (Ind AS-112), specified under Section 133 of the Companies Act, 2013.

| Name of the Subsidiary Company | 31-03-2022 | 31-03-2021 |
|---|----------------|----------------|
| | % of Ownership | % of Ownership |
| ICL Securities Ltd., India | 100.00 | 100.00 |
| ICL Financial Services Ltd., India | 100.00 | 100.00 |
| ICL International Ltd., India | 100.00 | 100.00 |
| Industrial Chemicals and Monomers Ltd., India | 98.59 | 98.59 |
| PT Coromandel Minerals Resources, Indonesia | 100.00 | 100.00 |
| PT Adcoal Energindo, Indonesia | 100.00 | 100.00 |
| Coromandel Minerals Pte Ltd., Singapore | 100.00 | 100.00 |
| Raasi Minerals Pte. Ltd, Singapore | 100.00 | 100.00 |
| Coromandel Electric Company Ltd., India | 50.14 | 50.14 |
| India Cements Infrastructures Ltd., India | 100.00 | 100.00 |
| Coromandel Travels Ltd., India | 98.50 | 98.50 |
| NKJA Mining Pvt. Ltd., India | 100.00 | 100.00 |
| Springway Mining Pvt. Ltd., India | 81.15 | 68.88 |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| Name of the Associate Company | 31-03-2022 | 31-03-2021 |
|---|---|---|
| | % of Ownership Directly or Through Subsidiaries | % of Ownership Directly or Through Subsidiaries |
| Raasi Cement Limited, India | 43.45 | 43.45 |
| Coromandel Sugars Ltd., India | 25.07 | 25.07 |
| India Cements Capital Ltd., India | 47.91 | 47.91 |
| Unique Receivable Management Pvt. Ltd., India | 49.20 | 49.20 |
| PT. Mitra Setia Tanah Bumbu, Indonesia | 49.00 | 49.00 |
| | 31-03-2022 | 31-03-2021 |
| | ₹ Lakhs | ₹ Lakhs |
| (ii) Disclosure of Interest in Subsidiary | | |
| Name of the entity | | |
| Coromandel Electric Company Limited | | |
| Ownership interest held by the Group | 50.14 | 50.14 |
| Non-controlling Interest (NCI) | 49.86 | 49.86 |
| Non-controlling Interest (NCI) | | |
| Accumulated balances of NCI | 7571.62 | 6522.40 |
| Profit allocated to NCI | 1049.21 | 941.83 |
| Dividend paid to NCI | Nil | Nil |
| The summarised separate financial information of subsidiary is as below: | | |
| Balance Sheet | | |
| Non-current assets | 15662.37 | 15118.14 |
| Current assets | 6859.91 | 6870.31 |
| Total assets | 22522.28 | 21988.45 |
| Non-Current Liabilities | 1162.3 | 1772.98 |
| Current Liabilities | 2308.72 | 2867.71 |
| Total Liabilities | 3471.02 | 4640.69 |
| Total Equity | 19051.26 | 17347.76 |
| Profit and Loss | | |
| Revenue | 9341.95 | 7442.61 |
| Profit for the year | 1350.89 | 964.07 |
| Other Comprehensive Income | 352.60 | 1395.88 |
| Total Comprehensive Income | 1703.49 | 2359.95 |
| Summarised Cash Flow | | |
| Cash flows from Operating activities | 961.91 | 1420.72 |
| Cash flows from Investing activities | (17.28) | 115.55 |
| Cash flows from Financing activities | (938.31) | (1745.23) |
| Net Increase in Cash and Cash Equivalents | 6.32 | (208.96) |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| (iii) Disclosure of Interest in Associates under equity method | 31-03-2022 | 31-03-2021 |
|--|------------|------------|
| | ₹ Lakhs | ₹ Lakhs |
| Carrying Value of Investments: | | |
| Coromandel Sugars Limited | 4720.86 | 4172.98 |
| India Cements Capital Limited | 753.55 | 741.52 |
| Raasi Cement Limited | 0.00 | 0.00 |
| Unique Receivables Management Pvt. Limited | 0.00 | 0.00 |
| PT. Mitra Setia Tanah Bumbu | 2689.64 | 758.75 |
| Share of Profit (Loss) / Other Comprehensive Income (Loss) in Associates | | |
| Profit / (Loss) for the year: | | |
| Coromandel Sugars Limited | 178.52 | (203.80) |
| India Cements Capital Limited | 12.02 | (13.58) |
| PT. Mitra Setia Tanah Bumbu | 1930.89 | 289.72 |
| Other Comprehensive Income / (Loss) for the year: | | |
| Coromandel Sugars Limited | 369.38 | 185.98 |
| Total Comprehensive Income / (Loss) for the year: | | |
| Coromandel Sugars Limited | 547.90 | (17.82) |
| India Cements Capital Limited | 12.02 | (13.58) |
| PT. Mitra Setia Tanah Bumbu | 1930.89 | 289.72 |

41.19 (iv) Additional Regulatory Information required by Schedule III of Companies Act, 2013.

1. Details of Benami Property held:

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

2. Borrowing secured against current assets:

The Company has borrowings from consortium of banks on the basis of security of its current assets. The Company has been submitting stock, trade receivables, creditors statements and other financial information to the consortium of banks on a monthly basis as also the Quarterly Information Statements. There are differences between the statements submitted to the consortium of banks and the books of accounts which are relating to the ageing related classification of trade receivables due from the customers of cement division where trade receivable which are secured through trade deposits are treated as current receivables eligible for drawing power. The maximum difference after considering the above classification is not material and is less than 3% of amount of trade receivables.

3. Wilful defaulter:

The company has not been declared Wilful defaulter by any bank or financial institution or government or any government authority.

4. Relationship with Struck off Companies:

The Company has transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956 and below are the disclosure of dealings with struck off companies

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

₹ Lakhs

| Name of the Struck off company | Nature of transactions with struck-off Company | Relationship with the Struck off company | Balance outstanding as at 31.03.2022 | Balance outstanding as at 31.03.2021 |
|--|--|--|--------------------------------------|--------------------------------------|
| | Investments in securities | | | |
| | Receivables | | | |
| New Star Roadlines Hyderabad Pvt. Ltd. | Payables | Creditor | (2.00) | (2.00) |
| Sujala Pipes Pvt.Ltd. | Advance | Creditor | 0.16 | 0.16 |
| | Shares held by stuck off company | | | |
| | Other outstanding balances (to be specified) | | | |

5. Registration modification and satisfaction of charges relating to the year under review, had been filed with the ROC, within the prescribed time or within the extended time requiring the payment of additional fees:
6. Compliance with number of layers of companies:
The Company has complied with the number of layers prescribed under the Companies Act, 2013.
7. Compliance with approved scheme(s) of arrangements:
The group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
8. Utilization of borrowed funds and share premium:
The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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 group (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) 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.
9. Undisclosed income:
There is no income surrendered or disclosed as income during the current or previous financial year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
10. Details of crypto currency or virtual currency:
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
11. Valuation of PP&E, intangible asset and investment property:
The Company has revalued its property, plant and equipment (including right-of-use assets) during the current financial year.
12. Loans repayable on Demand or Without specifying any terms or period of repayment:

| Type of Borrower | Amount of Loan or advance in the nature of Loan outstanding (₹ in Lakhs) | Percentage to the Total Loans and Advances in the nature of Loans |
|--------------------------|--|---|
| Promoters | Nil | Nil |
| Directors | Nil | Nil |
| Key Managerial Personnel | Nil | Nil |
| Related Parties | | |
| Associates | 506.59 | 0.43% |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

13. Ratio Analysis and its elements as required by schedule III of Companies Act, 2013:

| RATIO | NUMERATOR | DENOMINATOR | RATIO | | % Change | Reason for Change |
|---|---|--|---------|---------|----------|---|
| | | | FY 2022 | FY 2021 | | |
| Current Ratio (in times) | Current Assets | Current Liabilities | 0.93 | 0.74 | 26.20 | Current ratio improved primarily due to increase in trade receivables and inventories. |
| Debt - Equity Ratio (in times) | Short term debt + Long term debt + Interest payable on borrowings | shareholder's equity | 0.53 | 0.54 | 3.25 | |
| Debt Service Coverage Ratio (in times) | EBIDTA-Current Tax+Non operating (income)/Loss | interest + principal repayments - Pre Payments of borrowings | 0.66 | 1.18 | (44.44) | Debt service coverage ratio is lower primarily due to increase in cost of material consumed, manufacturing and other operating expenses resulting in lower EBIDTA. |
| Return on Equity Ratio (%) | Profit after tax | Average Shareholders Equity | 0.01 | 0.04 | (63.51) | Return on equity ratio is lower primarily due to increase in cost of materials consumed, manufacturing and other operating expenses resulting in lower profits during the year. |
| Inventory Turnover Ratio (in times) | Revenue from operations | average inventory | 6.74 | 6.27 | 7.50 | |
| Trade Receivables Turnover Ratio (in times) | Revenue from Operations | Average Trade Receivables | 6.50 | 6.94 | (6.34) | |
| Trade Payables Turnover Ratio (in times) | Purchases | Average trade payables | 2.07 | 1.67 | 23.96 | |
| Net Capital Turnover Ratio (in times) | Revenue from operations | Working capital | (25.68) | (6.89) | 272.47 | Net capital turnover ratio is lower primarily due to increase in trade receivables and inventories. |
| Net Profit Ratio (%) | Profit after tax | Revenue | 1.61 | 4.58 | (64.77) | Net profit ratio is lower primarily due to increase in cost of materials consumed, manufacturing and other operating expenses resulting in lower profits during the year. |
| Return on Capital Employed (%) | EBIT | Capital employed | 4.27 | 7.28 | (41.34) | Return on capital employed ratio is lower primarily due to increase in cost of materials consumed, manufacturing and other operating expenses resulting in lower EBIT. |
| Return on Investment (%) | Income from Investment | cost of the investment | 0.63 | 2.57 | (75.33) | Return on investment is lower primarily due to lower increase in fair value of investments through profit and loss. |

41.20 (i) Title deeds of Immovable Properties not held in name of the Company:

The company holds a property in New Delhi for office use whose title deeds are not held in the name of the company. Details are given to the extent of the company's share in the following Annexure:

| Relevant line item in the Balance sheet | Description of item of property | Gross carrying value ₹ Lakhs | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter /director | Property held since which date | Reason for not being held in the name of the company |
|---|---------------------------------|------------------------------|---------------------------------|--|--------------------------------|--|
| PPE | Land | Nil | Nil | Nil | Nil | |
| | Buildings | 5.70 | Som Datt Builders Pvt. Limited | NA | 23.09.1987 | Documents of title are yet to be executed in favour of the Company |
| Investment Property | Land | Nil | Nil | Nil | Nil | |
| | Buildings | Nil | Nil | Nil | Nil | |
| Non-current assets held for sale | Land | Nil | Nil | Nil | Nil | |
| | Buildings | Nil | Nil | Nil | Nil | |
| Others | | Nil | Nil | Nil | Nil | |

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2022 (Contd.)

| (ii) Corporate Social Responsibility (CSR) | ₹ Lakhs | ₹ Lakhs |
|--|--|--|
| The company is covered under section 135 of the Companies Act, 2013 the following is disclosure is made with regard to CSR activities:- | April 2021 to March 2022 | April 2020 to March 2021 |
| (i) Amount required to be spent by the company during the year, | 262.08 | 133.66 |
| (ii) Amount of expenditure incurred, | 315.45 | 317.86 |
| (iii) Shortfall at the end of the year, | Nil | Nil |
| (iv) Total of previous years shortfall, | Nil | Nil |
| (v) Reason for shortfall, | NA | NA |
| (vi) Nature of CSR activities, | Rural Development / Promotion of Education / Environment / Promoting Rural Sports / Eradication of Poverty / Protection of National Heritage / Disaster Management / Promotion of Healthcare / Promotion of Gender Equality / Making available safe Drinking water | Rural Development / Promotion of Education / Environment / Promoting Rural Sports / Eradication of Poverty / Protection of National Heritage / Disaster Management / Promotion of Healthcare / Promotion of Gender Equality / Making available safe Drinking water |
| (vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard | Nil | Nil |
| (viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately. | Nil | Nil |

41.21 The Primary Segment of the Company is Cement and Other Segments are below the required reportable levels as per Ind AS 108.

41.22 The accounting policies adopted by the holding Company have been applied from the financial year 2001-2002 as per IGAAP for the subsidiaries for which Ind AS is not applicable.

41.23 Previous year's figures have been regrouped wherever necessary.

As per our report of 27th May, 2022

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director
(DIN: 00116726)

RUPA GURUNATH
Wholtime Director
(DIN: 01711965)

S. BALASUBRAMANIAN ADITYAN
(DIN: 00036898)
V. RANGANATHAN
(DIN: 00550121)
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 27th May, 2022

Kudankulam Nuclear Power Plant
Kudankulam



Rajiv Gandhi International Airport
Hyderabad



India Cements

**UNSHAKEABLE
STRUCTURES.
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Rameshwaram



Idukki Dam
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Vivekanandar Rock Memorial
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THE INDIA CEMENTS LIMITED

Corporate Office:

“Coromandel Towers”,

93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai - 600 028.

Phone: 044-28521526

Website: www.indiacements.co.in



THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

Registered Office : "Dhun Building", 827, Anna Salai, Chennai – 600 002.

Corporate Office: 'Coromandel Towers', 93, Santhome High Road,
Karpagam Avenue, R.A.Puram, Chennai – 600 028.

Website: www.indiacements.co.in E-Mail Id: investor@indiacements.co.in

Phone: 044-28521526 / 28572100 / 400 Fax: 044-28517198

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventysixth Annual General Meeting of The India Cements Limited will be held at 10.30 A.M [Indian Standard Time] (IST) on Wednesday, the 28th September, 2022, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of Directors and Auditors thereon.
- 2 To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Report of Auditors thereon.
- 3 To declare dividend on Equity Shares for the financial year ended 31st March, 2022.
- 4 To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt. Chitra Srinivasan (DIN: 01094213) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."
- 5 To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Sri T.S.Raghupathy (DIN: 00207220) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."

Appointment of Auditors and fixation of remuneration:

- 6 Reappointment of M/s. S.Viswanathan LLP, Chartered Accountants as Joint Statutory Auditors:
To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) M/s. S.Viswanathan LLP, (Registration No.004770S / S200025), Chartered Accountants, Chennai, be and are hereby reappointed as one of the joint Statutory Auditors of the Company for a second and final term of five consecutive years to hold office from the conclusion of the Seventysixth Annual General Meeting until the conclusion of the Eightyfirst Annual General Meeting, on a remuneration of ₹ 35 Lakhs (Rupees Thirty Five Lakhs only) for the financial year 2022-23 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee."
- 7 Appointment of M/s. Brahmayya & Co., Chartered Accountants as Joint Statutory Auditors:
To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) M/s.Brahmayya & Co., (Registration No. 000511S), Chartered Accountants, Chennai, be and are hereby appointed as the other joint Statutory Auditors of the Company (in the place of M/s.K S Rao & Co.), for the first term of five consecutive years to hold office from the conclusion of the Seventysixth Annual General Meeting until the conclusion of the Eightyfirst Annual General Meeting, on a remuneration of ₹ 35 Lakhs (Rupees Thirty Five Lakhs only) for the financial year 2022-23 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

8 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 other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of ₹ 20 Lakhs (Rupees Twenty Lakhs only) payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of applicable tax, travelling and out of pocket expenses, for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (Organic and Inorganic Chemicals) Units for the year ending 31st March, 2023, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

NOTES:

- 1 Explanatory Statement is annexed to the Notice of the Seventysixth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 and Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Items No. 6 to 8.
- 2 Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking reappointment at the Annual General Meeting are annexed hereto for Items No. 4 & 5 of the Notice convening the 76th Annual General Meeting of the Company.

- 3 Pursuant to General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021 and 5th May 2022 respectively issued by Ministry of Corporate Affairs, Government of India (“MCA”) and Circulars No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by Securities and Exchange Board of India (SEBI), companies are permitted to conduct the Annual General Meeting (AGM) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). Accordingly, the Seventysixth Annual General Meeting of the Members of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (‘Virtual AGM’), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at ‘Dhun Building’, 827, Anna Salai, Chennai – 600 002.

National Securities Depository Limited (‘NSDL’) will be providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-Voting, participating in the meeting through VC / OAVM and vote during the AGM through e-Voting system is explained in Note No.20 below and is also available on the website of the Company at www.indiacements.co.in.

Members are hereby informed that the Seventysixth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Seventysixth Annual General Meeting of the Company.

- 4 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) and the General Circulars No. 20/2020, 02/2021 and 02/2022 dated 5th May, 2020, 13th January, 2021 and 5th May 2022 respectively issued by MCA and Circulars No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by Securities and Exchange Board of India (SEBI), the Annual Report containing the Notice of Seventysixth Annual General Meeting, financial statements, Board’s report, Auditors’ report and other documents required to be attached therewith are being sent only by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.



In line with the Circulars issued by MCA, the Annual Report containing the said documents including Notice of AGM is also made available on the Company's website 'www.indiacements.co.in' and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com from where it can be downloaded. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, where the equity Shares of the Company are listed. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company.

Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 5 The attendance of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 7 Corporate Members intending to authorize their representatives to attend the AGM through VC/OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC/OAVM and cast their votes through e-Voting.
- 8 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 in Note No.20 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and 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.

In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder, who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.

- 9 The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at www.indiacements.co.in and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.
- 10 The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2022 to 28.09.2022 (both days inclusive).
- 11 The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 27.10.2022 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 21.09.2022. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

Members are requested to update their KYC, Bank account details including residential status and Permanent Account Number (PAN) and Category as per Income Tax Act (IT Act), with their DPs (where the shares are held in demat form) and with the RTA (where the shares are held in physical form) on or before 15.09.2022 in order to process the dividend payment directly into their bank accounts on the payout date and to be in compliance with Tax Deducted at Source (TDS) requirement under IT Act.

Shares held in physical form: Shareholders who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Services (ECS) or any other means (“Electronics Bank Mandate”), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending following details / documents, in addition to the documents mentioned in the above para, to the Company / RTA:

- a) Name and Branch of the bank in which dividend is to be received;
- b) Bank account type;
- c) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
- d) 11 digit IFS Code;
- e) 9 digit MICR Code Number; and
- f) Self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly.

Shares held in Demat Form: Please contact your Depository Participant (DP) and get your e-mail ID and Bank Account details registered / updated in your Demat Account by your DP.

In the event the Company is unable to pay the dividend to any Shareholder by electronic means, due to non-registration of Bank Account, the Company shall dispatch the dividend warrant to such Shareholder.

12 DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with effect from 01.04.2020. The Company is required to deduct Tax at Source (TDS) from the dividend payable to the Shareholders at prescribed rates in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable for various categories of Shareholders, members are requested to refer to the Income Tax Act for the same and update their details viz., Residential Status, PAN, Category with their Depository Participants (in case shares are held in Demat form) or forward the same to the Company / RTA at investor@indiacements.co.in / corpserv@integratedindia.in (in case shares are held in physical form).

Declaration in Form No. 15G / Form 15H, as applicable, fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before 15.09.2022. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in. No communication would be accepted from members beyond 15.09.2022 regarding the tax on dividend matters.

- 13 Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email:corpserv@integratedindia.in.

Members holding shares in physical form are requested to notify all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc., to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.

Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.

- 14 Unclaimed dividends upto and including the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto 1994-95 may claim the same from the Registrar of Companies, Tamil Nadu-I, Chennai, No.26, Haddows Road, Chennai 600006, in the prescribed form which will be supplied by the Company / RTA on request.



- 15 Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2012-13 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31st March, 2016 to 31st March, 2021 which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF established under Section 125 of the Companies Act, 2013 on the respective due dates of transfer. Shareholders who have not encashed dividend warrant(s) so far for the financial years ended 31st March, 2016 to 31st March, 2021 are requested to make their claim forthwith to the Company / RTA. In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2012-13 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website at www.indiacements.co.in under the heading "Investors Corner". No dividend was declared for the financial year 2014-15 and hence, no unclaimed dividend and its corresponding shares are due to be transferred to IEPF during the financial year 2022-23. It may be noted that all benefits, if any, which may accrue in future on the shares transferred to IEPF, including bonus shares, dividend, etc. will be credited / transferred to the IEPF account. Any claim in respect of the said shares / dividend so transferred, may be submitted online to IEPF Authority in the prescribed e-form IEPF-5 by following the procedures laid down in the Rules, available on the IEPF website: www.iepf.gov.in. In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 31.03.2021 and hosted the same on the Company's website: www.indiacements.co.in under the heading "Investors Corner".
- 16 Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company / RTA. The said forms are available at the Company's website at www.indiacements.co.in. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participants.
- 17 Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
- 18 SEBI has mandated submission of PAN, KYC and nomination details by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar by March 31, 2022 vide its Circulars dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA. The forms for updating the same are available at the Company's website at www.indiacements.co.in. Members holding shares in electronic form are requested to submit the said details to their depository participant(s). The folios of holders of physical securities, wherein any one of the aforesaid document / details are not available on or after April 01, 2023, shall be frozen by our Registrar and Share Transfer Agent (RTA). The securities in the frozen folios shall be:
- eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
 - eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.
 - 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.

19 In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise equity shares held by them in physical form. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25.01.2022, mandated listed Companies to issue the securities in dematerialized form only, while processing the following service request viz., 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 and Transposition. Members holding shares in physical form are requested to submit such service request in Form ISR 4 along with necessary documents / details specified therein, as prescribed by SEBI.

20 Electronic Voting (e-Voting):

- I In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 05, 2022 and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide to its members the facility of remote e-voting and voting through e-voting system during the AGM to cast their vote on resolutions, in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- II The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled / eligible to cast their vote again.
- III The remote e-voting period commences on 24.09.2022 at 9:00 A.M. (IST) and ends on 27.09.2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21.09.2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21.09.2022.
- IV Smt. P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-Voting process in a fair and transparent manner.

V THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE ANNUAL GENERAL MEETING:

The procedure to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system




A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode :

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |



| | |
|---|---|
| | <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL. | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |

| | |
|---|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants. | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|---|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | 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 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |



5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact **Ms. Pallavi Mhatre, Senior Manager** at e-mail ID: evoting@nsdl.co.in or write to National Securities Depository Limited (NSDL) at Trade World, ‘A’ Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of 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 and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views / ask questions / seek any information during the meeting with regard to any items of business to be transacted at the AGM may register themselves as a speaker by sending their request from their registered email ID in advance i.e., on or before 22nd September, 2022 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, PAN and mobile number to the Company at investor@indiacements.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance i.e., on or before 22nd September, 2022 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, mobile number and PAN at investor@indiacements.co.in. These queries will be replied to by the company suitably.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- VI The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21.09.2022.
- VII Any person, who acquires shares of the Company and becomes a member of the Company after forwarding the notice and holding shares as of the cut-off date i.e. 21.09.2022, may obtain the login ID and password by sending an email to investor@indiacements.co.in or corpserv@integratedindia.in or evoting@nsdl.co.in by mentioning their DP ID and Client ID No.
- VIII A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM.
- IX The Scrutinizer shall immediately after the conclusion of e-voting at the AGM through VC /OAVM mode, first download and count the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than forty-eight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.indiacements.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

(By Order of the Board)
for **THE INDIA CEMENTS LIMITED**

S.SRIDHARAN
COMPANY SECRETARY

Place : Chennai
Date : 12.08.2022

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE REAPPOINTED, VIDE ITEMS NO. 4 & 5 OF THE NOTICE CONVENING THE 76TH ANNUAL GENERAL MEETING OF THE COMPANY

| | | | |
|----|--|---|--|
| i) | Name of the Director | : | Smt. Chitra Srinivasan |
| | Director Identification Number (DIN) | : | 01094213 |
| | Date of Birth | : | 31 st July 1949 |
| | Date of appointment on the Board as Director | : | 5 th March 2010 |
| | Category of Directorship | : | Promoter, Non-executive Director liable to retire by rotation. |
| | Date of last reappointment as Director | : | 28 th September 2020 |
| | Expertise in specific functional areas | : | Industry, Management and Administration |
| | Qualification | : | B.Sc. |
| | Brief Profile / Experience | : | Smt. Chitra Srinivasan is a Director of the Company, since 2010. Besides her industry knowledge and expertise in management and administration, she involves herself in various philanthropic and social welfare activities mainly supporting the needy by providing shelter, food, education, skill development, self-employment, healthcare, sports, games, etc. |
| | Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner | : | 78580 |
| | List of outside Directorships held in Listed / Public Companies | : | Nil |
| | Chairman / Member of the Committees of Board of Directors of the Company | : | Nil |
| | Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director | : | Not Applicable |
| | Relationships between directors inter-se / Key Managerial Personnel | : | Spouse of Sri N.Srinivasan, Vice Chairman & Managing Director and Mother of Smt. Rupa Gurunath, Wholetime Director |
| | Listed entities from which the Director has resigned in the past three years | : | Nil |



| | | | |
|-----|--|---|--|
| ii) | Name of the Director | : | Sri T.S.Raghupathy |
| | Director Identification Number (DIN) | : | 00207220 |
| | Date of Birth | : | 4 th November 1951 |
| | Date of appointment on the Board as Director | : | 6 th November 2020 |
| | Category of Directorship | : | Non-independent, Non-executive Director liable to retire by rotation |
| | Date of last reappointment as Director | : | 8 th September 2021 |
| | Expertise in specific functional areas | : | Management & Administration, Marketing, etc. |
| | Qualification | : | B.Com., M.M.S. |
| | Brief Profile / Experience | : | Sri T.S.Raghupathy has held various positions in the Company and retired as Senior Executive President in March 2014 and was a Special Advisor to the Company until October 2020. He has more than 3 decades of extensive and varied experience in the Company in-charge of Marketing, Operations, Administration, Human Resource Management etc., and has more than 4 decades of experience in the Cement Industry, as a whole. |
| | Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner | : | 129078 |
| | List of outside Directorships held in Listed / Public Companies | : | Coromandel Sugars Limited India Cements Investment Services Limited Industrial Chemicals and Monomers Limited |
| | Chairman / Member of the Committees of Board of Directors of the Company | : | Nil |
| | Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director | : | Coromandel Sugars Limited Audit Committee - Chairman |
| | Relationships between directors inter-se / Key Managerial Personnel | : | Nil |
| | Listed entities from which the Director has resigned in the past three years | : | Nil |

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE SEVENTYSIXTH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEMS NO. 6 to 8 OF THE SAID NOTICE

Items No. 6 & 7

M/s. K.S.Rao & Co., Chartered Accountants, (Registration No.003109S) and M/s. S.Viswanathan LLP, Chartered Accountants, (Registration No.004770S / S200025) were appointed as statutory auditors of the company at the Seventyfirst Annual General Meeting (AGM) held on 4th September, 2017, for a term of five years commencing from the conclusion of Seventyfirst AGM till the conclusion of the Seventysixth AGM and they would be completing their term of office at the ensuing AGM.

Based on the evaluation and recommendation of the Audit Committee, the Board of Directors at its meeting held on 27th May, 2022, recommended the:

- reappointment of M/s.S.Viswanathan LLP, (Registration No.004770S / S200025), Chartered Accountants, for a second and final term; and
- appointment of M/s.Brahmayya & Co., (Registration No. 000511S) Chartered Accountants, in the place of M/s. K.S. Rao & Co, Chartered Accountants, for the first term

of five consecutive years to hold office from the conclusion of the Seventysixth Annual General Meeting until the conclusion of the Eightyfirst Annual General Meeting for approval of the members, at the existing remuneration of ₹ 35 Lakhs each for the year 2022-23 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee.

Brief Profile of Statutory Auditors:

- M/s.S.Viswanathan LLP : The Firm was established in the year 1951 and its Registration No. with ICAI is 004770S. The Firm is based in Chennai having branches in Bangalore and Coimbatore. M/s.S.Viswanathan LLP has 7 Partners and are Auditors for Various Corporates.
- M/s.Brahmayya & Co.: The Firm was established in the year 1932 and its Registration No. with ICAI is 000511S. The Firm is based in Chennai having branches across India like Bangalore, Hyderabad, New Delhi, and Visakhapatnam. M/s.Brahmayya & Co. has 8 Partners and are Auditors for various Corporates.

There is no material change in the terms of reappointment / appointment, including the remuneration proposed to be paid to M/s.S.Viswanathan LLP and M/s.Brahmayya & Co., for the year ending 31st March, 2023.

The Company has obtained written consent and certificate from the Auditors confirming that their appointments, if made, shall be in accordance with the conditions and criteria laid down under the Companies Act, 2013 and they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India.

The Board of Director places on record its appreciation for the valuable services rendered by M/s. K.S. Rao & Co.

The Board after considering the credentials of M/s.S.Viswanathan LLP, Chartered Accountants and M/s.Brahmayya & Co., Chartered Accountants recommend the ordinary resolutions as set out in Items No. 6 & 7 of the Notice convening 76th AGM of the Company for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

Item No.8

The Board of Directors at its meeting held on 27th May, 2022, based on the recommendation of the Audit Committee, approved the appointment of Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2023 at a remuneration of ₹ 20 lakhs, besides reimbursement of applicable tax, travelling and out of pocket expenses.



In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence, the Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice convening the 76th Annual General Meeting of the Company for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Place : Chennai
Date : 12.08.2022

(By Order of the Board)
for **THE INDIA CEMENTS LIMITED**
S.SRIDHARAN
COMPANY SECRETARY