SHIVA CEMENT LTD.

Annual Report

2019-20

BOARD OF DIRECTORS

Mr. Manoj Kumar Rustagi
Whole Time Director

Mr. R. P. Gupta
Non Executive Director

Mr. Narinder Singh Kahlon
Non-Executive Director

Mr. Mahendra Singh
Independent Director

Mr. B. K. Mangaraj
Independent Director

Mr. Sanjay Sharma
Independent Director

Ms. Sudeshna Banerjee
Independent Director

Contents …

Mr. Girish Menon
Chief Financial Officer

Ms. Sneha Bindra
Company Secretary

AUDITORS

Shah Gupta & Co.
Chartered Accountants
Mumbai

REGISTRAR & TRANSFER AGENT

Niche Technologies (P) Ltd.
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata-700017

REGISTERED OFFICE	PLANT SITE	MINES
YY-5, Civil Township, 7/8 Area Rourkela - 769 004 Website : www.shivacement.com	Vill : Telighana PO : Biringatoli, Kutra Dist. Sundargarh (Odisha)	Vill : Khatkurbahal Via : Kutra Dist. Sundargarh (Odisha)

DIRECTOR'S REPORT

Dear Members,

We are pleased to present 34th Annual Report for the financial year ended on 31st March, 2020. The operational performance during the year is as below.

1. Financial / Operational Performance **(₹in lakh)**

Particulars	31.03.2020	31.03.2019
Turnover	**3,238.67**	**2937.53**
Operating EBIDTA	(838.26)	(691.78)
Other Income	14.92	34.64
Finance Cost	1453.54	1485.28
Depreciation & Amortization	786.61	762.96
Profit/(Loss) before exceptional Item	**(3063.50)**	**(2905.38)**
Exceptional Items (see details below)	-	-
Profit (Loss) before Taxation	**(3063.50)**	**(2905.38)**
Tax Expense/benefits	**(781.12)**	**(779.50)**
Profit (Loss) after Taxation	**(2282.37)**	**(2125.88)**

2. Highlights of performance:

Financial year 2019-20 ended with an increase in sales volume of cement by 36% more than the last year sales with improvement in the production performance with improved quality of cement.

This year, the company has utilized 72% of total installed capacity and produced 95,588 MT of Cement, which is 35% more than the last years cement production. Similarly during the year the company has produced 56,145 MT clinker which is 41% more than the last years clinker production.

During the year the company has borrowed ₹1,620 lakhs and repaid ₹450.00 lakhs to its holding company JSW Cement Limited. On the total cumulative borrowed fund for ₹14,925.98 lakhs, the company has incurred interest cost amounting ₹1,386.05 lakhs during the year. Current year borrowed fund has been utilized for repayment of old dues, current operational expenditure and capital expenditure to the tune of ₹577.70 lakhs.

3. Transfer to Reserves

During the financial year under review the Board has not proposed to transfer any amount to reserves.

4. Dividend

As your Company has incurred a net loss during the year your Directors have not recommended any dividend for the year.

5. Financial Statement:

The audited Financial Statements of the Company, which form a part of this Annual Report, have been prepared in accordance with the provisions of the Companies Act, 2013, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Indian Accounting Standards.

6. Holding, Subsidiary & Associate Company:

Your Company has neither any subsidiary nor an associate company. The Company has a holding company as on 31st March, 2020 namely JSW Cement Limited. The net worth of JSW Cement Limited as on 31.03.2020 is ₹1441.11 crores.

7. Fixed Deposits:

Your Company has neither accepted renewed any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the rules made there under during the period under review.

8. Extract of Annual Return:

The extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form MGT-9 of the rules prescribed under chapter VII relating to Management and Administration under the Companies Act, 2013, is made available on the Company's website and can be accessed from www.shivacement.com and forms a part of this Annual Report as Annexure-A.

9. Share Capital:

There was no change in the authorized share capital of the Company during the year under review. The issued, subscribed and paid up equity share capital of the Company as on 31st March, 2020 was ₹3900.00 Lakhs comprising of 1950 Lakh Equity shares of ₹2/- each.

10. Board Meeting

The Board meets to discuss and decide on Company/business policy and strategy apart from other business. A tentative date of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation as permitted by law, which are notified in next Board meeting.

During the year under review, the Board of Directors have met five times on 23.04.2019, 24.07.2019, 19.10.2019, 27.11.2019 and 14.01.2020. The maximum interval between two meetings did not exceed 120 days as prescribed under Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"] and Secretarial Standard SS-1.

11. Directors' Responsibility Statement

Pursuantto the provisions of section 134(5) of the Companies Act, 2013, your Directors hereby state and confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b. the directors have selected such accounting policies and applied them 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 at the end of the financial year and of the profit and loss of the company for that period;

c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the directors have prepared the annual accounts on a going concern basis; and

e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Declaration of Independence

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Regulation 16 of the SEBI (LODR) Regulations, 2015.

13. Auditors

A. Statutory Auditors:

At the Company's 31st Annual General Meeting (AGM) held on September 21, 2017, M/s Shah Gupta &Co.,, Chartered Accountants (Firm Registration No. 109574W), Mumbai, were appointed as the Company's Statutory Auditors for a period of five consecutive years i.e. from the conclusion of the 31st AGM till the conclusion of the 36th AGM subject to ratification if required by the members of the Company at every Annual General Meeting.

However, the Ministry of Corporate Affairs vide its notification S.O.1833(E) dated 07th May 2018 notified the amendment in section 139 of the Companies Act 2013, pursuant to which the appointment of Statutory Auditors is not required to be ratified by the members every year during the tenure of Statutory Auditors once approved by the members in their Annual General Meeting.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Prakash Sahoo& Associates, Practicing Company Secretaries, Rourkela, Odisha to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report in Form No. MR- 3 is appended as Annexure B.

C. Comments on auditors' report

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Shah Gupta & Co., Chartered Accountants, Statutory Auditors, in their Audit Report and by M/s. Prakash Sahoo& Associates, Practicing Company Secretaries, in their secretarial audit report. The Auditors did not report any incident of fraud to the Audit Committee of the Company in the year under review.

14. Particulars of loans or guarantees given, securities provided or investments made under Section 186 of the Companies Act, 2013:

During the year under review, the Company has not given loans or guarantees, securities provided or investments made under Section 186 of the Companies, Act, 2013.

15. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013

All transactions entered with Related Parties for the year under review were on arm's Length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the rules made thereunder are not attracted. However, the disclosure in Form AOC-2 in terms of Section 134 of the Act is appended as Annexure C.

16. Material changes and commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

17. Particulars regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

A statement containing necessary information, as required under the Companies Act, 2013 is annexed hereto in Annexure-D. There were no foreign exchange transactions during the year.

18. Company's policy on Directors', KMP & other employees' appointment and remuneration

The Policies of the Company on Directors', KMP & other employees' appointment including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as Annexure Eto this Report. The Remuneration Policy is forming part of Corporate Governance Report and detailed policy has also been published on the website www.shivacement.com for investor's information.

19. Risk Management Policy

The Company has in place a Risk Management Policy to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed by the Audit Committee. All risks are reviewed in the meetings of the Board of Directors. Risks related to internal controls, compliances & systems are also reviewed in detail by the Audit Committee. The Risk Management Policy has also been published on website www.shivacement.com for investor's information.

20. Corporate Social Responsibility

The Company believes in inclusive growth to facilitate creation of a value based and empowered society through continuous and purposeful engagement with society around. All the CSR initiatives are approved by the CSR Committee in line with the CSR Policy. The CSR Policy formulated is uploaded on the website of the Company at www.shivacement.com.

21. Vigil Mechanism

Pursuant to the provisions of Section 177 (9) of Companies Act, 2013, the Board of Directors has established a committee to provide adequate safeguard against victimization & to protect interest of the directors and employees to report their genuine concerns. The Company has uploaded the code of conduct in relation to the employees & directors on its website (www.shivacement.com).

22. Evaluation of Board, Committees and Board Members pursuant to provisionsof the Companies Act, 2013

Good Governance requires Boards to have effective processes to evaluate their performance. The evaluation process is a constructive mechanism for improving effectiveness of Board, maximizing strengths and tackling weaknesses which leads to an immediate improvement in performance throughout the organization.

23. Evaluation by Independent Director

In terms of the Code for Independent Directors (Schedule IV), the Independent Director(s) on the Board of the Company shall evaluate performance of the Non-Independent Director(s), Board as a whole and review performance of Chairperson. Broad parameters for reviewing performance are based on the structured questionnaires related to composition of Board, Function of Board, Meeting attended by Board Members, conflict of interest, participation in discussion, time contribution, Governance and ethical problem etc.

24. Evaluation by Nomination and Remuneration (NRC) Committee

Nomination and Remuneration committee constituted under section 178 of the Companies Act, 2013 has been made responsible for carrying out evaluation of every Director's performance. The evaluation of individual Director focuses on contribution to the work of Board.

25. Evaluation by Board

The purpose of Board Evaluation is to achieve persistent and consistent improvement in the governance of the Company at Board level with an intention to establish and follow best practices in Board Governance in order to fulfill fiduciary obligation to the

Company. The Board believes, the evaluation will lead to a working relationship among Board members, greater efficiency using the Board's time and increased effectiveness of the Board as governing body. A structured questionnaire was prepared covering all aspects of the Board's and Committee's function, for the evaluation of the Board and Committees. The evaluation of the Independent Directors was based on the range of the criteria like independent judgment strategy, performance and risk management; skill, knowledge and Familiarity about the Company, professional advice, attendance in Board and Committee meeting etc.

26. Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

27. Adequacy of Internal Financial Controls:

The Board of Directors in consultation with Internal Auditors have laid down the Internal Financial Controls Framework, commensurate with the size, scale and complexity of its operations. The Internal Audit Team quarterly monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

28. Directors and Key Managerial Personnel:

Mr. Narinder Singh Kahlon (DIN- 03578016), Non-Executive Director of your Company shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting of the Company.

During the year under review, Mr. Sanjay Sharma (DIN: 02692742) and Ms. Sudeshna Banerjee (DIN: 01920464) were appointed as Independent Directors of the Company with effect from 23rd April 2019. Further, the term of two independent directors of the Company namely Mr. Bimal Kumar Mangraj and Mahendra Singh was expiring on 31st March, 2020. Hence, Mr. Bimal Kumar Mangaraj and Mr. Mahendra Singh were by the Board for another term of 3 years and 2 years respectively.

There were no changes in other directors and Key Managerial Personnel during the year.

29. Corporate Governance

Your Company has complied with the requirements of Regulation 17 to 27 of the SEBI (LODR) Regulations, 2015 on Corporate Governance. Pursuant to Schedule V of the SEBI (LODR) Regulations, 2015, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report

30. Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company for the year under review, as required under Schedule V of the the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms part of this Annual Report.

31. Human Resources

The Company is maintaining cordial and healthy relations with its employees. Employees at all levels are extending their full support. The Company has strong faith in potential of human resources. It believes in the creative abilities of the people; those work for the Company. It believes in the participatory management.

32. E-Voting Platform

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, your Company is registered with NSDL for E-Voting services to set up an electronic platform to facilitate shareholders to cast vote in electronic form to exercise their right of voting at General Meetings / business to be transacted by means of voting through e-voting or ballot paper as provided under the Companies Act, 2013.

33. Particulars of Employees

The provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable as none of the employees were in receipt of remuneration exceeding the limits specified therein.

34. Awards & Recommendations

The Company was awarded with First Prize in "Annual Mines Safety Week Celebration-2019".

35. Business Responsibility Report

As stipulated under the Listing Agreement, the Business Responsibility report describing the initiatives taken by the Company from environmental, social and governance perspective has been described in this Annual Report.

36. Environmental & Social Obligation

Environment Clearance for Cement Plant: The existing Environment Clearance for plant capacity to produce 0.825 million MT Clinker and 1.05 million MT Cement, was valid up to 23rd May 2018. The Ministry of Environment and Forest (MoEF) & Climate Change (CC) vide their letter dated 15th June 2018 has extended validity of the EC for a period of 3 years i.e. upto 22nd May 2021.

Consent to Establish to produce 0.825 million MT Clinker and 1.05 million MT Cement has been granted by Odisha State Pollution Control Board (OSPCB) on 8th March 2018 and is valid up to 7th March 2023.

NOC for Groundwater withdrawal: Central Ground Water Authority (CGWA) has approved our application for 688 M3/day of groundwater for cement plant and No Objection Certificate (NOC) No. CGWA/NOC/IND/ORIG/2018/3874 for ground water abstraction to M/s SHIVA CEMENT LIMITED has been granted. The NOC start date is 20th July 2018 and is valid upto 19th July 2020.

37. Disclosure under section 54(1)(d) of the Companies Act, 2013:

The Company has not issued sweat equity shares during the year under review and hence, no information as pursuant to section 54(1)(d) of the Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

38. Disclosure under section 67(3) of the Companies Act, 2013

The Company has not passed any special resolution pursuant to Section 67(3) of the Companies Act, 2013 hence no disclosure is required to be made.

39. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has a policy on Prevention of Sexual Harassment at workplace. The policy has been framed as per "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" and an internal Committee has been constituted for redressal of the complaints.

40. Acknowledgements

Your directors place on record their sincere appreciation to the government authorities, Bankers, NBFCs, consultants, shareholders, employees, suppliers & contractors of the Company for the co-operation and support extended to the Company.

41. Cautionary Statement

Statements in the directors' report and the management discussion & analysis describing company's objectives, expectations or predictions, may be forward-looking statement within the meaning of applicable laws and regulations. Although we believe our expectation is based on reasonable assumption, actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and such other factors which are material to the business operations of the company.

For and on behalf of the Board of
Shiva Cement Limited

	Sd/-	*Sd/-*
	Manoj Kumar Rustagi	**Rajendra Prasad Gupta**
Date : 12.05.2020	Whole-Time Director	Director
Place : Rourkela-769004	DIN : 07742914	DIN : 01325989

Annexure - A

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 2019-20

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS :

CIN	L26942OR1985PLC001557
Registration Date	12/08/1985
Name of the Company	Shiva Cement Limited
Category / Sub-Category of the Company	Public Company limited by shares
Address of the Registered office and contact details	YY-5, Civil Township, Roukela-7690004 Tele Phone: 0661-2400828, 2400168
Whether listed Company (YES/NO)	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	NICHE TECHNOLOGIES PRIVATE LIMITED CIN : U74140WB1994PTC062636 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017 Ph. No. 033 2234-3576, 2235-7270/7271 Fax : 03322156823, Email : nichetechpl@nichtechpl.com Website : www.nichetechpl.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products / services	% to total turnover of the company
1.	CEMENT	100
2.	OTHERS GOODS	-

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary/ Associate of the Company	% of shares held	Applicable Section
1.	JSW Cement Limited	U26957MH2006PLC160839	Holding Company	54.44	Section 2(46)

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

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. PROMOTERS									
(1) Indian a) Individual / HUF b) Centran Government c) State Government d) Bodies Corporate e) Banks / Financial Institutions f) Any Other	106166750	0	106166750	54.444	106166750	0	106166750	54.444	0.000
Sub-total (A)(1)	**106166750**	**0**	**106166750**	**54.444**	**106166750**	**0**	**106166750**	**54.444**	**0.000**

(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
Sub-total (A)(2)	**0**	**0**	**0**	**0.000**	**0**	**0**	**0**	**0.000**	**0.000**
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	**106166750**	**0**	**106166750**	**54.444**	**106166750**	**0**	**106166750**	**54.444**	**0.000**
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions	0	206083	206083	0.106	1451	206083	207534	0.106	0.000
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies									
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
Sub-total (B)(1)	**0**	**206083**	**206083**	**0.106**	**1451**	**206083**	**207534**	**0.106**	**0.000**
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	17599556	40364	17639920	9.046	16474147	40364	16514511	8.469	-0.577
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	49705714	547794	50253508	25.771	49431533	544535	49976068	25.629	-0.142
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	15718967	68439	15787406	8.096	19522481	68439	19590920	10.047	1.951
c) Others Specify									
1. NRI	1532924	0	1532924	0.786	1515835	0	1515835	0.777	-0.009
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	3411691	0	3411691	1.750	1026664	0	1026664	0.526	-1.224
5. Trusts	1100	618	1718	0.001	1100	618	1718	0.001	0.000
6. Foreign Bodies-D.R.									
Sub-total (B)(2)	**87969952**	**657215**	**88627167**	**45.450**	**87971760**	**653956**	**88625716**	**45.449**	**-0.001**
Total Public Shareholding (B) = (B)(1)+(B)(2)	**87969952**	**863298**	**88833250**	**45.556**	**87973211**	**860039**	**88833250**	**45.556**	**0.000**
C. Shares held by Custodian for GDRs & ADRs									
GRAND TOTAL (A+B+C)	**194136702**	**863298**	**195000000**	**100.000**	**194139961**	**860039**	**195000000**	**100.000**	**0.000**

ii) **Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	in shareholding during the year
1	JSW CEMENT LIMITED	104366750	53.521	10.061	106166750	54.444	0.000	0.923
2	REYNOLD TRADERS PRIVATE LIMITED	1800000	0.923	0.000				-0.923
	TOTAL	**106166750**	**54.444**	**9.890**	**106166750**	**54.444**	**0.000**	**0.000**

*Reynold Traders Pvt. Ltd. Transferred/sold 1800000 equity shares to JSW Cement Limited in an off-market transaction pursuant to share purchase agreement dated 30.03.2019, however the aforesaid shares were effectively credited in JSW Cement Ltd.'s demat account on 01.04.2019.

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

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	JSW CEMENT LIMITED				
	a) At the Begining of the Year	104366750	53.521		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	1800000	0.923	106166750	54.444
	c) At the End of the Year			106166750	54.444
2	REYNOLD TRADERS PRIVATE LIMITED				
	a) At the Begining of the Year	1800000	0.923		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-1800000	0.923	0	0.000
	c) At the End of the Year			0	0.000
	TOTAL	**106166750**	**54.444**	**106166750**	**54.444**

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**ANUBHA INVESTMENTS PVT. LTD.**				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	30/09/2019 Transfer	1560000	0.800	1560000	0.800
	11/10/2019 Transfer	-24334	0.012	1535666	0.788
	25/10/2019 Transfer	649030	0.333	2184696	1.120
	01/11/2019 Transfer	-118030	0.061	2066666	1.060
	08/11/2019 Transfer	111044	0.057	2177710	1.117
	15/11/2019 Transfer	-29164	0.015	2148546	1.102
	22/11/2019 Transfer	149162	0.076	2297708	1.178
	29/11/2019 Transfer	149935	0.077	2447643	1.255
	06/12/2019 Transfer	65063	0.033	2512706	1.289

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	13/12/2019 Transfer	10196	0.005	2522902	1.294
	20/12/2019 Transfer	53752	0.028	2576654	1.321
	31/12/2019 Transfer	80824	0.041	2657478	1.363
	03/01/2020 Transfer	-39845	0.020	2617633	1.342
	10/01/2020 Transfer	53446	0.027	2671079	1.370
	17/01/2020 Transfer	13741	0.007	2684820	1.377
	24/01/2020 Transfer	52567	0.027	2737387	1.404
	31/01/2020 Transfer	-111223	0.057	2626164	1.347
	07/02/2020 Transfer	123100	0.063	2749264	1.410
	14/02/2020 Transfer	100155	0.051	2849419	1.461
	21/02/2020 Transfer	44845	0.023	2894264	1.484
	06/03/2020 Transfer	30000	0.015	2924264	1.500
	c) At the End of the Year			2924264	1.500
2	**ARUN GUPTA**				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	09/08/2019 Transfer	20000	0.010	20000	0.010
	20/09/2019 Transfer	10000	0.005	30000	0.015
	27/09/2019 Transfer	10000	0.005	40000	0.021
	18/10/2019 Transfer	2754	0.001	42754	0.022
	25/10/2019 Transfer	10246	0.005	53000	0.027
	01/11/2019 Transfer	6000	0.003	59000	0.030
	08/11/2019 Transfer	20000	0.010	79000	0.041
	15/11/2019 Transfer	5000	0.003	84000	0.043
	22/11/2019 Transfer	10000	0.005	94000	0.048
	27/12/2019 Transfer	-4000	0.002	90000	0.046
	03/01/2020 Transfer	30000	0.015	120000	0.062
	10/01/2020 Transfer	-70000	0.036	50000	0.026
	17/01/2020 Transfer	30000	0.015	80000	0.041
	24/01/2020 Transfer	159977	0.082	239977	0.123
	31/01/2020 Transfer	114023	0.058	354000	0.182
	07/02/2020 Transfer	156000	0.080	510000	0.262
	14/02/2020 Transfer	50000	0.026	560000	0.287
	21/02/2020 Transfer	30000	0.015	590000	0.303
	28/02/2020 Transfer	50000	0.026	640000	0.328
	06/03/2020 Transfer	50000	0.026	690000	0.354
	13/03/2020 Transfer	10000	0.005	700000	0.359
	20/03/2020 Transfer	10000	0.005	710000	0.364
	c) At the End of the Year			710000	0.364
3	**ASHA MUKUL AGRAWAL**				
	a) At the Begining of the Year	511100	0.262		
	b) Changes during the year				
	Date Reason				
	25/10/2019 Transfer	-175859	0.090	335241	0.172
	01/11/2019 Transfer	-74069	0.038	261172	0.134
	08/11/2019 Transfer	-261172	0.134	0	0.000
	c) At the End of the Year			0	0.000

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
4	**BAJRANG ENGINEERS PRIVATE LIMITED**				
	a) At the Begining of the Year	476295	0.244		
	b) Changes during the year				
	Date Reason				
	12/04/2019 Transfer	400000	0.205	876295	0.449
	23/08/2019 Transfer	-20000	0.010	856295	0.439
	c) At the End of the Year			856295	0.439
5	**CELSIA PHILOMENA BOCARRO**				
	a) At the Begining of the Year	534898	0.274		
	b) Changes during the year				
	c) At the End of the Year			534898	0.274
6	**GAURANG AGARWAL**				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	10/01/2020 Transfer	500000	0.256	500000	0.256
	c) At the End of the Year			500000	0.256
7	**GLOBE CAPITAL MARKET LIMITED**				
	a) At the Begining of the Year	692885	0.355		
	b) Changes during the year				
	Date Reason				
	16/08/2019 Transfer	-2000	0.001	690885	0.354
	20/09/2019 Transfer	10000	0.005	700885	0.359
	18/10/2019 Transfer	-690885	0.354	10000	0.005
	08/11/2019 Transfer	500	0.000	10500	0.005
	29/11/2019 Transfer	-500	0.000	10000	0.005
	24/01/2020 Transfer	1400	0.001	11400	0.006
	c) At the End of the Year			11400	0.006
8	**GRD SECURITIES LIMITED**				
	a) At the Begining of the Year	597713	0.307		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-155000	0.079	442713	0.227
	12/04/2019 Transfer	-400000	0.205	42713	0.022
	10/05/2019 Transfer	7500	0.004	50213	0.026
	17/05/2019 Transfer	7500	0.004	57713	0.030
	24/05/2019 Transfer	100000	0.051	157713	0.081
	31/05/2019 Transfer	-35000	0.018	122713	0.063
	14/06/2019 Transfer	-50000	0.026	72713	0.037
	28/06/2019 Transfer	20500	0.011	93213	0.048
	05/07/2019 Transfer	-55000	0.028	38213	0.020
	09/08/2019 Transfer	-38213	0.020	0	0.000
	c) At the End of the Year			0	0.000
9	**HARSH VANIJYA PRIVATE LIMITED**				
	a) At the Begining of the Year	7688000	3.943		
	b) Changes during the year				
	Date Reason				
	26/04/2019 Transfer	-25000	0.013	7663000	3.930
	24/05/2019 Transfer	-126500	0.065	7536500	3.865

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	14/06/2019 Transfer	30000	0.015	7566500	3.880
	02/08/2019 Transfer	-163700	0.084	7402800	3.796
	23/08/2019 Transfer	-38200	0.020	7364600	3.777
	13/09/2019 Transfer	-71000	0.036	7293600	3.740
	27/09/2019 Transfer	-90000	0.046	7203600	3.694
	30/09/2019 Transfer	-60000	0.031	7143600	3.663
	04/10/2019 Transfer	-174408	0.089	6969192	3.574
	11/10/2019 Transfer	-210000	0.108	6759192	3.466
	18/10/2019 Transfer	-95000	0.049	6664192	3.418
	25/10/2019 Transfer	-195000	0.100	6469192	3.318
	01/11/2019 Transfer	-60000	0.031	6409192	3.287
	08/11/2019 Transfer	-350000	0.179	6059192	3.107
	22/11/2019 Transfer	-140000	0.072	5919192	3.035
	06/12/2019 Transfer	-60000	0.031	5859192	3.005
	13/12/2019 Transfer	-32000	0.016	5827192	2.988
	20/12/2019 Transfer	-8500	0.004	5818692	2.984
	27/12/2019 Transfer	67390	0.035	5886082	3.019
	31/12/2019 Transfer	-101390	0.052	5784692	2.967
	10/01/2020 Transfer	-98000	0.050	5686692	2.916
	17/01/2020 Transfer	32500	0.017	5719192	2.933
	24/01/2020 Transfer	-185000	0.095	5534192	2.838
	31/01/2020 Transfer	142000	0.073	5676192	2.911
	07/02/2020 Transfer	-195000	0.100	5481192	2.811
	14/02/2020 Transfer	35000	0.018	5516192	2.829
	21/02/2020 Transfer	11000	0.006	5527192	2.834
	c) At the End of the Year			5527192	2.834
10	**KARVY STOCK BROKING LIMITED-DS NAGAR**				
	a) At the Begining of the Year	569650	0.292		
	b) Changes during the year				
	Date Reason				
	10/05/2019 Transfer	21810	0.011	591460	0.303
	17/05/2019 Transfer	1	0.000	591461	0.303
	07/06/2019 Transfer	-19500	0.010	571961	0.293
	28/06/2019 Transfer	-2311	0.001	569650	0.292
	19/07/2019 Transfer	160	0.000	569810	0.292
	02/08/2019 Transfer	-8000	0.004	561810	0.288
	16/08/2019 Transfer	-1650	0.001	560160	0.287
	23/08/2019 Transfer	-7000	0.004	553160	0.284
	30/08/2019 Transfer	-1600	0.001	551560	0.283
	13/09/2019 Transfer	4475	0.002	556035	0.285
	20/09/2019 Transfer	-1000	0.001	555035	0.285
	30/09/2019 Transfer	-3330	0.002	551705	0.283
	11/10/2019 Transfer	-85000	0.044	466705	0.239
	18/10/2019 Transfer	-180000	0.092	286705	0.147
	08/11/2019 Transfer	8935	0.005	295640	0.152
	15/11/2019 Transfer	-8800	0.005	286840	0.147
	22/11/2019 Transfer	-10591	0.005	276249	0.142
	13/12/2019 Transfer	-46071	0.024	230178	0.118

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	27/12/2019 Transfer	-2700	0.001	227478	0.117
	31/12/2019 Transfer	-3468	0.002	224010	0.115
	03/01/2020 Transfer	-1200	0.001	222810	0.114
	10/01/2020 Transfer	-180628	0.093	42182	0.022
	17/01/2020 Transfer	-5330	0.003	36852	0.019
	14/02/2020 Transfer	-2	0.000	36850	0.019
	21/02/2020 Transfer	-1	0.000	36849	0.019
	c) At the End of the Year			36849	0.019
11	**MANGALA SUBHASH RATHOD**				
	a) At the Begining of the Year	2381109	1.221		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-3631	0.002	2377478	1.219
	19/04/2019 Transfer	-34286	0.018	2343192	1.202
	26/04/2019 Transfer	-83772	0.043	2259420	1.159
	03/05/2019 Transfer	-33717	0.017	2225703	1.141
	10/05/2019 Transfer	-38995	0.020	2186708	1.121
	17/05/2019 Transfer	-23834	0.012	2162874	1.109
	24/05/2019 Transfer	-73199	0.038	2089675	1.072
	25/10/2019 Transfer	25000	0.013	2114675	1.084
	22/11/2019 Transfer	-53649	0.028	2061026	1.057
	29/11/2019 Transfer	-79600	0.041	1981426	1.016
	06/12/2019 Transfer	-183	0.000	1981243	1.016
	13/12/2019 Transfer	-25701	0.013	1955542	1.003
	20/12/2019 Transfer	-43624	0.022	1911918	0.980
	27/12/2019 Transfer	-16894	0.009	1895024	0.972
	31/12/2019 Transfer	-41500	0.021	1853524	0.951
	03/01/2020 Transfer	-20000	0.010	1833524	0.940
	10/01/2020 Transfer	-9010	0.005	1824514	0.936
	17/01/2020 Transfer	-8000	0.004	1816514	0.932
	31/01/2020 Transfer	-11000	0.006	1805514	0.926
	21/02/2020 Transfer	-5105	0.003	1800409	0.923
	c) At the End of the Year			1800409	0.923
12	**MOTILAL OSWAL FINVEST LIMITED**				
	a) At the Begining of the Year	658132	0.338		
	b) Changes during the year				
	Date Reason				
	19/07/2019 Transfer	5385	0.003	663517	0.340
	26/07/2019 Transfer	216419	0.111	879936	0.451
	02/08/2019 Transfer	108928	0.056	988864	0.507
	09/08/2019 Transfer	-54000	0.028	934864	0.479
	16/08/2019 Transfer	-119524	0.061	815340	0.418
	23/08/2019 Transfer	-97013	0.050	718327	0.368
	30/08/2019 Transfer	-55100	0.028	663227	0.340
	06/09/2019 Transfer	-12371	0.006	650856	0.334
	18/10/2019 Transfer	-15385	0.008	635471	0.326
	25/10/2019 Transfer	-13350	0.007	622121	0.319
	08/11/2019 Transfer	-60000	0.031	562121	0.288
	15/11/2019 Transfer	-562121	0.288	0	0.000
	c) At the End of the Year			0	0.000

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
13	**SAAJAN S RATHOD**				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	18/10/2019 Transfer	729140	0.374	729140	0.374
	10/01/2020 Transfer	34370	0.018	763510	0.392
	14/02/2020 Transfer	-5510	0.003	758000	0.389
	28/02/2020 Transfer	-3000	0.002	755000	0.387
	13/03/2020 Transfer	-10000	0.005	745000	0.382
	c) At the End of the Year			745000	0.382
14	**SAHI TRADING PRIVATE LIMITED**				
	a) At the Begining of the Year	823140	0.422		
	b) Changes during the year				
	Date Reason				
	05/04/2019 Transfer	-125	0.000	823015	0.422
	12/04/2019 Transfer	-105	0.000	822910	0.422
	19/04/2019 Transfer	-75	0.000	822835	0.422
	26/04/2019 Transfer	-400	0.000	822435	0.422
	03/05/2019 Transfer	-175	0.000	822260	0.422
	10/05/2019 Transfer	-100	0.000	822160	0.422
	17/05/2019 Transfer	-100	0.000	822060	0.422
	24/05/2019 Transfer	-75	0.000	821985	0.422
	31/05/2019 Transfer	-300	0.000	821685	0.421
	07/06/2019 Transfer	-350	0.000	821335	0.421
	14/06/2019 Transfer	-600	0.000	820735	0.421
	12/07/2019 Transfer	-1500	0.001	819235	0.420
	26/07/2019 Transfer	-200	0.000	819035	0.420
	02/08/2019 Transfer	-15700	0.008	803335	0.412
	09/08/2019 Transfer	-500	0.000	802835	0.412
	30/08/2019 Transfer	-4832	0.002	798003	0.409
	06/09/2019 Transfer	-25	0.000	797978	0.409
	13/09/2019 Transfer	-1350	0.001	796628	0.409
	20/09/2019 Transfer	-614	0.000	796014	0.408
	11/10/2019 Transfer	80025	0.041	876039	0.449
	18/10/2019 Transfer	59478	0.031	935517	0.480
	22/11/2019 Transfer	-10000	0.005	925517	0.475
	c) At the End of the Year			925517	0.475
15	**SAMARTH COMMODITIES MERCHANTS PVT. LTD.**				
	a) At the Begining of the Year	1437999	0.737		
	b) Changes during the year				
	Date Reason				
	12/04/2019 Transfer	-100000	0.051	1337999	0.686
	21/06/2019 Transfer	83500	0.043	1421499	0.729
	26/07/2019 Transfer	-45000	0.023	1376499	0.706
	09/08/2019 Transfer	-140000	0.072	1236499	0.634
	16/08/2019 Transfer	-45000	0.023	1191499	0.611

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	23/08/2019 Transfer	-20000	0.010	1171499	0.601
	30/08/2019 Transfer	-480000	0.246	691499	0.355
	06/09/2019 Transfer	-115000	0.059	576499	0.296
	20/09/2019 Transfer	-125000	0.064	451499	0.232
	27/09/2019 Transfer	-205000	0.105	246499	0.126
	18/10/2019 Transfer	-119800	0.061	126699	0.065
	25/10/2019 Transfer	-55000	0.028	71699	0.037
	01/11/2019 Transfer	-10000	0.005	61699	0.032
	08/11/2019 Transfer	60000	0.031	121699	0.062
	15/11/2019 Transfer	71000	0.036	192699	0.099
	22/11/2019 Transfer	-73000	0.037	119699	0.061
	13/12/2019 Transfer	-118793	0.061	906	0.000
	31/12/2019 Transfer	27132	0.014	28038	0.014
	10/01/2020 Transfer	-838	0.000	27200	0.014
	17/01/2020 Transfer	-27200	0.014	0	0.000
	c) At the End of the Year			0	0.000
16	**SHAVARIA TRADECOM PRIVATE LIMITED**				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	30/09/2019 Transfer	917750	0.471	917750	0.471
	25/10/2019 Transfer	316566	0.162	1234316	0.633
	01/11/2019 Transfer	339934	0.174	1574250	0.807
	08/11/2019 Transfer	8803	0.005	1583053	0.812
	15/11/2019 Transfer	136197	0.070	1719250	0.882
	29/11/2019 Transfer	50000	0.026	1769250	0.907
	06/12/2019 Transfer	43500	0.022	1812750	0.930
	c) At the End of the Year			1812750	0.930
	TOTAL	**16370921**	**8.395**	**16384574**	**8.402**

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	**NARINDER SINGH KAHLON**				
	a) At the Begining of the Year	100	0.000		
	b) Changes during the year		[		
	c) At the End of the Year			100	0.000
2	**R P GUPTA**				
	a) At the Begining of the Year	13447	0.007		
	b) Changes during the year		[		
	c) At the End of the Year			13447	0.007
3	**SANJAY SHARMA**				
	a) At the Begining of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	06/03/2020 Transfer	15000	0.008	15000	0.008
	c) At the End of the Year			15000	0.008
	TOTAL	**13547**	**0.007**	**28547**	**0.015**

vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: **(₹) in Lakhs**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		13,755.98		13,755.98
ii) Interest due but not paid		2,117.28		2,117.28
iii) Interest accrued but not due				
Total (i+ii+iii)	**-**	**15,873.26**	**-**	**15,873.26**
Change in Indebtedness during the financial year				
o Addition	583.16	2,867.44		3,450.61
o Reduction	-	450.00		450.00
Net Change	**583.16**	**2,417.44**	**-**	**3,000.61**
Indebtedness at the end of the financial year				
i) Principal Amount	583.16	14,925.98	-	15,509.14
ii) Interest due but not paid	-	3,364.73		3,364.73
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**583.16**	**18,290.71**	**-**	**18,873.87**

vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **in (₹)**

S. No.	Particulars of Remuneration	Name of MD/WTD/			Total Amount
		Managing Director	Whole Time Director Mr. Manoj Kumar Rustagi*	Manager	
1.	Gross salary (Rs. In Lakhs) (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (per annum) (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	1.00 (per month)	--	1.00 (per month)
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify Total Ceiling as per the Act	- -	- 1.00 -	- - -	- 1.00 -

*Mr. Manoj Kumar Rustagi, Whole-Time Director of the Company has been deputed by JSW Cement Limited, which is parent company.

B. Remuneration to other directors: **(₹) in Lakhs**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Director	Mr. Sanjay Sharma	Mahendra Singh	B.K. Mangaraj	Ms. Sudeshna Banerjee	
	• Fee for attending board / committee meetings • Commission • Others, please specify	1.60	1.75	1.60	1.60	6.55
	Total (1)					
2.	Other Non-Executive Directors	Narinder Singh Kahlon	R.P. Gupta	-	-	-
	• Fee for attending board / committee meetings • Commission • Others, please specify	- -	- -	- -	- -	-
	Total (2)	**-**	**-**	**-**		**-**
	Total (B) = (1+2)					**6.55**
	Total Managerial Remuneration	**--**	**-**	**-**	**-**	**-**
	Overall Ceiling as per the Act		**-**	**-**	**-**	**-**

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : NIL

Mr. Girish Menon-Chief Financial Officer and Ms. Sneha Bindra- Company Secretary have been deputed by JSW Cement Limited, holding company, hence they receive salary from the holding company.

viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : None

Form No. MR-3 **Annexure - B**

Secretarial Audit Report

For the Financial Year Ended 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Shiva Cement Limited
YY-5, Civil Township, 7/8 Area,
Rourkela- 769004 (Odisha)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S SHIVA CEMENT LIMITED, (hereinafter called the Company), bearing CIN : L26942OR1985PLC001557. 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.

Due to Covid-19 and lockdown in India it was not possible to physically verify the documents but based on online verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and 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 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined and verified the photo copy of the books, papers, minute books, forms and returns filed and other records maintained by the Company through online mode, for the financial year ended on 31st March 2020, to the extent applicable, according to the provisions of :

(i) The Companies Act, 2013 (the Act) and the rules made thereunder ;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under ;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under ;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), to the extent applicable :

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2013;
- (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

(vi) The following laws, that are specifically applicable to the company:

- (a) Cement Quality Control (Order),2003
- (b) Mines Act, 1952 and the rules made thereunder; and
- (c) Mines and Minerals (Development and Regulation) Act,1957 and the rules made thereunder.

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

(j) Secretarial Standards

The Secretarial Standards SS-1, SS-2& SS-3 issued and notified by the Institute of Company Secretaries of India has been complied with by the company during the period under review.

(k) SEBI (Listing Obligations and Disclosures Requirements),2015

The Company has complied with the applicable clauses of the listing agreement entered into by it with the Bombay Stock Exchange (BSE) & Calcutta Stock Exchange.

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

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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

I further report that during the audit period the company has no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc. referred to above.

for PRAKASH SAHOO & ASSOCIATES
Company Secretaries

sd/-
Prakash Chandra Sahoo
Proprietor
M.No. : FCS 7253
C.P. No.:7917
UDIN Number : F007253B000227550

Place : Rourkela
Date : 08.05.2020

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

ANNEX-A TO THE SECRETARIAL AUDIT REPORT

To
The Members
Shiva Cement Limited
YY-5, Civil Township, 7/8 Area,
Rourkela-769004, Odisha

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

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.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for PRAKASH SAHOO & ASSOCIATES
Company Secretaries

sd/-
Prakash Chandra Sahoo
Proprietor
M.No. : FCS 7253
C.P. No.:7917

Place : Rourkela
Date : 08.05.2020

Annexure-C

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis-** Not Applicable

2. **Details of material contracts or arrangement or transactions at arm's length basis-** For details of transactions during the year refer note 27(i) of the financial statements. The materials transactions are as under:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements/transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
JSW Cement Limited (Holding Company	Sale of Goods	Yearly	The company has sold 27031.80 MT of Cement (PPC &PSC) to JSW Cement Limited under "agreement to manufacture" at net realisation price of JSW Cement Limited –(minus) ₹100/- per MT. Total Sale Value recognised during the year is ₹1118.30 Lakhs. Further 212 MT of Mahabal PSC sold to JSW Cement Limited for captive consumption at market value of ₹11.93 Lakhs.	Approved in Audit Committee Meeting and Noted in Board Meeting	Nil
	Purchase of Goods	Yearly	The company purchased 2299.70 MT of Gypsum from JSW Cement Limited Total Purchase Value during the year is ₹ 57.95 Lakhs	Approved in Audit Committee Meeting and Noted in Board Meeting	Nil
	Lease rent received	Yearly	Shiva Cement has sub let a part of its rented house to JSW Cement Limited for its office use at Rourkela Location . Total rent collected during the year is ₹0.71 Lakhs	Approved in Audit Committee Meeting and Noted in Board Meeting	Nil
	Loan Received	Long Term	The company has taken unsecured loan from JSW Cement Limited. Total Loan taken during the year is ₹1620.00 Lakhs	Approved in Audit Committee Meeting and Noted in Board Meeting	Nil
	Loan Repaid	Long Term	Loan repayment made to JSW Cement Limited during the year is ₹450.00 Lakhs.	Approved in Audit Committee Meeting and Noted in Board Meeting	Nil
	Interest paid on Loan	Long Term	The interest is charged by JSW Cement on its loan amount @ 9.75% PA. Total interest charged during the year is ₹1386.05 Lakhs.	Approved in Audit Committee Meeting and Noted in Board Meeting	Nil

For and on behalf of the Board
Shiva Cement Limited

Date: 12.05.2020
Place: Rourkela

Manoj Kumar Rustagi
Whole-Time Director
DIN: 07742914

Rajendra Prasad Gupta
Director
DIN: 01325989

Annexure-D

FORM – A [SeeRule-2]

Form for Disclosure of Particulars with respect to Conservation of Energy

A. Power and Fuel Consumption

Particulars	31.03.2020	31.03.2019
1. Electricity		
a) Purchased		
Units (in ₹Thousand)	11,275.08	8,599.08
Total amount (in ₹Thousand)	71,984.67	56,629.40
Rate/Unit (including DPS)	6.38	6.59
b) Own Generation		
i) Through Diesel Generator		
Units (in Thousand)	13.55	29.98
Cost/Unit (₹)	34.85	32.26
ii) Through Steam Turbines Generator		
Units		
Unit per Ltr. for Fuel oil Gas	N.A	N.A
2. Coal		
Quantity (in Mt)	18,614.57	14,424.00
Total Cost (₹ in Thousand)	94,856.26	62,269.87
Average Rate (₹ Per Mt)	5,095.81	4,317.10
3. Diesel Oil		
Quantity (in K. Ltr)	40.14	26.59
Total Cost (₹ in Thousand)	2,746.08	1,886.34
Average Rate (₹ Per Litre)	68.41	70.94
4. Other/Internal Generation		
Quantity (in Mt)		
Total Cost (₹ in Thousand)	N.A	N.A
Average Rate (₹)		
Consumption per unit of production (Cement & Surplus clinker)		

Particulars	Standards if any	Current Year	Previous Year
Power Units Per Tonne		118.10	122.04
Coal Cons. (%)		19.47%	20.40%

Reasons for variation in consumption of power & fuel from previous year :

- *Power units per ton has gone down due to efficiency in plant & machinery running.*
- *Coal consumption percentage has remained almost same with minor reduction due to use of high calorific value domestic coal.*

-

FORM-B [See Rule-2]

Form for disclosure of particulars with respect to technology absorption Researchand development (R&D) for the year ended 31/03/2020

A. Research & Development(R&D)	
■ Specific areas in which R&D carried out by the Company	No specific work
■ Benefits derived as a result of the above R&D	No specific Benefits
■ Future Plan of action	To continue efforts on reducing clinker, power and fuel consumption.
■ Expenditure on R&D	No specific expenditure incurred on R&D
a) Capital	
b) Recurring	
c) Total	
d) Total R&D expenditure as a percentage of total turnover Technology absorption, adaptation and innovation	
B. Foreign Exchange Earnings Outgo	NIL
C. Technology Absorption, Adoption &Innovation	NIL

Annexure-E

NOMINATION POLICY FOR DIRECTORS

1. POLICY OBJECTIVES

The primary objective of the Policy is to provide a frame work and set standards that is consistent with the provisions of sections 149, 178 and other applicable provisions of the Companies Act, 2013, SEBI (LODR), Regulations, 2015 and the Articles of Association of the Company, for the appointment of persons to serve as Directors on the Board of Shiva Cement Limited ("the Company") and for appointment of the Key Managerial Personnel (KMP) and Senior Management of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development.

Independent Directors for the purpose of the policy shall mean, "Independent Directors" as defined under applicable provisions of the Companies Act as may be in force from time to time.

Senior Management for the purpose of the policy shall mean "Senior Management" as defined under:

Senior Management means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

2. SIZE AND COMPOSITION OF THE BOARD

It should have:

- Mix of Qualification, skills and experience;
- Mix of Executive, Non-Executive and Independent Directors
- minimum and maximum number of directors as may be permitted by its articles, and by law;
- At-least One Woman Director.

The Nomination and Remuneration Committee (Committee) established by the Board shall assist it in fulfilling its responsibilities relating to the size and composition of the Board.

In relation to above, the Nomination and Remuneration Committee is responsible for:

i. reviewingthestructure,sizeandcomposition(includingtheskills,knowledgeand experience) of the Board at least annually and making recommendations on any proposed changes to the Board;

ii. setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

iii. formulate criteria for determining qualifications and identify individualssuitablyqualifiedtobecomeBoardmembers in terms of skills,knowledge, positive attributes, experience, independence of director and other factors as per the provisions of applicable law andselecting or making recommendations to the Board onthe selection of individuals nominated for directorship;

iv. ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment, as required under the applicable law;

v. assessing the independence of independent non-executive directors;

vi. monitoring the annual checks and assessment on the members of the Board, including the suitability and the sufficiency of time commitment of non-executive directors; and

vii. any other matter that is specifically delegated to the Committee by the Board.

3. SELECTION

Recruitment shall be done as and when necessary to fill vacancies in Shiva Cement Ltd. Board, KMP and Senior Management positions.

The Nomination and Remuneration Committee shall first solicit nomination of persons to be appointed as Directors from the existing members of the Board.

The Nomination and Remuneration Committee may also solicit recommendations for appointment of persons as Directors, KMP and Senior Management Personnel from any or all of the following sources: the Chief Executive Officer, Senior Management, other executive officers or third-party search firms.

The nomination shall be sent to the Chairman of the Nomination and Remuneration Committee via letter or e-mail. The nomination should include a brief description of the person's qualifications & experience, and a description of any previous relationships between the person and promoter/parent company and other relevant details.

In case of independent Directors, the Committee may identify suitable person(s) from across a diverse candidate pool or from a data bank containing names, addresses and qualifications of persons who are eligible and willing to act as independent directors, maintained by any Body, institute or association, as may be notified by the Central Government, having expertise in creation and maintenance of such data bank and put on their website for use by the company making the appointment of such directors. Provided that responsibility of exercising due diligence before selecting a person from the data bank referred to above, as an independent director shall lie with the Nomination and Remuneration Committee and Board making such appointment.

The Nomination and Remuneration Committee shall review and evaluate the candidate including his / her qualifications, and conduct inquiries it deems appropriate with no regard to the source of the initial recommendation of such proposed candidate.

After reviewing the profile of the nominated candidate & holding a meeting with the proposed candidate, if it so desires, the nomination and remuneration committee may recommend the candidate for appointment as director, kmp or senior management, as the case may be, to the Board, as required.

When recommending a candidate for appointment, the Nomination and Remuneration Committee:

i. shall assess the appointee against a range of criteria including qualification, age, experience, positive attributes, independence, relationships, diversity of gender, background, professional skills and personal qualities required to operate successfully in the position and has discretion to decide adequacy of such criteria for the concerned position;

ii. All candidates shall be assessed on the basis of merit, related skills and competencies. There should be no discrimination on the basis of religion, caste, creed or sex.

The recommendation of the nomination and remuneration committee shall be considered at the board meeting immediately following the meeting of the nomination and remuneration committee at which the candidature was recommended.

The final decision to appoint a candidate as a director / kmp / senior management of shiva cement shall be taken by the board of directors by passing an appropriate resolution.

4. PROVISIONS RELATING TO APPOINTMENT / RESIGNATION / REMOVAL

4.1 Election, re-election and retirement

The Directors / KMP / Senior Management of the Company shall be appointed and shall retire as per the provisions of the Companies Act, 2013, where applicable, and the prevailing HR policies of the Company. The Board will have the discretion to retain the Director / KMP / Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company and subject to compliance with the provisions of the Companies Act, 2013,and SEBI(LODR) Regulations, 2015 as and where applicable.

All new Director Appointees to the Board are subject to election at the General Meeting following their appointment. The explanatory statement annexed to the notice of the General Meeting called to consider the said appointment shall indicate the justification for choosing the appointee for appointment as director.

4.2 Resignation of Director/ KMP/ Senior Management

The resignation of a director shall take effect from the date on which the notice of resignation is received by the Company or the date, if any, specified by the director in the notice, whichever is later.

The resignation of a KMP/ Senior Management shall take effect in accordance with the HR Policy of the Company from time to time.

4.3 Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director / KMP/ Senior Management subject to the internal HR policy and provisions and compliance of the Act and other applicable, rules and regulations.

The Committee can also recommend to the Board, the removal of any Director/ KMP/ Senior Management for non-compliance or violation of any Guidelines for Professional Conduct in accordance with Clause 6.

4.4 Familiarization Programme for Independent Directors

The company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

5. GUIDELINES FOR PROFESSIONAL CONDUCT

All Directors, KMP, Senior Management shall:

i. uphold ethical standards of integrity and probity;

ii. act objectively and constructively while exercising his duties;

iii. exercise his responsibilities in a bona fide manner in the interest of the company;

iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;

v. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

vi. assist the Company in implementing the best corporate governance practices.

vii. follow the Code of Conduct for Board Members and Senior Management.

In addition:

i. An independent director shall not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

ii. An independent director shall refrain from any action that would lead to loss of his/her independence;

iii. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

Every individual intending to be appointed as director of the Company shall make an application for allotment of Director Identification Number (DIN) (in case he does not have a DIN) to the Central Government in such form and manner and along with such fees as may be prescribed. Every person proposed to be appointed as a director by the Company in General Meeting or otherwise, shall furnish his Director Identification Number and a declaration that he/she is not disqualified to become a director under this Act.

The person appointed as a director shall not act as a director unless he/she give his/her consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his/her appointment in such manner as may be prescribed.

The person appointed as a director shall not hold office as a director, including any alternate directorship, in more than twenty companies at the same time, provided that the maximum number of public companies in which he/she hold office as a director shall not exceed ten.

An Independent Director shall not serve as an Independent Director in more than such number of companies and a Whole-time Director cannot act as an Independent Director in more than such number of companies as provided under the applicable law.

6. DUTIES OF DIRECTORS

The persons appointed as a director of the Company shall act in accordance with the articles of the Company and the provisions of applicable law. He/she shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

The persons appointed as a director shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

The persons appointed as directors should not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates. The director should not assign his office. Any assignment, if made shall be void.

The persons appointed as Directors also have the following duties:

- To actively participate in the Board and Committee meetings
- To seek information from the management wherever required
- To disclose his interest in particular discussion and not to be present during such discussion in committee / board meetings
- To read the agenda and draft minutes carefully and provide inputs, if any
- To abide by the rules, policies, code of conduct of the company as may be applicable
- To safeguard the interests of all stakeholders

7. SUBJUGATION

This policy shall be subject to the provisions contained in the Articles of Association of the Company, the Companies Act, 2013, any guidelines/directives issued by The Ministry of Corporate Affairs from time to time.

8. REVIEW

This policy is subject to periodic review by the Board and may only be amended by a resolution of the Board.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2019-20

Pursuant to Regulation 34(3) and schedule V(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Company's Philosophy on Corporate Governance

Company's philosophy on corporate governance envisages the continuous improvement in transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including the shareholders, employees, government and lenders.

The Company is committed to continuous improvement of standards of corporate governance. The Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with a balanced mix of experts of eminence and integrity, inducting professionals and putting in place appropriate systems, process and technology.

The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder's value, over a sustained peri od of time.

The Company confirms the Compliance of Corporate Governance as contained in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the details of which are given below:

2. Board of Directors

i. Composition:

The Board of Directors comprises of following Directors with rich and varied experience in their respective fields:

Name of Director	Position
Mr. Manoj Kumar Rustagi	Whole-Time Director
Mr. Rajendra Prasad Gupta	Non-Executive Director
Mr. Narinder Singh Kahlon	Non-Executive Director
Ms. Sudeshna Banerjee	Independent Director
Mr. B.K. Mangaraj	Independent Director
Mr. Mahendra Singh	Independent Director
Mr. Sanjay Sharma	Independent Director

ii. Meetings and attendance record of each Director:

The Board met five times during the year ended 31st March, 2020:

S. No.	Date of Board Meeting	City	No. of Directors Present
1	23.04.2019	Rourkela	5 out of 5
2	24.07.2019	Rourkela	5 out of 7
3	19.10.2019	Mumbai	7 out of 7
4	27.11.2019	Mumbai	6 out of 7
5	14.01.2020	Mumbai	6 out of 7

The attendance record of the Directors at the Board Meetings held during the year ended 31st March, 2020, and the last Annual General Meeting (AGM) and the details of other Directorships and Committee Chairmanships and Memberships held by the Directors of the Company as on 31st March, 2020 are given below:

Category	Name of Director	Position	Attendance at		No. of other Directorships
			Board Meetings	33rd AGM held on 24th September 2019(Y/N)	Other Directorships in Indian Companies# **(inserted after declaration received by Directors)**
Executive Director	Mr. Manoj Kumar Rustagi	Whole-Time Director	5	Yes	2
Non-Executive	Mr. R.P. Gupta	Director	3	Yes	1
	Mr. Narinder Singh Kahlon	Director	5	Yes	2
Independent Director	Mr. Mahendra Singh	Director	4	Yes	-
	Mr. B. K. Mangaraj	Director	4	No	-
	Ms. Sudesha Banerjee	Director	4	Yes	1
	Mr. Sanjay Sharma	Director	4	Yes	-

a. Board Meetings, Board Committee Meetings and Procedures:

i. Institutionalised decision making process:

The Board provides and evaluates the strategic direction of the Company, management policies, and their effectiveness and ensures that the long term interests of the shareholders are served. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its members and other stakeholders.

The Board has constituted five Committees namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Stakeholder's Relationship Committee and Finance Committee. The Board may constitute additional functional Committees from time to time depending on the business necessities.

ii. Scheduling and selection of Agenda Items for Board Meetings:

A minimum of four meetings are held every year. Additional meetings are held as and when necessary. Dates for the Board Meetings in the ensuing quarters are decided well in advance and communicated to the Directors. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Committees of the Board usually meet before the formal Board meeting or whenever the need arises, for transacting business. The recommendations of the Committees are placed before the Board for necessary approval and noting.

All departments/divisions of the Company are advised to schedule their work plan well in advance with regards to matter requiring discussion/approval at Board/Committee meetings.

The Board is given presentations covering the Company's Financial Performance and Business Plan and Strategy. The Board is also provided with the Audit Committee's observations on the Company's Financials and internal audit findings.

iii. Distribution of Board Agenda Material:

Agenda papers are generally circulated well in advance to the Board Members. All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents to enable the Board to take informed decisions. Where it is not practicable to attach any document to the Agenda, the same is tabled before the meeting. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are considered.

For any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for noting.

iv. Recording Minutes of proceedings of Board and Committee Meetings:

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated within 15 days to Board/ Committee members for their comments. The minutes are approved and signed by the Chairman of the meeting. The signed minutes are also circulated to the Board members within 15 days of signing.

v. Post Meeting Follow-up Mechanism:

The Governance process in the Company has an effective post meeting follow-up, review and reporting process for decisions taken by the Board and Board Committees. All important decisions taken at the meeting are communicated to the concerned officials and departments.

vi. Compliance:

During the preparation of agenda, notes on agenda and minutes of the meeting(s), Company Secretary is responsible for and is required to ensure adherence to all applicable laws and regulations, pursuant to the Companies Act, 2013 read with Rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

b. Independent Directors Meeting:

A meeting of the Independent Directors of the Company was held without the presence of Non-Independent Directors and management of the Company on 23rd March, 2020. The Independent Directors discussed and evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

3. Audit Committee

The constitution of Audit committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18(i) of SEBI (LODR Regulations). The Audit comprises of following directors namely Ms. Sudeshna Banerjee, Independent Director, Mr. B.K. Mangaraj, Independent Director, Mr. Mahendra Singh, Independent Director, Mr. Sanjay Sharma, Independent Director and one executive director namely Mr. Manoj Kumar Rustagi, Whole-Time Director.

The Board has approved the role and responsibilities for functioning of Audit Committee which interalia includes:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company
- to review and monitor the auditor's independence & performance and effectiveness of audit process
- examination of the financial statements and the auditors' report thereon
- approval or any subsequent modification of transactions of the company with related parties
- scrutiny of inter-corporate loans and investments
- valuation of undertakings or assets of the company, wherever necessary
- evaluation of internal financial controls and risk management systems
- monitoring the end use of funds raised through public offers and related matters

The powers of the Audit Committee interalia include:

- to discuss any related issues with the internal and statutory auditors and the management of the company
- to call comments of the auditors about internal control systems, the scope of audit, including their observations and review of financial statement before submission to the Board
- to investigate into any matter in relation to items specified in roles and responsibilities and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company

During the year under review, the Committee had met 4 times on 23.04.2019, 24.07.2019, 19.10.2019, and 14.01.2020. The Chief Financial Officer had attended the meetings of Audit Committee. The Statutory Auditors and Internal Auditors were also invited in the Audit Committee Meetings. The Company Secretary acts as the Secretary of the Committee.

The attendance details of the members are given below:

Name of Members	Category	No. of Meetings attended
Mr. B.K. Mangaraj- Chairman	Independent Director	3
Mr. Mahendra Singh- Member	Independent Director	3
Mr. Sanjay Sharma-Member	Independent Director	3
Ms. Sudeshna Banerjee	Independent Director	3
Mr. Manoj Kumar Rustagi - Member	Whole-time Director	4

4. Nomination & Remuneration Committee:

The Nomination and Remuneration Committee's constitution and terms are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 and Part D of the Schedule II of the SEBI (LODR) Regulations, 2015. The Committee comprises of following Directors;

i. Mr. Narinder Singh Kahlon, Non-Executive Director

ii. Mr. Mahendra Singh, Independent Director

iii. Mr. Bimalkumar Mangaraj, Independent Director

The Board has approved the roles and responsibilities for the functioning of the Nomination and Remuneration Committee which inter alia includes:

- to formulate the policy for determining qualifications, positive attributes, remuneration and independence of a director, KMP, senior management and other employees
- to ensure, while formulating the policy, that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors & KMP
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks
- remuneration involves a balance between fixed and incentive the company
- to identify persons who are qualified to become directors, KMP and senior management
- to recommend to the Board their appointment and removal
- to laid down criteria to carry out evaluation of performance
- to attend the General Meeting of the Company

During the year under review, the Committee had met once on April 23, 2019. The Company Secretary acts as the Secretary of the Committee. The composition of the Committee and the attendance details of the members are given below:

Name of Members	Category	No. of Meetings attended
Mr. Mahendra Singh- Chairman	Independent Director	1
Mr. B.K. Mangaraj - Member	Independent Director	1
Mr. Narinder Singh Kahlon- Member	Non-Executive Director	1

Remuneration to Directors

Mr. Manoj Kumar Rustagi, Whole-Time Director of the Company has been paid remuneration of Re.1/- per month in consonance of the agreement executed between him and the Company. He has been deputed and nominated by the parent company i.e. JSW Cement Limited.

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

As per terms of appointment no remuneration is paid to Nominee & Independent Directors. The Company pays sitting fees to Independent Director, Independent Director Women Director and Nominee Director at the rate of ₹25,000/- for each Board meeting attended and ₹15,000/- for each committee meeting attended. Sitting fee paid to to the Directors for the year ended 31st March, 2020 is as follows:-

S.No.	Name	Sitting Fees Paid (₹in Lakhs)
2	Mr. Mahendra Singh, Independent Director	1.75
3	Mr. B.K. Mangaraj, Independent Director	1.60
4	Ms. Sudeshna Banerjee, Independent Director	1.60
5	Mr. Sanjay Sharma, Independent Director	1.60

Performance Evaluation Critieria for Independent Director Directors:

The Board evaluation policy has been framed and approved by the Board. The policy has been framed in compliance with the provisions the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as amended from time to time. The Company complies with the requirements and processes as mentioned in the Board Evaluation Policy.

5. Stakeholder / Investors' Grievance Committee:

The Stakeholder Relationship Committee's constitution and roles and responsibilities are in compliance of the Companies Act, 2013 and SEBI (LODR Regulations). The Stakeholder Relationship Committee comprises of two Non-Executive and one Executive Director as follows:

i.	Mr. Rajendra Prasad Gupta, Non-Executive Director
ii.	Mr. Narinder Singh Kahlon, Non-Executive Director
iii.	Mr. Manoj Kumar Rustagi, Whole-Time Director.
iv.	Mr. Sanjay Sharma, Independent Director

The roles andresponsibilities of the Committee are as follows:

- Redressal of shareholders and investors complaints.
- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.
- Review the process and mechanism of redressal of Shareholders /Investors grievance and to suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), dividends, interest, annual report and any other grievance/complaints.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved by them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Probation of insider Trading) Regulations, 1992 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time.

The Stakeholders Relationship Committee met twice during the year on 07.08.2019 and 12.11.2019. The composition of the committee and the details of the meetings attended by the members are given as follows:

Name of Members	Category	No. of Meetings attended
Mr. Rajendra Prasad Gupta- Member	Non-Executive Director	1
Mr. Narinder Singh Kahlon - Member	Non-Executive Director	1
Mr. Manoj Kumar Rustagi- Member	Whole-Time Director	1
Mr. Sanjay Sharma, Independent Director	Independent Director	

The Company Secretary & Compliance Officer complies with the requirements of SEBI (LODR) Regulations, 2015.

Number of complaints received and resolved to the satisfaction of Shareholders / Investors during the year under review and their break-up is as under:
No. of Shareholders Complaints received during the year ended 31.03.2020: 03

No. of Complaints resolved to the satisfaction of the Shareholders: 03

No. of pending Complaints as on 31.03.2020: NIL

6. Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee (CSR) comprises of thre members namely: Mr. Mahendra Singh, Independent Director, Mr. Manoj Kumar Rustagi, Whole-Time Director, Ms. Sudeshna Banerjee, Independent Director and Mr. Narinder Singh Kahlon, Non-Executive Director.

The purpose of the committee is to formulate and monitor the CSR policy of the Company. The CSR Committee has adopted a policy that intends to:

a) Strive for economic development that positively impacts the society at large with a minimal resource footprint.

b) Be responsible for the corporation's action and encourage a positive impact through its activities on the environment, communities and stakeholders. The Committee oversees the CSR activities/ functioning, programs and execution of initiatives as per predefined guidelines.

The Committee met once during the year on 14.01.2020, in which all the Committee members attended the meeting.

7. Finance Committee:

The Finance Committee comprises of one Executive Director and one Non-Executive Director i.e. Mr. Manoj Kumar Rustagi, Whole-Time Director and Mr. Narinder Singh Kahlon, Non-Executive Director. The roles and responsibilities approved by the Board, for the functioning of Finance Committee, inter alia include:

a) To avail credit/financial facilities of any description including refinancing (hereinafter called as "Facilities") from Banks/ Financial Institutions/ Bodies Corporate (hereinafter referred to as 'Lenders') upon such security as may be required by the 'Lenders' and agreed to by the Committee including any alteration of sanction terms, provided however that, the aggregate amount of such credit/ financial facilities to be availed by the Committee shall not exceed Rs. 500 crores.

b) To alter/vary terms, conditions, repayment schedules including premature payments of the credit/ financial facilities availed from Lenders, with or without premium on such payments.

c) To hypothecate/pledge/ create charge on movable and immovable properties/ assets of the Company and to sign, execute necessary deeds, documents, agreements, writings etc. to avail the said facilities, loans etc.

d) To invest and deal with any monies of the Company upon such security (not being shares of the Company) or without security in such manner as the Committee may deem fit, and from time to time to vary or realize such investments, provided that all investments shall be made and held in the Company's name and provided further that monies to be invested and dealt with as aforesaid by the Committee shall not exceed ` 50 crores and decide the authorized persons to invest, redeem, and take all necessary actions in that regard.

e) To open Current Account(s), Collection Account(s), Operation Account(s), invest/renew/withdraw fixed deposits/time deposits/margin money deposits or any other deposits as per requirement, or any other Account(s) with Banks whether in Indian Rupees or in Foreign Currencies, whether in India or abroad, and also to close such accounts, which the Committee may consider necessary and expedient and to decide/appoint/change/remove the authorized signatories and mode of operation of the bank accounts; to authorize persons for internet banking and modifications in the signatories and mode of operation from time to time.

f) To avail guarantees/letter of credits/enter into bill purchase schemes with any of the banks/institutions.

g) To appoint / replace Credit Rating Agencies and to apply, review and accept Credit Ratings.

h) To uthorize officers or any other persons to enter into / sign on behalf of the Company various project contracts viz. appointment of project consultants, supply of plant and machinery, civil works, supervision etc.

i) To uthorize officers or any other persons to sign and execute Letter of Indemnity (LOI) on behalf of the Company, for all export & import documentation purpose, including for releasing cargo without original Bills of Lading, for clean Bills of Lading, any changes required to be made in Bills of Lading and any changes required to be made in discharge port as against what is declared in Bills of Lading.

j) To allot and transfer shares of the Company to promoter(s) and / or non-promoter(s) and / or any individuals, body corporate, any other incorporated or un-incorporated entities whether resident or non-resident within the maximum limits laid down by the Shareholders from time to time.

k) To allot / redeem Non-Convertible Debentures (NCDs), to change/modify/alter the terms of issued NCDs/ to create security/additional securities/modification in security created for allotment of debentures, to delegate power for creation of security viz signing of Debenture Trust Deed, other Documents and relevant papers, to appoint R & T agents, to appoint Depository(s) and to delegate powers for signing agreements in relation to the Depository, to issue debenture certificates or allotment of debentures in demat mode and to do all other acts and deeds incidental thereto allot/redeem debentures, to change/modify/alter the terms of issues.

l) To authorize officers or other persons for the purpose of acquisition of land, dealing and registration with the statutory authorities such as Excise, Service Tax, Customs, Income Tax, profession Tax, Commercial Tax, State & Central Sales tax, VAT, GST authorities and such other State and Central Government authorities, on such terms and conditions and limitations as the said Committee shall determine.

m) To uthorize officers or any other persons to issue, sign and give indemnities, bonds, guarantees or documents of similar nature having financial exposure to the State and Central Government Authorities and also to accept, enter into and sign any compromise in relation to the direct or indirect tax matters.

n) To issue power of attorneys, open/ close branch offices, authorize persons for signing Vakalatnama, authorize persons to attend meeting pursuant to section 113 of the Companies Act, 2013, affixation of Common seal.

o) To authorize persons to initial, sign and execute various forms, applications, deeds and documents and all other necessary papers with various parties and Statutory Bodies including State and Central Government authorities in ordinary course of the business.

p) To authorize persons to initial, sign and execute various forms, applications, deeds and documents and all other necessary papers under various acts applicable to the Company and its factories/mines located at various locations within the territory of the India.

q) To do all acts, deeds and things as the Committee deem fit and consider necessary by exercising the powers of the Board which the Committee may lawfully exercise by virtue of the powers hereinabove conferred.

r) To exercise such powers as may be delegated by the Board of Directors from time to time.

8. General Meetings:

a. Annual General Meetings:

The date and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

AGM	Date	Time	Venue	Special Resolution
33rd	September, 2019	11:00 AM	Hotel Mantra Palace, Rourkela-4	i. Appointment of Ms. Sudeshna Banerjee and Mr. Sanjay Sharma as Independent Directors of the Company
32nd	September 20, 2018	11.00 A.M.	Hotel Mantra Palace, Rourkela-4	i. Reclassification of promoters of the Company
31st	September 21, 2017	11.30 A.M.	Hotel Mantra Palace, Rourkela-4	i. Appointment and fixation of remuneration of Whole-Time Director of the Company ii. Approval of Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act. iii. Approval for creation of Security(ies) pursuant to section 180(1)(a) of the Companies Act, 2013. iv. Alteration of Article of Association of the Company
30th	November 25, 2016	11.00 A.M.	P-25, Civil Township, Rourkela-4	i. Issue of Share Warrants ii. Approval of Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act. iii. Approval for creation of Security(ies) pursuant to section 180(1)(a) of the Companies Act, 2013. iv. Re-appointment of Mr. R.P. Gupta as Managing Director of the Company v. Re-appointment of Mr. Akash Gupta as Executive Director of the Company.

Note : During the year under review, no postal ballots voting was exercised in your company

b. Extra-ordinary General Meeting:

The details of date, time and venue of Extra-Ordinary General Meetings (EGMs) of the Company held during the preceding three years and the special resolutions passed thereat are as under:

EGM	Date	Time	Venue	Particulars
	June 30, 2016	11:00 A.M	P-25, Civil Township, Rourkela-4	Issue of Share warrants
	February 22, 2017	11:00 A.M	P-25, Civil Township, Rourkela-4	Issue of Share Warrants

9. Disclosures:

a. There were no materially significant related party transactions, i.e. transaction of the Company with its Promoters, Directors or the Management or relatives etc., that conflict with the interests of the Company.

b. The Company has followed Indian Accounting Standards (Ind AS) in preparation of the Financial Statements for accounting. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Stataements.

c. The Company has laid down procedures to inform Board members about the risk assessment and minimisation process which are periodically reviewed.

d. There are no Inter-se relationships between Directors of the Company.

e. **Vigil Mechanism/Whistle Blower policy**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

f. Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. -NIL-.

g. *Related Party transanctions disclosure*

Audit Committee has reviewed the financial and approved the related party transanctions. All these trasanctions are in arm length basis.

10. Means of Communication

The Company's financial results (Quarterly, half-yearly and annual) are communicated to shareholders through news-paper advertisements issued in Business Standard (English, Bhubaneswar) and Sambad/ Samaja (Oriya, Rourkela) within 24 hours of adoption thereof by the Board. The same are also circulated to Stock Exchanges where the shares of the Company are listed within 30 minutes of adoption thereof.

11. General Shareholder information:

a) AGM programme:

AGM date and time	24th September, 2020 at 11:00 A.M.
Venue	The meeting will be held through video conferencing (VC) / Other Audio Visual Means (OAVM)
Equity shares listed at	Bombay Stock Exchange and Calcutta Stock Exchange

b) Financial Calendar 2020-21 (tentative)
Annual General Meeting: 24th September, 2020

Board Meeting

Results for the quarter ending June 30,2020	Last Week o f July '20
Results for the quarter ending Sep 30,2020	Last Wee k of Oct '20
Results for the quarter ending Dec 31,2020	Third Week of Jan '21
Results for the quarter ending Mar 31,2021	Second Week of May'20

c) **i) Scrip Code:**	Calcutta Stock Exchange	10029983
ii) Demat ISIN Numbers	Bombay Stock Exchange	532323
in NSDL & CDSL	Equity Shares	INE555C01029

(Note: Annual listing fees for the year 2019-20 have been duly paid to Stock Exchanges)

12. Stock Market Data:

Monthly high and low prices of the Company scrip during the year on the Bombay Stock Exchange Limited:

Month	High Price	Low Price
Apr-19	16.35	13
May-19	16.55	12.86
Jun-19	15	12.45
Jul-19	12.99	8.5
Aug-19	10.50	6.25
Sep-19	11.2	8.31
Oct-19	10.88	7.95
Nov-19	15.83	9.65
Dec-19	16.65	12.95
Jan-20	15	13.30
Feb-20	14.68	10.45
Mar-20	11	6.6

13. Registrar and Transfer Agents :

Niche Technologies (P) Ltd.
3A, Auckland place, 7th Floor, Room No. 7 A & 7B,
Kolkata- 700 017

14. Share Transfer system:

The Company has, as per SEBI guidelines offered the facility of transfer cum demat. Under the said sy stem, after the shar e transfer is eff ected, an option letter is sent to the transferee indicating the detai ls of the transferr ed shares and requesting him i n case he wishes to demat the shares, to approach a Depository Participant (DP) with the option letter. The DP, based on the option letter, generates a demat request and sends the same to the Registrar along with the option letter issued by the Company. On receipt of the same, the Regi strar demater ialise the shares. In case the transf eree does not wish to demateri alise the shares, he need not exercise the option and the Company will despatch the shar e certificates after 15 days from the date of such option letter.

15. Dematerialisation of shares:

The Company's equity shares are admitted as eligible securiti es on National Securities Depository Ltd. and Central Depository Services (I) Ltd. under ISIN No. INE555C01029. As on 31st March, 2019, 19,41,28,899 equity shares representing 99.55% of the total pai d up share capital of the Company are held by shareholders in electronic form.

Distribution of Shareholding

Sr No.	NO. OF SHARES -------			No. of Holders	% to Total	Total Shares	% to Total
1.	1	-	500	28746	64.6501	42,54,645	2.1819
2.	501	-	1,000	6094	13.7055	46,91,461	2.4059
3.	1,001	-	5,000	7364	16.5617	1,58,60,214	8.1334
4.	5,001	-	10,000	1156	2.5999	85,74,240	4.3970
5.	10,001	-	50,000	915	2.0578	1,90,90,458	9.7900
6.	50,001	-	1,00,000	119	0.2676	83,68,918	4.2918
7.	1,00,001	-	And Above	70	0.1574	13,41,60,064	68.8000
		Totals		44464	100.0000	19,50,00,000	100.0000

Shareholding Pattern

Category	No. of Shares	% of holdings
Promoters & Promoters Group	106166750	54.44
Financial Insti tutions & Banks	206083	0.10
NRI	1532924	0.78
Bodies Corporate	16106996	8.26
Public	67573838	34.67
Others(Clearing Member/Trusts)	3413409	1.75
Total	195000000	100.00

i) Plant Location	Village: Telighana, Post : Biringatoli, Via - Kutra Dist. Sundargarh (Odisha)
ii) Correspondence Address for Investor:	M/s. Niche Technologies (P) Ltd. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017
	Shiva Cement Limited, YY-5, Civil Township, 7/8 Area, Rourkela, Odisha - 769004
iii) Any query on Annual Report	The Share Department Shiva Cement Limited, YY-5, Civil Township, 7/8 Area, Rourkela, Odisha - 769004

16. Non-Compliance of any Requirement of Corporate Governance:

There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in subparas (2) to (10) of Para (C) of Schedule V. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the SEBI (LODR) Regulations 2015.

17. Adoption of Discretionary Requirements: The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR) Regulations 2015 is provided below:

a. Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2019-20 does not contain any modified audit opinion.

b. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

Compliance Certificate by Practicing Company Secretary.

The Company has obtained a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance regarding directors as required under Schedule V of the SEBI (LODR) Regulations, 2015, which is annexed herewith. Declaration As Provided in Schedule V Part C Clause 2(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is hereby Confirmed that in the opinion of the board, the independent directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Declaration

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby declared that all the Board Members and Senior Managerial Personnel of the Company have affirmed the compliance of conduct for the year ended 31st March, 2020.

For and on behalf of the Board
Shiva Cement Limited

Date: 12.05.2020
Place: Rourkela

Manoj Kumar Rustagi
Whole-Time Director
DIN: 07742914

Rajendra Prasad Gupta
Director
DIN: 01325989

CFO Certification

To

The Board of Directors of Shiva Cement Limited

We have reviewed the financial statements, read with the cash flow statement of Shiva Cement Limited f or the year ended 31st March 2020 and that to the best of our knowledge and belief, we state that ;

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) these statements present a true and fair view of the company's affairs and are in compliance with current accounting standar ds, applicable laws and regulati ons.

(iii) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fr audulent, illegal or in violation of the Company's code of conduct.

(iv) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal c ontrol systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

(v) We have indicated to the Auditors and the Audit Committee;

- significant changes, if any, in the internal control over financial reporting during the year.
- Significant changes, if any, in accounting policies made during the year and that the same have been di sclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a signi ficant role in the company' s internal control system over financial reporting.

For **Shiva Cement Limited**

sd/-

Date: 12.05.2020 **Girish Menon**

Rourkela-769004 Chief Financial Officer

Compliance Certificate on Corporate Governance

To,
The Board of Directors
Shiva Cement Limited

I have examined the compliance of conditions of Corporate Governance by Shiva Cement Limited for the year ended 31st March, 2020 as stipulated in Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as applicable during the year ended March 31, 2020.

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

For **Prakash Sahoo & Associates**
Company Secretaries

sd/-

Date: 12.05.2020 **Prakash Chandra Sahoo**
C.P.No. 7917
Proprietor

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members of Shiva Cement Limited
YY-5, Civil Township,
Rourkela, Odisha-769004.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shiva Cement Limited having CIN L26942OR1985PLC001557 and having registered office at YY-5, Civil Township, Rourkela, Odisha-769004 (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 Sub clause 10(i) of the Securities 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 Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & 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, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

Place : Rourkela
Date : 12.05.2020

Signature
sd/-
Name : **Prakash Chandra Sahoo**
FCS No. 7253
CP No. 7917
UDIN Number : F007253B000228518

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Company Status and Performance

The Company was incorporated in the year 1985 and its first commercial production commenced in 1986. The manufacturing facility is located at a strategic location in Odisha, with raw material and ready markets in the vicinity. It's natural marketing territory is Odisha, West Bengal, Jharkhand & Bihar states. These states are historically in cement supply deficit, due to poor availability of limestone reserve. The Company also boasts of captive limestone mines with surplus reserve to ensure uninterrupted availability of quality raw material. The state of the art infrastructure facility coupled with surplus core equipment capacity provides SCL with the potential to expand.

2. Economic Overview

The Indian economy witnessed a cyclical slowdown in FY2020, from 6.8% in FY2019 to 4.2% in the year under consideration. Industrial activity remained healthy at the beginning of the year and moderated later. The trade environment remained weak and witnessed increasing protectionism. However, service exports remained resilient at about 8%. Unseasonal rains and scanty rainfall during the monsoons resulted in a temporary spike in food inflation.

To boost the economy, the government eased credit to the stressed real estate sector and Non-banking Financial Companies (NBFCs). The government speeded up the insolvency resolution process of the Insolvency and Bankruptcy Code (IBC) and raised the fiscal deficit target to 3.8% as opposed to the 3.3% set for FY2020 in the Union Budget 2020-21. The Reserve Bank of India (RBI) also reduced the repo rate by 135 bps throughout the year. On the back of continued policy initiatives, India continued to progress in the Ease of Doing Business rankings, climbing up 14 places to reach the 63rd rank.

The outbreak of the COVID-19 pandemic in Q4 of FY2020 and the ensuing nationwide lockdown impacted supply chains, lowered demand and brought businesses to a standstill. The rising uncertainty around the pandemic resulted in increased volatility in global financial markets, which significantly impacted the Indian currency. The government's announcement of a relief package worth ₹ 20 lakh crores (roughly 10% of the GDP) would help revive the economy, albeit in a gradual manner.

Outlook

Economic activity is expected to revive in a phased manner due to the lifting of the lockdown in coming months. The fiscal and monetary stimulus provided by the government are likely to stabilise the economy. Sustained low oil prices might also provide the economy with its much-needed recovery. The IMF has forecasted the economy to grow at reach 1.9% in FY 2020-21 and 7.4% in FY 2021-22.

3. Indian Cement Industry Overview:

The Indian cement industry is the second largest in the world in terms of production, accounting for ~8% of the global production installed capacity. India has an estimated cumulative production capacity of ~550 MTPA in 2020.

India has 210 large cement plants and 350 smaller ones. Of the large plants, 77 are located in the states of Andhra Pradesh, Rajasthan and Tamil Nadu. Capacity addition of 20 MTPA is expected from FY2019 to FY2021 (Source: IBEF). Sale of cement in India stood at ₹58,407 crore (US$ 8.29 billion) in FY2020. India's export of cement, clinker and asbestos reached US$ 1.66 billion in FY2020.

The demand of the cement industry is expected to reach 550-600 MTPA constantly by 2025 due to the expanding demand of different related divisions such as housing, commercial construction and industrial construction.

Outlook

India Ratings and Research (Ind-Ra) expects successive declines in cement demand in FY2021, following the FY2020 trend, with growth plunging to a historical low of negative 4-5% y-o-y given the nationwide lockdown due to the COVID-19 pandemic. The impact of labour force and supply chain disruptions are expected to linger even after the lockdown is lifted. Muted demand has led to a decline in capacity utilisations, which is likely to affect the ability of cement manufacturers to sustain prices at the current levels. The agency expects these factors to reduce EBITDA by ~20% compared.

While demand is likely to decline by 40-50% y-o-y in Q1 of FY2021, Q2 could witness a low single-digit growth. A gradual pick-up in infrastructure spending and the release of the pent-up demand might bring about a significant recovery to the cement industry in Q3 of FY2021. With the lockdown impacting income and purchasing power of agricultural and daily wage earners, the individual home builder driven rural housing segment will witness a slowdown in FY2021.

4. Review of Operations

4.1 Highlights of FY 2019-20

1. Cement sales volume increased by 35.8 % compare to FY 2018-19.
2. Production of cement has been increased by 35.4% compare to the production in FY 2018-19.

4.2 Way Forward

- Plan to increase capacity by setting up new Clinkerisation and Cement grinding facilities on the existing leased land.
- Revised mining Plan submitted to increase the mining capacity from existing 1,20,000 MT to 15,00,000 MT limestone.

5. **Financial Performance:**

5.1 Highlights of FY 2019-20 **(₹in lakh)**

Particulars	FY 2019-20	FY 2018-19	Change
Gross Turnover	3,238.67	2,937.53	10%
Net Turnover (net of Excise Duty)	3,238.67	2,937.53	10%
Operating EBIDTA	(838.26)	(691.78)	-21%
Depreciation & amortisation	786.61	762.96	3%
Finance cost	1,453.54	1,485.28	-2%
Profit before exceptional items	(3,063.50)	(2,905.38)	-5%
PAT	(2,282.37)	(2,125.88)	-7%

Gross turnover and net turnover for FY 2019-20 stood at ₹3,238.67 lakhs registering 10 % growth on Y-o-Y basis. The growth was primarily on account of increase in sales volume.

The Company's operating EBIDTA is ₹(-) 838.26 lakhs as against ₹(-) 691.78 lakhs in FY 2018-19, reporting a increase in loss by 21% on Y-o-Y basis. The increase in loss is mainly on account of Assets discarded during the year and increase in consultancy expenses.

5.2 Other Income

Other Income for the year is ₹14.92 lakhs as compared to ₹34.64 lakhs in FY 2018-19. The decrease primarily is on account of reduction in operational scrap sales.

5.3 Material Cost

The Company's expenditure on raw material for FY 2019-20 has increased to ₹966.93 lakh from ₹720.26 lakhs in FY 2018-19. The increaseis primarily due to increase in production volume.

5.4 Employee benefits expense

Employee benefits expense increased by 5.4% to ₹414.78 lakhs from ₹393.70 lakhs in FY 2018-19. The increase is primarily due to increase in annual salary for existing employees.

5.5 Power and fuel cost

Power and fuel cost has increased by 39.6% to ₹1673.13 lakhs from ₹1198.66 lakhs in FY 2018-19. The increase in fuel cost is due to increase in clinker production volumeand increase in coal cost.

5.6 Freight, forwarding & Distributions

Freight and handling expenses hasdecreased substantially to ₹57.43lakhs from ₹234.57 lakhs in FY 2018-19. The decrease in the Freight & forwarding expense is due to more volume sales on Ex-work basis.

5.7 Other expenses

Other expenses haveincreased by 68.6% to ₹1051.67 lakhs from ₹623.93 lakhs in FY 2018-19. The increase is primarily on account of consultancy expenses and recognising the loss due to discarding the old assets lying at Kalunga Plant.

5.8 Finance cost

The Company's finance cost has reduced by 2.1% to ₹1,453.54 lakhs from ₹1,485.28 lakhs in FY 2018-19. The reduction mainly due to 1% reduction in interestrates on loan availed from holding company.

5.9 Depreciation and amortization expenses

Depreciation and amortization expenses increased by 3.1% to ₹786.61 lakhs from ₹762.96 lakhs in FY 2018-19 is mainly due to full depreciation on major additions of fixed assets during latter part of FY 2018-19.

5.10 Non-current assets: **₹in lakhs**

Particulars	31.03.2020	31.03.2019	Change
Other non-current assets	1,614.16	1,791.94	-9.92

The reduction is due to adoption of new standard Ind AS 116 for recognition of Right of Use as set separately in Plant, property& equipment schedule from Non-current asset.

5.11 Inventories ₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Raw materials	529.95	400.33	129.62
Semi-finished goods	171.41	69.99	101.42
Finished goods	51.1	65.52	-14.42
Stores and spares	293.97	214.17	79.8
Fuel	146.03	226.85	-80.82
	1192.46	**976.86**	**215.6**

Raw Material and Fuel inventory increased mainly due to stocking of the material for uninterrupted future operations and bulk purchases to avail benefit in procurement rates.

Increase in semi-finished goods due to increase of Limestone inventory at Plant and Mines and Clinker Inventory.

Increase in store material due to stocking of critical store & spare items for regular plant maintenance.

5.12 Trade receivables ₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Trade receivables	145.57	294.62	-149.05

The decrease in trade receivable is mainly on account of increase in sales on ex-work basison advance payment termcompare to FY 2018-19.

5.13 Non-Current Liabilities: ₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Borrowings	1,620.00	1,477.00	143.00

The increase is on account of increase in fresh loan taken which has not yet due for payment.

5.14 Current Liabilities: ` ₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Borrowings	12,536.16	-	12,986

Increase in Borrowing under current liabilities is due to re grouping of the outstanding loan which are due for payment as on 31.03.2020.

₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Other financial liabilities	4,966.93	14,539.66	-9,572.73

The decrease is on account of reclassification of principal amount of loan outstanding as on 31.03.2020.

5.15 Trade Payable ₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Trade Payables	671.29	579.00	92.29

Increase in Trade payable is mainlydue to increase in outstanding on account increase in supply of raw materials and Fuel in March 20.

₹in lakhs

Particulars	31.03.2020	31.03.2019	Change
Other current liabilities	117.33	107.02	10.31

The reduction of 7.51 % in other current liabilities is on account of repayment of statutory dues before the end of financial year.

5.16 Capital employed

Total capital employed has reduced to ₹2362.38 lakhs from ₹4,923.61 lakhs in FY 2018-19

Average return on capital employed is (-ve) 35.48% vis-à-vis `(-ve) 14.05% in 2018-19

5.17 Own Funds

Net worth has been reduced to ₹622.10 lakhs vis-à-vis ₹2,950.99 lakhs in 2018-19.

6. Market Developments

The Company continues to supply Mahabal Cement in the Odisha & Jharkhand markets. Mahabal Cement is offered as PSC Portland Slag Cement & PPC - Portland Pozzolana Cement variants both of which have good acceptance in the market.

Distribution Network:

To cut distribution costs the company has taken to Ex-factory model of supplies to dealers and have been able to streamline sales & realizations with this arrangement. Prices have been worked out accordingly so that the dealers can buy ex-factory from Shiva Cement and sell competitively in the nearby markets of Odisha like Keonjhar, Sundargarh, Jharsuguda & Mayurbanj and in select markets of Jharkand like Bokaro, Dhanbad, etc.

7. Risk and areas of Concern

The company has comprehensive risk management policy that governs the process to identify and evaluates business risks and opportunities.

Risk management process brings together the understanding of the potential upside and downside of all those factors which can affect the organisation's objective.

At Shiva Cement, we have identified the following key risks and deployed mitigation strategies for each of them:

Sr. No	Risk Domain	Response Strategies
2	Raw material	Company regularly tracks - ● Commodity markets ● Relationship management for regular supply & timely signals about future
3	Infrastructure & Logistics	It is de-risk by ● Ensuring the logistic cost is optimum and by adopting the most economical mode of transport. ● Appropriate budget allocation and resource prioritisation to meet the demand of present and future infrastructure set up.
4	Environment, Health & safety	Company de-risk by: ● Closely monitoring compliance with norms. ● Prioritizing pollution prevention measures ● Coordinating Safety training, mock drill, best practices, structures audit. ● Establishing fire prevention and handling processes
5	Attract and retain the desired talent/manpower.	Company re-risks by ● Effective talent search process ● Competitive compensation ● Robust performance management system to reward potential & initiative. ● Adequate training for leadership & specific competency ● Leadership driven tone at the top, code of conduct, HR policies.
6	Reputation	Company de-risks by ● Strict adherence to applicable statutes through compliance check-lists, internal communications, regular audits. ● Robust corporate governance practice. ● Effective stakeholder & performance management.
7.	Finance	Company de-risks by ● Tracking and monitoring external events that has impact on financial performance. ● Regularly reviewing financing, pricing and procurement policy considering exposure, emerging scenario, track record, etc. ● Effective monitoring of internal performance & cash flows through internal meetings.
8	Confidentiality, integrity and availability of data & systems.	Company de-risk by: ● Information security policy that governs the IS processes. ● Conducting periodic audits of IT processes. ● Incorporating cybersecurity and privacy into everyday business decisions and processes.

8. INTERNAL CONTROLS, AUDIT AND INTERNAL FINANCIAL CONTROLS

Overview

A robust system of internal controls, commensurate with the size and nature of its business, forms an integral part of the Company's corporate governance policies.

Internal Control

The Company has a proper and adequate system of internal controls, commensurate with the size and nature of its business. Internal control systems are integral to corporate governance. Some significant features of the internal control systems are:

- Adequate documentation of policies, guidelines, authorities and approval procedures covering all the important functions of the Company.
- Ensuring complete compliance with laws, regulations, standards and internal procedures and systems.
- De-risking the Company's assets/ resources and protecting them from any loss.
- Ensuring the integrity of the accounting system and a proper and authorised recording and reporting of all transactions.
- Preparation and monitoring of annual budgets.
- Ensuring a reliability of all financial and operational information. Audit Committee, a sub-committee of the Board of Directors, comprising of Independent Directors. The Audit Committee regularly reviews audit plans, significant audit findings, adequacy of internal controls, compliance with Accounting Standards, etc.

The internal control systems and procedures are designed to assist in the identification and management of risks, the procedure-led verification of all compliances as well as an enhanced control consciousness.

Audit plan and execution

The Internal Audit Team prepares a risk-based audit plan. The frequency of the audit is decided by risk ratings of areas/functions. The audit plan is carried out by the internal team and reviewed periodically to include areas that have assumed significant importance in line with the emerging industry trend and the aggressive growth of the Company. In addition, the audit committee also places reliance on internal feedback and other external events for inclusion into the audit plan.

Internal financial controls

As per Section 134(5)(e) of the Companies Act, 2013, the Directors have an overall responsibility for ensuring that the Company has implemented a robust system and framework of internal financial controls. This provides the Directors with reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks. The Company has devised appropriate systems and framework, including proper delegation of authority, policies and procedures; effective IT systems aligned to business requirements; risk-based internal audits; risk management framework and a whistle blower mechanism. The Company had already developed and implemented a framework for ensuring internal controls over financial reporting. This framework includes entity-level policies, processes and Standard Operating Procedures (SOP). The entity-level policies include antifraud policies (such as code of conduct, confidentiality and whistle blower policy) and other polices (such as organisation structure, insider trading policy, HR policy, etc.). The Company has also prepared SOP for each of its processes. During the year, controls were tested and no reportable material weakness in design and effectiveness was observed.

9. Forward Looking and Cautionary Statements

The Directors' Report and the Management Discussion and Analysis are describing the Company's objectives, expectations or predictions, which involve a number of risks and uncertainties. Actual results may differ materially from those expressed in the statement. Important risks and uncertainties that could influence the Company's operations include: domestic demand and supply, conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.

For and on behalf of the Board
Shiva Cement Limited

Date: 12.05.2020	**Manoj Kumar Rustagi**	**Rajendra Prasad Gupta**
Place: Rourkela	Whole-Time Director	Director
	DIN: 07742914	DIN: 01325989

INDEPENDENT AUDITORS' REPORT

To
The Members of
SHIVA CEMENT LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Shiva Cement Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of profit and loss (including other comprehensive income), statement of cash flows and 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 (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at March 31, 2020, its loss,total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statement in accordance with the Standards on Auditing (SAs) specified under sub-section (10) of Section 143 of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act 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 financial statements.

Material Uncertainty related to going concern

We draw attention to note no 31(l) to the financial statement which indicates that during the year ended March 31, 2020 the Company has incurred loss of ₹2301.67 lakhs and as on March 31, 2020, the Company's accumulates loss is ₹9271.18 lakhs resulting in erosion of net worth of the Company. The financial statements of the Company have been prepared on a going concern basis for the reason stated in the said note. The validity of the going concern assumption would depend upon the performance of the Company as per its future business plan. Our opinion is not qualified in respect of this matter.

Key Audit Matters

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

We have determined the matters described below to be the Key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

The Key Audit Matter	Auditor's Response
Provision for Mines Restoration - Refer to the accounting policies in Note 2(D) to the financial statements: Provision for mine restoration; Note 3 to the financial statements: use of estimates and judgements – determination of provision for mine restoration to the financial statements	
The provision for Mines Restoration relates to mines located at Khaturbahal (Kutra District) The calculation of the provisions requires significant management's judgment because of the inherent complexity in estimating future costs. These costs are provided at the present value of expected costs to settle the obligation using estimated cash flows. The provisions are subject to the effects of any changes in local regulations, Management's expected approach to decommissioning and discount rates. The provision for Mines Restoration was identified as a key audit matter due to the significance of the Management's judgement involved in the determination of forecasted closure and restoration costs, life of mines and discount rate.	In evaluating the reasonability of provisions for closure and restoration costs, we performed detailed assessment of the Management's assumptions. Our audit procedures included the following: ● As at March 31, 2020, we reviewed the assumptions used by the Management in their calculations and verified the calculations and assessed the assumptions used. ● We also recalculated the provision based on these assumptions used by the Management for the discount rates, areas to be rehabilitated, the nature of expenses to be incurred (i.e. related to asset or expense). We assessed the competence of the work of the Management's expert, who produced the cost estimates.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report,but does not include the financial statements and our auditor's report thereon. The Annual is expected to be made available to us after the date of this auditor's report.

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

Responsibilities of the Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in sub-section (5) of Section 134 of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes of equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the 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 the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under clause (i) of sub-section (3) of Section 143 of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statementsin 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of 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 sub-section (3) of Section 143 of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The balance sheet, the statement of profit and loss including other comprehensive income, the statement of cash flow and the statement of changes in equity dealt with by this report are in agreement with the books of account.

   d. In our opinion, the aforesaid 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 March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" of this report.

   g. In our opinion and according to information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule (11) of the Companies (Audit and Auditors) Rules, 2015, 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 financial statements - Refer Note 31 (a) of the financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **SHAH GUPTA & CO.,**
Chartered Accountants
Firm Registration No.: 109574W

Vipul K Choksi
Partner
M. No. 037606

Place: Mumbai
Date: May 12, 2020

Unique Document Identification Number (UDIN) for this document is: 20037606AAAAAL4974

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Shiva Cement Limited of even date)

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment on the basis of available information.

(b) The Company has a program of verification to cover all the items of property plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property plant and equipment were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of in respect of immovable properties that have been taken on lease and disclosed as property, plant and equipment or right of use assets in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

(ii) The inventory, except goods in transit, has been physically verified by the Company at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. In respect of inventory lying with third parties, these have been substantially been confirmed by them. The discrepancies noticed on verification between the physical stocks and the book records were not material.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, reporting under paragraph 3(iii) (a), (b) and (c) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Act are applicable and accordingly, reporting under paragraph 3 (iv) of the Order is not applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Accordingly, reporting under paragraph 3(v) of the Order is not applicable to the Company.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act, for the products / services of the Company. Accordingly, reporting under paragraph 3 (vi) of the order is not applicable to the Company.

(vii) (a) According to the information and explanations given to us, and the records of the company examined by us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, goods and service tax, cess and other material statutory dues applicable to it. According to the information and explanations given to us, the undisputed amounts payable which were outstanding, at the year end, for a period of more than six months from the date are as below:

Name of the Statue	Nature of dues	Amount (₹in lakhs)	Period to which the amount relates
Odisha VAT Act 2004	Interest on VAT	28.75	2014-15
	Interest on VAT	4.94	2015-16
Orissa Entry Tax Act, 1999	Interest on Entry Tax	0.59	2014-15
	Interest on Entry Tax	2.14	2015-16
	Interest on Entry Tax	0.14	2016-17
Orissa Employee State Insurance (ESI)			
Act, 1948	Interest on ESI	0.01	2011-12
	Interest on ESI	0.02	2012-13
	Interest on ESI	0.08	2013-14
	Interest on ESI	0.25	2014-15
	Interest and Penalty on ESI	2.60	2015-16
	Interest and Penalty on ESI	1.10	2016-17
Income Tax Act, 1961	Interest on Income Tax	47.29	2013-14
	Interest on Income Tax	23.03	2014-15
	Interest on Income Tax	2.14	2015-16

(b) According to the information and explanations given to us, details of dues of income tax, duty of customs, duty of excise, value added tax and cess which have not been deposited as on March 31, 2020 on account of disputes are given below :

Name of the Statue	Nature of Dues	Amount (₹ in lakhs)	Period to which the amount elates	Forum where dispute is pending
Orissa Sales Tax Act, 1947	Denial for incentive under various Industrial Policy Resolutions (IPRs) on the production of expanded unit of SCL's Unit-I, Penalty on late payment, etc.	0.89	1998-99	Asst. Commissioner of commercial Tax, Rourkela
		30.34	2003-04	Hon'ble High Court of Odisha
		57.96	2004-05	Hon'ble High Court of Odisha
		1.03	2003-04	Asst. Commissioner of commercial Tax, Rourkela
Central Sales Tax Act, 1956	Denial for incentive under various IPRs on the production of expanded unit of SCL's Unit-I, Pending Form filings.	0.19	1988-99	Asst. Commissioner of Commercial Tax, Rourkela
		1.71	2003-04	Commissioner of Commercial Tax, Cuttack
Orissa Entry Tax Act, 1999	Tax-Credit, levy of tax on certain raw materials procured.	0.38	1999-20	Asst. Commissioner of commercial Tax, Rourkela
		1.60	2001-02	Commissioner of commercial Tax, Cuttack
		0.40	2003-04	Commissioner of commercial Tax, Cuttack
		1.95	2008-11	Addl. Commissioner of commercial Tax, Cuttack
Finance Act, 1994	Service Tax	7.11	2005-06	CESTAT, Kolkata
Income Tax Act, 1961	Interest and Penalty	466.32	2015-16	Asst. Commissioner of Income Tax, Sambalpur

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to the banks during the year. The Company has not taken any loan from financial institution, government or by way of issue of debentures.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the Management, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year under review. Accordingly, reporting under paragraph 3(ix) of the Order is not applicable to the Company.

(x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the Management, we report that no material fraud by the Company and on the Company by its officer or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, reporting under paragraph 3 (xii) of the Order is not applicable to the Company.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us by the Management, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements, in our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under paragraph 3 (xvi) of the Order is not applicable to the Company.

For **SHAH GUPTA & CO.,**
Chartered Accountants
Firm Registration No.: 109574W

Vipul K Choksi
Partner
M. No. 037606

Place: Mumbai
Date: May 12, 2020

Unique Document Identification Number (UDIN) for this document is: 20037606AAAAAL4974

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of sub-section (3) of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Shiva CementLimited** ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the 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 with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these financial statements and such internal financial controls were operating effectively as at March 31, 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SHAH GUPTA & CO.,**
Chartered Accountants
Firm Registration No.: 109574W

Vipul K Choksi
Partner
M. No. 037606

Place: Mumbai
Date: May 12, 2020

Unique Document Identification Number (UDIN) for this document is: 20037606AAAAAL4974

BALANCE SHEET

(As at 31.3.2020)

	Particulars	Note No.	As at 31.03.2020 ₹ in Lakhs	As at 31.03.2019 ₹ in Lakhs
I	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipments	4	12,538.48	13,274.44
	(b) Capital work-in-progress	5	516.66	29.38
	(c) Intangible assets	6	918.59	962.38
	(d) Intangible assets under development	7	34.84	27.48
	(e) Financial assets			
	(i) Other financial assets	8	594.00	10.20
	(f) Deferred tax assets (net)	9	3,167.66	2,370.19
	(g) Other non-current assets	10	1,614.16	1,791.94
	Total Non-current assets		**19,384.39**	**18,466.01**
2	**Current assets**			
	(a) Inventories	11	1,192.46	976.87
	(b) Financial assets			
	(i) Trade receivables	12	145.57	294.62
	(ii) Cash and cash equivalents	13	30.49	41.69
	(iii) Bank balance other than (ii) above	14	81.23	76.09
	(iv) Other financial assets	8	92.88	68.93
	(c) Other current assets	10	209.14	243.45
	Total Current assets		**1,751.77**	**1,701.65**
	Total Assets		**21,136.16**	**20,167.66**
II	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	15	3,900.00	3,900.00
	(b) Other equity	16	(3,277.90)	(949.01)
	Total equity		**622.10**	**2,950.99**
	Liabilities			
2	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	17	1,620.00	1,477.00
	(ii) Other financial liabilities	18	4.61	-
	(b) Provisions	19	565.67	495.62
	Total Non-current liabilities		**2,190.28**	**1,972.62**
3	**Current liabilities**			
	(a) Financial liabilities			
	(i) Borrowings	17	12,536.16	-
	(ii) Trade payables			
	I. total outstanding dues of micro enterprises and small enterprises	20	0.25	-
	II. total outstanding dues of creditors other than micro enterprises and small enterprise	20	671.04	579.00
	(iii) Other financial liabilities	21	4,966.93	14,539.66
	(b) Other current liabilities	22	117.33	107.02
	(c) Provisions	19	32.07	18.37
	Total current liabilities		**18,323.78**	**15,244.05**
	Total liabilities		**20,514.06**	**17,216.67**
	Total Equity and Liabilities		**21,136.16**	**20,167.66**

See accompanying notes to the Financial Statements

As per our report of even date
For **Shah Gupta & Co.**
Chartered Accountants
FRN No : 109574W

Vipul K. Choksi
Partner
Membership No. 37606
Place : Mumbai
Date : 12.05.2020

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No. : 01325989

Manoj Kumar Rustagi
Whole Time Director
DIN No:07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

STATEMENT OF PROFIT & LOSS

(For the year ended 31.03.2020)

	Particulars	Note No.	For the year ended 31.03.2020 ₹in lakhs	For the year ended 31.03.2019 ₹in lakhs
	INCOME			
I	Revenue from operations	23	3,238.67	2,937.53
II	Other income	24	14.92	34.64
III	**Total Income (I+II)**		**3,253.59**	**2,972.17**
IV	**EXPENSES**			
	Cost of materials Consumed	25A	966.93	720.26
	Changes in inventories of finished goods, stock-in-trade and work in progress	25B	(87.00)	458.19
	Power & fuel	25C	1,673.13	1,198.66
	Freight, forwarding & distributions	25D	57.43	234.57
	Employee benefits expense	26	414.78	393.70
	Finance costs	27	1,453.54	1,485.28
	Depreciation and amortisation expense	28	786.61	762.96
	Other expenses	29	1,051.67	623.93
	Total expenses (IV)		**6,317.09**	**5,877.55**
V	**Loss before tax (III - IV)**		**(3,063.50)**	**(2,905.38)**
VI	**Tax expense:**			
	(a) Current tax		-	-
	(b) Deferred tax (Refer note-9)		(781.12)	(779.50)
VII	**Loss for the year (V-VI)**		**(2,282.38)**	**(2,125.88)**
VIII	**Other Comprehensive Income**			
	Items that will not be reclassified to Profit or Loss		-	-
	(i) Remeasurement of defined benefit plan		(26.07)	(2.01)
	(ii) Income tax relating to item that will not be reclassified to profit or loss		6.78	0.52
	Total Other Comprehensive income		**(19.29)**	**(1.49)**
IX	**Total Comprehensive Income/(Loss) for the Year (VII+VIII)**		(2,301.67)	(2,127.37)
X	**Earnings per equity share of face value of ₹2/- each**	31(j)		
	(a) Basic (in Rs)		(1.17)	(1.09)
	(b) Diluted (in Rs)		(1.17)	(1.09)
	See accompanying notes to the Financial Statements			

As per our report of even date
For **Shah Gupta & Co.**
Chartered Accountants
FRN No : 109574W

Vipul K. Choksi
Partner
Membership No. 37606
Place : Mumbai
Date : 12.05.2020

For and on behalf of the Board of Directors

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Company Secretary

Manoj Kumar Rustagi
Whole Time Director
DIN No:07742914

Girish Menon
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY
(For the year ended 31.03.2020)

A. Equity Share Capital

₹ in lakhs

Particular	Total
Balance at 01.04.2018	**3,900.00**
Changes in equity share capital during the year	-
Balance at 31.03.2019	**3,900.00**
Changes in equity share capital during the year	-
Balance at 31.03.2020	**3,900.00**

B. Other Equity ₹ in lakhs

Particulars	Reserves and Surplus			Items of Other comprehensive Income	Total
	Securities Premium	Capital Reserve	Retained earning		
Balance at 01.04.2018	**5,206.13**	**812.31**	**(4,835.69)**	**(4.38)**	**1,178.36**
Loss for the year	-	-	(2,125.88)	-	(2,125.88)
Other Comprehensive Income for the year, net of income tax	-	-	-	(1.49)	(1.49)
Total	**-**	**-**	**(2,125.88)**	**(1.49)**	**(2,127.37)**
Closing balance at 31.03.2019	**5,206.13**	**812.31**	**(6,961.57)**	**(5.87)**	**(949.01)**
Impact of application of Ind AS 116 net of tax	-	-	(27.23)	-	(27.22)
(Refer note 31(i))					
Loss for the year	-	-	(2,282.38)	-	(2,282.38)
Other Comprehensive Income for the year, net of tax	-	-	-	(19.29)	(19.29)
Total			**(2,309.61)**	**(19.29)**	**(2,328.89)**
Closing balance at 31.03.2020	**5,206.13**	**812.31**	**(9,271.18)**	**(25.16)**	**(3,277.90)**
See accompanying notes to the Financial Statements					

As per our report of even date
For **Shah Gupta & Co.**
Chartered Accountants
FRN No : 109574W

Vipul K. Choksi
Partner
Membership No. 37606
Place : Mumbai
Date : 12.05.2020

R. P. Gupta
Director
DIN No. : 01325989

Sneha Bindra
Company Secretary

For and on behalf of the Board of Directors

Manoj Kumar Rustagi
Whole Time Director
DIN No:07742914

Girish Menon
Chief Financial Officer

STATEMENT OF CASH FLOWS

(For the year ended 31.03.2020)

Particulars	For the year ended 31.03.2020		For the year ended 31.03.2019	
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
A. Cash flow from operating activities:				
Net Loss before tax		(3,063.50)		(2,905.38)
Adjustments for:				
Depreciation and amortisation expenses	786.61		762.96	
Interest expense	1,453.54		1,485.28	
Bad Debt and allowances for doubtful debt	72.35		2.54	
Interest Income	(14.32)		(15.38)	
Loss on sale/discard of property, plant and equipments	146.88		-	
Write off of advances	35.80		40.00	
Rental income from investment properties	(0.60)		(0.60)	
Other Income	-		(18.66)	
		2,480.26		**2,256.14**
Operating loss before changes in operating assets & liabilities		**(583.24)**		**(649.24)**
Adjustments for:				
(Increase)/decrease of Inventory	(215.59)		329.74	
(Increase)/decrease in trade & other Receivables	(391.55)		231.71	
(Decrease)/increase in trade and other liabilities	15.88		(447.48)	
Increase in provision	57.67		50.85	
		(533.59)		**164.82**
Cash used in operations		**(1,116.83)**		**(484.42)**
Tax(paid)/refund		-		-
Net cash used in operating activities (A)		(1,116.83)		(484.42)
B. Cash flow from investing activities:				
Payment for purchase of Property, plant & equipment/Intangible asset/Capital work in progress, including capital advances	(707.50)		(318.23)	
Proceeds from sale of property, plant & equipment	59.12		-	
Interest received	14.32		15.38	
Rental income	0.60		0.60	
Other Income	-		18.66	
Net cash used in investing activities (B)		**(633.46)**		**(283.59)**
C. Cash flow from financing activities:				
Proceeds from borrowings	2,203.16		1,477.00	
Repayment of borrowings	(450.00)		(697.02)	
Interest paid	(8.93)		(12.31)	
Net cash flow from financing activities (C)		**1,744.23**		**767.67**
Net increase/(decrease) in Cash and cash equivalents (A+B+C)		(6.05)		(0.34)
Cash and cash equivalents at the beginning of the year		117.77		118.12
Cash and cash equivalents at the end of the year		111.72		117.78
Cash and cash equivalents at the end of the year *		111.72		117.78
* Comprises:				
(a) Cash on hand		-		-
(b) Balances with banks				
(i) In current accounts		30.49		41.69
(ii) In earmarked accounts** (Refer Note (14))		81.23		76.09

Notes: ** These earmarked account balances with banks can be utilised only for the specific identified purposes.

Reconciliation forming part of cash flow statement

Particulars	01.04.2019	Cash flows (net)	31.03.2020
Borrowings other than finance lease obligation including current maturities of long-term borrowing included in other financial liabilities	13,755.98	1,753.16	15,509.14
Particulars	**01.04.2018**	**Cash flows (net)**	**31.03.2019**
Borrowings other than finance lease obligation including current maturities of long-term borrowing included in other financial liabilities	12,976.00	779.98	13,755.98

See accompanying notes to Financial Statements

As per our report of even date
For **Shah Gupta & Co.**
Chartered Accountants
FRN No : 109574W
Vipul K. Choksi
Partner
Membership No. 37606
Place : Mumbai
Date : 12.05.2020

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No. : 01325989

Manoj Kumar Rustagi
Whole Time Director
DIN No:07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

Notes to Financial Statements for the year ended 31.03.2020

1. General Information

Shiva Cement Limited ("the Company") is engaged in the business of manufacture and sale of cement , clinker and trading of allied products. The company is operating its integrated cement plant having cement production capacity of 1,32,000 MT and clinker production capacity of 1,15,500 MT.

Shiva Cement Limited is a public limited company and is listed on Bombay Stock Exchange having its registered office at YY-5, Civil Township, Rourkela, Sundargarh, Odisha.

2. Significant Accounting Policies

A. Statement of compliance

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016. The aforesaid financial statements have been approved by the Board of Directors in the meeting held on 12th May,2020.

B. Basis of preparation & presentation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company is required to prepare its Financial Statements as per the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended with effect from 1st April, 2017. Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31st March, 2020.

The Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair value at the end of each reporting year, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are prepared in INR.

Current and non-current classification

The company presents the assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it satisfies any of the following criteria :

- It is expected to be realised or is intended for sale or consumption in the company's normal operating cycle . It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria :

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;

- It is due to be settled within 12 months after the reporting date; or the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of liability that could, at the option of the counterparty result in its settlement by the issue of equity instruments do not affect its classification.

  All other liabilities are classified as non-current.

  Deferred tax assets and liabilities are classified as non-current only.

C. Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning.

Spares parts, servicing equipment and standby equipment which can be used only in connection with a particular Plant & Equipment of the Company and their use is expected to be irregular, are capitalised at cost. An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss. Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Expenditure/ Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Sr. No.	Class of assets	Useful life of assets (in Years)
1	Plant and Machinery	2 to 25
2	Factory Building	30
3	Non-Factory Building	60
4	Computer & Networking's	3 to 6
5	Furniture	10
6	Vehicles	8

Depreciation on additions to property plant & equipment is provided on a pro-rata basis from the date of installation and in the case of a new project from the date of commencement of commercial production. Depreciation on deductions / disposals is provided on pro-rata basis upto the date of deduction/disposal.

Spares, servicing equipment and standby equipment, which are capitalised, are depreciated over the useful life of the related property plant & equipment. The written down value of such spares is charged to statement of profit and loss, on issue for consumption.

Lease improvement cost are amortized over the period of the lease

Capital assets whose ownership does not vest with the Company are amortised based on the estimated useful life as follows:

Sr. No.	Class of assets	Useful life of assets (in Years)
1	Approach Roads	5

D. Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Stripping Cost

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.

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

Useful life of Intangible assets :

Sr. No.	Class of assets	Useful life of assets (in Years)
1	Software	3 to 5
2	Mines development expense	Period Mining lease.

Mines restoration provision

An obligation for restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the development or ongoing extraction from mines. Costs arising from restoration at closure of the mines and other site preparation work are provided for based on their discounted net present value, with a corresponding amount being capitalised at the start of each project. The amount provided for is recognised, as soon as the obligation to incur such costs arises. These costs are charged to the Statement of Profit and Loss over the life of the operation through the depreciation of the asset and the unwinding of the discount on the provision. The cost are reviewed periodically and are adjusted to reflect known developments which may have an impact on the cost or life of operations. The cost of the related asset is adjusted for changes in the provision due to factors such as updated cost estimates, new disturbance and revisions to discount rates. The adjusted cost of the asset is depreciated prospectively over the lives of the assets to which they relate. The unwinding of the discount is shown as a finance cost in the Statement of Profit and Loss.

E. Impairment of Property, plant and equipment and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

F. Borrowing Costs

Borrowing costs attributable to the acquisition and construction of qualifying assets, are capitalized as part of the cost of such asset up to the date when the asset is ready for its intended use. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The Company determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

G. Leases Accounting

The Company as a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: the contract involves the use of an identified asset the Company has substantially all of the economic benefits from use of the asset through the period of the lease and the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

H. Inventories

Inventories are valued as follows:

- **Raw materials, fuel, stores & spare parts and packing materials:**

  Valued at lower of 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. Cost is determined on weighted average basis.

- **Work-in- progress (WIP), finished goods, stock-in-trade and trial run inventories:**

  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. Cost of inventories is computed on weighted average basis.

- **Waste / Scrap:**

  Waste / Scrap inventory is valued at NRV.

  Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

I. Cash and cash equivalents:

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalent consists of cash and short term deposits, as defined above.

J. Provisions, Contingent Liabilities and Contingent Assets

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.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a liable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract

K. Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, volume rebates, outgoing sales taxes and are recognised when all significant risks and rewards of ownership of the goods sold are transferred.
- On March 28, 2018, Ministry of Corporate Affairs has notified Ind AS 115, "Revenue from Contracts with Customers", effective date of adoption of the Standard is financial period beginning on or after 1st April,2018. The core principle of the Standard is that an entity shall recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services, besides reporting useful information about the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer.

  The Standard permits entities to apply one of the following transitional methods:

i) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.

ii) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach).

Company has adopted cumulative catch - up approach and there were no significant adjustments required to the retained earnings at April 1, 2018. Also, the application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial results

Contract Balances

- **Contract assets**

  A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration including Trade receivables

- **Contract liabilities**

  A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract including Advance received from Customer.

- **Refund liabilities**

  A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer including volume rebates and discounts. The Group updates its estimates of refund liabilities at the end of each reporting period.

- Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

L. Employee benefits

(i) Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the statement of financial position represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

(ii) Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

M. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

(i) Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

(ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are off set when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

N. Earnings Per Share

Basic EPS is computed by dividing the net profit or (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

O. Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

(i) Financial assets

(a) Recognition and initial measurement

i) The Company initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognized on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

ii) The Company has elected to apply the requirements pertaining to Level III financial instruments of deferring the difference between the fair value at initial recognition and the transaction price prospectively to transactions entered into on or after the date of transition to Ind AS.

(b) Classification of financial assets

On initial recognition, a financial asset is classified to be measured at amortised cost, fair value through other comprehensive income (FVTOCI) or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in statement of profit or loss. The net gain or loss recognized in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item.

(c) De-recognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

(d) Impairment

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

e) Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

(ii) Financial liabilities and equity instruments

a) Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.?

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

(i) Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in Statement of Profit and Loss. The net gain or loss recognized in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the Statement of Profit and Loss.

(ii) Other financial liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

d) Reclassification of financial assets/ liabilities:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations.

If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Original classification	Revised classification	Accounting treatment
Amortized cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of Profit and Loss.
FVTPL	Amortized Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortized cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in Consolidated OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to Statement of Profit and Loss at the reclassification date.

e) De-recognition of financial assets/ liabilities :

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

3. Key sources of estimation uncertainty and Recent Accounting Pronouncements:

A Key sources of estimation uncertainty

In the course of applying the policies outlined in all notes under section 2 above, the Company is required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

i) Useful lives of property, plant and equipment

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortized depreciable amount is charged over the remaining useful life of the assets.

ii) Mines restoration obligation

In determining the fair value of the Mines Restoration Obligation, assumptions and estimates are made in relation to mining reserve, discount rates, the expected cost of mines restoration and the expected timing of those costs.

iii) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

iv) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility.

v) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

vi) Defined benefits plans

The cost of defined benefit plan and other postemployment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations and mortality rates etc. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vii) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of time value of money and the risk specific to the liability.

viii) Lease Accounting:

Effective April 1, 2019, the Company has adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the lessee's incremental borrowing rate at the date of initial application.

B. New and amended accounting standard Ind AS 116

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize ROU assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the ROU asset at the date of initial application.
4. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.

The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 9.75%.

C . Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020

NOTES TO THE FINANCIAL STATEMENTS

(For the year ended 31.03.2020)

Note 4. Property, plant and equipment ₹in lakhs

Description of Assets	Freehold Land	Lease Assets"Right of Use(refer note 31(h))	Buildings	Plant & Equipment	Pollution Control Equipment	Electrical equipments	Computers	Office Equipment	Furniture and Fixtures	Vehicles	Tangibles Total
I. Cost/Deemed cost											
Balance as at April 1, 2018	426.01	-	1,766.93	11,938.99	109.04	583.37	24.75	5.70	62.40	32.90	14,950.09
Additions	-	-	230.59	92.98	4.30	15.04	0.25	0.98	-	-	344.14
Deductions		-					0.01		0.01	-	0.02
Balance as at April 01, 2019	426.01	-	1,997.52	12,031.97	113.34	598.41	24.99	6.68	62.39	32.90	15,294.21
Addition recognised pursuant to Ind AS 116	-	144.33	-	-	-	-	-	-	-	-	144.33
Additions	-	-	6.52	57.36	-	2.52	0.46	0.29	1.37	-	68.52
Deductions	-	-	-	219.31	6.60	17.52	-	-	0.05	0.32	243.80
Balance as at Mar 31, 2020	426.01	144.33	2,004.04	11,870.02	106.74	583.41	25.45	6.97	63.71	32.58	15,263.26
II. Accumulated depreciation and impairment											
Balance as at April 1, 2018	-	-	165.16	1,011.15	8.36	67.23	6.61	0.59	31.42	13.63	1,304.15
Depreciation expense	-	-	85.37	582.31	4.43	29.21	6.98	1.19	2.93	3.19	715.61
Deductions	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	-	-	250.53	1,593.46	12.79	96.44	13.59	1.78	34.35	16.82	2,019.76
Depreciation expense	-	1.96	94.81	598.87	4.10	30.07	6.63	1.31	2.95	2.13	742.83
Deductions	-	-	-	34.05	1.03	2.68	-	-	0.05	-	37.81
Balance as at March 31, 2020	-	1.96	345.34	2,158.28	15.86	123.83	20.22	3.09	37.25	18.95	2,724.78
Carrying Value											
As at March 31,2020	426.01	142.37	1,658.70	9,711.74	90.88	459.58	5.23	3.88	26.46	13.63	12,538.48
At March 31, 2019	426.01	-	1,746.98	10,438.51	100.55	501.97	11.40	4.90	28.04	16.08	13,274.44
Useful life of the assets (years)	NA	90	5-30	2-25	5-25	10-25	3-6	5	10	8	
Method of depreciation	NA	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	SLM	

4.1. Property, plant and equipment include assets with net block of ₹ 75.07 Lakhs (Previous Year ₹ 105.77 Lakhs) not owned by the Company.

4.2. Deduction of Property,plant and equipment include sale of movable assets at kalunga plant having book value of ₹ 206.00 lakhs sold for ₹ 59.12 lakhs.

4.3. The land at kalunga and the land at Teleghana on which factories have been built were taken on 90 years lease from Industrial Development Corporation of Odissa.

4.4. The Company has reviewed the useful lives and the residual value of Property,Plant and equipment and intangible assets in accordance with requirement of IND AS and there is no revision on existing useful life of the assets.

Note 5. Capital work-in-progress ₹in lakh

Balance as at April 1, 2018	-
Balance as at March 31, 2019	29.38
Balance as at 31 March, 2020	516.66

Note 6. Intangible assets ₹in lakhs

Intangibles	Computer Software	Stripping Cost	Mining Rights	Intangible Total
I. Cost/Deemed cost				
Balance as at April 1, 2018	52.51	1,018.20	23.36	1,094.07
Additions				
Deductions				
Balance as at March 31, 2019	**52.51**	**1,018.20**	**23.36**	**1,094.07**
Additions	-	-	-	
Deductions	-	-	-	-
Balance as at March 31, 2020	**52.51**	**1,018.20**	**23.36**	**1,094.07**
II. Accumulated depreciation and impairment				
Balance as at April 1, 2018	16.21	68.05	0.06	84.32
Amortisation expense	14.55	32.79	0.03	47.37
Deductions	-	-	-	-
Balance as at March 31, 2019	**30.76**	**100.84**	**0.09**	**131.69**
Amortisation expense	11.40	32.36	0.03	43.79
Deductions				
Balance as at March 31, 2020	**42.16**	**133.20**	**0.12**	**175.48**
Carrying Value				
As at March 31,2020	**10.35**	**885.00**	**23.24**	**918.59**
As at March 31, 2019	21.75	917.36	23.27	962.38
Useful life of the asset (years)	3	25	50	
Method of amortisation	SLM	SLM	SLM	

Note : The Developmental Stripping cost is amortised over the period of mining lease.

Notes forming part of financial statements for the year ended 31.03.2020

Note 7. Intangible assets under development ₹in lakhs

Particulars	As at 31.03.2020 ₹in lakhs	As at 31.03.2019 ₹in lakhs
Mining development	28.35	20.99
Land & land development	6.49	6.49
Total	**34.84**	**27.48**

Note 8. Other financial assets ₹in lakhs

Particulars	As at 31.03.2020		As at 31.03.2019	
	Non-Current	Current	Non-Current	Current
Security deposits	-	58.88		56.51
Advance to employees	-	3.09		0.89
Fixed deposits (Refer note 14)	594.00	-	10.20	-
Interest accrued but not due on fixed deposits	-	30.91		11.53
Total	**594.00**	**92.88**	**10.20**	**68.93**

Note 9. Deferred Tax Assets (net) ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Deferred tax assets :		
MAT credit entitlement	428.15	428.15
Provision allowed under tax on payment basis	170.24	129.88
Unabsorbed depreciation / losses	4,366.74	3,572.71
Others	25.20	14.88
Total	**4,990.33**	**4,145.62**
Deferred tax liabilities:		
Tangible and intangible assets	1,822.67	1,775.43
	1,822.67	1,775.43
Net Deferred tax assets Total	**3,167.66**	**2,370.19**

Deferred Tax benefits are recognised on assets to the extent that it is probable that taxable profit will be available against which the deductible temporary differences will be utilised against which the asset can be utilised

Note 9.1. Movement in MAT credit entitlement ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Balance at the Beginning of the year	428.15	428.15
Add : MAT Credit entitlement availed during the year	-	-
Less: Reversal of MAT credit entitlement	-	-
Balance at the end of the year Total	**428.15**	**428.15**

Note 10. Other Assets ₹in lakhs

Particulars	As at 31.03.2020		As at 31.03.2019	
	Non-Current	Current	Non-Current	Current
Capital advances (Unsecured considered good)	884.08	-	859.99	-
Others assets (Unsecured considered good)				
Mining Lease pre-payment	502.80	-	700.73	-
Pre-payments	4.23	19.70	6.46	13.22
Indirect tax balances/recoverable/credit	-	154.01	-	130.734
Advance to suppliers	-	35.43	-	99.50
Security Deposits	223.05	-	224.76	-
Total	**1,614.16**	**209.14**	**1,791.94**	**243.45**

Note 11. Inventories (at lower of cost and net realisable value) ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Raw materials (at Cost)	529.95	400.33
Work-in-progress (at Cost)	171.41	69.99
Finished goods (net realisable value)	51.10	65.52
Fuel (at Cost)	146.03	226.85
Stores and spares (at Cost)	293.97	214.18
Total	**1,192.46**	**976.87**

Note 11.1 Cost of Inventory recognised as an expense ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Cost of material consumed	966.93	720.26
Change in inventories of finished goods,work in progress and stock in trade	(87.00)	458.19
Stores and spares	128.71	102.32
Fuel	948.56	622,69
Total	**1,957.20**	**1,903.46**

Note 12. Trade Receivables ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Trade receivable considered good- Unsecured	145.57	294.62
Trade receivable which have significant increase in credit risk	106.45	37.77
Trade Receivables-credit impaired	12.93	9.26
Less : Allowance for expected credit loss (*)	119.38	47.03
Total	**145.57**	**294.62**
The movement in allowance for expected credit loss is as follows:		
Balance as at beginning of the year	**47.03**	62.31
Change in allowance for credit impairment during the year	72.35	2.53
Trade receivables written off during the year	-	(17.81)
Balance as at the end of the year	**119.38**	**47.03**

(*) Refer Note 2 O (i) (d) of notes to financial statement.

Note 13. Cash and cash equivalents ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Balance with banks in current account	30.49	41.69
Total	**30.49**	**41.69**

Note 14. Bank balances other than cash and cash equivalent ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Fixed Deposits With Banks		
Original maturity more than 3 months and upto 12 months (Refer note 14.1, 14.2)	**81.23**	76.09
Original maturity more than 12 months	**594.00**	10.20
Less: Fixed Deposits maturity more than 12 months disclosed under other Non-Current Financial Assets (Refer note 8)	**(594.00)**	(10.20)
Total	**81.23**	**76.09**

14.1. Includes deposits of ₹71.13 lakhs (as at 31.03.2019 ₹66.97 lakhs) are pledged with bank against cash credit facilities.

14.2. Includes deposits of ₹604.10 lakhs (as at 31.03.2018 ₹19.32 lakhs) given as security to Government department and others.

Note 15. Share Capital

Particulars	As at 31.03.2020		As at 31.03.2019	
	Number of Shares	₹in lakhs	Number of Shares	₹in lakhs
(a) Authorised				
Equity shares of the par value of ₹2/- each	228,750,000	4,575.00	228,750,000	4,575.00
(b) Issued, Subscribed and fully paid up				
Equity shares of ₹2/- each	195,000,000	3,900.00	195,000,000	3,900.00
Total	**195,000,000**	**3,900.00**	**195,000,000**	**3,900.00**
G.Total	**195,000,000**	**3,900.00**	**195,000,000**	**3,900.00**

Refer Notes (i) & (ii) below

(i) Rights, preferences and restriction attached to Equity Shares

The company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of shares held by each shareholder holding more than 5% shares :

Class of shares / Name of shareholder	As at 31.03.2020		As at 31.03.2019	
	Number of Shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
JSW Cement Limited	**106,166,750**	**54.44%**	**106,166,750**	**54.44%**

Note 16. Other Equity ₹in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
(i) Capital reserve	**812.31**	**812.31**
(ii) Securities premium account	**5,206.13**	**5,206.13**
(iii) Retained Earnings	**(9,271.18)**	**(6,967.45)**
(iv) Other comprehensive income		
Remeasurement of defined benefit	(25.16)	(1.49)
Total	**(3,277.90)**	**(949.01)**

(i) Capital Reserve :

Reserve primarily created out of share forfeiture amounting ₹214.50 lakhs and amalgation reserve amounting ₹566.03 lakhs as per statutory requirement

(ii) Securities premium account :

Securities premium account balance is the extra money received by the company while issuing shares. This money is being utilised as specified in section 78 of the Companies Act 2013.

(iii) Other comprehensive income :

As per IND AS 19 employee benefits gain or loss on account of remeasurement of the defined benefit liabilities/ assets have been realised through other comprehensive income included in retained earnings.

Note 17. Borrowings ₹in lakhs

Particulars	As at 31.03.2020		As at 31.03.2019	
	Non-Current	Current	Non-Current	Current
Secured : From Banks - Cash Credits / Working Capital Borrowings (Secured by Hypothecation of Stocks and Book Debts	-	583.16		-
of the Company)		**583.16**		**-**
Unsecured :				
From related party	2,972.98	11,953.00	13,755.98	-
Less: Current maturities of borrowing	(1,352.98)		(12,278.98)	
	1,620.00	**11,953.00**	**1,477.00**	**-**
Total	**1,620.00**	**12,536.16**	**1,477.00**	**-**

Notes : The unsecured loan has been taken from holding company, M/s. JSW Cement Limited. The tenure of the loan is 2 years from the date of disbursement or such extended time as may be agreed and repayable at the end of the tenure alongwith interest accrued on the same. The rate of interest is 9.75% per annum.

Note 18. Other Financial liabilities (Non Current) ₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Lease liability (refer Note : 31(h))	4.61	-
Total	**4.61**	**-**

Note 19. Provisions ₹ in lakhs

	As at 31.03.2020		As at 31.03.2019	
	Non-Current	Current	Non-Current	Current
For employee benefits				
- Gratuity (refer note 31f (ii))	130.63	29.26	110.81	16.23
- Leave Encashment	16.89	2.81	14.15	2.14
Others :				
For Mines Restoration Expenditure (refer note 3(A)(ii))	418.15	-	370.66	-
Total	**565.67**	**32.07**	**495.62**	**18.37**

Note 19.1 Movement of provisions during the year as required by Ind AS- 37 "Provisions, Contingent Liabilities and Contingent Asset" specified under Section 133 of the Companies Act, 2013:

Particulars	As at 31.03.2020	As at 31.03.2019
Mines Restoration expenditure (to be settled at Mines closure)		
Opening Balance	370.66	327.61
Add: Provision made during the year	47.49	43.05
Closing Balance	**418.15**	**370.66**

Note 20. Trade Payables ₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Total outstanding dues of micro enterprises and small enterprises (refer note 31 (l))	0.25	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	671.04	579.00
Total	**671.29**	**579.00**

Note 21. Other Financial Liabilities (Current) ₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Current maturity of long-term debt (refer note 17)	1,352.98	12,278.98
Interest accrued and due on borrowings	3,364.73	2,117.29
Security deposits from customers, vendors & others	169.52	143.39
Lease Liability (refer note 31(i))	0.50	-
Others	79.20	-
Total	**4,966.93**	**14,539.66**

Note 22. Other Current Liabilities ₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Advance from customers	13.06	14.87
Statutory liabilities	104.27	92.15
Total	**117.33**	**107.02**

Note 23. Revenue from operations ₹ in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Sale of products		
Finished Products	3,238.67	2,447.21
Traded product	-	490.32
Total	**3,238.67**	**2,937.53**

Reconciliation of Revenue from sale of products with the contracted price ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Contracted Price	3,259.74	3,010.60
Less: Trade discounts, volume rebates, etc.	(21.07)	(73.07)
Sale of Products	**3,238.67**	**2,937.53**

Note 24. Other income ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Interest income on financial assets that are not designated as FVTPL		
On bank deposits	8.21	10.92
On others	6.11	4.46
Miscellaneous income	0.60	19.26
Total	14.92	34.64
(i) Interest income comprises:		
Interest from banks & others on:		
Deposits	14.32	15.38
Interest income Total	**14.32**	**15.38**
(ii) Other non-operating income comprises:		
Rental income (refer note 31(i))	0.60	0.60
Misc. Income	-	18.66
Other non-operating income Total	**0.60**	**19.26**

Note 25A. Cost of materials consumed ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(i) Opening stock	367.24	236.19
(ii) Add: Purchases (Net)	1,097.78	851.31
	1,465.02	1,087.50
(iii) Less : Closing stock	498.09	367.24
Cost of materials consumed Total	**966.93**	**720.26**

Note 25B. Changes in inventories of finished goods, work-in-progress and stock-in-trade ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Closing inventories		
Finished goods/Stock-in-Trade	51.10	65.52
Work-in-progress	171.41	69.99
	222.51	**135.51**
Opening inventories		
Finished goods/Stock-in-Trade	65.52	423.88
Work-in-progress	69.99	169.82
	135.51	593.70
(Increase) / Decrease in inventories Total	**(87.00)**	**458.19**

Note 25C. Power & Fuel ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Power procured	724.57	575.97
Coal	948.56	622.69
Total	**1,673.13**	**1,198.66**

Note 25D. Freight and forwarding expense ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
On finished product	57.43	234.57
On others	-	-
Total	**57.43**	**234.57**

Note 26. Employee benefits expense ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Salaries and wages	351.41	334.26
Contributions to provident and other funds	35.92	37.92
Gratuity (Refer note 31 (e(ii))	18.37	17.07
Staff welfare expenses	9.08	4.45
Total	**414.78**	**393.70**

Note 27. Finance costs ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Interest expense :		
- On borrowings	1,393.60	1,442.21
Other Borrowing Cost	59.94	43.07
Total	**1,453.54**	**1,485.28**

Note 28. Depreciation and amortisation expense ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
(i) Depreciation on property plant & equipment	742.82	715.59
(ii) Amortisation of intangible assets	43.79	47.37
Total	**786.61**	**762.96**

Note 29. Other expenses ₹in lakhs

Particulars	For the year ended 31.03.2020	For the year ended 31.03.2019
Store and spares consumed	128.71	102.32
Service charges	49.80	51.73
Repairs and maintenance		-
- Plant and equipment	69.66	57.09
- Building	38.29	44.33
- Vehicles	7.37	9.75
- Others	5.60	8.17
Rent (including mining lease)	29.24	29.86
Mines Restoration expense	-	-
Insurance	6.83	5.35
Rates & taxes	3.84	3.33

Travelling and conveyance	17.25	21.27
Loss/(Profit) on asset sale (refer note 4.2)	146.88	-
Directors sitting Fees	6.55	4.80
Provision for doubtful receivables	72.35	(15.28)
Bad Debt	-	17.81
Legal and Professional charges	240.88	56.46
Sales Promotion and Other Selling Expenses	7.90	13.19
Auditor Remuneration (refer note 29.1)	6.35	7.30
Other Administrative expenses	214.17	206.45
Total	**1,051.67**	**623.93**

Note 29.1 Auditors remuneration (excluding Tax)		
As auditors	5.00	5.00
For taxation matters	1.00	2.00
Other services	0.35	0.30
Total	**6.35**	**7.30**

Note 30. Financial instruments

A. Capital risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity. The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings and strategic acquisitions. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by bank borrowing and funding from holding company.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and align maturity profile of its debt commensurate with life of the asset and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments.

₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
Long term borrowings	1,620.00	1,477.00
Current maturities of long term debt	1,352.98	12,278.98
Short term borrowings	12,536.16	-
Less: Cash and cash equivalent	30.49	41.69
Less: Bank balances other than cash and cash equivalents	81.23	76.09
Net Debt	15,620.86	13,873.76
Total Equity	**622.10**	**2,950.99**
Gearing ratio	**25.11**	**4.70**

(i) Equity includes all capital and reserves of the company that are managed as capital

(ii) Debt is defined as long-term and short-term borrowings .

B. Categories of financial instruments

The accounting classification of each category of financial instruments and their carrying amounts are set out below :

₹ in lakhs

	As at 31.03.2020		As at 31.03.2019	
	Carrying Values	Fair Value	Carrying Values	Fair Value
Financial assets				
Measured at amortised cost				
Cash and cash equivalents	30.48	30.48	41.69	41.69
Bank balances other than cash and cash equivalents	81.24	81.24	76.09	76.09
Trade receivables	145.57	145.57	294.62	294.62
Other financial assets	92.88	92.88	68.93	68.93
Total financial assets at amortised cost (A)	**350.17**	**350.17**	**481.33**	**481.33**
Financial liabilities				
Measured at amortised cost				
Long term borrowings(*)	2,972.98	2,972.98	13,755.98	13,755.98
Short term borrowings	12,536.16	12,536.16	-	-
Trade payable	671.29	671.29	579.00	579.00
Other financial liabilities	3,618.56	3,618.56	2,260.68	2,260.68
Total financial liabilities at amortised cost	**19,798.99**	**19,798.99**	**16,595.66**	**16,595.66**
(*) including current maturities of long term debt				

Financial instruments (continued)

A. Risk management framework

The Company has a Risk Management Committee established by its Board of Directors for overseeing the Risk Management Framework and developing and monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Market risk
- Interest rate risk
- Credit risk
- Commodity risk ; and
- Liquidity risk

i. Market risk

"Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Company is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates and interest rates.“The Company seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Company's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Company does not enter into or trade financial instruments, including derivatives for speculative purposes.“"

ii. Interest risk management

The company has taken unsecured loan from its holding company at fixed rate of interest . As per the loan agreement , the lender is entitled to increase or reduce the rate of interest. Considering the business interest of the group, the risk of interest rate is not significant.

iii. Credit risk management

"Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. ""Company's credit risk arises principally from the trade receivables, loans, cash & cash equivalents, derivatives."

(a) Trade receivables

"Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an individual credit limits defined in accordance with the assessment."Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. No single customer accounted for 10.0% or more of revenue in any of the years indicated except sales to holding company. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables."

The movement in allowance for Expected Credit Loss is as follows : **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Balance at the beginning of the year	**47.03**	**62.31**
Change in allowance for credit impairment during the year	72.35	2.53
Trade receivable written off during the year	-	(17.81)
Balance as at the end of the year	**119.38**	**47.03**

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Our historical experience of collecting receivables indicate a low credit risk. Hence, trade receivables are considered to be a single class of financial assets.

As per policy, receivables are classified into different buckets based on the overdue period ranging from 6 months - one year - two year- three year - more than three year. There are different provisioning norms for each bucket which are ranging from 9% to 70%

iv. Commodity risk

Commodity price risk for the Company is mainly related to fluctuations in coal prices linked to various external factors, which can affect the production cost of the Company. Since the fuel costs is one of the primary costs drivers, any fluctuation in fuel prices can lead to drop in operating margin. To manage this risk, the Company take steps to optimize the fuel mix and to pursue longer term and fixed contracts, where Additionally, processes and policies related to such risks are reviewed and controlled by senior management and fuel requirement are monitored by the procurement team.

v. Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Liquidity exposure as at 31.03.2020

₹in lakhs

Contractual cash flows				
Particulars	**< 1 year**	**1-5 year**	**> 5 years**	**Total**
Financial assets				
Cash and cash equivalents	30.49	-	-	30.49
Bank balances other than cash and cash equivalents	81.23	-	-	81.23
Trade receivables	145.57	-	-	145.57
Other financial assets	92.88	594.00	-	686.88
Total Financial assets	350.17	594.00	-	944.17

Particulars	< 1 year	1-5 year	> 5 years	Total
Financial liabilities				
Long term borrowings	1,352.98	1,620.00	-	2,972.98
Short term borrowings	12,536.16	-	-	12,536.16
Trade payable	671.29	-	-	671.29
Other financial liabilities	3,613.95	4.61	-	3,618.56
Total financial liabilities	**18,174.38**	**1,624.61**	**-**	**19,798.99**

Liquidity exposure as at 31.03.2019

₹in lakhs

Contractual cash flows				
Particulars	**< 1 year**	**1-5 year**	**> 5 years**	**Total**
Financial assets				
Cash and cash equivalents	41.69	-	-	41.69
Bank balances other than cash and cash equivalents	76.09	-	-	76.09
Trade receivables	294.62	-	-	294.62
Other financial assets	68.93	10.20	-	79.13
Total Financial assets	**481.33**	**10.20**	**-**	**491.53**
Financial liabilities				
Long term borrowings	12,278.98	1,477.00	-	13,755.98
Short term borrowings	-	-	-	-
Trade payable	579.00	-	-	579.00
Other financial liabilities	2,260.68	-	-	2,260.68
Total financial liabilities	**15,118.66**	**1,477.00**	**-**	**16,595.66**

Impact of COVID-19 (Global pandemic)

Subsequent to the outbreak of Coronavirus (Covid-19) and consequential lockdown accross the country, the Company has continued its operation with special permission from the Collectorate and following the Government guidelines. However, disruption to the business nationwide and economic slowdown due to lock down situations has impacted the sales volumes. Company is closely monitoring the situation.

Collateral

The Company has pledged part of its trade receivables, short term investments and cash and cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Company. There is obligation to return the securities to the Company once these banking facilities are surrendered.

Level wise disclosure of financial instruments

₹in lakhs

Particulars	31.03.2020	31.03.2019	Fair value hierarchy	Valuation technique(s) and key input(s)
Financial liabilities :				
Borrowing	15,509.14	13,755.98	Level 2	Inputs other than Quoted prices included within level 1 that are observable for an Asset or Liability either directly or indirectly.

The carrying amount of Trade Receivable, Trade Payable, Capital Creditors, Cash and Cash Equivalents and other Bank Balances are considered to be the same as their fair values due to their short term nature.

Note 31 . Other Notes

a) Contingent liabilities not provided for in respect of disputed claims / levies: **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Excise duty and Service Tax	-	9.61
Orissa Sales Tax, VAT, CST	130.00	177.25
Entry Tax	9.32	9.32
Income tax	466.32	466.32
Total	**605.64**	**662.50**

b) Commitments **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	3,358.12	140.83

c) In the opinion of the Management, the current assets, the loans and advances have a value on realisation atleast equal to the amount at which they are stated in Balance Sheet in ordinary course of business. Provisions are for all known liabilities and the same is adequate and not in excess of what is required.

d) The Company is yet to receive balance confirmation in respect of certain Trade Payables, Advances and Trade Receivables. The Management does not expect any material difference affecting the amount at which they are stated.

e) Employee Benefits:

i) Defined Contribution Plan:

The company operates defined contribution retirement benefit plans for all qualifying employees.

Company's contribution to Provident Fund recognized in statement of Profit and Loss ₹26.42 Lakhs (Previous Year ₹26.37 Lakh) “(included in note 26)"

ii) Defined Benefit Plans – Gratuity:

Under the Gratuity plan, the eligible employees are entitled to post-retirement benefit at the rate of 15 days salary for each year of service until the retirement age of 58 and 60 without any payment ceiling. The vesting period for Gratuity as payable under The Payment of Gratuity Act is 5 years.

Under the compensated absences plan, leave encashment is payable to all eligible employees on separation from the Company due to death, retirement, superannuation or resignation. At the rate of daily salary, as per current accumulation of leave days.

The plans in India typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest Rate Risk	The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).
Demographic Risk	The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.
Salary Escalation Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liabilty.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at 31 March 2020 by KP Actuaries and Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Gratuity Unfunded :

₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019
a. Changes in Present Value of obligations :		
Opening Balance of present value of obligation	127.04	119.08
Acquisition adjustment		
Service Cost	8.83	7.85
Interest Cost	9.55	9.22
Actuarial (gain)/loss on obligation	26.08	1.49
Benefits paid	(11.60)	(10.60)
b. Net Asset/(Liability) recognised in the Balance Sheet :		
Present Value of obligations	159.90	127.04
Fair Value of plan asset	-	-
Net Asset/(Liability) recognised in the Balance Sheet	**159.90**	**127.04**
c. Expenses during the Year :		
Service cost	8.83	7.85
Interest cost	9.55	9.22
Total	**18.38**	**17.07**
d. Principal actuarial assumptions :		
Rate of Discounting	6.2% p.a.	7.5% p.a.
Rate of increase in salaries	6.0% p.a.	6.0% p.a.
Attrition Rate	2.0% p.a.	2.0% p.a.

In assessing the Company's post retirement liabilities, the Company monitors mortality assumptions and uses up-to-date mortality tables. The base being the LIC Ultimate Tables 2012-14.

iii) Experience adjustments

₹ in lakhs

Particulars	As at 31.03.2020	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Defined Benefit Obligation	159.90	127.04	119.08	138.19	124.16
Plan Assets	-	-	-	-	-
Deficit	(159.90)	(127.04)	(119.08)	(138.19)	(124.16)
Experience Adjustments on Plan Liabilities–Loss/(Gain)	14.95	(0.25)	0.92	1.31	(6.59)
Experience Adjustments on Plan Assets–Loss/(Gain)	-	-	-	-	-

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The discount rate is based on the prevailing market yeilds of Government of India securities as at the balance sheet date for estimate term of the obligations.

iv) Sensitivity Analysis

₹ in lakhs

Particulars	As at 31.03.2020		As at 31.03.2019	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	151.20	169.82	120.43	134.49
Future salary growth (1% movement)	169.74	151.11	134.53	120.28
Attrition rate (1% movement)	159.94	159.83	127.57	126.45
Mortality rate (1% movement)	159.89	159.89	127.07	127.02

v) Maturity profile of defind benefit obligation

Weighted average duration (based on discounted cashflows) : 5 years **₹in lakhs**

Particulars	Less than a year	Between 1 to 5 year	Over 5 years	Total
As at 31 March 2020	29.26	93.17	132.26	254.70
As at 31 March 2019	16.23	84.71	119.23	220.17

vi) Compensated Absences

Assumptions used in accounting for compensated absences **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Present value of un-funded obligation	19.69	16.29
Expense recognized in Statement of Profit or loss	9.05	7.30
Discount rate (p.a)	6.20%	7.50%
Salary escalation (p.a)	6.00%	6.00%

f) Segment Reporting

The Company is primarily in the business of manufacturing and sale of cement and cement related product. As per IND AS 108 "Operating Segments" specified under Section 133 of the Companies Act 2013, there are no other reportable business applicable to the company

g) Non-current operating assets

All non- current assets other than financial instruments of the company are located in India.

h) Related parties disclosure as per IND AS 24:

A) List of Related Parties

1 Holding Company

JSW Cement Limited

2 Enterprises under common control/ exercising significant influence with whom the company has entered into transactions during the year

3 Key Managerial Personnel

Manoj Rustagi (Whole Time Director)
Girish Menon (Chief Financial Officer)
Sneha Bindra (Company secretary)

B. Nature of Transaction **₹in lakhs**

Transaction during the year	As at 31.03.2020	As at 31.03.2019
Purchase of Goods/Services		
JSW Cement Limited	57.95	31.20
Sale of Goods/ Other Income		
JSW Cement Limited	1,130.23	1,100.15
Lease rent received (incl. GST)		
JSW Cement Limited	0.71	0.71
Loan Repayment		
JSW Cement Limited	450.00	697.02
Loan Received		
JSW Cement Limited	1,620.00	1,477.00
Interest cost		
JSW Cement Limited	1,386.05	1,437.62
Compensation to key management personnel		
Nature of Transaction	**As at 31.03.2020**	**As at 31.03.2019**
Short-term employee benefits*	-	-
Post employment benefits	-	-
Other long-term benefits	-	-
Termination benefits	-	-
Total compensation to key management personnel	-	-

Terms & Conditions

Sales :

The sales to related parties are in the ordinary course of business. Sales transactions are based on prevailing price and agreement signed with related parties. For the year ended 31st March, 2020 the company has not recorded any loss allowances of trade receivable from related parties

Purchases :

The purchases from related parties are in the ordinary course of business. Purchase transactions are based on normal commercial terms and conditions and market rates.

Loan from Related Party :

The company has availed loan from its holding company for general corporate purpose. The loan balance as on 31st March, 2020 was amounting ₹14,925.98 lakhs (Previous year ₹13,755.98) . The loan is unsecured and carry an interest 9.75% per annum and repayable after the end of the tenure.

C. Closing balance of related parties **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Trade Receivable		
JSW Cement Limited	18.04	7.05
Loan Received		
JSW Cement Limited	14,925.98	13,755.98
Interest Payable on loan		
JSW Cement Limited	3,364.73	2,117.29

i. Leases

The Company as a lessee

"Ind AS 116 - Leases, has become applicable effective annual reporting period beginning April 1, 2019. The Company has adopted the standard beginning April 1, 2019, using the modified retrospective approach for transition. Accordingly, the Company has not restated the comparative information, instead the cumulative effect of initially applying the standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. This has resulted in recognizing a "Right of use asset" of ₹144.33 lakhs, reversal of other assets of ₹176 Lakhs and a corresponding "Lease liability" of ₹5.11 lakhs by adjusting retained earnings of ₹27.22 lakhs (net of taxes ₹9.57 lakhs) as at April 1, 2019."Consequently in the statement of profit and loss for the current period, the nature of expenses in respect of operating leases has changed from lease "Rent" under "Other expenses" in previous period to "Depreciation and amortisation expense" for the right of use assets and "Finance cost" for interest accrued on lease liability. As a result, the "Rent", "Depreciation and amortization expense" and "Finance cost" of the current period is not comparable to the earlier periods.

The details of the right-of-use asset held by the Company is as follows **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Leasehold land	144.33	-
Total	144.33	-

Depreciation on right-of-use asset is as follows **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Leasehold land	1.96	-
Total	1.96	-

Lease Liability is as follows **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Lease liability on leasehold land	4.61	-
Total	4.61	-

Interest Expense **₹in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Interest Expense	0.50	-
Total	0.50	-

The Company incurred ₹7.31 lakhs for the year ended March 31, 2020 towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is ₹7.81 lakhs for the year ended March 31, 2020, including cash outflow for short term and low value leases. The Company has lease term extension options that are not reflected in the measurement of lease liabilities. Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract.

j. Earnings per share (EPS) **₹ in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Profit/(Loss) attributable to Equity shareholders (₹ in lakhs)(A)	(2,282.38)	(2,125.88)
Weighted average number of Equity shares for basic EPS (B)	195,000,000	195,000,000
Effect of Dilution :	-	-
Weighted average number of Equity shares adjusted for the effect of dilution (C)	195,000,000	195,000,000
Basic EPS (Amount in ₹) (A/B)	(1.17)	(1.09)
Diluted EPS(Amount in ₹) (A/C)	(1.17)	(1.09)

k. Advance received from Customer (Contract Liability) **₹ in lakhs**

Particulars	As at 31.03.2020	As at 31.03.2019
Opening Balance as on 1st April	14.87	4.59
Revenue recognised in the reporting period with respect to contract liability	(14.39)	(4.55)
Advance received from Customer during the year	12.58	14.83
Closing Balance of Contract Liability as on 31st March	13.06	14.87

l. Disclosure pertaining to Micro, Small and Medium Enterprises (as per information available with the Company):

Sr. No.	Particulars	As at 31.03.2020	As at 31.03.2019
1	Principal amount due outstanding as at 31st March	0.25	-
2	Interest due on (1) above and unpaid as at 31st March	-	-
3	Interest paid to the supplier	-	-
4	Payments made to the supplier beyond the appointed day during the year	-	-
5	Interest due and payable for the period of delay	-	-
6	Interest accrued and remaining unpaid as at 31st March	-	-
7	Amount of further interest remaining due and payable in succeeding year	-	-

m. During the year , the Company has incurred a loss of ₹2301.67 lakhs and as on March 31, 2020, the Company's accumulated loss is ₹9271.18 lakhs resulting in erosion of the networth of the Company. The Management is hopeful of improving the performance of the company by exploring various avenues of enhancing revenue. The said measures are expected to improve the performance of the Company and accordingly the financial statements continue to be presented on a going concern basis.

n. Previous year figures have also been reclassified/ regrouped, wherever necessary, to conform to current year's classification.

As per our report of even date
For **Shah Gupta & Co.**
Chartered Accountants
FRN No : 109574W

Vipul K. Choksi
Partner
Membership No. 37606
Place : Mumbai
Date : 12.05.2020

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No. : 01325989

Manoj Kumar Rustagi
Whole Time Director
DIN No:07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

SHIVA CEMENT LIMITED

Registered Office: YY-5, Civil Township, 7/8 Area, Rourkela-769 004 (Odisha)
Website: www.shivacement.com Email: cs@shivacement.comTel: +91 661 2664168
CIN: L26942OR1985PLC001557

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of SHIVA CEMENT LIMITED (CIN: L26942OR1985PLC001557) (the Company) will be held on Thursday, 24th day of September, 2020 at 11:00 A.M. at the through Video Conferencing/ Other Audio Visual Means (VC/OAVM) facility to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31st, 2020 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Narinder Singh Kahlon (DIN : 03578016), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-Appointment of Mr. Manoj Kumar Rustagi as an Whole-Time Director of the Company:**

   To consider, and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolution:-

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, the re-appointment of Mr. Whole-Time Director (DIN : 07742914) as the Whole-Time Director of the Company for a period of 3 years with effect from 26th June, 2020 to 25th June, 2023 upon such terms and conditions as are set out in the resolution and/or agreement, after the consideration and recommendation of the Nomination and Remuneration Committee, with a remuneration of Re.1 per month."

   "RESOLVED FURTHER THAT the Powers, Duties & Functions of Mr. Manoj Kumar Rustagi shall have general control and substantial powers of the management and shall exercise and perform all other powers and duties, which in the ordinary course of business may be considered necessary, proper and in the interest of the Company, subject to directions or restrictions as given or imposed by Board of Directors from time to time and by law for time being in force."

4. **Re-Appointment of Mr. Bimal Kumar Mangaraj as an Independent Director of the Company:**

   To consider, and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolution:-

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof, Mr. Bimal Kumar Mangaraj (DIN: 01326783), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 years with effect from 1st April, 2020 to 31st March, 2023."

5. **Re-Appointment of Mr. Mahendra Singh as an Independent Director of the Company:**

   To consider, and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolution:-

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), including any statutory modification(s) or re-enactment thereof, Mr. Mahendra Singh (DIN: 02340913), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 years with effect from 1st April, 2020 to 31st March, 2022."

By the order of the Board

For **SHIVA CEMENT LIMITED**

Date: 31.08.2020
Place: Rourkela

sd/
Sneha Bindra
Company Secretary

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3 to 5 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 12th May, 2020 considered that the special business under Item Nos. 3 to 5, being considered unavoidable, be transacted at the 34th AGM of the Company.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. 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. 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.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of 11:00 AM on 24th September, 2020 of the commencement of the Meeting by following the procedure mentioned in 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.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the 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 & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members 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 venue voting on the date of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shiavecement.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and Calcutta Stock Exchange Limited at www.cse-india.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period begins on 21.09.2020 at 09:00 AM and ends on 23.09.2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. 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. Your password details are given below:

a) If you are already registered for e-Voting, then you can user 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.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 tripathyandco@hotmail.co.uk with a copy marked to evoting@nsdl.co.in.

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.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id evoting@nsdl.co.in.

4. 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.

5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September, 2020.

6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th September, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sabbas@nichetechpl.com.

7. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

8. 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 casting vote through e-Voting system during the Meeting.

9. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Surya Narayan Tripathy, Practicing Chartered Accountant, (Membership No. 065470) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.

10. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.

11. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.shivacement.com and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the BSE Limited and Calcutta Stock Exchange Limited.

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), AADHAR (self attested scanned copy of Aadhar Card) by email toinvestors@shivacement.com

   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), AADHAR (self attested scanned copy of Aadhar Card) to investors@shivacement.com

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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 casted 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 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 the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@shivacement.comfrom 14th September, 2020 (9:00 AM) to16th September, 2020 by 5:00 p.m. (IST).
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at at cs@shivacement.comfrom 14th September, 2020 (9:00 AM) to 16th September, 2020 by 5:00 p.m. (IST).The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.

Explanatory Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard -2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015. This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3:

Mr. Manoj Kumar Rustagi (DIN-07742914) was appointed as Whole-Time Director with effect from 26th June, 2017 pursuant to section 161 of the Companies Act, 2016 read with Article 116 of the Article of Association of the Company.

He is a senior business management professional and has significantly contributed in corporate strategy & planning, project management and various strategic initiatives for cost reduction, operations improvement and de-bottlenecking, in the steel and power sector, after his engineering. In his consulting stint, post his MBA, he was instrumental in setting up metals & mining practice and led a high-end consulting assignment for a steel major in Europe. During this period, he travelled extensively to Europe and worked on charting niche solutions for metals & mining domain. He was the overseas business development manager to evaluate and assess business opportunities outside India essentially for acquiring mining assets, after he came back and joined JSW Group. He has done his Mechanical Engineering from BITS, Pilani and his MBA from ISB, Hyderabad.

Pursuant to provisions of section 161 of the Companies Act, 2013, Mr. Manoj Kumar Rustagi (DIN-07742914) will hold office upto date of the ensuing Annual General Meeting. Further, the Board, on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Manoj Kumar Rustagi (DIN-07742914) as Whole-Time Director of the Company for a period of three years with effect from June 26, 2020 pursuant to the provisions of sections 2(54), 196, 197, 198, 203 of the Companies Act, 2013 read with schedule V and rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013. The said appointment is subject to the approval of the members in Annual General Meeting.

The main terms and condition of appointment of Mr. Manoj Kumar Rustagi (DIN-07742914) as Whole-Time Director are as follows:

1) Tenure of appointment: period from June 26, 2020 to June 25, 2023.

2) Nature of Duties: The Whole-Time Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and its subsidiaries, if any.

3) Remuneration: He will be paid remuneration of Re. 1.

4) The Whole-Time Director is being appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167(1) of the Act. He shall not be liable to retire by rotation. His terms and conditions of appointment of Whole-Time Director also include clauses pertaining to adherence to the Code of Conduct, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

5. The Whole-Time Director shall not be eligible for any sitting fees for attending the Company's Board and Committees meetings.

6. The Whole-Time Director shall also be entitled to reimbursement of all expenses, actually and properly incurred by him for the purpose of business of the Company or the performance of his duties.

The above remuneration payable to the Whole-Time Director shall be subject to the limits of 5% and / or 10% of the Net Profits of the Company, as the case may be, as laid down in sections 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the overall limit of 11% of the Net Profits of the Company as laid down in Section 198(1) of the said Act.

The following perquisites shall not be included in the computation of the ceiling of remuneration:

a) contribution to provident fund to the extent this is not taxable under the Income Tax Act, 1961;

b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c) encashment of leave at the end of the tenure.

The copy of the agreement entered with Whole-Time Director will be open for inspection for the members of the Company pursuant to the provisions of the Companies Act, 2013. The agreements include all terms and conditions of the appointment of the Whole-Time Director as well as all power and duties as exercised by Whole-Time Director in ordinary course of business subject to provisions of the Companies Act, 2013 or any amendment thereto. The power of the Whole-Time Director shall also include the power to delegate.

A statement pursuant to section II of the Part B of the Schedule of the Companies Act, 2013 is mention below for the information of the shareholders of the Company:

The Board is requested to consider and approve the appointment of Mr. Manoj Kumar Rustagi as Whole-Time Director under the Companies Act, 2013 for a period from June 26, 2020 to June 25, 2023.

A statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:-

I. General Information:

(1) Nature of industry - Cement Manufacturing Unit

(2) Date or expected date of commencement of commercial production - Year 1986

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus-N/A

(4) Financial performance based on given indicators- the financial performance of the Company is mention in Director report and Annual Audited financial statements of the Company.

(5) Foreign investments or collaborations, if any.- N/A

II. Information about the appointee:

(1) Background details - Mr. Manoj Kumar Rustagi (DIN-07742914) is a senior business management professional and has significantly contributed in corporate strategy & planning, project management and various strategic initiatives for cost reduction, operations improvement and de-bottlenecking, in the steel and power sector, after his engineering. In his consulting stint, post his MBA, he was instrumental in setting up metals & mining practice and led a high-end consulting assignment for a steel major in Europe. During this period, he travelled extensively to Europe and worked on charting niche solutions for metals & mining domain. He was the overseas business development manager to evaluate and assess business opportunities outside India essentially for acquiring mining assets, after he came back and joined JSW Group. He has done his Mechanical Engineering from BITS, Pilani and his MBA from ISB, Hyderabad.

(2) Past remuneration - He is appointed in the Company with effect from June 26, 2017 and has been receiving remuneration of Re. 1/- per month since.

(3) Recognition or awards----N/A

(4) Job profile and his suitability - the Powers, Duties & Functions of Mr. Manoj Kumar Rustagi shall have general control and

substantial powers of the management and shall exercise and perform all other powers and duties, which in the ordinary course of business may be considered necessary, proper and in the interest of the Company, subject to directions or restrictions as given or imposed by Board of Directors from time to time and by law for time being in force.

(5) Remuneration proposed - The becoming promoter (JSW Cement Limited) of the Company has sent him on deputation. His proposed remuneration is Re 1/- per month.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) - Not applicable as the Company is in loss and the becoming promoter of the Company has appointed him on deputation.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.- N/A

III. Other information:

(1) Reasons of loss or inadequate profits - Low Capacity utilization and market condition

(2) Steps taken or proposed to be taken for improvement - We are exploring the ways for improving the plant capacity utilization by undertaking required plant maintenance activities. Further, we are also planning for capacity expansion by installing additional facility.

IV. Disclosures:

Except Mr. Manoj Kumar Rustagi, none of the Directors and/or Key Managerial Personnel of the Company and their relative are concerned and interested, financially or otherwise, in the resolution set out in item no-3.

The Board recommend the resolution set out at Item No. 3 of the notice for your approval.

Item No. 4:

Mr. Bimal Kumar Mangaraj (DIN: 01326783) was appointed as an Independent Director of the Company for a term of 5 years from 1st April, 2015 to 31st March, 2020. Mr. Mangaraj, aged about 69 years, with experience of more than 28 years in the Mining of Limestone & other Minerals and more than 11 years' experience in operation of Cement Plant. He has also worked with TISCO, and BSL (SAIL subsidiary) in past.

Based on the recommendation of the Nomination & Remuneration Committee (NRC) and the outcome of the performance evaluation carried out by the NRC and the Board on relevant parameters, the Board of Directors on 20th March, 2020, re-appointed Mr. Bimal Kumar Mangaraj as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 years with effect from 1st April, 2020 up to 31st March, 2023 subject to the approval of the Members of the Company.

As required under Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standards-2, other requisite information is annexed to, and forms a part of this Notice. Mr. Mangaraj has given a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of the Listing Regulations. In the opinion of the Board of Directors, Mr. Mangaraj fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and Listing Regulations. Mr. Mangaraj is independent of the Management. Accordingly, the Board considers that the re-appointment of Mr. Mangaraj as an Independent Director, given his vast experience and knowledge in diverse areas, will be in the best interest of the Company. A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company and the same is also available on the website of the Company at the link www.shivacement.com. As per Section 149 of the Act, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution

Your Directors recommend the Resolution at Item No. 4 for approval by the Members. Except Mr. Bimal Kumar Mangaraj and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

Mr. Mahendra Singh (DIN: 02340913) was appointed as an Independent Director of the Company for a term of 5 years from 1st April, 2015 to 31st March, 2020. Mr. Mahendra Singh, aged about 73 years, is B.E (Electrical) with Master degree in Management having more than 36 years of experience in various business fields.

Based on the recommendation of the Nomination & Remuneration Committee (NRC) and the outcome of the performance evaluation carried out by the NRC and the Board on relevant parameters, the Board of Directors on 20th March, 2020, re-appointed Mr. Mahendra Singh as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 2 years with effect from 1st April, 2020 up to 31st March, 2022 subject to the approval of the Members of the Company.

As required under Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standards-2, other requisite information is annexed to, and forms a part of this Notice. Mr. Mahendra Singh has given a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of the Listing Regulations. In the opinion of the Board of Directors, Mr. Mahendra Singh fulfils the conditions for his re-appointment as an Independent Director as specified in the Act and Listing Regulations. Mr. Mahendra Singh is independent of the Management. Accordingly, the Board considers that the re-appointment of Mr. Mahendra Singh as an Independent Director, given his vast experience and knowledge in diverse areas, will be in the best interest of the Company. A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company and the same is also available on the website of the Company at the link www.shivacement.com.

As per Section 149 of the Act, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Pursuant to Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect.

Accordingly, considering the significant benefits that can be reaped by the Company from the experience, expertise and mature wisdom of Mr. Mahendra Singh, the NRC recommends continuation of Mr. Mahendra Singh as Independent Director beyond 27th November, 2021 on account of his attaining the age of 75 years during the term of his appointment for 2 consecutive years from 1st April, 2020 up to 31st March, 2022.

Your Directors recommend the Resolution at Item No. 5 for approval by the Members. Except Mr. Mahendra Singh and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

By the order of the Board
For **SHIVA CEMENT LIMITED**

Date: 31.08.2020
Place: Rourkela

sd/
Sneha Bindra
Company Secretary

Pursuant to Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be re-appointed / appointed at the ensuing Annual General Meeting are given below:

Name Of Director	**Mr. Manoj Kumar Rustagi**
DIN	07742914
Age	49 years
Date of Birth	15-01-1971
Original Date of Appointment	28-02-2017
Qualifications	Mechanical Engineering and MBA
Directorship in other Companies	1. Utkarsh Transport Private Limited 2. JSW Green Cement Private Limited 3. JSW Cement FZE
Chairmanship/Membership of Committees in other Companies	Nil
No. of Equity Shares held in the Company	Nil
Relationship with other Directors Interse	None
Terms and conditions of appointment or re-appointment	To be appointed as an Whole-Time Director for a period of 3 years with effect from 26th June, 2020.
Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of Companies Act, 2013
Number of Meetings of the Board attended during the year	Not Applicable

Serial No. 2

Name Of Director	**Mr. Bimal Kumar Mangaraj**
DIN	01326783
Age	69 years
Date of Birth	20th October, 1951
Original Date of Appointment	26th December, 2012
Qualifications	Graduate in Mining
Directorship in other Companies	Nil
Chairmanship/Membership of Committees in other Companies	Nil
No. of Equity Shares held in the Company	Nil
Relationship with other Directors Interse	None
Terms and conditions of appointment or re-appointment	To be re-appointed as an Independent Director not liable to retire by rotation for 3 years with effect from 1stApril, 2020.
Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of Companies Act, 2013
Number of Meetings of the Board attended during the year	4 out of 5

Serial No. 3

Name Of Director	**Mr. Mahendra Singh**
DIN	02340913
Age	73 years
Date of Birth	27th November, 1946
Original Date of Appointment	26th December, 2012
Qualifications	B.E-Electrical
Directorship in other Companies	Nil
Chairmanship/Membership of Committees in other Companies	Nil
No. of Equity Shares held in the Company	Nil
Relationship with other Directors Interse	None
Terms and conditions of appointment or re-appointment	To be re-appointed as an Independent Director not liable to retire by rotation for 2 years with effect from 1st April, 2020.
Remuneration proposed to be paid	Sitting Fees in accordance with the provisions of Companies Act, 2013
Number of Meetings of the Board attended during the year	4 out of 5

SHIVA CEMENT LTD.

YY-5 Civil Township, Rourkela-769 004