

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2020-21

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

1. Company's Philosophy on Corporate Governance

Corporate Governance at Shiva Cement Limited has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. 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 essence of Corporate Governance lies in the maintenance of integrity, transparency and accountability in the management's higher ranks.

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

The Company confirms the compliance of corporate governance requirements specified in regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the details of which are given below:

2. Board of Directors

i. Appointment and Tenure:

The Directors of the Company are appointed by the shareholders at General Meetings. All Executive Directors are subject to retirement by rotation and at every Annual General Meeting, 1/3rd of such Directors as are liable to retire by rotation, if eligible, generally offer themselves for re-election, in accordance with the provisions of Section 152 of the Companies Act, 2013 and that of the Articles of Association of the Company. The Executive Directors on the Board serve in accordance with the terms of their contracts of service with the Company.

ii. Board Membership Criteria:

Matching the needs of the Company and enhancing the competencies of the Board are the basis for the Nomination and Remuneration Committee to select a candidate for appointment to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee:

- i. assesses 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. assesses the appointee on the basis of merit, related skills and competencies. No discrimination is made on the basis of religion, caste, creed or gender.

iii. Board Composition, Category of Directors, Meetings and attendance record of each Director:

The Company has a balanced mix of executive and non-executive Independent Directors. As of March 31, 2021, the Board of Directors comprises of 7 Directors, of which 6 are non-executive, including 1 woman directors. The number of Independent Directors is 4 which is in compliance with the stipulated one half of the total number of Directors. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company.

All Independent Directors meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of the SEBI (LODR) Regulations.

No Director is related to any other Director on the Board in terms of the definition of "relative" as defined in Section 2(77) of the Companies Act, 2013. None of the Directors on the Board are Directors/Independent Directors of more than seven listed entities and none of the Whole-time Directors are Independent Directors of any listed company.

None of the Directors on the Board is a member of more than 10 committees or Chairperson of more than 5 committees (as specified in Regulation 26 of SEBI (LODR) Regulations) across all the public Companies in which he/she is a Director. The necessary disclosures regarding committee positions in other public companies have been made by the Directors.

The information stipulated under Part A of Schedule II of SEBI (LODR) Regulations is being made available to the Board.

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The details of composition of the Board as at March 31, 2021, the attendance record of the Directors at the Board Meetings held during financial year 2020-21 and at the last Annual General Meeting (AGM), as also the number of Directorships, Committee Chairmanships and Memberships held by them in other Public Companies, the names of other listed entities where they have Directorship and their category of directorship in such listed entities, the number of Board Meetings and dates on which held and the number of shares and convertible instruments held by non-executive directors are given here below:

Category	Name of Director	Position	Date of joining	Attendance at		No. of other Directorships		
				Board Meetings	34 th AGM held on 24 th September 2020 (Y/N)	Other Directorships in Indian Companies# (inserted after declaration received by Directors)	No. of Chairmanship(s) of Committee in other Indian Public Limited Cos. *	No. of Membership(s) of Committees in other Indian Public Limited Cos. *
Executive Director	Mr. Manoj Kumar Rustagi	Whole-Time Director	28-02-2017	6	Yes	3	-	-
Non-Executive	Mr. R.P. Gupta	Director	12-08-1985	6	Yes	1	-	-
	Mr. Narinder Singh Kahlon	Director	28-02-2017	6	Yes	2	-	-
Independent Director	Mr. Mahendra Singh	Director	31-03-2015	6	Yes	-	-	-
	Mr. B.K. Mangaraj	Director	26-12 -2002	6	Yes	-	-	-
	Ms. Sudeshna Banerjee	Director	23-04-2019	6	Yes	1	-	-
	Mr. Sanjay Sharma	Director	23-04-2019	6	Yes	-	-	-

Notes:

- During the Financial Year 2020-21, Six Board Meetings were held and the gap between two meetings did not exceed four months. Board Meetings were held on 12.05.2020, 24.07.2020, 20.10.2020, 14.12.2020, 22.01.2021 & 04.02.2021
- *Only two Committees, namely, Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Six Committees namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Stakeholder's Relationship Committee, Finance Committee and Project Review 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 15th March, 2021. 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.

c. Directors Competence/Skills/ Expertise Chart

The Company's Board comprises of highly skilled & qualified members from varied field and diverse background. They possess required skill, expertise and competence which enables them to make effective contributions to the Board and its committee.

The Company has identified following skills sets, in the context of the Company's business, as a guide to identify appropriate skills, knowledge, experience, personal attributes and other criteria for the board of the Company. This matrix is a useful tool to assist with professional development initiatives for directors and for the Board's succession planning.

The skills and attributes of the Company can be broadly categorised as follows:

a) Leadership & Strategic Planning -

Experience in driving business in global market and leading management teams to make decisions in uncertain environments based on practical understanding, appreciation and understanding of short-term and long-term trends, strategic choices and demonstrating strengths, developing talent, succession planning

b) Audit & Risk Management -

Experience in devising the appropriate risk policy underlying the business of the Company and other external factor, including suggesting appropriate changes considering the changing dynamics in this overly volatile economy. Leadership in controlling the same with appropriate audit trail and monitoring.

c) Compliance & Governance -

Experience in developing governance practices and observing the same, accountability and insight to the best interests of all stakeholders, driving corporate ethics and values

d) Financial -

Leadership in financial management, proficiency in complex financial planning and execution whilst understanding the short-term and long term objective of the Company and Group, capital allocation and maintaining cordial relationship with various Bankers.

e) Legal & Regulatory Expertise -

Understanding the complex web of law & regulations, for undertaking the best decision under the ambit of law, updation of such skills and monitoring of person performing such functions

In the table below, the specific areas of focus & expertise of individual Board members have been highlighted. However, the absence of mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Name of Directors	Leadership & Strategic Planning	Audit & Risk Management	Compliances and Legal & Regulatory Expertise	Technical Skill/ Experience-Project
Mr. Manoj Kumar Rustagi	✓	✓	✓	✓
Mr. R.P. Gupta	✓			✓
Mr. Narinder Singh Kahlon		✓	✓	
Mr. Mahendra Singh	✓	✓		
Mr. B.K. Mangaraj		✓		✓
Ms. Sudeshna Banerjee		✓		✓
Mr. Sanjay Sharma		✓		✓

d. Performance Evaluation for Directors:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI (LODR) Regulations, a Board Evaluation Policy has been framed and approved by the Nomination and Remuneration Committee (NRC) and by the Board.

The Board carried out an annual performance evaluation of its own performance, the Independent Director individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow “best practices” in Board governance in order to fulfil its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among Board members, greater efficiency in the use of the Board’s time, and increased effectiveness of the Board as a governing body. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board’s functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

The Directors expressed their satisfaction with the evaluation process.

3. Audit Committee

The constitution of Audit committee meets the requirements of Section 177 of the Companies Act,

2013 and Regulation 18(1)the 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 5 times on 12.05.2020, 24.07.2020, 20.10.2020, 22.01.2021 and 04.02.2021. 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	5
Mr. Mahendra Singh-Member	Independent Director	5
Mr. Sanjay Sharma-Member	Independent Director	5
Ms. Sudeshna Banerjee	Independent Director	5
Mr. Manoj Kumar Rustagi - Member	Whole-time Director	5

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;

- Mr. Narinder Singh Kahlon, Non-Executive Director
- Mr. Mahendra Singh, Independent Director
- 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 pay reflecting short and long term performance objectives of 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 May 12, 2020. 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, Non-Executive 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 the Directors for the year ended 31st March, 2021 is as follows:-

S. No.	Name	Sitting Fees Paid (₹ In Lakhs)
1.	Mr. Mahendra Singh, Independent Director	2.55
2.	Mr. B.K. Mangaraj, Independent Director	2.40
3.	Ms. Sudeshna Banerjee, Independent Director	2.40
4.	Mr. Sanjay Sharma, Independent Director	2.40

Performance Evaluation Criteria for Independent 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.

The Company adopted the following criteria to carry out the evaluation of Independent Directors, in terms of

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the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations:

- ◆ The Nomination and Remuneration Committee (NRC) shall carry out evaluation of every Director's Performance.
- ◆ In addition, the evaluation of the Independent Directors shall be done by the entire Board, excluding the director being evaluated, which shall include:
 - a) Performance of the directors; and
 - b) Fulfilment of the independence criteria as specified in 16(1) (b) of SEBI (LODR) Regulations and their independence from the management.

This is to be done on an annual basis for determining whether to extend or continue the term of appointment of the independent director.

The Evaluation process of Independent Directors and the Board will consist of two parts:

- Board Member Self Evaluation ; and
- Overall Board and Committee Evaluation.

In the Board Member Self Evaluation, each Board member is encouraged to be introspective about his/ her personal contribution, performance, conduct as director with reference to a questionnaire provided to them. Copies of the evaluation forms as applicable will be distributed to each Board Member. Board members shall complete the forms and return them to the Company Secretary or Board nominee or the consultant, as may be informed.

The Company Secretary or Board nominee or the consultant will tabulate the Forms. The Tabulated Report would be sent to all Board Members for evaluation and if any director disagrees with the self-evaluated results, he/ she will suitably intimate the Chairman of the Board, else the same will be deemed to have been accepted.

The individually completed forms will be preserved by the Company Secretary and the Tabulated Report would be presented to the Board and NRC for evaluation.

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 and responsibilities 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 during the year on 22.01.2021. 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	1

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 31.03.2021: 02

No. of Complaints resolved to the satisfaction of the Shareholders: 02

No. of pending Complaints as on 31.03.2021: NIL

6. Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee (CSR) comprises of the 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 22.01.2021, 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 ₹ 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

- 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 authorize 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 authorize 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 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 authorize 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

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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. Project Review Committee:

The Project Review Committee comprises of the members namely: Mr. R.P. Gupta, Non-Executive Director, Mr. Manoj Kumar Rustagi, Whole-Time Director, Mr. Sanjay Sharma, Independent Director, Ms. Sudeshna Banerjee, Independent Director. The roles and responsibilities approved by the Board, for the functioning of Project Review Committee, inter alia include:

- ◆ To review discuss and approve various projects of the Company with a project cost not exceeding ₹ 500 (Five Hundred crore).
- ◆ To recommend the projects which are having project cost of more than ₹ 500 (Five Hundred crore) for the approval of the Board.

- ◆ To closely monitor the progress of projects, cost of projects and implementation schedule with the objectives of timely project completion within the budgeted project outlay.
- ◆ To consider deviations, if any, with a comprehensive note detailing the reasons for such deviation and its impact on viability parameters.
- ◆ To ensure the project will be completed on time and within the budget allocated by the Board.
- ◆ To approve necessary deviation in sub- project cost subject to total cost of project should not increase the cost of project approved by the Board.
- ◆ To review new strategic initiatives.
- ◆ To authorize officers or any other persons to initial, sign and execute on behalf of the Company various project contracts viz. appointment of project consultants, supply of plant and machinery, civil works, supervision etc.
- ◆ To authorize officers or any other persons to initial, sign and execute applications, letters, papers and deeds and documents with Central Government Authorities, State Government Authorities and various Statutory Bodies under various acts applicable for setting up projects including incentive applications.
- ◆ To participate in Bidding and tendering process of Coal, Limestone, Brackish water and other Mining Blocks.
- ◆ To authorize any person as authorized signatory to initial, sign, execute all documents, papers, instruments with relation to and during the bidding and tendering process.
- ◆ To issue Bank Guarantee, Power of Attorney or any other documents and instruments whatsoever in nature as required by Tender Document issued by Government of India.
- ◆ To authorize any employee not below the AGM level to sign the document under the Common Seal of the Company as authorized signatory along with Directors of the Company in case Company Secretary and CFO of the Company is not available in the city where document is required to be signed.
- ◆ To do all such acts deeds as specified in Tender Documents.
- ◆ To exercise such powers as may be delegated by the Board of Directors from time to time.

9. 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 Business
34 th	September 24, 2020	11:00 AM	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	i. Re-appointment of Mr. Manoj Rustagi as a Whole-time Director ii. Re-appointment of Mr. Bimal Kumar Mangaraj and Mr. Mahendra Singh as an Independent Director.
33 rd	September 24, 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
32 nd	September 20, 2018	11:00 AM	Hotel Mantra Palace, Rourkela-4	i. Reclassification of promoters of the Company
31 st	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

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
	March 10, 2021	11:30 A.M	Through Video Conference	i. Approval for Increase in Borrowing Powers of the Company in terms of provisions of 180(1)(c) of the Companies Act. ii. Approval for creation of Security(ies) in terms of provisions of 180(1)(a) of the Companies Act, 2013.
	January 21, 2021	11:30 A.M	Hotel Mantra Palace, Rourkela-4	i. Increase the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company. ii. Issue, offer and allot 1% Optionally Convertible Cumulative Redeemable Preference Shares to JSW Cement Limited, on a preferential basis

10. Disclosures:

- 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.
- The Company has followed Indian Accounting Standards (IndAS) 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 Statements.
- The Company has laid down procedures to inform Board members about the risk assessment and minimisation process which are periodically reviewed.
- 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.

- 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 transactions disclosure**

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

11. Means of Communication

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance towards this end:

a) **Quarterly/Half Yearly/Nine Monthly/ Annual Results:** The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are intimated to the Stock Exchanges immediately after they are approved by the Board.

b) **Publication of Quarterly/ Half Yearly/Nine Monthly/ Annual Results:** The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, at least in one English newspaper circulating in the whole or substantially the whole of India and in one Vernacular newspaper of the State of Odisha where the Registered Office of the Company is situated. The quarterly financial results during the financial year 2020-21 were published in The Financial Express and Surya Prabha Newspapers.

c) **Website:** The Company’s website www.shivacement.com contains a separate dedicated section “Investors Relations” where information for shareholders is available. The Quarterly/ Annual Financial Results, annual reports, stock exchange information, shareholding pattern, polices, investors’ contact details, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) **Filing with BSE “Listing Centre”:** Pursuant to Regulation 10 (1) of the SEBI (LODR) Regulations, BSE has mandated the Listing Centre as the “Electronic Platform” for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. BSE also mandated XBRL submissions for Financial Results, Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit Report & Voting Results etc. All the data relating to financial results, various quarterly/half yearly /annual submissions/disclosure documents etc., have been filed Electronically/XBRL mode with the Exchange on the “Listing Centre” (<http://listing.bseindia.com>).

e) Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Directors’ Report along with relevant annexures, Auditor’s Report and other important information is circulated to members and others entitled thereto. The Management Discussion

and Analysis (MD&A) Report forms part of the Annual Report.

12. E-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (LODR) Regulation, 2015, members have been provided the facility to exercise their right to vote at General Meetings by electronic means, through e-Voting Services provided by NSDL

12. General Shareholder information:

a) **AGM programme:**

AGM date and time	23 rd September, 2021 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 2021-22 (tentative)**

Annual General Meeting: 23rd September, 2021

Board Meeting

Results for the quarter ending June 30,2021	Last Week of July '21
Results for the quarter ending Sep 30,2021	Last Week of Oct '21
Results for the quarter ending Dec 31,2021	Third Week of Jan '22
Results for the quarter ending Mar 31,2022	Second Week of May'22

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 2020-21 have been duly paid to Stock Exchanges)

13. 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-20	11.64	7.26
May-20	9.65	8.00
Jun-20	12.93	8.79
Jul-20	10.69	8.85
Aug-20	10.98	9.00
Sep-20	12.20	9.45
Oct-20	15.00	9.65
Nov-20	17.28	12.90
Dec-21	25.48	17.24
Jan-21	26.20	19.10
Feb-21	23.50	20.00
Mar-21	23.95	17.55

14. Registrar and Transfer Agents :

Niche Technologies (P) Ltd.

3A, Auckland place, 7th Floor, Room No. 7 A & 7B, Kolkata-700 017

15. Share Transfer system:

The Company has, as per SEBI guidelines offered the facility of transfer cum demat. Under the said system, after the share transfer is effected, an option letter is sent to the transferee indicating the details of the transferred shares and requesting him in 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 Registrar dematerialise the shares. In case the transferee does not wish to dematerialise the shares, he need not exercise the option and the Company will dispatch the share certificates after 15 days from the date of such option letter.

16. Dematerialisation of shares:

The Company's equity shares are admitted as eligible securities on National Securities Depository Ltd. and Central Depository Services (I) Ltd. under ISIN No. INE555C01029. As on 31st March, 2021, 19,41,40,316 equity shares representing 99.55% of the total paid 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	29937	65.5335	43,41,632	2.2265
2.	501 -	1,000	6074	13.2963	47,52,560	2.4372
3.	1,001 -	5,000	7361	16.1136	1,61,89,659	8.3024
4.	5,001 -	10,000	1163	2.5459	86,36,820	4.4291
5.	10,001 -	50,000	929	2.0336	1,96,52,433	10.0782
6.	50,001 -	1,00,000	142	0.3108	99,48,238	5.1017
7.	1,00,001 -	And Above	76	0.1664	13,14,78,658	67.4250
Totals		45682	100.0000	19,50,00,000	100.0000	

17. Shareholding Pattern

Category	No. of Shares	% of holdings
Equity Shares		
Promoters & Promoters Group	115666750	59.32
Financial Institutions & Banks	206341	0.10
NRI	1632241	0.84
Bodies Corporate	4183845	2.15
Public	71717542	36.77
Others(Clearing Member/Trusts)	1593281	0.82
Total	195000000	100.00
1% OPTIONALLY CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES		
Promoters	1,00,00,000	100%

i) Plant Location	Village: Telighana, Post : Biringatoli, Via - Kutra Dist.Sundargarh (Odisha)
ii) Correspondence Address	M/s. Niche Technologies (P) Ltd. Unit - SCL D/511, Bagree Market, 5 th floor, 71, BRBB Road, Calcutta - 1. Shiva Cement Limited, Telighana Birangatoli Tehsil, Kutra District, Sundargarh Orissa - 770018
iii) Any query on Annual Report	The Share Department Shiva Cement Limited, Telighana Birangatoli Tehsil, Kutra District, Sundargarh Orissa - 770018

18. 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.

Report on Corporate Governance

19. Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under regulation 32(7A).

The proceeds of preferential issue of 1% Optionally Convertible Cumulative Redeemable Preference Shares has been utilised towards capital expenditure of the Company.

20. 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 2020-21 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, 2021.

FOR SHIVA CEMENT LIMITED

Date: 23.04.2021
Place: Rourkela

Manoj Kumar Rustagi
Whole-Time Director
Din:07742914

Rajendra Prasad Gupta
Director
DIN: 01325989