

DIRECTOR'S REPORT

Dear Members,

We are pleased to present **35th Annual Report** for the financial year ended on 31st March, 2021. The operational performance during the year is as below.

1. Financial/Operational Performance

Particulars	31.03.2021	31.03.2020
Turnover	2,848.68	3,238.67
Operating EBIDTA	(1,080.72)	(838.26)
Other Income	409.99	14.92
Finance Cost	1,495.61	1,453.54
Depreciation & Amortization	781.89	786.61
Profit/(Loss) before exceptional Item	(2,948.22)	(3,063.50)
Profit (Loss) before Taxation	(2,948.22)	(3,063.50)
Tax Expense/(benefits)	(751.40)	(781.12)
Profit (Loss) after Taxation	(2,196.82)	(2,282.37)

Highlights of performance:

Financial year 2020-21 ended with reduction in sales volume of cement by 10% over last year with similar reduction in the production performance.

This year, the company has utilized 65% of total installed capacity and produced 86,261 MT of Cement, which is 10% less than the last year's cement production. Similarly during the year the company has produced 49,963 MT clinker which is 11% less than the last year's clinker production.

During the year the Company has issued one class of Preference Shares called Optional Convertible Cumulative Redeemable Preference Share (OCCRPS) amounting to ₹ 100 Crores. These shares carry cumulative dividend @ 1%. These OCCRPS are convertible into Equity Shares at the option of the Holder within a period of 18 months from the date of allotment, in one or more tranches, at a price determined on the relevant date or to be redeemed at par upon maturity after 18 months but within 9 years from date of allotment.

The company has also received borrowed funds amounting to ₹ 14,809.10 lakhs and repaid ₹ 15,560.00 lakhs to its holding company JSW Cement Limited. On the total cumulative borrowed fund of ₹ 14,175.08 lakhs, the company has incurred interest cost amounting to ₹ 1,587.44 lakhs during the year. Current year's borrowed funds have been utilized for repayment of current operational expenditure and capital expenditure to the tune of ₹ 8,914 lakhs.

2. Transfer to Reserves

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

3. Dividend

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

4. 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.

5. Prospects:

Management Discussion and Analysis, covering prospects is provided as a separate section in the Annual Report.

6. Holding, Subsidiary & Associate Company:

Your Company does not have any subsidiary nor any associate company. The Company has a holding company as on 31st March, 2021 namely JSW Cement Limited. The net worth of JSW Cement Limited as on 31.03.2021 is ₹ 1707.56 crores.

7. Fixed Deposits:

Your Company has neither accepted nor 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:

In accordance with the provisions of Section 92(3) of the Act, Annual Return of the Company is hosted on website of the Company at <https://www.shivacement.com>.

9. Share Capital:

During the year under review, the Company has increased its Authorised Share Capital from ₹ 46,00,00,000 (Rupees Forty-Six Crores) divided into 22,87,50,000 (Twenty Two Crores Eighty Seven Lakhs Fifty Thousand) Equity Shares of ₹ 2/- (Two) each and 12,50,000 (Twelve Lakhs Fifty Thousand) Preference shares of ₹ 2/- (Two) each, to ₹ 260,00,00,000 (Rupees Two Hundred sixty crores) divided into ₹ 60,00,00,000 (Rupees Sixty crores) equity share capital divided into 30,00,00,000 (Thirty Crore)

Equity Shares of ₹ 2/- (Two) each; and ₹ 200,00,00,000 (Rupees Two Hundred crore) preference share capital divided into 2,00,00,000 (Two crores) Preference Shares of ₹ 100/- each vide special resolution passed through EGM dated 21st January 2021.

During the year under review the Company has allotted one crore 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 100 each amounting to ₹ 100 crores. As per Ind AS 109, the same has been classified as financial liability - non current in the Financial Statements.

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 six times on 12.05.2020, 24.07.2020, 20.10.2020, 14.12.2020, 22.01.2021 and 04.02.2021. 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. Disclosure Under Reg 32 (7A) of the SEBI(LODR) Regulations, 2015

The proceeds from 1% Optionally Convertible Cumulative Redeemable Preference Shares have been utilised towards capital expenditure of the Company.

12. Directors' Responsibility Statement

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

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

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

13. 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.

14. 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 A.

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.

15. Listing with Stock Exchanges

The equity shares of your Company are listed on BSE Limited, Mumbai and Calcutta Stock Exchange of India

Limited, Calcutta (CSE). The annual listing fees for the year 2020-21 have been paid to all the Stock Exchanges where the Company's share are listed.

16. Consolidated Financial Statements

Company does not have any subsidiaries so there is no need to prepare consolidated financial statement.

17. 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.

18. Report on Performance of Subsidiaries, Associates and Joint Venture Companies

As per the provision of first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the Company is required to attach along with its financial statements a separate statements containing the salient features of financial statements of its subsidiaries in Form AOC-1.

The Company does not have any Subsidiaries, Associates and Joint Venture Companies. Hence, the details of performance of Subsidiary/ Associate/ Joint venture and their contribution to overall performance on company is not applicable.

19. 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 B.

20. 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.

21. 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-C. There were no foreign exchange transactions during the year.

22. 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 D to 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.

23. 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.

24. 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. The provisions of the Corporate Social Responsibility under section 135 of the Companies Act, 2013 are not applicable to the Company. However, the CSR activities are undertaken by the parent company i.e. JSW Cement Limited on behalf of the Company.

Also, the Company has CSR policy and CSR Committee to review the activities undertaken by the parent company i.e. JSW Cement Limited on behalf of the Company.

The CSR Policy formulated is uploaded on the website of the Company at www.shivacement.com.

25. 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).

26. Evaluation of Board, Committees and Board Members pursuant to provisions of 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.

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.

27. 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.

28. 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. 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.

29. 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.

30. 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.

31. Cost Record:

Maintenance of Cost records under the provisions of the Companies Act, 2013 is not applicable to the Company.

32. Directors and Key Managerial Personnel:

Mr. Rajendra Prasad Gupta (DIN- 01325989), 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.

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

33. 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

34. 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms part of this Annual Report.

35. 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.

36. 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.

37. Particulars of Employees

The provisions of Section 197(12) of the Act read with Rules 5 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.

38. Awards & Recommendations

The Company was awarded in "58th Annual Metalliferous Mines Safety Week Celebration-2020".

39. 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 July 2021. The validity stands further extended till 21st July 2022 as per MoEF&CC notification dated 18th January, 2021 due to the Covid pandemic.

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 31-03-2021. Renewal application was submitted in June'20 and the same is under process with CGWA.

40. 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.

41. 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.

42. 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.

43. Digital Platform for Tracking Insider Trading.

The Securities Exchange Board of India ("SEBI") has through amendment of SEBI (Prohibition of Insider Trading) Regulations, 2015 has directed the Companies to identify designated persons and maintain a structured digital database of all such designated persons for prevention of insider trading. Accordingly, the Company through Kfin Technologies Private Limited has established an Insider Trading Tracking Platform. The Company has insider trading policy viz. 'Shiva Cement Code of Conduct' and the Company ensures proper compliance, monitoring and regulate trading by Insiders and process of sharing UPSI from time to time.

44. 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.

45. 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**

Date: 23.04.2021
Place: Rourkela-769004

Manoj Kumar Rustagi
Whole-Time Director
Din:07742914

Rajendra Prasad Gupta
Director
DIN: 01325989

Form No. MR-3
Secretarial Audit Report

For the Financial Year Ended 31st March, 2021

[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.

Based on my 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, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31 March 2021, 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, 2018;
 - (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, 2014;
 - (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, 2018; 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:-

- **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.

- **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

Annexure to the Directors' Report

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.

Majority 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 except the events listed below no other events occurred which had any major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards etc. and that the company has complied with such of those relevant clauses thereto which are applicable:

1. The Board of Directors of the Company in its Meeting held on 12.05.2020, subject to the approval of the Shareholders of the Company, re-appointed Mr. Manoj Kumar Rustagi (DIN:07742914) as a Whole Time Director of the Company for the further period of three years from 26th June 2020 to 25th June, 2023. The re-appointment of Mr. Manoj Kumar Rustagi (DIN:07742914) as a Whole Time Director for the further period of three years as aforesaid was approved by the shareholders on such terms and conditions as set out in the relevant Resolution.
2. The Shareholders of the Company at the Annual General Meeting held on 24th September, 2020 approved re-appointment of Mr. Bimal Kumar Mangaraj (DIN: 01326783) as Independent Director for a second term of 3 years with effect from 1st April, 2020 to 31st March, 2023.
3. The Shareholders of the Company at the Annual General Meeting held on 24th September, 2020 approved re-appointment of Mr. Mahendra Singh (DIN: 02340913) as Independent Director for a second term of 2 years with effect from 01.04.2020 to 31.03.2022.

4. The Board of Directors in its meeting held on 14th December 2020 subject to the approval of the Shareholders of the Company, passed the resolution for increase in the Authorised capital of the Company & Consequential Amendment of the Capital Clause in the MOA of the Company and issue, offer and allot 1% Optionally Convertible Cumulative Redeemable Preference Shares(OCCRPS) to JSW Cement Limited, on a Preferential Basis. The aforesaid resolution was approved by the shareholders at its meeting held on 21st January 2021.
5. On 4th February, 2021, the Company has allotted 10,000,000 (One Crore) unlisted, Preference Shares of ₹ 100/- each for cash, at par, aggregating to ₹ 1,000,000,000/- (Rupees One Hundred Crore Only) to M/s JSW Cement Limited on preferential basis under the scheme of 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS).
6. Pursuant to the provisions of section 180(1)(c) of Companies Act, the Company in its general meeting held on 10th March 2021 has increased its borrowing powers from ₹ 800 crore (Rupees Eight Hundred crore Only) to ₹ 2000 crore (Rupees Two thousand crore Only).
7. Pursuant to provisions of section 180(1)(a) of Companies Act, 2013 the consent of Shareholders has been obtained to secure the amount borrowed by the Company, in excess of the paid-up share capital and free reserves of the Company by creation of security by way of mortgage, hypothecation, pledge, charge. The shareholders in their meeting held on 10th March 2021 has approved the limit for the amount not exceeding ₹ 2000 crore (Rupees Two thousand crore Only).

For **PRAKASH SAHOO & ASSOCIATES**
Company Secretaries

(Prakash Chandra Sahoo)

Proprietor

M. No. : FCS 7253

C.P. No. : 7917

Place : Rourkela

Date : 23/04/2021

UDIN number: F007253C000233435

(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

(Prakash Chandra Sahoo)
Proprietor
M. No. : FCS 7253
C.P. No. : 7917

Place : Rourkela
Date : 23/04/2021

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 or 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 34801.65 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 ₹ 1358.48 Lakhs. Further 488 MT of Mahabal PSC was sold to JSW Steel Limited for captive consumption at market value of ₹ 27.88 Lakhs.		NIL
	Purchase of Goods	Yearly	During the year, the company has purchased following goods from JSW Cement Limited. 787.57 MT of Gypsum for ₹ 19.88 Lakhs 1 no transformer for ₹ 10.39 Lakhs 2nos Porta Cabin for ₹ 20.01 Lakhs Computer & IT devices for ₹ 13.75 Lakhs 110 KW Motor for ₹ 5.23 Lakhs.		NIL
JSW Cement Limited (Holding Company)	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 and sub let a part of its own office building at Kutra location. Total rent collected during the year is ₹ 1.18 Lakhs		NIL
	Loan Received	Long Term	The company has taken unsecured loan from JSW Cement Limited. Total Loan taken during the year is ₹ 14809.10 Lakhs		NIL
	Loan Repaid	Long Term	Loan repayment made to JSW Cement Limited during the year is ₹ 15560.00 Lakhs.		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 ₹ 1587.44 Lakhs and Interest repaid during the year is ₹ 335.00 Lakhs.		NIL
JSW Steel Limited (Associate Company)	Purchase of Goods	Yearly	The company also purchased 27.72 MT of TMT ROD at market price of ₹ 13.07 Lakhs from its associate company M/s. JSW Steel Limited.		NIL

For and on behalf of the Board of **Shiva Cement Limited**

Date:23.04.2021
Place: Rourkela

Manoj Kumar Rustagi
Whole-Time Director

Rajendra Prasad Gupta
Director

FORM - A [See Rule 2]
Form for Disclosure of Particulars with respect to Conservation of Energy
A. Power and Fuel Consumption

Particulars	31.03.2021	31.03.2020
1. Electricity		
a) Purchased		
Units (in Thousand)*	11,661.80	11,275.08
Total amount (in Thousand)	75,653.57	71,984.67
Rate/Unit (including DPS)	6.49	6.38
b) Own Generation		
i) Through Diesel Generator		
Units (in Thousands)	11.23	13.55
Cost/Unit (₹)	43.26	34.85
ii) Through Steam Turbines Generator		
Units		
Unit per Litter for Fuel oil/ Gas	N.A.	N.A.
Cost/Unit.		
2. Coal		
Quantity(in Mt)	14,269.00	18,614.57
Total Cost (₹ in Thousand)	83,215.60	94,856.26
Average Rate(₹ Per Mt)	5,831.92	5,095.81
3. Diesel Oil		
Quantity(in K. Ltr)	49.28	40.14
Total Cost (₹ in Thousand)	3602.48	2,746.08
Average Rate(₹ Per Litre)	73.10	68.41
4. Other/Internal Generation		
Quantity(in Mt)		
Total Cost (₹ In Thousand)	N.A	N.A
Average Rate (₹)		
Consumption per unit of production (Cement & clinker)		
Particulars Standards if any	Current Year	Previous Year
Power Units Per Ton	135.32	118.10
Coal Cons. (%)	16.54%	19.47%

*Power Consumption unit excludes power consumption in project activity.

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

- ◆ Power consumption units per ton has gone up due to process hindrances and frequent power failures from Grid .
- ◆ Coal consumption percentage has reduced due to use of consistent quality coal having high calorific value domestic coal.

FORM - B [See Rule 2]
Form for disclosure of particulars with respect to technology absorption Research and development (R&D) for the year ended 31.03.2021

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

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. reviewing the structure, size and composition (including the skills, knowledge and 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 individuals suitably qualified to become Board members in terms of skills, knowledge, positive attributes, experience, independence of director and other factors as per the provisions

of applicable law and selecting or making recommendations to the Board on the 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;

Annexure to the Directors' Report

- 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 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.

Report on Corporate Governance

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

Report on Corporate Governance

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

Report on Corporate Governance

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 in NSDL & CDSL	Bombay Stock Exchange Equity Shares	532323 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

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 for the year ended 31st March 2021 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 standards, applicable laws and regulations.
- (iii) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or 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 control 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 disclosed 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 significant role in the company's internal control system over financial reporting.

Date: 23.04.2021
Rourkela-769 004

For **Shiva Cement Limited**
Sd/-
Girish Menon
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, 2021 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, 2021.

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/-
Prakash Chandra Sahoo
C.P.No. 7917
Proprietor
UDIN: F007253C000342302

Date: 23.04.2021

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, 2021 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 : 23.04.20201

Signature
sd/-
Name : **Prakash Chandra Sahoo**
FCS No. 7253
CP No. 7917
UDIN Number : F007253C000233468