A SUBSIDIARY OF

Date: 02.09.2023

To,
BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P /Towers,
Dalal Street, Fort,
Mumbai - 400 001
corp.relations@bseindia.com
Scrip Code - 532323

Sub: Notice of 37th Annual General Meeting ('AGM') of the Company & Annual Report 2022-23 – Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

The 37th Annual General Meeting ("AGM") of the Company will be held on Monday, September 25, 2023 at 12.00 p.m. IST through Video Conferencing / Other Audio-Visual Means. Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of 37th AGM for the Financial Year 2022- 23 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website www.shivacement.com .

The above is for your kind information and record.

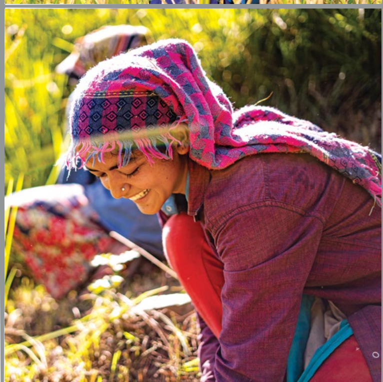
Thanking You,

Yours sincerely,
For Shiva Cement Limited

SNEHA BINDRA
Digitally signed by SNEHA BINDRA
Date: 2023.09.02 21:18:43 +05'30'

Sneha Bindra
Company Secretary

Building Tomorrow's Foundation



Shiva Cement Limited

Annual Report 2022-23

A true visionary,
A legendary industrialist,
A great philanthropist,
A legacy that will always be cherished!

7th August 1930 – 31st March 2005

Founder and Visionary, O.P. Jindal Group

His life was an inspirational journey leading millions to follow the enlightened path.

We will always carry on his values, an epitome of indomitable courage, endurance and integrity, his legacy will always remain with us. As we take leaps towards the future, we are fully committed to honour his vision and keep his legacy alive and carrying it forward to greater heights.

Building Tomorrow's Foundation

In an era where progress is the hallmark of sustainable growth, we at Shiva Cement Limited, stand resolute in our commitment to shape a future founded on the robust principle of continuous development.

Through the years, we have consistently reaffirmed our commitment to develop a solid foundation of growth. But with confident strides this year, we have made that promise a reality.

During the year, we have expanded our capabilities with the introduction of a new clinker plant. We also diversified our offerings to serve a range of customers and embraced the strategic locations of our plant to enhance operational efficiency. Moreover, our dedication extends to crafting a greener future while ensuring a safe working environment. Our endeavours underscore our commitment to establishing a robust foundation for tomorrow.

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Know more about Shiva Cement
https://shivacement.com

Numbers that Matter

Projects Under Progress

4,000 TPD
Cement clinker plant

9 MW
Waste heat powerplant

People and Society

141
Employee strength

ZERO
Lost time injuries

94,201
Safety training hours

ZERO
Fatalities

74
Number of trainings per employee

ABOUT SHIVA CEMENT

Cementing a Brighter Future

Being a well-known player in the cement value chain and a Company under the umbrella of the JSW Group, we started our journey in 1985, commencing commercial production in 1986 in Odisha.

Over the years, we have strategically developed our manufacturing sites such that our plant locations provide advantageous access to raw materials and nearby markets. With ample reserves of captive limestone at Khatkurbahal Mines, we had planned to expand our clinker production capacity to 4,000 TPD (Tonnes per Day), aiming to broaden our presence in the states of Odisha, West Bengal, Jharkhand, and Bihar by supplying clinker to JSW Cement's grinding units in Salboni (West Bengal) and Jajpur (Odisha). This year, we delivered our promise by completing our expansion plans.

Our commitment to this achievement and its excellence has finally resulted in us innovating new products that serve a diverse range of customers in our industry. With our continuous drive to expand our business and improve our performance, we, at Shiva Cement, poised to cement a brighter future of growth.

Vision

We, at Shiva Cement, share a vision to emerge as an innovative, cost-efficient and socially responsible organisation to augment growth along with that of our stakeholders and serve the nation. Shiva Cement is a strategic investment to make its parent company, JSW Cement a 10 MTPA (Million Tonne Per Annum) player in the eastern part of the country and a 25 MTPA player across India. With a state-of-the-art setup for manufacturing sustainable products, we endeavour to support India's growth as an industrially advanced nation.

What Sets us Apart?

Our constant development and improvement journey has helped us build a robust organisation, enriched with numerous competitive advantages. We have harnessed best-in-class procedures by consolidating our footprint, optimising cost efficiency, and strengthening supply chain networks.

With the wisdom of our parent firm, JSW Cement, we aim to expand our operations further. Our strategically located manufacturing facility at the junction of Odisha, Chhattisgarh, and Jharkhand grants easy access to essential raw materials like limestone, clay, and more.

Well-connected by road and railways, we enjoy the privilege of acting as a feeder to JSW Cement's Eastern plants, fuelling our competitive edge. We ensure cost-effective and efficient transportation, located just 2km from the Rourkela-Jharsuguda state highway, with railway stations nearby.

Our Focus Area

Our focus remains on achieving operational stability for our new clinker line, reaching peak production in FY24. We will further enhance our clinker plant's efficiency and mechanising our supply chain for increased responsiveness and cost-effectiveness. Our commissioned WHRS is running smoothly, and we anticipate our highest clinker output in the upcoming months. Notably, JSW Dolvi's expansion to 4.5 MTPA enhances our 19 MTPA capacity. With ongoing projects in Vijaynagar and UAE, we are poised to reach 21 MTPA. Envisioning a greener future, we aim to scale to 60 MTPA in the next 5 years.

ABOUT SHIVA CEMENT

Renowned Parentage

We are proud members of the JSW Group, a prominent Indian corporate conglomerate with interests spanning steel, energy, cement, and more. Our parent company, JSW Cement Limited, is known for crafting various top-notch categories of cement, including portland slag cement and Composite Cement. We operate several state-of-the-art manufacturing units across different regions of India, ensuring a widespread supply network. We are excited about our expansion project which aims to enhance our production capacity and modernise our facilities, aligning with JSW Cement Limited's vision.

Seamless Synergy

As a part of the esteemed JSW Group, we play a crucial role in enhancing efficiency and productivity within the Group. Our expansion project holds strategic significance, ensuring a steady clinker supply to JSW Cement Limited, thereby reducing the dependency on costly imported clinker in Eastern India. Leveraging our manufacturing facility's strategic location, we also act as a clinker feeder to JSW Group's Eastern plants at Salboni and Jajpur. Additionally, the recent acquisition of Bhushan Power & Steel Limited, located near our facility, grants us access to cost-efficient input raw materials like slag and fly ash. This accessibility opens avenues for introducing new products, including Composite Cement and various grades of Slag Cement (PSC).

Strategic Presence

We have strategically set up manufacturing plants, granting us round-the-clock access to vital raw materials and cost-effective market reach. This advantage allows us to increase market share by ensuring abundant availability of essential resources such as limestone, coal, minerals, and energy, crucial for cement production and the industry's long-term success.

At Shiva Cement, we understand the significance of raw material accessibility and its impact on our growth. The state of Odisha, home to our state-of-the-art facility, boasts abundant coal reserves essential for our fast-growing cement industry.

To further optimise operations and enhance efficiency, we have undertaken an expansion project involving the installation of a dedicated captive railway siding at our manufacturing facility. This railway siding will facilitate coal and pet coke imports and dispatch clinker to our consumption centres, ensuring smooth logistics and timely product delivery to our valued customers. Being closer to raw materials and key markets, minimises transportation time and costs while maintaining utmost cost efficiency. This strategic positioning fortifies our competitive edge and fuels our drive towards sustainable growth in the cement industry.

Robust Governance

At the heart of our success lies a leadership team with diverse expertise and a commitment to ethical business practices. Their wealth of experience in the cement industry provides invaluable insights, steering our Company towards a future defined by development and expansion. Our robust governance ensures responsible decision-making and sets the foundation for sustained growth and prosperity.

Prudent Expansions

Progressing towards growth, we have set our sights on expanding capacity at our plant to a formidable 3 MTPA of clinker and 2 MTPA of cement for which we already have environmental clearance. This project also encompasses the installing a cutting-edge 18 MW waste heat recovery-based power generation system. The strategic expansion aims to elevate our production capabilities, enhance efficiency, and bolster our commitment to sustainable practices.

Prioritising Employees

At Shiva Cement, our employees' and workers' health and safety remain paramount. Aligned with JSW Cement's robust health and safety policy, we conduct seminars, training sessions, and engaging promotional activities. Our proactive approach includes informative campaigns and on-site recognition events that inspire and empower our workforce towards a safer workplace.

To ensure the utmost safety, we regularly schedule safety action meetings for off-site incidents at the fabrication yard and conduct mock safety drills at mines quarterly. Our commitment to employee well-being drives us to create a secure and supportive environment, embracing a culture in which safety is ingrained in our operations.

At the heart of our operations lie firm commitments to health and safety. We abide by national and regional regulations, encompassing technical safety, environmental protection, and employee well-being. We tailor our safety policies and procedures to meet legislative requirements, ensuring the welfare of our team and those under our care. Regular health check-ups, mock drills, and on-site training foster a culture of preparedness. Our 'Mine Week' event celebrates safety efforts, reflecting our dedication to foster a secure and responsible environment.

Leveraging Technology

Recognising the significance of a robust information technology infrastructure, we prioritise its implementation to fuel our business growth. We have adopted an integrated business management software featuring a SAP Enterprise Resource Planning solution. This comprehensive system covers various aspects of our manufacturing facility, including sales, production planning, material management, quality control, finance and accounting, plant maintenance, and human resources.

These advanced systems and processes are pillars for efficient operations, ensuring seamless quality management and customer service and incorporating essential checks and controls. Our IT infrastructure also empowers us to generate crucial reports and information, providing invaluable insights to assist our management in informed decision-making. Embracing technology, we fortify our position as a forward-thinking cement industry leader dedicated to enhancing productivity and staying at the forefront of progress.

OUR MILESTONES

Celebrating Our Journey of Resilience

From humble beginnings in 1985 to becoming a formidable force in the cement industry, our journey has been defined by overcoming challenges and embracing growth opportunities.

1985
Came into existence

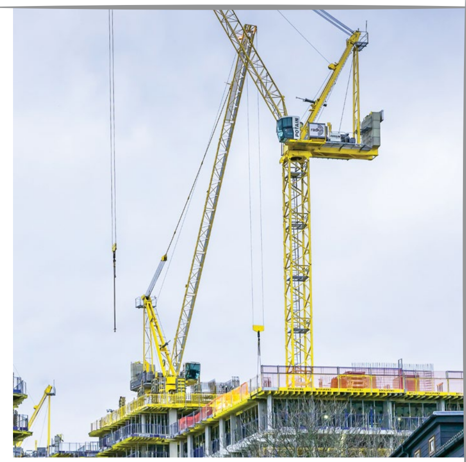
1986
Reached 300 TPD clinker production capacity

1986
Commenced commercial manufacturing

2017
Acquired by JSW Cement

2018
Enriched the lives of nearby communities by working in the areas of education, health, sustainable livelihoods, and rural development

2020
Commenced building new clinkerisation plant



2023
Inaugurated clinkerisation plant

WHOLE-TIME DIRECTOR'S PERSPECTIVE

Moving Ahead with Resilience

Over the past few years, our Company has focused on the expansion project, reflecting our commitment to sustained growth. This year, we successfully completed trials of our main project, the 4000 TPD clinker plant.

Dear Shareholders,

With immense pleasure, I present to you this year's Annual Report of your esteemed Company. It brings me great joy to share our remarkable achievements and progress made during the year.

I am delighted to announce that we have successfully delivered on our promise to expand the capacity of our clinker plant, a significant milestone that aligns perfectly with our goal to achieve long-term growth of our Company. This accomplishment is a testament to the dedication and hard work of our entire team.

All this was achieved amidst the global volatile and challenging times of persistent inflation, supply chain disruptions and rise in construction costs due to increase in energy prices. India, as an exception, has demonstrated resilience and strengthening its position among the world's fastest-growing large economies. The promising opportunities abound in our nation, supported by progressive policy reforms, surging investments, and a burgeoning consumer base, pave the way for a future brimming with robust growth prospects.

Cement Industry

In the first half of the last year, the cement industry encountered growth challenges due to higher input costs. However, the industry's growth graph took an upward curve during the second half of FY23, driven by robust demand from urban housing, government-led infrastructure projects, and a renewed focus on rural development. The cement demand in India was around 380 million tonnes in FY23, indicating an impressive growth rate of more than 12% y-o-y.

The cement sector will only continue its upward growth trajectory with the constant support of favourable conditions. As initiatives like the 'PM Gati Shakti-National Master Plan (NMP)' and 'National Infrastructure Pipeline (NIP)' gather momentum, the industry is poised for sustained expansion. Moreover, with ongoing initiatives like 'Housing for All' driving housing demand, the cement sector will play a vital role in the nation's development, solidifying its position as a key contributor to India's economic growth.

Our Performance

Over the past few years, our Company has focused on expansion project, reflecting our commitment to sustained growth. This year, we successfully completed trials of our main project, the 4000 TPD clinker plant.

This project has been designed and implemented keeping in mind our long-term sustainability goals. It is one of the unique clinker plants wherein a Waste Heat Recovery System (WHRS) has been installed along-with the main plant itself. A common control system for clinker line and WHRS, a robotic lab for online testing ensuring best quality product, energy optimiser and latest energy saving equipment and controls, make this plant highly energy efficient.

Our acquired limestone mines have been a valuable asset, allowing us to expand and diversify our product portfolio. From a strategic perspective, our plant in Odisha offers us a competitive advantage, as it provides access to limestone deposits in Eastern India, particularly in Odisha. This ideal positioning empowers us to consistently deliver high-quality clinker to JSW Cement grinding units at Jajpur and Salboni, further strongly holding our position in the market.

Embracing our Social Responsibility

At Shiva Cement, we are committed to making a positive impact on the communities and society we serve. This year, our CSR initiatives revolved around crucial areas such as education, healthcare, and livelihood promotion. The initiatives around livelihood, like organic farming, mushroom farming and fishing created an impact on local women, giving them access to sustained income and financial independence.

Our commitment to social upliftment is derived from our belief in creating a sustainable and inclusive future for all. We will continue to drive meaningful change, touching the lives of those we serve and leaving a lasting, positive impact on society.

Our Forward

Looking forward, we plan to stablize the operations of new clinker line and achieve rated production levels in FY24 and enhance the efficiency of our clinker plant and further undertake initiatives to enhance mechanisation of our supply chain and make it more responsive and cost efficient. Over the next two years, our direction is clear-to establish a cutting-edge, cost-efficient, energy-efficient, and environment friendly clinker plant that sets new industry standards.

I extend my sincere gratitude to our shareholders for their continuous support, our dedicated team for their relentless efforts, and our valued customers for their trust in our products and services.

Best,

Manoj Kumar Rustagi
Whole-Time Director

RISK MANAGEMENT

Navigating Risks and Ensuring Sustainable Growth

At Shiva Cement Limited, our robust risk management framework underscores our commitment to governance. This framework empowers us to identify and mitigate various risks across our operations proactively. By assessing potential vulnerabilities, we ensure our foundation against uncertainties remains resilient.

Our Company has a Board-approved and meticulously crafted risk management policy to address prevailing business risks. Our management is responsible for proficiently identifying, evaluating, managing, and communicating risks while capitalising on potential business prospects. This policy underscores our commitment to astute risk management, ensuring we navigate challenges and seize opportunities strategically and rationally.

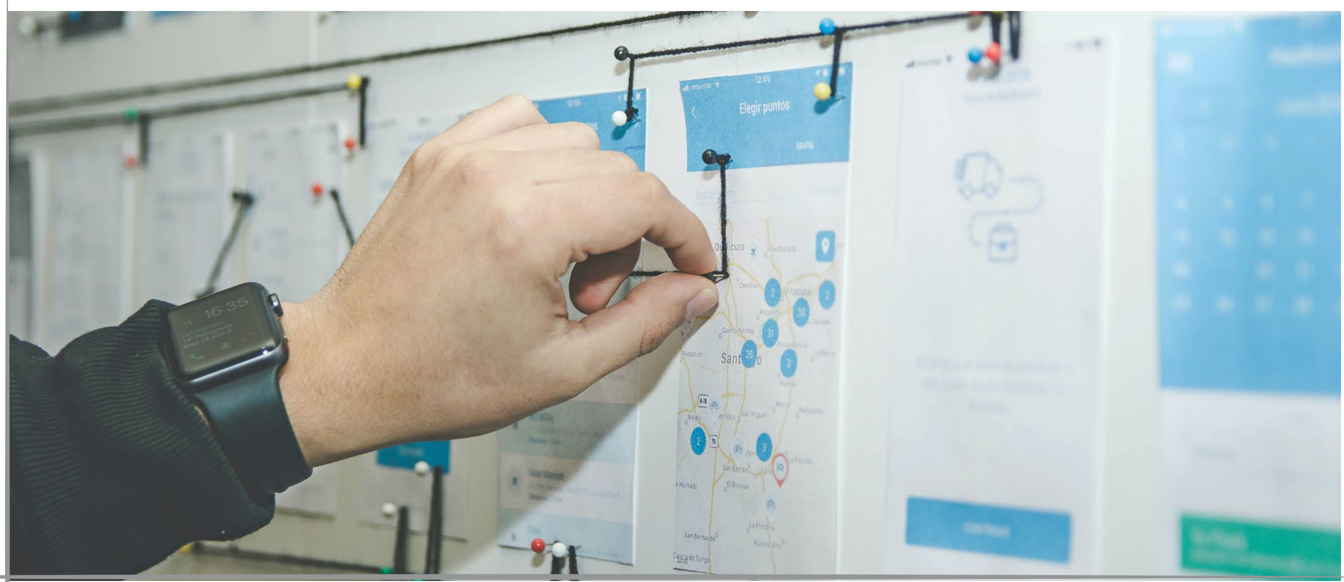
We acknowledge the importance of addressing emerging and identified risks, ensuring its management and mitigation. This proactive approach safeguards the interests of our shareholders and stakeholders, aligns with our business objectives, and empowers sustainable growth.

A comprehensive combination of bottom-up and top-down strategies propels our Enterprise Risk Management (ERM), cementing our commitment to robust risk governance.

The Board provides vigilant oversight of the ERM framework, ensuring:

- Prudent consideration of intended risks for optimal planning and preparedness.
- Strategic plan execution with a resolute focus on action.
- Mitigating unintended risks like performance, incidents, processes, and transactions, either through avoidance, transfer (as in insurance), or sharing (such as sub-contracting). Probability and impact reduction are facilitated by tactical and executive management, policies, processes, in-built controls, MIS, and internal audit reviews, among other measures.

Moreover, our Company has meticulously identified major risks and devised mitigation strategies across critical domains, including business, production, raw materials, infrastructure, logistics, operations, finance, environment, safety, and statutory compliance. These measures are subject to periodic review and updating.



The risk management committee comprises four members: Mr. Jagdish Toshniwal, Independent Director (Chairman); Mr. Sanjay Sharma, Independent Director; Mr. Narinder Singh Kahlon, Non-Executive Director; and Mr. Manoj Kumar Rustagi, Whole-time Director. We have also identified critical risks and enacted targeted mitigation strategies for each, underscoring our proactive approach.

Demand-supply Dynamics

Response Strategy

The Government's substantial commitment to infrastructure development, reflected in the Union Budget 2023 with a capex of ₹ 10 lakh crores, is as a robust safeguard. Additionally, earmarking ₹ 3,100 crores for 50 new airports, helipads, water aerodromes, and advanced landing fields enhances regional air connectivity. An investment of ₹ 75,000 crores, with a substantial private infusion, supports critical transport infrastructure, augmenting last and first-mile connectivity for key sectors like ports, coal, steel, fertiliser, and food grains. We strengthen our foundation by expanding our market reach, prioritising quality, and nurturing customer relationships. Our marketing team's insightful market intelligence and persistent focus on cost optimisation underpin our resilience and growth strategy.

Raw Materials

Response Strategy

We closely monitor commodity markets, allowing us to navigate potential fluctuations swiftly. Embracing diversification, we expand sourcing options, reducing dependency, and enhancing resilience. Building enduring relationships ensures a steady supply and valuable insights into future trends. We track government policies and developments in sourcing countries, enabling us to anticipate shifts and adapt effectively. These proactive steps reflect our commitment to safeguarding operations and moving towards a stable future.

Infrastructure and Logistics

Response Strategies

We optimise logistics costs through efficient transport choices. We are expanding with a new railway siding for increased volumes and planning an overhead belt conveyor for limestone transport. By allocating budgets smartly and prioritising resources, we are prepared to meet both present and future infrastructure demands.

Environment, Health and Safety

Response Strategies

We hold regular safety meetings to assess safety aspects and incidents thoroughly. Our commitment to environmental compliance is reliable, and we actively monitor technological and normative changes. Safety is ingrained as a mandatory KRA, cultivating a culture of accountability. Our safety infrastructure is fortified through training, mock drills, audits, and fire prevention protocols. Our dedication to employee well-being is evident in stringent security measures, medical facilities, and annual health check-ups. We encourage collaboration by assessing contractors, validating safety, and acknowledging excellence in road safety.

Finance

Response Strategies

We tailor project loans to the one-year marginal cost of the fund-based lending rate (MCLR), adjusting annually and diligently tracking external factors impacting financial performance. Regular financing, pricing, and procurement policy assessments consider exposure, emerging trends, and track records. Internal meetings maintain a close watch over performance and cash flow, amplifying our risk management endeavours.

CORPORATE SOCIAL RESPONSIBILITY

Enriching Lives and Communities

At Shiva Cement, we place utmost importance on meeting the needs and expectations of all stakeholders. From our valued customers to the communities we operate in, to our suppliers and workers, we strive to build long-standing and meaningful relationships.

Our devotion extends beyond delivering quality products and maintaining a sustainable supply chain. We are dedicated to uplifting society, investing in community growth, supporting livelihoods, and fostering a safe and nurturing work environment. Through these collective efforts, we aspire to make a positive impact, contributing to the betterment of society and creating a brighter future for everyone involved.

The needs of the community are identified, understood and segregated into four categories

₹241 lakhs
CSR expenditure

CORPORATE SOCIAL RESPONSIBILITY

Impactful Initiatives

Livelihoods

We are passionate about creating opportunities for vulnerable communities. Collaborating with the government, we empower women's groups with financial support. Elevating farmer income and soil health, we focus on productivity growth and skill enhancement, fostering a brighter future.

Key Measures

- Provided training and hand-holding to 150 farmers
- Provided training on embroidery and stitching to 47 women
- Provided mushroom cultivation training to 87 SHG women
- Started fisheries in four community ponds
- Organised vegetable exhibition at Kutra block

Outcomes

73 Farmers adopted natural manure application for vegetable cultivation

37 Farmers from Kutra block who were upskilled

27 Women earning Rs. 6,500 per month through tailoring unit

32 Women started mushroom farming

200 Farmers participated in farm product exhibition

Education

We have always remained dedicated to building a culture that keeps every student engaged in the community. We construct a supportive foundation for their development while enhancing learning outcomes to pave the way for the children's promising futures.

Key measures

- Provided quality education through digital classes
- Provided 300 beds and mattresses to tribal girl students
- Supported 17 anganwadi centres (AWC) for developing nutri-gardens
- Supported block-level Under-17 football championship (boys and girls)

Outcomes

0% Dropouts in schools

270 Students participated in the block-level Under-17 football championship

Note: The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. However, the CSR Activities are undertaken by JSW Cement, holding company.

Health

We ensure 100% safe deliveries and immunisation by providing vital blood support for emergencies and raising awareness about communicable and non-communicable diseases in our societies.

Key Measures

- Conducted comprehensive eye care camp for villagers
- Conducted blood donation camps at Telighana and Zindapada
- Organised block-level health camp at Kutra
- Observed World Heart Day at Telighana
- Supported the governmental TB programme by providing nutrition supplements to 101 patients

Outcomes

8,700 Villagers were tested and provided with free eyeglasses

137 Blood donors

1,023 People received free consultations and medicines through the mega health camp

93 People benefitted during the World Heart Day celebrations

Rural development

We create a spirit of achievement by empowering local talents through sports and nurturing our environment by planting greenery. We ensure our initiatives benefit everyone, bridging the community-government gap and creating a harmonious rural landscape.

Key Measures

- Organised inter-state divyang cricket championship at Rajgangpur
- Conducted plantation drive across two acres in mine locations
- Provided Jal Chhatra during summer
- Installed five solar-based water supply structures
- Constructed community centre at Budakata village
- Installed 140 solar streetlights in the villages
- Supplied water in eight villages through tubewells
- Promoted sports by providing special coaching and equipment
- Promoted local culture by organising mandal programme at Kutra

Outcomes

200 Divyang cricketers participated from 11 states

30,000+ People benefitted through Jal Chhatra

1,300+ HHs consume safe drinking water through solar water initiative

6 Village girls who participated in the Mirnawan Cup in Malaysia

BOARD OF DIRECTORS

Leading the Way with Expertise

Mr. Rajendra Prasad Gupta
Non-Executive Director
C C

Mr. Manoj Kumar Rustagi
Whole-Time Director
M M M M M M

Mr. Narinder Singh Kahlon
Non-Executive Director
M M M M M

Ms. Sudeshna Banerjee
Independent Director
M C M C

Mr. Sanjay Sharma
Independent Director
M M M

Mr. B.K. Mangaraj
Independent Director
C M

Mr. Jagdish Toshniwal
Independent Director
M C M M

Mr. Rajendra Prasad Gupta
Non-Executive Director

Mr. Rajendra Prasad Gupta has worked in the cement sector for many years. During his early career, he led various firms in various verticals, including turnkey contracts and iron and steel trading. Gupta is a member of several prestigious business forums and groups, from Vice-Chairman of the OASME (Orissa Assembly of Small and Medium Enterprise) to Vice President of the All-India Mini Cement Plant Association in Hyderabad and member of the Government of Odisha's Industrial Advisory Board. He is also a prolific writer, addressing themes such as the Indian economy to raise awareness and demonstrate how to serve the country. Gupta is also a member of the Lions Club and the Rotary Club and is a humanitarian at heart. To enhance his humanitarian activities, he serves as the general secretary of Jai Hanuman Samiti Charitable Trust as a devotee. He believes in universal education and has served on the Boards of Directors of educational institutions.

Mr. Manoj Kumar Rustagi
Whole-Time Director

Mr. Manoj Kumar is a senior business leader and has significantly contributed to the strategic initiatives, new business development and capex projects resulting in sustainable growth in the cement and steel sectors in his 30 years of professional career. As Chief Sustainability and Innovation Officer (CSIO), he spearheads sustainability and R&D initiatives, and new business development for JSW Cement Limited (JSWCL), India. JSWCL is India's leading green building materials company with business interests in cement, ground granulated blast furnace slag (GGBS), construction chemicals and ready-mix concrete. It has the lowest carbon intensity per tonne of cementitious product. He is also a director at the Global Cement and Concrete Association, India chapter board. He is passionate about sustainable growth adopting state-of-the-art and new cutting-edge technologies and innovative solutions and speaks at various global forums on these topics. He is a Mechanical Engineering graduate from BITS Pilani, India and an MBA from the Indian School of Business (ISB), Hyderabad, India.

Mr. Narinder Singh Kahlon
Non-Executive Director

Mr. Narinder Singh is a seasoned financial accounting, auditing, central excise and customs regulations, sales tax including VAT, direct taxes, FEMA, costing, budgeting, and working capital management specialist with a 30-year track record. Haldia Petrochemicals, Bhushan Power & Steel Limited, MGM Group of Companies, and KCT & Bros (CS) Limited were among his clients. He has a bachelor's degree in business from Punjab University in Chandigarh and is a member of the Institute of Chartered Accountants of India in New Delhi.

Ms. Sudeshna Banerjee
Independent Director

Ms. Sudeshna Banerjee holds a post-graduate diploma in computer applications from Vidyasagar Academy in Kolkata and an Executive MBA in entrepreneurship management from Indian Business School in Hyderabad. She founded DIGITECH-HR in 2007 and has been the company's head of business development since its start. Since May 2011, the business's status has changed from a sole proprietorship to a private limited company, with the Managing Director and Head of Business Development roles added to her resume. She is adaptable and diverse, with a keen eye for detail.

Mr. Sanjay Sharma
Independent Director

Mr. Sanjay Sharma graduated from the National Institute of Technology, Rourkela, with a B.E. in metallurgy. He has over four decades of practical experience in various jobs, including Plant Management and Steel Plant consultant services. Sharma has contributed significantly as chairman of total predictive maintenance (TPM) and head of the QIPs jury (quality improvement projects like SMILE and Kaizen). He has a rare combination of plant management, managerial, and operational experience and advanced talents in strategy planning, international process implementations, commissioning, derivatives turnarounds, new set-ups, and resource allocation.

Mr. B.K. Mangaraj
Independent Director

Mr. B.K. Mangaraj has over 28 years of expertise in limestone mining and other minerals and over 11 years of experience in cement plant operations. He was also honoured by the President of India for his achievements. He has also previously worked with TISCO and BSL (a SAIL subsidiary).

*His term expired on 31st March 2023

Mr. Jagdish Toshniwal
Independent Director

Mr. Jagdish Toshniwal holds a B.E. in mechanical engineering from the Birla Institute of Technology & Science, Pilani. He has nearly 45 years of a successful career with diverse roles distinguished by commended performance in the cement industry with visionary leadership, high achievement orientation, innovative capabilities, strong business acumen, a thorough cement professional having exposure in plant operations, greenfield/brownfield project, marketing, procurement, and business development. He has worked with Ambuja Cement Limited and Heidelberg Cement India Private Limited. Toshniwal worked as a managing director at Wonder Cement from January 2015 till March 31, 2021. He was responsible for managing the Company's entire business, including plant operations, project planning and execution, sales, and marketing across nine states, setting up processes, developing the organisation for the Company's rapid growth, and developing business strategies.

- Audit Committee
- Stakeholder Relationship Committee
- CSR Committee
- Risk Committee
- Project Review Committee
- Nomination and Remuneration Committee
- Finance Committee

C - Chairman

M - Member

*this is as on 31st March 2023

CORPORATE INFORMATION

Board of Directors

Mr. Manoj Kumar Rustagi
Whole-time Director

Mr. R. P . Gupta
Non-Executive Director

Mr. Narinder Singh Kahlon
Non-Executive Director

Mr. B.K. Mangaraj
Independent Director

Mr. Sanjay Sharma
Independent Director

Ms. Sudeshna Banerjee
Independent Director

Mr. JC Toshniwal
Independent Director

Mr. Girish Menon
Chief Financial Officer

Ms. Sneha Bindra
Company Secretary

Auditors

Shah Gupta & Co.
Chartered Accountant
Mumbai

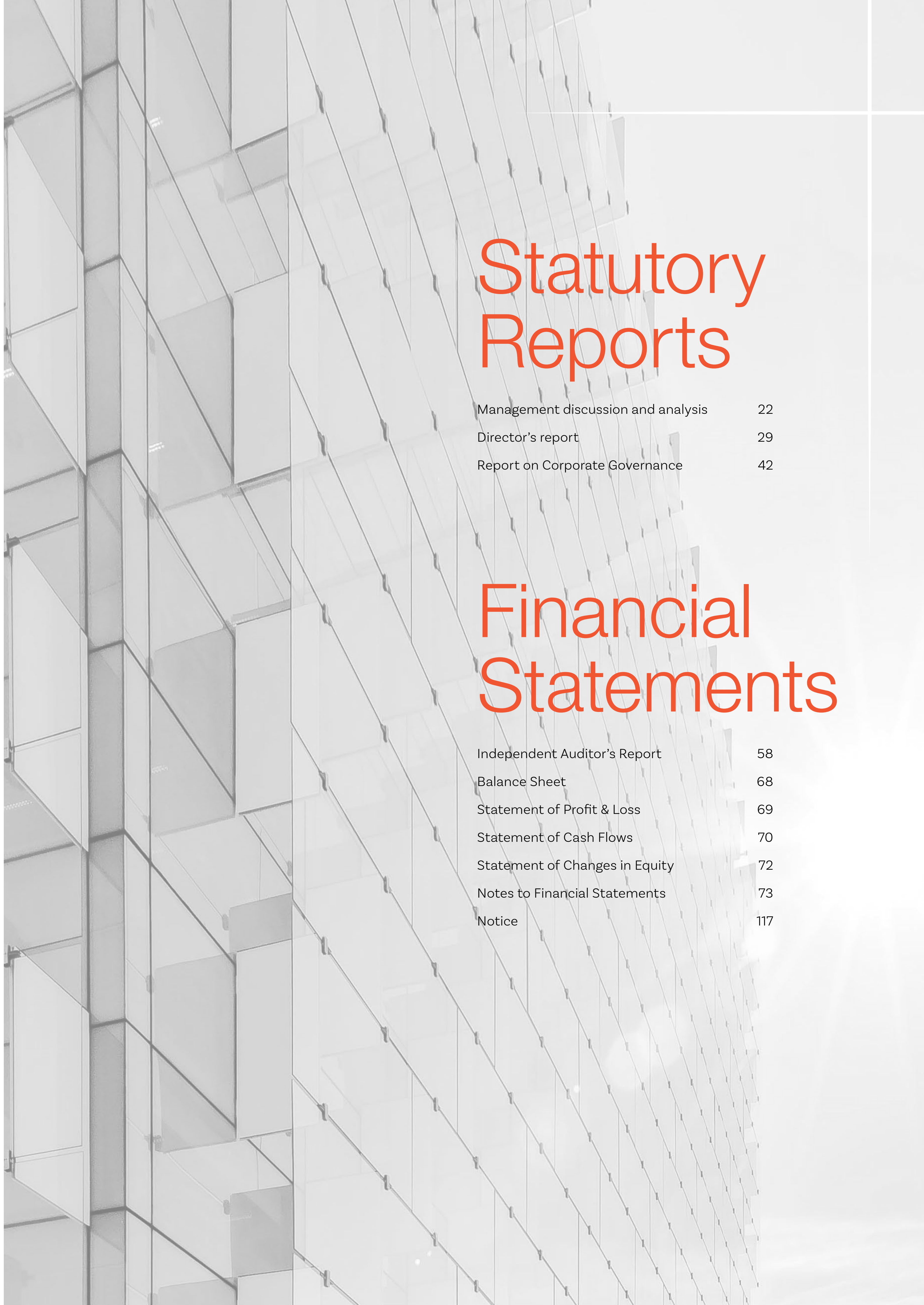
Registrar & Transfer Agent
KFin Technologies Limited
Selenium Tower B, Plot Nos. 31 & 32, Financial District
Nanakramguda, Serilingampally Mandal,
Hyderabad - 500032

Registered Office
Village Telighana, PO: Birangatoli,
Tehsil-Kutra, District-Sundargarh,
Odisha - 770018
Website: www.shivacement .com

Plant Site
Village Telighana
PO: Birangatoli, Kutra,
District - Sundargarh, Odisha

Mines
Village Khatkurbahal
Via: Kutra
District - Sundargarh (Odisha)

Bankers
Axis Bank Limited
Bank of India
Punjab National Bank
Bank of Maharashtra
Indian Bank



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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Company Status and Performance

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

2. Outlook & Future Prospects

Global Industry

In early 2022, the global economy's steady growth, recovering from the pandemic, was affected by the Russia-Ukraine conflict, surging inflation, and supply chain delays. Inflation rose due to substantial pandemic stimulus, while central banks aimed to curb it by reducing excess liquidity, compounded by supply chain issues worsened by Russian sanctions and China's COVID-19 measures. This led to significant inflation spikes, mainly in advanced economies, driven by energy and commodity prices. Major central banks' rapid interest rate hikes, coupled with weakening demand and investment sentiment, curtailed economic growth. Persistent core inflation, excluding energy and food, reflected energy price pass-through, strained supply chains, and tight labor markets. Global GDP grew 3.4% in 2022, down from 5.9% in 2021. Central banks' assertive tightening started affecting demand, strengthening the US dollar due to reduced liquidity and its 'safe haven' status. China's 'Zero COVID' policy dented local and global demand, keeping supply pressure and inflation high. However, waning global demand led to easing commodity prices in Q3. China's early 2022 reopening spurred global economic rebound and commodity price recovery.

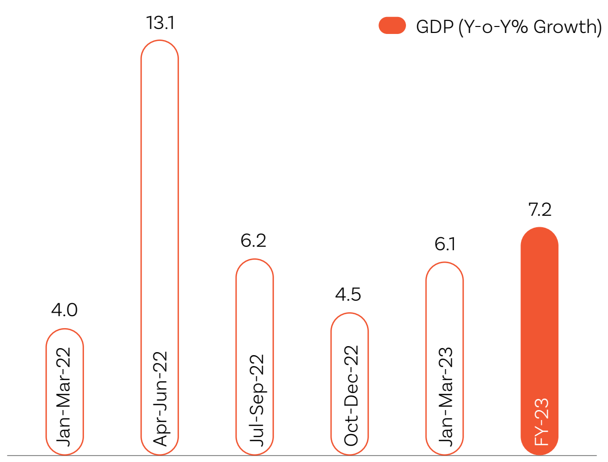
Outlook

In the coming months, economic trajectories hinge on inflation, central bank actions, China's recovery, and the Russia-Ukraine conflict in 2023. Despite eased headline inflation, core inflation persists. IMF predicts global inflation to decrease to 6.6% in 2023, yet surpass pre-pandemic levels. Central banks' cautious rate hikes are expected as global GDP growth is estimated at 2.8% in 2023, driven by India, China, and developing economies, while advanced economies like the US and Eurozone face uncertain outlooks.

Indian Economy

The Indian economy exhibited resilience in the face of challenges, sustaining a growth trajectory amidst global volatility and high inflation. FY 2022-23 saw 7.2% growth driven by private consumption, manufacturing, and service sectors' recovery.

India's GDP Growth Trend



Inflation, initially exceeding RBI's range, eased as the central bank hiked rates by 250 basis points. Despite conflict-induced growth revisions, manufacturing and services thrived, supported by India's potential as a manufacturing hub. Exports and imports stayed stable, aided by service exports and capital inflows. The government's 'Atmanirbhar' vision emphasised incentives and policies. The Union Budget 2023-24 allocated 3.3% of GDP for infrastructure and 2.4 trillion for railways. The Production Linked Incentive Scheme aimed to reduce import dependence, reflecting India's ongoing economic support.

Outlook

India's economy stands resilient amid global deceleration, projected to grow 6.5% in FY 2023-24. Supported by domestic policies, easing inflation, and robust consumption, the government's investment-driven growth strategy focuses on fiscal consolidation and transparent infrastructure spending. Rural recovery, strong real estate, auto, and renewables sectors contribute optimism. Consumer and business confidence persist, while cooling inflation and RBI's pause on rate hikes are positives. Despite global slowdown risks, India maintains its high-growth trajectory, though monitoring El Nino's impact on monsoons and rural demand is crucial.

Cement Industry

India ranks as the world's second-largest cement producer, commanding over 7% of global installed capacity. Cement output surged by 7.6% in FY 2023, reaching 368 million tonnes due to robust housing and infrastructure demand. Major cement consumption arises from housing, followed by infrastructure, and commercial/industrial building projects.

Outlook

The Indian government prioritises infrastructure for economic growth and smart cities, aiming to boost construction and cement demand. Railways and handling facilities expansion will cut transportation costs. Untapped markets in eastern India and potential for cement exports to Middle East, Africa, and developing nations are envisioned. Coastal cement plants hold export advantage. India's cement capacity may reach 550 MT by 2025. Foreign players are drawn by profit margins and steady demand.

Opportunities:

Driven by strong optimism for the India story, the cement sector in India is poised for strong growth. At Shiva Cement, we are aligned with the opportunities and accordingly ramping up our capacities, expanding our presence, driving efficiencies and enhancing the sustainability quotient in our operation.

The outlook for cement sectors is favourable on the back of higher growth opportunities in the housing and infrastructure segment. Government in the Union Budget 2023-24 has allocated $11.4 billion for the creation of safe housing (rural and urban), sanitation and increasing road connectivity

3. Review of financial & Operational Performance

3.1 Highlights of FY 2022-23

During the year, the company has commissioned the new clinkerisation facility under ongoing expansion projects at kutra plant on 20.01.2023. As on 31.03.2023, the plant is under stabilisation/ trial run phase.

3.2 Way Forward

- The Project for setting up of 8.9 MW waste heat recovery power plant on the existing leased land is in progress and would be operationalise during FY 2023-24.
- Working permission from DGMS has been obtained. Surface right has been applied to start mining work in newly allotted Khatkurbahal North Block mining lease. The mine will be operationalised in FY 2023-24.

4. Financial Performance:

4.1 Highlights of FY 2022-23

Particulars	FY 2022-23	FY 2021-22	Change
Gross Turnover	-	346.55	
Operating EBIDTA	(1,310.30)	(801.72)	63%
Depreciation & amortisation	5898.63	705.55	736%
Finance cost	1,285.30	879.26	46%
Loss before exceptional items	(10,864.20)	(3,451.75)	215%
PAT	(8,047.03)	(2,551.91)	215%

Trial run operation summary:

Particulars	FY 2022-23	FY 2021-22	Change
Revenue from trial run operation	4,763.94	-	
Total trial run expenses	6,002.00	-	
Net Trial run expense transfer to CWIP	**1,238.06**	**-**	

Since the plant is under trial run phase from 20.01.2023, the expenditure on account of trial run operation for ₹ 6,002.00 lakhs has been adjusted with the revenue generated from trial run operation for ₹ 4,763.94 lakhs. The net trial run expenditure for ₹ 1,238.06 lakhs has been transferred to CWIP during the year.

The Company's operating EBIDTA is ₹ (-) 1,310.30 lakhs as against ₹ (-) 801.72 lakhs in FY 2021-22, reporting an increase in loss by 63% on Y-o-Y basis. The increase in loss is mainly on account of unabsorbed fixed cost incurred prior to the trial run operation without having any production volume.

4.2 Other Income

Other Income for the year is ₹ 347.38 lakhs as compared to ₹ 380.49 lakhs in FY 2021-22. The reduction primarily is on account of reduction in scrap sales and write back of provisions amounting to ₹ 20.53 lakhs. Further there is a reduction in interest on bank deposits & others amounting ₹ 11.82 lakhs in current year due to maturity of Term deposits.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

4.3 Material Cost

The Company's expenditure on raw material consumption for FY 2022-23 has been reduced to ₹ 31.57 lakhs from ₹ 100.87 lakhs in FY 2021-22. The decrease is primarily on account of lower revenue production volume.

4.4 Employee benefits expense

Employee benefits expense decreased by 4% to ₹ 265.31 lakhs from ₹ 274.87 lakhs in FY 2021-22. The decrease is primarily due to use of manpower in trial run operation.

4.5 Power and fuel cost

Power and fuel cost has been reduced by 34% to ₹ 212.54 lakhs from ₹ 319.83 lakhs in FY 2021-22. The decrease in power and fuel cost is mainly due to power cost absorption in trial run operation.

4.6 Loss on Asset Write-off

The loss on asset write off has been increased by 103% to ₹ 2,717.35 lakhs from ₹ 1340.72 lakhs in FY 2021-22 is on account of dismantling of civil and mechanical structures in the plant in order to utilise the space for project expansion.

4.7 Other expenses

Other expenses have increased by 33% to ₹ 785.29 lakhs from ₹ 588.30 lakhs in FY 2021-22. The increase is primarily on account of increase in certain unabsorbed fixed costs charged under revenue.

4.8 Finance cost

The Company's finance cost increased by 46% to ₹ 1285.30 lakhs from ₹ 879.26 lakhs in FY 2021-22. The increase mainly due to charging unwinding of interest on financial instrument for ₹ 337.80 lakhs and increase of unsecured loan amount resulting increase in interest amounting to ₹ 153 lakhs.

4.9 Depreciation and amortization expenses

Depreciation and amortization expenses has been increased mainly due to impairment of certain existing assets which could not be reused or relocated amounting to ₹ 5,321.32 lakhs has been charged to profit and loss account during the year.

4.10 Non-current assets:

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Other non-current assets	14,220.30	13,805.67	3%

The increase is mainly on account of payment of upfront fee on mining lease and security deposits and compensated by reduction in advance payments to project suppliers.

4.11 Inventories:

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Raw materials	83.16	49.86	67%
Semi-finished goods	907.27	922.84	-2%
Finished goods-Trial run Operation	1,006.15	-	
Stores and spares	195.71	83.48	134%
Fuel	1,035.66	77.37	1,239%
	3,227.92	**1,133.55**	**185%**

Raw Material inventory increased mainly due to stocking of limestone for uninterrupted future supply.

Increase of finished/semi finished inventory is on account of trial run operation which is not there in last year.

The increase in stores and spares on account procurement of materials to be used for plant maintenance. The increase of Fuel is on account of procurement of coal and HSD for maintaining stock for clinker production.

4.12 Trade receivables:

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Trade receivables	799.24	2.50	796.74

The increase in trade receivable is mainly on account of receivables out of trial run clinker sale which is not due. In corresponding year the receivable was very low as there was no sales in that year.

4.1 Non-Current Liabilities:

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Borrowings	1,14,756.03	80,176.11	34,579.89

The increase is on account of increase in term loan from bank for ₹ 30,132.23 & balance unsecured long term loan for ₹ 4,447.66 received from holding company.

4.14 Current Liabilities:

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Borrowings	14,175.09	-	14,175.09

Increase in current unsecured borrowing is on account of loan taken from holding company for plant operation as well as plant expansion work disclosed under current liabilities and is due for payment within 12 months from 31.03.2023.

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Other financial liabilities	11,371.72	12,057.24	-685.52

The decrease mainly on account of decrease in payable to project vendors.

4.15 Trade Payable

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Trade Payables	5,073.93	509.69	4,564.24

The increase in Trade payable is on account of purchase of Raw material, fuel , inward & outward transportation service and other operational expenses incurred for trial run operation and further increase in payable on account of stores purchase for maintaining stores inventory to be used in plant maintenance.

₹ lakhs

Particulars	31.03.2023	31.03.2022	Change
Other current liabilities	485.72	321.04	164.68

The increase in other current liabilities is on account of payable of statutory dues accrued as on 31.03.2023.

4.16 Capital employed

Total capital employed including has increased to ₹ 1,21,098.52 lakhs from ₹ 75,903.99 lakhs in FY 2021-22. Average return on capital employed is (-ve) 0.08 % vis-à-vis ₹ (-ve) 0.03 % in 2021-22

4.17 Own Funds

Total equity has been reduced to (-ve) ₹ 7,832.59 lakhs vis-à-vis (-ve) ₹ 4,272.13 lakhs in 2021-22.

4.18 Other key financial indicators

SL No	Particulars	Ratios For the year ended		Variance (%)	Change in ratio in excess of 25% compared to preceding year
		31.03.2023	31.03.2022		
1	Current Ratio (times)	0.63	0.79	-19.21%	
2	Net Debt Equity Ratio (times)	-16.46	-18.77	-12.29%	Debt has increased due to availment of fresh term loan for project activity and erosion of equity is due to additional loss on suspension of operation.
3	Debt service coverage ratio (times)	-0.06	-0.76	-91.70%	Primarily due to operating loss in both the year
4	Return on Equity (%age)	81%	85%	-4.74%	Increase in loss during the year due to temporary suspension of operation
5	Inventory Turnover ratio (Days)	-	1.60	-100.00%	Nil as there is no operational sales occurred during the year
6	Trade Receivable Turnover ratio (Days)	-	4.68	-100.00%	Nil as there is no operational sales occurred during the year

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

SL No	Particulars	Ratios For the year ended 31.03.2023	31.03.2022	Variance (%)	Change in ratio in excess of 25% compared to preceding year
7	Trade Payable turnover ratio (Days)	-	2.92	-100.00%	Nil as there is no operational sales occurred during the year
8	Net Capital Turnover ratio (times)	-	-0.12	-100.00%	Revenue is Nil as the company yet to generate operational revenue from its new plant.
9	Net Profit Ratio (%age)	-7.33	-3.01	143.40%	Loss has been increased as the company is yet to generate operational revenue from its new plant.

*Capital employed is negative, hence #NA
**Operating EBIDTA is negative, hence #NA

5. Risk and areas of Concern

Risk Management

The Company has a Risk Management Policy which is approved by the Board of Directors. The Policy is tailored to appropriately appraise the state of the Company's business risks. Management is responsible for identification, assessment, management & reporting risks effectively and leveraging business opportunities.

The Company recognizes that the emerging and identified risks need to be managed and mitigated to protect its shareholders and other stakeholder's interest, achieve its business objective and enable sustainable growth. The Company has deployed bottom up and top down approach to drive Enterprise Risk Management (ERM).

The Board oversees the Enterprise Risk Management framework to ensure:

- Intended risks are taken prudently so as to plan for the best and be prepared for the worst
- Execution of decided strategies and plan with focus on action
- Unintended risks such as performance, incident, process and transaction risks are avoided, mitigated, transferred (as in insurance) or shared (like through sub-contracting). The probability or impact thereof is reduced through tactical and executive management, policies, processes, inbuilt systems controls, MIS and internal audit reviews, among others.

Further, major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, production, raw material, infrastructure & logistics, operational, financial, environment, safety and statutory compliance. These process/ measures are reviewed and updated on a periodical basis.

The Risk Management Committee constituted comprises of the 4 members namely: Mr. Jagdish Toshniwal, Independent Director(Chairman), Mr Sanjay Sharma, Independent Director, Mr. Narinder Singh Kahlon, Non-Executive Director & Mr. Manoj Kumar Rustagi, Whole-Time Director.

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

Sr. No.	Risk Domain	Response Strategies
1	Demand supply dynamics	Company de-risks by: The Government's thrust on infrastructure development through a capex outlay of ₹ 10 lakh crore, as announced in the Union Budget 2023. For regional air connectivity, a budget outlay of ₹ 3,100 crore will be allocated to build 50 additional airports, helipads, water aerodromes, and advanced landing fields. Investment of ₹ 75,000 crore, including ₹ 15,000 crore from private sources, for one hundred critical transport infrastructure projects, for last and first mile connectivity for ports, coal, steel, fertilizer, and food grains sectors. • Widening market base and focusing on quality and customer relationship. • Better market intelligence with inputs from marketing team. • Continued focus on cost.
2	Raw material	Company de-risk by - • Tracking Commodity markets • Options to broad base sourcing • Relationship management for regular supply & timely signals about future • Tracking govt. policies/developments in sourcing countries

Sr. No.	Risk Domain	Response Strategies
3	Infrastructure & Logistics	It is de-risk by • Ensuring the logistic cost is optimum and by adopting the most economical mode of transport. • Additional railway siding for enhanced volumes under construction • Overhead belt conveyor for transportation of limestone is planned • Appropriate budget allocation and resource prioritization to meet the demand of present and future infrastructure set up.
4	Environment, Health & safety	Company de-risk by: • Monthly apex safety meetings are held for review of safety aspect, fatal accidents / near miss accidents, if any. • Closely monitoring compliance with environmental norms. • Company regularly tracks changes in technology & future norms • Safety has been added as a Mandatory Key Result Area (KRA) for employees.
		• Coordinating Safety training, mock drill, best practices, safety audit. • Establishing fire prevention and handling processes. • Strong Security arrangements like security check-post, entry pass / identity cards, access control system, CCTVs at critical locations. • Providing the medical facilities & medi-claim policy cover for employees & their families. • Safety Walk down with all HODs & Evaluation of Road Safety through reward and recognition • Pre-Qualification assessment and CARES (Contractor Assessment and Rating for Excellence in Safety) (Validation) for contractors is being done. • Annual health check up of all employees
5.	Finance	Company de-risks by • The project loans are linked to 1 year MCLR rate with reset every year. • Tracking and monitoring external events that has impact on financial performance. • Regularly reviewing financing, pricing and procurement policy considering exposure, emerging scenario, track record, etc. • Effective monitoring of internal performance & cash flows through internal meetings.

6. Internal Controls, Audit and Internal Financial Controls

Overview

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

Internal Control

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

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

Internal Audit

Shiva Cement Limited has an internal audit function that inculcates global best standards and practices of international measures into the Indian operations. The Company has a strong internal audit department reporting to the Audit Committee comprising Independent Directors who are experts in their fields. The Company extensively practices delegation of authority across its team, which creates effective checks and balances within the system to arrest all possible gaps. The internal audit team has access to all information

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

in the organization. The scope and authority of the Internal Audit function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department prepares a riskbased audit plan, which is approved by the Audit Committee. The frequency of the audit is decided by risk ratings of areas/functions. The audit plan is carried out by the internal team and reviewed periodically to include areas that have assumed significant importance in line with the emerging industry trend and the aggressive growth of the Company. In addition, the Audit Committee also places reliance on internal feedback and other external events for inclusion into the audit plan. Based on the report of internal audit function, process owners undertake corrective action(s) in their respective area(s) and thereby strengthen the controls. Significant audit observations and corrective action(s) thereon are presented to the Audit Committee. Also, the Audit Committee at frequent intervals has independent sessions with the statutory auditor and the management to discuss the adequacy and effectiveness of internal financial controls.

Internal financial controls

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

7. Material Developments in Human Resources

The role of Human Resources has evolved over a period of years. The Company is focused on having least manpower at its location and has been continuously reducing the workforce through multitasking, automation etc. Our employees are imperative in undertaking all of our business operations and our human resource policies focus on attracting, developing and retaining talent. As on March 31, 2023, the Company had 141 permanent employees. In addition, the Company also engages with third party personnel companies for the supply of contract labourers to facilitate operations at the manufacturing facility. The Company provides training to all employees for manufacturing operations, including machine utilization, operations flow, quality management and work safety.

8. Forward Looking and Cautionary Statements

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

This MDA should not be considered as a recommendation that any investor should subscribe for or purchase any of the Company's shares. The Company makes no representation or warranty, express or implied, as to and does not accept any responsibility or liability with respect to the fairness, accuracy, completeness or correctness of any information or opinions contained herein. Investors are advised to exercise due care and caution while interpreting these statements.

For and on behalf of the Board
Shiva Cement Limited

Date: 16.05.2023
Place: Kutra, Sundargarh

Manoj Kumar Rustagi
Whole-Time Director
DIN:07742914

Rajendra Prasad Gupta
Director
DIN: 01325989

DIRECTOR'S REPORT

Dear Members,

We are pleased to present **37th Annual Report** for the financial year ended on 31st March, 2023. The operational performance during the year is as below.

1. Financial/Operational Performance

(₹ in lakh)

Particulars	31.03.2023	31.03.2022
Turnover	-	**346.55**
Operating EBIDTA	(1,310.30)	(801.72)
Other Income	347.38	380.49
Finance Cost	1285.30	879.26
Depreciation & Amortization	5898.63	705.55
Profit/(Loss) before exceptional Item	**(10,864.20)**	**(3,451.76)**
Profit (Loss) before Taxation	**(10,864.20)**	**(3,451.76)**
Tax Expense/benefits	**(2817.17)**	**(899.84)**
Profit (Loss) after Taxation	**(8,047.03)**	**(2,551.92)**

Highlights of performance:

During the year, the Company has commissioned the new clinkerisation facility under ongoing expansion projects at kutra plant on 20.01.2023 and the plant is under trial run phase. In this trial run operation, the plant generated revenue of ₹ 4,763.94 lakhs with corresponding trial run expenses of ₹ 6,002.00 lakhs. The FY 2022-23 ended with net trial run expense of ₹ 1,238.06 lakhs.

(₹ in lakh)

Particulars	31.03.2023	31.03.2022
Revenue from trial run operation	4,763.94	-
Total trial run expense	6,002.00	-
Net Trial run expense transfer to CWIP	**1,238.06**	**-**

Mines operation have been continued for production of Lime Stone to fulfill the requirement of expanded clinker production plant. During the year the company produced 2,37,453 MT of Lime Stones compare to 96,231 MT in FY 2021-22 resulting 147% increase in Limestone production..

During the year certain equipment's and machineries of the existing production line have been removed and relocated for integration into ongoing expansion projects, which has resulted in dismantling certain Civil and mechanical structures. Accordingly, the written down value of such dismantled structure amounting to ₹ 2,717.07 lakhs (previous year ₹ 1,340.72 Lakhs) has been charged to the statement of profit and loss during the financial year.

During the year Company has availed term loan amounting ₹ 30,132.23 lakhs (cumulative as on 31.03.2023 : ₹ 60,940.43 lakhs) out of sanctioned amount of ₹ 1,06,600.00 lakhs from different consortium of Banks having Axis Bank Limited as a lead banker. The entire fund have been used in project expansion. Further the company received borrowed funds amounting ₹ 22,769.00 lakhs (cumulative as on 31.03.2023 : ₹ 62,136.91 lakhs) from its holding company JSW Cement Limited and these funds have been used mostly in project expansion. On total cumulative borrowed fund for ₹ 1,23,077.34 lakhs, the company has incurred interest cost amounting ₹ 7,682.09 lakhs (FY 2021-22 : ₹ 2,692.56 lakhs) which has been capitalized during the year. Further interest amount of ₹ 868.89 lakhs (FY 2021-22 : ₹ 797.43 lakhs) charged to revenue profit & loss account. During the year the company has paid its interest due amount for ₹ 7,192.42 lakhs (FY 2021-22 : ₹ 6,000 lakhs) to bank as well as to its holding company.

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

DIRECTOR'S REPORT

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 Discussions and Analysis, covering prospects is provided as a separate section in this Annual Report.

6. Capital Expenditure and new projects:

The details of capital expenditure undertaken by the Company is as under:

- 1.36 MTPA green field clinker project includes 4000 TPD clinker circuit, 8.9 MW WHRS, 132 KV incoming power, OLBC and Railway siding.
- The kiln firing for 4000 TPD clinker plant was successfully carried out on 20th Jan '2023. Alongwith the clinker plant, the infrastructure for 132 kVA incoming power has also been commissioned.
- CTO has been granted for 0.66 MTPA Clinker by OSPCB in Jan '23. Subsequently CTE has been applied for expansion of capacity from 0.66 MTPA to 1.50 MTPA. CTE is expected to be granted by May '23 which shall be followed by application for expansion of CTO to 1.5 MTPA. The CTO for expanded capacity its expected to be obtained by Sep '23.
- WHRS – Commissioning of AQC Boiler is expected by Jun'23 and commissioning of PH boiler is expected by Aug'23 which would complete the commissioning of entire WHRS plant
- Mobile crushers are presently being utilized for crushing of limestone. The construction and commissioning of stationary crusher of 850 tph is expected to be commenced and completed by Mar '24
- Railway Siding – DPR and ESP has been approved by the railway for the total railway siding project. However, keeping in view the time required for land acquisition and meanwhile to facilitate plant operations, a good shed at Sagra railway station (around 24 km by road from the plant) was proposed by Shiva Cement and approved by railway authorities. Accordingly, construction of the good shed is expected to be initiated by Q1 FY24 and completed by Dec '23.
- OLBC – IPCOL and IDCO both have approved 22.80-acre land for the proposed OLBC and forwarded the file to the District administration for preparation of SIA report. Technical offers have been received from FLS, Beumer and Macmet for OLBC on EPC mode excluding civil jobs. Technical evaluation is under progress.

7. 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, 2023 namely JSW Cement Limited. The net worth of JSW Cement Limited as on 31.03.2023 is ₹ 2,341.52 crores.

8. 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.

9. Credit Rating

During the year, the Company's credit rating was CRISIL A+(CE)/Stable (reaffirmed) rating on the long term bank facilities of Shiva Cement Limited (SCL) by CRISIL.

10. Extract of Annual Return:

Pursuant to Section 92(3) read with section 134(3) (a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company and is accessible at the website of the Company at www.shivacement.com.

11. Share Capital:

The Company's Authorised Share Capital during the financial year ended March 31, 2023, remained at ₹280,00,00,000 (Rupees Two Hundred Eighty crores only) comprising of ₹ 80,00,00,000 (Rupees Eighty crores only) equity share capital divided into 40,00,00,000 (Forty Crore) Equity Shares of ₹ 2/- (Rupee Two only) each; and ₹200,00,00,000 (Rupees Two Hundred crore only) preference share capital divided into 2,00,00,000 (Two crores) Preference Shares of ₹100/- (Rupees Hundred Only) each.

The Company's paid-up equity share capital remained at ₹13,900 lakhs comprising of 1950 lakh Equity shares of ₹ 2/- (Rupee Two only) each amounting to ₹ 3900 crores and One crore 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹100 (Rupee Hundred only) each amounting to ₹ 100 crores (Rupees Hundred crore only).

12. Committees of Board

The Company has constituted various Committees of the Board as required under the Companies Act, 2013 and the Listing Regulations. For details like composition, number of meetings held, attendance of members, etc. of such Committees, please refer to the Corporate Governance Report which forms a part of this Annual Report.

13. Board Meeting

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

During the year under review, the Board of Directors have met five times on 21.04.2022, 12.05.2022, 27.07.2022, 21.10.2022 and 20.01.2023. 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.

14. Disclosure Under Reg 32 (7A) of the SEBI(LODR) Regulations, 2015

No funds were raised by the Company through Preferential allotment or by way of a Qualified Institutions Placement during the F.Y 2022-23.

15. Compliance with Secretarial Standards

During the year under review, the Company has complied with Secretarial Standards 1 and 2, issued by the Institute of Company Secretaries of India.

16. Directors' Responsibility Statement

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

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

b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;

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

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

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

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

17. Declaration of Independence of Directors

The Company has received necessary declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. In terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have enrolled themselves on the Independent Directors' Databank as on the date of this Report and will undergo the online proficiency self-assessment test within the specified timeline unless exempted under the aforesaid Rules.

18. Auditors and Auditor's Report:

A. Statutory Auditors and Auditor Report:

Members of the Company at the 36th AGM held on September 12, 2022, approved the re-appointment of, M/s. Shah Gupta & Co, Chartered Accountants (Firm

Registration No. 109574W), as the statutory auditors of the Company for a term of five years to hold office commencing from the conclusion of the 36th AGM until the conclusion of 41st AGM of the Company to be held in the calendar year 2027.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report for the year under review does not contain any qualification, reservation, adverse remark, or disclaimer.

B. Secretarial Auditors and Secretarial Audit

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 had appointed M/s. Sunil Agarwal & Co., Practicing Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Report of the Secretarial Audit Report in Form No. MR- 3 is appended as Annexure A. The report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

C. Reporting of Frauds by Auditors

During the FY 2022-23, neither the Statutory Auditors nor the Secretarial Auditor have reported to the Audit Committee of the Board, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

19. Listing with Stock Exchanges

The Company is listed on Bombay Stock Exchange Limited (BSE), Mumbai. The annual listing fees for the year 2022-23 have been paid to the Stock Exchange where the Company's share are listed.

20. Consolidated Financial Statements

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

21. 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.

22. 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.

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

During the year under review, the Company revised its Policy on Materiality of Related Party Transactions as also Dealing with Related Party Transactions, in accordance with the amendments to applicable provisions of law / Listing Regulations.

The Company's Policy on Materiality of Related Party Transactions as also Dealing with Related Party Transactions, as approved by the Board, is available on the website of the Company at the link: www.shivacement.com.

During the year under review, all other contracts / arrangements / transactions entered into during the financial year 2022-23 by the Company with Related Parties were in the ordinary course of business and on an arm's length basis. Related Party Transactions which are in the ordinary course of business and on an arm's length basis, of repetitive nature and proposed to be entered into during the financial year are placed before the Audit Committee for prior omnibus approval. A statement giving details of all Related Party Transactions, as approved, is placed before the Audit Committee for review on a quarterly basis.

The Company has developed a framework for the purpose of identification and monitoring of such Related Party Transactions. The details of transactions / contracts / arrangements entered into by the Company with Related Parties during the financial year under review are set out in the Notes to the Financial Statement. The disclosure in Form AOC-2 is attached as Annexure B to this Report

24. Change in nature of business

During the financial year under review, there has been no change in the nature of business of the Company.

25. Material changes and commitment 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.

26. 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.

27. Disclosure related to policy

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

The Company has formulated, amongst other, the Policies on the Directors', KMP & other employees' appointment including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under sub-section (3) of Section 178 of the Act. The salient features of the Remuneration Policy forms part of Corporate Governance Report and detailed policy has also been published on the website www.shivacement.com.

B. Risk Management Policy

Your Company in line with its business plan and risk appetite, has adopted a robust Risk Management Policy, to identify, assess, monitor and address the full spectrum of risks applicable and mitigate & manage such risks, including the combined impact of those risks. The policy has been drafted in line with the Company's business operations with an objective to develop a 'risk intelligent' culture that drives informed decision making and builds resilience to adverse developments while ensuring that opportunities are exploited to create value for all stakeholder. The Company has constituted a Risk Management Committee in accordance with the requirements of SEBI Listing Regulations to, inter alia, monitor the risks and their mitigating actions. Risks related to internal controls, compliances & systems are reviewed in detail by the Audit Committee. All risks including investment risks are reviewed in the meetings of the Board of Director.

C. Dividend Distribution Policy

In terms of the provisions of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), your Company has formulated and adopted a Dividend Distribution Policy, which is available on the Company's website and can be accessed at www.shivacement.com.

D. 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. Therefore, the details about the initiatives taken by the Company on Corporate Social Responsibility during the year under review have not been appended as Annexure to this Report.

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.

28. 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.

29. 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.

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.

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.

30. 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.

31. 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.

32. Cost Record:

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

33. Directors and Key Managerial Personnel:

Appointment/Resignation of Director

Mr. Jagdish Toshniwal (DIN- 01539889) has been appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 21st April, 2022.

Mr. Sanjay Sharma (DIN-02692742), has been appointed as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 21st October 2022.

Mr. Bimal Kumar Mangaraj (DIN- 01326783), Non-Executive Independent Director of the Company has completed the second term of office on 31st March, 2023 and consequently he also ceased to be on the Board upon completion of his term as an Independent Director of the Company with effect from close of business hours of 31st March, 2023.

There were no changes in Key Managerial Personnel during the year under review.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Act, read with rules made there under and Articles of Association of the Company, 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.

Resignation of Independent Director

Mr. Sanjay Sharma, Non-Executive Independent Director of the Company resigned from the Company with effect from 27th April 2022 and confirmed that there are no other material reasons for his resignation other than those mentioned in his resignation letter.

34. 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.

35. 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.

36. 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.

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.

Further in terms section 197 of the Companies act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the period under review there is no increase in sitting fees paid to the Independent Directors of the Company, the Whole-time Director of the Company gets a remuneration of ₹ 1 per month. The Chief Financial Officer & Company Secretary of the Company does not get any remuneration from the Company as they are deputed by JSW Cement Limited, Holding Company.

38. 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.

39. 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.

40. 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.

41. IBC Code and One-time Settlement

There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code). There has not been any instance of one-time settlement of the Company with any bank or financial institution.

42. Other Disclosures

In terms of applicable provisions of the Act and SEBI Listing Regulations, your Company discloses that during the financial year under review:

i. there was no Scheme for provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

ii. there was no public issue, rights issue, bonus issue or preferential issue, etc.

iii. there was no transfer of unpaid or unclaimed amount to Investor Education and Protection Fund (IEPF).

iv. AUDIT COMMITTEE

Pursuant to the reconstitution of the Audit Committee by the Board in its meeting held on 21.10.2022, the Audit Committee comprises of four Non-Executive Independent Directors and one Executive Director.

Mr. Bimalkumar Mangaraj is the Chairman of the Audit Committee (upto 31st March 2023). The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. There are no recommendations of the Audit Committee that have not been accepted by the Board.

43. 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.

44. 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 Directors
Shiva Cement Limited

Date: 16.05.2023
Place: Kutra, Sundargarh

Manoj Kumar Rustagi
Whole-Time Director
DIN:07742914

Rajendra Prasad Gupta
Director
DIN: 01325989

ANNEXURE- A

Form No. MR-3

Secretarial Audit Report

For the Financial Year Ended 31st March 2023

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

To
The Members

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHIVA CEMENT LIMITED** (hereinafter called "the Company"). **CIN NO. 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, 2023 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 31st March, 2023 according to the provisions of:

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

(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')

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; not applicable during the period under review

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable as the Company has not issued any debt instruments during the period of Audit;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; not applicable during the period under review

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 are not applicable as the Company has not bought back any shares during the period of Audit and

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) All relevant laws applicable to the Company as provided by the management hereunder:

a. Cement Quality Control (Order), 2003

b. Mines Act, 1952 and the rules made thereunder

c. Mines and Minerals (Development and Regulation) Act, 1957 and the rules made thereunder

d. Air (Prevention and Control of Pollution) Act, 1981

e. The Water (Prevention and Control of Pollution) Act,1974

f. The Environment (Protection) Act, 1986 and Rules made thereunder;

g. Hazardous waste Management Rules, 2016

h. The Factories Act 1948

i. Employees' Provident Fund Scheme, 1952 & Rules Made there under;

j. Odisha State Profession Tax Act 1975 & Rules made there under;

ANNEXURE TO THE DIRECTORS' REPORT

k. The Payment of Bonus Act, 1965;

l. The Payment of Gratuity Act, 1972;

m. The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Rules, 2013 and;

n. GST Act and Rules made there under.

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

(i) Secretarial Standards I & II issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreements entered into by the Company with:

(a.) BSE Limited

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, Women Directors and Independent Directors. Changes in composition of the Board of Directors took place during the period under review

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that

1. During the period under review the operation of the plant has been resumed on trial basis and the company has received consent to operate from state pollution control Board, Odisha for production of 0.66 MTPA clinker and 9 MW WHR (Waste Heat Recovery)

2. Mr. Bimal K. Mangaraj Non-Executive Independent Director of the Company has completed the second term of office with effect from close of business hours of 31st March, 2023 and not eligible for re appointment in the company.

3. M/s. Shah Gupta & Co., Chartered Accountants, Mumbai, Firm Registration No. 109574W, as Statutory Auditors of the Company for a second term was re-appointed of 5 (five) consecutive years, to hold office from the conclusion of this 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors of the Company.

4. The Company has changed its Registrar and Share Transfer Agent from Niche Technologies Private Limited to KFin Technologies Limited wef 23rd November 2022.

5. Mr. Sanjay Sharma (DIN: 02692742) vide the letter dated 27th April 2022 has tendered his resignation as Non-Executive Independent Director of the Company with effect from 27th April 2022 along with his membership in various Committees, where he is a member. Mr. Sanjay Sharma was re-appointed as an Independent Director of the Company wef 21.10.2022.

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

For **SUNIL AGARWAL & CO.**
Company Secretaries

SUNIL AGARWAL
(Proprietor)
FCS No. 8706
COP. No. 3286
UDIN number: F008706E000312812
Peer review Unit No. 788/2020

Place: MUMBAI
Date: May 16, 2023

ANNEX-A TO THE SECRETARIAL AUDIT REPORT

To
The Members
SHIVA CEMENT LIMITED,
Telighana, PO: Birangatoli, Tehsil-Kutra,
District-Sundargarh
ODISHA-770018

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records 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 obtained reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, we believe that the processes and practices, we followed provide are reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company and may be relied up on the statutory report provided by the Statutory Auditors as well as Internal Auditor of the company for the financial year ending 31 March, 2023

4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provision 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 liability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **SUNIL AGARWAL & CO.**
Company Secretaries

SUNIL AGARWAL
(Proprietor)
FCS No. 8706
COP. No. 3286
UDIN number: F008706E000312812
Peer review Unit No. 788/2020

Place: MUMBAI
Date: May 16, 2023

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE- B

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 37(g) B. 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	Sale of various goods such as : sale of clinker, assets & inventories etc.*		NIL
	Purchase of Goods/Services	Yearly	Purchase various goods: such as assets, stores and spares, fuel and availing or rendering of services*	25th March 2022	NIL
	Loan Received	Long Term	The Company has taken unsecured loan from JSW Cement Limited for an aggregate value not exceeding INR 700 crores**	27th July 2022	NIL

*Approved by the shareholders vide Postal Ballot passed on 6th May 2022.

**Approved by the shareholders at Annual General Meeting held on 12th September 2022.

For and on behalf of the Board
Shiva Cement Limited

Manoj Kumar Rustagi
Whole-Time Director
DIN:07742914

Rajendra Prasad Gupta
Director
DIN: 01325989

Date: 16.05.2023
Place: Kutra, Sundargarh

ANNEXURE- C

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

The disclosures required to be made under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is as follows:

A. Conservation of Energy

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

1. Installation of medium voltage variable frequency drives ('MVVFD') & low voltage variable frequency drives ('LVVFD') for process fans across the plant.
2. Installation of LVVFD in Plant compressors.
3. Installation of high efficiency (IE3) motors across the plant.
4. Installation of LED Lights at Plant and Colony at various location across all plants.
5. Optimization of energy consumption in kiln shell cooling fans in semi auto operation.
6. Reduction in energy saving through the optimization in air requirement of bag filter fans through the operation in DP mode.
7. Plant lighting operation through the DCS as per the day/seasonal/local sunrise and sunset timing.
8. Reduction in energy consumption through the reduction in idle running in plant process circuit.

(b) The capital investment energy conservation equipment: Capex ~

1. Power saving in by installing VFD, LVFD & MVVFD
2. Installation made for increasing utilization of wet / conditioned fly ash
3. Fibre Reinforced Plastic (FRP) blade fan installed for WHRS

(c) Steps taken for alternate source of utilisation:

1. Utilization Wet Fly ash of 4079MT.

B. Technology Absorption

(a) Efforts made towards Technology Absorption:

1. Installation of high-level control to improve productivity of kiln
2. Completely Automated Robolab alongwith automated sample collection system installed and commissioned.

(b) Information regarding Technology Imported during period Apr'22 – Mar'23: NIL

(c) Benefits derived (Cost reduction, product improvement/ improvement, Import substitution):

NIL

C. There is no major Expenditure for R&D for the period of Apr'22 – Mar'23, as various projects were executed.

D. Foreign Exchange Earnings and Outgo

	₹ lakhs
Foreign Exchange earned	-
Foreign exchange outgo	749.58

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2022-23

(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 is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our philosophy on Corporate Governance is founded upon a strong culture and legacy of its value system. We are committed to continuously adopt and adhere to the best governance practices, ensuring we remain a value-driven organisation and develop a corporate culture that recognises and rewards adherence to ethical standards and good governance practices with appropriate disclosures and transparency. We consider our Corporate Governance philosophy as an essential element of business, which helps the Company to fulfil its responsibilities towards all its stakeholders. At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the management and the Board. We believe that the imperative for good Corporate Governance lies not merely in drafting codes for Corporate Governance but in practicing and implementing the same in spirit.

The Company constantly endeavours to follow the Corporate Governance Guidelines/Policies and best practices sincerely and disclose the same transparently. We ensure that we evolve and follow not just the stated Corporate Governance Guidelines/Policies, but also global best practices. We are in compliance with Corporate Governance requirements as contained in Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), details of which are given below.

2. Board of Directors

i. Composition:

As on March 31, 2023, the Board comprises of 7 Directors with rich and varied experience in their respective fields:

Name of the Directors	Position
Executive	
Mr. Manoj Kumar Rustagi	Whole Time Director
Non-Executive Non- Independent	
Mr. Rajendra P. Gupta	Director
Mr. Narinder Singh Kahlon	Director
Non-Executive Independent	
Mr. Jagdish Toshniwal	Director
Mr. Bimal.K. Mangaraj	Director
Ms. Sudeshna Banerjee	Director
Mr. Sanjay Sharma	Director

Notes:

- Independent Director means a Director as defined under Regulation 16(1)(b) of the SEBI (LODR) Regulations.

Resignation of Independent Director:

Mr. Sanjay Sharma, Non-Executive Independent Director of the Company resigned from the Company with effect from 27th April 2022 and confirmed that there are no other material reasons for his resignation other than those mentioned in his resignation letter.

ii. Meetings and attendance record of each Director:

During the Financial Year 2022-23, Five Board Meetings were held and the gap between two meetings did not exceed four months.

No. of	Date of Meeting	No.of Directors present
1	21-04-2022	5 out of 6
2	12-05-2022	5 out of 6
3	27-07-2022	6 out of 6
4	21-10-2022	6 out of 6
5	20-01-2023	6 out of 7

Details of attendance of the Directors at the Board Meetings and the Annual General Meeting ('AGM') held during the year ended March 31, 2023, other Directorships and Committee Chairmanships and Memberships held by the Directors of the Company as at March 31, 2023 are as follows:

Name of Director	Category	No. of Equity Shares held	Attendance Details		No. of Directorships and Committee (#) Memberships/Chairmanships in Indian Public Limited Companies (excluding Shiva Cement Limited)		
			Board Meetings	36th AGM held on 12th September 2022 (Y/N)	Other Directorships	Other Committee Chairmanships	Other Committees Memberships
Mr. Manoj Kumar Rustagi	Whole-Time Director	100	5	Yes	3	-	-
Mr. Rajendra P. Gupta	Non-Independent Non-Executive Director	13,447	4	Yes	2	-	-
Mr. Narinder Singh Kahlon	Non-Independent Non-Executive Director	-	3	Yes	3	-	-
Mr. Jagdish Toshniwal**	Independent Director	-	4	Yes	-	-	-
Mr. Bimal.K. Mangaraj*	Independent Director	-	5 ##	Yes	-	-	-
Ms. Sudeshna Banerjee	Independent Director	-	5	Yes	1	-	-
Mr. Sanjay Sharma***	Independent Director	15,000	2 ##	NA#	-	-	-

Notes:

i. *Mr. Bimal K. Mangaraj Non-Executive Independent Director of the Company has completed the second term of office on 31st March, 2023 and consequently he ceased to be on the Board upon completion of his term as Independent Director of the Company with effect from close of business hours of 31st March, 2023.

ii. **Mr. Jagdish Toshniwal has been appointed as a Non-Executive Independent Director of the Company wef 21st April 2022.

iii. ***Mr. Sanjay Sharma Non-Executive Independent Director of the Company has stepped down with effect from 27th April 2022 and confirmed that there are no other material reasons for his resignation other than those mentioned in his resignation letter.

Further, Mr. Sharma was re-appointed as an Non-Executive Independent Director of the Company wef 21st October 2022.

iv. # not a Director at the time of the last AGM.

v. Only 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.

vi. Excludes membership of committees of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

vii. ## No. of Board Meetings indicated is with reference to date of joining/cessation of the Director.

Details of Other listed entities where the Directors of the Company are directors as on 31st March 2023 are as under:

Name of Director	Name of other Listed enities in which the conecrend Director is a Director	Category of Directorship
Mr. Rajendra P. Gupta	M/s. Bloom Industries Limited	Non-Executive Director

iii. Separate meeting of Independent Directors:

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 of the SEBI (LODR) Regulations, the Independent Directors of the Company held one meeting during the year on March 16, 2023, without the presence / attendance of Non-Independent Directors and Members of the Management. All four Independent Directors were present for the Meeting.

Opinion of the Board

The Board of Directors after due evaluation, have formed an opinion that the Independent Directors fulfil the conditions specified in the SEBI (LODR) Regulations and are independent of the Management.

iv. 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.

REPORT ON CORPORATE GOVERNANCE

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 volatil 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	Area of Expertise			
	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. Jagdish Toshniwal	✓	✓		✓
Mr. B.K. Mangaraj		✓		✓
Ms. Sudeshna Banerjee		✓		✓
Mr. Sanjay Sharma		✓		✓

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 Listing Regulations, majority of members being Independent Directors to enable independent and transparent review of financial reporting process and internal control mechanism with an objective to further strengthen the confidence of all stakeholders.

Terms of reference of Audit Committee:

The terms of reference of the Audit Committee cover all applicable matters specified under Regulation 18(3) and Part C of Schedule II of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 which inter alia include overseeing the Company's financial reporting process, recommending the appointment and removal of external auditors, fixation of audit fees and also approval for payment for any other services, reviewing with the management the financial statement before submission to the Board, to approve transactions of the Company with related parties and subsequent modifications of the transactions with related parties, reviewing adequacy of internal control systems, discussion with Internal Auditors of any significant findings and follow up there on, reviewing the findings of any internal investigations by the Internal Auditors, discussion with Statutory Auditors about the nature and scope of audit, etc. The Internal Auditor send internal audit reports directly to the Audit Committee.

Composition, Meetings and Attendance of the Audit Committee

During FY 2022-23, four meetings of the Audit Committee were held i.e. on April 21, 2022, July 27, 2022, October 21, 2022 and January 20, 2023.The intervening gap between two meetings did not exceed 120 (one hundred and twenty) days.

The details of the Audit Committee meetings attended by its members during the FY 2022-23 are given below:

Sr. No.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Bimal Kumar Mangaraj - Chairman (upto 31.03.2023)	Independent Director	4	4
2	Mr. Jagdish Toshniwal - Member*	Independent Director	3	3
3	Mr. Sanjay Sharma - Member**	Independent Director	2	2
4	Ms. Sudeshna Banerjee - Member	Independent Director	4	4
5	Mr. Manoj Kumar Rustagi - Member	Whole-time Director	4	4

* Mr. Jagdish Toshniwal was appointed as the member of the Audit Committee in the Board Meeting held on 21st April 2022

**Ceased to be the member of the Audit Committee wef 27.04.2022. Further, Mr. Sharma was re-appointed as the member of the Audit Committee in the Board Meeting held on 21st October 2022

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.

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, all the members of the Committee were Non-Executive Directors majority being Independent Director. The Company Secretary acts as the Secretary of the Committee.

The broad terms of reference of the Nomination and Remuneration Committee's, inter alia, include the following:

- to formulate the policy for determining qualifications, positive attributes, remuneration and independence of a director, KMP, senior management and other employees;
- to identify persons who are qualified to become directors, KMP and senior management and to recommend to the Board their appointment and removal;
- Devising a policy on diversity of board of directors;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommend to the board, all remuneration, in whatever form, payable to senior management;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;

Composition, Meetings and Attendance of the Nomination & Remuneration Committee

During FY 2022-23, two meetings of the NRC were held i.e. on April 21, 2022 and October 21, 2022.

The details of the NRC meetings attended by its members during FY 2022-23 are given below:

Sr. No.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Sudeshna Banerjee - Chairman (wef 20.01.2023)	Independent Director	2	2
2	Mr. Jagdish Toshniwal - Member*	Independent Director	NA	NA
3	Mr. Bimal Kumar Mangaraj - Member (upto 31.03.2023)	Independent Director	2	2
4	Mr. Narinder Singh Kahlon - Member	Non-Executive Director	2	1

*Mr. Jagdish Toshniwal was appointed as the member of the Nomination and Remuneration Committee in the Board Meeting held on 20th January, 2023

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 Non-Executive Director & Independent Directors. The

REPORT ON CORPORATE GOVERNANCE

Company pays sitting fees to Independent Director, Non-Executive Women Director at the rate of ₹ 25,000/- for each Board meeting attended and ₹ 15,000/- for each committee meeting attended. Sitting fee paid to to the Directors for the year ended 31st March, 2023 is as follows:-

S. No.	Name	Sitting Fees Paid (₹ In Lakhs)
1.	Mr. Jagdish Toshniwal, Independent Director	2.35
2.	Mr. Bimal K. Mangaraj, Independent Director	2.15
3.	Ms. Sudeshna Banerjee, Independent Director	3.05
4.	Mr. Sanjay Sharma, Independent Director	1.10

Performance Evaluation :

The Performance Evaluation of all the Directors was performed according to provisions of Section 178 of the Companies Act, 2013 and as per Part D of Schedule II of SEBI (LODR) Regulations in a systematic manner and there were no observations with respect to Board Evaluation carried out in previous year and also in the year under review.

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 Listing Regulations. The Stakeholder Relationship Committee comprises of four members as on 31st March 2023.

Terms of Reference:

The broad terms of reference of the Stakeholder/ Investors' Grievance Committee, inter alia, include the following:

- Relating to 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.
- 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.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

Composition, Meetings and Attendance of the Stakeholders Relationship Committee

During FY 2022-23, the Committee met once i.e. on 20th January 2023.

The details of the Stakeholders Relationship Committee meeting attended by its members during FY 2022-23 are given below:

Sr. No.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Rajendra Prasad Gupta - Chairman	Non-Executive Director	1	1
2	Mr. Narinder Singh Kahlon - Member	Non-Executive Director	1	1
3	Mr. Manoj Kumar Rustagi - Member	Whole-Time Director	1	1
4	Mr.Jagdish Toshniwal - Member*	Independent Director	1	1
5	Mr. Sanjay Sharma - Member (upto 27.04.2022)	Independent Director	NA	NA

* Mr. Jagdish Toshniwal was appointed as the member of the Stakeholder Relationship Committee in the Board Meeting held on 21st April 2022.

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 31.03.2023: NIL

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

No. of pending Complaints as on 31.03.2023: NIL

6. Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee (CSR) comprises of the 3 members namely: Ms. Sudeshna Banerjee, Independent Director, Mr. Manoj Kumar Rustagi, Whole-Time 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 broad terms of reference of the CSR Committee, inter alia, include the following :

- undertake CSR activities through a registered Trust or a registered society or a company established by the company or its holding or subsidiary or associate company under section 8 of the Act;
- collaborate with another company for undertaking projects or programs or CSR in a manner that respective companies will report separately on such projects or programs;
- recommend the amount of expenditure to be incurred on the activities;
- monitoring and reporting mechanism for utilization of funds on such projects and programs;
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company.

Composition, Meetings and Attendance of the Corporate Social Responsibility Committee

During FY 2022-23, the Committee met once i.e. on 21st April, 2022.

The details of the CSR meeting attended by its members during FY 2022-23 are given below:

Sr. No.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Ms. Sudeshna Banerjee - Chairperson (wef 13th April, 2022)	Non-Executive Director	1	1
2	Mr. Narinder Singh Kahlon - Member	Non-Executive Director	1	-
3	Mr. Manoj Kumar Rustagi - Member	Whole-Time Director	1	1

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 broad terms of reference of the Finance Committee, inter alia, include the following :

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 ₹ 400 crores.

b) 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.

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

d) 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.

e) 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 Authorities and also to accept, enter into and sign any compromise in relation to the direct or indirect tax matters.

f) 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.

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The Committee met twice during the year on 22.06.2022 and 14.11.2022, in which all the Committee members attended the meeting.

8. Project Review Committee:

The broad terms of reference of the Project Review Committee, inter alia, include the following:

- 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 review new strategic initiatives.
- 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 authorize any person as authorized signatory to initial, sign, execute all documents, papers, instruments with relation to and during the bidding and tendering process.

Composition, Meetings and Attendance of the Project Review Committee:

During FY 2022-23, five meetings of Project Review Committee were held i.e. on April 21, 2022, May 12, 2022, July 27, 2022, October 21, 2022 and January 20, 2023.

The details of the Project Review Committee meeting attended by its members during FY 2022-23 are given below:

Sr. No.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Rajesh Prasad Gupta - Chairman	Non-Executive Director	5	4
2	Ms. Sudeshna Banerjee - Member	Independent Director	5	5
3	Mr. Manoj Kumar Rustagi - Member	Non-Executive Director	5	5
4	Mr. Sanjay Sharma - Member*	Independent Director	2	2
5	Mr. Jagdish Toshniwal-Member**	Independent Director	4	4

* Ceased to be the member of the Project Review Committee w.e.f. 27.04.2022. Further, Mr. Sharma was re-appointed as the member of the Project Review Committee in the Board Meeting held on 21st October 2022

**Mr. Jagdish Toshniwal was appointed as the member of the Project Review Committee in the Board Meeting held on 21st April 2022

9. Risk Management Committee:

The Risk Management Committee constituted on 21st April 2022 comprises of the four members as on 31st March 2023. The broad terms of reference of the Risk Management Committee, inter alia, include the following:

- ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

Composition, Meetings and Attendance of the Risk Management Committee:

During FY 2022-23, two meetings of Risk Management Committee were held i.e. on April 21, 2022, and March 16, 2023.

The details of the Risk Management Committee meeting attended by its members during FY 2022-23 are given below:

Sr. No.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Jagdish Toshniwal – Chairman (wef 20.01.2023)	Non-Executive Director	2	2
2	Mr. Narinder Singh Kahlon–Member	Independent Director	2	1
3	Mr. Manoj Kumar Rustagi– Member	Non-Executive Director	2	2
4	Mr. Sanjay Sharma–Member (wef 20.01.2023)	Independent Director	1	1

10. 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 Resolutions
36th	September 12, 2022	12:00 PM	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	No Special Resolutions were passed
35th	September 23, 2021	11:00 AM	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	No Special Resolutions were passed
34th	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 Indepenednt Director.

b. Extra-ordinary General Meeting:

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

EGM	Date	Time	Venue	Particulars
	June 21, 2021	11:30 A.M	Through Video Conference	i. Shifting of Registered office of the Company
	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

Special Resolutions passed through Postal Ballot during 2022-23:

During the year, the following special resolutions were passed through Postal Ballot:

i. The following special resolution was passed through postal ballot process vide Postal Ballot notice dated 10th June 2022

Appointment of Mr. Jagdish Chandra Toshniwal (DIN-01539889) as an Independent Director of the Company

Votes in favour of the resolutions		Votes against the resolutions	
No. of Votes	% of total votes	No. of Votes	% of total votes
7,08,505	96.54%	25,386	3.46%

In accordance with General Circular Nos. 14/2020 dated 8.04.2020 and 17/2020 dated 13.04.2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23.06.2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), resolution was proposed to be passed by means of Postal Ballot, only by way of remote e-voting process ("e-voting"). The Company had engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

Mr. Sunil Agarwal & Co., Practicing Company Secretary, (Membership No. FCS 8706, CP No. 3286) acted as the 'Scrutiniser' to conduct the postal Ballot /e-voting process in a fair and transparent manner.

In accordance with the MCA Circulars, the Company has dispatched the Postal Ballot Notice, electronically to all the members whose e-mail addresses were registered with the Company or with the depositories/ depository participants or with the Company's Registrar and Transfer Agent i.e. Niche Technologies Pvt Ltd and whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited on Friday, June 3, 2022, being the cut-off date, considered for the purposes of remote e-voting.

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Instructions for voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, were explained in the Postal Ballot Notice.

Members exercised their vote(s) by e-voting during the period from Sunday, June 12, 2022, at 9.00 a.m. IST and end on Monday, July 11, 2022, at 5.00 p.m. IST. The Scrutiniser submitted his report on 12.07.2022, after the completion of scrutiny and result of the e-voting was announced on the same day. The said resolutions were passed with requisite majority. Voting result of postal ballot is available on the website of the Stock Exchange and website of the Company.

ii. The following special resolution was passed through postal ballot process vide Postal Ballot notice dated 21st October 2022

Appointment of Mr. Sanjay Sharma (DIN: 02692742) as an Independent Director of the Comany

Votes in favour of the resolutions		Votes against the resolutions	
No. of Votes	% of total votes	No. of Votes	% of total votes
11,60,34,678	99.9958%	4,812	0.0042%

In accordance with General Circular Nos. 14/2020 dated 8.04.2020 and 17/2020 dated 13.04.2020 read with other relevant circulars, including General Circular No. 10/2021 dated 23.06.2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), resolution was proposed to be passed by means of Postal Ballot, only by way of remote e-voting process ("e-voting"). The Company had engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

Mr. Sunil Agarwal & Co., Practicing Company Secretary, (Membership No. FCS 8706, CP No. 3286) acted as the 'Scrutiniser' to conduct the postal Ballot /e-voting process in a fair and transparent manner.

In accordance with the MCA Circulars, the Company has dispatched the Postal Ballot Notice, electronically to all the members whose e-mail addresses were registered with the Company or with the depositories/depository participants or with the Company's Registrar and Transfer Agent i.e. KFin Technologies Limited ("KFin") and whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited on Friday, December 9, 2022, being the cut-off date, considered for the purposes of remote e-voting.

Instructions for voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, were explained in the Postal Ballot Notice.

Members exercised their vote(s) by e-voting during the period from Saturday, December 17, 2022 (9.00 a.m. IST) to Monday, January 16, 2023 (5.00 p.m. IST). The Scrutiniser submitted his report on 17.01.2023, after the completion of scrutiny and result of the e-voting was announced on the same day. The said resolutions were passed with requisite majority. Voting result of postal ballot is available on the website of the Stock Exchange and website of the Company.

Whether any resolutions are proposed to be conducted through postal ballot:

There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing of a resolution through postal ballot. If required special resolutions shall be passed by Postal Ballot during the year 2023-24.

11. Loans and Advances in which Directors are interested.

The Company has not provided any loans and advances to any firms/companies in which Directors are interested.

12. Disclosures:

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

b. The Company has followed Indian Accounting Standards (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.

c. Details of information on appointment/ reappointment of Directors: A brief resume, nature of expertise in specific functional areas, names of companies in which the person already holds directorship and membership of Committees of the Board of Directors appears in the Notice of the Annual General Meeting, which forms part of this Annual Report. The Company has laid down procedures to inform Board members about the risk assessment and minimisation process which are periodically reviewed.

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

e. Related Party Transactions Policy: As required under Regulation 23 of the SEBI (LODR) Regulations, the Company has formulated a Policy on dealing with Related Party Transactions which has been disclosed on the website of the Company at http://www.shivacement.com

f. Familiarisation Programme: The Company has conducted the Familiarisation Program for Independent Directors. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company at http://www.shivacement.com

g. 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.

The Board of Directors of the Company have laid down a "Code of Conduct" applicable to the Board Members and Senior Management Executives. The Code has been posted on the Company's website (www.shivacement.com). A declaration by the Whole Time Director & CFO affirming the compliance of the Code of Conduct for Board Members and Senior Management Executives forms part of the Annual Report.

h. As per the requirement of Schedule V of the SEBI (LODR) Regulations, the Whole Time Director & CFO of the Company has furnished the requisite declaration to the Board of Directors of the Company.

i. The Company has adopted a risk management framework to identify risks and exposures to the organization, to recommend risk mitigation and to set up a system to apprise the Board of Directors of the Company about the risk assessment and minimization procedure and their periodic review.

j. There were no instances of non-compliance with Stock Exchanges or SEBI regulations nor any penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

k. Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company follows an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The main objective of the Act is to provide:

- Protection against and Prevention of sexual harassment of women at workplace
- Redressal of complaints of sexual harassment

The Company as an equal employment opportunity provides and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place, if involving employees, is a grave offence and is, therefore, punishable.

Number of complaints received and resolved in relation to Sexual Harassment of Women at Workplace (Prevention, Protection, and Redressal) Act, 2013 during the year under review and their breakup is as under:

(a) No. of Complaints filed during the year ended 31.03.2023: NIL

(b) No. of Complaints disposed of during the financial year: NIL

(c) No. of pending Complaints as on 31.03.2023: NIL

l. Structured Digital Database for tracking of Insider Trading: PIT Regulations require 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 Limited has established an Insider Trading Tracking Platform by the name 'FINTRAKS'.

REPORT ON CORPORATE GOVERNANCE

m. Credit Rating

During the year, the Company's credit rating was CRISIL A+(CE)/Stable (reaffirmed) rating on the long term bank facilities of Shiva Cement Limited (SCL) by CRISIL.

n. Reconciliation of Share Capital Audit

Reconciliation of Share Capital Audit Report in terms of SEBI circular CIR/MRD/DP/30/2010 dated 6th September, 2010 and Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, confirming that the total issued capital of the Company is in agreement with the total number of equity shares in physical form and the total number of shares in demat form held with National Securities Depository Limited and Central Depository Services (India) Limited, is submitted on a quarterly basis to the Stock Exchanges where the equity shares of the Company are listed.

13. Means of Communication

Quarterly Results	The quarterly, half-yearly and yearly financial results of the Company are sent to stock exchanges on which the Company's shares are listed and also posted on the Company's website after they are approved by the Board of Directors. These are also published in the newspapers as per the provisions of the SEBI (LODR) Regulations.
Newspapers wherein results are normally published	The Financial Express (English language) Surya Prabha (Local language)
Website of the Company	www.shivacement.com
Whether it also displays official news releases	Yes, wherever applicable
The Presentations made to institutional investors or to the analysts	Will be complied with whenever applicable/ made.

14. Management Discussion & Analysis Report

The Management Discussion and Analysis Report (MDA) covering various matters specified under Schedule V of the SEBI (LODR) Regulations forms part of the Annual Report.

15. General Shareholder information:

a) AGM programme:

AGM d ate and time	25th September 2023 at 12:00 noon
Venue	The meeting will be held through video conferencing (VC) / Other Audio Visual Means (OAVM)
Equity shares listed at	Bombay Stock Exchange

b) Financial Calendar 2023-24 (tentative)

Annual General Meeting:

Board Meeting

Results for the quarter ending June 30, 2023	Last Week o f July '23
Results for the quarter ending Sep 30, 2023	Last Week of Oct '23
Results for the quarter ending Dec 31, 2023	Third Week of Jan '24
Results for the quarter ending Mar 31, 2024	Second Week of May'24

c) Dates of Book Closure:

Tuesday, 19th day of September, 2023 to Monday, 25th day of September, 2023.

d) Dividend Payment Date:

No dividend has been recommended for the financial year ended on 31st March 2023

e) Listing of Securities

i)	Scrip Code:		
ii)	Demat ISIN Numbers	Bombay Stock Exchange	532323
	In NSDL & CDSL	Equity Shares	INE555C01029

(Note: Annual listing fees for the year 2022-23 have been duly paid to Stock Exchanges)

16. 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-22	67.00	38.00
May-22	54.50	39.55
Jun-22	53.20	39.15
Jul-22	51.70	44.85
Aug-22	50.50	43.55
Sep-22	62.80	45.95
Oct-22	61.50	52.00
Nov-22	56.95	52.60
Dec-22	61.40	47.20
Jan-23	59.90	52.20
Feb-23	55.95	46.90
Mar-23	54.45	41.00

17. Registrar and Transfer Agents:

KFin Technologies Limited
Selenium Tower B, Plot 31-32, Gachibowli,
Financial District Nanakramguda,
Hyderabad - 500 032
Tel. No. 040 67161500
Fax No. 040 23001153
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

18. Share Transfer/Transmission System:

Share Transfer system:

Transfer of securities held in physical mode has been discontinued w.e.f. 01.04.2019. However, SEBI vide its various circulars / notifications granted relaxation for re-lodgement cases till 31.03.2021. In compliance with the circular, Re-lodgement of transfer requests was carried out till the validity period of Circular. Further, effective from 01.04.2021, Company / RTA is not accepting any requests for the physical transfer of shares from the shareholders.

Transmission System:

Requests for Transmission of Shares held in physical form can be lodged with KFin Technologies Limited "RTA" at the above mentioned address with all the documents along with duly filled ISR-4. The requests are normally processed within 15 days of receipt of the documents, provided that documents are in order. Shares under objection are returned within two weeks from the date of its receipt.

Pursuant to SEBI circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25.01.2022, SEBI has directed that listed companies shall henceforth issue securities in dematerialized form only while processing the Transmission request as may be received from the securities holder / claimant.

Accordingly, RTA to verify and process the service request and thereafter issue a "Letter of Confirmation" in lieu of physical securities certificate(s), to the securities holder /claimant within 30 days of its receipt of such request after removing objections, if any.

The letter of confirmation shall be valid for a period of 120 days from the date of its issuance, within which the securities holder / claimant shall make a request to the Depository Participants for dematerializing the said securities.

The RTA / Issuer Companies shall issue a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation, informing the securities holder and /claimant to submit the demat request as above in case no such request has been received by the RTA till the time.

19. 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, 2023, 19,41,45,875 equity shares representing 99.56% of the total paid up share capital of the Company are held by shareholders in electronic form.

DISTRIBUTION OF EQUITY SHARES (AS ON: 31/03/2023)

Distribution of Holding (NO. OF SHARES)

		Distribution of Shareholding as on 31/03/2023 (TOTAL)			
Sl. No.	**Category (Shares)**	**No. of Holders**	**% To Holders**	**No.of Shares**	**% To Equity**
1	1 - 500	33961	70.84	4304123	2.21
2	501 - 1000	5287	11.03	4113255	2.11
3	1001 - 2000	3717	7.75	5355849	2.75
4	2001 - 3000	1486	3.10	3746634	1.92
5	3001 - 4000	646	1.35	2312385	1.19
6	4001 - 5000	612	1.28	2917883	1.50
7	5001 - 10000	1084	2.26	8068387	4.14
8	10001 - 20000	588	1.23	8414643	4.32
9	20001 and above	561	1.17	155766841	79.88
	TOTAL:	**47942**	**100.00**	**195000000**	**100.00**

20. Shareholding Pattern

Category	No. of Shares	% of holdings
Equity Shares		
Promoters & Promoters Group	116191750	59.59
Financial Institutions & Banks	206083	0.11
NRI	2722951	1.40
Bodies Corporate	5474901	2.81
Public	67470014	34.60
Others (Clearing Member/Trusts)	2934301	1.50
Total	**195000000**	**100.00**
1% OPTIONALLY CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES		
Promoters	1,00,00,000	100%

REPORT ON CORPORATE GOVERNANCE

i)	**Plant Location**	Village: Telighana, Post : Biringatoli, Via - Kutra Dist.Sundargarh (Odisha)
ii)	**Correspondence Address**	Shiva Cement Limited Telighana Biringatoli Tehsil, Kutra District, Sundargarh Orissa-770018
iii)	**Any query on Annual Report**	The Share Department Shiva Cement Limited, Telighana Biringatoli Tehsil, Kutra District, Sundargarh Orissa-770018

21. 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.

22. Fees Paid to Auditors total fees for all services paid by the Company, on a consolidated basis, to the M/s. Shah Gupta & Co., Chartered Accountants Statutory Auditors of the Company are as follows:

Particulars	Amount- Rupees in Lakhs (Exclusive of taxes)
Audit fees (Standalone)	₹ 11,00,000
Tax Audit Fees	₹ 1,00,000
Out of Pocket Expenses	₹ 65,000
Total	**₹ 12,65,000**

Note: The Company has not paid any fees to any network firm/network entity of which the statutory auditors is part of.

23. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion dates and likely impact on equity

There are no GDRs / ADRs / Warrants or any other convertible instruments which are pending for conversion into equity shares.

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

No funds have been raised through any public issue of equity or debt in the form of public or rights or nor through preferential allotment or Qualified Institutional Placement as per the Regulation 32(7A) of SEBI (LODR) Regulations during the year under review.

25. Shares in the Suspense Account: NIL

26. 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 2022- 23 does not contain any modified audit opinion.

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

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.

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, 2023.

Certificates

(a) CFO of the Company has provided certification on financial reporting and internal controls of the Company to the Board of Directors as required under Regulation 17(8) of the Listing Regulations which is annexed herewith.

(b) The Company has obtained a Certificate from a Company Secretary in Practice pertaining to Directors as required under Schedule V of the Listing Regulations which is annexed herewith.

(c) The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as required under Schedule V of the Listing Regulations which is annexed herewith.

For **Shiva Cement Limited**

Date: 16.05.2023
Place: Kutra, Sundargarh

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

a) We have reviewed the financial statements, read with the cash flow statement of Shiva Cement Limited for the year ended 31st March 2023 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.

b) 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.

c) 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.

d) 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.

For **Shiva Cement Limited**

Date: 16.05.2023
Place: Kutra, Sundargarh

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, 2023 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. My 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 my opinion and to the best of my information and according to the explanations given to me 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, 2023.

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 **SUNIL AGARWAL & CO.**
Company Secretaries

SUNIL AGARWAL
(Proprietor)
FCS No. 8706
COP. No. 3286
UDIN number: F008706E000312889
Peer Review Unit No.: 788/2020

Place: MUMBAI
Date: May 16, 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

The Members of SHIVA CEMENT LIMITED

I 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 Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh Sundargarh. Odisha - 770018 (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, 2023 have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of Appointment in Company
01	RAJENDRA PRASAD GUPTA	01325989	12/08/1985
02	JAGDISH CHANDRA TOSHNIWAL	01539889	21/04/2022
03	SUDESHNA BANERJEE	01920464	23/04/2019
04	SANJAY SHARMA	02692742	21/10/2022
05	NARINDER SINGH KAHLON	03578016	28/02/2017
06	MANOJ KUMAR RUSTAGI	07742914	28/02/2017
07	*BIMAL KUMAR MANGARAJ	01326783	26/12/2002

*The tenure of Mr. Bimal Kumar Mangaraj, Independent Director ended at the close of the business hours of 31st March, 2023.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on 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.

for **SUNIL AGARWAL & CO.**
Company Secretaries

SUNIL AGARWAL
Proprietor
FCS NO. 8706
COP NO. 3286
UDIN number F008706E000312845
Peer review Unit No. 788/2020

PLACE: MUMBAI
DATE: 16/05/2023

INDEPENDENT AUDITORS' REPORT

To the Members of Shiva Cement Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Shiva Cement Limited ("the Company"), which comprise the balance sheet as at March 31, 2023, and the statement of Profit and Loss (including the statement of other comprehensive income), the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under sub-section (10) of Section 143 of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Material Uncertainty related to going concern

We draw attention to Note 37(i) to the financial statements which indicates that during the year ended March 31, 2023, the Company has incurred loss of ₹ 8,044.18 lakhs and as on March 31, 2023, the Company's accumulated loss is ₹ 22,234.76 lakhs resulting in erosion of net worth of the Company. The financial statements of the Company have been prepared on a going concern basis for the reason stated in the said note. The validity of the going concern assumption would depend upon the performance of the Company as per its future business plan. Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

The Key Audit Matter	How our audit addressed the key audit matter
Capital Expenditure in respect of property, plant and equipment and capital work-in-progress (as described in note 5 read with note 36 of the financial statements)	
The Company has incurred significant expenditure on capital projects, as reflected by the total value of additions in property plant and equipment and capital work-in-progress in notes 4 & 5 of the financial statements. The Company is in the process of executing projects for expansion of existing capacity. These projects take a substantial period of time to get ready for intended use. We considered Capital expenditure as a Key audit matter due to: • Significance of amount incurred on such items during the year ended March 31, 2023. • Judgement and estimate required by management in assessing assets meeting the/capitalisation criteria set out in Ind AS 16 Property, Plant and Equipment. • Judgement involved in determining the eligibility of costs including borrowing cost and other directly attributable costs for capitalisation as per the criteria set out in Ind AS 16 Property, Plant and Equipment.	Our audit procedures included the following: • We obtained an understanding of the Company's capitalisation policy and assessed for compliance with the relevant accounting standards. • We obtained understanding, evaluated the design and tested the operating effectiveness of controls related to capital expenditure and capitalisation of assets. • We performed substantive testing on a sample basis for each element of capitalised costs including inventory issued to contractors for the purpose of these projects and physical verification performed by management alongwith reconciliation and directly attributable cost, including verification of underlying supporting evidence and understanding nature of the costs capitalised. • In relation to borrowing costs we obtained the supporting calculations, verified the inputs to the calculation and tested the arithmetical accuracy of the model. • We obtained understanding on management assessment relating to progress of projects and their intention to bring the asset to its intended use.
Provision for Mines Restoration - Refer to the accounting policies in Note 2(J) to the financial statements: Provision for mine restoration; Note 3(ii) and 21 to the financial statements: use of estimates and judgements - determination of provision for mine restoration to the financial statements.	
The provision for Mines Restoration relates to mines located at Khaturbahal (Kutra District). The calculation of the provisions requires significant management's judgement because of the inherent complexity in estimating future costs. These costs are provided at the present value of expected costs to settle the obligation using estimated cash flows. The provisions are subject to the effects of any changes in local regulations, Management's expected approach to decommissioning and discount rates. The provision for Mines Restoration was identified as a key audit matter due to the significance of the Management's judgement involved in the determination of forecasted closure and restoration costs, life of mines and discount rate.	In evaluating the reasonability of provisions for closure and restoration costs, we performed detailed assessment of the Management's assumptions. Our audit procedures included the following: • As at March 31, 2023, we reviewed the assumptions used by the Management in their calculations and verified the calculations and assessed the assumptions used. • We verified the arithmetical accuracy of the provision based on the assumptions used by the Management for the discount rates, areas to be rehabilitated, the nature of expenses to be incurred (i.e. related to asset or expense). We assessed the competence of the work of the Management's expert, who produced the cost estimates.

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

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Board of directors for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in sub-section (5) of Section 134 of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and financial performance including other comprehensive income, change in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under clause (i) of sub-section (3) of Section 143 of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of Management's and Board of Directors use of the going concern basis of accounting in preparation of financial statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by sub-section (3) of Section 143 of the Act, we report that:

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

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

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

   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.

   f) The going concern matter described under material uncertainty related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

   g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   h) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act.

   i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule (11) of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements – Refer Note 37 (a) of the financial statements;

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

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

      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall,

      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
      - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

      (b) The Management has represented that, to the best of its knowledge and belief, no funds (which are either material either individually or in aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall,

      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
      - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

      (c) Based on the audit procedures that have been considered reasonable and appropriate on the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause (a) and (b) contain any material misstatement.

      v. The Company has not declared and paid any dividend during the year.

      vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11 (g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

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

Heneel K. Patel
M. No.: 114103
Unique Document Identification Number
(UDIN) for this document is: 23114103BGYHJU5330

Place: Mumbai
Date: May 16, 2023

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

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

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

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

(c) The title deeds of immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in note 4 to the financial statements included in property, plant and equipment are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated during the year or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory by the Management, as compared to book records were not material and have been appropriately dealt with in the books of account. No discrepancies of 10% or more in aggregate for each class of inventory were noticed in respect of such physical verification.

(b) During the year, the Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate from banks and financial institutions and accordingly, the question of our commenting on whether the quarterly returns or statements are in agreement with the unaudited books of account of the Company does not arise.

(iii) The Company has not made investment in, provided any guarantee or security or granted any loans and advances in nature of loans, secured or unsecured to companies, firms, limited liability partnerships, or other parties during the year. Accordingly, reporting under clause 3 (iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.

(iv) The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Accordingly, reporting under clause 3 (iv) of the Order are not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, reporting under clause 3 (v) of the Order is not applicable to the Company.

(vi) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the services rendered by the Company. Accordingly, reporting under clause 3 (vi) of the Order is not applicable.

(vii) (a) According to the information and explanations given to us, and the records of the Company examined by us, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, service tax, goods and service tax, cess and other material statutory dues applicable to it. According to the information and explanations given to us, there are no undisputed amounts payable in respect of income tax, service tax, goods and service tax, cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable except given below:

Name of the Statue	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates
Odisha VAT Act, 2004	Interest on VAT	28.75	2014-15
	Interest on VAT	4.94	2015-16
Orissa Entry Tax Act, 1999	Interest on Entry Tax	0.59	2014-15
	Interest on Entry Tax	2.14	2015-16
	Interest on Entry Tax	0.14	2016-17
Orissa Employee State Insurance (ESI) Act, 1948	Interest on ESI	0.01	2011-12
	Interest on ESI	0.02	2012-13
	Interest on ESI	0.08	2013-14
	Interest on ESI	0.25	2014-15
	Interest and Penalty on ESI	2.60	2015-16
	Interest and Penalty on ESI	0.10	2016-17
Income Tax Act, 1961	Interest on Income Tax	47.29	2013-14
	Interest on Income Tax	23.03	2014-15
	Interest on Income Tax	2.14	2015-16

(b) According to the information and explanations given to us, there are no dues of sales tax, wealth tax, service tax, goods and service tax, income tax, duty of excise, value added tax, and cess which have not been deposited on account of any dispute except as follows:

Name of the Statue	Nature of Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Orissa Sales Tax Act, 1947	Denial for incentive under various Industrial Policy Resolutions (IPRs) on the production of expanded unit of SCL's Unit-I, Penalty on late payment, etc.	0.89	1998-99	Asst. Commissioner of commercial Tax, Rourkela
		30.34	2003-04	Hon'ble High Court of Odisha
		57.96	2004-05	Hon'ble High Court of Odisha
		1.03	2003-04	Asst. Commissioner of commercial Tax, Rourkela
Central Sales Tax Act, 1956	Denial for incentive under various IPRs on the production of expanded unit of SCL's Unit-I, Pending Form filings.	0.19	1988-99	Asst. Commissioner of Commercial Tax, Rourkela
		1.71	2003-04	Commissioner of Commercial Tax, Cuttack
Orissa Entry Tax Act, 1999	Tax-Credit, levy of tax on certain raw materials procured.	0.38	1999-20	Asst. Commissioner of commercial Tax, Rourkela
		1.60	2001-02	Commissioner of commercial Tax, Cuttack
		0.40	2003-04	Commissioner of commercial Tax, Cuttack
Income Tax Act, 1961	Interest and Penalty	466.32	2015-16	Asst. Commissioner of Income Tax, Sambalpur
Income Tax Act, 1961	Block Assessment Order u/s 153A read with Section 143(3) of Income Tax Act, 1961	2,582.41	AY 2010-11 to AY 2014-15	Assistant Commissioner of Income Tax, (Appeal)

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, reporting under clause 3 (viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender.

(b) The Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

(c) The money raised by way of the term loans have been applied by the Company during the year for the purpose for which it was raised.

(d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended on March 31, 2023. Accordingly, reporting under clause 3 (ix) (e) of the Order is not applicable.

(f) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended on March 31, 2023. Accordingly, reporting under paragraph 3 (ix) (f) of the Order is not applicable.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3 (x) (a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period. Accordingly, reporting under clause 3 (x) (b) of the Order is not applicable to the Company.

(xi) (a) No material fraud by the Company or on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of Section 143 of the Act has been filed by cost auditor/secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) No whistle-blower complaints have been received during the year by the Company.

(xii) The Company is not a nidhi company as per the provisions of the Act. Therefore, the requirement to report on clause 3 (xii) (a), (b) and (c) of the Order are not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with Directors or persons connected with him. Accordingly, reporting under clause 3 (xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the reporting under clause 3 (xvi) (a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any non-banking financial/housing finance activities. Accordingly, the reporting under clause 3 (xvi) (b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3 (xvi) (c) of the Order is not applicable to the Company.

(d) We have been informed by the management that as at March 31, 2023 as per the definition of Group under Core Investment Companies (Reserve Bank) Directions 2016, there is one Core Investment Company (CIC) which is registered and three CICs which are not required to be registered with the Reserve Bank of India, forming part of the promoter group.

(xvii) The Company has incurred cash losses in the current financial year ₹ 1,833.78 lakhs and in the immediately preceding financial year ₹ 1343.46 lakhs.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, reporting under paragraph (xviii) is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 35 to the financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans read with note 37 (i) to the financial statements on going concern and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.

(b) There are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (6) of Section 135 of the said Act.

(xxi) The reporting under clause 3 (xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

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

Heneel K. Patel
M. No. 114103
Unique Document Identification Number
(UDIN) for this document is: 23114103BGYHJU5330

Place: Mumbai
Date: May 16, 2023

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of Shiva Cement Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under sub-section (10) of Section 143 of the Act, to the extent applicable to an audit of internal financial controls both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to these financial statements

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

Inherent Limitations of Internal Financial Controls with reference to these financial statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2023, based on the internal financial controls criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

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

Heneel K. Patel
M. No.: 114103
Unique Document Identification Number
(UDIN) for this document is: 23114103BGYHJU5330

Place: Mumbai
Date: May 16, 2023

BALANCE SHEET

As at 31.03.2023

₹ in lakhs

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
I ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	2,276.30	9,845.92
(b) Capital work-in-progress	5	89,018.09	45,933.07
(c) Right-of-use assets	6	164.95	168.49
(d) Other intangible assets	7	1,103.12	1,202.47
(e) Intangible assets under development	8	1,462.23	425.77
(f) Financial assets			
(i) Other financial assets	9	3,466.39	3,467.32
(g) Income tax assets (net)	10	67.00	37.79
(h) Deferred tax assets (net)	11	7,630.80	4,813.63
(i) Other non-current assets	12	14,220.30	13,805.67
Total non-current assets		**1,19,409.18**	**79,700.13**
Current assets			
(a) Inventories	13	3,227.92	1,133.55
(b) Financial assets			
(i) Trade receivables	14	799.24	2.50
(ii) Cash and cash equivalents	15	90.56	434.33
(iii) Bank balances other than (ii) above	16	177.91	896.96
(iv) Other financial assets	9	228.25	77.93
(c) Other current assets	12	15,216.06	7,590.33
Total current assets		**19,739.94**	**10,135.60**
Total assets		**1,39,149.12**	**89,835.73**
II EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	3,900.00	3,900.00
(b) Other equity	18	(11,732.59)	(8,172.12)
Total Equity		**(7,832.59)**	**(4,272.12)**
Non-current Liabilities			
(a) Financial liabilities			
(i) Borrowings	19	1,14,756.03	80,176.11
(ii) Lease liabilities	20	4.61	4.61
(b) Provisions	21	1,096.91	1,015.76
Total non-current liabilities		**1,15,857.55**	**81,196.48**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	14,175.08	-
(ii) Lease liabilities	20	0.50	0.50
(iii) Trade payables			-
I. Total outstanding dues of Micro enterprises and small enterprises	22	-	-
II. Total outstanding dues of creditors other than Micro enterprises and small enterprises	22	5,073.93	509.69
(iv) Other financial liabilities	23	11,371.72	12,057.24
(b) Other current liabilities	24	485.72	321.04
(c) Provisions	21	17.21	22.90
Total current liabilities		**31,124.16**	**12,911.37**
Total liabilities		**1,46,981.71**	**94,107.85**
Total equity and liabilities		**1,39,149.12**	**89,835.73**

See accompanying notes to the financial statement

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

Heneel K. Patel
Partner
Membership No.: 114103
UDIN: 23114103BGYHJU5330

Place: Kutra
Date: 16.05.2023

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No.: 01325989

Manoj kumar Rustagi
Whole Time Director
DIN No.: 07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS

For the year ended 31.03.2023

₹ in lakhs

	Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
	INCOME			
I	Revenue from operations	25	-	346.55
II	Other income	26	347.38	380.49
III	**Total Income (I+ II)**		**347.38**	**727.04**
IV	**EXPENSES**			
	Cost of raw material consumed	27A	31.57	983.30
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	27B	15.60	(715.66)
	Employee benefits expense	28	265.31	274.87
	Power and fuel	29	212.54	319.83
	Finance costs	30	1,285.30	879.26
	Depreciation and amortisation expense	31	5,898.63	705.55
	Other expenses	32	3,502.63	1,930.91
	Total Expenses (IV)		**11,211.58**	**4,378.06**
	Less: Self Consumption of manufactured goods		-	199.26
V	**Loss before tax (III-IV)**		**(10,864.20)**	**(3,451.76)**
VI	**Total tax expenses**	33	(2,817.17)	(899.84)
VII	**Loss for the year (V - VI)**		**(8,047.03)**	**(2,551.92)**
VIII	**Other comprehensive income**			
	i) Items that will not be reclassified to profit or loss			
	(a) Re-measurements of the defined benefit plans		3.59	9.11
	ii) Income tax relating to items that will not be reclassified to profit or loss		(0.74)	(2.37)
	Total other comprehensive income (VIII)		**2.85**	**6.74**
IX	**Total comprehensive income (VII + VIII)**		**(8,044.18)**	**(2,545.18)**
X	**Earnings per equity share (face value of ₹ 2/- each)**	37 h		
	- Basic (In ₹)		(4.13)	(1.31)
	- Diluted (In ₹)		(4.13)	(1.31)

See accompanying notes to the financial statement

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

Heneel K. Patel
Partner
Membership No.: 114103
UDIN: 23114103BGYHJU5330

Place: Kutra
Date: 16.05.2023

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No.: 01325989

Manoj kumar Rustagi
Whole Time Director
DIN No.: 07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

STATEMENT OF CASH FLOWS

For the year ended 31.03.2023

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
A. Cash Flows from Operating Activities:		
Loss Before Tax	(10,864.20)	(3,451.76)
Adjustments for:		
Depreciation and amortisation expenses	5,898.63	705.55
Loss on sale of property, plant & equipment (net)	2,717.35	1,340.72
Interest Income	(29.62)	(41.44)
Allowance for doubtful debts	1.06	5.03
Provision no longer required written back	(0.55)	(23.51)
Finance costs	871.36	799.28
Unwinding of interest on financial liabilities carried at amortised cost	413.93	80.48
Operating loss before working capital changes	**(992.04)**	**(585.65)**
Movements in Working Capital:		
Decrease in trade receivables	-	191.00
(Increase)/Decrease in inventories	(1,088.23)	56.16
(Increase) in financial and other assets	(9,769.57)	(11,041.33)
Increase/(Decrease) in Trade payables	680.80	(274.72)
Increase/(Decrease) in Other liabilities	168.54	(71.84)
Increase in provisions	77.29	408.81
Cash flow from operations	**(10,923.21)**	**(11,317.57)**
Income taxes paid (net of refund received)	(29.21)	(14.21)
Net cash generated from operating activities	**(10,952.42)**	**(11,331.78)**
B. Cash Flow from Investing Activities:		
Purchase of property, plant and equipment ,Intangible assets (including capital work-in-progress and capital advances)	(34,975.12)	(36,135.70)
Interest received	47.42	64.00
Bank deposits not considered as cash and cash equivalents (net)	719.05	(172.48)
Net cash used in investing activities	**(34,208.65)**	**(36,244.18)**
C. Cash Flow from Financing Activities:		
Proceeds from non-current borrowings	38,726.15	56,001.03
Proceeds/(Repayment) from current borrowings (net)	14,175.08	(474.96)
Interest paid	(8,083.93)	(7,588.21)
Net cash generated from financing activities	**44,817.30**	**47,937.86**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(343.77)**	**361.90**
Cash and cash equivalents - opening balances	**434.33**	**72.43**
Cash and cash equivalents - closing balances (note 15)	**90.56**	**434.33**

Notes:

1. The cash flow statement is prepared using the "indirect method" set out in Ind AS 7 - Statement of Cash Flows

STATEMENT OF CASH FLOWS

For the year ended 31.03.2023

Reconciliation part of cash flows

Particulars	01.04.2022	Cash flows (net)	Others	31.03.2023
Borrowings (Non-Current)	80,176.11	34,896.92	(317.00)	1,14,756.03
Borrowings (Current)	-	14,175.08	-	14,175.08
Lease liabilities (including Current maturities)	5.11			5.11

Particulars	01.04.2021	Cash flows (net)	Others	31.03.2022
Borrowings (Non-Current)	24,650.04	55,708.81	(182.74)	80,176.11
Borrowings (Current)	-			-
Lease liabilities (including Current maturities)	5.11			5.11

\# Others comprises of Upfront fees amortisation.

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

Heneel K. Patel
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UDIN: 23114103BGYHJU5330

Place: Kutra
Date: 16.05.2023

For and on behalf of the Board of Directors

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Company Secretary

Girish Menon
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

For the year ended 31.03.2023

A. Equity Share Capital

₹ in lakhs

Particular	Total
As at 01.04.2021	**3,900.00**
Movement during the year	-
As at 31.03.2022	**3,900.00**
Movement during the year	-
As at 31.03.2023	**3,900.00**

B. Other equity

₹ in lakhs

Particulars	Reserves & Surplus				Total
	Securities Premium (Refer note 18)	Capital Reserve	Equity component of compounded financial instrument (Refer Note 17)	Retained Earnings	
Opening Balance as at 01.04.2021	**5,206.13**	**812.31**		**(11,645.41)**	**(5,626.97)**
Loss for the year	-	-		(2,551.91)	(2,551.91)
Other comprehensive income for the year, net of income tax	-	-		6.74	6.74
Closing balance at 31.03.2022	**5,206.13**	**812.31**		**(14,190.58)**	**(8,172.14)**
Loss for the year	-	-		(8,047.03)	(8,047.03)
Other comprehensive income for the year, net of income tax	-	-	-	2.85	2.85
Equity component of 1% optionally convertible cumulative redeemable preference shares	-		4,483.73	-	4,483.73
Closing balance at 31.03.2023	**5,206.13**	**812.31**	**4,483.73**	**(22,234.76)**	**(11,732.59)**

See accompanying notes to the financial statement

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

Heneel K. Patel
Partner
Membership No.: 114103
UDIN: 23114103BGYHJU5330

Place: Kutra
Date: 16.05.2023

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No.: 01325989

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Whole Time Director
DIN No.: 07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

1. General Information

Shiva Cement Limited ("the Company") is engaged in the business of manufacture and sale of cement, clinker and trading of allied products. The Company is operating its clinkerisation facility with production capacity of 660000 MT.

Shiva Cement Limited is a public limited company and is listed on Bombay Stock Exchange having its registered office at Biringatoli, Teleghana, Kutra Sundargarh – 770 018, Odisha.

2. Significant Accounting Policies

A. Statement of compliance

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to financial statement.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

These financial statements are approved for issue by the Board of Directors on 16.05.2023.

B. Basis of preparation & presentation

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

Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 116, fair value of plan assets within scope the of Ind AS 19 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

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

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

The financial statements are prepared in INR and all values are rounded to the nearest lakhs except when otherwise stated.

Current and non-current classification

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

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

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

All other assets are classified as non-current.

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

It is expected to be settled in the Company's normal operating cycle;

- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or the Company does not have

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of liability that could, at the option of the counterparty result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

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

C. Revenue Recognition

i. Sale of Goods

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has generally concluded that it is the principal in its revenue arrangements as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Company recognises revenue generally at the point in time when the products are delivered to customer which is when the control over product is transferred to the customer.

Contract Balances

- **Contract assets**

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

- **Trade receivables**

  A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

  Trade receivables is derecognised when the Company transfers substantially all the risks and rewards of ownership of the asset to another party including discounting of bills on a non-recourse basis.

- **Contract liabilities**

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

- **Refund liabilities**

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

ii. Interest income

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

D. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Contingent rents are recognised as revenue in the period in which they are earned.

Company as lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Right-of-use assets are subject to impairment test.

Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value (i.e., below ₹ 5,00,000). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

E. Foreign currencies

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the year in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks

F. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

capitalised as part of the cost of such asset up to the date when the asset is ready for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or sale .

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

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

Borrowing Cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

G. Employee benefits

Retirement benefit costs and termination benefits

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

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

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

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

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

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

Short-term and other long-term employee benefits

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

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

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

H. Taxation

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

Current tax

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

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

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

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

Current and deferred tax for the year

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

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

I. Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under Capital work-in-progress. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels, revenue (net of cost) generated from production during the trial period is capitalised.

Property, plant and equipment held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognised so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Class of assets	Useful life of assets (in Years)
Plant and Machinery	2 to 25
Approach Roads	5

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

J. Intangible assets

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

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

Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Class of assets	Useful life of assets (in Years)
Computer Software & Licences	3 - 5 years

Mining assets are amortised using unit of production method over the entire lease term.

Mining Assets

Acquisition/Stripping Cost

The cost of Mining Assets capitalised includes costs associated with acquisition of licences and rights to explore, stamp duty, registration fees and other such costs. Bid premium and royalties payable with respect to mining operations is contractual obligation. The said obligations are variable and linked to market prices. The Company has accounted for the same as expenditure on accrual basis as and when related liability arises as per respective agreements/statute.

Exploration and evaluation

Exploration and evaluation expenditure incurred after obtaining the mining right or the legal right to explore are capitalised as exploration and evaluation assets (intangible assets) and stated at cost less impairment. Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

The Company measures its exploration and evaluation assets at cost and classifies as Property, plant and equipment or intangible assets according to the nature of the assets acquired and applies the classification consistently. To the extent that tangible asset is consumed in developing an intangible asset, the amount reflecting that consumption is capitalised as a part of the cost of the intangible asset.

Exploration expenditure includes all direct and allocated indirect expenditure associated with finding specific mineral resources which includes depreciation and applicable operating costs of related support equipment and facilities and other costs of exploration activities:

General exploration costs - costs of surveys and studies, rights of access to properties to conduct those studies (e.g. costs incurred for environment clearance, defense clearance, etc.), and salaries and other expenses of geologists, geophysical crews and other personnel conducting those studies.

Costs of exploration drilling and equipping exploration - Expenditure incurred on the acquisition of a licence interest is initially capitalised on a licence-by-licence basis. Costs are held, undepleted, within exploration and evaluation assets until such time as the exploration phase on the licence area is complete or commercial reserves have been discovered.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Stripping cost

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

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

Other production stripping cost incurred are expensed in the statement of profit and loss.

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

Site restoration, rehabilitation and environmental costs: Provision is made for costs associated with restoration and rehabilitation of mining sites as soon as the obligation to incur such costs arises. Such restoration and closure costs are typical of extractive industries and they are normally incurred at the end of the life of the mine. The costs are estimated on the basis of mine closure plans and the estimated discounted costs of dismantling and removing these facilities and the costs of restoration are capitalised. The provision for decommissioning assets is based on the current estimates of the costs for removing and decommissioning production facilities, the forecast timing of settlement of decommissioning liabilities and the appropriate discount rate. A corresponding provision is created on the liability side. The capitalised asset is charged to profit and loss over the life of the asset through amortisation over the life of the operation and the provision is increased each period via unwinding the discount on the provision. Management estimates are based on local legislation and/or other agreements are reviewed periodically.

The actual costs and cash outflows may differ from estimates because of changes in laws and regulations, changes in prices, analysis of site conditions and changes in restoration technology. Details of such provisions are set out in note 21.

K. Impairment of Non-financial assets

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

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

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any

L. Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of semi-finished/finished goods and work-in-progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost of semi-finished mining

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

inventory includes a proportion of cost of mining, bid premium, royalties and other manufacturing overheads depending on stage of completion of related activities. Cost of traded goods include purchase cost and inward freight.

Costs of inventories are determined on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. In case of semi finished inventory from mining operations, estimated cost includes any bid premium, royalties and duties payable to the authorities.

M. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. However, before a separate provision for an onerous contract is established, the Company recognises any write down that has occurred on assets dedicated to that contract. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

N. Financial Instruments

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

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

(i) Financial assets

(a) Recognition and initial measurement

A financial asset is initially recognised at fair value and, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. Purchases and sales of financial assets are recognised on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument.

(b) Classification of financial assets

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit and loss.

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

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

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

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the Other Comprehensive Income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The equity instruments which are strategic investments and held for long-term purposes are classified as FVTOCI.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

All other financial assets are classified as measured at FVTPL.

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

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

(c) De-recognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

(d) Impairment

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

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

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

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

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

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

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

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount

e) **Effective interest method**

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

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

(ii) **Financial liabilities and equity instruments**

a) **Classification as debt or equity**

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

b) **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments

c) **Financial liabilities**

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

(i) **Financial liabilities at FVTPL:**

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

A financial liability is classified as held for trading if:

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

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

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

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

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the Statement of Profit and Loss. For Liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

(ii) **Other financial liabilities:**

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

d) **Reclassification of financial assets/liabilities:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

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

e) **De-recognition of financial/liabilities:**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

O. Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of directors of the Company has been identified as the Chief Operating Decision Maker which reviews and assesses the financial performance and makes the strategic decisions.

P. Cash and cash equivalents:

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

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

Q. Earnings Per Share:

Basic EPS is computed by dividing the net profit or (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit or loss after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees

R. Statement of cash flows:

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

i. changes during the period in inventories and operating receivables and payables, transactions of a non-cash nature;

ii. non-cash items such as depreciation, provisions, and unrealised foreign currency gains and losses etc.; and

iii. all other items for which the cash effects are investing or financing cash flows.

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

S. Exceptional items:

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the notes to accounts.

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

A Key sources of estimation uncertainty

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

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

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

i) Useful lives of property, plant and equipment

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

ii) Mines restoration obligation

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

iii) Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognised. Potential liabilities that are remote are neither recognised nor disclosed as contingent liability. The management decides whether the matters needs to be classified as 'remote,' 'possible' or 'probable' based on expert advice, past judgements, terms of the contract, regulatory provisions etc.

iv) Fair value measurements

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

v) Taxes

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

vi) Provisions and liabilities

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

vii) Expected credit loss:

The measurement of expected credit loss on financial assets is based on the evaluation of collectability and the management's judgement considering external and internal sources of information. A considerable amount of judgement is required in assessing the ultimate realisation of the loans having regard to, the past collection history of each party and ongoing dealings with these parties, and assessment of their ability to pay the debt on designated dates.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 4. Property, Plant and Equipment

₹ in lakhs

Description of Assets	Freehold Land	Buildings	Plant and Equipments	Computers	Office Equipments	Furniture and Fixtures	Vehicles	Tangibles Total
I. Cost/Deemed cost								
As at 01.04.2021	**426.01**	**1,836.10**	**12,730.72**	**66.44**	**16.53**	**119.51**	**22.10**	**15,217.41**
Additions	83.95	-	3.62	-	-	-	-	87.57
Deductions/Disposal		361.09	1,446.47	-	-	-	-	1,807.56
At 31.03.2022	**509.96**	**1,475.01**	**11,287.87**	**66.44**	**16.53**	**119.51**	**22.10**	**13,497.42**
Additions	191.34	-	761.71	-	-	-	-	953.05
Deductions/Disposal	-	976.41	2,801.41	-	0.62	24.53	7.47	3,810.44
At 31.03.2023	**701.30**	**498.60**	**9,248.17**	**66.44**	**15.91**	**94.98**	**14.63**	**10,640.03**
II. Accumulated depreciation and impairment								
As at 01.04.2021	**-**	**407.15**	**2,943.98**	**32.78**	**5.44**	**43.23**	**16.52**	**3,449.10**
Depreciation expense	-	99.91	495.59	18.72	2.86	41.35	1.12	659.55
Eliminated on disposal of assets	-	80.44	376.72	-	-	-	-	457.16
At 31.03.2022	**-**	**426.62**	**3,062.85**	**51.50**	**8.30**	**84.58**	**17.64**	**3,651.49**
Depreciation expense	-	102.82	5,675.87	6.98	1.33	9.99	0.96	5,797.95
Eliminated on disposal of assets	-	293.32	766.01	-	0.39	19.75	6.24	1,085.71
At 31.03.2023	**-**	**236.12**	**7,972.71**	**58.48**	**9.24**	**74.82**	**12.36**	**8,363.73**
Net Book Value								
At 31.03.2023	**701.30**	**262.48**	**1,275.46**	**7.96**	**6.67**	**20.16**	**2.27**	**2,276.30**
At 31.03.2022	**509.96**	**1,048.39**	**8,225.02**	**14.94**	**8.23**	**34.93**	**4.46**	**9,845.92**

4.1. Property, plant and equipment include assets with net block of ₹ NIL (as at 31.03.2022 ₹ 5.16 lakhs) not owned by the Company.

4.2. Deduction of Property, plant and equipment include dismantalling of certain civil and mechanical structure of existing immovable assets at Kutra Plant book value of ₹ 2717.35 lakhs (as at 31.03.2022 ₹ 1340.72 lakhs).

4.3. First *pari passu* charge on project fixed assets (both movable & immovable) including assignment of lease hold right of the land acquired for mining and project.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 5. Capital work-in-progress

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Work-in-Progress	89,018.09	45,933.07
Total	**89,018.09**	**45,933.07**

Capital work-in-progress Ageing Schedule

As at 31.03.2023

Capital work-in-progress	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	43,085.02	45,545.24	387.83		89,018.09
Project temporarily suspended	-	-	-	-	-
Total	**43,085.02**	**45,545.24**	**387.83**		**89,018.09**

As at 31.03.2022

Capital work-in-progress	Amount in Capital work-in-progress for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	45,545.24	387.83	-		45,933.07
Project temporarily suspended	-	-	-	-	-
Total	**45,545.24**	**387.83**	**-**		**45,933.07**

5.1. Projects has been grouped into various heads basis nature of the projects.

5.2. Capital work-in-progress includes borrowing cost of ₹ 10,544.59 lakhs (as at 31.03.2022 ₹ 3,433.97 lakhs).

5.3. Capital work-in-progress includes trial run expenditure amounting ₹ 1,238.06 lakhs.

5.4. There were no capital work-in-progress assets where completion was overdue against original planned timelines or where estimated cost exceeded its original plant cost as on 31.03.2023 (for the year ended 31.03.2022: ₹ NIL).

Note 6. Right of Use assets

₹ in lakhs

Description of Assets	Land	Lease hold land Mines	Total
I. Cost/Deemed cost			
At 01.04.2021	144.33	32.17	176.50
Additions	-	-	-
Deductions	-	-	-
At 31.03.2022	**144.33**	**32.17**	**176.50**
Additions	-	-	-
Deductions	-	-	-
Balance as at March 31, 2023	**144.33**	**32.17**	**176.50**
II. Accumulated depreciation and impairment			
At 01.04.2021	3.92	0.55	4.47
Depreciation expense	1.96	1.58	3.54
Eliminated on disposal of assets			
Balance as at March 31, 2022	**5.88**	**2.13**	**8.01**
Depreciation expense	1.96	1.58	3.54
Eliminated on disposal of assets			
Balance as at March 31, 2023	**7.84**	**3.71**	**11.55**
Carrying Value			
As at March 31, 2023	**136.49**	**28.46**	**164.95**
As at March 31, 2022	**138.45**	**30.04**	**168.49**

Notes:

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

6.2. The lease hold land ₹ 144.33 lakhs have been pledged against term loan from bank, the detail relating to which have been described in note 19.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 7. Intangible assets

₹ in lakhs

Intangibles	Computer Software	Mining Development cost	Mining Rights	Intangible Total
I. Cost/Deemed cost				
At 01.04.2021	**39.00**	**1,018.20**	**23.36**	**1,080.56**
Additions	-	-	364.14	364.14
Deductions	-	-	-	-
At 31.03.2022	**39.00**	**1,018.20**	**387.50**	**1,444.70**
Additions	-	-	-	-
Deductions	-	-	-	-
At 31.03.2023	**39.00**	**1,018.20**	**387.50**	**1,444.70**
II. Accumulated amortisation				
At 01.04.2021	**36.80**	**162.82**	**0.15**	**199.78**
Amortisation expense	2.20	39.20	1.06	42.46
Eliminated on disposal of assets	-	-	-	-
At 31.03.2022	**39.00**	**202.02**	**1.21**	**242.23**
Amortisation expense	-	96.71	2.64	99.35
Eliminated on disposal of assets	-	-	-	-
At 31.03.2023	**39.00**	**298.73**	**3.85**	**341.58**
Net Book Value				
At 31.03.2023	**-**	**719.47**	**383.65**	**1,103.12**
At 31.03.2022	**-**	**816.18**	**386.29**	**1,202.47**

7.1. Mining rights includes:

a) Acquisition cost incurred for mines such as stamp duty, registration fees and other such costs have been capitalised as Intangible Assets.

b) Restoration liabilities estimated through a mining expert and accordingly the Company recognised mining rights and corresponding liability (refer note 21.1).

Note 8. Intangible assets under development

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Mining development	1,235.76	357.79
Software	226.47	67.98
Total	**1,462.23**	**425.77**

Intangible Asset under development Ageing Schedule is as below:

As at 31.03.2023

Particulars	Amount in Intangible asset under development for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	1,036.46	197.11	228.66	-	1,462.23
Project temporarily suspended	-	-	-	-	-
Total	**1,036.46**	**197.11**	**228.66**	**-**	**1,462.23**

As at 31.03.2022

Particulars	Amount in Intangible asset under development for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	197.11	228.66	-	-	425.77
Project temporarily suspended		-	-	-	-
Total	**197.11**	**228.66**	**-**	**-**	**425.77**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

8.1. Projects has been grouped into various heads basis nature of the projects.

8.2. There were no intangible asset under development assets where completion was overdue against original planned timelines or where estimated cost exceeded its original plant cost as on 31.03.2023 (for the year ended 31.03.2022: ₹NIL).

8.3. Intangible assets under development include expenditure incurred on development of mining rights and other related costs for mines which are yet to be made operational and expenditure towards software upgrades.

Note 9. Other financial assets (unsecured)

₹ in lakhs

Particulars	Non-Current		Current	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Bank balances with maturity more than 12 months (Margin money)	3,466.39	3,467.32	-	-
Interest accrued	-	-	228.25	77.93
Less: Allowance for doubtful receivables	-	-	-	-
Total	**3,466.39**	**3,467.32**	**228.25**	**77.93**

Note 10. Income tax assets (net)

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Income Tax and Tax Deducted at Source [net of provisions]	67.00	37.79
Total	**67.00**	**37.79**

Note 11. Deferred tax assets (net)

Indian companies are subject to Indian income tax on a standalone basis. For each fiscal year, the entity profit and loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income Tax Act, 1961. Statutory income tax is charged at 25% plus a surcharge and education cess.

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

A. Income tax expense

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.3022
Current Tax:		
Current tax	-	-
Deferred tax	(2,845.65)	(899.84)
Minimum alternate tax credit reversed	28.48	-
Total Deferred tax	(2,817.17)	(899.84)
Total Tax Expenses	**(2,817.17)**	**(899.84)**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

A reconciliation of income tax expense applicable to accounting Profit/(Loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.3022
Reconciliation:		
Profit before tax	(10,864.20)	(3,451.76)
Enacted tax rate in India (%)	26.00%	26.00%
Expected income tax expense at statutory tax rate	(2,824.69)	(897.46)
Deferred tax pertaining to earlier period	7.52	(2.38)
Tax expense for the year	**(2,817.17)**	**(899.84)**
Effective income tax rate	**25.93%**	**26.07%**

Wherever the Company has a present obligation and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation, such amounts have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters (refer note 37 (a)).

B. Deferred tax assets (net)

Significant components of deferred tax assets/(liabilities), deductible temporary differences and unused tax losses recognised in the financial statements are as follows:

₹ in lakhs

Particulars	As at 01.04.2022	Recognised/ (reversed) through profit or loss or OCI	As at 31.03.2023
Property, plant and equipment	(1,590.90)	2,027.06	436.16
Provisions for employee benefit/ loans and advances/ mining reserves	287.45	19.88	307.33
Unused tax losses	5,677.84	798.55	6,476.39
Lease liabilities	11.09	0.16	11.25
MAT Credit	428.15	(28.48)	399.67
Total	**4,813.63**	**2,817.17**	**7,630.80**

₹ in lakhs

Particulars	As at 01.04.2021	Recognised/ (reversed) through profit or loss or OCI	As at 31.03.2022
Property, plant and equipment	(1,828.13)	237.23	(1,590.90)
Provisions for employee benefit/ loans and advances/ mining reserves	177.56	109.90	287.45
Unused tax losses	5,125.64	552.20	5,677.84
Lease liabilities	10.58	0.51	11.09
MAT Credit	428.15	-	428.15
Total	**3,913.80**	**899.84**	**4,813.63**

Note 12. Other assets

₹ in lakhs

Particulars	Non-Current		Current	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Capital advances (secured, considered good)*	5,952.45	2,768.39	-	-
Capital advances (Unsecured, considered good)*	2,677.27	9,473.04		
Advance to suppliers	-	-	1,882.47	76.32
Security deposits	1,290.62	254.60	-	-
Indirect tax balances/ recoverable/ credits	-	-	13,326.49	7,500.82
Prepayments and others	3,893.01	881.27	2.29	5.74
Mining leasehold land pre-payment	406.95	428.37	-	-
Advance to employees	-	-	4.81	7.45
Total	**14,220.30**	**13,805.67**	**15,216.06**	**7,590.33**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

* Capital Advance

₹ in lakhs

Particulars	Non-Current		Current	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Capital Advance considered good, Secured	5,952.45	2,768.39		-
Capital Advances considered good, Unsecured	2,677.27	9,473.04		-
Capital Advances which have significant increase in credit risk	-	-	-	-
Capital Advances-credit impaired	-	-	-	-
	8,629.72	**12,241.43**	**-**	**-**
Less: Allowance for doubtful advances	-	-	-	-
Total	**8,629.72**	**12,241.43**	**-**	**-**

Note 13. Inventories

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Raw materials (at cost)	83.16	49.86
Semi finished goods (at cost)	907.24	922.84
Finished goods (at lower of cost and net realisable value) *	1,006.15	-
Stores and spares (at cost)	195.71	83.48
Fuel (at cost)	1,035.66	77.37
Total	**3,227.92**	**1,133.55**

Notes:

*13.1 Inventories are in respect of trial run operations (Refer note 36).

13.2 Cost of inventory recognised as an expense.

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Cost of material consumed	31.57	983.30
Changes in inventories of finished goods, semi finished goods and stock-in-trade	15.60	(715.66)
Stores and spares	19.78	62.76
Fuel	104.37	121.79
Total	**171.32**	**452.19**

Note 14. Trade Receivables

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Trade Receivable considered good, Unsecured	799.24	2.50
Trade receivable which have significant increase in credit risk	130.33	126.24
Trade Receivables-credit impaired	-	3.02
	929.57	**131.76**
Less: Allowance for doubtful debts	(130.33)	(129.26)
Total	**799.24**	**2.50**
Movement in allowances for bad and doubtful debts		
Balance at the beginning of the year	129.26	124.23
Additional Allowance	1.07	5.03
Balance at the end of the year	**130.33**	**129.26**

Notes:

14.1 The credit period on sales of goods ranges from 0 to 30 days with or without security. The Company charges interest on receivable beyond credit period in case of certain customers.

14.2 Trade Receivable does not include any receivable from Directors and Officers of the Company.

14.3 Refer note 37 g for details of receivables from related party.

14.4 Loss allowance is estimated for disputed receivables based on assessment of each case where consider necessary.

14.5 Trade receivables are in respect of sales made during trial run operations (Refer note 36).

14.6 Credit risk management regarding trade receivables has been described in note 34.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Ageing as at 31.03.2023

₹ in lakhs

Particulars	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	Total
	Outstanding for following periods from due date of payment						
Trade receivables - considered good							
- Disputed	-	-	-	-	-	-	-
- Undisputed	799.24	-	-	-	-	-	799.24
Trade receivables - which have significant increase in credit risk							
- Disputed	-	-	-	-	0.50	129.82	130.33
- Undisputed	-	-	-	-	-	-	-
Trade receivables - credit impaired							
- Disputed	-	-	-	-	-	-	-
- Undisputed	-	-	-	-	-	-	-
Less: Allowance for doubtful debts	-	-	-	-	(0.50)	(129.83)	(130.33)
Total	**799.24**	**-**	**-**	**-**	**0.00**	**(0.01)**	**799.24**

As at 31.03.2022

₹ in lakhs

Particulars	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	Total
	Outstanding for following periods from due date of payment						
Trade receivables - considered good							
- Disputed	-	-	-	-	-	-	-
- Undisputed	-	-	0.02	1.16	-	1.32	2.50
Trade receivables - which have significant increase in credit risk							
- Disputed	-	-	-	0.50	8.70	117.04	126.24
- Undisputed	-	-	-	-	-	-	-
Trade receivables - credit impaired							
- Disputed	-	-	-	-	-	-	-
- Undisputed	-	-	-	-	-	3.02	3.02
Less: Allowance for doubtful debts	-	-	-	(0.50)	(8.70)	(120.06)	(129.26)
Total	**-**	**-**	**0.02**	**1.16**	**-**	**1.32**	**2.50**

Unbilled dues for the financial year 2022-23 ₹ Nil (Previous year: ₹ Nil)

Note 15. Cash and cash equivalents

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Balances with banks in current accounts	90.56	434.33
Total	**90.56**	**434.33**

Note 16. Bank balances other than cash and cash equivalents

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Term deposit with maturity of more than 3 months but less than 12 months at inception	177.91	896.96
Term deposit with maturity for more than 12 months at inception	3,466.39	3,467.32
Less: Term deposit with maturity for more than 12 months disclosed under Non-Current financial assets	(3,466.39)	(3,467.32)
Total	**177.91**	**896.96**

16.1. Includes deposits of ₹ 3,644.30 lakhs (as at 31.03.2022 ₹ 4,364.28 lakhs) with bank as security against bank guarantee given to government department and others.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 17. Equity Share Capital

Particulars	As at 31.03.2023 Number of shares	As at 31.03.2023 ₹ in lakhs	As at 31.03.2022 Number of shares	As at 31.03.2022 ₹ in lakhs
Share Capital				
Authorised				
a) Equity shares of the par value of ₹ 2/- each	40,00,00,000	8,000.00	40,00,00,000	8,000.00
b) 1% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 100/- each	2,00,00,000	20,000.00	2,00,00,000	20,000.00
Issued, Subscribed and fully paid up				
a) Equity shares of ₹ 2/- each				
Outstanding at the beginning of the year	19,50,00,000	3,900.00	19,50,00,000	3,900.00
Changes in equity share capital during the year	-	-	-	-
Outstanding at the end of the year	**19,50,00,000**	**3,900.00**	**19,50,00,000**	**3,900.00**
b) 1% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 100/- each				
Outstanding at the beginning of the year	1,00,00,000	10,000.00	1,00,00,000	10,000.00
Changes during the year	-	-	-	-
Outstanding at the end of the year	1,00,00,000	10,000.00	1,00,00,000	10,000
Total	**20,50,00,000**	**13,900.00**	**20,50,00,000**	**13,900.00**
Less: 1% Optionally Convertible Cumulative Redeemable Preference shares transferred to Non-Current Financial Liabilities - Borrowing	(1,00,00,000)	(5,516.27)	(1,00,00,000)	(10,000.00)
Less: Equity component of 1% Optionally Convertible Cumulative Redeemable Preference shares transferred to Reserves (Refer Note 18)	-	(4,483.73)	-	
Total	**19,50,00,000**	**3,900.00**	**19,50,00,000**	**3,900.00**

Refer Notes (i) to (iii) below

Equity component of 1% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 100 each

Particular	Number	₹ in lakhs
At 01.04.2021	-	-
Movement during the year	-	-
At 31.03.2022	-	-
Movement during the year	-	4,483.73
At 31.03.2023	**-**	**4,483.73**

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

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

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

(ii) Terms/rights attached to 1% Optional Convertible Cumulative Redeemable Preference Share (OCCRPS)

The Company has one class of Preference Shares. 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 option to convert the instrument into Equity shares lapsed on 04.08.2022 (valuation date), and hence the nature of instrument changes from this date and will be redeemed at par upon maturity. Accordingly, future estimated cash flows of principal on redemption and cumulative coupon of 1% for 9 years are discounted at pre tax borrowing rate of 9.5% to determine the fair value of the instrument at valuation date.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

The difference between the issue price of OCCRPS and the fair value on valuation date ₹ 4,483.73 lakhs treated as Equity component of compounded financial instrument in the financial statement for the year ended 31.03.2023.

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

Class of shares/Name of shareholder	As at 31.03.2023		As at 31.03.2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
JSW Cement Limited	11,56,66,750	59.32%	11,56,66,750	59.32%
1% Optionally Convertible Cumulative Redeemable Preference Shares				
JSW Cement Limited	1,00,00,000	100%	1,00,00,000	100%

(iv) Details of shares held by promotors and promotors group:

Class of shares	As at 31.03.2023		As at 31.03.2022		% change during the year
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
Promoters					
JSW Cement Limited	11,56,66,750	59.32%	11,56,66,750	59.32%	-
Promoter Group					
Anushree Jindal	5,25,000	0.27%	5,25,000	0.27%	-

(v) Shares alloted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the balance sheet are as under:

Nil

Note 18. Other equity

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Capital Reserve	812.31	812.31
Security Premium reserve	5,206.13	5,206.13
Equity component of compounded financial instrument	4,483.73	-
Retained earnings	(22,234.76)	(14,190.56)
Total	**(11,732.59)**	**(8,172.12)**

Capital Reserve:

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

Security premium reserve:

The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013

Equity component of optionally convertible cumulative redeemable preference shares (OCCRPS)

During the year, upon expiry of conversion options given in OCCRPS, the Company has computed equity portion (based on concessional rate of interest in OCCRPS) amounting to ₹ 4,483.73 lakhs.

Retained earning:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 19. Borrowings

₹ in lakhs

Particulars	Non-Current		Current	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Term Loans (at amortised cost)				
Secured				
From banks	61,257.43	30,990.94	-	-
Less: Unamortised upfront fees on borrowings	(317.00)	(182.74)	-	-
Unsecured				
From related parties				
1% Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 100/- each	-	10,000.00		
	60,940.43	**40,808.20**	**-**	**-**
Other Loans (at amortised cost)				
Unsecured				
From related parties	47,961.83	39,367.91	14,175.08	-
Other Loans (at Fair value through profit and loss)				
Unsecured				
1% Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 100/- each	10,000.00	-	-	-
Less: Equity component of 1% optionally convertible cumulative reedemable preference shares	(4,483.73)	-		
Add: Unwinding of interest (refer note 30)	337.50	-	-	-
	53,815.60	**39,367.91**	**14,175.08**	**-**
Total	**1,14,756.03**	**80,176.11**	**14,175.08**	**-**

Notes:

(i) The above unsecured loan from related party has been taken from holding company, M/s. JSW Cement Limited. The tenure of the loan is 3 years from the date of disbursement or such extended time as may be agreed and repayable at the end of the tenure alongwith interest accrued on the same. The rate of interest is 8.00% per annum.

(ii) The Company raised fund of ₹ 10,000 lakhs by issue of One crore 1% optionally convertible cumulative redeemable preference share (OCCRPS) of ₹ 100 each. 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 option to convert the instrument into Equity shares lapsed on 04.08.2022 (valuation date), and hence the nature of instrument changes from this date and will be redeemed at par upon maturity. Accordingly, future estimated cash flows of principal on redemption and cumulative coupon of 1% for 9 years are discounted at pre tax borrowing rate of 9.5% to determine the fair value of the instrument at valuation date.

The difference between the issue price of OCCRPS and the fair value on valuation date ₹ 4,483.73 lakhs treated as Equity component of compounded financial instrument in the financial statement for the year ended 31.03.2023.

(iii) Out of the sanctioned amount of ₹ 1,06,600 lakhs by consortium of Banks having Axis Bank Limited as a lead banker with other Banks such as Bank of India, Bank of Maharastra & Punjab National Bank, disbursement of loan made during the year is for ₹ 30,266.49 lakhs (Previous year: ₹ 30,990.94 lakhs). Cumulative disbursement of loan done by the banks as on 31.03.2023 is ₹ 61,257.43 lakhs. The applicable rate of interest is of 8.75% per annum till 17.12.2022 & 9.65% from 18.12.2022 to 31.03.2023 during construction period. (8.50% after date of schedule operation 30.09.2023) and payable on monthly basis.

a) Term of Repayment

- 9 years (36 quarterly structured repayment) after one year of moratorium from schedule date of operation i.e. 30.09.2024

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

b) Nature of security

- First *pari passu* charge on project fixed assets (both moveable & immoveable) including assignment of lease hold right of the land acquired for mining and project.
- Unconditional and irrevocable Corporate Guarantee of JSW Cement Limited - Holding company.

(iv) Term loans were applied for the purpose for which the Term loans have been obtained from Banks.

(v) As per the term sheet, the Company is not required to file Stock statements or any Bank returns with its bankers.

(vi) All charges are registered with ROC within statutory period by the Company.

(vii) The Company has not declared wilful defaulter by any bank or financial institution or lender during the year.

Note 20. Lease Liabilities

₹ in lakhs

Particulars	Non-Current		Current	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Lease liability	4.61	4.61	0.50	0.50
Total	**4.61**	**4.61**	**0.50**	**0.50**

Note 20.1. Lease liabilities

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Opening Lease liability	5.11	5.11
Additions	-	-
Interest accrued	0.50	0.50
Lease principal payments	-	-
Lease interest payments	0.50	0.50
Reversal	-	-
Closing lease liability	**5.11**	**5.11**
Current	0.50	0.50
Non-Current	4.61	4.61

The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis:

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Less than 1 year	0.50	0.50
1-5 years	2.49	2.49
more than 5 years	35.34	35.84
Total	**38.34**	**38.83**

Note 20.2. Lease liabilities

The Company incurred ₹ Nil for the year ended March 31, 2023 (₹ 2.74 lakhs for year ended March 31, 2022) towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is ₹ Nil for the year ended March 31, 2023 (₹ 2.74 lakhs for year ended March 31, 2022), including cash outflow for short-term and low value leases.

The Company does not face significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 21. Provisions

₹ in lakhs

Particulars	Non-Current		Current	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Provision for employee benefits				
Gratuity (Refer note 37(d)(ii))	104.19	100.78	14.49	21.00
Leave encashment (Refer note 37(d)(vi))	11.21	9.59	2.72	1.90
Others	-	-	-	-
Restoration liabilities(refer note 21.1)	981.51	905.39	-	-
Total	**1,096.91**	**1,015.76**	**17.21**	**22.90**

Note 21.1 Movement of restoration liabilities provision during the year

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Opening Balance	905.39	469.03
Add: Unwinding of discount on mine restoration expenditure	76.12	72.22
Add: Additional asset created on account of revision of estimates	-	364.14
Closing Balance	**981.51**	**905.39**

Site restoration expenditure is incurred on an ongoing basis until the closure of the site. The actual expenses may vary based on the nature of restoration and the estimate of restoration expenditure.

Note 22. Trade Payables

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Total outstanding dues of micro enterprise and small enterprise	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Acceptances	-	-
Other than acceptances	5,073.93	509.69
Total	**5,073.93**	**509.69**

Trade payable ageing schedule

At March 31, 2023

Particulars	Outstanding for following period from due date of payment					
	Not yet due	Less than 1 year	1- 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	1,472.95	3,396.49	8.01	13.19	183.29	5,073.93
Disputed - MSME	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-
Total	**1,472.95**	**3,396.49**	**8.01**	**13.19**	**183.29**	**5,073.93**

As at March 31, 2022

Particulars	Outstanding for following period from due date of payment					
	Not yet due	Less than 1 year	1- 2 years	2 - 3 years	More than 3 years	Total
MSME	-	-	-	-	-	-
Others	217.22	92.12	16.77	5.80	177.78	509.69
Disputed - MSME	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-
Total	**217.22**	**92.12**	**16.77**	**5.80**	**177.78**	**509.69**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

22.1. Payables Other than acceptances are normally settled within 180 days.

22.2. Trade payables from related parties' details has been described in note 37 g.

22.3. Unbilled dues for current financial year ₹ Nil (previous financial year ₹ 322.40 lakhs).

22.4. Disclosure pertaining to micro and small enterprises (as per information available with the Company):

₹ in lakhs

Description	As at 31.03.2023	As at 31.03.2022
Principal amount outstanding as at end of year	-	-
Principal amount overdue more than 45 days	-	-
Interest due and unpaid as at end of year	-	-
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid as at end of year	-	-
Amount of further interest remaining due and payable in succeeding year	-	-

Note 23. Other Financial Liabilities (Current, at amortised cost)

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Interest accrued but not due on borrowings	1,016.78	688.34
Payable for capital projects		
- Acceptances	347.68	990.54
- Other than acceptances	9,983.43	10,358.38
Security Deposit received	23.83	19.98
Total	**11,371.72**	**12,057.24**

Acceptances include credit availed by the Company from banks for payment to suppliers for capital items purchased by the Company. The arrangements are interest bearing and are payable within one year.

Note 24. Other current liabilities

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Advances from customers	3.83	51.50
Statutory liabilities	481.89	269.54
Total	**485.72**	**321.04**

Note 25. Revenue from Operations

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Sale of Products		
Finished goods	-	346.55
Total	**-**	**346.55**

Product wise turnover

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Portland pozzolana cement (PPC)	-	288.73
Portland slag cement (PSC)	-	57.82
Total	**-**	**346.55**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure (refer note 37 e):

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Revenue from contracts with customer - Sale of products	-	346.55
Total revenue from operations	**-**	**346.55**
India	-	346.55
Outside India	-	-
Total revenue from operations	**-**	**346.55**
Timimg of revenue recognition		
At a point in time	-	346.55
Total revenue from operations	**-**	**346.55**

Contract Balances

₹ in lakhs

	As at 31.03.2023	As at 31.03.2022
Trade receivable (refer note 14)	799.24	2.50
Contract Liabilities		
Advance from customers (refer note 24)	3.83	51.50

25.1. The credit period on sales of goods ranges from 0 to 30 days with or without security.

25.2. As at March 31, 2023, ₹ 130.33 lakhs (previous ₹ 129.26 lakhs) was recognised as provision for allowance for doubtful debts on trade receivables.

25.3. Contract liabilities include short-term advances received for sale of goods. The outstanding balances of these accounts decreased in due to adjustment against receivable balances. Short-term advances are detailed in note 24.

25.4. Out of the total contract liabilities outstanding as on March 31, 2023, ₹ 3.83 lakhs (previous ₹ 51.50 lakhs) will be recognised by March 31, 2023 and remaining thereafter.

25.5. Trade receivables are in respect of sales made during trial run operations (Refer note 36).

Refund Liabilities

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Arising from volume rebates and discount	-	(0.87)

Note 26. Other Income

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Scrap sale	317.21	314.80
Other Interest income	29.62	41.45
Write Back of excess provision	0.55	23.49
Miscellaneous income	-	0.75
Total	**347.38**	**380.49**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 27A. Cost of raw material consumed

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Inventory at the beginning of the year	16.48	34.65
Add: Purchases during the year	98.25	998.51
Less: Inventory at the end of the year	(83.16)	(49.86)
Total	**31.57**	**983.30**

Note 27B. Changes in inventories of finished goods, work-in-progress and stock-in-trade

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Opening stock:		
Finished goods	-	26.56
Semi finished goods	922.84	180.62
	922.84	**207.18**
Closing stock:		
Finished goods	-	-
Semi finished goods	907.24	922.84
Total Inventories at the end of the year	**907.24**	**922.84**
	15.60	(715.66)
Total	**15.60**	**(715.66)**

Note 28. Employee benefits expense

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Salaries and wages (net)	177.91	202.05
Contributions to provident fund and other funds (Refer note 37 d)	27.41	27.64
Gratuity expense (Refer note 37 d)	12.42	18.05
Staff welfare expenses	47.57	27.13
Total	**265.31**	**274.87**

Note 29. Power and Fuel

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Power procured	108.17	198.04
Fuel	104.37	121.79
Total	**212.54**	**319.83**

Note 30. Finance Costs

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Interest expenses	870.16	797.12
Interest on lease liabilities	0.50	0.50
Unwinding of interest on financial instrument (at fair value through profit and loss)	337.50	-
Unwinding of discount on mine restoration expenditure (at amortised cost)	76.12	80.48
Other borrowing cost	1.02	1.16
Total	**1,285.30**	**879.26**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 31. Depreciation and amortisation expense

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Depreciation on Property, plant and equipment	5,790.57	621.51
Depreciation on Right of use assets	3.54	3.54
Depreciation of Asset constructed on property not owned by company	5.17	40.25
Amortisation of Intangible assets	99.35	40.25
Total	**5,898.63**	**705.55**

Note 32. Other expenses

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Consumption of stores and spares	19.78	62.76
Repairs and maintenance expenses:		
- Repairs to buildings	-	31.74
- Repairs to machinery	11.26	26.15
- Others	11.92	13.23
Rent (including amortisation of mining lease pre-payment)	22.58	24.85
Rates and taxes	20.87	22.11
Insurance	20.91	14.41
Legal & professional	188.25	178.38
Advertisement & publicity	4.47	3.89
Selling & distribution expenses	23.66	7.91
Auditors remuneration (Refer note 32.1)	12.65	12.35
Loss/ (Profit) on sale/ write off of assets	2,717.35	1,340.72
Postage & telephone	8.50	3.58
Printing & stationery	5.55	3.20
Travelling expenses	35.21	11.39
Corporate social responsibility expense	5.75	2.71
Software and IT related expenses	6.42	4.92
Miscellaneous expenses	387.50	166.61
Total	**3,502.63**	**1,930.91**

Note 32.1. Auditors remuneration (excluding Tax)

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Statutory audit fees	11.00	11.00
Tax Audit fees	1.00	1.00
Other services	0.65	0.35
Total	**12.65**	**12.35**

Note 33. Income tax

Indian companies are subject to Indian income tax on a standalone basis. For each fiscal year, the entity profit and loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income Tax Act, 1961. Statutory income tax is charged at 25% plus a surcharge and education cess.

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

A. Income tax expense

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Current Tax:		
Current tax	-	-
Deferred tax	(2,845.65)	(899.84)
Minimum alternate tax credit reversed	28.48	-
Total Deferred tax	(2,817.17)	(899.84)
Total Tax Expenses	**(2,817.17)**	**(899.84)**

A reconciliation of income tax expense applicable to accounting Profit/(Loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

₹ in lakhs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Reconciliation:		
Profit before tax	(10,864.20)	(3,451.75)
Enacted tax rate in India (%)	26.00%	26.00%
Expected income tax expense at statutory tax rate	(2,824.69)	(897.46)
Deferred tax pertaining to earlier period	7.52	(2.38)
Tax expense for the year	**(2,817.17)**	**(899.84)**
Effective income tax rate	**25.93%**	**26.07%**

Wherever the Company has a present obligation and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation, such amounts have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters (refer note 37 (a)).

B. Deferred tax assets (net)

Significant components of deferred tax assets/(liabilities), deductible temporary differences and unused tax losses recognised in the financial statements are as follows:

₹ in lakhs

Particulars	As at 01.04.2022	Recognised/ (reversed) through profit or loss or OCI	As at 31.03.2023
Property, plant and equipment	(1,590.90)	2,027.06	436.16
Provisions for employee benefit/ loans and advances/ mining reserves	287.45	19.88	307.33
Unused tax losses	5,677.84	798.55	6,476.39
Lease liabilities	11.09	0.16	11.25
MAT Credit	428.15	(28.48)	399.67
Total	**4,813.63**	**2,817.17**	**7,630.80**

₹ in lakhs

Particulars	As at 01.04.2021	Recognised/ (reversed) through profit or loss or OCI	As at 31.03.2022
Property, plant and equipment	(1,828.13)	237.23	(1,590.90)
Provisions for employee benefit/ loans and advances/ mining reserves	177.56	109.90	287.45
Unused tax losses	5,125.64	552.20	5,677.84
Lease liabilities	10.58	0.51	11.09
MAT Credit	428.15	-	428.15
Total	**3,913.79**	**899.84**	**4,813.63**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 34. Financial instruments

A. Capital risk management

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

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

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

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Long-term borrowings	1,14,756.03	80,176.11
Short-term borrowings	14,175.08	-
Less: Cash and cash equivalent	(90.56)	(434.33)
Less: Bank balances other than cash and cash equivalents	(177.91)	(896.96)
Less: Term Deposit included in other non-current financial assets	(3,466.39)	(3,467.32)
Net Debt	1,25,196.25	75,377.50
Total Equity	**(7,832.59)**	**(4,272.12)**
Gearing ratio	**(15.98)**	**(17.64)**

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

(ii) Debt is defined as long-term, short-term borrowings and 1% Optional convertible cumulative redeemable Preference Share.

B. Categories of financial instruments:

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

As at 31.03.2023

₹ in lakhs

Particulars	Amortised cost	Fair value through other comprehensive income	Fair value through profit and loss	Derivatives in hedging relations	Total carrying value	Fair Value
Financial assets						
Other financial assets*	3,694.64	-	-	-	3,694.64	3,694.64
Trade receivables	799.24	-	-	-	799.24	799.24
Cash and cash equivalents	90.56	-	-	-	90.56	90.56
Bank balances other than cash and cash equivalents	177.91	-	-	-	177.91	177.91
Total financial assets	**4,762.35**	**-**	**-**	**-**	**4,762.35**	**4,762.35**
Financial liabilities						
Long-term borrowings (**)	1,14,756.03				1,14,756.03	1,14,756.03
Lease liabilities	5.11				5.11	5.11
Short-term borrowings	14,175.08				14,175.08	14,175.08
Trade payable	5,073.93				5,073.93	5,073.93
Other financial liabilities	11,371.72				11,371.72	11,371.72
Total financial liabilities	**1,45,381.87**			**-**	**1,45,381.87**	**1,45,381.87**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

As at 31.03.2022

₹ in lakhs

Particulars	Amortised cost	Fair value through other comprehensive income	Fair value through profit and loss	Derivatives in hedging relations	Total carrying value	Fair Value
Financial assets						
Other financial assets*	3,545.25	-	-	-	3,545.25	3,545.25
Trade receivables	2.50	-	-	-	2.50	2.50
Cash and cash equivalents	434.33	-	-	-	434.33	434.33
Bank balances other than cash and cash equivalents	896.96	-	-	-	896.96	896.96
Total financial assets	**4,879.04**	**-**	**-**	**-**	**4,879.04**	**4,879.04**
Financial liabilities						
Long-term borrowings (**)	80,176.11	-	-	-	80,176.11	80,176.11
Lease liabilities	5.11	-	-	-	5.11	5.11
Short-term borrowings	-	-	-	-	-	-
Trade payable	509.69	-	-	-	509.69	509.69
Other financial liabilities	12,057.24	-	-	-	12,057.24	12,057.24
Total financial liabilities	**92,748.15**	**-**	**-**	**-**	**92,748.15**	**92,748.15**

* including current and non-current

(**) including 1% Optional convertible cumulative redeemable Preference Share.

Fair value hierarchy of financial instruments

The Company has established the following fair value hierarchy that categories the value into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

Level 1: The hierarchy uses quoted (adjusted) prices in active markets for identical assets or liabilities. The fair value of all bonds which are traded in the stock exchanges is valued using the closing price or dealer quotations as at the reporting date.

Level 2: The fair value of financial instruments that are not traded in an active market (for example traded bonds) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on company specific estimates. The mutual fund units are valued using the closing net asset value. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Calculation of fair values:

The fair values of the financial assets and liabilities are defined as the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31.03.2023.

Financial assets and Financial liabilities

Cash and Cash equivalents, trade receivables, investments in term deposits, other financial assets, trade payables, and other financial liabilities (other than those specifically disclosed) have fair values that approximate to their carrying amounts due to their short-term nature.

Loans have fair values that approximate to their carrying amounts AS it is based on the net Present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

Level wise disclosure of financial instruments:

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022	Fair value hierarchy	Valuation technique(s) and key input(s)
Borrowing	1,28,931.11	80,176.11	Level 1	Inputs other than quoted prices included within level 1 that are observable for an Asset or Liability either directly or indirectly.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

The carrying amount of Trade Receivable, Trade Payable, Capital Creditors, Cash and Cash Equivalents and other Bank Balances are considered to be the same as their fair values due to their short-term nature. The management considers that the carrying amount of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

The management consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

Financial risk management

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

The risk management policies aim to mitigate the following risks arising from the financial instruments:

i) Market risk

ii) Credit risk

iii) Liquidity risk

Risk management framework

The Company's principal financial liabilities, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

Board of Directors of the Company have developed and are monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

i) Market Risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

All such transactions are carried out within the guidelines set by the management.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments at the end of the reporting period are as follows:

₹ in lakhs

Particular	As at 31.03.2023	As at 31.03.2022
Fixed rate Borrowing	1,29,248.11	80,358.85
Float Rate Borrowing	-	-
Total Gross Borrowing	**1,29,248.11**	**80,358.85**
Less: Upfront Fees	(317.00)	(182.74)
Total Borrowing	**1,28,931.11**	**80,176.11**

Interest Rate Sensitivity -

The sensitivity analysis below have been determined based on the exposure to interest rates for financial instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

A change of 100 basis points in interest rates would have following impact on profit before tax.

₹ in lakhs

Particular	As at 31.03.2023	As at 31.03.2022
100 bp increase - decrease in profit	-	-
100 bp decrease - increase in profit	-	-

b) **Commodity risk**

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

ii) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The carrying amount of financial assets represent the maximum credit risk exposure.

(a) **Trade receivables**

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an individual credit limits defined in accordance with the assessment.

Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. No single customer accounted for 10.0% or more of revenue in any of the years indicated except sales to holding company. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

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

₹ in lakhs

Particular	As at 31.03.2023	As at 31.03.2022
Balance at the beginning of the year	129.26	124.23
Change in allowance for the credit impairment during the year	1.07	5.03
Balance at the end of the year	130.33	129.26

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

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

iii. Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short-term operational needs as well as for long-term capital expenditure growth projects. The Company generate sufficient cash flow for operation, which together with the available cash and cash equivalent provide liquidity in the short-term & long-term. The Company has established an appropriate liquidity risk management frame work for the management of the Company's short, medium & long-term funding and liquidity management requirement. The Company manages liquidity risk by maintaining adequate reserve, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and by maching the maturity profile of financial asset and liability.

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

Liquidity exposure as at 31.03.2023

₹ in lakhs

Particular	Contractual cash flows			
	< 1 year	1-5 year	> 5 years	Total
Financial assets				
Cash and cash equivalents	90.56	-	-	90.56
Bank balances other than cash and cash equivalents	177.91	-	-	177.91
Trade receivables	799.24	-	-	799.24
Other financial assets*	228.25	3,466.39		3,694.64
Total Financial assets	**1,295.96**	**3,466.39**	**-**	**4,762.35**
Financial liabilities				
Long-term borrowings	-	72,488.16	42,267.87	1,14,756.03
Short-term borrowings	14,175.08	-	-	14,175.08
Trade payable	5,073.93	-	-	5,073.93
Lease liabilities	0.50	4.61	-	5.11
Other financial liabilities	11,371.72	-	-	11,371.72
Total Financial liabilities	**30,621.23**	**72,492.77**	**42,267.87**	**1,45,381.87**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Liquidity exposure as at 31.03.2022

₹ in lakhs

Particular	Contractual cash flows			
	< 1 year	1-5 year	> 5 years	Total
Financial assets				
Cash and cash equivalents	434.33	-	-	434.33
Bank balances other than cash and cash equivalents	896.96	-	-	896.96
Trade receivables	2.50	-	-	2.50
Other financial assets	77.93	3,467.32		3,545.25
Total Financial assets	**1,411.72**	**3,467.32**	**-**	**4,879.04**
Financial liabilities				
Long-term borrowings	-	58,788.11	21,388.00	80,176.11
Short-term borrowings	-	-	-	-
Trade payable	509.69	-	-	509.69
Lease liabilities	0.50	4.61	-	5.11
Other financial liabilities	12,057.24	-	-	12,057.24
Total Financial liabilities	**12,567.43**	**58,792.72**	**21,388.00**	**92,748.15**

Note 35. Financial Ratios

Sr. No	Particulars	Numerator	Denominator	Ratios For the year ended		Variance (%)	Change in ratio in excess of 25% compared to preceeding year
				31.03.2023	31.03.2022		
1	Current Ratio (times)	Current Assets	Current Liabilities	0.63	0.79	-19.21%	
2	Net Debt Equity Ratio (times)	Total Borrowing (short-term + long-term)	Total Equity (Equity chare capital + other equity + instrument entirely equity in nature	-16.46	-18.77	-12.29%	Debt has increased due to availment of fresh term loan for project activity and erosion of equity is due to additional loss on suspension of operation.
3	Debt service coverage ratio (times)	Loss before tax + depreciation + interest + loss on asset discard	Interest on loan+ short-term borrowing (not due for repayment)	-0.06	-0.76	-91.70%	Primarily due to operating loss in both the year
4	Return on Equity (%age)	Net loss after tax	Average shareholders equity	81%	85%	-4.74%	Increase in loss during the year due to temporary suspension of operation.
5	Inventory Turnover ratio (Days)	Average Inventory	Cost of Goods Sold	-	1.60	-100.00%	Nil as there is no operational sales occurred during the year
6	Trade Receivable Turnover ratio (Days)	Credit Sales	Average trade receivable	-	4.68	-100.00%	Nil as there is no operational sales occurred during the year
7	Trade Payable turnover ratio (Days)	Cost of goods sold	Average trade payable	-	2.92	-100.00%	Nil as there is no operational sales occurred during the year
8	Net Capital Turnover ratio (times)	Revenue from operation	Working capital	-	-0.12	-100.00%	Revenue is Nil as the Company yet to generate operational revenue from its new plant.
9	Net Profit Ratio (%age)	Net loss for the year	Total Income	-7.33	-3.01	143.40%	Loss has been increased as the Company is yet to generate operational reveue from its new plant.
10	Return on Capital Employed (%age)*			NA	NA		
11	Return on Investment **			NA	NA		

* Capital employed is negative, hence # NA.
** Operating EBIDTA is negative, hence # NA.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Note 36. Trail Run operations

During the year, the Company has commissioned the new clinkerisation facility under ongoing expansion projects at kutra plant on 20.01.2023. As on 31.03.2023, the plant is under stabilisation. The summary of Income/expenduiture during stabilisation process is as under:

Revenue generated from Trial Run operation

₹ in lakhs

Particulars	For the period ended 31.03.2023
Revenue from Trial operations	4,763.94
Other income	-
Total Income (I)	**4,763.94**
Expenses	
Cost of raw material consumed	1,439.61
Changes in inventories of finished goods, work-in-progress and stock-in-trade	(1,006.15)
Employee benefits expense	79.45
Power and fuel	4,004.40
Freight and handling expenses	984.21
Finance costs	232.31
Depreciation and amortisation expense	2.20
Other expenses	265.97
Total Expenses (II)	**6,002.00**
Loss before tax III (I-II)	**(1,238.06)**

36.1. The net trail run expenditure of ₹ 1,238.06 lakhs till 31.03.2023 is forming part of capital work-in-progress - refer note 5.

36.2. The Finished goods Inventory under Trial run operation of ₹ 1,006.15 lakhs as on 31.03.2023 is forming part of Inventory - refer note 13.

36.3. Trade receivable as on 31.03.2023 includes ₹ 799.24 lakhs towards outstanding for Sales made during the Trial Run operations - refer note 14.

36.4. Trade payable as on 31.03.2023 includes ₹ 4,807.24 lakhs towards trial run related trade payable - refer note 22.

36.5. Product wise turnover

Particular	For the period ended 31.03.2023
Clinker	4,763.94
Total	**4,763.94**

36.6. Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company has assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure (refer note 37 e):

Particular	For the period ended 31.03.2023
Revenue from contracts with customer - Sale of products	4,763.94
Total revenue from trial operations	4,763.94
India	4,763.94
Outside India	-
Total revenue from trial operations	**4,763.94**
Timing of revenue recognition	
At a point in time	4,763.94
Total revenue from trial operations	**4,763.94**

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

36.7. Contract Balance

Particulars	As at 31.03.2023
Trade receivable (refer note 14)	799.24
Contract Liabilities	
Advance from customers (refer note 24)	3.83

36.8. The credit period on sales of goods ranges from 0 to 30 days with or without security.

36.9. Contract liabilities include short-term advances received for sale of goods.

The outstanding balances of these accounts decreased in due to adjustment against receivable balances. Short-term advances are detailed in note 24.

36.10. Out of the total contract liabilities outstanding as on 31.03.2023, is ₹ 3.83 lakhs will be recognised by 31.03.2024.

Note 37. Other Notes

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

₹ in lakhs

Particular	As at 31.03.2023	As at 31.03.2022
Orissa Sales Tax, VAT, CST	130.00	130.00
Entry Tax	6.38	6.38
Income tax	3,048.73	466.32
Compensation for excess mining of Limistone	-	1,857.74
Interest @ 1% on Optionaly convertible cumulative redeemable preference shares (OCCRPS)	216.67	116.67
Total	**3,401.78**	**2,577.11**

b) Commitments

₹ in lakhs

Particular	As at 31.03.2023	As at 31.03.2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	8,883.05	17,870.04

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

d) Employee Benefits:

i) Defined Contribution Plan:

The Company operates defined contribution retirement benefit plans for all qualifying employees. Under these plans, the Company is required to contribute a specified percentage of payroll costs.

Company's contribution to provident fund recognised in statement of Profit and Loss ₹ 23.90 lakhs (Previous year: ₹ 22.55 lakhs) (included in note 28).

ii) Defined Benefit Plans

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

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

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

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

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

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

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out at 31.03.2023 by KP Actuaries and Consultants. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

Gratuity Unfunded:

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
a) Changes in Present Value of obligations:		
Opening Balance of present value of obligation	121.78	145.48
Acquisition adjustment		
Service Cost	9.17	8.82
Interest Cost	8.70	9.23
Actuarial (gain)/loss on obligation	(2.86)	(9.10)
Benefits paid	(18.11)	(32.64)
b) Net Asset/(Liability) recognised in the Balance Sheet:		
Present Value of obligations	118.68	121.78
Fair Value of plan asset	-	-
Net Asset/(Liability) recognised in the Balance Sheet	**118.68**	**121.78**
c) Expenses during the year:		
Service cost	9.17	8.82
Interest cost	8.70	9.23
Total	**17.87**	**18.05**
d) Principal actuarial assumptions:		
Rate of Discounting	7.45% p.a.	7.15% p.a.
Rate of increase in salaries	6.0% p.a.	6.0% p.a.
Attrition Rate	2.0% p.a.	2.0% p.a.

iii) Experience adjustments

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022	As at 31.03.2021	As at 31.03.2020	As at 31.03.2019
Defined Benefit Obligation	118.68	121.78	145.48	159.90	127.04
Plan Assets	-	-	-	-	-
Deficit	(118.68)	(121.78)	(145.48)	(159.90)	(127.04)
Experience Adjustments on Plan Liabilities-Loss/(Gain)	(0.50)	(2.67)	(9.85)	14.95	(0.25)
Experience Adjustments on Plan Assets-Loss/(Gain)	-	-	-	-	-

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

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

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

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

iv) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate,expected salary increase and attrition. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

₹ in lakhs

Particulars	As at 31.03.2023		As at 31.03.2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	111.52	126.97	114.68	129.96
Future salary growth (1% movement)	127.01	111.36	129.97	114.55
Attrition rate (1% movement)	119.38	117.89	122.31	121.18
Mortality rate (1% movement)	118.71	118.66	121.80	121.76

v) Maturity analysis of projected defind benefit obligation

Weighted average duration (based on discounted cash flows): 5 years

₹ in lakhs

Particulars	Less than 1 year	Between 1 to 5 years	Over 5 years	Total
As at 31.03.2023	30.22	52.17	148.82	231.22
As at 31.03.2022	21.00	68.87	134.16	224.03

vi) Compensated Absences

Under the compensated absences plan, leave encashment is payable to certain eligible employees on separation from the Company due to death,retirement, superannuation or resignation. Employees are entitled to encash leave while serving the Company at the rate of daily salary, as per current accumulation of leave days.

The Company also has leave policy for certain employees to compulsorily encash unavailed leave on December 31, every year at the current basic salary.

Assumptions used in accounting for compensated absences.

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Present value of un-funded obligation	13.93	11.48
Expense recognised in Statement of Profit or loss	4.94	(0.46)
Discount rate (p.a.)	7.45%	7.15%
Salary escalation (p.a.)	6.00%	6.00%

vii) The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

e) Segment Reporting

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

f) Non-current operating assets

All non-current assets of the Company are located in India.

g) Related parties disclosure as per IND AS 24:

A. Name of Related Parties

1. **Holding Company**

   JSW Cement Limited

2. **Enterprises under common control**

   JSW Green Cement Private Limited

   JSW Cement FZE

   Utkarsh Transport Private Limited

3. **Key Managerial Personnel**

   Manoj Rustagi (Whole Time Director)

   R. P. Gupta (Non-Executive Director)

   Narinder Singh Kahlon (Non-Executive Director)

   B. K. Mangaraj (Independent Director) (Term expired on March 31, 2023)

   Sanjay Sharma (Independent Director)

   Sudeshna Banerjee (Independent Director)

   JC Toshniwal (Independent Director) (Appointed w.e.f. April 21, 2023)

   Girish Menon (CFO)

   Sneha Bindra (Company secretary)

B. Transactions with Related Parties for the year ended

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Purchase of Goods/Services		
JSW Cement Limited	1,457.81	1,182.64
Utkarsh Transport Private Limited	-	4.00
Purchase of Property, plant & equipment		
JSW Cement Limited	-	30.24
Sale of Goods/Other Income		
JSW Cement Limited	6,097.85*	128.38
Lease rent received (incl. GST)		
JSW Cement Limited	-	0.89
Interest Repayment		
JSW Cement Limited	2,967.68	6,000.00
Loan Received		
JSW Cement Limited	22,769.00	25,192.83
Interest cost		
JSW Cement Limited	3,662.35	2,433.58

(*) Sale under Trial Run Operation.

The transactions are inclusive of taxes wherever applicable.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

Compensation to key management personnel

₹ in lakhs

Nature of Transaction	As at 31.03.2023	As at 31.03.2022
Short-term employee benefits	-	-
Post employment benefits	-	-
Sitting fees	8.65	12.55
Other long-term benefits	-	-
Termination benefits	-	-
Total compensation to key management personnel	**8.65**	**12.55**

Key managerial persons such as Whole Time Director, Chief Financial Officer, Company Secretary are in receipt of remuneration from the holding company.

Terms & Conditions

Sales:

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Sales transactions are based on prevailing price lists and memorandum of understanding signed with related parties. For the year ended 31.03.2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties.

Purchases:

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are made on normal commercial terms and conditions and market rates.

Loan from Related Party:

The Company has availed loan from its holding company for general corporate purpose. The loan balance as on 31.03.2023 was amounting ₹ 62,136.91 lakhs. The loan is unsecured and carry an interest 8.00% per annum and repayable after the end of the tenure.

Corporate Guarantee by Related Party:

The holding company, JSW Cement Limited has issued corporator guarantee to banks on behalf of and in respect of loan availed by the Company.

C. Amount due to/from related parties

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Trade Receivable		
JSW Cement Limited	799.24	-
Trade Payable		
JSW Cement Limited	-	1,065.37
Loan Received		
JSW Cement Limited	62,136.91	39,367.92
1% Optionally Convertible Cumulative Redeemable Preference shares		
JSW Cement Limited	10,000.00	10,000.00
Interest Payable on loan		
JSW Cement Limited	1,016.78	688.33

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

h) Earnings per share (EPS)

₹ in lakhs

Particulars	As at 31.03.2023	As at 31.03.2022
Profit/(Loss) attributable to Equity shareholders (₹ in lakhs)(A)	(8,047.03)	(2,551.92)
Weighted average number of Equity shares for basic EPS (B)	19,50,00,000	19,50,00,000
Effect of Dilution:	-	-
Weighted average number of Equity shares adjusted for the effect of dilution (C)	19,50,00,000	19,50,00,000
Basic EPS (Amount in ₹) (A/B)	(4.13)	(1.31)
Diluted EPS(Amount in ₹) (A/C)	(4.13)	(1.31)

i) During the year ended 31.03.2023, the Company has incurred a loss of ₹ 8,044.18 lakhs and as on 31.03.2023, the Company's accumulated loss is ₹ 22,234.75 lakhs resulting in erosion of net-worth of the Company. The Management is hopeful of improving the performance of the Company after expansion and commissioning of 4000 TPD clinkerisation unit. The management is confident that the Company will be able to operate as a "Going Concern" and meet its liabilities as they fall due for payment based on its future business plans as indicated in this note and continues support being received from its shareholders/lenders. Accordingly, these financial statements continue to be presented on a going concern basis.

j) Other Statutory information

1. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.
2. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
3. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
   (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or
   (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
4. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
   (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
   (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
5. The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
6. The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
7. The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.
8. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
9. Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of account.

NOTES TO FINANCIAL STATEMENTS

For the year ended 31.03.2023

10. The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
11. The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
12. The Company does not have any transactions with companies which are struck off.

k) The financial statements are approved for issue by the audit committee at its meeting held on 16.05.2023 and by the board of directors on 16.05.2023.

m) Previous year's figures have been regrouped/reclassified wherever necessary including those as required in keeping with revised Schedule III amendments.

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

Heneel K. Patel
Partner
Membership No.: 114103
UDIN: 23114103BGYHJU5330

Place: Kutra
Date: 16.05.2023

For and on behalf of the Board of Directors

R. P. Gupta
Director
DIN No.: 01325989

Manoj kumar Rustagi
Whole Time Director
DIN No.: 07742914

Sneha Bindra
Company Secretary

Girish Menon
Chief Financial Officer

SHIVA CEMENT LIMITED

Registered Office: Shiva Cement Limited, Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh Odisha - 770018
Website: www.shivacement.com Email: cs@shivacement.com Tel: +91 0661-2461300
CIN: L26942OR1985PLC001557

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of **SHIVA CEMENT LIMITED** (CIN: L26942OR1985PLC001557) ("**the Company**") will be held on Monday, 25th day of September, 2023 at 12:00 P. M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following business: -

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 alongwith the Reports of the Board of Directors and the Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

2. Appointment of a Director in place of one retiring by rotation

To appoint director in place of Mr. Rajendra Prasad Gupta (DIN- 01325989) who retires by rotation and being eligible, offered himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Rajendra Prasad Gupta (DIN-01325989), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

By order of the Board of Directors
For **SHIVA CEMENT LIMITED**

Sd/-
(Sneha Bindra)
Company Secretary

Date: 2nd September 2023
Place: Kutra, Sundargarh

NOTES:

1. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 Circular No. 21/2021 dated 14th December, 2021 and Circular No. 2/2022 dated 5th May, 2022 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62dated 13th May, 2022 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars therein:

   a. Notice of the AGM along with Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

   b. 37th AGM of the Members will be held through VC/ OAVM.

   Members may note that the Notice along with the Annual Report for the Financial Year 2022-23 has been uploaded on the website of the Company at https://www.shivacement.com. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited (KFin) (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at www.kfintech.com.

2. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, the route map is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

3. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG

Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at info@cssunilagarwal.com with a copy marked to KFin Technologies Limited at evoting@kfintech.com.

4. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at https://www.shivacement.com.

5. The Company has notified closure of the Register of Members and the Share Transfer Books from Tuesday, 19th Day of September, 2023 to Monday, 25th Day of September, 2023 (both days inclusive) for Annual closing.

6. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with KFin in Form ISR-1 or e-mail to einward.ris@kfintech.com for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.

7. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.

8. Further, SEBI, vide its Circular dated 16th March, 2023 bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 issued in supersession of earlier circulars, has mandated the following:

   i. Furnishing of PAN, email address and/or mobile number, bank account details and nomination by holders of physical securities;

   ii. Any service request and complaint shall be entertained only upon registration of the PAN, Bank details and the nomination; and

   iii. ensuring that your PAN is linked to Aadhaar by 31st March, 2023 or any other date as may be specified by the Central Board of Direct Taxes to avoid freezing of your folio. Currently CBDT extended the date till 30th June, 2023.

   Freezing of Folios without PAN, KYC details and Nomination:

   a. Folios wherein any one of the said document / details are not available on or after 1st October, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA. Further effective 1st April, 2024 you will not be eligible for receiving dividend in physical mode.

   b. After 31st December, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

   You are requested to forward the duly filled in Form ISR1, Form ISR-2 and Form SH-13/Form ISR -3 along with the related proofs as mentioned in the respective forms as the earliest. Kindly refer Note 7 to 10 hereinunder.

   Issuance of Securities in dematerialized form in case of Investor Service Requests

9. We would further like to draw your attention to SEBI Notification dated 24th January, 2022 read with SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account and Suspense Escrow Demat Account; 3) Replacement / Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission; 8) Transposition and 9) Transmission, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4/ISR-5.

10. We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
(i)	PAN	Form No. ISR-1
(ii)	Address with PIN Code	
(iii)	Email address (Optional w.e.f. 1st April, 2023)	
(iv)	Mobile Number	
(v)	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
(vi)	Demat Account Number	
(vii)	Specimen Signature	Form No. ISR-2
(viii)	Nominee Details	Form No. SH-13
(ix)	Declaration to opt out nomination	Form No. ISR-3
(x)	Cancellation or Variation of Nomination	Form No. SH-14
(xi)	Request for issue of Securities in dematerialized form in case of below: i. Issue of duplicate securities certificate ii. Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account iii. Replacement / Renewal / Exchange of securities certificate iv. Endorsement v. Sub-division / Splitting of securities certificate vi. Consolidation of securities certificates / folios vii. Transposition viii. Change in the name of the holder	Form No. ISR-4
(xii)	Transmission	Form No. ISR-5

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted. In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along-with the Form ISR-1 for updating of the KYC Details or Nomination. All the aforesaid forms can be downloaded from the website of the Company at: https://www.shivacement.com and from the website of the RTA at https://ris.kfintech.com/ clientservices/diy/.

11. Mode of submission of form(s) and documents

   i. **Submitting Hard copy through Post/Courier etc.**

   Members can forward the hard copies of duly filled in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

   KFin Technologies Limited,
   Unit: Shiva Cement Limited
   Selenium Tower B, Plot 31-32, Gachibowli,
   Financial District, Nanakramguda,
   Hyderabad - 500 032

   ii. **Through Electronic Mode with e-sign**

   In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to einward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: https://ris.kfintech.com/clientservices/diy/

   iii. **Submitting Hard copy at the office of the RTA**

   The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

   Mandatory Self-attestation of the documents

   Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.

   E-sign

   E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (https://cca.gov.in/) for the purpose of obtaining an e-sign.

12. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

13. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under the provisions of the Act and all the documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection during the meeting in electronic mode and the same may be accessed upon log-in to https://evoting.karvy.com. The said documents will also be available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company upto the date of the AGM.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING & AGM:

14. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given below.

15. In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility. It is hereby clarified that the facility of login through demat accounts / websites of Depositories / Depository Participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFin Technologies Limited will be required and members must follow the detailed procedure as provided in this Notice.

16. The remote e-voting facility will be available during the following period:

    Commencement of remote e-voting: 9.00 a.m. (IST) on Friday, September 22, 2023

    End of remote e-voting: 5.00 p.m. (IST) on Sunday, September 24, 2023.

    The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-Voting module shall be disabled by KFin upon expiry of the aforesaid period.

17. The Board of Directors of the Company has appointed Mr. Sunil Agarwal, Proprietor of Sunil Agarwal & Co., Practising Company Secretaries (Membership Number: FCS 8706), as a Scrutiniser to scrutinise the remote e-voting and voting through electronic means at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.

18. The facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. This facility will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM is the same person mentioned for Remote e-voting.

19. The Scrutiniser, after scrutinising the votes cast through remote e-voting and through electronic means at the AGM will, not later than two working days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at the link https://www.shivacement.com and on the website of KFin at https://evoting. kfintech.com. The results shall be communicated to the Stock Exchanges simultaneously.

20. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. Monday, September 25, 2023.

21. The cut-off date for Members eligible to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Monday September 18, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

22. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

23. KFin Technologies Limited (KFintech) will be providing the facility for voting through remote e-voting for participation in the AGM through the VC/ OAVM Facility, and e-voting during the AGM.

24. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

25. Persons holding shares in physical form and non-individual shareholders and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, i.e. Monday, September 18, 2023 may obtain the User ID and password by:

    a. sending a request at evoting@kfintech.com.

    b. If the mobile number is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399 Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXXX1234567890 b) If e-mail address or mobile number is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting. kfintech.com, the Member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

    c. However, if he / she is already registered with KFin for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

26. Individual Shareholders holding shares in demat mode and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, i.e. Monday, September 18, 2023 may refer to the Note below for steps for 'Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.'

27. The detailed process and manner for remote e-Voting and attending the AGM through VC / OAVM are explained herein below:

    Situation 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

    Situation 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders holding shares in demat mode.

    Situation 3: Access to join the AGM of the Company on KFin system to participate through video conference / OAVM and vote at the AGM.

Details on Situation 1 are mentioned below:

I. Login method for remote e-Voting for individual Shareholders holding shares in demat mode.

   - Login through Depository

NSDL	CDSL
1. User already registered for IDeAS facility: a) URL: https://eservices.nsdl.com b) Click on the "Beneficial Owner" icon under 'IDeAS' section. c) On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d) Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	**1. User already registered for Easi / Easiest** a) URL:https://web.cdslindia.com/myeasi/home/login or b) URL: www.cdslindia.com c) Click on New System Myeasi d) Login with user id and password. e) Option will be made available to reach e-Voting page without any further authentication. f) Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services a) To register, type in the browser / Click on the following: b) e-Servicelink:https://eservices.nsdl.com c) Select option "Register Online for IDeAS" available on the left hand side of the page d) Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. e) After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.	**2. User not registered for Easi/Easiest** a) Option to register is available at https://web.cdslindia. com/ myeasi/Registration/EasiRegistration b) Proceed with completing the required fields.

- Users may also directly access the e-Voting module of the Depository by following the below given procedure:

1. By visiting the e-Voting website of NSDL	1. By visiting the e-Voting website of CDSL
a) URL: https://www.evoting.nsdl.com/ b) Click on the icon "Login" which is available under 'Shareholder/ Member' section. c) Enter User ID (i.e. 16-digit demat account number held with NSDL), Type in Password/OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be directed to the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. e) Click on company name "Shiva Cement Limited" or select e-Voting service provider name and you will be redirected to e-Voting service provider "KFinTech" and f) you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	a) URL: www.cdslindia.com b) Provide demat Account Number and PAN No. c) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. d) After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

- Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue – NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or by calling the toll free no.: 1800 1020 990 or 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia. com or by calling: 022- 23058738 or 22-23058542-43.

Details of Situation 2 are mentioned below:

II. Login method for e-voting for shareholders holding shares in physical form and non-individual shareholders holding shares in demat mode.

   A. Members whose email IDs are registered with the Company / Depository Participants will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

      i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

      ii. Enter the login credentials (i.e. User ID and Password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and Password for casting your vote.

      iii. After entering these details correctly, click on "LOGIN".

      iv. You will now reach the password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Shiva Cement Limited - AGM" and click on "Submit"

B. Members whose e-mail IDs are not registered with the Company / Depository Participants / KFintech, and consequently to whom the Annual Report, Notice of AGM and e-voting instructions could not be serviced, will have to follow the following process:

i. Members may temporarily get their e-mail address and mobile number registered with KFintech by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

Members are requested to follow the above process to register the e-mail address and mobile number for receiving the soft copy of the Notice of the AGM and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.

ii. Alternatively, Member may send a request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio, for receiving the Annual report, Notice of AGM and the e-voting instructions.

iii. For any query, Member may call KFintech's toll-free number 1-800-309-4001 or send an e-mail request to evoting@kfintech.com. If the Member is already registered with KFintech's e-voting platform, he / she can use the existing User ID and Password for casting his / her vote through remote e-voting.

Process for remote e-voting is as under:

Once you have obtained the e-voting instructions, please follow all steps given below to cast your vote by electronic means:

a. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

b. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

c. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

d. You may then cast your vote by selecting an appropriate option and click on "Submit".

e. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

f. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id info@cssunilagarwal.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Shiva Cement Limited_Even 7562."

Details on Situation 3 are mentioned below:

III. Instructions for all the Shareholders for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

i) Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned herein.

ii) For the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, the attendance of the Members attending the AGM through VC / OAVM will be counted.

iii) Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech. com/ by using the e-voting login credentials provided in the e-mail received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

iv) Facility for joining AGM though VC / OAVM shall open atleast 15 minutes before the commencement of the Meeting.

v) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22 and allow access to camera and microphone.

vi) Members are requested to use the Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi Fi or LAN connection to mitigate any kind of aforesaid glitches.

vii) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@shivacement.com. Questions / queries received by the Company till Sunday, September 24, 2023. shall only be considered and responded during the AGM.

viii) Only those Members who attend the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting in the AGM. E-voting during the AGM is integrated with the VC / OAVM platform.

ix) Members may click on the voting icon displayed on the video conferencing screen and will be activated once the voting is announced at the Meeting. The procedure for e-voting on the day of the AGM is the same as remote e-voting. Please refer to the instructions for remote e-voting mentioned above.

x) However, Members who have voted through remote e-voting will be eligible to attend the AGM.

xi) A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

xii) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

xiii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

28. Other Instructions:

i. **Speaker Registration:** The Members who would like to express their views / ask questions during the meeting may do so at https://emeetings.kfintech.com and login through the User ID and password provided in the communication received from KFintech. On successful login, select 'Speaker Registration' which will remain open from Friday, September 22, 2023 (9:00 a.m. IST) to Sunday, September 24, 2023 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. For ease of conduct and due to limitation of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

ii. **Query / Grievance:** In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech. com (KFintech Website) or contact Mr. Kishore Naik- AVP Registry at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be re-appointed / appointed at the ensuing General Meeting are given below:

Name Of Director	**Mr. Rajendra Prasad Gupta**
DIN	01325989
Age	74 years
Date of Birth	23-01-1949
Original Date of Appointment	12/08/1985
Qualifications	B.E - Electrical Engineering
Brief Resume and Expertise in specific functional areas and Experience	Mr. R.P. Gupta has worked in the cement sector for many years. During his early career, he led various firms in various verticals, including turnkey contracts and iron and steel trading. Gupta is a member of several prestigious business forums and groups, from Vice-Chairman of the OASME (Orissa Assembly of Small and Medium Enterprise) to Vice President of the All-India Mini Cement Plant Association in Hyderabad and member of the Government of Odisha's Industrial Advisory Board. He is also a prolific writer, addressing themes such as the Indian economy to raise awareness and demonstrate how to serve the country. Gupta is also a member of the Lions Club and the Rotary Club and is a humanitarian at heart. To enhance his humanitarian activities, he serves as the general secretary of Jai Hanuman Samiti Charitable Trust as a devotee. He believes in universal education and has served on the Boards of Directors of educational institutions.
Directorship in other listed entities	1
Chairmanship/Membership of Committees in other listed entities	Nil
Listed entities from which resigned in past three years	Nil
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not inter-se related to any other Director, or Key Managerial Personnel. The Company does not have a Manager
Remuneration: (i) Last drawn (ii) proposed to be paid	NIL
Shareholding in the Company including shareholding as a beneficial owner	13,447
Number of Meetings of the Board attended during the year	4 out of 5 meetings held during the F.Y. 2022- 23
Terms & Conditions of appointment / re-appointment	Tenure as a Director is subject to retirement by rotation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Gupta having vast knowledge in cement manufacturing sector & finance and good experience of management.

Shiva Cement Limited
Telighana PO: Birangatoli,
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