BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.

MANGALAM CEMENT LTD.

August 24, 2019

The Corporate Relations Department The National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 **Security Code : MANGLMCEM**	The Corporate Relations Department Department of Corporate Services BSE Limited 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001 **Scrip Code: 502157**

Sub: Notice of 43rd Annual General Meeting and Annual Report for the year ended 31st March, 2019.

Dear Sir/Madam,

In terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith a copy of the Notice of the 43rd Annual General Meeting of the Company to be held on Thursday, 19th September, 2019 at "the Club Hall of Mangalam Cement Limited, Basant Vihar, Adityanagar 326520, Morak, Dist. Kota (Rajasthan)" at 11.30 A.M., together with the Annual Report for the financial year ended 31" March, 2019.

Kindly take the same on your record and display the same on the website of your Stock Exchanges.

Thanking You

Yours faithfully
For Mangalam Cement Ltd

Manoj Kumar
Company Secretary

Encl.: as above

Regd. Office & Works : P.O. Aditya Nagar-326520, Morak, Distt. Kota (Raj.) CIN : L26943RJ1976PLC001705, Telefax : 07459 - 232156
Website : www.mangalamcement.com, E-mail : email@mangalamcement.com
Kota Office : Shop No. 20, 80 Feet Road, Opp. Sukhdham Colony, (Near SBI Bank) Kota - 324001 (Rajasthan)
Mob : 9351468064 / 9351468055 / 9351468445, E-mail : mclkta@kappa.net.in
Delhi Office : UCO Bank Building (4th Floor), 5, Parliament Street, New Delhi - 110 001
Tel. No. : 011- 43539132, 43539133, 43539137 Fax : 011- 23421768
E-mail : delhi.purchase@mangalamcement.com, delhi.marketing@mangalamcement.com
Jaipur Office : 2nd Floor, Geejgarh Tower, Hawa-Sarak, Jaipur - 302 006 (Rajasthan)
Tel. : 0141 - 2218933, 2218931, E-mail : jaipur.marketing@mangalamcement.com

43rd Annual Report
2018-19

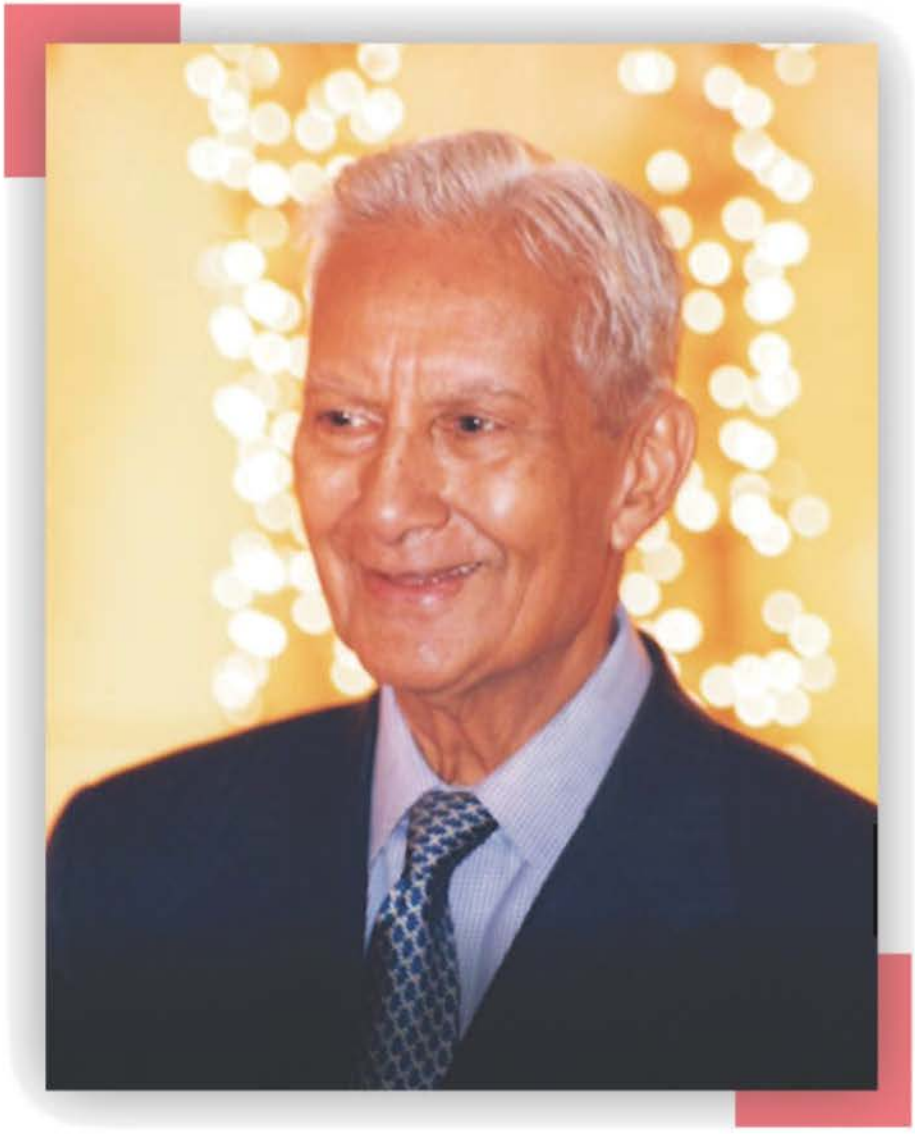


MANGALAM CEMENT LIMITED



Forward-looking **statement**

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



Respected Syt. Basant Kumar Birla

– Founder of the Company

Corporate Information

BOARD OF DIRECTORS

Smt. Aruna Makhan	
Shri N. G. Khaitan	
Shri Gaurav Goel	
Shri K. C. Jain	
Smt. Vidula Jalan	Executive Director
Shri A. V. Jalan	Executive Director

KEY MANAGEMENT PERSONNEL

Shri Yaswant Mishra	*President (Corporate) & CFO*
Shri Manoj Kumar	*Company Secretary*

SENIOR MANAGEMENT EXECUTIVE

Shri S. S. Jain	*President*
Shri Kaushlesh Maheshwari	*President (Sales & Marketing)*

PLANT LOCATIONS

1. **Rajasthan**
   P.O. - Aditya Nagar
   Morak, Dist - Kota
   Pin - 326520

2. **Uttar Pradesh**
   K/1, CDF Complex
   UPSIDC Industrial Area
   Anoopsahar Road, Cherat
   Dist - Aligarh

BANKERS

State Bank of India
HDFC Bank Limited
IDFC First Bank Limited
DBS Bank India Limited
IndusInd Bank Limited
RBL Bank Limited
ICICI Bank Limited

REGISTERED OFFICE

P.O. Aditya Nagar-326520
Morak
Dist. Kota (Rajasthan)
Phone No: 07459 232231
Fax: 07459 232036
CIN: L26943RJ1976PLC001705
Website: www.mangalamcement.com
E-mail: communication@mangalamcement.com

CORPORATE OFFICE

Birla Building, 10th Floor
9/1, R.N. Mukherjee Road
Kolkata - 700 001
Phone No: 0332243 8707/8857
E-mail : kolkata@mangalamcement.com

AUDITORS

Singhi & Co.
Chatered Accountants
Kolkata

REGISTRAR & SHARE TRANSFER AGENT

M/s. MAS Services Ltd.
T-34, 2nd Floor, Okhla Industrial Area, Phase-II,
New Delhi-110020
Tel. No. 011-26387281/82/83
Fax No. 011-26387384
E-mail- info@masserv.com
Website- www.masserv.com

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Board of Directors



Smt. Aruna Makhan
(DIN : 00025727)

Smt. Aruna Makhan joined the Indian Audit & Accounts Service in 1967 and held the prestigious position of Controller General of Accounts before retirement. During her 38 years of service, Smt. Makhan attained a rich and versatile experience in the field of public financial management. She held various senior level positions in different departments.



Shri N.G. Khaitan
(DIN : 00020588)

Shri N G Khaitan is a Senior Partner of Khaitan & Co. based in Kolkata. He passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations, and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Government of India. He has rich experience in all aspects of law and more particularly, Real Estate, Corporate laws and has handled important litigations covering different branches of law including Mergers and Acquisition, Restructuring and De-mergers. He has advised several large industrial houses and multinational corporations on multifarious legal matters.



Shri Gaurav Goel
(DIN : 00076111)

Shri Gaurav Goel is the Managing Director and Promoter Director of Dhampur Sugar Mills Ltd., one of the premier integrated sugarcane processing companies in India. His academic credentials include a business management graduation degree from the United Kingdom. He has been associated with Dhampur Sugar Mills since 1994 and looks after its overall activities. He was the President of Entrepreneurs Organisation(EO), Delhi chapter, for 2006-2007.



Shri K.C. Jain
(DIN : 00029985)

Shri K C Jain, a qualified Chartered Accountant, was the Whole-time Director of Kesoram Industries Ltd. He has a rich 50 years experience in the cement industry. He was a member of the Managing Committee of Cement Manufacturers' Association (CMA) for 35 years.



Smt. Vidula Jalan
(DIN : 01474162)

Smt. Vidula Jalan is an Executive Director of the Company. She is MBA in Strategic Marketing and Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from The University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the Group.



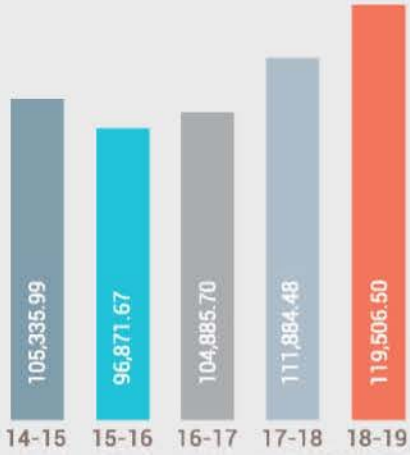
Shri Anshuman Vikram Jalan
(DIN : 01455782)

Shri A V Jalan is an Executive Director of the Company. He is a B. Com (Hons.) from St. Xavier's College, Kolkata. Besides, he has completed a management course in marketing and corporate finance from the London School of Economics, UK. Being involved in the management of manufacturing companies since 1998, he has gained a rich experience in business administration.

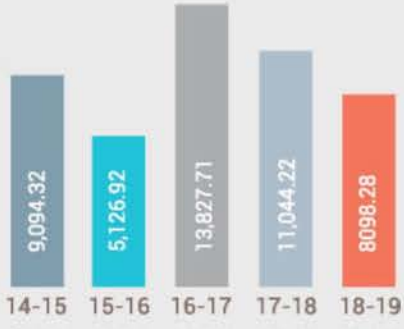
Performance Highlights

A total commitment is paramount

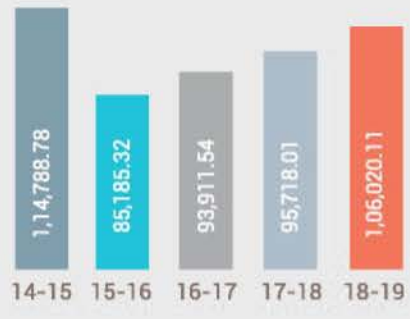
TOTAL REVENUE (₹ in Lacs)



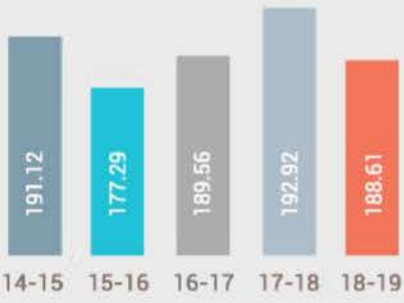
EBIDTA (₹ in Lacs)



GROSS BLOCK (₹ in Lacs)



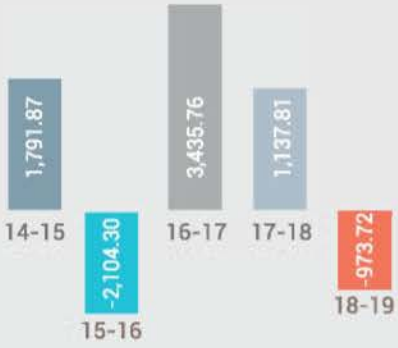
BOOK VALUE PER SHARE (₹)



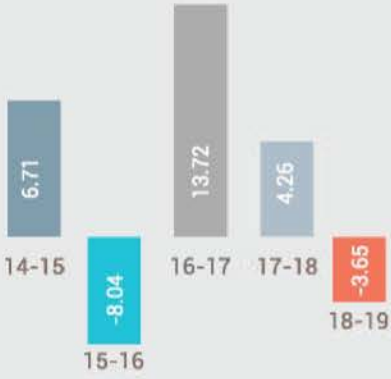
FY 15-16 to 17-18 as per Ind AS: previous GAAP for earlier years

to reaching the ultimate in performance

POST TAX PROFIT (₹ in Lacs)



EARNINGS PER SHARE (₹)





29.54 lac tonnes
Highest cement production



29.50 lac tonnes
Highest dispatch of cement



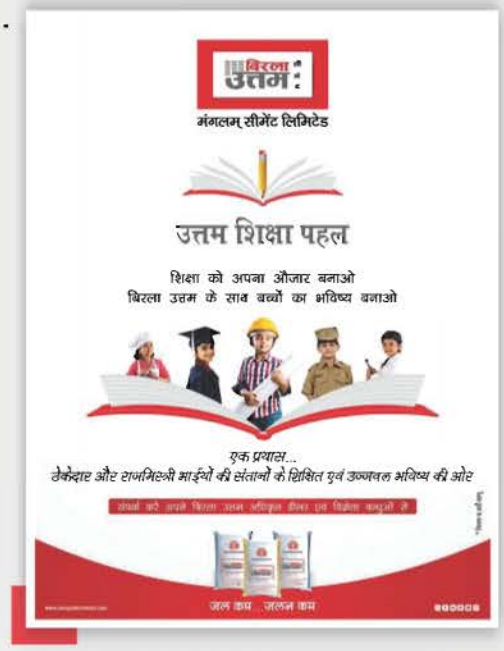
166.84 lac Kwh
Captive green energy production



1670.22 lac Kwh
Captive thermal energy production

Marketing Endeavours

Strong customer relationships



UTTAM SHIKSHA PAHAL

Uttam Shiksha Pehel is the most novel& unique initiative for Child Education support to the **masons and contractors,** adding another feather to the social dimension of our marketing efforts after the highly effective **"Jal Kam, Jalan Kam"** campaign. The response has been overwhelming with registration of more than 6000 children under the scheme within a short span of 9 months as against our target of **supporting education of 20,000 children** of masons and contractors by the end of FY20. Hailed as one of the best Mason support incentive in the industry, UttamShiksha Pehel has helped establish a very strong bridge between the company, its dealers and the masons.



Happy faces of Meritorious students facilitated under 'Uttam Shiksha Pehel'



Rural campaign Vans commencing their journey for 3rd edition

RURAL CAMPAIGN VAN

This highly effective and most popular rural campaign, in its third edition, gained new proportions with 6 vans covering 85 districts across 6 states and staging more than 3000 NukkadNatak performances over a period of one month spreading the message of **Water Conservation and Health Protection** through our "Jal Kam, Jalan Kam" while highlighting our new initiative of **Uttam Shiksha Pehel.**



drive sales, sustainability & growth

UTTAM ARCHITECT AWARD (UAA)

Subsequent to grand success of UAA 2016, the second edition **"Uttam Architect Awards 2018"** was organised in Jaipur touching a new high with participation of55 teams of students of architecture from various colleges across North India, including **IIT Roorkee** competing with their innovative concepts on **Low Cost Housing.**



Executive Directors and Prominent Jury members evaluating qualified entries



Executive Directors presenting the Uttam Architect Award to the winner

UDAAN

After the huge success of UDAAN 2017, second edition of annual 'Uttam Dealers Award & Appreciation Night - **UDAAN 2018** was organised in the city of lakes - **Udaipur.**

Taking a leap forward, for the first time in the history of Mangalam Cement, for the highest performing dealers along with their Grihalakshmies, was organised overseas in **Thailand.**

This spectacular family event was marked by colourful entertainment, celebrity performers and international acts boosting the moral of the dealer network and strengthening their bonds with the company to bigger & stronger **Birla Uttam Parivaar** !



President Corporate & CFO and President Sales & Marketing presenting awards to high performance dealers.



Team building activity at Thailand - for developing a emotional bond



Traditional Thai Thousand Hand Buddha being performed at the function

Report of the Directors
for the year ended 31st March, 2019

Dear Members,

The Directors have pleasure in presenting the 43rd Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2019. The summarized Financial Results are given below :

1. FINANCIAL RESULTS

(₹ in Lacs)

	Current Year ended 31st March, 2019	Previous Year ended 31st March, 2018
Net Sales/ Income from operations	**119506.50**	**111884.48**
Operating Profit / (Loss) before interest, Depreciation and Tax and other amortisations ("EBIDTA")	**8098.28**	**11,044.22**
Less:		
Depreciation and Amortisation Expenses (Net of transfer from Revaluation Reserve)	4612.47	4421.11
Finance Costs	5078.24	4727.28
Tax Expenses (net)	(618.71)	757.64
	9072.00	9906.03
Net Profit / (Loss) for the year	**(973.72)**	**1138.19**
Other Comprehensive Income (net of tax)	(14.98)	(0.38)
Total Comprehensive Income (after tax)	**(988.70)**	**1137.81**

2. DIVIDEND

We recommend a dividend of Re. 0.50/- (Paisa Fifty Only) per equity share of ₹ 10/- each for the year ended 31st March, 2019. The total outgo in this respect will be ₹ 160.91/-Lacs including corporate dividend tax.

3. OVERALL PERFORMANCE

The Performance of the Company has been comprehensively covered in the Management Discussion and Analysis, which forms a part of Directors' Report.

4. MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to the Regulation 34 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Management Discussion and Analysis Report forms the part of this Report.

5. RENEWABLE ENERGY

The Company owns 13 Wind Turbines with a total capacity of 13.65 MW. Total Generation from all the turbines together during the year was 166.84 lacs Kwh.

6. CAPTIVE THERMAL POWER PLANT

Your Company has a present requirement of 33MW of power and is 100% self-sufficient through its own generation. Total generation during the year was 1670.22 lacs Kwh.

7. AMALGAMTION OF MANGALAM TIMBER PRODUCTS LIMITED WITH COMPANY

During the year under review, Company has received request from Mangalam Timber Products Limited for its Amalgamation with the Company.

Further on the basis of request of Mangalam Timber Products Limited and recommendation of Audit Committee, the Board of Directors of Company at its meeting held on 09th March, 2019 has given approval for Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited (MCL), subject to the necessary approvals.

8. WASTE HEAT RECOVERY PLANT

The Waste Heat Recovery (WHR) plant of 11 MW capacity is being installed at the existing factory at Morak, Kota and is under active implementation and expected to get commercial production by end of September, 2019.

9. FINANCE

During the period under review, the Company has issued Commercial Paper (CP) to the tune of ₹ 25.00 Crores. The instruments are rated "CARE A1+" by Credit Analysis & Research Ltd., the Credit Rating Agency.

Your Company has also made repayment of term loan of ₹ 88.57 Crores to the various banks.

During the period under review, the Company has availed various long term and short terms credit facilities from various banker from time to time as required.

10. RISK MANAGEMENT

In terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has developed a risk management policy and identified risks and taken appropriate steps for their mitigation for more details, please refer to the Management Discussion and Analysis set out in this Annual Report.

11. CREDIT RATINGS

During the year under review CARE Ratings Limited ("CARE") has revised the rating for long term facilities/instruments of the Company from CARE AA- (Double A minus) to CARE A+ (Single A plus), which shows the stable outlook.

CARE has also revised its rating for Company's short term facilities from 'CARE A1+' (A one Plus) to CARE A1 (A one), which shows the stable outlook.

Further CARE has revised the its rating for Company's Commercial paper issuance from 'CARE A1+' (A one Plus) to CARE A1 (A one), which also shows the stable outlook.

12. INSURANCE

Adequate insurance cover has been taken for the properties of the Company including buildings, plant and machinery and inventories.

13. EXTRACT OF THE ANNUAL RETURN

The Extract of Annual Return in Form MGT-9 as required under Section 134(3)(a) of the Companies Act, 2013 is set out at **Annexure-1** which forms part of this report.

14. DETAILS OF BOARD MEETINGS

The Board of Directors met 7 times in the year 2018-19 . The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

15. DIRECTORS

In accordance with the provision of Section 152 (6) and pursuant to the Articles of Association of the Company, Smt. Vidula Jalan, Executive Director of the Company, (DIN: 01474162) retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment. Details of the proposal for her appointment are given in the Notice of the Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR), 2015.

The details of programmes for familiarisation of independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and other related matters are put on the website of the Company at the link: http://www.mangalamcement.com/pdf/familiarisation_programme.pdf.

16. RECOMMENDATION OF APPOINTMENT/RE-APPOINTMENT OF INDEPENDENT DIRECTORS :

Shri N. G. Khaitan, Smt. Aruna Makhan and Shri Gaurav Goel, Independent Directors of the Company have been appointed by the shareholders at the 38th Annual General Meeting held on 13th September 2014, for a term of five years from the conclusion of 38th Annual General Meeting till the Conclusion of 43rd Annual General Meeting.

Shri N. G. Khaitan, Smt. Aruna Makhan and Shri Gaurav Goel upon completion of their first term of appointment as Independent Directors during the current year are eligible for re-appointment for another term of five consecutive years, subject to approval of the Members by special resolution. The said Directors have given their consent for re-appointment and have confirmed that they still retain their status as Independent Directors and that they do not suffer from any disqualifications for appointment. The proposal for their re-appointment is based on the evaluation of their performance carried out by the Board other than the persons evaluated.

The Company has received notices from Members under Section 160 of the Act proposing their candidature for re-appointment as Directors and the Nomination and Remuneration Committee and also the Board of Directors have recommended their re-appointment. Approval of the Members by special resolutions for appointing the aforesaid persons as Independent Directors for a further term of five consecutive years has been sought in the Notice convening the Annual General Meeting of the Company. (Please refer to Item Nos. 04, 05 and 06 of the Notice).

Further Company has received notice from a member under section 160 of the Act proposing the candidature for appointment of Shri K. C. Jain as Director of the Company and the Nomination and Remuneration Committee and also the Board of Directors has recommended his appointment as an Independent Director of the Company. Approval of the Members by special resolution for appointing him as an Independent Director for a term of five consecutive years has been sought in the Notice convening the Annual General Meeting of the Company. (Please refer to Item No. 07 of the Notice).

Detailed profiles of the above named persons setting out their accomplishments are appended to the Explanatory Statement accompanying the Notice for the Annual General Meeting.

17. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2019 and state 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 had 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 loss of the Company for that period;

c) the directors had 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 had prepared the annual accounts on a going concern basis;

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

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

18. KEY MANAGERIAL PERSONNEL

The following employees were the Key Managerial Personnel of the Company during the year under review :

(i) Smt. Vidula Jalan, Executive Director

(ii) Shri Anshuman Vikram Jalan, Executive Director

(iii) Shri Yaswant Mishra, President (Corporate) & CFO

(iv) Shri Swadesh Agrawal, Asst. Vice President & Company Secretary*

(v) Shri Manoj Kumar, GM(Legal) & Company Secretary**

*ceased w.e.f. 30.06.2018

**appointed w.e.f. 22.12.2018

During the year under review, Shri Swadesh Agrawal ceased as Company Secretary w.e.f. 30.06.2018 and Shri Manoj Kumar was appointed as Company Secretary w.e.f. 22.12.2018.

19. REMUNERATION TO DIRECTORS & KEY MANAGERIAL PERSONNEL

(i) The Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the year ended 31st March, 2019 are :-

Sr No.	Name of Director/CEO/CFO/ Company Secretary	Designation	Ratio of remuneration to median remuneration of the Employee of the Company	Percentage increase in the remuneration for the Financial Year 2018-19
1	Smt. Aruna Makhan	Independent and Non-Executive Director	1.33	-28%
2	Shri N. G. Khaitan	Independent and Non-Executive Director	0.96	-31%
3	Shri Gaurav Goel	Independent and Non-Executive Director	0.78	-48%
4	Shri K. C. Jain	Non-Executive Director	0.82	-42%
5	Smt. Vidula Jalan	Executive Director	25.61	-12%
6	Shri Anshuman Vikram Jalan	Executive Director	33.54	4%
7	Shri Yaswant Mishra	President (Corporate) & CFO	NA	4%
8	Shri Swadesh Agrawal	Asst. Vice President & Company Secretary	NA	NA
9	Shri Manoj Kumar	Company Secretary	NA	NA

Median remuneration of the Employees of the Company during the financial year : ₹ 4.88 lacs.

(ii) Percentage increase in the median remuneration of employees in the financial year 2018- 19 is 7.60 %.

(iii) There are 1099 Permanent Employees on the rolls as on 31st March, 2019 of the Company.

(iv) Explanation w.r.t average increase in remuneration and Company's performance:

Net Profit/ (Loss) for the financial year ended March 31, 2019 was ₹ (973.72) lacs as compared to ₹ 1138.19 lacs in the previous year. The increase in median remuneration was 7.60%

(v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: The total remuneration of Key Managerial Personnel (KMP) decreased by 3.20%. Net Profit/(Loss) was ₹ (973.72) lacs as compared to ₹ 1138.19 lacs in the previous year.

(vi) Variations in the market Capitalization of the Company and PE Ratio

a. The market capitalization as on 31st March, 2019 was ₹ 71539.33 lacs. (₹ 82,857 lacs as on 31st March, 2018).

b. Price Earnings ratio of the Company as at 31st March, 2019 : - 73.42 (as at 31st March, 2018: 72.86)

c. Percent increase over / decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The company has not made any public issue or rights issue of securities in the recent past, so comparison have not been made of current share price with public offer price. The Company's shares are listed on BSE Ltd. and National Stock Exchanges of India Ltd.

(vii) Average Percentile increase in the Salaries of the Employees other than Managerial Personnel in financial year 2018-19 is 3.43% as compared to 3.20% decrease in the Managerial Remuneration for the same period, due to increase in wages by Cement wage board.

(viii) Key Parameters for any variable component of remuneration availed by the Directors are considered by the Board of Directors based on the performance of the Company, recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

(ix) The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year is 0.59.

(x) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has formulated a CSR Policy pursuant to the Section 135 of the Companies Act, 2013 and rules framed thereunder. The policy is framed for undertaking activities as may be found beneficial for upliftment of social, environment and economic development for the weaker section preferring local, near to the factory site.

Pursuant to Section 135 (4) and Rule 8 of the Companies (Corporate Social Responsibility Policy), Rules, 2014, a report on CSR containing particulars in the specified format is attached at **Annexure-2.**

The Composition of the Corporate Social Responsibility Committee (CSR) is as under:

Name of the Member	Category
Smt. Vidula Jalan, Chairperson	Executive Director
Shri A. V. Jalan	Executive Director
Shri Gaurav Goel	Independent & Non Executive Director

The Corporate Social Responsibility (CSR) Policy as approved by the Board is uploaded on the Company's website at the web link:http://www.mangalamcement.com/pdf/policy/corporate_social_responsibility_policy.pdf

21. AUDITORS' REPORT

The Auditors' Report to the shareholders does not contain any qualification, reservation or adverse remark.

22. STATUTORY AUDITORS

M/s. Singhi & Co., Chartered Accountant, (Firm Registration Number: 302049E), who are Statutory Auditors of the Company were appointed as the Statutory Auditors for a term of 5 years at the 41st Annual General Meeting of the Company and their term shall expire at the 46th Annual General Meeting of the Company.

23. COST AUDITOR AND COST AUDIT REPORT

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of your Company have on the recommendation of the Audit Committee, appointed M/s. J. K. Kabra & Co., Cost Accountants, New Delhi as the Cost Auditors, to conduct the cost audit of your Company for the Financial Year 2019-20. The Company has recommended their remuneration to shareholders for their ratification at the ensuing Annual General Meeting.

Your Company has maintained cost audit records pursuant to section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, in respect of the manufacturing activities are required. The cost audit report for the financial year 2017-18 was filed with the Ministry of Corporate Affairs on 13th September, 2018.The Report does not contain any qualification, reservation or adverse remark.

24. SECRETARIAL AUDIT

Pursuant to Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company had appointed M/s. P. Pincha & Associates, Company Secretaries, Jaipur as Secretarial Auditor of the Company for the Year 2018-19.

The Secretarial Audit Report for the financial year 2018-19 forms part of this report as **Annexure - 3**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has re-appointed Mr. Pradeep Pincha of M/s P Pincha & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for the financial year 2019-20.

25. LOANS, GUARANTEES OR INVESTMENT

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes forming part of the financial statements.

26. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

All the related party transactions are entered into at arm's length in the ordinary course of business and are in compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no material significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have a potential conflict with the interests of the Company.

The Related Party Transaction Policy as approved by the Board is uploaded on the Company's website at the web link:http://www.mangalamcement.com/pdf/policy/related_party_transaction_policy.pdf

27. PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the name and other particulars of employees are to be set out in the Directors' Report as an addendum or annexure thereto.

However, in line with the provisions of Section 136(1) of the Companies Act, 2013 the Report and Accounts as set out therein, are being sent to all Members of your Company and others entitled thereto, excluding the aforesaid information about the employees. Any Member who is interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company.The aforesaid Annexure is also available for inspection by the Members at the Registered Office of the Company, 21 days before the 43rd Annual General Meeting and up to the date of the said Annual General Meeting during the business hours on working days.

28. ANNUAL RETURN

The Annual Return of the Company has been placed on the website of the Company and can be accessed at http://www.mangalamcement.com/other.php

29. COMPLIANCE WITH SECRETARIAL STANDAREDS

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (SS1and SS2) respectively relating to Meetings of the Board and its Committees and General Meeting which have mandatory application.

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

A Statement containing the information required by Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, is set out in the statement at **Annexure-4** hereto and forms part of this Report.

31. CORPORATE GOVERNANCE

Your Directors reaffirm their continued commitment to good Corporate Governance practices. During the year under review, your Company was in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Corporate Governance.

A report on Corporate Governance is enclosed at **Annexure-5** hereto and forms part of this Annual Report. The Auditors certificate on compliance with the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is annexed to the Report on Corporate Governance.

32. COMPOSITION OF AUDIT COMMITTEE

In line with the provisions of Section 177 (8) of the Companies Act, 2013, the composition of the Committee is as below:

Name of Member	Category
Shri N. G. Khaitan – Chairman	Independent & Non-Executive Director
Smt. Aruna Makhan	Independent & Non Executive Director
Shri Gaurav Goel	Independent & Non-Executive Director
Shri K. C. Jain	Non-Executive Director

The recommendation of Audit Committee as and when made to Board, have been approved by it.

33. VIGIL MECHANISM

The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism under the policy has been appropriately communicated within the organization. The Whistle Blower Policy is available on the website of the Company.

34. PERFORMANCE EVALUATION

The Board has carried out an evaluation of its own performance and that of the individual Directors as well as of its Committees. The evaluation criteria, inter-alia, covered various aspects of the Board's functioning including its composition, execution and performance of specific duties, obligations and governance. A structured questionnaire, each in line with the circular issued by SEBI, for evaluation of the Board, its various Committees and individual Directors, was prepared and recommended to the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

The performance of individual directors was evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, time devoted, etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. Independent Directors fulfil the criteria of independence and they are independent of management.The Directors expressed their satisfaction with the evaluation process.

The Independent Directors met on 07th February, 2019 to review the performance evaluation of the Non - Independent Directors and the entire Board of Directors. The Independent Directors are well satisfied with the functioning of the Board, its various committees and of the performance of the other Non-Executive and Executive Directors.

35. KEY PARAMETERS FOR APPOINTMENT OF DIRECTORS & KEY MANAGERIAL PERSONNEL

The Nomination and Remuneration Committee has formulated a detailed policy for appointment of directors, key managerial personnel and senior management personnel, which is designed to attract, motivate and retain best talent.

This policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company. The compensation strategy revolves around getting the "best talent in the market". The remuneration of the Executive Directors and KMPs including the senior management personnel of the Company is recommended by the Nomination and Remuneration Committee based on the Company's remuneration structure taking into account factors such as level of experience, qualification and suitability. The Company generally pays remuneration by way of salary, perquisites and allowances (fixed component), incentive remuneration and/or commission (variable components).

Remuneration by way of commission to the Non-Executive Directors is decided by the Board as permitted by the Companies Act, 2013 in line with the approval granted by shareholders.

36. NOMINATION AND REMUNERATION POLICY

The Company has in place a formal Nomination and Remuneration Policy formulated as per the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The extract of the policy is attached at **Annexure-6** to this Report. Further the above said policy is available at website of the Company at http://www.mangalamcement.com/pdf/policy/nomination_remuneration_policy.pdf

37. INTERNAL FINANCIAL CONTROL

The Company has in place adequate internal financial control systems, commensurate with the size and complexity of its operations, to ensure proper recording of financial and monitoring of operational effectiveness and compliance of various regulatory and statutory requirements.

38. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

During the year under review, the Company has not received any compliant under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.The Company under the said Act has constituted Internal Complaint Committee for complaints.

39. ENVIRONMENT, HEALTH AND SAFETY

Environment, Health and Safety (EHS) is one of the primary focus areas for your Company. Your Company's EHS policy is to consider compliance to statutory EHS requirements as the minimum performance standard and is committed to go beyond and adopt stricter standards wherever appropriate.

Your Company have planted over 8,927 saplings to ensure a dense green belt around the plant and mine areas. Company encourage its employees and their families to actively participate in our plantation drives.

Your Company conducted regular health camps to monitor the health of farmers and educate them about disease prevention and care. Company also provided financial assistance to several hospitals and also adopted CHC Morak under a scheme of the Government of Rajasthan and assisted its maintenance and refurbishment. Your Company organised healthcare camps for specially-abled people. A team of specialised doctors, in collaboration with the Government of Rajasthan made the event successful.

Activities	No. of Patient(s)
OPD	12183
Periodic Health Check Up	868
Pulse Polio Drive	444
Audiometry	106

In your Company safety is of utmost importance and a culture of safety is brought in, not just for the Company's staff but also for contract workers, raw material suppliers and transporters etc. through training programs /communications.

40. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of Rs. 13,57,536/- during the financial year 2018-19 to the Investor Education and Protection Fund established by the Central Government in compliance with section 125 of the Companies Act, 2013. The said amount represents unclaimed dividends which were lying with the Company for a period of 7 years from their respective due dates of payment. Prior to transferring the aforesaid sum, the Company has sent reminders to the shareholders for submitting their claims for unclaimed dividend.

Further, in terms of Section 125(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, the Company has transferred 12060 equity shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government.

41. PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from the public within the meaning of section 2(31) and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the year and as such, no amount of principal or interest on deposit was outstanding as of the balance sheet date.

42. CASH FLOW ANALYSIS

In conformity with the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a cash flow statement for the financial year ended 31st March 2019 forms part of the audited accounts.

43. AWARDS

Your Directors are pleased to inform that the Company has received the following awards during the year 2018-19;

- National Safety Award-2018 of IV category in the group "D", Cement, Steel & Engineering factories. This Award was given in recognition for developing & implementing effective management systems and procedures and achieving good performance in Occupational Safety & Health for the assessment period of three years 2015, 2016 & 2017.
- 1st Price in Best Employer Award-2017 from Ministry of Industry, Government of Rajasthan.
- Certificate of Excellence- Silver Award in category of Cement in SEEM National Energy Management Awards 2017. This award was given by Society of Engineers and Energy Managers (SEEM) for recognition of best Energy Management plant in cement category.
- First price in activities of Afforestation, received on 01st December, 2018 in 29th Mines Environment and Mineral Conservation Week 2018-19
- Third price in activities of Sustainable Development, received on 01st December, 2018 in 29th Mines Environment and Mineral Conservation Week 2018-19

44. ACKNOWLEDGEMENTS

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

New Delhi
11th May, 2019

Management Discussion & Analysis

INDUSTRY OVERVIEW

India's Cement industry is the world's second largest after China. It presently has a total capacity of about 455 Million MT and cement demand is expected to reach 550 to 600 Million MT by 2025, supported by increasing demand for the housing sector and for infrastructure development. Moreover, the per capita consumption of cement in India still remains substantially low at less than 200Kg compared to the world average of around 500 Kg and in China where it is over 1000 Kg. This indicates an opportunity for good growth in the industry over the medium and long term.

The Government has also further announced ambitious plans for large scale development of infrastructure, roads, and to also dramatically expand the capacity of the railways. All theses measures would lead to increase in construction activities and thereby boost cement demand as well as augment the existing infrastructure for delivery and transportation of cement.

Overall, the sector is witnessing signs of recovery and with further improvement in the economy, the cement industry is expected to grow well with increased demand from concrete road construction, spending on infrastructure projects, and low-cost housing projects. The slower pace of incremental new capacity as against the sustained demand growth also augurs well for the industry going forward.

The challenges to the industry remain in increase in power, fuel, and logistics costs and the multitude effects of prolonged constrained liquidity in the economy. The availability and identification of fresh limestone deposits suitable for cement manufacture is also a serious concern and needs to be streamlined for the industry to grow unhindered.

PERFORMANCE REVIEW

Your company has registered a growth of 10.69% in Sales, with a 7.10% growth in volumes. This was due to increased volumes at Aligarh Grinding Unit and improvements in the markets of Rajasthan and Madhya Pradesh. The realization from cement also improved as compared to the previous year, particularly in the second half of the year.

Power and fuel costs have also increased with the increases in prices and depreciation in the rupee. In order to mitigate such cost pressures, your company has tried to increase its procurements and consumption of lower cost fuels, optimize the utilization from its renewable energy sources such as its wind turbines, and utilization of alternative fuels. The ongoing project for installation of the 11 MW Waste heat recovery power plant once completed, will further help to better insulate the impact of a rise in energy costs.

Logistics costs also increased due to increase in diesel prices and increase in lead distances.

Your company has produced 2.95 Million MT of cement as compared to 2.76 Million MT in the previous year witnessing a growth of 7.10%

- **Financial Highlights**

(₹ in Lacs)

Particulars	FY19	FY18
Revenue from Operation	1,19,506.50	1,11,884.48
Profit/(Loss) before Interest, Depreciation & Taxation	8098.28	11,044.22
Less: Interest and Finance Charges	5078.24	4,727.28
Profit/(Loss) after Interest	3020.04	6,316.94
Less: Depreciation and Amortisation	4612.47	4,421.11
Profit/(Loss) before Tax	-1592.43	1,895.83
Net Profit/(Loss) after Tax	-973.72	1,138.19
Other Comprehensive Income (net of Tax)	-14.98	-0.38
Total Comprehensive Income (after Tax)	-988.70	1,137.81

Revenue from Operations increased by 6.81% from ₹ 1,11,884.48 lakhs in the previous year to ₹ 1,19,506.50 lakhs in the current year.

Profit before depreciation and tax decreased by ₹ 3296.90 Lacs from ₹ 6,316.94 lakhs to ₹ 3020.04 Lakhs in the current year.

- **Production**

Particulars	FY19	FY18
Production (MMT) :		
Clinker	2.09	2.06
Cement	2.95	2.76

Clinker and cement production increased compare to previous year by 1% and 7% respectively.

- **Sales and Despatch Volume**

Particulars	FY19	FY18
Sales Volume (MMT) :		
Cement	2.96	2.76
Clinker	0.00	0.00
Despatch Volume (MMT)		
Cement	2.95	2.76
Clinker	0.00	0.00

- **Power and Coal Consumption**

Particulars	FY19	FY18
Power Consumption *(Per MT of Cement)*	74 kwh	72 kwh
Coal Consumption *(Per MT of Clinker)*	102.76 Kg	99.69 Kg

- **Power generation**

Particulars	FY19	FY18
Captive Thermal Power Plant (In Lakhs kwh)	1670.22	1816.37
Wind Turbines (In Lakhs kwh)	166.84	156.10

The overall performance could not improve further despite rise in realizations in the market because of sharp increase in cost, particularly the fuel, energy and related costs.

With the growing infrastructure expenditure, and GDP growth targets envisaged by the government, the cement industry should be favourably placed in the coming years. However, the ability of the industry to pass on any cost pressures would continue to be a key factor towards improvement in overall profitability.

The Company continues to focus on and strengthen its production and sales of Fly ash Blended cement from 75% in FY20 to around 90% in the coming years.

Cost of production is increasing with increase in input costs without a corresponding increase in realisation in the current marketing scenario. This will pose a threat to improving the overall scenario in respect of cement.

RISKS & MITIGATING STEPS

The key risks areas are periodically reviewed and systemically reviewed by the Senior Management. The Risk is an expression of uncertainty about events and their possible outcomes that could have a material impact on the Company's performance and prospects. Mangalam Cement is committed to ensure a secured business environment with proactive awareness, appraisal and mitigation measures. The Company has proper enterprise risk management (ERM) policies in place to identify, manage and mitigate risks and emerge as a risk-focused organisation.

Economic volatility risk : Macro-economic factors have always formed the fundamental baseline on which the economy's industrial performance and slowdown may impact the Company's performance. India's new government is implementing favourable policies and regulations that have strengthened business sentiments. With increased population, surged need for housing, moderating inflation, stabilising currency and improved disposable income, the Company expects the demand for cement to grow sustainably.

Key input risk : Procurement of key raw materials at the right time and right price is an essential requirement for maintaining the overall cost of production. Any unforeseen increase may impact the Company's profitability. The Company has strategically averted this risk by maintaining sufficient limestone reserves to meet their captive requirements. It has also formed and maintained long-term relationships with the suppliers to ensure consistent supply. Besides, the Company has undertaken various technological initiatives to optimise raw materials usage and enhance productivity.

Competition risk : Increasing cement players within the industry may impact realisation on account of stiff completion. To mitigate this risk, the Company has marked its product quality as its primary strength. Very efficiently, the Company has witnessed higher realisations per ton of cement on account of this uniqueness. It maintains a judicious mix of retail and institutional sales as well, which further strengthens its dealer base and retailer network. The Company also reinforced its marketing and sales team, enabling increased market penetration, retaining existing clients and acquiring potential customers, simultaneously.

Human asset risk : Human resource is one of the most important assets of any company. The lack of a judicious employee mix (experienced and new) may hinder the Company's overall growth. Therefore, to maintain a steady balance, utmost emphasis has been laid down on retaining experienced personnel and recruiting management trainees to create a robust team. The Company provides specialised training to its employees and is consistently building a leadership pipeline. It maintains an attrition level that is much below industry standards.

Customer reach risk : Inability to reach out to the demand pockets in key regions across India may affect business growth. The Company has developed extensive network strength, ensuring its business growth. Logistics and transportation facilities have been strengthened for efficient dispatch. The Company's marketing department closely works with dealers and institutional clients to cater to their demand requirements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Companys internal control procedures are adequate to ensure compliance with various policies, practices and statutes in keeping with the organization's pace of growth and increasing complexity of operations.

Your Company maintains a system of internal controls designed to provide reasonable assurance regarding the following:

- Effectiveness and efficiency of operations
- Adequacy of safeguards for assets
- Prevention and detection of frauds and errors
- Accuracy and completeness of the accounting records
- Timely preparation of reliable financial information

The internal controls and governance process are duly reviewed for their adequacy and effectiveness through periodic audits by independent internal and external auditors. The Audit Committee is periodically briefed on the corrective and preventive action taken to mitigate the risks.

HUMAN RESOURCES

As always, people development continues to be an extremely important area in your Company. The Company's human resource management function is aimed at sole objective of achieving high engagement level of its people which in turn ensures both higher productivity and happy people and thereby improve the bottom line.

At Mangalam, measures for employee safety, training, welfare and development continue to get top priority at all levels and results are reflected in the improved quality and efficiency. The Company's training programmes and value-based teaching enhance motivational levels among its people. The Company's industrial relations as well as public relations with all external agencies have been cordial. Your Company had 1099 employees, as on 31st March, 2019.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The following critical ratios have changed beyond the 25% indicative thereshold specified in the SEBI (Listing Oblications and Disclosure Requirements) Regulations, 2015 :

	F.Y., 18-19	F.Y., 17-18	% Change
Interest Coverage Ratio	0.69	1.40	(51.01)
Debt Equity Ratio	1.03	0.72	42.37
Operating profit Margin Ratio	6.78	9.87	(31.35)
Net profit Margin	(0.81)	1.02	(180.09)

The changes in the above ratios are due to loss incurred during the year.

RETURN ON NET WORTH

	F.Y.,18-19	F.Y.,17-18
Return on Net worth	-1.93%	2.21%

The decline in the net worth as on 31st March, 2019 was due to loss incurred during the year.

CAUTIONARY STATEMENT

The statement in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, within the meaning of applicable security law or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials' cost and availability, changes in Government regulations and tax structure, economic developments and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information, or events.

Annexure - 1

FORM NO. MGT – 9

Extract of Annual Return

as on financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 & Rule 12(1) of the Companies (Management and administration) Rule, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L26943RJ1976PLC001705
2.	Registration Date	27th October,1976
3.	Name of the Company	Mangalam Cement Ltd.
4.	Category / Sub-Category of the Company:	Public Company limited by shares
5.	Address of the Registered Office and Contact details	P. O. Aditya Nagar-326520 Morak, Dist. Kota Rajasthan Phone No: 07459 232231 Fax: 07459 232036 E-mail: shares@mangalamcement.com
6.	Whether listed company Yes / No	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAS Services Ltd., T-34; 2nd floor, Okhla Industrial Area, Phase- 2ND , New Delhi- 110020 Phone No. : +91-11-26387281/82/83 Fax No. : +91-11-26387384 Email : info@masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	CEMENT	2394	100%

*As per National Industrial Classification – Ministry of Statistics Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NOT APPLICABLE

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

A Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2018				No. of Shares held at the end of the year 31st March, 2019				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	No. of Shares	% of Changes
A. Promoters & Promoter group										
(1) Indian										
a. Individual/HUF	127740	NIL	127740	0.48	136869	NIL	136869	0.51	9129	0.03
b. Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c. State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d. Bodies Corp.	4279350	NIL	4279350	16.03	4723147	NIL	4723147	17.69	443797	1.66
e. Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f. Any Other.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1):-	**4407090**	**NIL**	**4407090**	**16.51**	**4860016**	**NIL**	**4860016**	**18.21**	**452926**	**1.70**
Foreign										
a) NRIs - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other - Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	**NIL**	**NIL**	**NiL**	**NiL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**4407090**	**NIL**	**4407090**	**16.51**	**4860016**	**NIL**	**4860016**	**18.21**	**452926**	**1.70**
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	767397	NIL	767397	2.87	766567	NIL	766567	2.87	(-)830	(-)0.00
b) Banks / FI	9625	NIL	9625	0.04	28785	NIL	28785	0.11	19160	0.07
c) Central Govt	NIL	NIL	NIL	0.00	NIL	NIL	NIL	0.00	NIL	0.00
d) State Govt(s)	NIL	NIL	NIL	0.00	NIL	NIL	NIL	0.00	NIL	0.00
e) Venture Capital Funds	NIL	NIL	NIL	0.00	NIL	NIL	NIL	0.00	NIL	0.00
f) Alternate Investment Funds	NIL	NIL	NIL	0.00	10951	NIL	10951	0.04	10951	0.04
g) Insurance Companies	250	NIL	250	0.00	250	NIL	250	0.00	NIL	NIL
h) FIIs	3046143	NIL	3046143	11.41	2177887	NIL	2177887	8.16	(-) 868256	(-)3.25
i) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
j) Others (specify Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	**3823415**	**NIL**	**3823415**	**14.32**	**2984440**	**NIL**	**2984440**	**11.18**	**(-)838975**	**(-) 3.14**

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2018				No. of Shares held at the end of the year 31st March, 2019				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	No. of Shares	% of Changes
2. Non-Institutions										
a) Bodies Corp.	7067648	2735	7070383	26.49	6929847	2734	6932581	25.97	(-)137802	(-)0.52
i) Indian										
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.2 lac	4274812	334947	4609759	17.27	4100613	283169	4383782	16.42	(-)225977	(-)0.85
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lac.	5135358	NIL	5135358	19.24	5010237	NIL	5010237	18.77	(-)125121	(-)0.47
c) Others										
i) Directors and Their Relatives	7280	NIL	7280	0.03	7280	NIL	7280	0.03	NIL	NIL
ii) Non Resident Indians/ Overseas Corporate Bodies	538776	NIL	538776	2.02	576229	NIL	576229	2.16	37453	0.14
iii) Clearing Members	101461	NIL	101461	0.38	1686078	NIL	1686078	6.32	1584617	5.94
iv) Foreign Companies										
v) Trusts	888500	NIL	888500	3.33	NIL	NIL	NIL	NIL	(-)888500	.(-)3.33
(vi) NBFC	6050	Nil	6050	0.02	135369	Nil	135369	0.51	129319	0.48
(vii) Unclaimed Suspense a/c IEPF	105708	Nil	105708	0.40	117768	Nil	117768	0.44	12060	0.05
Sub-total (B)(2):-	**18125593**	**337682**	**18463275**	**69.17**	**18563421**	**285903**	**18849324**	**70.61**	**386049**	**1.44**
Total Public Shareholding										
(B)=(B)(1)+(B)(2)	21949008	337682	22286690	83.49	21547861	285903	21833764	81.79	(-) 452926	(-) 1.70
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL		NIL	NIL	NIL
Grand Total (A+B+C)	**26356098**	**337682**	**26693780**	**100.00**	**26407877**	**285903**	**26693780**	**100.00**	**NIL**	**NIL**

B. Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2018			Share holding at the end of the year 31st March, 2019			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company Shares	%of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	Century Textiles and Industries Ltd.	22,20,500	8.32	-	22,20,500	8.32	-	0.00
2.	Pilani Investment and Industries Corporation Ltd.	11,20,000	4.20	-	11,20,000	4.20	-	0.00
3.	B. K. Birla Foundation	1,10,000	0.41	-	1,10,000	0.41	-	0.00
4.	Smt. Vidula Jalan	76,100	0.29	-	76,100	0.29	-	0.00
5.	Shri. Anshuman Vikram Jalan	40,000	0.15	-	40,000	0.15	-	0.00
6.	Shri. Basant Kumar Birla	10,540	0.04	-	10,540	0.04	-	0.00
7.	Vidula Consultancy Services Ltd.	28,850	0.11	-	6,41,850	2.40	-	2.29
8.	Avayaan Vikram Jalan	-	-	-	6,600	0.02	-	0.02
9.	Miss Vaishnavi Jalan	1,100	0.01	-	3,629	0.01	-	0.00
10.	Cygnet Industries Ltd.	8,00,000	3.00	18.15	1,27,000	0.48	2.61	-2.52
11.	Manav Investment and Trading Company Limited	-	-	-	5,03,797	1.89	10.37	1.89
	Total	**4407090**	**16.51**	**18.15**	**48,60,016**	**18.21**	**12.98**	**1.70**

C. Change in Promoters' Shareholding:Please specify if there is no change

Sr.	Name of Promoter	Shareholding at the beginning of the year (1st April, 2018/ 31st March, 2019)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
1.	Avayaan Vikram Jalan	Nil	Nil	01.04.2018				
				12.04.2018	1100	Transfer	1100	0.00
				08.10.2018	1142	Transfer	2242	0.01
				09.10.2018	4358	Transfer	6600	0.02
		6600	0.02	31.03.2019				
2.	Vaishnavi Jalan	1100	0.00	01.04.2018				
				09.10.2018	2351	Transfer	3451	0.01
				11.10.2018	178	Transfer	3629	0.01
		3629	0.01	31.03.2019				
3.	Manav Investment & Trading CO. LTD	0	0	01.04.2018				
				07.03.2019	500000	Transfer	1103797	4.13
				12.03.2019	500000	Transfer	1603797	6.01
				29.03.2019	(1100000)	Transfer	503797	1.89
		503797	1.89	31.03.2019				
4.	Cygnet Industries Limited	800000	3.00	01.04.2018				
				26.03.2019	(673000)	Transfer	127000	0.48
		127000	0.48	31.03.2019				
5.	Vidula Consultancy Services Ltd	28850	0.11	01.04.2018				
				26.03.2019	613000	Transfer	641850	2.40
		641850	2.40	31.03.2019				

D. Shareholding Pattern of top ten Shareholders:(Other than Directors, Promoters and Holders of GDRs and ADRs) :

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2018/ 31st March, 2019)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
1.	India Capital Fund Ltd.	1972418	7.39	01.04.2018				
		NIL movement during the year						
		1972418	7.39	31.03.2019				
2.	Axis Capital Limited	-	-	01.04.2018				
				26.03.2019	2517563	Transfer	2517563	9.43
				27.03.2019	877500	Transfer	3395063	12.72
				28.03.2019	(3220038)	Transfer	175025	0.66
				29.03.2019	1099975	Transfer	1275000	4.78
		1275000	4.78	31.03.2019				
3.	Arihant Capital Mkt. Ltd.	2157	0.01	01.04.2018				
				06.04.2018	(15)	Transfer	2142	0.01
				20.04.2018	(298)	Transfer	1844	0.01
				11.05.2018	(2)	Transfer	1842	0.01
				18.05.2018	(1814)	Transfer	28	0.00
				25.05.2018	100	Transfer	128	0.00
				01.06.2018	120	Transfer	248	0.00
				08.06.2018	(20)	Transfer	228	0.00
				15.06.2018	50	Transfer	278	0.00
				22.06.2018	(25)	Transfer	253	0.00
				29.06.2018	(25)	Transfer	228	0.00
				06.07.2018	100	Transfer	328	0.00
				13.07.2018	(100)	Transfer	228	0.00
				20.07.2018	460	Transfer	688	0.00
				27.07.2018	(460)	Transfer	228	0.00
				10.08.2018	101	Transfer	329	0.00
				24.08.2018	(100)	Transfer	229	0.00
				07.09.2018	(2)	Transfer	227	0.00
				14.09.2018	54	Transfer	281	0.00
				21.09.2018	(54)	Transfer	227	0.00
				12.10.2018	50	Transfer	277	0.00
				02.11.2018	225	Transfer	502	0.00
				30.11.2018	100	Transfer	602	0.00
				07.12.2018	(101)	Transfer	501	0.00
				21.12.2018	950	Transfer	1451	0.01
				28.12.2018	(1000)	Transfer	451	0.00
				08.02.2019	50	Transfer	501	0.00
				15.02.2019	200	Transfer	701	0.00
				22.02.2019	(200)	Transfer	501	0.00
				28.03.2019	766400	Transfer	766901	2.87
		766901	2.87	31.03.2019				

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2018/ 31st March, 2019)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
4.	Finquest Securities	371200	1.39	01.04.2018				
	P. Ltd.			18.05.2018	(7934)	Transfer	363266	1.36
				22.06.2018	100000	Transfer	463266	1.74
				29.06.2018	24000	Transfer	487266	1.83
				20.07.2018	152000	Transfer	639266	2.39
				27.07.2018	7600	Transfer	646866	2.42
				10.08.2018	6900	Transfer	653766	2.45
				14.09.2018	(209000)	Transfer	444766	1.67
				21.09.2018	225000	Transfer	669766	2.51
				28.09.2018	15000	Transfer	684766	2.57
				05.10.2018	6500	Transfer	691266	2.59
				19.10.2018	45800	Transfer	737066	2.76
				26.10.2018	2500	Transfer	739566	2.77
				09.11.2018	131000	Transfer	870566	3.26
				14.12.2018	107000	Transfer	977566	3.66
				28.12.2018	122000	Transfer	1099566	4.12
				18.01.2019	(66)	Transfer	1099500	4.12
				25.01.2019	42400	Transfer	1141900	4.28
				15.02.2019	16600	Transfer	1158500	4.34
		1158500	4.34	31.03.2019				
5.	Kesoram Welfare	877500	3.29	01.04.2018				
	Society	0	0	26.03.2019	(877500)	Transfer	0	0
		0	0	31.03.2019				
6.	SBI Magnum	766567	2.87	01.04.2018	NIL movement during the year			
	Mid Cap Fund	766567	2.87	31.03.2019				
7.	Aditya Marketing and Manufacturing	969200	3.63	01.04.2018	NIL movement during the year			
	Limited	969200	3.63	31.03.2019				
8.	Fidelity Funds -	565769	2.12	01.04.2018				
	Asian Smaller			13.04.2018	(4809)	Transfer	560960	2.10
	Companies Pool			20.04.2018	(12579)	Transfer	548381	2.05
				06.07.2018	(46123)	Transfer	502258	1.88
				13.07.2018	(117289)	Transfer	384969	1.44
				20.07.2018	(19117)	Transfer	365852	1.37
				26.10.2018	(9521)	Transfer	356331	1.33
				02.11.2018	(57779)	Transfer	298552	1.12
				09.11.2018	(124199)	Transfer	174353	0.65
				30.11.2018	(7786)	Transfer	166567	0.62
				07.12.2018	(20302)	Transfer	146265	0.55
				14.12.2018	(74937)	Transfer	71328	0.27
				21.12.2018	(71328)	Transfer	0	0
		0	0	31.03.2019				

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2018/ 31st March, 2019)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
9.	Manav Investment and Trading Co. Ltd.	603797	2.26	01.04.2018				
		0	0	31.03.2019				
10.	Sanghai Commercial and Credits Pvt. Ltd.	-	-	01.04.2018				
				19.03.2019	411	Transfer	411	0.00
				20.03.2019	15505	Transfer	15916	0.06
				26.03.2019	4066	Transfer	19982	0.07
				28.03.2019	662896	Transfer	682878	2.56
				29.03.2019	(51532)	Transfer	631346	2.37
		631346	2.37	31.03.2019				
11.	Camden Industries Limited	3019563	11.31	01.04.2018				
				28.12.2018	(3019563)	Transfer	0	0
		0	0	31.03.2019				
12.	Sachin Bansal (PAN: AAHFN0847M)	1422827	5.33	01.04.2018				
				06.04.2018	45000	Transfer	1467827	5.50
				13.04.2018	5477	Transfer	1473304	5.52
				08.06.2018	10000	Transfer	1483304	5.56
				17.08.2018	25432	Transfer	1508736	5.65
				24.08.2018	10445	Transfer	1519181	5.69
				09.11.2018	1402	Transfer	1520583	5.70
				11.01.2019	(2123)	Transfer	1518460	5.69
				22.02.2019	(8166)	Transfer	1510294	5.66
				01.03.2019	(68519)	Transfer	1441775	5.40
				08.03.2019	(97972)	Transfer	1343803	5.03
				15.03.2019	(68628)	Transfer	1275175	4.78
				20.03.2019	(5363)	Transfer	1269812	4.76
				22.03.2019	(26057)	Transfer	1243755	4.66
				25.03.2019	(10013)	Transfer	1233742	4.62
				26.03.2019	(6206)	Transfer	1227536	4.60
				28.03.2019	(36334)	Transfer	1191202	4.46
		1191202	4.46	31.03.2019				
13.	Sachin Bansal (PAN: AAVFA1447J)	769145	2.88	01.04.2018				
				14.09.2018	(100000)	Transfer	669145	2.51
				12.10.2018	100000	Transfer	769145	2.88
				22.02.2019	(15000)	Transfer	754145	2.83
		754145	2.83	31.03.2019				

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2018/ 31st March, 2019)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2018 to 31.03.2019)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
14.	Shah Jigar Lalchand (PAN: AGDPS4252P)	829485	3.11	01.04.2018				
				06.04.2018	18799	Transfer	848284	3.18
				13.04.2018	32291	Transfer	880575	3.30
				20.04.2018	13449	Transfer	894024	3.35
				27.04.2018	16800	Transfer	910824	3.41
				11.05.2018	46118	Transfer	956942	3.58
				25.05.2018	3441	Transfer	960383	3.60
				08.06.2018	2123	Transfer	962506	3.61
				15.06.2018	11294	Transfer	973800	3.65
				22.06.2018	11235	Transfer	985035	3.69
				24.08.2018	12356	Transfer	997391	3.74
				31.08.2018	2840	Transfer	1000231	3.75
				07.09.2018	8445	Transfer	1008676	3.78
				28.09.2018	1674	Transfer	1010350	3.78
				05.10.2018	1265	Transfer	1011615	3.79
				12.10.2018	4318	Transfer	1015933	3.81
				30.11.2018	(5)	Transfer	1015928	3.81
				21.12.2018	20	Transfer	1015948	3.81
				18.01.2019	8732	Transfer	1024680	3.84
				25.01.2019	(132)	Transfer	1024548	3.84
				01.02.2019	500	Transfer	1025048	3.84
				08.02.2019	1410	Transfer	1026458	3.85
				01.03.2019	71	Transfer	1026529	3.85
				08.03.2019	176	Transfer	1026705	3.85
				19.03.2019	226	Transfer	1026931	3.85
				25.03.2019	123	Transfer	1027054	3.85
				29.03.2019	(4500)	Transfer	1022554	3.83
		1022554	3.83	31.03.2019				

E. Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year 1st April, 2018		Share holding at the end of the year 31st March, 2019	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Smt. Aruna Makhan, Non Executive Independent Director	Nil	-	Nil	-
2	Shri N. G. Khaitan in HUF, Non-Executive Independent Director	440	0.00	440	0.00
3	Shri Gaurav Goel, Non Executive Independent Director	Nil	-	Nil	-
4	Shri K. C. Jain, Non Executive Director	6840	0.03	6840	0.03
5	Smt. Vidula Jalan, Executive Director	76,100	0.29	76,100	0.29
6	Shri A. V. Jalan, Executive Director	40,000	0.15	40,000	0.15
7	Shri Yaswant Mishra, President (Corporate) & CFO	Nil	-	Nil	-
8	Shri Manoj Kumar, Company Secretary *	Nil	-	Nil	-

**appointed w.e.f. 22.12.2018*

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2018)				
i) Principal Amount	**34679.83**	**2500.00**	-	**37179.83**
ii) Interest due but not paid	0.89	-	-	0.89
iii) Interest accrued but not due	26.62	-	-	26.62
Total (i+ii+iii)	**34707.34**	**2500.00**	-	**37207.34**
Change in Indebtedness during the financial year				
Addition	21449.69	6108.58	-	27558.27
Reduction	10463.62	2500.00	-	12963.62
Net Change	**10986.07**	**3608.58**	-	**14594.65**
Indebtedness at the end of the financial year (31.03.2019)				
i) Principal Amount	45649.80	6100.00	-	51749.80
ii) Interest due but not paid	20.76	-	-	20.76
iii) Interest accrued but not due	22.85	8.58	-	31.43
Total (i+ii+iii)	**45693.41**	**6108.58**		**51801.99**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In ₹)

S. No.	Particulars of Remuneration	Smt. Vidula Jalan Executive Director	Shri A. V. Jalan Executive Director	Total
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,08,00,000	1,08,00,000	2,16,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	17,13,193	41,39,750	58,52,943
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
5	**Others, please specify**			
	Provident Fund	12,96,000	12,96,000	25,92,000
	Superannuation Fund (To the extend no taxable under section 17(2))	1,50,000	1,50,000	3,00,000
	Others (To the extend no taxable under section 17(2))			
	Total (A)	**1,39,59,193**	**1,63,85,750**	**3,03,44,943**

B. Remuneration to other directors:

(In ₹)

Particulars	Smt. Aruna Makhan	Shri N. G. Khaitan	Shri Gaurav Goel	Shri K. C. Jain	Total
1. Independent Directors					
Fee for attending board / committee meetings	6,50,000	4,70,000	3,80,000	-	**15,00,000**
Commission					
Others, please specify	-	-	-	-	-
Total (1)	**6,50,000**	**4,70,000**	**3,80,000**	**-**	**15,00,000**
2. Other Non-Executive Director					
Fee for attending board / committee meetings	-	-	-	4,00,000	**4,00,000**
Commission	-	-	-		
Others, please specify	-	-	-	-	-
Total (2)	-	-	-	**4,00,000**	**4,00,000**
Total (B)=(1+2)	**6,50,000**	**4,70,000**	**3,80,000**	**4,00,000**	**19,00,000**

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

(In ₹)

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Shri Yaswant Mishra, President (Corporate) & CFO	Shri Swadesh Agrawal, Company Secretary*	Shri Manoj Kumar, Company Secretary**
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,57,37,015	16,50,485	2,68,443
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	90,475	23,959
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-		-
2	Stock Option	-		-
3	Sweat Equity	-		-
4	Commission as % of profit	-		-
5	Others, please specify			
	Provident Fund	5,55,186	32,750	21,574
	Superannuation Fund (To the extend no taxable under section 17(2))	1,50,000	40,937	26,966
	Others [To the extend no taxable under section 17(2)]	-		
	Total	1,64,81,801	18,14,647	3,40,942

**ceased w.e.f. 30.06.2018 | **appointed w.e.f. 22.12.2018*

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act): None

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

New Delhi
11th May, 2019

CSR REPORT 2018-19

1.	A brief outline of the Company's CSR policy, including overview of project or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has formulated a CSR Policy stated in the link mentioned in the Board Report pursuant to the Section 135 of the Companies Act, 2013 and rules framed thereunder. The policy is framed for undertaking activities as may be found beneficial for upliftment of social, environment and economic development for the weaker section preferring local, near to the factory site.
2.	The Composition of CSR Committee	Smt. Vidula Jalan – Chairperson Shri A. V. Jalan – Member Shri Gaurav Goel – Member
3.	Average net profit of the Company for last three financial years.	₹ 908.51 Lacs
4.	Prescribed CSR Expenditure	₹ 84.54 Lacs as approved by the CSR Committee and Board.
5.	Details of CSR Expenditure spent during the financial year (a) The amount to be spent for the FY (b) Amount up-spent, if any (c) Manner in which the amount spent during the financial year	Details mentioned below
6.	Reason for not spending the prescribed amount	N.A.

Details of CSR Expenditure spent during the financial year

Details of CSR Expenditure spent during the financial year (Point No. 5 above)							
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or program-wise (₹ in lacs)	Amount spent on the projects or programs (₹ in lacs)	Cumulative expenditure upto the reporting period i.e. from 01st April, 2018 to March, 2019 (₹ in lacs)	Amount spent: Direct or through agency
1.	Infrastructural support to nearby villages	Overall rural development of the nearby and surrounding area of the plant	Morak, Dist. Kota, Rajasthan	33.64	33.64	33.64	Spent directly
2.	Support to Govt. ITI	Protecting and Supporting Education Initiatives	ITI, Kherabad,	3.00	3.00	3.00	Spent directly
3.	Support to Govt. Schools	Protecting and Supporting Education Initiatives	Morak, Dist. Kota, Rajasthan	0.90	0.90	0.90	Spent directly
4.	Clothes to Poor People	Eradication of Poverty	Kolkata, West Bengal	5.00	0.00	0.00	
5.	Sewing Machine/ tailoring classes	Women Empowerment and Vocational Skill	Morak, Dist. Kota, Rajasthan	4.50	4.49	4.49	Spent directly

Details of CSR Expenditure spent during the financial year (Point No. 5 above)							
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or program-wise (₹ in lacs)	Amount spent on the projects or programs (₹ in lacs)	Cumulative expenditure upto the reporting period i.e. from 01st April, 2018 to March, 2019 (₹ in lacs)	Amount spent: Direct or through agency
6.	Computer training	Skill development & Vocation Training	Morak, Dist. Kota, Rajasthan	2.00	1.98	1.98	Spent directly
7.	Driving Training	Skill development & Vocation Training	Morak, Dist. Kota, Rajasthan	3.50	3.50	3.50	Spent directly
8.	Contribution towards Rajasthan heritage Development Project	Protection, Promotion and Development of National Heritage, Art & Culture	Jaipur, Rajasthan	10.00	0.00	0.00	
9.	Contribution towards chief Minister Water Swavalamban Campaign	Ensuring effective implementation of water conservation and water harvesting related activities in rural areas	Dist. Kota, Rajasthan	20.00	2.36	2.36	Spent directly
10.	Misc. CSR Activities	Overall rural development of the nearby and surrounding area of the plant	Aligarh, U.P.	2.00	2.00	2.00	Spent directly
	Total			**84.54**	**51.87**	**51.87**	

The CSR committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objective and Policy of the Company.

A V Jalan
Executive Director

Vidula Jalan
Executive Director &
Chairperson – CSR Committee

Annexure - 3

Form: MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2019

{Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To
The Members,
Mangalam Cement Limited
Aditya Nagar, Morak
Dist. – Kota

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mangalam Cement Limited (hereinafter called "the Company"). 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 Mangalam Cement Limited`s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 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, 2019 according to the provisions of :

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

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

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

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

(v) 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;

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; **(Not applicable to the Company during the reporting period under Audit)**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the reporting period under Audit)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the reporting period under Audit)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the reporting period under Audit) &**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the reporting period under Audit)**

I further report that, having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

The Mines Act 1952, and Rules made thereunder, and other related Acts and their respective rules, as amended from time to time.

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

(i) Secretarial Standards on the Board and General Meetings (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

I further report that, during the year under review :

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

Adequate notice were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

I further report that during the audit period :

a) The Board of Directors of the Company has approved the Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited, subject to necessary approvals.

b) The Company has obtained approval of Members Under Section 180(1)(a) of the Companies Act, 2013 to create charge and/or mortgages on the assets of the company in excess of its paid up capital and free reserves.

For **P. Pincha & Associates**
Company Secretaries

Pradeep Pincha
Proprietor
M. No.: FCS 5369
C. P. No.:4426

Dated : May 10, 2019
Place : Jaipur

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

Annexure -"A"

To
The Members,
Mangalam Cement Limited
Aditya Nagar, Morak
Dist. – Kota

The above 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 the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Whereever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **P. Pincha & Associates**
Company Secretaries

Pradeep Pincha
Proprietor
M. No.: FCS 5369
C. P. No.:4426

Dated : May 10, 2019
Place : Jaipur

Annexure - 4

INFORMATION AS PER SECTION 134 (3) (M) READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH 2019.

A. CONSERVATION OF ENERGY

1. Energy conservation measures taken:

Following energy saving jobs were carried out in plant (in house) -

a) Replacement of Cooler Fan No.2,3 & 4 DC Motors and DC Drives (180 KW, 110 KW & 110 KW) of Unit-II Clinker Cooler by AC Motors along with VFD.

b) Replacement of conventional type HPSV lights with energy efficient LED lights.

c) Utilisation of 161.11 lac units wind energy (Green power) for plant captive use.

d) Replacement of 4 nos. fans by higher capacity fans in Unit-I Kiln FLS Clinker cooler for increase in Clinker production & energy saving.

e) Installation of Bio Mass feeding system for Unit-II Kiln and CPP-I &II.

2. Additional investment and proposals, if any, being implemented for reduction of consumption of energy :

a) Installation of Waste Heat Recovery (WHR) based power plant in our Kiln-I and Kiln-II,is in progress and expected gross power generation will be around 10.25MW.

b) Installation of Bio Mass feeding system in Unit-I Kiln.

c) Replacement of Sodium light fittings by Energy efficient LED light fittings in Plant and Mines.

d) Replacement of DC motors of Cooler Fan No.5 and Cooler Exhaust fan of Unit-II Clinker Cooler by AC motors, along with VFD.

3. Impact of the measures as above for the reduction of energy consumption and consequent impact of the cost of production of goods.

The measures stated in S.No.2 above will result in saving of energy used in both thermal and electrical as well as improvement of quality of cement and overall productivity.

B. TECHNOLOGY ABSORPTION

1. **Significant achievements**

Mangalam Cement Limited has organized a product development programme with the commencement of R &D activities done through In-house. In this programme special emphasis is given on energy efficiency (both thermal and electrical), increasing inputs of blending component, optimization of raw mix, maximum utilization resources, and improving quality of all products like semi-finished & finished product, significantly reduction in specific consumption of resources, resulted in productivity of equipment's by modification in the system and , utilization of low grade and blended materials to enhance the life of mines, installation of new equipment's for pollution free environment, on line stack monitoring system and data's are directly transferring to CPCB & RPCB, on line camera at plant water discharge point and a host of other technological features.

A brief note on progress of each of the projects of In-house R & D, successfully completed, under progress and proposed taken up during the year-

- **Projects successfully completed during the year 2018-19 :-**

1. Replacement of first four cooler fans by higher capacity fans in Kiln-I, to improve heat recuperation efficiency and clinker cooling efficiency.
2. Additional clinker loading system by installation of belt conveyor from MCL Gantry to railway wagons.
3. In house construction and installation of Bio mass system for the usage of alternative fuel (Bio mass) in pyro processing system of kiln-II.
4. In house installation of Bio mass feeding system in CPP.
5. Increase of cross section area of bottom cyclone inlet duct in Unit-I to reduce pressure drop.
6. Primary mitigation for NOx reduction in exhaust gases of Unit I & II.
7. Unit-I Cooler ESP modification by addition of one chamber to reduce dust emission level.
8. Up gradation of all three existing packers with new FLS Ventomatic Packers to improve weight accuracy for packing cement bags in packing section-II.
9. Three (03nos.) 1250KW air cooled HT motors were converted to water cooled in house, for increasing efficiency and reduction in break down.
10. 1100KVA HT capacitor was installed in unit-II load centre-4, HT Bus for improvement of Power Factor.
11. Replacement of cooler fan no.- 2, 3 & 4 DC motors and DC drives (180KW, 110KW & 110KW) of unit-II clinker cooler by AC motors along with VFD.
12. Old LRS of unit-I Raw Mill twin drive (2x1231KW), Cement Mill-I twin drive (2x1477 KW) and Cement Mill -II twin drive (2x1250 KW), were replaced by latest technology LRS for optimization of starting and shorting current and proper safety of HT motors and connected mechanical drives.
13. Clinker feeding belt replaced by elevator to reduce power and to minimize the wear and tear in Cement Mill -II.
14. Wireless communication system installed at Sarvodya Vihar Colony to maintain overhead tank level by auto on/off pump at main plant pump house.
15. Replacement of conventional type HPSV lights with energy efficient LED lights.

- **Benefit derived from the above projects :-**

1. Consistency in quality.
2. Reduced power consumption and fuel saving.
3. Improvement in throughputs and consistency in plant operations.
4. Optimization of raw mx and reduction in cost production.
5. Improvement in refractory life.
6. Dust and pollution free environment.
7. Increase in run rates of equipment's, resulted improvement in OEE.

- **Projects under progress and proposed for the year 2019-20 :-**

UNDER PROGRESS :

1. A proposal for additive feeding from Unit-I to Unit-II as an alternative.
2. Implementation of Waste Heat Recovery Project to utilize the waste heat from the pre-heaters and clinker coolers of Unit- I & II.
3. Up gradation of Unit-II Data Control System (DCS), operating system ordered and engineering completed, complete hardware received at site, execution work will be over in kiln planned shutdown.
4. Utilization of Municipal waste with the help of Shredding Machine.
5. Usage of alternative fuel in pyro processing system in kiln-I.
6. Bio mass cutting arrangement up to suitable size in CPP.
7. Bio mass in Kiln-I under progress.
8. Installation and Commissioning of Phospho Gypsum beneficiation plant under progress.

- **PROPOSED :**

1. Extension of clinker conveying DPC from Kiln-I to eliminate one discharge point.
2. Installation of desulphurization system at both CPP.
3. Conversion of one clinker transfer belt which is shifting clinker from Deep Pan Conveyor (DPC) to plant to MGU to avoid frequent damages.
4. Modification of cooler in Unit-II for improving heat recuperation efficiency and clinker cooling efficiency.
5. Splitting of clinker shifting long belt into two to avoid belt damages.
6. Increase in Bio mass usages in Power Plant as alternate fuel.
7. Crusher-I modification from two stage crusher to MMD single crusher.
8. Bio composting machine for bio degradable waste for both colonies.

2. Expenditure on R&D

(₹ in Lacs)

		2018-19
i	Capital	66.12
ii	Recurring Expenses	1.09
iii	Total (i+ii)	67.20
iv	Total R&D Expenditure as a percentage of Total Turnover	0.06

3. Technology absorption, adoption and innovation :

Efforts made in brief

a) Towards technology absorption

1. Continuous interaction with the main plant supplier and other for technical assistance, has helped to achieve optimum benefits of the advancement in technology such as plant optimization, efficient use of energy etc.
2. Plant personnel were trained by experts, in-house and outside through Seminars and visits.

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

Improved quality and productivity throughput and cost reduction, due to thermal and electrical Energy savings.

c) Incase of imported technology (imported during the last 3 years reckoned from the beginning of the Financial year) following information may be furnished

(i)	Technology imported	:	NIL
(ii)	Year of import	:	N.A
(iii)	Has Technology been fully absorbed	:	N.A
(iv)	If not fully absorbed, areas where this has not taken place, reason thereof and future plan of action	:	N.A

C. FOREIGN EXCHANGE EARNING AND OUTGO :

(a)	Total foreign exchange earned	Nil
(b)	Total foreign exchange used	₹ 18257.73 Lacs

Date : May 11, 2019
Place : New Delhi

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

Corporate Governance Report

Annexure – 5

A report on Corporate Governance is set out in compliance with the Corporate Governance requirements as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERANCE:

The Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the company is an important part of Corporate Governance.

Integrity, accountability, transparency and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. Your Company has complied with the requirement of Corporate Governance as laid down under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. BOARD OF DIRECTORS:

a) Composition of the Board:

The composition of the Board of Directors of the Company comprises of Executive and Non - Executive Directors. As on 31st March, 2019, the Board of Directors of the Company consists of Six Directors out of which four are Non-Executive and three are Independent Directors which is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Companies Act, 2013 (Äct"). The composition of Board of Directors is as follows: -

S. No.	Name of the Director	Category	No. of other Directorship held (excluding *)	No. of other board committee ** (excluding *).	
				As Chairman	As Member
1.	Smt. Aruna Makhan	Independent-Non-Executive	1	-	2
2.	Shri N. G. Khaitan	Independent-Non-Executive	6	2	5
3.	Shri Gaurav Goel	Independent-Non-Executive	4	-	1
4.	Shri K. C. Jain	Non-Executive	0	-	0
5.	Smt. Vidula Jalan	Promoter - Executive	2	-	0
6.	Shri A. V. Jalan	Promoter - Executive	2	-	1

*Mangalam Cement Limited, Private Companies, Companies under Section 8 of the Companies Act, 2013 ("the Act") and foreign Companies.
** Only two Committees viz., the Audit Committee and the Shareholders' / Stakeholder Relationship Committee have been considered for this purpose.

Except, Shri A. V. Jalan and Smt. Vidula Jalan, who are spouses, no Director are related to any other Directors on the Board in terms of the provisions of the Companies Act, 2013. All the Directors who are on various Committees are holding the membership as per permissible limits of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Board Meetings and attendance of the Directors:

(i) The Company's Board of Directors play a primary role in ensuring good governance and functioning of the Company. All the required information is placed before the Board. The Board reviews from time to time compliance reports of all the laws applicable to the Company. The members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussion.

During the year ended on 31st March, 2019, the Board of Directors had Seven (7) meetings - 15th May 2018, 03rd August, 2018, 13th November, 2018, 22nd December, 2018, 07th February, 2019, 18th February, 2019 and 09th March, 2019.

(ii) The attendance record of the Directors at the Board Meetings during the year ended 31st March, 2019 and the last Annual General Meeting (AGM) is as under :

S.No.	Name of the Director	No. of Board Meetings Attended	Attendance at the Last AGM
1.	Smt. Aruna Makhan	6 out of 7	No
2.	Shri N G Khaitan	7 out of 7	No*
3.	Shri Gaurav Goel	2 out of 7	No
4.	Shri K C Jain	6 out of 7	Yes
5.	Smt Vidula Jalan	7 out of 7	Yes
6.	Shri A V Jalan	7 out of 7	Yes

Due to some unavoidable reasons, the chairman of the Audit Committee could not attend the Annual General Meeting but he had authorised another member of the Committee on his behalf, who attended the Annual General Meeting.

c) Shares and Convertible Instruments held by Directors

Details of Shareholding of Directors as on 31st March, 2019 in the Company are as under:

S.No.	Name of the Director	No. of Equity Shares
1.	Smt Aruna Makhan	Nil
2.	Shri N G Khaitan	440
3.	Shri Gaurav Goel	Nil
4.	Shri K C Jain	6840
5.	Smt Vidula Jalan	76100
6.	Shri A V Jalan	40000

The Company has no convertible instrument pending as on 31st March, 2019.

d) Familiarisation programme imparted to Independent Directors

The details of programmes for familiarisation of independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates and other related matters are put on the website of the Company at the link: http://www. mangalamcement.com/pdf/familiarisation _programme.pdf.

e) Code of Conduct

The Company has laid down a Code of Conduct applicable to all Board Members, Key Managerial Personnel and Senior Management Personnel for avoidance of conflicts of interest between each of the above individuals and the Company. All the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct as at the end of each Financial Year. The required declarations in respect of the financial year 2018-19 have been received from them. There were no materially significant transaction as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year with Board Members, Key Managerial Personnel and Senior Management Personnel, including their relatives that had or could have had a potential conflict with the interest of the Company at large.

The Code of Conduct is available on the website of the Company.

f) Core skill, expertise or competencies of Board of Directors

The Board of Directors comprises of professionals of eminence and stature drawn from diverse fields. They collectively bring to the fore a wide range of skills and experience to the Board, which elevates the quality of the Board's decision making process.

The list of Core skill, expertise or competencies required in the context of business and sector of the Company to function effectively includes follows :

- Business Management
- Operations, Finance & General Management
- Accounting, Auditing, Tax, Legal and Risk Advisory Services
- General Management and expert knowledge in Cement industry
- Corporate Governance

The above said list of Core skill, expertise or competencies are available with Board of Directors of the Company.

g) Directorship in other listed companies and category of directorship

The details of listed companies, where director of the Company is director and his/her category of directorship are as follows :

Name of Director	Name of listed Company along with category*
Smt. Aruna Makhan	Nirlon Ltd- Independent Director
Shri Gaurav Goel	Dhampur Sugar Mills Ltd- Managing Director
Shri N. G. Khaitan	Chase Bright Steel Ltd- Non-Executive - Independent Director HSIL Ltd.- Non-Executive - Independent Director JK Lakshmi Cement Ltd.- Non-Executive - Independent Director Mangalam Timber Products Ltd.- Independent Director Reliance Chemotex Industries Ltd- Non-Executive - Non Independent Director India Power Corporation Ltd.- Non-Executive - Independent Director
Shri K. C. Jain	--
Smt. Vidula Jalan	Mangalam Timber Products Ltd- Non-Executive, Non Independent Director
Shri A. V. Jalan	Pilani Investment and Industries Corporation Ltd - Non-Executive - Non Independent Director

**excluding Mangalam Cement Limited*

h) Confirmation as regards independence of Independent Directors

In the opinion of the Board, the existing Independent Directors and those who are proposed to be appointed/re-appointed at the Annual General Meeting, fulfil the conditions specified in the SEBI Listing Regulations and are independent of the Management.

III. COMMITTEES OF THE BOARD:

A. Audit Committee :

✓ The Audit Committee consists of four Non-Executive Directors among which three are Independent Directors. The terms of reference to the Audit Committee are as per the guidelines set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 177 of the Companies Act, 2013. These broadly include review of financial reporting systems, internal control systems, ensuring compliance with regulatory guidelines, discussions on quarterly/half yearly/annual financial results, interaction with statutory, internal and cost auditors and appointment and removal of Internal Auditors.

✓ During the year ended 31st March, 2019, the Audit Committee held 5 meetings - 15th May 2018, 03rd August, 2018, 13th November, 2018, 07th February, 2019 and 26th February, 2019.

✓ Details of the composition of the Audit Committee and the attendance at the Meetings held are as follows.

S.No.	Name of the Director	Position	Meetings attended
1.	Shri N. G. Khaitan	Chairman	4 out of 5
2.	Smt. Aruna Makhan	Member	5 out of 5
3.	Shri Gaurav Goel	Member	3 out of 5
4.	Shri K. C. Jain	Member	5 out of 5

✓ At the invitation of the Committee, Internal Auditors, Cost Auditors, Statutory Auditors, the Chief Financial Officer and the Company Secretary (who acts as the Secretary to the Audit Committee) also attends the meetings as and when required to respond to the queries raised at the Committee Meetings.

✓ **Terms & Reference of Audit Committee**

The terms of reference of Audit Committee includes following matters :

(i) Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

(ii) Recommending the appointment / re-appointment, removal / replacement, terms of appointment, fixation of remuneration of auditors including approval for payment for any other services rendered by the Statutory Auditors.

(iii) Reviewing, with the management, the annual financial statements and auditor reports thereon before submission to the Board for their approval, with particular reference to :

a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013

b) Any changes in accounting policies and practices and reasons for the same.

c) Major accounting entries involving estimates based on exercise of judgment by management.

d) Significant adjustments made in the financial statements arising out of audit findings.

e) Compliance with the requirements of the stock exchanges, if applicable, and legal requirements concerning financial statements.

f) Disclosure of any related party transactions.

g) Modified opinion(s) in the draft audit report

(iv) Review of quarterly financial statements with the management before submission to the board for its approval

(v) Review and monitor the auditor's independence, performance, effectiveness of audit process

(vi) Approval or any subsequent modification of transactions of the Company with related parties, as may be required under the Companies Act / Listing Regulations.

(vii) Provide omnibus approval for related party transactions

(viii) Scrutiny of inter corporate loans and Investments.

(ix) Valuation of undertakings or assets of the company, wherever it is necessary.

(x) Evaluation of internal financial controls and risk management systems.

(xi) Review with the Management, performance of statutory and internal auditors, adequacy of the internal control systems

(xii) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.

(xiii) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

(xiv) Discussing with the Internal Auditors of any significant findings and follow-up thereon

(xv) Discussing with Statutory Auditors before the audit commences, the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

(xvi) Looking into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

(xvii) The audit committee shall establish the vigil mechanism for directors and employee to report genuine concerns.

(xviii) The Committee to review the functioning of the Vigil Mechanism (whistle blower mechanism).

(xix) Assessing the qualifications, experience and background, etc. of the candidate for appointment of Chief Finance Officer and providing approval for his appointment

(xx) To review the utilization of loan and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower (w.e.f. 01st April, 2019).

(xxi) Monitoring the end use of funds raised through public offers and related matters.

(xxii) Review the financial statements, in particular the investments made by the unlisted subsidiary companies

(xxiii) To appoint the Registered Valuers under Section 247 of the Act.

(xxiv) The Audit & Committee may call for the comments of the auditor about the internal control system, the scope of audit, including the observations of the auditor and review of financial statement before their submission to the board. It will oversee compliance of internal control systems and may discuss any related issue with the internal and statutory auditors and the management of company.

(xxv) Analyzing and providing the observation on the fraud reported by statutory auditor of the company in the course of performance of his duties

(xxvi) To investigate any activity within its terms of reference or referred to it by Board of Directors.

(xxvii) To seek information from any employee;

(xxviii) To obtain outside legal or other professional advice;

(xxix) To secure attendance of outsiders with relevant expertise, if it considers necessary

(xxx) To have full access to information contained in the records of the Company

(xxxi) Review of disclosure requirement as per Accounting Standard 18 & Transaction dealt with Section 188 of Companies Act 2013 and amendment thereof

(xxxii) Details of material individual transactions with related parties which are not in the normal course of business shall be placed before the Audit Committee.

(xxxiii) Details of material individual transactions with related parties or others, which are not on an arm's length basis, shall be placed before the Audit Committee, together with Management's justification for the same and

(xxxiv) All other roles and responsibilities as prescribed in the Act and Listing Regulations as amended from time to time.

✓ **The Committee shall mandatorily review the following information:**

(i) Review of Management discussion and analysis of financial condition and results of operations.

(ii) Review of statement of significant related party transactions, submitted by management.

(iii) Review of Management letters / letters of internal control weaknesses issued by the Statutory Auditors.

(iv) Review of internal audit reports relating to internal control weakness;

(v) Reviewing the appointment, removal and terms of remuneration of the Internal Auditor (External Agencies).

(vi) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the Listing Regulations.

(vii) Annual Statement of fund utilized for purpose other than those stated in the offer documents/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

B. Nomination and Remuneration Committee :

✓ During the year ended 31st March, 2019, the Nomination and Remuneration Committee held 3 meetings - 15th May, 2018, 03rd August, 2018 and 07th February, 2019.

✓ Details of the composition of the Nomination and Remuneration Committee and the attendance at the Meetings held are as follows.

S.No.	Name of the Director	Position	Meetings attended
1.	Shri N. G. Khaitan	Chairman	3 out of 3
2.	Smt. Aruna Makhan	Member	3 out of 3
3.	Shri Gaurav Goel	Member	1 out of 3

✓ **Terms & Reference of the Committee:**

i. Formulation of the criteria for determining qualification, positive attributes and independence of Directors.

ii. Recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees in accordance with the provisions of the Section 178(4) of the Companies, 2013.

iii. Formulation of criteria for evaluation of the Independent Directors and the Board and carryingout an evaluation of every Director's performance;

iv. Devising a policy on Board's diversity;

v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

vi. Whether to extend or continue the term of appointment of independent director, on the basis of the report of performance evaluation of independent directors.

vii. Recommend to the Board, all remuneration, in whatsoever form, payable to senior management.

✓ **Details of the sitting fee, commission and remuneration paid to the Directors during the year ended 31st March, 2019 are as under:**

(In ₹)

Sr. No	Name of the Director	Salary	Commission Payable for the year	Perquisites & Others	Sitting Fee paid during the year	Total
1.	Smt. Aruna Makhan	-	-	-	6,50,000	6,50,000
2.	Shri N. G. Khaitan	-	-	-	4,70,000	4,70,000
3.	Shri Gaurav Goel	-	-	-	3,80,000	3,80,000
4.	Shri K. C. Jain	-	-	-	4,00,000	4,00,000
5.	Smt Vidula Jalan	1,08,00,000	-	31,59,193	-	1,39,59,193
6.	Shri A. V. Jalan	1,08,00,000	-	55,85,750	-	1,63,85,750

Remuneration by way of commission to the Non-Executive Directors is decided by the Board as permitted by the Companies Act, 2013 in line with the approval granted by shareholders. The members of the Company at the 42nd Annual General Meeting held on 08th September, 2018 had approved payment of commission to Non-Executive Directors at a rate not exceeding 1% (one percent) per annum of the net profit of the Company but not exceeding Rs. 7.00 lacs to each of the Non-Executive Director of the Company for a period of three years w.e.f. 01st April, 2018. The Board of Directors of the Company each year determine the quantum of commission payable to Non-Executive Directors considering the performance of the Company for the said year. During the year under review, the Non-Executive Directors are paid sitting fee at the rate of Rs. 50,000/- for attending each meeting of the Board and Rs. 10,000/- for attending each meeting of various Committees of the Board.

Board Evaluation :

Pursuant to the provisions of the Companies Act, 2013 and in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Key Managerial Personnel. The Directors expressed their satisfaction with the evaluation process.

C. Stakeholder Relationship Committee:

The Stakeholder Relationship Committee of the Directors consists of two Independent Directors and one Non-Executive Director. Stakeholder Relationship Committee meetings were held on 03rd August, 2018 and 07th February, 2019. Details of the attendance at the meetings held are as follows :

S.No.	Name of the Director	Position	Meetings attended
1.	Shri Gaurav Goel	Chairman	0 out of 2
2.	Shri Aruna Makhan	Member	2 out of 2
3.	Shri K. C. Jain	Member	2 out of 2

Shri Manoj Kumar, Company Secretary is designated as the Compliance Officer for the redressal of the shareholders' grievances.

The Role of Committee are as follows :

- to resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- to review measures taken for effective exercise of voting rights by shareholders.
- to review adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- to review the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company

In order to provide efficient and timely services to the investors, the board has delegated the power of approval of issue of duplicate / split / consolidation of share certificates, transfer of shares, transmission of shares, dematerialisation / rematerialisation of shares to the Share Transfer Committee.

The position as on 31st March, 2019 of the shareholders' complaints received and redressed during the financial year :

Nature of Complaint	Complaints received from			Total complaints Received During 2018-19	Total redressed	No. of grievances outstanding as on 31.3.2019
	Investors Directly	Stock Exchanges & SEBI	ROC			
Non-receipt of Dividend warrant(s)	5	Nil	Nil	5	5	Nil
Non-receipt of Share Certificate(s)/ after transfer/demat	Nil	3	Nil	3	3	Nil
Non-receipt of Duplicate Share certificate(s)	Nil	2	Nil	2	2	Nil
Non-receipt of Annual Report(s)	Nil	2	Nil	2	2	Nil
TOTAL	**5**	**7**	**Nil**	**12**	**12**	**Nil**

D. Share Transfer Committee:

The Committee comprising Smt. Aruna Makhan, Shri Gaurav Goel and Shri K.C.Jain, Directors of the Company. Smt. Aruna Makhan is the Chairperson of the Committee. The Committee has been given the powers to deal with all the matters related to transfer, transmission, issuance of duplicate certificates, split and/or consolidation requests. In addition, the Company Secretary and certain officials of the Company have been given the powers to endorse registration of share transfers and transmission of share certificates. The Committee meets at frequent intervals as and when required.

E. Corporate Social Responsibility (CSR) Committee

The Committee comprises of 3 Members. During the period under review, the Committee met twice i.e. on 15th May, 2018 and 07th February, 2019.

The Corporate Social Responsibility Committee consists of the following members :-

S.No.	Name of the Director	Position	Meetings attended
1.	Smt. Vidula Jalan	Chairperson	2 of 2
2.	Shri A. V. Jalan	Member	2 of 2
3.	Shri Gaurav Goel	Member	1 of 2

The Committee is primarily responsible for formulating and recommending to the Board a Corporate Social Responsibility (CSR) Policy and monitoring from time to time, the expenditure required to be incurred on the activities of CSR and monitoring the related projects undertaken.

Shri Manoj Kumar, Company Secretary acts as the Secretary to the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Share Transfer Committee and CSR Committee.

F. Committee for Investments

The Committee was constituted to take decisions on investment of surplus funds of the Company. Investment Committee meetings was held on 15th May, 2018, 13th November, 2018, 07th February, 2019 and 09th March, 2019. The details of composition and of the meetings held are as under :

S.No.	Name of the Director	Position	Meetings attended
1.	Shri N. G. Khaitan	Chairman	4 out of 4
2.	Shri A. V. Jalan	Member	4 out of 4
3.	Smt. Vidula Jalan	Member	4 out of 4

IV. Annual General Meeting:

a) Details of the AGMs held during the past 3 years are as under:

AGM	Financial Year	Day, Date and time	Venue
40th	2015-16	Monday, 19.09.2016 at 11.30 AM	Club Hall, Mangalam Cement Ltd. Adityanagar 326520, Morak, Dist. Kota, Rajasthan.
41st	2016-17	Saturday, 02.09.2017 at 11.30 AM	-do-
42nd	2017-18	Saturday, 08.09.2018 at 11.30 AM	-do-

b) All the resolutions, including Special Resolutions set out in the respective Notices were passed by shareholders in their General Meetings.Details of such Special Resolution are as under :

Date	Matter
19.09.2016	* Approval of revision in remuneration of Shri Anshuman Vikram Jalan * Approval of revision in remuneration of Smt. Vidula Jalan
02.09.2017	* Appointment of Shri Anshuman Vikram Jalan as the Wholetime Director to be designated as the Executive Director of the Company. * Appointment of Smt. Vidula Jalan as the Wholetime Director to be designated as the Executive Director of the Company.
08.09.2018	* Approval of the payment of Remuneration by way of commission to Non - Executive Directors of the Company

c) Postal Ballot :

i. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, as amended from time to time, the Company has passed 2 Special Resolutions through Postal Ballot conducted during the year 2018-19 as per Postal Ballot notice dated 07th February, 2019, the result of which were announced on 30th March, 2019, details of which are as follows:

Sr. No.	Particulars of Resolution	Type of resolution	Votes polled	Votes in favour	Votes against
1.	Continuation of Directorship Of Shri Kamal Chand Jain, Non-Executive Director	Special	11002808	10994196	8612
2.	Continuation of Directorship of Smt. Aruna Makhan, Independent Director	Special	11002808	10227515	775293

ii. Mr. Pradeep Pincha, a Practicing Company Secretary (FCS - 5369) was appointed as the Scrutinizer by the Board of Directors of the Company to conduct the aforesaid Postal Ballot process in fair and transparent manner.

iii. Procedure for Postal Ballot:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standard - 2 (SS2), the Company

provides electronic voting (e-voting) facility to all its members, to enable them to cast their votes electronically. The Company engages the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

Postal Ballot Notice ("Notice") containing the proposed resolution(s) and explanatory statement are sent electronically to all the members whose email address is registered with the Company/their Depository Participant. The Company also dispatches the Notices and Postal Ballot Form ("Form") alongwith postage prepaid envelope to its members whose email addresses are not registered through permitted mode of dispatch. Further, the Company also gives option to the members to cast their vote electronically instead of dispatching the Form. The Forms received upto the last day notified in the Notice and the votes cast on the e-voting platform within specified time are considered by the Scrutinizer.The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.The Scrutinizer submits his report to the Chairman or any other person authorized by him in writing, who on the basis of the report announces the results. The results are also displayed on the Company's website (www.mangalamcement.com) besides being communicated to the stock exchanges.

d) Presently there is no proposal for passing any Resolution through Postal Ballot.

V. Means of Communication:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These financial results are normally published in Financial Express and Dainik Bhaskar. These results are also available on the website of the Company, BSE Limited and National Stock Exchange of India Limited. The Company also holds conference calls for investors from time to time.

VI. Subsidiary Company:

The Company does not have any subsidiary company.

VII. CEO/CFO Certification

The CEO and the CFO of the Company have certified to the Board with regard to the compliance by them in terms of the Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a certificate forms part of Annual Report.

VIII. Disclosures:

a) All related party transactions have been entered into in the ordinary course of business and were also placed periodically before the Audit Committee in summary form. There were no material individual transaction with related parties which were not in the normal course of business required to be placed before the audit committee nor were there any transaction that may have had a potential conflict with the interests of the Company. All individual transactions with related parties or others were at arm's length.The Related Party Transaction Policy as approved by the Board is uploaded on the Company's website at the web link: http://www.mangalamcement.com/pdf/policy/related_party_transaction_policy.pdf

b) During the year under review, the Company sought legal and professional advices on need basis from M/s Khaitan & Co. and M/s Khaitan & CO. LLP, the firms in which Non Executive - Independent Director of the Company i.e. Mr. N G Khaitan is a partner and paid a sum of Rs.2.95 Lacs and Rs. 24.64 Lacs respectively as fees. The amount paid does not form a significant portion of the revenue of M/s Khaitan & Co. and M/s Khaitan & CO. LLP and thus is not considered material to impinge upon the independence of Mr. N G Khaitan. Accordingly, there is no pecuniary relationship or transactions of Non-Executive Independent Director vis-à-vis the Company which has potential conflict with the interests of the Company at large.

c) All mandatory accounting standards have been followed in the preparation of financial statements and no deviation has taken place.

d) A well-defined Risk Management Policy covering assessment, mitigation, monitoring and review of enterprise-wide risk, has been approved by the Board.

e) No money was raised by the Company through any public issue, rights issue, preferential issue etc in the last financial year.

f) (i) All pecuniary relationship or transactions of the non-executive directors vis-a-vis the Company have been disclosed in this Report.

(ii) The Company has two Executive Directors whose appointment and remuneration have been approved by the Board in terms of resolution passed by the shareholders. The remuneration paid/payable to them is mentioned in this report.

(iii) The number of shares held by each director is mentioned in this report.

g) (i) The Management Discussion and Analysis Report forms part of the Annual Report to the Shareholders and it includes discussion on matters stated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(ii) There were no material financial and commercial transactions by senior management as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 where they have personal interest that may have a potential conflict with the interests of the Company any requiring disclosure by them to the Board of Directors.

h) No 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.

i) The Company has complied and disclosed all mandatory corporate governance requirements under regulation 17 to 27 and sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

j) In terms of the amendments made to the SEBI Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.

k) A Certificate from a Company Secretary in Practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

l) Total fees paid/payable to Statutory Auditors for the financial year 2018-19 is Rs. 21.20 lacs.

m) During the year under review, the Company has not received any compliant under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No. of Complaint pending at the beginning of the year	Nil
No. of Complaint received during the year	Nil
No. of Complaint pending at the end of the year	Nil

n) Disclosures in Relation to the Appointments and Re-appointments of Directors pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

At the 41st Annual General Meeting, Smt. Vidula Jalan, was re-appointed as Wholetime Directors designated as Executive Directors with effect from 1st April, 2017 for further period of three years. Smt. Vidula Jalan aged 40 years, is a MBA in Strategic Marketing, Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from The University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the B. K. Birla Group (the "Group")

The other public companies in which she hold directorship are Mangalam Timber Products Ltd. and Vidula Consultancy Services Ltd.

Shares held in the Company	:	76,100 Equity Shares
Relationship with other Directors the	:	Shri Anshuman Vikram Jalan, Executive Director is husband of Smt. Vidula Jalan

IX. Code of Conduct for Prohibition of Insider Trading

The Company has framed a Code of Conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. The Code aims to prevent dealing in the shares by persons having access to unpublished information.

X. Whistle Blower Policy

The Board of Directors has adopted a Whistle Blower Policy and is available on the Company's website at www.mangalamcement.com Further no personnel has been denied access to the Audit Committee.

XI. Management Discussion and Analysis Report

The Management Discussion and Analysis Report is attached and forms part of the Annual Report.

XII. General Shareholders' Information:

(a) **43rd Annual General Meeting:**

Date, Time and Venue

Day and Date	:	Thursday, 19th September 2019
Time	:	11.30 AM
Venue	:	Club Hall, Basant Vihar, Mangalam Cement Ltd, Adityanagar 326520, Morak, Dist. Kota (Rajasthan)

(b) **Book Closure:**
From 13th September, 2019 to 19th September, 2019, both the days inclusive.

(c) **Dividend Payment Date**
On approval by the Shareholders in the Annual General Meeting, the dividend will be paid to the shareholders within the statutory time limit.

(d) **Financial Calendar 2019-2020 :**

(i)	Financial Year	1st April, 2019 to 31st March, 2020
(ii)	First Quarterly Results for Quarter ending 30th June, 2019	On or before 14th August, 2019
(iii)	Second Quarterly Results for the quarter ending 30th Sept, 2019	On or before 14th November, 2019
(iv)	Third Quarterly Results for the Quarter ending 31st December, 2019	On or before 14th February, 2020
(v)	Annual Results for the Year ending 31st March, 2020	On or before 30th May, 2020

(e) **Listing of Securities:**
Equity shares of the Company are listed at the following Stock Exchanges:

S.No.	Name of the Stock Exchange	Stock Code
1.	BSE Ltd, Phiroze Jeejeebhoy towers, Dalal Street, Mumbai 400001	502157
2.	National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai 400051	MANGLMCEM

- ISIN No of the Company Equity Shares in Demat Form: INE 347A01017

(f) **Listing Fee:**
Company has paid the listing fee for the year 2019-20 to all the Stock Exchanges where the securities are listed. There are no arrears in payment of Listing Fees.

(g) **Depository Connectivity:**
National Securities Depository Limited and Central Depository Services (India) Limited

(h) **Market Price Data:**

a. The high/low market price of the Equity Shares during the year 2018-19 at the BSE Limited and at National Stock Exchange of India Ltd, were as under :

(In ₹ per Share)

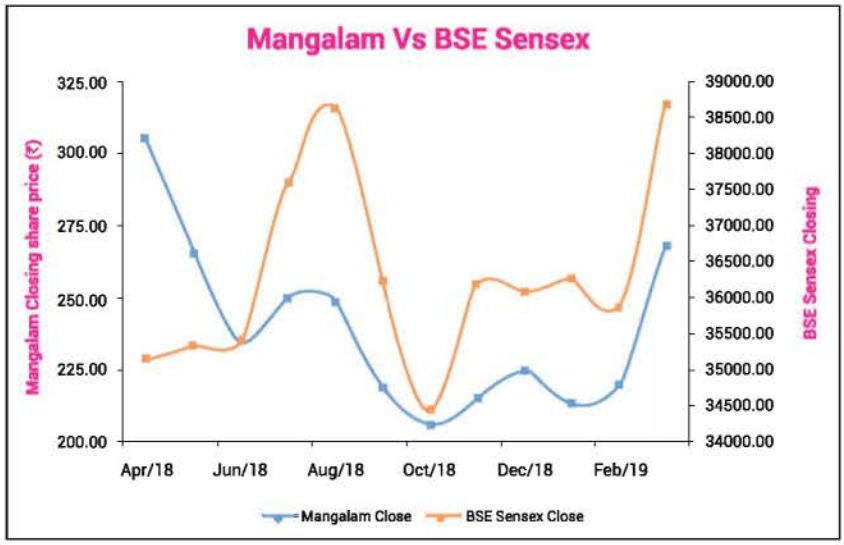
Month	BSE Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
Apr-18	343.60	295.0	340.00	300.00
May-18	330.05	256.9	332.85	255.00
Jun-18	280.00	230.5	281.00	231.50
Jul-18	253.05	178.0	254.40	188.00
Aug-18	263.00	223.0	263.60	221.65
Sep-18	259.95	214.7	257.50	221.25
Oct-18	244.00	174.0	239.00	201.25
Nov-18	235.00	200.3	235.90	201.05
Dec-18	243.00	206.0	242.20	204.30
Jan-19	238.85	211.0	240.50	210.30
Feb-19	223.15	193.0	222.95	190.35
Mar-19	283.00	219.0	284.00	214.65

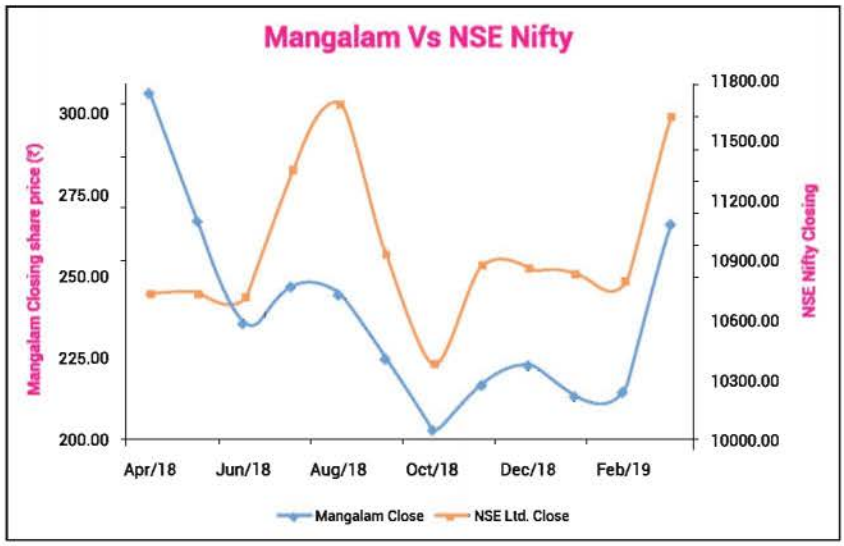
b. The Company's closing share price movement during the Financial Year 2018-19 on BSEL and NSEL vis-à-vis respective indices:

(i) **Share Transfer Agents:**
MAS Services Ltd,
T-34, 2nd Floor,
Okhla Industrial Area, Phase II,
New Delhi 110020
Tel. No. 011-26387281 / 82 / 83. Fax No.011-26387384
Email: info@masserv.com
Website: www.masserv.com

(j) **Share Transfer System:**
Share transfer work of physical segment is attended by the Company's Registrar & Share Transfer Agents within the prescribed period under the law and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All share transfers etc. are approved by Committee of Directors which meets periodically.

In the case of Shares held in Electronic Form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.





(k) **Distribution of shareholding:**

The shareholding distribution of equity shares as on 31st March, 2019 is given below.

S.No.	No. of Equity Shares	No. of shareholders	No. of shares	Percentage of Shareholding
1.	1 to 500	16028	1824676	6.84
2.	501 to 1000	818	651888	2.44
3.	1001 to 2000	394	597309	2.24
4.	2001 to 3000	119	306051	1.15
5.	3001 to 4000	60	219526	0.82
6.	4001 to 5000	63	299964	1.12
7.	5001 to 10,000	77	577429	2.16
8.	10001 and above	114	22216937	83.23
	Total	**17673**	**26693780**	**100.00**

(l) **Shareholding Pattern as at 31st March, 2019:**

S.No	Category	No. of Equity shares	Percentage
1.	Promoters	4860016	18.21
2.	Resident Individuals/HUF's	9401299	35.22
3.	Body Corporate/Trusts/Partnerships	6932581	25.97
4.	Mutual Funds, Banks, NBFCand Govt Institutions/ Insurance Companies/Clearing Members	4805887	18.00
5.	FIIs, NRIs, OCBs	576229	2.16
6.	IEPF	117768	0.44
	Total	**26693780**	**100.00**

(m) Dematerialisation of Shares

As on 31st March, 2019, 98.93% of the Company's total equity shares representing 2,64,07,877shares were held in dematerialized form and balance 1.07% representing 2,85,903 shares were held in physical form.

(n) Reconciliation of Share Capital Audit

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors.

(o) Outstanding GDR'S/ ADR'S/ Warrants or any other Convertible Instruments, Conversion Date and Likely Impact on Equity:

During the year 2018-19, there were no outstanding GDR's/ADR's/Warrants or any other Convertible instruments, which would have an impact on the equity of the Company.

(p) Commodity Price/Foreign Exchange Risk and Hedging Activities :

During the year 2018-19, there are no significant commodity price risk, further necessary steps are being taken to minimize foreign exchange risks.

(q) Communication / Registered Office and Morak Plant Address:

Adityanagar 326520, Morak, Dist. Kota (Rajasthan)
Tel. No. 07459-233127, Fax: 07459-232036
Website: www.mangalamcement.com
CIN: L26943RJ1976PLC001705
Email: shares@mangalamcement.com

(r) Aligarh Plant : K/1, CDF Complex, UPSIDC Industrial Area, Anoopsahar Road, Cherat, Aligarh, Uttar Pradesh

(s) Corporate Office : Birla Building, 10th Floor, 9/1, R. N. Mukherjee Road, Kolkata 700001
Tel. No. 033 2243 8706/07, Fax: 033 22438709
Email: kolkata@mangalamcement.com

(t) Credit Ratings : During the year under review CARE Ratings Limited ("CARE") has revised the rating for long term facilities/instruments of the Company from CARE AA- (Double A minus) to CARE A+ (Single A plus), which shows the stable outlook.

CARE has also revised its rating for Company's short term facilities from 'CARE A1+' (A one Plus) to CARE A1 (A one), which shows the stable outlook.

Further CARE has revised the its rating for Company's Commercial paper issuance from 'CARE A1+' (A one Plus) to CARE A1 (A one), which also shows the stable outlook.

XIII. COMPLIANCE CERTIFICATE FROM AUDITOR

The Company has obtained a certificate from the Auditor of the Company confirming that it is in compliance with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XIV. NON- MANDATORY REQUIREMENTS

a. The Board

An office for the use of the Chairman is made available whenever required.

b. Shareholders' Rights:-

The Quarterly and Half yearly financial results including summary of the significant events are published in the newspapers and are also posted on the website, as such, the same are not being sent to shareholders of the Company.

c. Modified Opinion in Auditors Report: -

During the year under report, the Company financial statement does not contain any modified audit opinion.

d. Separate post of Chairman & CEO

At present there is no separate post of Chairman but the Board of Directors appoints a Chairman among themselves pursuant to the Articles of Association of the Company and the Companies Act, 2013. The Company have two Wholetime Directors on the Board.

e. Reporting of Internal Auditors

The Internal auditor periodically reports to the Audit Committee

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

Date : May 11, 2019
Place : New Delhi

CEO AND CFO CERTIFICATION

To,
The Board of Directors,
Mangalam Cement Limited

We, to the best of our knowledge and belief, certify that;

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and that of the best of our knowledge and belief;
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. 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 violating the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and 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 internal controls, if any, of which we are aware and the steps we have taken, propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee that there are no;
   (i) significant changes in internal controls for financial reporting, during the year;
   (ii) significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements, and;
   (iii) instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

	YASWANT MISHRA	**A. V. JALAN**
Place: New Delhi	President (Corporate)	Executive Director
Date: May 11, 2019	& Chief Financial Officer	

DECLARATION BY THE CEO REGARDING COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT

This is to confirm that the code of conduct for all board members and senior management personnel of the Company has been circulated to the concerned persons of the Company and the Company has received affirmation of compliance with the code of conduct from the members of the board of directors and the senior management personnel of the Company and there is no non-compliance thereof during the year ended 31st March, 2019.

Place: New Delhi	**A. V. JALAN**
Date: May 11, 2019	Executive Director

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Mangalam Cement Ltd

We have examined the compliance of conditions of Corporate Governance by Mangalam Cement Ltd. ("the Company"), for the year ended 31st March, 2019, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") as referred to Regulation 15(2) of Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the Guidance Note on Certificate of Corporate Governance issued by the Institute of Chartered Accountants of India and limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied in all material respect with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For Singhi & Co.
Chartered Accountants,
Firm Registration No. 302049E

(B. K. Sipani)
Partner
Membership No.088926

Place: New Delhi
Date: May 11, 2019

CERTIFICATE CERTIFYING THAT NONE OF THE DIRECTORS ARE DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUE AS DIRECTORS OF THE COMPANY

[Pursuant to Regulation 34(3) r/w Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended as on date]

To
The Members,
Mangalam Cement Limited
Aditya Nagar, Morak
Dist. - Kota

In our opinion and to the best of our information and on the basis of written representations received, this is to certify that none of the director on the Board of Mangalam Cement Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority, as on 31st March, 2019.

For P. Pincha & Associates
Company Secretaries

Pradeep Pincha
Proprietor
M. No.: FCS 5369
C. P. No.:4426

Place: Jaipur
Date : 10/05/2019

Annexure - 6

EXTRACT OF NOMINATION AND REMUNERATION POLICY

A. Introduction

This policy on Nomination and Remuneration of Directors, Managerial Personnel and Senior Management has been formulated subject to the provisions of Section 178 of the Companies Act, 2013 (the Act) and the Listing agreement with the Stock Exchanges by the Nomination and Remuneration Committee of Directors of the Company in pursuance of the Company's policy to pay equitable remuneration to them in terms of the provisions of Section 178 of the Act and the Listing agreement with the Stock Exchanges, as amended from time to time

B. Terms of Reference

The Board of Directors of the Company at its meeting held on 13th May, 2014 reconstituted the existing "Remuneration Committee" of Directors as "Nomination & Remuneration Committee" of Directors (the Committee) with the following terms of reference.

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
2. Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees in accordance with provisions of Section 178(4) of the Act;
3. Formulation of criteria for evaluation of Independent Directors and the Board and to carry out evaluation of every Director's performance;
4. Devising a policy on Board diversity;
5. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

C. Criteria for recommending a person to become Director:

The Committee shall take into consideration the following criteria of qualification, positive attributes and independence for recommending to the Board for appointment of a Director;

1. **Qualification & Experience:**
   The incumbent shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, research, corporate governance, education, community service or other disciplines.
2. **Attributes/Qualities:**
   The incumbent Director may possess one or more of the following attributes/qualities:
   - Respect for the strong willingness to imbibe the Company's Core Values.
   - Honesty and professional integrity.
   - Strategic capability with business vision.
   - Entrepreneurial spirit and track record of achievement.
   - Ability to be independent and capable of lateral thinking.
   - Reasonable financial expertise.
   - Have contacts in fields of the business/corporate world/Finance/Chambers of commerce and industry.
   - Can effectively review and challenge the performance of management.
3. In case the proposed appointee is an Independent Director, he should fulfil the criteria for appointment as Independent Director as per the provisions of the Act, Listing Agreement with Stock Exchange and other applicable laws & regulations.
4. The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.

D. Director's Compensation

The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Agreement with Stock Exchanges and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval of the Board.

E. Evaluation

The Board will review the performance of a Director as per the structure of performance evaluation. (As per Annexure-I).

F. Board Diversity

The Committee will review from time to time Board diversity to bring in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy and human resource management in the Company. The Company will keep succession planning and board diversity in mind in recommending any new name of Director for appointment to the Board. It will be Committee's endeavor to have atleast one Director from the following fields:

a) Accounting Corporate Finance

b) Legal and Corporate Laws

c) Business, Management and Corporate Strategy

G. Eligibility Criteria & Remuneration of Key Managerial Personnel and other Senior Management Personnel

The eligibility criteria for appointment of key managerial personnel and other senior management personnel shall vary for different positions depending upon the job description of the relevant position. In particular, the position of key managerial personnel shall be filled by senior personnel having relevant qualifications and experience.

The Compensation structure for Key Managerial Personnel and other senior management personnel shall be as per Company's remuneration structure taking into account factors such as level of experience, qualification and suitability which shall be reasonable and sufficient to attract, retain and motivate them. The remuneration would be linked to appropriate performance benchmarks.

The remuneration may consist of fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

Date : May 11, 2019
Place : New Delhi

Independent Auditor's Report

To

The members of Mangalam Cement Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial statements of Mangalam Cement Ltd. ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 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.

Emphasis of Matters

We draw attention to Note No 32.5 regarding coal valuing Rs. 1512.64 Lakhs included in inventory of Stores and Spares sent for processing and is lying with a vendor for long time. Due to financial difficulty, vendor could not supply the material but the Company is hopeful of recovery.

Our opinion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

S.N.	Key Audit Matter	Auditor's Response
1.	**Revenue Recognition** For the financial year ended 31 March, 2019, the Company has recorded revenue amounting to 119506.50 Lakhs. The accounting policies for revenue recognition are set out in Note 32.2 to the financial statements and the different revenue streams of the Company have been disclosed in Note 24 to the financial statements. We have identified sales cut-off to be significant because of the high volume of transactions and the varying sales, contractual and shipping terms. Revenue recognition is susceptible to the higher risk that the revenue is recognised when the control of goods has not been transferred to the customers.	**How our audit addressed the key audit matter:** We assessed the overall sales process and the relevant systems and the design of controls over the capture and recording of revenue transactions. We have tested the effectiveness of controls on the processes related to revenue recognition relevant to our audit. We performed sample testing on revenue and checked that the revenue recognition criteria are appropriately applied. We have also performed cut-off tests to ensure the Company has complied with proper cut-off procedures and revenue is recognised in the appropriate accounting period. **Our Observation:** We found the Company's revenue recognition to be consistent with its accounting policy as disclosed in Note 32 to the financial statements. We are satisfied that the Company's revenue has been appropriately recognised and in the relevant accounting period.
2.	**Valuation of inventories** We refer to Note 5 and 32.2 to the financial statements. As at March 31, 2019, the total carrying amount of inventories was Rs. 11656.42 Lakhs. The assessment of impairment of inventories involves significant estimation uncertainty, subjective assumptions and the application of significant judgment. Reviews are made periodically by management on inventories for obsolescence and decline in net realizable value below cost. Allowances are recorded	**How our audit addressed the key audit matter:** We have analyzed the ageing of the inventories, reviewed the historical trend on whether there were significant inventories written off or reversal of the allowances for inventories obsolescence. We conducted a detailed discussion with the key management and considered their views on the adequacy of allowances for inventories obsolescence considering the current economic environment. We have also verified the subsequent selling prices in the ordinary course of business and compared against the carrying amounts of the inventories on a sampling basis at the reporting date.

S.N.	Key Audit Matter	Auditor's Response
	against the inventories for any such declines based on historical obsolescence and slow-moving history. Key factors considered include the nature of the stock, its ageing, shelf life and turnover rate.	**Our Observations:** We found management's assessment of the allowance for inventory obsolescence to be reasonable based on available evidence.
3.	**Valuation of Non-Current and Current investments** As at March 31, 2019, the total carrying amount of investments were Rs. 3297.41 Lakhs. The assessment of impairment of investments involves significant estimation uncertainty, subjective assumptions and the application of significant judgment. Valuation and existence of investments designated at amortised costs / fair value through profit or loss ("the Investments"). This was an area of focus for our audit and the area where significant audit effort was directed.	**How our audit addressed the key audit matter:** Our audit procedures included updating our understanding of the processes employed by the Company for accounting for, and valuing, their investments. We obtained accounts confirmation and verified that the company was the recorded owner of all investments. Our audit procedures over the valuation of the Investments included reviewing fair valuation of all Investments held at March 31, 2019 determined as per fair valuation methods described in Ind-AS 113 "Fair Value Measurement". **Our Observation:** Based on the audit procedures performed we are satisfied with existence and valuation of investment.
4.	**Valuation of trade, loans and other receivables** As disclosed in Note 3,4,7,10,11 and 13 to the financial statements. The Company assesses periodically and at each financial year end, the expected credit loss associated with its receivables. When there is expected credit loss impairment, the amount and timing of future cash flows are estimated based on historical, current and forward-looking loss experience for assets with similar credit risk characteristics. We focused on this area because of its significance and the degree of judgement required to estimate the expected credit loss and determining the carrying amount of trade, loans and other receivables as at the reporting date.	**How our audit addressed the key audit matter:** We obtained an understanding of the Company's credit policy for trade receivables and in case of loans, terms and condition of the agreements and evaluated the processes for identifying impairment indicators. We have reviewed and tested the ageing of trade, loans and other receivables. We have reviewed management's assessment on the credit worthiness of selected customers for trade receivables. We further discussed with the key management on the adequacy of the allowance for impairment recorded by the Company and reviewed the supporting documents provided by management in relation to their assessment. We have also reviewed the adequacy and appropriateness of the impairment charge based on the available information. **Our Observation:** Based on our audit procedures performed, we found management's assessment of the recoverability of trade, loans and other receivables to be reasonable and the disclosures to be appropriate.
5.	**Income Taxes** There is significant judgement in accounting for taxes, particularly given the large number of jurisdictions in which the Company operates and exposures to tax laws in India. This gives rise to complexity and uncertainty in respect of the calculation of income taxes, deferred tax positions. Due to significance to the financial statements as a whole, combined with the judgement and estimation required to determine their values, the evaluation of current and deferred tax balances is considered to be a key audit matter.	**How our audit addressed the key audit matter:** We assessed the adequate implementation of the policies and controls regarding current and deferred tax. We evaluated the design and implementation of controls in respect of provisions for current tax and the recognition and recoverability of deferred tax assets. We examined the procedures in place for the current and deferred tax calculations for completeness and valuation and audited the related tax computations and estimates in the light of our knowledge of the tax circumstances. Our work was conducted with the support of our tax specialists. We performed an assessment of the major items impacting the Company's tax expense, balances and exposures. **Our Observations :** With the support of our tax specialists, we analyzed tax balances. In respect of Minimum Alternate Tax and deferred tax assets and liabilities, we assessed the appropriateness of management's assumptions and estimates, including the likelihood of generating sufficient future taxable income to support Minimum Alternate Tax asset and deferred tax assets on tax losses carried forward which shall be available for utilization in future.
6.	**Evaluation of uncertain tax positions** Refer Notes 13 and 32.3 to the Financial Statements. The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.	**How our audit addressed the key audit matter:** We have obtained details of complete tax assessments and demands from management. We considered management's assessment of the validity and adequacy of provisions for uncertain tax positions, evaluating the basis of assessment and reviewing relevant correspondence and legal advice where available including any information regarding similar cases with the relevant tax authorities. We have involved our internal experts to challenge the management's assumptions in estimating the

S.N. Key Audit Matter	Auditor's Response
	tax provision and the possible outcome of the disputes. **Our Observations :** With the support of our tax specialists, we analyzed tax positions taken by company. We considered management's assessment of the validity and adequacy of provisions for uncertain tax positions, evaluating the basis of assessment and reviewing relevant correspondence and legal advice where available including any information regarding similar cases with the relevant tax authorities. In respect of various tax demands and liabilities, we assessed the appropriateness of management's assumptions and estimates.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Financial statements and our auditor's report thereon. We have obtained all other information prior to the date of this auditors' report.

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

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

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

Management's Responsibility for the Ind-AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related

disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the 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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies' (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A statements on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

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

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

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.

   (e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.

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

   (g) The matter about coal sent for processing as described under the emphasis of matters paragraph above, in our opinion, shall have no adverse effect on the functioning of the Company.

   (h) In our opinion, the managerial remuneration for the year ended March 31, 2019 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; and

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

      a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note No. 32.3.

      b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SINGHI & CO.
Chartered Accountants,
Firm Reg. No. 302049E

B. K. SIPANI
Partner
Membership No.088926

Place: New Delhi
Date: May 11, 2019

Annexure–A to the Auditor's Report

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re:Mangalam Cement Limited)

(i). (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of plant, property and equipment except in case of certain assets where the same is in process of updation.

(b) The Company has a regular programme of physical verification of its plant, property and equipment by which plant, property and equipment are verified in a phased manner over a period of three years. In accordance with this programme, fixed assets were verified during the year. The discrepancies noticed on such physical verification were not material.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the Company.

(ii). The management has conducted physical verification of inventories except stock lying with third parties during the year at reasonable interval and no material discrepancies were noticed on such physical verification.

(iii). The Company has granted unsecured loans to a company covered in register maintained under section 189 of the Companies Act,2013. The terms and conditions on which the loans were granted to above company were not, prima facie, prejudicial to the interest of the Company. The Company has stipulated schedule of repayment of principal including interest thereon. The Board of Directors has rescheduled payment of interest. Accordingly, payment of principal and interest is not overdue. The Company has not granted loan to firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv). In our opinion and according to the information and explanations given to us, the Company has complied with provisions of section 186 of the Companies Act, 2013 with respect of loan granted and investment made. According to information and explains given by the management, no loan or guarantee or security under section 185 and no guarantee and security under section 186 of the Companies Act, 2013 have been given or outstanding during the year.

(v) The Company has not accepted any deposits covered under section 76 of the Companies Act, 2013 during the year. Therefore, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

(vii). a According to the records of the Company, the Company is regular in depositing amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service Tax, Duty of customs, Duty of excise, Value Added Tax, Cess, Goods and Services Tax and other material statutory dues with the appropriate authorities. There was no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.

b According to the records of the Company there are no dues outstanding on account of Income-tax, Sales-tax, Value Added Tax, Service Tax, Duty of customs, Duty of excise, Goods and Services Tax and Cess on account of any dispute except the followings :

The Name of Statute	Nature of Dues	Amount (₹ in Lacs)*	Period to which the amount related	Forum where matter is pending
Central Excise Act, 1944	Cenvat Credit	1922.39	2006 to 2013	High Court
		57.99	2005 to 2016	CESTAT, New Delhi
		1.39	2016 to 2017	Commissioner (Appeals)
		116.12	2012 to 2013	Commissioner
		116.24	2013 to 2017	Deputy Commissioner
		7.69	2016-17	Superintendent
	Excise Duty	4780.18	2008 to 2017	Commissioner
Income Tax Act, 1961	Income Tax	1088.98	AY 2009-10 to 2012-13	Supreme Court
		102.29	AY 2013-14	CIT(Appeals)
Sales Tax (Rajasthan)	Sales-tax Incentive and interest thereon	4161.84#	2003-08	High Court
	RVAT	2.00	2007-08	Rajasthan Tax Board
Finance act, 1994	Service Tax	448.23	2010 to 2015	Supreme Court
		801.02	2013 to 2017	CESTAT, New Delhi
		106.58	2013 to 2014	Commissioner (Appeals)
		265.57	2010 to 2017	Addl. Commissioner
		33.94	2008 to 2017	Asst. Commissioner
		0.39	2013-14	Superintendent

*Net of amount paid under protest.
Since decided in the favor of the Company.

(viii). The Company has not defaulted in repayment of dues to banks. The Company did not have any borrowing from any financial institution or Government and dues to debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Further in our opinion and explanations given to us, term loans were applied for the purpose for which loans were raised.

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

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

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with directors. Therefore, the provisions of clause 3(xv) of the Order are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For SINGHI & CO.
Chartered Accountants,
Firm Reg. No. 302049E

B. K. SIPANI
Partner
Membership No.088926

Place: New Delhi
Date: May 11, 2019

Annexure - B to the Auditor's 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 with reference to financial statements of Mangalam Cement Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the Ind-AS 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 issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 judgment, including the assessment of the risks of material misstatement of the Ind-AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind-AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind-AS 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 Ind-AS financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2019, 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 with reference to financial statements issued by the Institute of Chartered Accountants of India however same need to be further strengthened.

For SINGHI & CO.
Chartered Accountants,
Firm Reg. No. 302049E

B. K. SIPANI
Partner
Membership No.088926

Place: New Delhi
Date: May 11, 2019

Balance Sheet

as at 31st March, 2019

(₹ in Lacs)

Particulars	Note No.	As at March 31st, 2019	As at March 31st, 2018
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	1	81,088.06	81,990.88
(b) Capital work-in-progress		7,306.08	509.21
(c) Other Intangible assets		1,002.56	1,137.35
(d) Financial assets			
(i) Investments	2	2,758.78	2,459.58
(ii) Others financial assets	3	942.27	972.21
(e) Other non-current assets	4	2,282.57	2,725.99
Total-Non current assets		**95,380.32**	**89,795.22**
(2) Current assets			
(a) Inventories	5	11,656.42	11,190.71
(b) Financial assets			
(i) Investments	6	538.63	1,102.71
(ii) Trade receivables	7	3,523.95	3,649.14
(iii) Cash and cash equivalents	8	66.53	991.68
(iv) Bank balances other than (iii) above	9	1,307.08	1,255.29
(v) Loans and deposits	10	12,220.00	3,370.00
(vi) Others	11	1,988.94	1,159.08
(c) Current tax assets (Net)	12	581.27	560.79
(d) Other current assets	13	14,143.06	8,897.45
Total-Current assets		**46,025.88**	**32,176.85**
TOTAL ASSETS		**1,41,406.20**	**1,21,972.07**
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14	2,669.38	2,669.38
(b) Other equity		47,677.83	48,827.44
Total-Equity		**50,347.21**	**51,496.82**
LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	29,178.85	18,854.88
(ii) Other financial liabilities	16	3,967.25	3,900.14
(b) Provisions	17	1,897.20	1,865.45
(c) Deferred tax liabilities (Net)	18	3,601.53	4,177.68
Total-Non current liabilities		**38,644.83**	**28,798.15**
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	11,376.76	9,158.63
(ii) Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		126.89	1.27
Total outstanding dues of creditor other than micro enterprises and small enterprises		18,011.25	14,351.84
(iii) Other financial liabilities	21	15,210.09	10,449.61
(b) Other current liabilities	22	5,668.81	5,576.40
(c) Provisions	23	2,020.36	2,139.35
Total-Current liabilities		**52,414.16**	**41,677.10**
TOTAL EQUITY AND LIABILITIES		**1,41,406.20**	**1,21,972.07**

Accounting Policies and Notes to Financial Statements **32**

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
B.K.Sipani
Partner
M.No. 088926
New Delhi
May 11, 2019

Manoj Kumar
Company Secretary

Yaswant Mishra
President (Corporate) & CFO

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

Statement of Profit and Loss

for the Year ended 31st March, 2019

(₹ in Lacs)

Particulars	Note No.	Year ended 31st March, 2019	Year ended 31st March, 2018
I INCOME			
Revenue from operations	24	1,19,506.50	1,11,884.48
Other income	25	2,842.79	2,807.10
Total Income (I)		**1,22,349.29**	**1,14,691.58**
II EXPENSES			
Cost of materials consumed		19,926.62	19,888.78
Changes in inventories of finished goods and work-in-progress	26	1,369.38	(472.18)
Employee benefits expense	27	8,894.29	8,808.08
Finance costs	28	5,078.24	4,727.28
Depreciation and amortization expense	1	4,612.47	4,421.11
Other expenses	29	84,060.72	75,422.68
Total Expenses (II)		**1,23,941.72**	**1,12,795.75**
III Profit / (Loss) before Exceptional Item and tax (I-II)		**(1,592.43)**	**1,895.83**
Exceptional item		-	-
IV Profit / (Loss) before tax		**(1,592.43)**	**1,895.83**
V Tax expense :	30		
Current tax/MAT		-	295.31
MAT Credit		-	(295.31)
Income Tax Expenditure For Earlier Year (Net)		(33.81)	(3.67)
Deferred tax		(584.90)	761.31
VI Profit / (Loss) for the Year (IV-V)		**(973.72)**	**1,138.19**
VII Other Comprehensive Income (net of tax)	31		
Items that will not be reclassified subsequently to Profit and Loss			
Remeasurment of the net defined benefit liability/asset (net of tax)		14.59	45.29
Equity instrument through Comprehensive Income (net of tax)		(29.57)	(45.67)
Total-Other Comprehensive Income (net of tax) (VII)		**(14.98)**	**(0.38)**
VIII Total Comprehensive Income for the Year (VI+VII)		**(988.70)**	**1,137.81**
Earnings per equity share			
[Nominal Value per share: ₹10 (2017-18: ₹10)]			
(a) Basic - ₹		**(3.65)**	**4.26**
(b) Diluted - ₹		**(3.65)**	**4.26**

Accounting Policies and Notes to Financial Statements **32**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
B.K.Sipani
Partner
M.No. 088926
New Delhi
May 11, 2019

Manoj Kumar
Company Secretary

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Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

Cash Flow Statement

for the Year ended 31st March, 2019

(₹ in Lacs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Net profit / (Loss) before taxation and extraordinary items	(1592.43)	1895.83
Adjustments for:		
Depreciation / Amortisation Expenses	4612.47	4421.11
Finance Cost	4792.70	4727.28
Interest income	(992.39)	(692.28)
(Profit) / Loss on sale of Property, Plant and Equipment (Net)	-	(0.33)
(Gain) / Loss on Foreign exchange fluctuation (Net)	28.96	(514.84)
Gain on Sale of Investments	(297.14)	(48.26)
(Gain) / Loss on Interest Rate Swap	30.32	(81.64)
Operating profit before working capital Changes	**6582.49**	**9706.87**
Changes in Working Capital		
Increase/ (decrease) in Trade payables	3770.13	1744.93
Increase/ (decrease) in Other financial liability	2785.28	(333.32)
Increase/ (decrease) in Non-financial liability	92.41	(498.93)
Increase/ (decrease) in Provisions	(64.80)	399.73
(Increase)/ decrease in Trade receivables	125.19	(215.14)
(Increase)/ decrease in inventories	(465.71)	(1033.33)
(Increase)/ decrease in other financial assets	280.48	286.72
(Increase)/ decrease in loans and deposits	(8850.00)	(1500.00)
(Increase)/ decrease in other non financial assets	(4802.17)	558.24
Add/(Less): Taxes paid/refund	18.13	(527.16)
Net cash flows from operating activites (A)	**(528.57)**	**8588.61**
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant and Equipment (Net)	(10244.41)	(1926.38)
Sale of Property, Plant and Equipment (Net)	147.18	103.39
Purchase of investments	(20960.00)	(2300.00)
Sale of investments	21903.40	1800.00
Investment in Non Current Bank Fixed Deposit	(19.20)	(81.84)
Investment in other Bank Deposits	(62.03)	449.89
Interest received	276.81	230.24
Net cash flows used in investing activities (B)	**(8958.25)**	**(1724.70)**
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Interest and financial charges	(5124.71)	(4741.22)
Dividend paid (including corporate dividend tax)	(160.91)	(240.96)
Proceeds from long /short term borrowings	20500.00	4850.00
Repayment of long /short term borrowings	(8870.84)	(8545.04)
Increase in Cash Credit	2218.13	2014.67
Net cash flows used is financing activities (C)	**8561.67**	**(6662.55)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(925.15)**	**201.36**
Cash and cash equivalents at the beginning of the year	991.68	790.32
Cash and cash equivalents at the end of the year	**66.53**	**991.68**

Cash Flow Statement

for the Year ended 31st March, 2019

Notes

1. The above cash flow statement has been prepared under the Indirect Method as set out in IND AS - 7
2. Previous year's figures have been regrouped wherever necessary to confirm to this year's classification.
3. Figure in brackets indicates cash outgo

(₹ in Lacs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
4. Components of cash and cash equivalents		
Cash in hand	11.34	15.51
Cheques / Drafts on hand	-	0.53
Bank balances		
- Current account	55.19	975.64
	66.53	**991.68**

This is the Cash Flow Statement referred to in our report of even date.

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
B.K.Sipani
Partner
M.No. 088926
New Delhi
May 11, 2019

Manoj Kumar
Company Secretary

Yaswant Mishra
President (Corporate) & CFO

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director

Statement of Changes in Equity

for the Year ended 31st March, 2019

A. Equity Share Capital

Issued, subscribed and paid up	**Number of Shares**	**Value (₹ In Lacs)**
Equity Shares of Rs. 10 each		
Balance at 1st April, 2018	26,693,780	2,669.38
Equity share capital issued during the year	-	-
Balance at March 31, 2019	**26,693,780**	**2,669.38**

B. Other Equity

(₹ in Lacs)

Particulars	**Capital Redemption Reserve**	**Preference Share Capital Redemption Reserve**	**General Reserve**	**Retained Earning**	**Other comprehensive income**		**Total**
					Equity Instrument through other comprehensive income	**Acturial Gain / (Loss) on Defined Benefit Obligation**	
Balance as at 1st April, 2018	**155.30**	**20.00**	**6,513.15**	**42,325.17**	**82.39**	**(268.57)**	**48,827.44**
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-		-	14.59	14.59
Equity Instrument through other comprehensive income,net of tax effect	-	-	-		(29.57)	-	(29.57)
Dividend & Dividend Distribution Tax Paid	-	-	-	(160.91)	-	-	(160.91)
Profit/(Loss) for the year	-	-	-	(973.72)			(973.72)
Balance as at 31st March, 2019	**155.30**	**20.00**	**6,513.15**	**41,190.54**	**52.82**	**(253.98)**	**47,677.83**

The accompanying notes referred to above form an integral part of the Financial Statements

As per our report of even date.

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
B.K.Sipani
Partner
M.No. 088926
New Delhi
May 11, 2019

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Vidula Jalan, Executive Director
A V Jalan, Executive Director

Statement of Changes in Equity

for the Year ended 31st March, 2019

A. Equity Share Capital

Issued, subscribed and paid up	**Number of Shares**	**Value (₹ In Lacs)**
Equity Shares of Rs. 10 each		
Balance at 1st April, 2017	26,693,780	2,669.38
Equity share capital issued during the year	-	-
Balance at March 31, 2018	**26,693,780**	**2,669.38**

B. Other Equity

(₹ in Lacs)

Particulars	**Capital Redemption Reserve**	**Preference Share Capital Redemption Reserve**	**General Reserve**	**Retained Earning**	**Other comprehensive income**		**Total**
					Equity Instrument through other comprehensive income	**Acturial Gain / (Loss) on Defined Benefit Obligation**	
Balance as at 1st April, 2017	**155.30**	**20.00**	**6,513.15**	**41,427.94**	**128.06**	**(313.86)**	**47,930.59**
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-		-	45.29	45.29
Equity Instrument through other comprehensive income,net of tax effect	-	-	-		(45.67)	-	(45.67)
Dividend & Dividend Distribution Tax Paid	-	-	-	(240.96)	-	-	(240.96)
Profit/(Loss) for the year	-	-	-	1,138.19			1,138.19
Balance as at 31st March, 2018	**155.30**	**20.00**	**6,513.15**	**42,325.17**	**82.39**	**(268.57)**	**48,827.44**

Nature and purpose of other reserves/ other equity

Capital Redemption Reserve

This Reserve represents the redemption of Shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Preference Share Capital Redemption Reserve

This Reserve represents the redemption of Preference Shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General reserve

The Company appropriates a portion to general reserves out of the profits voluntarily to meet future contingencies. The said reserve is available for payment of dividend to shareholders as per the provisions of the Companies Act, 2013.

Retained Earnings

Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

Notes

forming part of the Financial Statements

Note No. 1

A. Property, Plant and Equipment (₹ in Lacs)

	Land	Leasehold Land	Buildings	Plants & Machinery	Furniture & Fittings	Vehicles	Office Equipments	Railway Siding	Total
Cost									
As at 1st April, 2018	**1694.39**	**1794.05**	**6733.09**	**78764.12**	**154.02**	**708.10**	**45.52**	**3623.35**	**93516.64**
Additions	380.81	-	2008.91	939.58	16.67	327.45	0.61	45.77	3719.80
Disposals/Deductions	-	21.63	0.99	53.66	2.86	137.12	0.56	-	216.82
As at 31st March, 2019	**2075.20**	**1772.42**	**8741.01**	**79650.04**	**167.83**	**898.43**	**45.57**	**3669.12**	**97019.62**
Depreciation									
As at 1st April, 2018	**-**	**0.03**	**749.09**	**9871.51**	**51.31**	**183.95**	**9.50**	**660.37**	**11525.76**
Charge for the year	-	-	320.70	3787.95	18.37	104.95	7.81	235.65	4475.43
Disposals/Deductions	-	0.01	1.10	7.51	1.87	59.07	0.07	-	69.63
As at 31st March, 2019	**-**	**0.02**	**1068.69**	**13651.95**	**67.81**	**229.83**	**17.24**	**896.02**	**15931.56**
Net Block									
As at 31st March, 2019	**2075.20**	**1772.40**	**7672.32**	**65998.09**	**100.02**	**668.60**	**28.33**	**2773.10**	**81088.06**
As at 31st March, 2018	**1694.39**	**1794.02**	**5984.00**	**68892.61**	**102.71**	**524.15**	**36.02**	**2962.98**	**81990.88**

B. INTANGIBLE ASSETS

(₹ in Lacs)

	Computer Softwares	Mining Right (Land)	Total
Gross Block			
As at 1st April, 2018	**584.98**	**1107.18**	**1692.16**
Additions	2.25	-	2.25
Disposals/Deductions	-	-	-
As at 31st March, 2019	**587.23**	**1107.18**	**1694.41**
Amortisation			
As at 1st April, 2018	**261.98**	**292.83**	**554.81**
Charge for the year	114.95	22.09	137.04
Disposals/Deductions	-	-	-
As at 31st March, 2019	**376.93**	**314.92**	**691.85**
Net Block			
As at 31st March, 2019	**210.30**	**792.26**	**1002.56**
As at 31st March, 2018	**323.00**	**814.35**	**1137.35**

Note :

Property, Plant and Equipment given as security for borrowing, refer note 15 & 19.

Notes
forming part of the Financial Statements

Note No. 2

Non Current Investments		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Non Trade:		
Quoted		
Investments in Equity Instruments carried at fair value through other comprehensive income 6,50,000 (previous year 6,50,000) Fully paid up Equity shares of ₹10/- each of Mangalam Timber Products Ltd. (Related party)	111.48	144.95
Unquoted		
Investments in Preference shares at fair value through profit & loss 34,47,000 (previous year 34,47,000) 7.5% Non-Cumulative Redeemable Preference shares of ₹100/-each of Mangalam Timber Products Ltd.*	2,647.30	2,314.63
	2,758.78	**2,459.58**
Aggregate cost of Quoted Investments	110.02	110.02
Aggregate Market Value of Quoted Investments	111.48	144.95
Aggregate cost of unquoted Investments	3,447.00	3,447.00
Investment carried at fair value through profit & loss	2,647.30	2,314.63
Investment carried at fair value through other comprehensive income	111.48	144.95

* Redeemable at par within a period not exceeding nine years from date of allotment i.e. 10th October 2012. In the event of liquidation the preference shareholders are eligible to receive the paid up value of the preference share, if any, out of the remaining assets of the company in preference to equity shareholders.

Note No. 3

Other Non Current Financial Assets		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Unsecured, considered good :		
Deposits with Government Department and Others	817.57	824.23
Interest accrued on Fixed Deposits with bank	11.08	9.24
Balances with bank on margin money accounts	113.52	94.32
Advance Recoverable in cash or in kind	0.10	0.73
Interest Rate Swap	-	43.69
	942.27	**972.21**

Margin money Deposit given as security :

Margin money deposit of Rs. 113.52 (Previous year Rs. 94.32) are pledged with banks against bank guarantee and overdraft facilities.

Note No. 4

Other Non Current Assets		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Unsecured, considered good :		
Capital Advances	2,194.52	2,585.04
Prepaid Expenses	88.05	140.95
	2,282.57	**2,725.99**

Notes
forming part of the Financial Statements

Note No. 5

Inventories (₹ in Lacs)

	31st March, 2019	31st March, 2018
(Valued at lower of cost and net realisable value)		
Raw Materials	1,281.10	1,128.83
Work-in-Progress	1,122.91	2,098.64
Finished Goods [Including Goods in Transit ₹ 1.28 (Previous year ₹ 218.98)]	512.61	899.01
Stores and Spare [Including Goods in Transit ₹ 1608.99 (Previous year ₹ 1645.72)]	8,737.52	7,054.69
At net realisable value		
Scrap & Waste	2.28	9.54
	11,656.42	**11,190.71**

(a) Inventories are hypothecated to secure borrowings. Refer Note No. 15 & 19.
(b) Write downs of inventories (net of reversal) to net realizable value related to finished goods amounted to Rs 7.60 (Previous year NIL). These were recognised as expense during the year and included in 'Cost of materials consumed' and Changes in inventories of finished goods, stock-in-trade and work-in-progress in statement of profit and loss.

Note No. 6

Current Investments (₹ in Lacs)

	31st March, 2019	31st March, 2018
Carried at fair value through Profit & Loss		
Unquoted Mutual Funds		
Units of various Debt Scheme of Various Mutual Funds	538.63	1,102.71
	538.63	**1,102.71**
Aggregate cost of unquoted investments	500.00	1,083.46
Aggregate market value of unquoted investments	538.63	1,102.71
Aggregate amount of impairment in value of investments	-	-

Note No. 7

Trade receivables (₹ in Lacs)

	31st March, 2019	31st March, 2018
Secured, Considered good	1,056.14	1,313.28
Unsecured, Considered good	2,467.81	2,335.86
	3,523.95	**3,649.14**

(a) Trade Receivables are hypothecated to secure borrowings. Refer Note No. 15 & 19.
(b) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further no trade receivables are due from firms or private companies respectively in which any director is a partner, or director or member.

Note No. 8

Cash and Cash Equivalents (₹ in Lacs)

	31st March, 2019	31st March, 2018
Balances with banks [Current Account]	55.19	975.64
Cheque/Draft on hand	-	0.53
Cash in hand	11.34	15.51
	66.53	**991.68**

Notes
forming part of the Financial Statements

Note No. 9

Other Bank balances		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Balances with Banks		
Deposits with original maturity more than 3 months but less than 12 months	1,108.25	1,076.71
Other Bank Balances :		
Earmarked Balances		
On Margin Money Accounts	150.84	120.35
On Unpaid Dividend Accounts	47.99	58.23
	1,307.08	**1,255.29**

Note No. 10

Loans and deposits		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Unsecured, considered good		
Inter Corporate Deposits		
(i) Related Party	2,170.00	2,000.00
(ii) Others	10,050.00	1,370.00
	12,220.00	**3,370.00**

Note No. 11

Other Current Financial Assets		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Unsecured, considered good		
Deposits with Governement Department and Others	23.58	3.95
Interest Accrued on Fixed Deposits & Others	694.32	497.82
Interest accrued on ICD to related party	504.54	319.97
Interest Rate Swap	13.36	-
Subsidy Receivable from Government	747.15	325.00
Others	5.99	12.34
	1,988.94	**1,159.08**

Note No. 12

Current Tax Assets (Net)		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Advance Income tax / Refund Receivable [net of Income tax provision Rs. 295.31 (Previous year Rs. 1189.88)]	581.27	560.79
	581.27	**560.79**

Note No. 13

Other current assets		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Unsecured, considered good		
Advances recoverable in cash or in kind #	5,648.05	5,648.01
Advances for supplies and services	8,203.27	3,047.73
Prepaid expenses	291.74	201.71
	14,143.06	**8,897.45**

including amount paid under protest Rs. 4737.95 (Previous year Rs. 4872.52).

Notes
forming part of the Financial Statements

Note No. 14

EQUITY SHARE CAPITAL (₹ in Lacs)

	31st March, 2019	31st March, 2018
Authorised		
40000000 (Previous Year : 40000000) Equity Shares of ₹10 each	4,000.00	4,000.00
200000 (Previous Year : 200000) Redeemable Cumulative Preference shares of Rs.100 each	200.00	200.00
18000000 (Previous Year : 18000000) Optionally Convertible Cumulative Redeemable Preference shares of Rs.10 each	1,800.00	1,800.00
	6,000.00	**6,000.00**
Issued, Subscribed and Paid up		
26693780 (Previous Year : 26693780) Equity Shares of ₹ 10/- each fully paid up	2669.38	2669.38
	2,669.38	**2,669.38**

	31st March, 2019	31st March, 2018
Note :		
1 Reconciliation of the number of Equity Shares Outstanding		
Number of Equity Shares Outstanding at the beginning of the year	26693780	26693780
Number of Equity Shares Outstanding at the end of the year	26693780	26693780

2 Shares held by each shareholder holding more than 5 percent shares

Name of shareholders	No. of Shares	%	No. of Shares	%
Camden Industries Ltd.	-	-	3019563	11.31
Century Textiles & Industries Ltd.	2220500	8.32	2220500	8.32
India Capital Fund Ltd.	1972418	7.39	1972418	7.39
Sachin Bansal #	-	-	1422827	5.33

As at 31st March, 2019, shareholding is less than 5%

3 Terms/rights, Preferences and restrictions attached to Equity Shares

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each fully paid up share carries one vote. Dividend, if any, proposed by the Board of Directors is subject to approval of shareholders in an annual general meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion of their shareholding.

Note No. 15

Non Current Borrowings (₹ in Lacs)

	Non Current Portion		Current Maturities	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Secured :-				
Term Loan From banks				
- in Local Currency	23,428.23	15,117.35	6,189.12	5,914.12
- in Foreign Currency *	-	3,737.53	5,118.21	3,252.20
Term Loan From others	6,000.00	-	-	-
	29,428.23	**18,854.88**	**11,307.33**	**9,166.32**
Less:- Unamortised portion of upfront fee	(249.38)	-	(113.14)	-
Less:- Amount disclosed under the head "Other Finacial Liablities"			(11,194.19)	(9,166.32)
	29,178.85	**18,854.88**	**-**	**-**

Notes

forming part of the Financial Statements

	Particulars	Security	Repayment Terms	Rate of interest (Current Year)	Rate of interest (Previous Year)	31st March, 2019	31st March, 2018
(1)	Indian Rupee Loan From HDFC Bank Ltd.-I	A first pari-passu charge on entire fixed assets (both movable and immovable, present and future) and a second pari passu charge on entire current assets of the company (present and future).	20 equal quarterly instalments started from 9th February, 2015	-	11% per annuam	-	1,875.00
	Indian Rupee Loan From HDFC Bank Ltd-II		20 equal quarterly instalments started from 30.06.2017	HDFC Bank Base Rate+15bps	HDFC Bank Base Rate+15bps	2,828.23	4,242.35
	Indian Rupee Loan From State Bank of India		20 equal quarterly instalments started from 31st March, 2015	-	SBI Base rate + 130 BPS	-	1,500.00
	Indian Rupee Loan From IDFC Bank Ltd		16 quarterly instalments started from October, 2019	IDFC Bank MCLR + spread	-	9,000.00	-
	Foreign Currency loan from DBS Bank Ltd.*		18 quarterly instalments started from 27th November, 2015	-	Libor + 2.60%	-	3,737.53
	Aditya Birla Finance Ltd		28 structured quarterly instalments after construction period of 24 months	ICICI Bank 1 Year MCLR + 55 BPS.	-	6,000.00	-
	Indian Rupee Loan From Indusind Bank	A first pari-passu charge on entire fixed assets (both movable and immovable, present and future) and a second pari passu charge on current assets of the company (both present and future)	16 structured quarterly installment after a moratorium of 2 years i.e. repayment will be commence from 27th month from the date of 1st disbursement	1st Year MCLR + 5 BPS	1st Year MCLR + 5 BPS	6,600.00	7,500.00
(2)	Indian Rupee Loan From ICICI Bank Ltd.	A first pari-passu charge on entire fixed assets (both movable and immovable, present and future) and a second pari passu charge on current assets of the company (both present and future)	22 equal quarterly instalments after a moratorium of 18 months from the date of 1st disbursement	1 Year MCLR + 145 BPS	-	5,000.00	-

* Fully hedged by foreign exchange forward contracts having same maturity with DBS Bank Ltd which is net of Rs.Nil (previous year Rs. 1140.78) mark to market at year end.

Notes
forming part of the Financial Statements

Note No. 16

Other Non Current Financial Liabilities (₹ in Lacs)

	31st March, 2019	31st March, 2018
Retention money	23.88	15.33
Security Deposits	3,943.37	3,884.81
	3,967.25	**3,900.14**

Note No. 17

Non Current Provisions (₹ in Lacs)

	31st March, 2019	31st March, 2018
Employee Benefits (Refer Note No. 32.9)	1,171.66	1,217.65
Provision for Mines Restoration #	725.54	647.80
	1,897.20	**1,865.45**

Movement of provisions during the year as required by Ind AS 37 "Provision, Contingent Liablities and Contingent Assets" specified under section 133 of the Companies Act, 2013 :

Provision for Mines Restoration		
Opening Balance	647.80	578.39
Add: Unwinding of discount / change in discount rate	77.74	69.41
Closing Balance	725.54	647.80

Note No. 18

Deferred tax liabilities (Net) (₹ in Lacs)

	31st March, 2019	31st March, 2018
(a) Deferred tax liability being tax impact on -		
(i) Property, plant and equipment: Impact of difference in depreciation in tax accounts and depreciation/amortization for financial reporting	15,614.34	15,245.42
(ii) Others	1,690.39	2,056.44
Total (a)	**17,304.73**	**17,301.86**
(b) Deferred tax assets being tax impact on -		
(i) Expenses allowable on payment basis under the Income Tax Act	1,593.61	1,587.17
(ii) Unabsorbed Depreciation and Carried forward tax losses	9,133.53	8,382.80
(iii) Others	927.55	1,100.90
(iv) MAT Credit Entitlement	2,048.51	2,053.31
Total (b)	**13,703.20**	**13,124.18**
(c) Net Deferred Tax Liabilities (a) – (b)	**3,601.53**	**4,177.68**

The Company has recognised deferred tax assets on unabsorbed depreciations, carried forward tax losses and MAT Credit Entitlement. The Company has MAT Credit Entitlement, unabsorbed depreciations and incurred the tax losses due to substantial expansion in earlier financial years. The Company has concluded that the deferred tax assets on MAT Credit Entitlement, unabsorbed depreciations and carried forward tax losses will be recoverable using the estimated future taxable income based on the approved business plans and budgets. The Company is expected to generate taxable income in near future. The MAT Credit Entitlement, unabsorbed depreciation and tax losses can be carried forward as per local tax regulations and the Company expects to recover the same in due course.

(C) Movement in deferred Tax Liablities (₹ in Lacs)

Particulars	As at March 31, 2018	Recognised in P&L	Recognised in OCI	As at March 31, 2019
Deferred Tax liability being tax impact on -				
Property, plant and equipment	15,245.42	368.92		15,614.34
Others	2,056.44	(366.05)		1,690.39
Sub total (a)	**17,301.86**	**2.87**	**-**	**17,304.73**
Deferred Tax Assets being tax impact on -				
Expenses allowable on payment basis	1,587.17	14.29	(7.85)	1,593.61
Unabsorbed Depreciation and Carried forward tax losses	8,382.80	750.73		9,133.53
Others	1,100.90	(177.25)	3.90	927.55
MAT Credit Entitlement	2,053.31	(4.80)		2,048.51
Sub total (b)	**13,124.18**	**582.97**	**(3.95)**	**13,703.20**
Net Deferred Tax Liablity (a)-(b)	**4,177.68**	**(580.10)**	**3.95**	**3,601.53**

(₹ in Lacs)

Particulars	As at March 31, 2017	Recognised in P&L	Recognised in OCI	As at March 31, 2018
Deferred Tax liability being tax impact on -				
Property, plant and equipment	14,413.01	832.41		15,245.42
Others	2,193.09	(136.65)		2,056.44
Sub total (a)	**16,606.10**	**695.76**	**-**	**17,301.86**
Deferred Tax Assets being tax impact on -				
Expenses allowable on payment basis	1,512.90	78.32	(4.05)	1,587.17
Unabsorbed Depreciation and Carried forward tax losses	8,308.50	74.30		8,382.80
Others	1,343.41	(218.17)	(24.34)	1,100.90
MAT Credit Entitlement	1,758.00	295.31		2,053.31
Sub total (b)	**12,922.81**	**229.76**	**(28.39)**	**13,124.18**
Net Deferred Tax Liablity (a)-(b)	**3,683.29**	**466.00**	**28.39**	**4,177.68**

	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
	Statement of Profit & Loss		Other Comprehensive Income	
Deferred tax Expenses Reconciliation				
(a) Deferred tax expenses	(584.90)	761.31	3.95	28.39
(b) MAT Credit Reversal included in "Income Tax Expenditure for earlier years"	4.80	-	-	-
(c) MAT Credit	-	(295.31)	-	-
Total	**(580.10)**	**466.00**	**3.95**	**28.39**

Note No. 19

Current Borrowings (₹ in Lacs)

	31st March, 2019	31st March, 2018
From Bank :-		
Secured		
- Working Capital Loan from banks *	5,276.76	6,658.63
Unsecured Loan		
- Loan from Banks	6,100.00	2,500.00
	11,376.76	**9,158.63**

* Secured against a first pari passu charge over entire Current Assets, both present and future and second pari passu charge over the entire Fixed Assets,both present and future.

Note No. 20

Trade payables (₹ in Lacs)

	31st March, 2019	31st March, 2018
Creditors for Supplies and Services		
- Due to Micro and Small Enterprises (Refer Note No. 32.8)	126.89	1.27
- Due to Others	18,011.25	14,351.84
	18,138.14	**14,353.11**

Notes
forming part of the Financial Statements

Note No. 21

Other Financial Liabilities		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Current Maturites of long term loan from banks	11,194.19	9,166.32
Interest accrued	52.19	27.51
Unpaid Dividends	47.99	58.23
Liabilities for Capital Goods	2,400.10	188.80
Security Deposit and Retention Money	1,515.62	1,008.75
	15,210.09	**10,449.61**

Note No. 22

Other current liabilities		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Statutory Dues	3,903.77	3,839.73
Advances / Credit balance of Customers	1,765.04	1,736.67
	5,668.81	**5,576.40**

Note No. 23

Current Provisions		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Employee Benefits (Refer Note No. 32.9)	620.11	692.05
Others *	1,400.25	1,447.30
	2,020.36	**2,139.35**

* Movement of provisions for others during the year as required by Ind AS 37 "Provision, Contingent Liablities and Contingent Assets" specified under section 133 of the Companies Act, 2013 :

Opening Balance	**1,447.30**	**1,269.81**
Addition during the year	-	575.96
Paid/Adjustment during the year	(47.05)	(398.47)
Closing Balance	**1,400.25**	**1,447.30**

Note No. 24

Revenue from operations		(₹ in Lacs)
	31st March, 2019	31st March, 2018
Sale of products		
Cement	1,19,506.35	1,11,859.66
Clinker	0.15	24.82
	1,19,506.50	**1,11,884.48**

Notes
forming part of the Financial Statements

Note No. 25

Other income (₹ in Lacs)

	31st March, 2019	31st March, 2018
Interest Income	659.72	444.28
Profit on Current Investments	277.76	66.53
Net Gain on Foreign currency transactions and translations	-	0.10
Profit on sale of Property, plant and equipment (net)	-	0.33
Gain on Exchange Fluctuation on translation and transactions (other than considered as finance costs)	241.16	514.74
Gain on Fair valuation of financial assets measured at FVTPL	352.05	311.37
Subsidy from Government	453.15	391.34
Unclaimed Liabilities written back	490.29	680.31
Miscellaneous Income	368.66	398.10
	2,842.79	**2,807.10**

Note No. 26

Changes in inventories of finished goods and work-in-progress (₹ In Lacs)

	31st March, 2019	31st March, 2018
Opening Stock		
Finished Goods	899.00	974.19
Work-in-Progress	2,098.64	1,464.70
Scrap & waste	9.54	96.11
	3,007.18	**2,535.00**
Closing Stock		
Finished Goods	512.61	899.00
Work-in-Progress	1,122.91	2,098.64
Scrap & waste	2.28	9.54
	1,637.80	**3,007.18**
Decrease / (Increase) in inventories	**1,369.38**	**(472.18)**

Note No. 27

Employee benefits expense (₹ In Lacs)

	31st March, 2019	31st March, 2018
Salaries, Wages and Bonus	7,698.00	7,438.16
Contribution to Provident and other funds	1,031.32	1,204.94
Staff welfare expenses	164.97	164.98
	8,894.29	**8,808.08**

Notes
forming part of the Financial Statements

Note No. 28

Finance costs (₹ In Lacs)

	31st March, 2019	31st March, 2018
Interest Expenses	3,808.49	3,199.28
Loss on foreign currency translations & transactions (considered as finance cost)	255.22	-
Loss on Fair valuation of Option Contracts	176.14	289.02
Other Borrowing costs	1,195.08	1,238.98
	5,434.93	**4,727.28**
Less:- Amount transferred to Capital Work-in-Progress/Capitalised	356.69	-
	5,078.24	**4,727.28**

Note No. 29

Other expenses (₹ In Lacs)

	31st March, 2019	31st March, 2018
Stores and Spares consumed	3,628.56	2,511.47
Power and Fuel	38,192.85	29,940.87
Rent	490.66	495.93
Repairs and Maintenance		
Plant and Machinery	2,068.42	2,279.03
Buildings	220.63	274.17
Others	97.72	71.59
Insurance	101.34	97.21
Excise duty	-	3,918.50
Rates and Taxes	176.39	274.92
Packing Expenses	5,289.79	4,306.07
Advertisement & Sales Promotion	1,063.40	1,170.99
Commission & Brokerage to Selling Agents	1,083.57	978.82
Freight, Forwarding etc.@	29,345.18	26,992.98
Loss on Foreign currency transactions and translations (other than considered as finance costs)	35.54	-
Loss on sale of Property,plant & equipment (net)	14.90	-
Corporate Social Responsibility Expenditure	51.88	70.81
Directors fees	19.00	14.45
Directors Commission	-	49.00
Remunaration to Auditors:		
(a) Statutory Auditor		
Audit Fees	13.13	12.50
Tax Audit Fee	2.62	2.50
Certification & Other services	5.45	5.66*
Out of pocket expenses	1.98	1.02
(b) Cost Auditor		
Audit Fee	1.20	1.15
Other services	-	0.05
Out of pocket expenses	-	0.17
Miscellaneous	2,156.51	1,952.82
	84,060.72	**75,422.68**

* Including to previous auditor Rs. 1.53.

@ The Company became eligible for Railway freight rebate under the long term traffic contract (LTTC), scheme of Ministry of Railway during the year, accordingly Rs. 1199.25 (Previous year Rs. Nil) being rebate on eligible freight from November 2017 to October'2018 has been accounted for during the year under the head freight & forwarding etc.

Notes
forming part of the Financial Statements

Note No. 30

Income tax expenses		(₹ In Lacs)
	31st March, 2019	**31st March, 2018**
Current Income tax :		
Current tax	-	295.31
Tax related to earlier year	(33.81)	(3.67)
MAT Credit Entitlment	-	(295.31)
Net Current tax (a)	**(33.81)**	**(3.67)**
Deferred tax (b)	(584.90)	761.31
Tax expenses reported (a+b)	**(618.71)**	**757.64**
Reconcilation of tax expenses and accounting profit		
Net Profit before tax	(1,592.43)	1,895.83
Enacted tax rates (in %)	34.94	34.61
Computed tax expenses	**(556.46)**	**656.11**
Increase/(reduction) in taxes on account of:		
Previous year tax adjustments	(33.81)	(3.67)
Income not taxable /exempt from tax	(6.18)	(4.83)
Change in tax rate	-	59.64
Non deductible expenses	35.33	27.07
Income chargeble to tax not included in Statement of Profit and Loss	28.72	-
Deferred tax of previous years	(86.31)	23.32
Income tax expense reported	**(618.71)**	**757.64**
Effective Tax Rate	**38.85%**	**39.96%**

Note No. 31

Other Comprehensive Income (net of tax)		(₹ In Lacs)
	31st March, 2019	**31st March, 2018**
Remeasuring of defined benefit plans	22.44	69.61
Tax effect on above	(7.85)	(24.32)
Net gains / (loss) on Fair value through Other Comprehensive		
Income (OCI) - Equity Instruments	(33.47)	(41.60)
Tax effect on above	3.90	(4.07)
	(14.98)	**(0.38)**

NOTE 32

Significant Accounting Policies and Notes on Financial Statements as at and for the year ended on 31st March 2019

32.1. Corporate Information

Mangalam Cement Limited ('MCL' or 'the Company') is a public limited company domiciled and incorporated in India and its shares are publicly traded on the National Stock Exchange Limited ('NSE') and the Bombay Stock Exchange Limited ('BSE'), in India. The registered office of the Company is at Aditya Nagar, Morak -326520, Kota (Rajasthan). The Company is principally engaged in manufacturing of Cement in India. These financial statements are prepared in Indian rupees.

These financial statements were authorised for issue by the Board of Directors at their meeting held on 11th May, 2019.

32.2 Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

32.2.1 Basis of preparation (Compliance with Ind-AS)

The financial statements have been prepared in accordance with all material respects with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standard Rules), 2015 notified under section 133 of Companies Act, 2013 and Companies (Indian Accounting Standard) Amendment Rules, as amended and other relevant provisions of the Companies Act, 2013.

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

32.2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual basis except certain insurance claims which are accounted for on receipt basis on account of uncertainties and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value

- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

- Railway freight rebate under the long term traffic contract (LTTC) under the scheme of Ministry of Railways shall be accounted for as and when Company become eligible on achieving milestone.

Fair value is the price that would be received to sell 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 take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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 measurement 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 company 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.

32.2.3 Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest Lakhs, unless otherwise indicated.

32.2.4 Significant accounting Judgements and Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A. Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of leases into finance and operating lease
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

B. Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts.
- Useful life and residual value of fixed assets
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources
- Impairment of financial assets: key assumptions used in estimating recoverable cash flows
- In determining the fair value of the mine restoration obligation the Company uses technical estimates to determine the expected cost to restore the mines and the expected timing of these costs. Discount rates are determined based on expected rate of return.

32.2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

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

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

32.2.6 Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred up to the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate item (major components) of property, plant and equipment. Any gain on disposal of property, plant and equipment is recognised in Statement of Profit and loss.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation on fixed assets is calculated on Straight Line Method using the rates arrived at based on the estimated useful lives given in Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Capital work-in-progress

Capital work-in-progress assets in the course of construction for production or/and supply of goods or services or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. 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. Costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

Disposal of assets

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 net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

32.2.7 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment. Intangible assets are amortised over their respective individual estimated useful life on a straight line method. The useful lives of intangible assets are as follows:

a) Mining rights are amortised over the period of the leases.
b) Computer software is amortised over a period of 5 years.

Cost of Site restoration is capitalised as Intangible Assets under the head "Mining Rights". Amortisation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is derecognised.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired, impairment loss is recognised in the statement of profit & loss.

32.2.8 Non-current assets (or disposal groups) held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated

32.2.9 Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, 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 or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

32.2.10 Research and Development Expenses

Revenue expenditure on Research and Development is charged as expenses under the head "Research and Development" in the year in which it is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalised and depreciated according to the policy followed by the Company.

32.2.11 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets upto the assets are substantially ready for their intended use or sale.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

32.2.12 Foreign currency transactions

Transactions in foreign currencies are recorded by the Company at their respective functional currency considering exchange rates prevailing on the date of transactions qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss except exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Effective April 1, 2018, the company has adopted Appendix B to Ind AS 21 - Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

32.2.13 Employee benefits

a. Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b. Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The company has following defined contribution plans:

a) Provident fund

b) Superannuation Fund

c. Defined benefit plans

For defined 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. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds.

Remeasurement, 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 in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss. Past service cost is recognised in the 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

• remeasurement

The Company presents the first two components of defined benefit costs in the statement of profit and loss.

The retirement benefit obligation recognised in the balance sheet 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.

d. Other long-term employee benefits

The company has long term employment benefit plans i.e. accumulated leave. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

32.2.14 Revenue Recognition

a. The Company recognises revenue from sale of goods when effective control of goods have been passed alongwith all the following conditions are satisfied :

i) the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

iii) the amount of revenue can be measured reliably;

iv) it is probable that the economic benefits associated with the transaction will flow to the Company; and

v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, etc. The Company considers shipping and handling activities as costs to fulfil the promise to transfer the related products and the customer payments for shipping and handling costs are recorded as a component of revenue. In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Company recognises revenue for such services when the performance obligation is completed. Sales include excise duty, wherever applicable and are net of Sales Tax / Goods and Service Tax.

b. Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received. Claim on insurance companies and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

c. Interest income on deposits is recognised on a time proportion basis.

d. Dividend income is recognised when the right to receive dividend is established.

32.2.15 Government Grants and Subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants that compensate the Company for expenses incurred are recognised in the statement of profit and loss, as income or deduction from the relevant expense, on a systematic basis in the periods in which the expense is recognised.

Government grant relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to statement of profit and loss on a systematic basis over the expected lives of the related assets to match them with the cost for which they are intended to compensate and presented within other income.

32.2.16 Inventories

i. Inventories are valued as follows :

Raw materials, stores and spares : Lower of cost and net realisable value. Cost is determined on a weighted average basis. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress, finished goods and traded goods : Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads.

Waste : At net realisable value.

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

ii. Provision for obsolete/ old inventories is made, wherever required.

32.2.17 Mining Restoration

Mine restoration expenditure is provided for in the Statement of Profit and Loss based on present value of estimated expenditure required to be made towards site restoration at the time of vacation of mine. The unwinding of the discount is expensed as incurred and recognised as a finance cost in the Statement of Profit and Loss. The cost estimates are reviewed periodically and adjusted as appropriate. Changes in the estimated future costs or discount rate applied are added to or deducted from the site restoration cost.

32.2.18 Provisions and contingencies, Contingent liabilities and Contingent Assets

Based on the best estimate, provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

32.2.19 Measurement of fair value

a. Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b. Marketable and non-marketable equity securities

Fair value for listed shares is based on quoted market prices as of the reporting date. Fair value for unlisted shares is calculated based on commonly accepted valuation techniques utilizing significant unobservable data, primarily cash flow-based models.

c. Derivatives

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value provided by the respective banks. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

32.2.20 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts and interest rate swaps.

a. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classifications

The company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Business model assessment

The company makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

Financial Assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

* it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
* the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial Assets at fair value through Other Comprehensive Income (FVOCI)

Financial Assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Financial Assets at fair value through profit and loss (FVTPL)

Any Financial Assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

b. Equity instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial instruments are classified as measured at FVTPL

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

* The rights to receive cash flows from the asset have expired, or
* The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On de-recognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset de-recognised)

and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

c. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below :

Financial Liabilities measured at amortised cost
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are de-recognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risks are recognized in OCI. These gains/loss are not subsequently transferred to Statement of Profit & Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

De-recognition of financial liabilities

The company de-recognises a financial liability when its contractual obligations are discharged or cancelled or expired.

32.2.21 Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:
a) Has a legally enforceable right to set off the recognised amounts; and

b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date 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.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

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 balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised in the statement of profit and 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.

Credit of Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. 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.

32.2.22 Leases

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the percentage value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

32.2.23 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the Balance Sheet, bank overdrafts are shown within borrowings in current liabilities.

32.2.24 Earning Per Share

Basic Earnings per equity shares are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the year.

For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effect of all diluted potential equity shares.

32.2.25 Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

32.2.26 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from 01 April, 2019: The Company will adopt new standard and amendment to existing standards with effect from April 1, 2019.

a. New Standard Ind AS 116: Leases

"Ind AS 116 will supersede the existing Ind AS 17. The new standard provides a comprehensive model to identify lease-arrangements and the treatment thereof in the financial statements of both the lessee and lessor. The new standard requires entities to make more judgments and estimates (e.g., determining when a customer has the right to direct the use of an identified asset, estimating the incremental rate of borrowing) and make more disclosures (e.g., discount rate, weighted average lease term, other qualitative and quantitative information).

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Ind AS 17 required classifying leases as finance lease and operating lease, the same in not required under Ind AS 116. Under Ind AS 116, a lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities.

On initial application the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to a) amortization change for the right-to-use asset, and b) interest accrued on lease liability.

Requirements with regard to lessor accounting are substantially similar to accounting requirements contained in Ind AS 17. Accordingly, a lessor will continue to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116 without adjusting the Comparatives.

The Company has evaluated the impact and certain operating leases have to be brought onto the balance sheet in terms of the new standard and additional disclosure will be required.

b. Amendment to Other Ind Ass

Amendment to Ind AS 19 – plan amendment, curtailment or settlement - Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', On 30 March, 2019, in connection with accounting for plan amendments, curtailments and settlements. The Company does not have any impact on account of this amendment.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments: Ministry of Corporate Affairs has notified Ind AS 12 Appendix 'C' Uncertainty over Income Tax Treatments on March 30, 2019. According to the appendix, the company need to determine the probability of the relevant tax authority accepting each tax treatment, or the Company of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Company has decided to adjust the cumulative effect in equity on the date of initial application without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

Amendment to Ind AS 12 – Income taxes: Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes accordingly an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12. There is no impact of this amendment on the financial statements.

Ind AS 23 – Borrowing Costs -The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any significant impact from this amendment.

Note No. 32.3

Contingent Liabilities and Commitments :

i. Contingent Liabilities (not provided for) in respect of :

(₹ In Lacs)

(a) Claims against the Company not acknowledged as debts-	31st March, 2019	31st March, 2018
- Demand raised by Income tax Department for Direct tax	1,793.04	649.78
- Demand raised by Excise Department for various matters	8,769.87	8,224.80
- Demand for Sales Tax and Entry Tax	125.03	1,045.35
- Demand for Differential Royalty on Lime Stone	851.81	851.81
- Others	1,238.09	1,310.02

(b) The Jute Packaging (Compulsory use in Packing Commodities) Act 1987 was stayed by the Rajasthan High Court in 1997. However, the Jute Commissioner issued a show cause notice on 14.08.2002 for non-use of Jute Packaging Material. This has been challenged by the Company and the amount involved is not quantifiable.

(c) Rajasthan Sales-tax Authorities has raised demand Rs. 3890.17 Lacs (Previous year Rs. 3890.17 Lacs) and interest thereon Rs. 4246.48 (Previous year Rs. 4246.48) against Sales-tax incentive claimed by the Company in earlier years relying upon direction of BIFR dated 31.05.2007. On appeal, Rajasthan Tax Board has given order in favour of the Company. However, Commercial taxes department filed revision before Hon'ble Rajasthan High Court against the order of Rajasthan Tax Board which was dismissed by Hon'ble Rajasthan High Court vide order dated 23/04/2019 and decided the case in favour of the Company.

The Company has engaged competent professional advisors to defend its positions against all disputed claims/notices and the Company is hopeful of favourable decisions and expect no outflow of resources, hence no provision is made in the books of accounts.

ii. **Commitments:**

(₹ In Lacs)

	31st March, 2019	31st March, 2018
(a) Estimated amount of Contracts remaining to be executed on Capital Account (Net of advances) not provided for	3,241.19	5,448.70

(b) The Company has availed certain Government subsidies. As per the terms and conditions, the Company has to continue production for specified number of years and other conditions failing which amount of subsidies availed alongwith interest, penalty etc. will have to be refunded.

Note No. 32.4

Events occurring after Balance Sheet Date :

Proposed Dividend

The Board of Directors has proposed a dividend of Rs.0.50 (Full value) (previous year Rs. 0.50) (Full value) per equity shares of Rs. 10 each and the total proposed dividend amounts to Rs. 133.47 Lacs (previous year Rs. 133.47 Lacs) and corporate dividend tax to be Rs. 27.44 Lacs (previous year Rs. 27.44 Lacs) and same is subject to approval of shareholders at the ensuing Annual General Meeting.

Note No. 32.5

Inventory includes coal valuing Rs. 1512.64 Lacs (previous year Rs. 1512.64 Lacs) sent for processing lying with a vendor for long time. Due to financial difficulty, vendor could not supply the material but the Company is hopeful of recovery.

Note No. 32.6

As per Ind AS 7, the Company is required to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Company did not have any material impact on the Statement of Cash Flows therefore reconciliation has not been given.

Note No. 32.7

The Other income includes investment subsidy and employment subsidy agreegating Rs. 453.15 Lacs (previous year Rs. 391.34 Lacs).

Note No. 32.8

Details of dues to Micro and Small Enterprise as per MSMED Act, 2006 as per the information available and to the extended identified by the Company :

(₹ In Lacs)

	31st March, 2019	31st March, 2018
(i) Principal amount remaining unpaid at the end of the accounting year	126.89	1.27
(ii) Interest due thereon	Nil	Nil
Interest paid by the buyer in terms of section 16 of MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed date	Nil	Nil
Interest due and payable for the period of delay in making the payments (which have been paid but beyond the due date during the year) but without adding interest specified under this Act	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of the financial year	Nil	Nil
The amount of further interest remaining due and payable in succeeding years, until such interest is actually paid	Nil	Nil

Note No. 32.9

Employee Defined Benefits :

A. Defined Contribution Plans

The Company makes contributions towards provident fund and superannuation fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

(₹ In Lacs)

Particulars	31st March, 2019	31st March, 2018
i. Contribution to Superannuation fund	330.27	340.57
ii. Contribution to Govt. Provident fund	504.80	502.87

B. Defined Benefit Plans

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liabilty is being contributed to Group Gratuity cum Life Assurance Schemes administered by the LIC of India. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2019. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(₹ In Lacs)

Particulars		31st March, 2019	31st March, 2018
I.	**Reconciliation of Defined Benefit Obligations (DBO)**		
	Present value of DBO at the beginning of period	2,267.91	2,119.84
	Current service cost	152.33	150.06
	Interest cost	175.31	155.81
	Past Service Cost	-	141.31
	Actuarial (Gains)/Losses	(42.22)	(57.05)
	Benefits paid	(213.47)	(242.06)
	Present value of DBO at the end of period	2,339.86	2,267.91
II.	**Reconciliation of Fair Value of plan assets during the year**		
	Plan assets at the beginning of period	2,021.96	1,794.11
	Expected return on plan assets	156.30	131.87
	Actuarial Gains/(Losses)	(19.78)	12.57
	Company contribution	245.96	325.47
	Benefits paid	(213.47)	(242.06)
	Plan assets at the end of period	2,190.97	2,021.96
III.	**Reconciliation of fair value of assets and obligation**		
	Present value of Defined Benefit Obligation	2,339.86	2,267.91
	Fair value on plan assets	2,190.97	2,021.96
	Status[Surplus/(Deficit)]	(148.89)	(245.95)
	Net asset/(liability) recognised in the Balance Sheet	(148.89)	(245.95)
IV.	**Expenses recognised during the year**		
	Current service cost	152.33	291.37
	Net Interest cost	19.01	23.94
	Total expenses recognised in the Statement of Profit & Loss	171.34	315.31
V.	**Other Comprehensive Income**		
	Re-measurements of the net defined benefit liability/(assets)		
	Actuarial (gain)/loss for the year on DBO	(42.22)	(57.05)
	Actuarial (gain)/loss for the year on Asset	19.78	(12.57)
VI.	**Major category of plan assets as a % of the total plan assets**		
	Interest based scheme with Insurance companies	100%	100%
VII.	**Actuarial assumptions**		
	Discount rate (%)	7.66	7.73
	Rate of escalation in salary (per annum) (%)	5.50	5.50
	Mortality table (IALM)	2006-08	2006-08
VIII.	**Sensitivity analysis**		
	Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.		
	Discount Rate - 0.50 % increase	(75.29)	(73.37)
	Discount Rate - 0.50 % decrease	80.36	78.32
	Change in salary increase - 0.50 % increase	81.66	79.64
	Change in salary increase - 0.50 % decrease	(77.14)	(75.22)

Notes
forming part of the Financial Statements

IX. Description of Risk Exposures :

"Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases – Higher than expected increase in salary will increase the defined benefit obligation.

B) Discount Rate – Reduction in discount rate in subsequent valuations can increase the plan's liability.

C) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumption in the valuation can impact the liabilities.

D) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

Note No. 32.10

Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Cement" and substantially sale of the product is within the country. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

Note No. 32.11

Related Party Transactions

Sl. No.	Particulars		Name	Designation
I.	**List of related parties**			
	A	Key Management Personnel	(1) Shri A.V. Jalan	Executive Director
			(2) Smt. Vidula Jalan	Executive Director
	B	Additional KMPs (Pursuant to Ind AS 24)	(1) Smt. Aruna Makhan	Independent & Non Executive Director
			(2) Shri N G Khaitan	Independent & Non Executive Director
			(3) Shri Gaurav Goel	Independent & Non Executive Director
			(5) Shri K C Jain	Non Executive Director
	C	Associates Companies & Enterprises in which Key Management Personal is able to exercise significant influence	(1) Vidula Consultancy Service Ltd.	
			(2) Mangalam Timber Products Ltd.	

II. Transactions with related parties:

(₹ In Lacs)

Particulars	31st March, 2019	31st March, 2018
a. Remuneration to KMP #		
- Short term employee benefits	264.13	279.04
- Defined Contribution Plan	58.32	51.84
# The amount related to gratuity cannot be ascertained separately since they are included in the contribution in respect made to the insurance company on a group basis for all employees together. As the liability for leave encashment are provided on actuarial basis for the Company as a whole, hence not included as above.		
b. Rent Expenses		
- Mangalam Timber Products Ltd.	120.00	120.00
c. Dividend Paid		
- Vidula Consultancy Services Ltd.	0.14	0.10
- Shri A.V. Jalan	0.20	0.08
- Smt. Vidula Jalan	0.38	0.45
d. Interest Income		
- Mangalam Timber Products Ltd.	201.87	173.00
e. ICD Given		
- Mangalam Timber Products Ltd.	170.00	900.00
f. Advance given against supply		
- Mangalam Timber Products Ltd.	288.00	-

III. Closing Balances :

(₹ In Lacs)

Particulars	31st March, 2019	31st March, 2018
Managerial Remuneration		
Anshuman Vikram Jalan	3.36	3.91
Vidula Jalan	4.43	6.38
Director Commission		
Shri A.V. Jalan	-	16.50
Smt. Vidula Jalan	-	16.50
Smt. Aruna Makhan	-	3.60
Shri N G Khaitan	-	3.60
Shri Gaurav Goel	-	3.60
Shri K C Jain	-	3.60
I.C.D. Given		
Mangalam Timber Products Limited	2,170.00	2,000.00
Interest Accrued		
Mangalam Timber Products Limited	504.54	319.97
Advance given against Supply		
Mangalam Timber Products Limited	288.00	-

Note No. 32.12

Capital Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2019 and March 31, 2018.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short term deposits.

The Company monitors capital using gearing ratio, which is net debt divided by total capital as under :

(₹ In Lacs)

Particulars	31st March, 2019	31st March, 2018
Loans and borrowings	51,749.80	37,179.83
Less : cash and cash equivalents	66.53	991.68
Net debts	**51,683.27**	**36,188.15**
Equity Share Capital	2,669.38	2,669.38
Other Equity	47,677.83	48,827.44
Total capital	**50,347.21**	**51,496.82**
Capital and net debt	**1,02,030.48**	**87,684.97**
Gearing ratio	**51%**	**41%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest bearing loans and borrowing for reported periods.

Note No. 32.13

Financial Instrument – Fair Value and Risk Management

I. Fair Value Measurement

A. Financial Instrument by category

(₹ In Lacs)

Particulars	31st March, 2019			31st March, 2018		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investments						
- Non Current	2,647.30	111.48	-	2,314.63	144.95	-
- Current	538.63	-	-	1,102.71	-	-
Trade Receivables	-	-	3,523.95	-	-	3,649.14
Cash and Cash Equivalents	-	-	66.53	-	-	991.68
Other Bank Balances	-	-	1,307.08	-	-	1,255.29
Loans	-	-	12,220.00	-	-	3,370.00
Other Financial Assets						
- Non Current	-	-	942.27	43.69	-	928.52
- Current	13.36	-	1,975.58	-	-	1,159.08
Financial Liabilities						
Borrowings						
- Non Current	-	-	29,178.85	3,737.53	-	15,117.35
- Current	-	-	11,376.76	-	-	9,158.63
Trade Payables	-	-	18,138.14	-	-	14,353.11
Other Financial Liabilities						
- Non Current	-	-	3,967.25	-	-	3,900.14
- Current	5,118.21	-	10,091.88	3,252.21	-	7,197.40

B. Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

a. Recognised and measured at fair value and

b. measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial Instruments at FVTPL

(₹ In Lacs)

Particulars	As of 31st March, 2019	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in preference Share	2,647.30	-	-	2,647.30
Investment in Mutual Fund	538.63	538.63	-	-
Interest Rate Swap	13.36	-	13.36	-
Liabilities				
Borrowings and Other Financial Liabilities	5,118.21	-	5,118.21	-

(₹ In Lacs)

Particulars	As of 31st March, 2018	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in preference Share	2,314.63	-	-	2,314.63
Investment in Mutual Fund	1,102.71	1,102.71	-	-
Interest Rate Swap	43.69	-	43.69	-
Liabilities				-
Borrowings and Other Financial Liabilities	6,989.74	-	6,989.74	-

Financial Instruments at FVOCI

(₹ In Lacs)

Particulars	As of 31st March, 2019	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	111.48	111.48	-	-

(₹ In Lacs)

Particulars	As of 31st March, 2018	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	144.95	144.95	-	-

Financial Instruments at Amortised Cost

(₹ In Lacs)

Particulars	31st March, 2019		31st March, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets designated at Amortized Cost				
Cash and Cash Equivalent	66.53	66.53	991.68	991.68
Other Bank Balances	1,307.08	1,307.08	1,255.29	1,255.29
Trade Receivables	3,523.95	3,523.95	3,649.14	3,649.14
Loan	12,220.00	12,220.00	3,370.00	3,370.00
Other Financial assets	2,917.85	2,917.85	2,087.60	2,087.60
Financial Liabilities designated at amortised cost				
Borrowing	40,804.99	40,555.61	24,275.98	24,275.98
Trade payables	18,138.14	18,138.14	14,353.11	14,353.11
Other Financial Liabilities	14,172.27	14,059.13	11,097.54	11,097.54

Level 1 : Hierarchy includes financial instruments measured using quoted prices. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 : The fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. 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. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined as per valuation provided by the bank
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 except for unlisted equity securities and preference shares, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Fair value measurements using significant unobservable inputs (level 3)

(₹ In Lacs)

Particulars	31st March, 2019	31st March, 2018
	Unlisted preference shares	
Opening balance	2,314.63	2,066.63
Acquisitions	-	-
Gains/(loss) recognized in Statement of Profit & Loss	332.67	248.00
Closing balance	2,647.30	2,314.63

Valuation inputs and relationships to fair value

(₹ In Lacs)

Type of Financial Instruments	Fair Value as at		Significant unobservable	Discounting Rate	Sensitivity
	31st March, 2019	31st March, 2018			
Unquoted Preference shares	2,647.30	2,314.63	Risk-adjusted discount rate	11% (previous year 12%)	Change of (+) 50/ (-) 50 basis points - Fair value would changes by (-) 31.03 and (+) 31.02 respectively

Valuation Process

The Company gets the valuations performed from an independent valuer, required for financial reporting purposes, including level 3 fair values.

The main level 3 inputs for unlisted preference shares used by the Company are derived and evaluated as follows:

- Risk adjusted discount rates are estimated based on expected cash inflows arising from the instrument and the entity's knowledge of the business and how the current economic environment is likely to impact it.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

Note No. 32.14

Financial risk management objective and policies

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

- Credit risk ;
- Liquidity risk; and
- Market risk"

Risk Management Framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic market. The Management impact analysis shows credit risk and impact assessment as low.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The ageing analysis of the receivables has been considered from the date the invoice falls due

(₹ In Lacs)

Particulars	Neither due nor impaired (including unbilled)	Up to 6 months	6 to 12 months	Above 12 months	Total
As at 31st March , 2019	118.92	3,282.65	35.91	86.47	3,523.95
As at 31st March , 2018	85.15	3,344.30	123.11	96.58	3,649.14

During the year, the Company has made no write-offs of trade receivables, it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off. The Company management also pursue all legal option for recovery of dues wherever necessary based on its internal assessment.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out in accordance with practice and limits set by the Company. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Financing Arrangement

The Company had access to the following undrawn borrowing facilities at the end of the reporting period :

(₹ In Lacs)

Particulars	31st March, 2019	31st March, 2018
Floating rate		
Expiring within one year (bank overdraft and other facilities)	4,664.69	1,482.12
Expiring beyond one year (bank loans)	1,500.00	Nil

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in Indian Rupee and have an average maturity within a year.

Maturity profile of Financial Liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(₹ In Lacs)

Financial Liabilities	0-1 year	2-5 year	6-10 year	Above 10 years
As at 31st March 2019				
Borrowings	11,376.76	24,802.23	4,376.62	-
Trade Payables	18,138.14	-	-	-
Other financial liabilities	15,210.09	3,967.25	-	-
Total	**44,724.99**	**28,769.48**	**4,376.62**	**-**
As at 31st March 2018				
Borrowings	9,158.63	18,854.88	-	-
Trade Payables	14,353.11	-	-	-
Other financial liabilities	10,449.61	3,900.14	-	-
Total	**33,961.35**	**22,755.02**	**-**	**-**

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, borrowings, etc.

Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the Rs. cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis. The Company also take help from external consultants who for views on the currency rates in volatile foreign exchange markets.

Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. To protect itself from the volatility prevailing, the Company maintain its long term borrowing on fixed interest rate through interest rate swap instrument for borrowings in foreign currency, in which it agrees to exchange at specific intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed upon principal amount.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows.

Particulars	Increase/ decrease in basis points	Effect on profit before tax
31st March, 2019	50 basis point	179.99
31st March, 2018	50 basis point	151.04

Notes
forming part of the Financial Statements

Note No. 32.15

Earning Per Share (EPS):

(₹ in Lacs)

		31st March, 2019	31st March, 2018
Net Profit / (Loss) for the year		(973.72)	1,138.19
Weighted average of equity shares	Nos.	2,66,93,780	2,66,93,780
Nominal value of equity shares	in rupees	10.00	10.00
Basic/Diluted EPS	**in rupees**	**(3.65)**	**4.26**

Note No. 32.16

Derivative instruments and unhedged foreign currency exposure

(₹ in Lacs)

		31st March, 2019	31st March, 2018
(a) Derivative outstanding as at the reporting date			
Option Contract to buy USD	Foreign Currency in lacs	1.01	17.52
Interest Swaps	Foreign Currency in lacs	0.19	0.67
(b) Particulars of unhedged foreign currency exposure as at the reporting date			
Trade Payable - EURO	Foreign Currency in lacs	0.26	0.27

Note No. 32.17

Operating Leases

The Company's significant leasing arrangements are in respect of operating leases of premises for warehouse. These leasing arrangements, which are cancellable, are typically for a period of 11 months or are usually renewable on mutually agreeable terms. The Company has recognized expense amounting to Rs. 490.66 Lacs (Previous year Rs. 495.63 Lacs).

Note No. 32.18

Borrowing costs

During the year, borrowing cost amounting to Rs. 128.99 (Previous year Rs. Nil) has been debited to Capital Work-in-Progress by the Company . The capitalized rate used to determine the amount of borrowing cost to be capitalized is weighted average interest rate applicable to the borrowing during the year is 10.25% (Previous year Nil).

Note No. 32.19

Other Disclosures

a. Disclosure as specified in Schedule V of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

(₹ in Lacs)

Particulars	March 31st, 2019		March 31st, 2018	
	Closing Balance	Maximum Balance Outstanding	Closing Balance	Maximum Balance Outstanding
Others				
Mangalam Timber Products Ltd.	2962.54	2962.54	2319.97	2319.97

b. Disclosure relating to loans or security given by the Company as per requirements of section 186 (4) to the Companies Act'2013

(₹ in Lacs)

Particulars	Investment made / Loan given during the year	Balance of Investment/ Loan as at 31 March, 2019	Rate of Interest	Purpose	Maturity Period
Investment made					
Mangalam Timber Products Ltd.	-	2,758.78	Not Applicable	-	Not Applicable
	(-)	(2,459.58)			
Loan given					
Mangalam Timber Products Ltd.	170.00	2,170.00	10% to 12% p.a.	Business	March, 2020
	(900.00)	(2,000.00)	(10% to 11% p.a.)	Purpose	

(previous year figures have been given in bracket)

Note No. 32.20

Previous year's figures have been regrouped and rearranged wherever necessary.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
B.K.Sipani
Partner
M.No. 088926
New Delhi
May 11, 2019

Manoj Kumar
Company Secretary

Yaswant Mishra
President (Corporate) & CFO

Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Executive Director
A V Jalan, Executive Director



The Group Logo - As represented by the 21st Century Atlas

Atlas, the Titan - Collective Strength

Atlas, bearer of the heavens is synonymous with vast, all encompassing strength and is used to symbolise the Group's own collective strength. It reflects the combined qualities of astute and dynamic management while emphasising the Group's tenacity, consistency, reliability and overall leadership.

The Sun - Enlightenment and Growth

The Sun, as a source of infinite energy and inspiration, is used here in conjunction with the Atlas head to represent the vitality and powerful presence of the Group - both in its industrial prowess and its financial, technological and intellectual skills.

The Earth Segments - Diversified Activities

Each of the latitudes around the Titan represent various sections- industrial, agricultural, financial and other activities of the Group. As with the infinite variety of the world, so is the strength of the Group, made up of its diverse activities.

The Globe - Global Vision

The Group's global presence and vision is reflected in the entirety of the Earth's sphere.

The Base - Solid Foundations

The strength of the entire edifice depends upon the strength of the foundation embedded in the bedrock, represented here by the Group Name.

The Symmetry - The Resilience, Versatility and Stability

Seen in its entirety, each of the elements - Atlas, the Sun, the Earth divisions, the Globe and the Base, together sum up a well conceptualised and balanced conglomerate.

Strong Foundation • Sustained Growth • Proven Leadership



www.mangalamcement.com

MANGALAM CEMENT LIMITED

CIN: L26943RJ1976PLC001705
Regd. Office: P.O. Aditya Nagar-326520, Morak, Distt. Kota (Rajasthan)
Phone: 07459-233127; Fax: 07459-232036
E.mail: shares@mangalamcement.com
Website: www.mangalamcement.com

Notice

To The Members

NOTICE is hereby given that the 43rd Annual General Meeting of Mangalam Cement Limited (CIN: L26943RJ1976PLC001705) will be held on Thursday, the 19th September, 2019, at 11:30 A.M. at the Club Hall of Mangalam Cement Ltd, Basant Vihar, Adityanagar 326520, Morak, Dist.Kota (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2019.
3. To appoint a Director in place of Smt. Vidula Jalan (DIN: 01474162) who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

SPECIAL BUSINESS:

4. To Re-appoint Shri N. G. Khaitan (DIN: 00020588) as an Independent Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri N. G. Khaitan (DIN: 00020588), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years commencing from 19th September, 2019 to 09th September, 2024 and whose office shall not be liable to retire by rotation."

5. To Re-appoint Shri Gaurav Goel (DIN: 00076111) as an Independent Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Gaurav Goel (DIN: 00076111), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years commencing from 19th September, 2019 to 09th September, 2024 and whose office shall not be liable to retire by rotation."

6. To Re-appoint Smt. Aruna Makhan (DIN 00025727) as an Independent Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Aruna Makhan (DIN: 00025727), Independent Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing her re-appointment as Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years commencing from 19th September, 2019 to 09th September, 2024 and whose office shall not be liable to retire by rotation."

7. To appoint Shri K. C. Jain (DIN: 00029985) as an Independent Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies

Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, as amended from time to time, Shri K. C. Jain (DIN: 00029985), Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for appointment, and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his appointment as Director and whose appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors, be and is hereby appointed, as an Independent Director of the Company for a term of five consecutive years commencing from 19th September, 2019 to 18th September, 2024 and whose office shall not be liable to retire by rotation".

8. To approve the revision in the remuneration of Shri Anshuman Vikram Jalan, Executive Director (DIN: 01455782) of the company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Act and such other permissions, sanction(s) as may be required and further pursuant to the regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the resolution passed at the 41st Annual General Meeting of the Company held on 02nd September, 2017, the consent of the members of the Company be and is hereby accorded for the revision in remuneration of Shri Anshuman Vikram Jalan, Executive Director (DIN: 01455782) of the Company from April 2019 to March 2020 as under:

A. Remuneration :

(a) Salary : Rs. 8,00,000/- (Rupees Eight Lakh Only) per month with such revision as the Board may approve from time to time in the salary grade of Rs. 8,00,000/- to Rs. 11,00,000/-.

The first increase in salary is effective from 1st April, 2018.

He will not be paid any sitting fee for the meetings of the Board of Directors and committees thereof.

(b) Commission : Not exceeding 1% of the net profit of the Company computed u/s 197 of the Companies Act, 2013, as may be determined by the Board from time to time.

(c) Special Allowance : Rs. 10,00,000/- (Rs. Ten Lacs Only) per month.

(d) Perquisites :

(i) Provident Fund and Superannuation Fund : Company's contribution to Provident Fund and Superannuation Fund as per the applicable laws and in accordance with the rules of the Company.

(ii) Gratuity : Gratuity at the rate of half month's salary for each completed year of service.

(iii) Leave : Entitlement for leave with full pay as per the rules of the Company and encashment of leave at the end of the tenure as per the rules of the Company.

(iv) Leave Travel Concession : Reimbursement of all the expenses incurred for self and family during the leave/ holiday travel periods, whenever undertaken as per company's rule for an amount not exceeding basic salary of one month.

(v) Medical reimbursement : All medical expenses incurred for self, spouse and children shall be reimbursed at actual including cost of medical insurance.

(vi) Personal Accidental Policy : All expenses incurred in relation to the personal accidental policy shall be reimbursed as per the Company's rule.

(vii) Club Facilities : Reimbursement of amount incurred for two club facilities including admission fees as per the applicable rules of the Company.

(viii) Car Facility : Company car with chauffeur shall be provided.

(ix) Other Perquisites : Subject to overall ceiling on remuneration mentioned herein above, he may be given any other allowances, benefits and perquisites as the Board of Directors of the Company may, from time to time, decide.

Explanation : Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

(e) Amenities : He may be given amenities such as conveyance facilities, telephone etc as the Board of Directors of the Company may, from time to time, decide.

B. Overall remuneration :

The aggregate of salary, allowances and perquisites, in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modification(s) or re-enactment(s), thereof, for the time being in force.

C. Minimum remuneration :

In the event of loss or inadequacy of profits of the company in any financial year during the currency of her tenure, the payment of salary, perquisites and other allowances so approved, shall be considered as minimum remuneration which shall be subject to the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may for the time being be in force or any other amount approved by the special resolution.

RESOLVED FURTHER THAT as Whole-time Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in his appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to alter and vary the aforesaid terms of appointment and remuneration as may be agreed to by the Board and Shri Anshuman Vikram Jalan, subject to the compliances as may be required under Schedule V of the Companies Act, 2013 (or any amendment or statutory modification(s) thereof).

RESOLVED FURTHER THAT the Secretary of the Company, be and is hereby authorized to take such steps as he may consider necessary or expedient to give effect to this Resolution."

9. To approve the revision in the remuneration of Smt. Vidula Jalan, Executive Director (DIN: 01474162) of the company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Act and such other permissions, sanction(s) as may be required and further pursuant to the regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in partial modification of the resolution passed at the 41st Annual General Meeting of the Company held on 02nd September, 2017, the consent of the members of the Company be and is hereby accorded for the revision in remuneration of Smt. Vidula Jalan, Executive Director (DIN: 01474162) of the Company from April 2019 to March 2020 on the following terms and conditions:

A. Remuneration :

(a) Salary : Rs. 8,00,000/- (Rupees Eight Lakh Only) per month with such revision as the Board may approve from time to time in the salary grade of Rs. 8,00,000/- to Rs. 11,00,000/-.

The first increase in salary is effective from 1st April, 2018.

She will not be paid any sitting fee for the meetings of the Board of Directors and committees thereof.

(b) Commission : Not exceeding 1% of the net profit of the Company computed u/s 197 of the Companies Act, 2013, as may be determined by the Board from time to time.

(c) Special Allowance : Rs. 10,00,000/- (Rs. Ten Lacs Only) per month.

(d) Perquisites :

(i) Provident Fund and Superannuation Fund : Company's contribution to Provident Fund and Superannuation Fund as per the applicable laws and in accordance with the rules of the Company.

(ii) Gratuity : Gratuity at the rate of half month's salary for each completed year of service.

(iii) Leave : Entitlement for leave with full pay as per the rules of the Company and encashment of leave at the end of the tenure as per the rules of the Company.

(iv) Leave Travel Concession : Reimbursement of all the expenses incurred for self and family during the leave/ holiday travel periods, whenever undertaken as per company's rule for an amount not exceeding basic salary of one month.

(v) Medical reimbursement : All medical expenses incurred for self, spouse and children shall be reimbursed at actual including cost of medical insurance.

(vi) Personal Accidental Policy : All expenses incurred in relation to the personal accidental policy shall be reimbursed as per the Company's rule.

(vii) Club Facilities : Reimbursement of amount incurred for two club facilities including admission fees as per the applicable rules of the Company.

(viii) Car Facility : Company car with chauffeur shall be provided.

(ix) Other Perquisites : Subject to overall ceiling on remuneration mentioned herein above, she may be given any other allowances, benefits and perquisites as the Board of Directors of the Company may, from time to time, decide.

Explanation : Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

(e) Amenities : She may be given amenities such as conveyance facilities, telephone etc as the Board of Directors of the Company may, from time to time, decide.

B. Overall remuneration :

The aggregate of salary, allowances and perquisites, in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modification(s) or re-enactment(s), thereof, for the time being in force.

C. Minimum remuneration :

In the event of loss or inadequacy of profits of the company in any financial year during the currency of her tenure, the payment of salary, perquisites and other allowances so approved, shall be considered as minimum remuneration which shall be subject to the provisions as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013 as may for the time being be in force or any other amount approved by the special resolution.

RESOLVED FURTHER THAT as Whole-time Director, she shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, she shall continue to hold her office of Whole-time Director and such re-appointment as Director shall not be deemed to constitute a break in her appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board of the Company, be and is hereby authorized to alter and vary the aforesaid terms of appointment and remuneration as may be agreed to by the Board and Smt Vidula Jalan, subject to the compliances as may be required under Schedule V of the Companies Act, 2013 (or any amendment or statutory modification(s) thereof).

RESOLVED FURTHER THAT the Secretary of the Company, be and is hereby authorized to take such steps as he may consider necessary or expedient to give effect to this Resolution."

10. To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2020 and in this regard, to consider and, if thought fit to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s J. K. Kabra & Co., the Cost Auditors appointed by the Board of Directors of the Company for the financial year ending 31st March, 2020, be paid the remuneration as set out in the statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution."

By Order of the Board,

Registered Office:
P.O. Adityanagar 326520,
Morak, Dist. Kota (Rajasthan)
May 11, 2019

Manoj Kumar
Company Secretary
ACS-22913

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

   Members / Proxies/ Authorised Representatives should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

3. The Register of members and Share Transfer Books of the Company shall remain closed from 13th September, 2019 to 19th September, 2019 both the days inclusive on account of Annual General Meeting and dividend payment.

4. The payment of dividend, if declared at the said meeting, will be made to those shareholders whose names shall appear on the company's Register of Members on 12th September, 2019 or to their nominees. In respect of shareholding in dematerialized form, dividend will be paid to the beneficial owners as per details to be furnished by the Depositories for the purpose. Dividend Warrants will be dispatched or credit will be given under National Electronic Clearing Services (NECS) as the case may be within the stipulated time frame as specified in the Companies Act, 2013.

5. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through NECS subject to availability of bank account details and 9 digits code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

   Shareholders holding shares in physical form and desirous of availing NECS facility, should provide the bank details and 9 digits' code number in NECS Mandate Proforma. Shareholders who have already given their Bank details to avail the NECS facility should furnish the same only if there is any change.

6. The NECS Mandate Proforma can be obtained from the Company's Share Transfer Agents, M/s MAS Services Ltd at the address mentioned herein-below in Note 9.

7. Pursuant to the provisions Sections 124 and 125 of the Companies Act, 2013, dividends for the financial year ended 31st March, 2012 and thereafter, which remain unpaid or unclaimed for aperiod of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Govemment. Members, who have not uncashed their dividend, warrant(s) for the Financial Year ended 31st March, 2012 or any subsequent Financial Year(s) are urged to claim such amount from the Share Department of the Company/Registrarand Share Transfer Agent.

8. Members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 years from the date they became due for payment.

9. In terms of provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders. The shareholders who are holding shares in physical form and are desirous of availing this facility may kindly write to the Company's Share Transfer Agents, M/s MAS Services Ltd, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110020, for nomination form quoting their folio number. Shareholders holding shares in dematerialized form should write to their Depository Participant for the purpose.

10. Members who are holding shares in identical order of names in more than one folio, are requested to write to the Company's Share Transfer Agents at the address mentioned hereinabove in Note 9 to consolidate their holding in one folio.

11. Members who are holding shares in physical form are requested to notify change in address, if any, to the Company's Share Transfer Agents at the address mentioned hereinabove in Note 9 quoting their folio number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to the Depository participant.

12. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI Listing Regulations, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system from a place other than venue of AGM (remote e-voting) under an arrangement with National Securities Depository Limited ("NSDL") as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 12th September, 2019, i.e. the cut-off date are entitled to vote on the Resolutions set forth in this Notice. The Remote e-voting period will commence at 10.00 a.m. on Monday, 16th September, 2019 and will end at 05.00 p.m. on Wednesday, 18th September, 2019. The Notice of the Meeting will also be available on the Company's website: www.mangalamcement.com and the website of NSDL: www.evoting.nsdl.com.

13. The procedure and instructions for e-voting are given hereunder for your easy reference :

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

   a. Open e-mail and open PDF file viz."MCL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.

b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/.

c. Click on Shareholder-Login.

d. Put user ID and password as initial password noted in step a above. Click Login.

e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

g. Select "EVEN" of "Mangalam Cement Limited".

h. Now you are ready for remote e-voting as Cast Vote page opens.

i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

j. Upon confirmation, the message "Vote cast successfully" will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote.

l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to ppincha@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 43rd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

a. Initial password is provided in the Electronic Voting Particulars

b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2019.

E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2019, will be provided the notice through mail or by post after the cut-off date on request of shareholder. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

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

F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

H. Shri Pradeep Pincha, Practicing Company Secretary (Membership No. FCS-5369 & CP No. 4426), Proprietor M/s. P Pincha & Associates, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mangalamcement.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately communicated to the BSE Limited and the National Stock Exchange of India Limited.

14. Reappointment of Smt. Vidula Jalan, Director Retiring by Rotation

Information about the Appointees pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

At the 41st Annual General Meeting, Smt. Vidula Jalan, was re-appointed as Wholetime Director designated as Executive Director with effect from 1st April, 2017 for further period of three years. Smt. Vidula Jalan aged 40 years, she is MBA in Strategic Marketing, Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from the University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the B. K. Birla Group (the "Group").

The other public Companies in which she holds directorship are Mangalam Timber Products Ltd. and Vidula Consultancy Services Ltd.

Shares held in the Company	: 76,100 Equity Shares
Relationship with other Directors :	: Shri Anshuman Vikram Jalan, Executive Director is husband of Smt. Vidula Jalan

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 04

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Shri N. G. Khaitan as Independent Director as per the requirements of the Companies Act, 2013 at the 38th Annual General Meeting held on 13th September, 2014 for a term of five consecutive years from conclusion of Company's 38th Annual General Meeting of Company to conclusion of 43rd Annual General Meeting of Company.

Shri N.G. Khaitan (DIN: 00020588) is a Senior Partner of Khaitan & Co. based in Kolkata. He passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India. He has rich experience in all aspects of laws and more particularly, Real Estate, Corporate laws and has handled important Litigations covering different branches of laws including Mergers & Acquisition, Restructuring and De-mergers. He has advised several large industrial houses and multinational corporations on multifarious legal matters. He has also been a lead speaker in different seminars and symposiums on varied legal issues.

As the Shri N. G. Khaitan, Independent Director shall be completing his first term of appointment upon conclusion of 43rd Annual General Meeting of Company, he is eligible for re-appointment for another term of five consecutive years, subject to approval of the Members by Special Resolution and he has consented to his re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of his re-appointment as Independent Director.

Further, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 11, 2019 have recommended his re-appointment as Independent Director for a second term of five consecutive years commencing from 19th September, 2019 to 09th September, 2024. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declaration from Shri N. G. Khaitan confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions for re-appointment as Independent Director and he is independent of the Management.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing his re-appointment as Director.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A.**

A copy of the draft letter for re-appointment of Shri N. G. Khaitan as Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors,considering his rich and versatile experience and meaningful participation/discussions in the Board process, is of the opinion that the continuance of said Independent Director on the Board of the Company is necessary and recommends the Special Resolution set out at item no. 4 of the Notice for approval by the Members.

Except Shri N. G. Khaitan and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the said Resolution.

Item No. 05

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Shri Gaurav Goel (DIN: 00076111) as Independent Director as per the requirements of the Companies Act, 2013 at the 38th Annual General Meeting held on 13th September, 2014 for a term of five consecutive years from conclusion of Company's 38th Annual General Meeting of Company to conclusion of 43rd Annual General Meeting of Company.

Shri Gaurav Goel (DIN: 00076111) is the Managing Director and Promoter Director of Dhampur Sugar Mills Ltd., one of the premier integrated sugarcane processing companies in India. His academic credentials include a business management graduation degree from the United Kingdom. He has been associated with Dhampur Sugar Mills since 1994 and is responsible for the smooth functioning of its financial aspects. He was the President of Entrepreneurs Organisation (EO), Delhi chapter.

As the Shri Gaurav Goel, Independent Director shall be completing his first term of appointment upon conclusion of 43rd Annual General Meeting of Company, he is eligible for re-appointment for another term of five consecutive years, subject to approval of the Members by Special Resolution and he has consented to his re-appointment and confirmed that he does not suffer from any disqualifications which stand in the way of his re-appointment as Independent Director.

Further, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on May 11, 2019 have recommended his re-appointment as Independent Director for a second term of five consecutive years commencing from 19th September, 2019 to 09th September, 2024. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declaration from Shri Gaurav Goel confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions for re-appointment as Independent Director and he is independent of the Management.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing his re-appointment as Director.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A.**

A copy of the draft letter for re-appointment of Shri Gaurav Goel as Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors, considering his rich experience, skills and meaningful participation in the Board process, is of the opinion

that the continuance of said Independent Director on the Board of the Company is necessary and recommends the Special Resolution set out at item no. 5 of the Notice for approval by the Members.

Except Shri Gaurav Goel and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the said Resolution.

Item No. 6

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Smt. Aruna Makhan (DIN: 00025727), as Independent Director as per the requirements of the Companies Act, 2013 at the 38th Annual General Meeting held on 13th September, 2014 for a term of five consecutive years from conclusion of Company's 38th Annual General Meeting of Company to conclusion of 43rd Annual General Meeting of Company.

Smt. Aruna Makhan joined the Indian Audit & Accounts Service in 1967 and held the prestigious position of Controller General of Accounts before retirement. During her 38 years of service, Smt. Makhan attained a rich and versatile experience in the field of public financial management. She held various senior level positions in different departments.

As the Smt. Aruna Makhan, Independent Director shall be completing her first term of appointment upon conclusion of 43rd Annual General Meeting of Company, she is eligible for re-appointment for another term of five consecutive years, subject to approval of the Members by Special Resolution and she has consented to her re-appointment and confirmed that she does not suffer from any disqualifications which stand in the way of her re-appointment as Independent Director.

Further, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 11, 2019 have recommended her re-appointment as Independent Director for a second term of five consecutive years commencing from 19th September, 2019 to 09th September, 2024. During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declaration from Smt. Aruna Makhan confirming that she meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfils the conditions for re-appointment as Independent Director and he is independent of the Management.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing his re-appointment as Director.

Further pursuant to the provisions of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Smt. Aruna Makhan has attained the age of 75 years and approval from the Members by way of a Special Resolution is required to enable her to re-appoint as Non-Executive Independent Director of the Company.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure B.**

A copy of the draft letter for re-appointment of Smt. Aruna Makhan as Independent Director setting out the terms and conditions of her re-appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board of Directors, considering her rich and versatile experience in the field of public financial management and meaningful participation/discussions in the Board process, is of the opinion that the re-appointment of said Independent Director on the Board of the Company is necessary and recommends the Special Resolution set out at item no. 6 of the Notice for approval by the Members.

Except Smt. Aruna Makhan and her relatives, none ofthe other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the said Resolution.

Item No. 7

Shri K. C. Jain (DIN: 00029985), was appointment as Director of the Company w.e.f. 05th May, 2012, liable to retire by rotation, presently designated as Non-Executive - Non-Independent and is aged around 80 years at present.

Shri K. C. Jain (DIN: 00029985), a qualified Chartered Accountant, has a rich 52 years' experience in the cement industry. He has been a member of the managing committee of Cement Manufacturer's Association (CMA) for the past 35 years. He was the Managing Director of the Company from 1996 to 2012. He is a director in the company since 5th May, 2012 and holds 6840 shares of the company.

Further, based on the performance evaluation by the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meetings held on May 11, 2019 have recommended his appointment as an Independent Director for a term of five consecutive years commencing from 19th September, 2019 to 18th September, 2024. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declaration from Shri K. C. Jain confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions for appointment as Independent Director and he is independent of the Management.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 (the Act) proposing his appointment as Director.

The details required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure B.**

A copy of the draft letter for appointment of Shri K. C. Jain as Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

Further pursuant to the provisions of the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended

vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Shri K. C. Jain has attained the age of 75 years and approval from the Members by way of a Special Resolution is required to enable him appoint as Non-Executive Independent Director of the Company.

The Board of Directors considering his background, expertise and rich experience in the cement industry, is of the opinion that the appointment of Shri K. C. Jain as Independent Director on the Board of the Company is necessary and recommends the Special Resolution set out at item no. 7 of the Notice for approval by the Members.

Except Shri K. C. Jain and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the said Resolution.

Item No. 08 & 09

At the 41st Annual General Meeting, Shri Anshuman Vikram Jalan and Smt. Vidula Jalan, were re-appointed as Wholetime Directors designated as Executive Directors with effect from 1st April, 2017 for further period of three years.

Since there has been a considerable increase in the duties and responsibilities performed by the Executive Directors and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 11th May, 2019, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to give special allowance of Rs. 10,00,000/- per month to each the executive director for the remaining period of their tenure i.e., upto 31.03.2020. Except for the aforesaid revision in remuneration, all other terms and conditions of their appointment as the Wholetime Directors nominated as Executive Directors of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

The Board recommends the Resolutions as set out an item no. 08 & 09 of the notice for approval of the members by means of special resolutions.

None of the Directors and Key Managerial Personnel and their relatives other than Shri Anshuman Vikram Jalan and Smt. Vidula Jalan for themselves as well as the spouse of each other, may be deemed to be concerned or interested in the aforesaid resolutions.

The information as required under Schedule V and other applicable provisions to the Companies Act, 2013 is as under: -

I. GENERAL INFORMATION:

1	**Nature of industry**	The Company is engaged in the manufacturing of Cement and Cement Products.		
2	**Date or expected date of commencement of commercial production**	Commercial Production of 0.40 Million Ton Per Annum (MTPA) Cement commenced on 1st March, 1981.		
3	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	Not Applicable		
4	**Financial performance based on given indicators**	Particulars	2018-19 (Rs. In Lacs)	2017-18 (Rs. In Lacs)
		Net Income/Revenue from Operations	119506.50	111884.48
		Profit before Tax, Finance Cost & Depreciation	8098.28	11044.22
		Less: Finance Costs	5078.24	4727.28
		Profit before Depreciation and Tax	3020.04	6316.94
		Less: Depreciation	4612.47	4421.11
		Profit before Tax	(1592.43)	1895.83
		Less: Provision for Tax	(618.71)	(757.64)
		Net Profit After Tax	**(973.72)**	**1138.19**
		Equity Capital (face value Rs. 10)	2669.38	2669.38
		Earning Per Share (Rs.)	(3.65)	4.26
5	**Foreign investments or collaborations, if any.**	The Company did not have any foreign investments or collaborations.		

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	Shri Anshuman Vikram Jalan (Executive Director)	Smt. Vidula Jalan (Executive Director)
1	**Background details**	Aged about 43 years, he is a B.Com (Hons.) from St. Xavier's College, Kolkata. Besides, he has completed a management course in marketing and corporate finance from the London School of Economics, UK. Being involved in the management of manufacturing companies since 1998, he has gained a rich experience in business administration. The date of first appointment of Shri Anshuman Vikram Jalan, as Executive Director was 30th July, 2009. Shri Anshuman Vikram Jalan as attended all 7 board meetings held during the financial year 2018-19. He is member of Audit Committee of Pilani Investment and Industries Corporation Ltd. The other public companies in which he is a Director are Pilani Investment and Industries Corporation Ltd. and Vidula Consultancy Services Ltd.	Aged 40 years, is an MBA in Strategic Marketing, Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from The University of Manchester, U.K. She is also managing the affairs of reputed schools and charitable trusts of the B. K. Birla Group (the "Group"). The date of first appointment of Smt Vidula Jalan, as Executive Director was 30th July, 2009. Smt Vidula Jalan as attended all 7 board meetings held during the financial year 2018-19. The other public companies in which she is a Director are Mangalam Timber Products Ltd. and Vidula Consultancy Services Ltd.
2	**Past remuneration**	During the year ended 31st March, 2019, he has been paid a remuneration of Rs. 9,00,000/-per month as basic salary (+) perquisites as approved by the members of the Company in the 41st Annual General Meeting.	During the year ended 31st March, 2019, she has been paid a remuneration of Rs. 9,00,000/-per month as basic salary (+) perquisites as approved by the members of the Company in the 41st Annual General Meeting.
3	**Recognition or awards**	The Company has received various awards and recognitions during his tenure as the Executive Director of the Company.	The Company has received various awards and recognitions during her tenure as the Executive Director of the Company.
4	**Job profile and suitability**	In the capacity of Executive Director of the Company, he shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.	In the capacity of Executive Director of the Company, she shall be responsible for defining and executing business strategy, strengthening governance practices and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to her by the Board from time to time.
5	**Remuneration proposed**	As set out in Resolution No. 8 of the Notice of the Annual General Meeting.	As set out in Resolution No. 9 of the Notice of the Annual General Meeting.
6	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**	Taking into consideration the size of the Company, the proposed profile of Shri Anshuman Vikram Jalan, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.	Taking into consideration the size of the Company, the proposed profile of Smt. Vidula Jalan, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.
7	**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**	Besides, the remuneration proposed, Shri Anshuman Vikram Jalan does not have any other pecuniary relationship with the Company. Shri Anshuman Vikram Jalan is the husband of Smt. Vidula Jalan, Executive Directors of the Company. He holds 40,000 shares of the company.	Besides, the remuneration proposed, Smt. Vidula Jalan does not have any other pecuniary relationship with the Company. Smt. Vidula Jalan is the wife of Shri Anshuman Vikram Jalan, Executive Director of the Company. She holds 76,100 shares of the Company.

III. OTHER INFORMATION:

1	**Reasons of loss or inadequate profits:**	**Rising Power & Fuel Cost, Freight & Distribution Costs etc.:-** The cement industry and the Company also had to also face the challenge of steep rise in cost of major inputs and other expenses especially increased in Pet Coke prices. Pet Coke price increase had a hard hit on the bottom line in terms of increase in cost of manufacturing. **Excess supply:** The excess supply coupled with low demand growth created pressure on prices and in turn have eroded the margins across the industry including our Company. **Low Demand growth:** - Although, Indian economy has started looking up with India's GDP growth, cement consumption in the Country presently has not reflected this positive trend in the economic growth and cement demand remains sluggish. **GST Implementation:-** While the implementation of GST was positive for the overall economy of the industry, the cement industry suffered as the lower excise duty, which was applicable on industrial and institutional sales (normally termed as Non - Trade sales) was replaced by GST of 28%. **Others Reasons:** Besides above, there were number of other factors that impacted the industry per se and our Company in particular such as steep fall in the consumption by reality sector post demonetization, ban on usage of Pet Coke for over 3 months by an order of Supreme Court.Though the same got corrected later when the Cement Manufactures Association (CMA) pleaded its case successfully in Supreme Court. Still the usage of Pet Coke continues to remain banned for captive power generation. However, it may be noted that the reasons for losses were beyond the control of the Company and those reasons cannot be attributed to laxity in performance of the Management of the Company.
2	**Steps taken or proposed to be taken for improvement**	The Company is taking all efforts to improve its performance which, inter alia include: • Cost Control • Measures to ensure efficient power consumption. • Efforts to reduce the logistic cost. • Deeper penetration into high realisation market and expansion of new markets.
3	**Expected increase in productivity and profits in measurable terms**	All efforts are being undertaken to ensure an improved performance and increasing the profitability of the Company. However, it is difficult to predict profits in measurable terms.

IV. DISCLOSURES:

1	The remuneration package proposed to be given to Smt. Vidula Jalan and Shri Anshuman Vikram Jalan is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors.
2	There is no severance fee or stock option in the case of the aforesaid managerial personnel. The respective tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meetings.

Item No.10

The Board on the recommendation of the Audit Committee has approved the re-appointment of M/s. J K Kabra & Co., Cost Accountants, New Delhi as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 pursuant to Section 148 of the Companies Act, 2013 on a remuneration of Rs.126000/- (Rupees One Lac Twenty-Six Thousand only) plus GSTapplicable and out of pocket expenses.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or their relatives are interested in the above resolution.

The Board of Directors recommends the resolution for your approval.

ANNEXURE "A" TO ITEM NO. 4 & 5

Sr. No.	Nature of Information	Item No. 4 of Notice	Item No. 5 of Notice
1	**Name**	Shri N. G. Khaitan	Shri Gaurav Goel
2	**Age**	68 years	46 years
3	**Nationality**	Indian	Indian
4	**Date of First Appointment**	23rd October, 2000	05th May, 2012
5	**Qualification**	B.Com, LLB	MBA
6	**Experience and Nature of expertise in specific functional area**	Shri N.G. Khaitan (DIN: 00020588) is a Senior Partner of Khaitan & Co. based in Kolkata. He passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Govt. of India. He has rich experience in all aspects of laws and more particularly, Real Estate, Corporate laws and has handled important Litigations covering different branches of laws including Mergers & Acquisition, Restructuring and De-mergers. He has advised several large industrial houses and multinational corporations on multifarious legal matters. He has also been a lead speaker in different seminars and symposiums on varied legal issues.	Shri Gaurav Goel (DIN: 00076111) is the Managing Director and Promoter Director of Dhampur Sugar Mills Ltd., one of the premier integrated sugarcane processing companies in India. His academic credentials include a business management graduation degree from the United Kingdom. He has been associated with Dhampur Sugar Mills since1994 and is responsible for the smooth functioning of its financial aspects. He was the President of Entrepreneurs Organisation (EO), Delhi chapter, for 2006-2007. He is a Director in Dhampur Sugar Mills Ltd., Goel Investments Ltd., and Shudh Edilble Products Ltd.
7	**Relationships between Directors / KMP inter-se**	Nil	Nil
8	**Shareholding in the Company**	440 equity shares in name of HUF	Nil
9	**No. of Board meetings attended during FY 18-19**	7 out of 7 Board Meetings	2 out of 7 Board Meetings
10	**Directorship in other Public Companies (excluding foreign, private and Section 8 Companies and Mangalam Cement Ltd)**	Chase Bright Steel Ltd. HSIL Ltd. JK Lakshmi Cement Ltd. Mangalam Timber Products Ltd Reliance Chemotex Industries Ltd India Power Corporation Ltd	Dhampur Sugar Mills Ltd. Goel Investments Ltd. Shudh Edilble Products Ltd. Indian Sugar Exim Corporation Ltd.
11	**Chairmanship / Membership of Committee of Board of Directors of the Company**	Audit Committee-Chairman	Audit Committee-Member Stakeholder Relationship Committee (Chairman)
12	**Chairmanship / Membership of Committee of Board of Directors of other Public Companies**	J K Lakshmi Cement Ltd.: Audit Committee (Chairman) and Shareholder Relationship Committee (Member) HSIL Ltd.: Audit Committee (Member) and Stakeholder Relationship Committee (Chairman); Reliance Chemotex Industries Ltd.- Audit Committee (Member) Mangalam Timber Products Ltd.- Audit Committee (Member) India Power Corporation Ltd.- Audit Committee (Member)	Dhampur Sugar Mills Limited- Audit Committee (Member);
13	**Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid**	As set out in Resolution No. 4 of the notice of Annual General Meeting; Sitting fees for attending board & committee meeting and commission on Net Profit, if any	As set out in Resolution No. 5 of the notice of Annual General Meeting; Sitting fees for attending board & committee meeting and commission on Net Profit, if any
14	**Remuneration last drawn, if any (FY 2018-19)**	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report.	

ANNEXURE "B" TO ITEM NO. 6 & 7

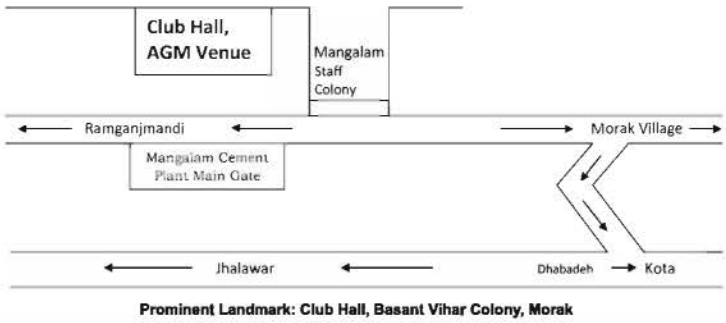
Sr. No.	Nature of Information	Item No. 6 of Notice	Item No. 7 of Notice
1	**Name**	Smt. Aruna Makhan	Shri K. C. Jain
2	**Age**	75 years	80 years
3	**Nationality**	Indian	Indian
4	**Date of First Appointment**	5th May, 2012	5th May, 2012
5	**Qualification**	M. A. (History)	Chartered Accountant
6	**Experience and Nature of expertise in specific functional area**	Smt. Aruna Makhan (DIN: 00025727) joined the Indian Audit & Accounts Service in 1967 and held the prestigious position of Controller General of Accounts before retirement. During her 38 years of service, Smt. Makhan attained a rich and versatile experience in the field of public financial management. She held various senior level positions in different departments.	Shri K. C. Jain (DIN: 00029985), a qualified Chartered Accountant, has a rich 52 years' rich experience in the cement industry. He has been a member of the managing committee of Cement Manufacturer's Association (CMA) for the past 35 years.
7	**Relationships between Directors / KMP inter-se**	Nil	Nil
8	**Shareholding in the Company**	Nil	6840 equity shares
9	**No. of Board meetings attended during FY 18-19**	6 out of 7 Board Meetings	6 out of 7 Board Meetings
10	**Directorship in other Public Companies (excluding foreign, private and Section 8 Companies and Mangalam Cement Ltd)**	Nirlon Limited	Nil
11	**Chairmanship / Membership of Committee of Board of Directors of the Company**	Audit Committee-Member and Stakeholder Relationship Committee-Member	Audit Committee-Member and Stakeholder Relationship Committee-Member
12	**Chairmanship / Membership of Committee of Board of Directors of other Public Companies**	Nirlon Limited; Audit Committee (Member) and Stakeholder/ Investors Grievance Committee (Member)	Nil
13	**Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid**	As set out in Resolution No. 6 of the notice of Annual General Meeting; Sitting fees for attending board & committee meeting and commission on Net Profit, if any	As set out in Resolution No. 7 of the notice of Annual General Meeting; Sitting fees for attending board & committee meeting and commission on Net Profit, if any
14	**Remuneration last drawn, if any (FY 2018-19)**	Last remuneration drawn is provided in Corporate Governance Section of the Annual Report.	

By Order of the Board,

Manoj Kumar
Company Secretary
ACS-22913

Registered Office:
P.O. Adityanagar 326520,
Morak, Dist. Kota (Rajasthan)
May 11, 2019

Route Map for AGM Hall - Club Hall, Mangalam Cement Limited



Prominent Landmark: Club Hall, Basant Vihar Colony, Morak

MANGALAM CEMENT LTD.

CIN : L26943RJ1976PLC001705
Regd. Office : P.O. Aditya Nagar - 326520, Morak, Distt. Kota (Rajasthan)
Phone : 07459-233127, Fax : 07459-232036
Email : shares@mangalamcement.com Website : www.mangalamcement.com

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Commencement of e-voting	**From 10.00 a.m. (IST) on September 16, 2019**
End of e-voting	**Upto 05.00 p.m. (IST) on September 18, 2019**

- **The cut-off date (i.e. the record date) for the purpose of e-voting is September 12, 2019.**
- **Please refer to the attached AGM Notice for instructions on E-Voting.**

---------- TEAR HERE----------

MANGALAM CEMENT LTD.

CIN : L26943RJ1976PLC001705
Regd. Office : P.O. Aditya Nagar - 326520, Morak, Distt. Kota (Rajasthan)
Phone : 07459-233127, Fax : 07459-232036
Email : shares@mangalamcement.com Website : www.mangalamcement.com

ATTENDANCE SLIP

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder : _____

No. of Shares held : _____

I hereby record my presence at the 43rd Annual General Meeting of the Company to be held on Thursday, the 19th September, 2019 at 11.30 a.m. at the Club Hall of Mangalam Cement Ltd, Basant Vihar, Adityanagar-326520, Morak, Dist. Kota (Rajasthan).

_____
Signature of Member/Proxy

Notes:

a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.

MANGALAM CEMENT LTD.

CIN : L26943RJ1976PLC001705
Regd. Office : P.O. Aditya Nagar - 326520, Morak, Distt. Kota (Rajasthan)
Phone : 07459-233127, Fax : 07459-232036
Email : shares@mangalamcement.com Website : www.mangalamcement.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

MGT 11

Folio / DP ID-Client ID No. :

Name of the Member(s) & Address :

I/We, being the member(s) of ……..... shares of the above named Company, hereby appoint

(1) Name :
Address:
E-mail id: Signature_____, or failing him;

(2) Name :
Address:
E-mail id: Signature_____, or failing him;

(3) Name :
Address:
E-mail id: Signature_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Thursday, the 19th September, 2019 at 11.30 a.m. at the Club Hall of Mangalam Cement Ltd, Basant Vihar, Adityanagar-326520, Morak, Dist. Kota (Rajasthan), and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2.	To declare dividend on Equity Shares for the year ended 31st March, 2019.
3.	To appoint a Director in place of Smt. Vidula Jalan (DIN: 01474162) who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.
4.	To Re-appoint Shri N. G. Khaitan (DIN: 00020588) as an Independent Non-Executive Director.
5.	To Re-appoint Shri Gaurav Goel (DIN: 00076111) as an Independent Non-Executive Director.
6.	To Re-appoint Smt. Aruna Makhan (DIN 00025727) as an Independent Non-Executive Director.
7.	To appoint Shri K. C. Jain (DIN: 00029985) as an Independent Non-Executive Director
8.	To approve the revision in remuneration of Shri Anshuman Vikram Jalan, Executive Director (DIN: 01455782) of the Company.
9.	To approve the revision in remuneration of Smt. Vidula Jalan, Executive Director (DIN: 01474162) of the Company
10.	To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2020

Signed this---------- day of---------- 2019

Affix Revenue Stamp

Signature of Shareholder----------

Signature of Proxy holder(s) ----------

Notes :

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. **For the Resolutions, Explanatory Statements and notes, please refer to the Notice of the 43rd Annual General Meeting.**

The procedure and instructions for e-voting as given in the Notice of the 43rd Annual General Meeting (AGM) are again reproduced hereunder for easy reference:

I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):

a. Open e-mail and open PDF file viz."MCL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
b. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/.
c. Click on Shareholder-Login.
d. Put user ID and password as initial password noted in step (a) above. Click Login.
e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
g. Select "EVEN" of "**Mangalam Cement Ltd**.".
h. Now you are ready for remote e-voting as Cast Vote page opens.
i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
j. Upon confirmation, the message "Vote cast successfully" will be displayed.
k. Once you have voted on the resolution, you will not be allowed to modify your vote.
l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ppincha@gmail.com with a copy marked to evoting@nsdl.co.in.

II. In case of Members receiving Physical copy of Notice of 43rd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

a. Initial password is provided in the box overleaf.
b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2019.

E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2019, will be provided the notice through mail or by post after the cut-off date, on the request of the shareholder. Such members may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.

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

F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

G. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

H. Shri Pradeep Pincha, Practicing Company Secretary (Membership No. FCS-5369 & CP No. 4426), Proprietor, M/s. P. Pincha & Associates, Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

I. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mangalamcement.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited, Mumbai and The National Stock Exchange of India Ltd.