MANGALAM CEMENT LTD.

BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.

MC/SEC/
September 02, 2020

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 Jeejebhoy Towers, Dalal Street Mumbai – 400 001 **Scrip Code: 502157**

Sub: Notice of 44th Annual General Meeting and Annual Report for the year ended 31st March, 2020.

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 copy of the Notice of the 44th Annual General Meeting ("AGM") of the Company to be held on Friday, 25th September, 2020 at 02.00 P.M. Indian Standard Time (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), along with the Annual Report for the financial year ended 31" March, 2020.

The Notice of AGM along with Annual Report of the Company for the financial year ended 31" March, 2020 is being sent electronically to those shareholders whose email IDs are registered with the Company/ Registrar and Share Transfer Agent and the Depositories. The aforesaid Notice & Annual Report are also being uploaded on the website of the Company.

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 : 153, Leela Building (GF), Okhla Indl. Estate, Phase-III, New Delhi - 110020
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)

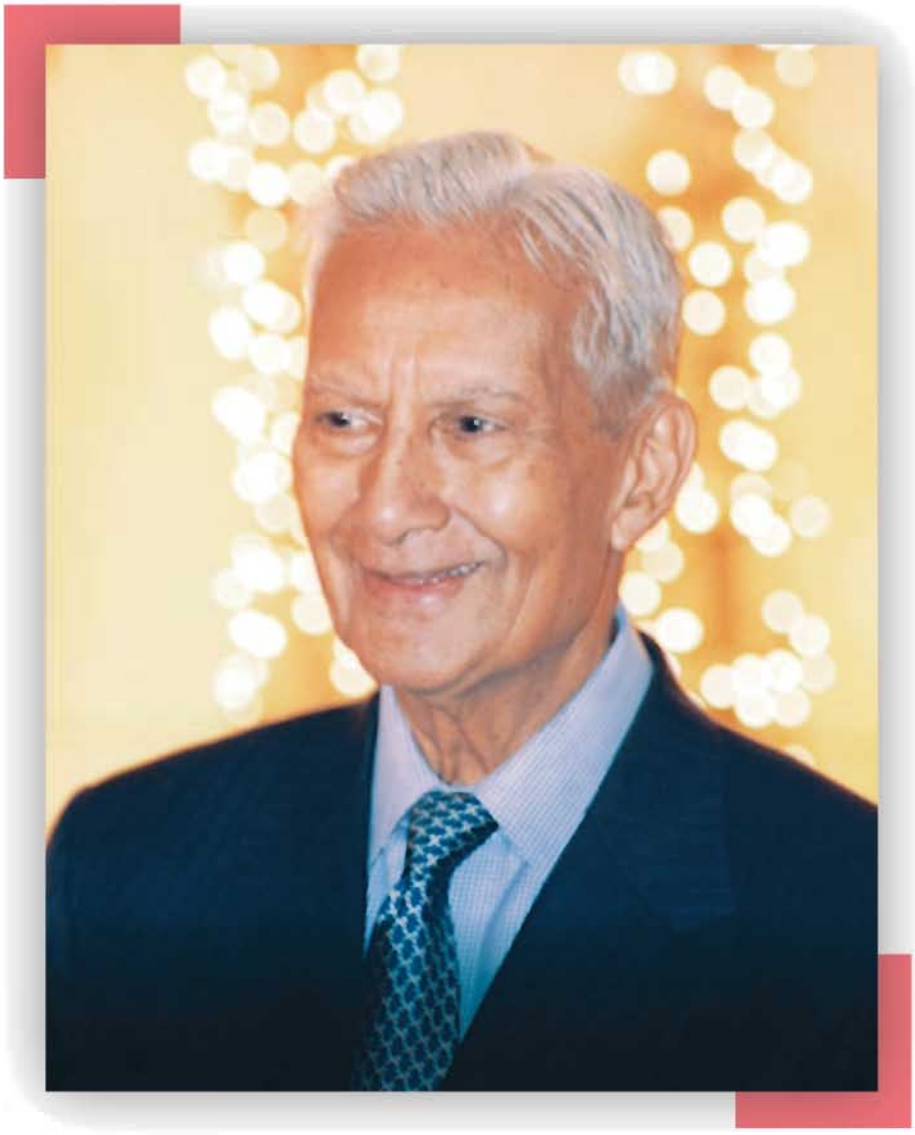
MANGALAM CEMENT LIMITED

ANNUAL REPORT 2019/2020

Birla Uttam CEMENT

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	Co-Chairperson
Shri A. V. Jalan	Co-Chairperson

KEY MANAGEMENT PERSONNEL

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

SENIOR MANAGEMENT EXECUTIVE

Shri Kaushlesh Maheshwari	*President (Sales & Marketing)*
Shri Sunil Sachan	*President (Operations)*

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)

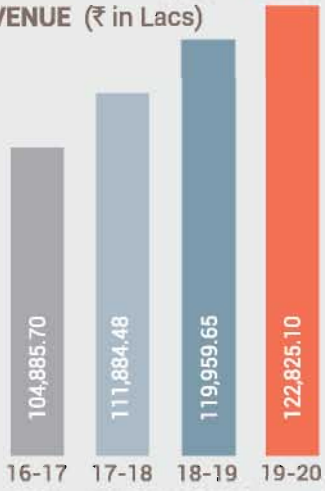
Smt. Vidula Jalan is Co-Chairperson of the Company. She is MBA in Strategic Marketing and Leadership and Change Management from the Indian School of Business, Hyderabad. Moreover, she also has an Accounting and Finance degree from The University of Manchester, U.K. She is also managing the affairs of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

Shri Anshuman Vikram Jalan
(DIN : 01455782)

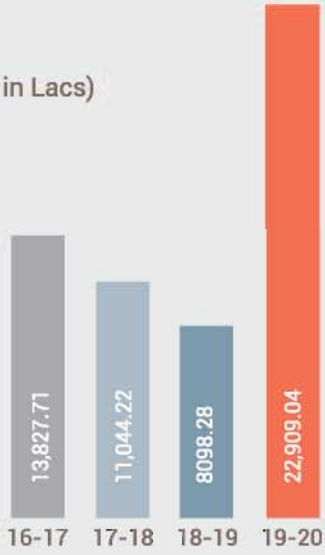
Shri A V Jalan is Co-Chairperson of the Company. He is a B. Com (Hons.) from St. Xavier's College, Kolkata. Besides, he has completed a management course in marketing and corporate finance from the London School of Economics, UK. Being involved in the management of manufacturing companies since 1998,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

Performance Highlights

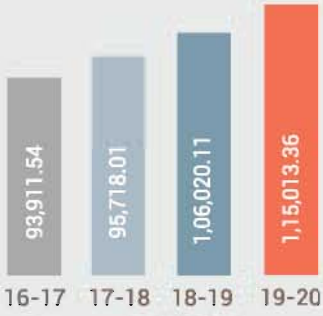
TOTAL REVENUE (₹ in Lacs)



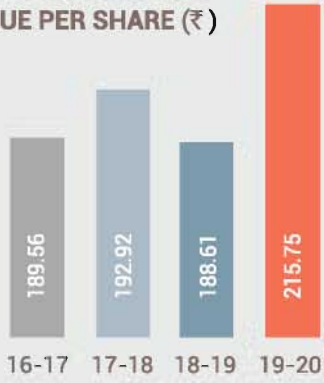
EBIDTA (₹ in Lacs)



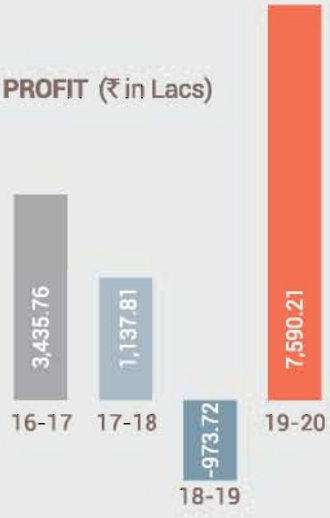
GROSS BLOCK (₹ in Lacs)



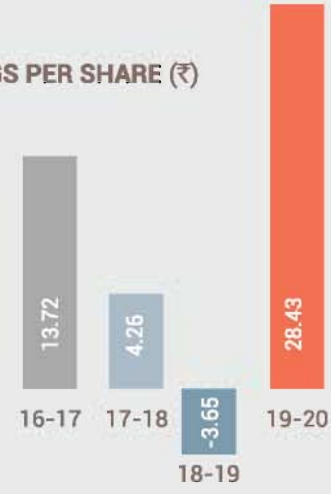
BOOK VALUE PER SHARE (₹)



POST TAX PROFIT (₹ in Lacs)



EARNINGS PER SHARE (₹)



WASTE HEAT RECOVERY PLANT AT MORAK, RAJASTHAN

The 11 MW Waste Heat Recovery (WHR) plant was commissioned with 5.15 MW capacity in January, 2020 and the balance capacity is expected to be fully operational by July'2020. This will have significant benefit on power cost as well as help to mitigate the impact of any future fuel and power cost increases for the company.

164.83 lac Kwh
Captive green energy production through wind power

1470.63 lac Kwh
Captive thermal energy production

Marketing Endeavours

Committed support to our Partners

UTTAM SHIKSHA PEHEL

Uttam Shiksha Pehel has become the cement industry's most innovative and appreciated scheme for masons in India. With its focus on support to the masons and contractors through Child Education, it has surpassed all expectations with registrations of 18,949 children under the scheme in a short span of time. This unique marketing initiative with a thrust towards lasting social development is helping thousands of children reach closer to their dreams and make a permanent positive difference for their families.

HAPPY FACES

Over and above the USP initiative, around 150 exceptionally meritorious students of the 10th and 12th grades were felicitated and received special awards at events organized at Agra, Ujjain and Jaipur.

Happy faces of top students receiving the awards by Smt. Vidula Jalan, Shri Anshuman V. Jalan, (Co-Chairpersons) and Shri Kaushlesh Maheshwari (President S&M)

UDAAN

The much appreciated Uttam Dealers Award & Appreciation Night has truly become the most awaited event of the year for not just our dealers but for their families as well, and continues to 'cement' their bond with the company. The colorful festival of UDDAN 2019 was celebrated at Indore, the land of Ahilyabai Holkar, followed by the revered darshan of Mahakaal at Ujain. The Grand Finale, for the top 50 dealers, culminated at a spectacular event organized at Dubai, U.A.E.

"The Top 50 dealers at Dubai for the Grand Finale of UDDAN 2019".

OATH

A highlight of the event was the **Oath taking ceremony** to push forward the organizational objectives synergized with social & marketing endeavors of the company.

"Co-Chaipersons, Smt. Vidula Jalan & Shri Anshuman Vikram Jalan with the winners of the Uttam Architect Awards 2019 at Agra".

GROWINGS BONDS WITH ARCHITECT & ENGINEERS

Our continuous interactions with **architects and engineers** coupled with a series of formal workshops with their local bodies in select markets have led to their support through important associations like of Indian Institute of Architect (IIA) and Uttar Pradesh Architect Association (UPAA) for UAA and have helped us build very strong bonds with this important influencer fraternity.

Awards & Recognitions

Pursuing excellence

NSCI SAFETY AWARD

Mangalam Cement Ltd. has received the prestigious National Safety Council's NSCI Safety Award 2019 - "Sarvashreshtha Suraksha Puraskar" (Golden Trophy Certificate). This award is conferred for commendable work done in implementing effective OSH management systems and procedures and demonstrating outstanding performance during the assessment period of three calendar years. (i.e. 2016, 2017 & 2018).

MEMCW Mines award

Won First prize in field of Reclamation and Rehabilitation under fully Mechanized Group A-1 Mines at the 30th Mines Environment and Mineral Conservation Week 2019-20 celebrated under the aegis of Indian Bureau of Mines, Govt. of India, Ajmer.

MEMCW Mines Award

Won Third prize in field of Publicity Propaganda under fully Mechanized Group A-1 Mines at the 30th Mines Environment and Mineral Conservation Week 2019-20 celebrated under the aegis of Indian Bureau of Mines, Govt. of India, Ajmer

Human Resources

"Positive energy for a better future"

NATIONAL SAFETY DAY CELEBRATION 2020

National Safety Day was celebrated on 4th March 2020 at the factory. Safety banners and posters were displayed at various locations and tokens and articles promoting awareness and alertness in matters relating to safety were distributed among all the employees.

- Safety pledge was taken by all the employees at the National Safety Day function.
- Safety Competitions Week was organized including many activities such as Safety Slogans writing, Essay writing, Poster making, Model making, etc. to promote active participation and imbibing a culture of safe working for all employees, their spouses and children. All competitions attracted large and enthusiastic participation and prizes were given for recognition, encouragement and further motivation.
- Safety exhibition were arranged on the occasion in which Safety Model, Poster, Slogans and various personal protective equipments and Fire Fighting equipments were displayed to create Safety Awareness. Safety Exhibtion inaugurated by President - (Operations) Shri Sunil Sachan.

SWATCH BHARAT YOJANA

Mangalam Mahila Mandal Society led by its President Smt. Vibha Sachan and Jt. President Smt. Shashi Mandot, participated in activities in the local areas.

INTERNATIONAL YOGA DAY CELEBRATION

We celebrated International Yoga day on 21st June with all employees and their family members at Staff and Worker colonies.

HEALTH AWARENESS CAMPS

A special week long Health awareness camp was held for all staff members at our Staff Club.

Corporate Social Responsibility

"Empowering one another"

PARTNERING FOR SOCIAL DEVELOPMENT

Mangalam Cement under its various CSR activities provides direct financial support to nine different local Gram Panchayats near its plant premises for development of the local rural infrastructure. Some of the significant activities carried out through panchayats are road works, street lights and maintenance, housekeeping, concrete road development, celebration of national festivals, upkeep of places of worship, construction of boundary wall for burial ground, among others.

President (Operations) Shri Sunil Sachan with Sarpanches of Villages.

MCL WELFARE CLUB

The MCL Welfare Club organizes several sporting activities with enthusiastic participation from staff and workers alike.

AUTO DESK INVENTOR TRAINING

A training program was organized for the Drawings department staff undertaken by an external trainer, for their skills upgradation that was much appreciated.

Report of the Directors

for the year ended 31st March, 2020

Dear Members,

The Directors have pleasure in presenting the 44th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2020. The summarized Financial Results are given below :

1. FINANCIAL RESULTS

(₹ in Lacs)

	Current Year ended 31st March, 2020	Previous Year ended 31st March, 2019
Net Sales/ Income from operations	**122825.10**	**119959.65**
Operating Profit / (Loss) before interest, Depreciation and Tax and other amortisations ("EBIDTA")	**22909.04**	**8098.28**
Less:		
Depreciation and Amortisation Expenses	4867.50	4612.47
Finance Costs	6327.50	5078.24
Tax Expenses (net)	4123.83	(618.71)
	15318.83	**9072.00**
Net Profit / (Loss) for the year	**7590.21**	**(973.72)**
Other Comprehensive Income (net of tax)	(185.88)	(14.98)
Total Comprehensive Income (after tax)	**7404.33**	**(988.70)**

2. IMPACT OF COVID-19

The world as we have known it has drastically changed over the last few months due to the outbreak of the novel coronavirus pandemic. There was no production during the lockdown period (25th March 2020 to 31st May 2020). Our kiln operations and clinker production could only resume from 1st June 2020 and although the production volume of cement has been adversely impacted, we expect it to gradually increase over the coming quarters.

In these trying times, your Company took all steps to ensure a safe environment for its personnel as well as to ensure that they do not face any financial distress, has paid full wages and salaries to all its staff and workers.

All interest and financial charges continue to be serviced in full to the lenders and repayments shall continue as per schedule.

The overall impact due to the closure of the plant, delays in capital projects, and the additional expenses of maintaining social distancing, safe working environment and changes to usual working is estimated to be around 35 to 40 crores for the financial year 2020-2021.

3. DIVIDEND

We recommend a dividend of Rs. 1.00/- (Rupees One Only) per equity share of ₹ 10/- each for the year ended 31st March, 2020.

4. OVERALL PERFORMANCE

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

5. MANAGEMENT DISCUSSION & ANALYSIS

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

6. 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 164.83 lacs Kwh.

7. CAPTIVE THERMAL POWER PLANT

Your Company has a 35MW (17.5x2) of captive Thermal Power Capacity and the total generation during the year was 1470.63 lacs Kwh from the Captive Power Plant (CPP). It has also secured sufficient long-term sourcing for its requirement of Thermal Coal for the CPP. Together with other Power assets your company is self sufficient for its Power requirements.

8. WASTE HEAT RECOVERY PLANT

During the year under review, the Company has commissioned 5.15 MW of the 11 MW, Waste Heat Recovery (WHR) Power Plant on 15th January, 2020, with the balance capacity to be commissioned by July'2020. This will lower power costs for the Company as well as to help to mitigate the impact of any fuel and power cost increases in future.

9. UPGRADATION OF KILN-1

The Board of Directors have approved a proposal for the increase in clinker capacity by 3.00 lacs MTPA in their Board Meeting held 14th February 2020 by modifications and upgradations with a capital outlay not exceeding Rs.125 crores in the existing KILN -I at Morak plant, Rajasthan.

10. AMALGAMTION OF MANGALAM TIMBER PRODUCTS LIMITED WITH COMPANY

During the year under review, Board of Directors at their meeting held on 21st June, 2019, on the recommendation of the Audit Committee, has approved the Scheme of Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited, subject to necessary approvals.

Further on the receiving of observation letter from Bombay Stock Exchange and National Stock Exchange, Company has filed application along with draft scheme of Amalgamation to Hon'ble NCLT Jaipur bench and Hon'ble bench of NCLT in its order dated 12th March, 2020 has fixed the 18th April, 2020 as the meeting date for Equity Shareholders, Secured Creditors and Unsecured Creditors.

However due to pandemic of COVID-19 and on the direction of Hon'ble NCLT appointed Chairperson for above said meetings, the said meetings were postponed and Company shall take necessary directions from appropriate authority(ies) in this regards.

11. FINANCE

During the period under review, the Company has made repayment/prepayment of term loan of ₹ 152.59 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.

12. 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.

13. CREDIT RATINGS

During the year under review CARE Ratings Limited ("CARE") has reaffirmed the existing rating for long term facilities/instruments of the Company as CARE A+ (Single A plus), which shows the stable outlook.

CARE has also reaffirmed its rating for Company's short term facilities to CARE A1 (A One), which shows the stable outlook.

Further CARE has reaffirmed its rating for Company's Commercial paper issuance to CARE A1 (A One), which also shows the stable outlook.

14. INSURANCE

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

15. 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.

16. DETAILS OF BOARD MEETINGS

The Board of Directors met 5 times in the year 2019-20. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

17. DIRECTORS

In accordance with the provision of Section 152 (6) and pursuant to the Articles of Association of the Company, Shri Anshuman Vikram Jalan, Co-Chairperson of the Company, (DIN: 01455782) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment. Details of the proposal for his 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.

18. APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS :

During the year under review, Smt. Aruna Makhan, Shri N. G. Khaitan and Shri Gaurav Goel were re-appointed as Independent Directors of the Company for further five years in their second term.

Further Shri K. C. Jain was appointed as an Independent Director of the Company for five years in his first term.

Further during the year Smt. Vidula Jalan and Shri Anshuman Vikram Jalan were appointed as Co-Chairperson of the Company w.e.f. 05th August, 2019.

Further the Board of Directors in its meeting held on 14th February 2020 has given its approval for re-appointment of Smt. Vidula Jalan and Shri Anshuman Vikram Jalan, Co-Chairpersons of the Company, as Whole Time Directors of the Company for further period of three years w.e.f. 01st April 2020, subject to approval of shareholders.

19. 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, 2020 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 profit 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.

20. KEY MANAGERIAL PERSONNEL

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

(i) Smt. Vidula Jalan, Co-Chairperson

(ii) Shri Anshuman Vikram Jalan, Co-Chairperson

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

(iv) Shri Manoj Kumar, GM (Legal) & Company Secretary

21. 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, 2020 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 2019-20
1	Smt. Aruna Makhan	Independent and Non-Executive Director	3.08	146%
2	Shri N. G. Khaitan	Independent and Non-Executive Director	2.85	215%
3	Shri Gaurav Goel	Independent and Non-Executive Director	2.58	253%
4	Shri K. C. Jain	Independent and Non-Executive Director	2.68	248%
5	Smt. Vidula Jalan	Co-Chairperson, Executive Director	71.05	195%
6	Shri Anshuman Vikram Jalan	Co-Chairperson, Executive Director	71.27	126%
7	Shri Yaswant Mishra	President (Corporate) & CFO	NA	9%
8	Shri Manoj Kumar	GM (Legal) & Company Secretary	NA	36%

Median remuneration of the Employees of the Company during the financial year : ₹ 5.19 lacs.

(ii) Percentage increase in the median remuneration of employees in the financial year 2019- 20 is 6.24%.

(iii) There are 1057 Permanent Employees on the rolls as on 31st March, 2020 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, 2020 was ₹ 7590.21 lacs as compared to ₹ (973.72) lacs in the previous year. The increase in median remuneration was 6.24%

(v) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: The total remuneration of Key Managerial Personnel (KMP) increased by 100.50%. Net Profit/(Loss) was ₹ 7590.21 lacs as compared to ₹ (973.72) 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, 2020 was ₹ 40040.67 lacs. (₹ 71539.33 lacs as on 31st March, 2019).

b. Price Earnings ratio of the Company as at 31st March, 2020: 5.28 (as at 31st March, 2019: -73.42)

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 2019-20 is 10% as compared to 156% increase in the Managerial Remuneration for the same period due to increment to the employees and commission to Managerial Personnels.

(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 Not Applicable

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

22. 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

23. AUDITORS' REPORT

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

24. 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.

25. 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 2020-21. 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 2018-19 was filed with the Ministry of Corporate Affairs on 03rd September, 2019.The Report does not contain any qualification, reservation or adverse remark.

26. 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 2019-20.

The Secretarial Audit Report for the financial year 2019-20 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 2020-21.

27. 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.

28. 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

29. 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 44th Annual General Meeting and up to the date of the said Annual General Meeting during the business hours on working days.

30. 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

31. 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.

32. 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.

33. 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.

34. 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	Independent & Non-Executive Director

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

35. 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.

36. 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 14th February, 2020 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 Executive Directors.

37. 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.

38. 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

39. 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.

40. 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.

41. BUSINESS RESPONSIBILITY REPORTING

A separate section of Business Responsibility forms part of this Annual Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

42. 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 9,737saplings 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. In addition to these, 212 numbers of saplings have been planted during 2019-2020 in surrounding areas (outside of plant).

Your 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.

Activities	No. of Patient(s)
OPD	13723
Periodic Health Check Up	1090
Pulse Polio Drive	577
Audiometry	114

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.

43. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of Rs. 13,35,018/- during the financial year 2019-20 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.

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 7,727 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.

44. 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.

45. 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 2020 forms part of the audited accounts.

46. AWARDS

Your Directors are pleased to inform that the Company has received the following awards during the year 2019-20;

- During the year under review, your Company had been selected for the prestigious NSC Safety Awards Sarvashreshtha Suraksha Puraskar(Golden trophy and certificate). This Award is conferred for commendable work done in implementing effective OSH Management Systems & procedures and Demonstrating outstanding performance, during the Assessment period of three calendar years i.e. 2016, 2017 & 2018. However, the Award function ceremony was scheduled on 20th march 2020 and it was postponed due to COVID-19 pandemic.
- First price in field of Reclamation and Rehabilitation under fully Mechanized Group A-1 Mines for participating in 30th Mines Environment and Mineral Conservation Week 2019-20 celebrated under the aegis of Indian Bureau of Mines, Govt. of India, Ajmer.
- Third price in field of Publicity Propaganda under fully Mechanized Group A-1 Mines for participating in 30th Mines Environment and Mineral Conservation Week 2019-20 celebrated under the aegis of Indian Bureau of Mines, Govt. of India, Ajmer

47. 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, (DIN: 00025727), Place: New Delhi
N G Khaitan, Director, (DIN: 00020588), Place: Kolkata
Gaurav Goel, Director, (DIN: 00076111), Place: New Delhi
K C Jain, Director, (DIN: 00029985), Place: Hyderabad
Vidula Jalan, Co-Chairperson, (DIN: 01474162), Place: Kolkata
A V Jalan, Co-Chairperson, (DIN: 01455782), Place: Kolkata

Date : 17th June, 2020

Management Discussion & Analysis

INDUSTRY OVERVIEW

India is the second largest producer of Cement in the world, and the demand for cement is expected to reach 550 to 600 Million MTs by 2025 supported by the demand for the housing sector and for infrastructure development. The per capita consumption of cement in India still remains low at 235 kgs compared to the world average of 500 kg and in China, where it is over 1000 kgs. This supports the growth potential of the industry over the medium and long term.

The Covid-19 pandemic however, had a major impact on almost all form of economic activity and has adversely affected cement demand. The disruptions due to lockdowns, physical movement, unprecedented migrations of labour force, supply chain disruptions, increased costs, and a depressed economic environment have had and continue to have a near term impact on the industry. While it is difficult to predict how long such a situation will continue, the various initiatives taken by the Government will go a long way to help tide over the turbulent period in the near term.

PERFORMANCE REVIEW

There has been an overall decline in the industry for the financial year 2019-20 by around 8%. Your company has also registered a 9.8% decline in volume, but was able to achieve a growth in sales of 2.39% due to better realizations in some of its markets.

During the year, some reduction in fuel prices and impact of new long-term linkages for supply of coal from collieries have helped the company to reduce its overall costs.

The 11MW Waste Heat Recovery (WHR) plant was partially commissioned in January, 2020 with 5.15 MW capacity and the remaining 5.85 MW was delayed due to the impact of restrictions imposed because of the pandemic. It is expected to be fully commissioned in the second quarter of 2020-21. Your company has also started using alternative fuels like Biomass to reduce its energy costs.

There had been an increase in diesel prices as well as overall freight costs due to stricter loading norms compliances of vehicles in all markets where we operate.

Your Company has produced 2.70Million MT of cement as compared to 2.95 Million MT in the previous year and registered a decline of 8.47% in volume but has registered a growth of 2.39% in sales.

- **Financial Highlights**

(₹ in Lakhs)

Particulars	FY2020	FY2019
Revenue from Operation	122825.10	119959.65
Profit/(Loss) before Interest, Depreciation & Taxation	22909.04	8098.28
Less: Interest and Finance Charges	6327.50	5078.24
Profit/(Loss) after Interest	16581.54	3020.04
Less: Depreciation and Amortisation	4867.50	4612.47
Profit/(Loss) before Tax	11714.04	-1592.43
Net Profit/(Loss) after Tax	7590.21	-973.72
Other Comprehensive Income (net of Tax)	-185.88	-14.98
Total Comprehensive Income (after Tax)	7404.33	-988.70

Revenue from Operations increased by ₹ 2.39% from ₹ 119959.65 lakhs in the previous year to ₹ 122825.10 lakhs in the current year.

Profit before depreciation and tax increased by ₹ 13561.50 Lacs from ₹ 3020.04 lakhs to ₹ 16581.54 Lakhs in the current year.

- **Production**

Particulars	FY2020	FY2019
Production (MMT) :		
Clinker	2.15	2.09
Cement	2.70	2.95

Clinker production increased compare to previous year by 3% and whereas the Cement production decreased compare to previous year by 8%.

- **Sales and Despatch Volume**

Particulars	FY2020	FY2019
Sales Volume (MMT) :		
Cement	2.67	2.96
Clinker	0.02	0.00
Despatch Volume (MMT)		
Cement	2.69	2.95
Clinker	0.02	0.00

- **Power and Coal Consumption**

Particulars	FY2020	FY2019
Power Consumption *(Per MT of Cement)*	74 kwh	74 kwh
Coal Consumption *(Per MT of Clinker)*	111.74 Kg	102.76 Kg

- **Power generation**

Particulars	FY2020	FY2019
Captive Thermal Power Plant (In Lakhs kwh)	1470.63	1670.22
Wind Turbines (In Lakhs kwh)	164.83	166.84

The overall performance of the company was satisfactory and has earned life time highest EBIDTA during the year under review and main factors were better realisation of cement, increase in PPC production, and reduction in Fuel cost.

The company continues to focus on and strengthen its production and sales of fly ash blended cement form 75% to 90% in coming years.

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

Your Company believes that its employees are its core strength and development of people is a key priority for the organization to drive business objectives and goals. Your Company continues to nurture a blend of experienced and fresh employees in its talent pool, including highly qualified professionals, both technical and non-technical.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 1057 employees, as on 31st March, 2020.

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., 19-20	F.Y., 18-19	% Change
Interest Coverage Ratio	2.85	0.69	313.23
Debt Equity Ratio	1.01	1.03	-1.87
Operating profit Margin Ratio	18.65	6.75	176.28
Net profit Margin	6.18	(0.81)	858.45
Inventory Turnover Ratio	7.78	10.4	-25.21

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

RETURN ON NET WORTH

	F.Y.,19-20	F.Y.,18-19
Return on Net worth	13.18%	-1.93%

The increase in the net worth as on 31st March, 2020 was due to profit 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, 2020

[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, 2019				No. of Shares held at the end of the year 31st March, 2020				% 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	136869	NIL	136869	0.51	139869	NIL	139869	0.52	3000	0.01
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.	4723147	NIL	4723147	17.69	5421220	NIL	5421220	20.31	698073	2.61
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):-	**4860016**	**NIL**	**4860016**	**18.21**	**5561089**	**NIL**	**5561089**	**20.83**	**701073**	**2.62**
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)	**4860016**	**NIL**	**4860016**	**18.21**	**5561089**	**NIL**	**5561089**	**20.83**	**701073**	**2.62**
B. Public Shareholding										
1. Institutions										
a) Mutual Funds	766567	NIL	766567	2.87	766567	NIL	766567	2.87	NIL	0.00
b) Banks / FI	28785	NIL	28785	0.11	16967	NIL	16967	0.06	(-) 11818	(-)0.05
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	10951	NIL	10951	0.04	NIL	NIL	NIL	0.00	(-) 10951	(-)0.04
g) Insurance Companies	250	NIL	250	0.00	250	NIL	250	0.00	NIL	NIL
h) FIIs	2177887	NIL	2177887	8.16	NIL	NIL	NIL	0.00	(-)2177887	(-) 8.16
i) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
j) Others (Foreign Portfolio Investor)	NIL	NIL	NIL	NIL	3142305	NIL	3142305	11.78	3142305	11.78
Sub-total (B)(1):-	**2984440**	**NIL**	**2984440**	**11.18**	**3926089**	**NIL**	**3926089**	**14.71**	**941649**	**3.53**

Category of Shareholders	No. of Shares held at the beginning of the year 1st April, 2019				No. of Shares held at the end of the year 31st March, 2020				% 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.	6929847	2734	6932581	25.97	5076673	2734	5079407	19.03	(-)1853174	(-)6.94
i) Indian										
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lac	3674158	283169	3957327	14.82	3358896	261877	3620773	13.56	(-)336554	(-)1.26
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lac.	5436692	NIL	5436692	20.37	7478902	NIL	7478902	28.02	2042210	7.65
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	576229	NIL	576229	2.16	556757	NIL	556757	2.08	(-)19472	(-) 0.07
iii) Clearing Members	1686078	NIL	1686078	6.32	337988	NIL	337988	1.27	(-)1348090	(-)5.05
iv) Foreign Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
v) Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(vi) NBFC	135369	Nil	135369	0.51	NIL	NIL	NIL	NIL	(-)135369	(-)0.51
(vii) Unclaimed Suspense a/c IEPF	117768	Nil	117768	0.44	125495	Nil	125495	0.47	7727	0.03
Sub-total (B)(2):-	**18563421**	**285903**	**18849324**	**70.61**	**16941991**	**264611**	**17206602**	**64.46**	**(-)1642722**	**(-)6.15**
Total Public Shareholding										
(B)=(B)(1)+(B)(2)	21547861	285903	21833764	81.79	20868080	264611	21132691	79.17	(-)701073	(-) 2.62
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL		NIL	NIL	NIL
Grand Total (A+B+C)	**26407877**	**285903**	**26693780**	**100.00**	**26429169**	**264611**	**26693780**	**100.00**	**NIL**	**NIL**

B. Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year 1st April, 2019			Share holding at the end of the year 31st March, 2020			
		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.	Vidula Consultancy Services Ltd.	6,41,850	2.40	-	19,70,720	7.38	-	4.98
3.	Pilani Investment and Industries Corporation Ltd.	11,20,000	4.20	-	11,20,000	4.20	-	0.00
4.	B. K. Birla Foundation	1,10,000	0.41	-	1,10,000	0.41	-	0.00
5.	Smt. Vidula Jalan	76,100	0.29	-	76,100	0.29	-	0.00
6.	Shri. Anshuman Vikram Jalan	40,000	0.15	-	40,000	0.15	-	0.00
7.	Shri. Basant Kumar Birla	10,540	0.04	-	10,540	0.04	-	0.00
8.	Miss Vaishnavi Jalan	3,629	0.01	-	6,629	0.02	-	0.01
9.	Avayaan Vikram Jalan	6,600	0.02	-	6,600	0.02	-	0.00
10.	Cygnet Industries Ltd.	1,27,000	0.48	2.61	0	0.00	-	-0.48
11.	Manav Investment and Trading Company Limited	5,03,797	1.89	10.37	0	0.00	-	-1.89
	Total	**48,60,016**	**18.21**	**12.98**	**55,61,089**	**20.83**	**00.00**	**2.62**

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, 2019/ 31st March, 2020)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
1.	Vaishnavi Jalan	3629	0.01	01.04.2019				
				05.09.2019	3000	Buy	6629	0.02
		6629	0.02	31.03.2020				
2.	Manav Investment & Trading CO. LTD	503797	1.89	01.04.2019				
				17.05.2019	(503797)	Sale	0	0.00
		0	0.00	31.03.2020				
3.	Cygnet Industries Limited	127000	0.48	01.04.2019				
				17.05.2019	(127000)	Sale	0	0.00
		0	0.00	31.03.2020				
4.	Vidula Consultancy Services Ltd	641850	2.40	01.04.2019				
				17.05.2019	758870	Buy	1400720	5.24
				30.08.2019	400000	Buy	1800720	6.75
				12.09.2019	125000	Buy	1925720	7.21
				26.02.2020	45000	Buy	1970720	7.38
		1970720	7.38	31.03.2020				

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, 2019/ 31st March, 2020)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2019 to 31.03.2020)	
		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	01.04.2019				
				17.01.2020	(40918)	Sale	1931500	7.24
				24.01.2020	(13500)	Sale	1918000	7.19
				31.01.2020	(7000)	Sale	1911000	7.16
				20.03.2020	(8000)	Sale	1903000	7.13
		1903000	7.13	31.03.2020				
2.	Axis Capital Limited	1275000	4.78	01.04.2019				
				17.05.2019	(644203)	Sale	630797	2.36
		630797	2.36	31.03.2020				
3.	Arihant Capital Mkt. Ltd.	766901	2.87	01.04.2019				
				05.04.2019	(219800)	Sale	547101	2.05
				12.04.2019	(150)	Sale	546951	2.05
				19.04.2019	(100050)	Sale	446901	1.67
				10.05.2019	110	Buy	447011	1.67
				31.05.2019	(100000)	Sale	347011	1.30
				07.06.2019	500	Buy	347511	1.30
				21.06.2019	100	Buy	347611	1.30
				28.06.2019	(60)	Sale	347551	1.30
				29.06.2019	(30)	Sale	347521	1.30
				05.07.2019	(10)	Sale	347511	1.30
				26.07.2019	(50000)	Sale	297511	1.11
				09.08.2019	50	Buy	297561	1.11
				16.08.2019	(30)	Sale	297531	1.11
				30.08.2019	(7595)	Sale	289936	1.09
				06.09.2019	100	Buy	290036	1.09
				12.09.2019	(125)	Sale	289911	1.09
				20.09.2019	(20)	Sale	289891	1.09
				27.09.2019	(289630)	Sale	261	0.00
				04.10.2019	185899	Buy	186160	0.70
				11.10.2019	(1700)	Sale	184460	0.69
				18.10.2019	225361	Buy	409821	1.54
				25.10.2019	50	Buy	409871	1.54
				01.11.2019	(20)	Sale	409851	1.54
				08.11.2019	7595	Buy	417446	1.56
				15.11.2019	1	Buy	417447	1.56
				22.11.2019	(1195)	Sale	416252	1.56
				29.11.2019	(100)	Sale	416152	1.56
				06.12.2019	66	Buy	416218	1.56
				13.12.2019	(19998)	Sale	396220	1.48
				20.12.2019	555	Buy	396775	1.49
				27.12.2019	(429)	Sale	396346	1.48
				31.12.2019	(170)	Sale	396176	1.48
				03.01.2020	(12)	Sale	396164	1.48
				10.01.2020	7	Buy	396171	1.48

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2019/ 31st March, 2020)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
				17.01.2020	(40)	Sale	396131	1.48
				24.01.2020	(30)	Sale	396101	1.48
				07.02.2020	(4927)	Sale	391174	1.47
				14.02.2020	(73)	Sale	391101	1.47
				21.02.2020	(4444)	Sale	386657	1.45
				28.02.2020	300	Buy	386957	1.45
				06.03.2020	(240)	Sale	386717	1.45
				13.03.2020	990	Buy	387707	1.45
				20.03.2020	(17105)	Sale	370602	1.39
				27.03.2020	(143236)	Sale	227366	0.85
				31.03.2020	1000	Buy	228366	0.86
		228366	0.86	31.03.2020				
4.	Finquest Securities P. Ltd.	1158500	4.34	01.04.2019				
				12.04.2019	276000	Buy	1434500	5.37
				26.04.2019	60000	Buy	1494500	5.60
				03.05.2019	14000	Buy	1508500	5.65
				10.05.2019	11500	Buy	1520000	5.69
				17.05.2019	16200	Buy	1536200	5.75
				24.05.2019	41900	Buy	1578100	5.91
				07.06.2019	19500	Buy	1597600	5.98
				21.06.2019	36500	Buy	1634100	6.12
				28.06.2019	22700	Buy	1656800	6.21
				26.07.2019	(166000)	Sale	1490800	5.58
				02.08.2019	(243100)	Sale	1247700	4.67
				09.08.2019	(13000)	Sale	1234700	4.63
				30.08.2019	(1231000)	Sale	3700	0.01
		3700	0.01	31.03.2020				
5.	SBI Magnum Mid Cap Fund	766567	2.87	01.04.2019				
				NIL movement during the year				
		766567	2.87	31.03.2020				
6.	Aditya Marketing and Manufacturing Private Limited	969200	3.63	01.04.2019				
				NIL movement during the year				
		969200	3.63	31.03.2020				
7.	Hardik b. Patel	77	0.00	01.04.2019				
				10.05.2019	8400	Buy	8477	0.03
				17.05.2019	(8400)	Sale	77	0.00
				12.07.2019	1000	Buy	1077	0.00
				02.08.2019	189100	Buy	190177	0.71
				09.08.2019	1125	Buy	191302	0.72
				30.08.2019	1231000	Buy	1422302	5.33
				31.01.2020	(11300)	Sale	1411002	5.29
				27.03.2020	538000	Buy	1949002	7.30
		1949002	7.30	31.03.2020				

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2019/ 31st March, 2020)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
8.	Hypnos Fund Limited	192664	0.72	01.04.2019				
				14.06.2019	(100000)	Sale	92664	0.35
				21.06.2019	(81044)	Sale	11620	0.04
				18.10.2019	728380	Buy	740000	2.77
				15.11.2019	67600	Buy	807600	3.03
				22.11.2019	800	Buy	808400	3.03
		808400	3.03	31.03.2020				
9.	Umang Commercial Company Private Limited	421181	1.58	01.04.2019				
				NIL movement during the year				
		421181	1.58	31.03.2020				
10.	Sanghai Commercial and Credits Pvt. Ltd.	631346	2.37	01.04.2019				
				13.09.2019	(125000)	Sale	506346	1.90
				20.09.2019	600006	Buy	1106352	4.14
				18.10.2019	(490000)	Sale	616352	2.31
				08.11.2019	(11208)	Sale	605144	2.27
				15.11.2019	(123287)	Sale	481857	1.81
				22.11.2019	(228500)	Sale	253357	0.95
				17.01.2020	(1000)	Sale	252357	0.95
				28.02.2020	(45000)	Sale	207357	0.78
				27.03.2020	(2500)	Sale	204857	0.77
		204857	0.77	31.03.2020				
11.	Jakhotia Polyfibre Private Limited	0	00.00	01.04.2019				
				05.04.2019	500000	Buy	500000	1.87
		500000	1.87	31.03.2020				
12.	Jakhotia Polychem Private Limited	0	00.00	01.04.2019				
				05.04.2019	600000	Buy	600000	2.25
		600000	2.25	31.03.2020				
13.	Sachin Bansal (PAN: AAHFN0847M)	1191202	4.46	01.04.2019				
				12.04.2019	(12446)	Sale	1178756	4.42
				19.04.2019	(6673)	Sale	1172083	4.39
				26.04.2019	(28967)	Sale	1143116	4.28
				03.05.2019	(2071)	Sale	1141045	4.27
				24.05.2019	(1446)	Sale	1139599	4.27
				31.05.2019	(1446)	Sale	1138153	4.26
				26.07.2019	16866	Buy	1155019	4.33
				09.08.2019	114981	Buy	1270000	4.76
				16.08.2019	30000	Buy	1300000	4.87
				27.09.2019	70000	Buy	1370000	5.13
				04.10.2019	75000	Buy	1445000	5.41
				08.11.2019	43478	Buy	1488478	5.58
				15.11.2019	6522	Buy	1495000	5.60
				22.11.2019	7378	Buy	1502378	5.63
				20.03.2020	11590	Buy	1513968	5.67
				27.03.2020	465000	Buy	1978968	7.41
		1978968	7.41	31.03.2020				

Sr.	Top Ten Shareholders	Shareholding at the beginning of the year (1st April, 2019/ 31st March, 2020)		Date Wise Increase (Decrease) in Shareholding during the year			Cumulative Shareholding during the Year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total Shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total Shares of the company
14.	Sachin Bansal	754145	2.83	01.04.2019				
	(PAN: AAVFA1447J)			28.06.2019	15000	Buy	769145	2.88
				26.07.2019	836	Buy	769981	2.88
				09.08.2019	5019	Buy	775000	2.90
				11.10.2019	25000	Buy	800000	3.00
				31.03.2020	(193968)	Sale	606032	2.27
		606032	2.27	31.03.2020				
15.	Shah Jigar Lalchand	1022554	3.83	01.04.2019				
	(PAN: AGDPS4252P)			12.04.2019	4837	Buy	1027391	3.85
				19.04.2019	1999	Buy	1029390	3.86
				26.04.2019	(3367)	Sale	1026023	3.84
				10.05.2019	4932	Buy	1030955	3.86
				21.06.2019	2950	Buy	1033905	3.87
				28.06.2019	10971	Buy	1044876	3.91
				05.07.2019	9621	Buy	1054497	3.95
				19.07.2019	2688	Buy	1057185	3.96
				02.08.2019	1000	Buy	1058185	3.96
				09.08.2019	376	Buy	1058561	3.97
				16.08.2019	135	Buy	1058696	3.97
				23.08.2019	200	Buy	1058896	3.97
				30.08.2019	30993	Buy	1089889	4.08
				12.09.2019	(1584)	Sale	1088305	4.08
				27.09.2019	(17644)	Sale	1070661	4.01
				04.10.2019	(25964)	Sale	1044697	3.91
				11.10.2019	10397	Buy	1055094	3.95
				25.10.2019	(7558)	Sale	1047536	3.92
				01.11.2019	25486	Buy	1073022	4.02
				15.11.2019	367	Buy	1073389	4.02
				22.11.2019	1896	Buy	1075285	4.03
				29.11.2019	1079	Buy	1076364	4.03
				13.12.2019	1323	Buy	1077687	4.04
				27.12.2019	13581	Buy	1091268	4.09
				03.01.2020	(4420)	Sale	1086848	4.07
				17.01.2020	15888	Buy	1102736	4.13
				24.01.2020	7038	Buy	1109774	4.16
				31.01.2020	713	Buy	1110487	4.16
				07.02.2020	3308	Buy	1113795	4.17
				27.03.2020	(829655)	Sale	284140	1.06
				31.03.2020	(86409)	Sale	197731	0.74
		197731	0.74	31.03.2020				

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, 2019		Share holding at the end of the year 31st March, 2020	
		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 Independent Director	6840	0.03	6840	0.03
5	Smt. Vidula Jalan, Co-Chairperson	76,100	0.29	76,100	0.29
6	Shri A. V. Jalan, Co-Chairperson	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	

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 (01.04.2019)				
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**
Change in Indebtedness during the financial year				
Addition	27089.55	-	-	27089.55
Reduction	14750.81	5508.58	-	20259.39
Net Change	**12338.74**	**-5508.58**	-	**6830.16**
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	58017.91	600.00	-	58617.91
ii) Interest due but not paid	14.24	-	-	14.24
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**58032.15**	**600.00**		**58632.15**

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 Co-Chairperson	Shri A. V. Jalan Co-Chairperson	Total
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,28,00,000	2,28,00,000	4,56,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	16,28,683	17,45,333	33,74,016
	(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	1,10,00,000	1,10,00,000	2,20,00,000
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)	**3,68,74,683**	**3,69,91,333**	**7,38,66,016**

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	9,00,000	7,80,000	6,40,000	6,90,000	**30,10,000**
Commission	7,00,000	7,00,000	7,00,000	7,00,000	**28,00,000**
Others, please specify	-	-	-	-	-
Total (1)	**16,00,000**	**14,80,000**	**13,40,000**	**13,90,000**	**58,10,000**
2. Other Non-Executive Director					
Fee for attending board / committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total (2)	-	-	-	-	-
Total (B)=(1+2)	**16,00,000**	**14,80,000**	**13,40,000**	**13,90,000**	**58,10,000**

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 Manoj Kumar GM (Legal) & Company Secretary
1	**Gross salary**		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,68,38,654	15,74,447
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,16,727	1,30,605
	(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	6,01,578	1,44,875
	Superannuation Fund (To the extend no taxable under section 17(2))	1,50,000	-
	Others [To the extend no taxable under section 17(2)]	-	-
	Total	**1,80,06,959**	**18,49,927**

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

Aruna Makhan, Director, (DIN: 00025727), Place: New Delhi
N G Khaitan, Director, (DIN: 00020588), Place: Kolkata
Gaurav Goel, Director, (DIN: 00076111), Place: New Delhi
K C Jain, Director, (DIN: 00029985), Place: Hyderabad
Vidula Jalan, Co-Chairperson, (DIN: 01474162), Place: Kolkata
A V Jalan, Co-Chairperson, (DIN: 01455782), Place: Kolkata

Date : 17th June, 2020

CSR REPORT 2019-20

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.	₹ 1550.58 Lacs
4.	Prescribed CSR Expenditure	₹ 47.46 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, 2019 to March, 2020 (₹ in lacs)	Amount spent: Direct or through implementing agency
1.	Infrastructural support to nearby villages & rural development	Overall rural development of the nearby and surrounding area of the plant	Morak, Dist. Kota, Rajasthan	33.96	33.90	33.90	Spent directly
2.	Support to Govt. ITI	Protecting and Supporting Education Initiatives	ITI, Kherabad,	3.00	3.00	3.00	Spent directly
3.	Clothes to Poor People	Eradication of Poverty	Kolkata, West Bengal	3.00	0.00	0.00	
4.	Sewing Machine/ tailoring classes	Women Empowerment and Vocational Skill	Morak, Dist. Kota, Rajasthan	4.50	4.19	4.19	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, 2019 to March, 2020 (₹ in lacs)	Amount spent: Direct or through implementing agency
5.	Computer training	Skill development & Vocation Training	Morak, Dist. Kota, Rajasthan	1.50	1.50	1.50	Spent directly
6.	Misc. CSR Activities	Overall rural development of the nearby and surrounding area of the plant	Aligarh, U.P.	1.50	1.50	1.50	Spent directly
	Total			**47.46**	**44.09**	**44.09**	

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
Co-Chairperson
(DIN: 01455782)

Vidula Jalan
Co-Chairperson &
Chairperson – CSR Committee
(DIN: 01474162)

Date : 17th June, 2020
Place : Kolkata

Annexure - 3

Form: MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended on 31st March, 2020

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

To
The Members,
Mangalam Cement Limited
Aditya Nagar, Morak
Dist. - Kota- 326520, Rajasthan

I have conducted the secretarial audit of the compliances 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, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 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) Pursuant to the approval of the Board of Directors, the Company has filed the application with Hon'ble Jaipur Bench of National Company Law Tribunal for approving the Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited.

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

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

Dated : 04/06/2020
Place : Jaipur
UDIN: F005369B000317032

(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- 326520, Rajasthan

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

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. Due to prevailing situation of COVID-19, we are unable to verify the partial information physically, therefore we rely on the information as provided by the Company in electronic mode.

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

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

Dated : 04/06/2020
Place : Jaipur
UDIN: F005369B000317032

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 2020.

A. CONSERVATION OF ENERGY

1. **Energy conservation measures taken:**

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

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

b) Utilisation of 159.18 Lac units Wind Energy (Green Power) for plant captive use.

c) Utilisation of 22637 Tons of Biomass in Kiln-II and 941 Tons of Biomass in CPP.

d) 11 MW Waste Heat Recovery (WHR) plant has been partly commissioned and we have utilised Net Electricity of 5058379 units in FY 2019-20 for plant captive use.

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

a) Installation of balance 5.85 MW Waste Heat Recovery (WHR) plant in our Kiln-I and Kiln-II is in progress and expected to be completed by the second quarter of FY 2020-21.

b) Replacement of DC Motors of Cooler fan No.-5 and Cooler Exhaust fan of Unit-II Clinker Cooler by AC motors along with VFD for energy saving and improvement in reliability.

c) Proposal for replacement of existing clinker cooler with new high efficiency IKN cooler in our Unit- II Kiln. Expected saving in thermal energy will be 40 Kcal/Kg of Clinker.

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 in energy used in both thermal and electrical as well as improvement of quality of cement and overall productivity.

B. TECHNOLOGY ABSORPTION

1. **Significant achievements of In-House R & D facility -**

Quality is the base line at Mangalam Cement Ltd. we employ tight controls and cutting edge technology at every step to ensure superior quality. Special emphasis is placed on Research & Development facilities to augment product quality by significantly reduction in specific consumption of resources, utilization of low grade, industrial waste and blended materials to enhance the life of mines, by improving input raw materials, adopting new technique in analysis and development of new methods to increase proficiency of equipment's, energy efficiency and developing pollution free environment.

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 2019-20 :-**

1. New testing facility for ultimate analysis of solid fuel like Carbon, Hydrogen, Nitrogen etc. as per IS-1350 (Part-IV) 1995 to increase the fuel efficiency.
2. In house construction and installation of Bio mass system for the usage of Bio mass started on regular basis and pneumatic operated flap valve system is incorporated for better fuel efficiency in pyro processing system of Kiln-II.
3. To utilize the waste heat from the pre-heaters and clinker cooler commissioning work of Waste heat Recovery (WHR) Project for Unit-II is completed and partial implementation for Unit-I also.
4. Different type of plastic wastes collected from the surrounding area by local municipal bodies which have been used after shredding in the pyro process as an alternative fuel in Kiln-II.
5. Up gradation of Data Control System (DCS) execution work successfully completed for Unit-II.
6. New rail in motion weigh bridge commissioned in packing plant area.
7. Vibration transmitter installed for HT motors.
8. To prevent cyclone jamming installed additional draft and temperature at bottom indication in bottom cyclone and at feed pipe.
9. Main plant firefighting system made in auto operation.
10. Installation of in house prepared lumps remover on conveying belts to avoid jamming of chutes and damages of belts.
11. Number of auto samplers increased at different locations for better controlling of cement quality.
12. Fabrication and erection of in house prepared Rip Device on clinker and cement belts to avoid belt damages.
13. Development of a system successfully for the use of carbon black.
14. Nano castable refractory is used in Kiln-II inlet area to reduce coating formation and improve the efficiency of operation.
15. Installed PTZ camera's at various locations of the plant to ensure the physical emission level from the stack of the plant for timely corrective action for better environment.
16. Advanced X-Ray (ARL-9900) procurement and installation work completed for better accuracy and precision to ensure the consistency in quality.
17. SNCR commissioned for Unit-I & II as secondary mitigation measures of NOx emission to comply the guideline issued by CPCB/PCB.

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

  Improvement in throughputs, consistency in quality, optimization of raw mix and reduction in cost production, improvement in refractory life, saving in energy consumption, Increase in run rates of equipment's, improvement in environment.

- **Projects under progress and proposed for the year 2020-21 :-**

  UNDER PROGRESS :

  1. Manufacturing of 1000TPD Synthetic Gypsum by intermixing of Phospho-Gypsum and Kota Stone slurry powder project under progress.
  2. New Product Development work is going on.
  3. Implementation of Waste Heat Recovery Project to utilize the waste heat from the pre-heaters and clinker cooler of Unit- I under progress.
  4. Feasibility Study of Mines Limestone beneficiation for utilization of Subgrade Limestone is going on.
  5. Water harvesting system development work is in progress inside the plant.
  6. Bio mass cutting arrangement up to suitable size in CPP.
  7. Bio mass feeding system for Kiln-I is under progress.
  8. SNCR installation work for both CPP to control the NOx emission.
  9. Bio composting machine for bio degradable waste for both colonies.

- **PROPOSED :**

  1. Project for clinker shifting from CSP of unit-II to MGU to avoid clinker feeding and handling.
  2. Kiln-I, preheaters and cooler modification and production enhancement work.
  3. Kiln-II, preheater's modification and production enhancement work along with cooler replacement work for improving heat recuperation and clinker cooling efficiency i.e. overall efficiency improving work.
  4. Conversion of one clinker transfer belt which is shifting clinker from Deep Pan Conveyor (DPC) to plant to MGU to avoid frequent damages (before TT-12).
  5. Increase in Bio mass usages in Power Plant as alternate fuel.
  6. Usage of alternative fuel in pyro processing system to be established in kiln-I.

2. Expenditure on R&D

(₹ in Lacs)

		2019-20
i	Capital	0.71
ii	Recurring Expenses	5.00
iii	Total (i+ii)	5.71
iv	Total R&D Expenditure as a percentage of Total Turnover	0.01

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	₹ 17261.62 Lacs

Aruna Makhan, Director, (DIN: 00025727), Place: New Delhi
N G Khaitan, Director, (DIN: 00020588), Place: Kolkata
Gaurav Goel, Director, (DIN: 00076111), Place: New Delhi
K C Jain, Director, (DIN: 00029985), Place: Hyderabad
Vidula Jalan, Co-Chairperson, (DIN: 01474162), Place: Kolkata
A V Jalan, Co-Chairperson, (DIN: 01455782), Place: Kolkata

Date : 17th June, 2020

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, 2020, the Board of Directors of the Company consists of Six Directors out of which four are Non-Executive 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	0	-	0
2.	Shri N. G. Khaitan	Independent-Non-Executive	6	2	6
3.	Shri Gaurav Goel	Independent-Non-Executive	5	-	1
4.	Shri K. C. Jain	Independent-Non-Executive	0	-	0
5.	Smt. Vidula Jalan	Co-Chairperson, Promoter-Executive	2	-	0
6.	Shri A. V. Jalan	Co-Chairperson, Promoter-Executive	2	-	2

*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, 2020, the Board of Directors had Five(5) meetings - 11th May 2019, 21st June, 2019, 05th August, 2019, 09th November, 2019 and 14th February, 2020.

(ii) The attendance record of the Directors at the Board Meetings during the year ended 31st March, 2020 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	5 out of 5	No
2.	Shri N G Khaitan	5 out of 5	Yes*
3.	Shri Gaurav Goel	3 out of 5	No
4.	Shri K C Jain	5 out of 5	Yes
5.	Smt Vidula Jalan	4 out of 5	Yes
6.	Shri A V Jalan	4 out of 5	Yes

**The Chairman of the Audit Committee and Nomination & Remuneration Committee attended the Annual General Meeting through video conferencing.*

c) Shares and Convertible Instruments held by Directors

Details of Shareholding of Directors as on 31st March, 2020 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, 2020.

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 2019-20 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
- 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.

Name of Directors who have such Core skill, expertise or competenciesare as follows:

Particular of Core skill, expertise or competencies	Name of Directors having Core skill, expertise or competencies
Business Management	Smt. Vidula Jalan Shri Anshuman Vikram Jalan Shri Gaurav Goel
Operations, Finance & General Management	Shri Gaurav Goel Shri K. C. Jain Smt. Aruna Makhan
Accounting, Auditing, Tax, Legal and Risk Advisory Services	Shri N. G. Khaitan Shri K. C. Jain Smt. Aruna Makhan
Expert knowledge in Cement industry	Shri K. C. Jain
Corporate Governance	Shri N. G. Khaitan

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	—
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 Somany Home Innovation Ltd-- Non-Executive - 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 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 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, 2020, the Audit Committee held 5 meetings -11th May 2019, 21st June, 2019, 05th August, 2019, 09th November, 2019 and 14th February, 2020.

✓ 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	5 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, 2020, the Nomination and Remuneration Committee held 3 meetings - 11th May, 2019, 05th August, 2019 and 14th February, 2020.

✓ 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	2 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, 2020 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	-	7,00,000	-	9,00,000	16,00,000
2.	Shri N. G. Khaitan	-	7,00,000	-	7,80,000	14,80,000
3.	Shri Gaurav Goel	-	7,00,000	-	6,40,000	13,40,000
4.	Shri K. C. Jain	-	7,00,000	-	6,90,000	13,90,000
5.	Smt Vidula Jalan	2,28,00,000	1,10,00,000	30,74,683	-	3,68,74,683
6.	Shri A. V. Jalan	2,28,00,000	1,10,00,000	31,91,333	-	3,69,91,333

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. 1,00,000/- for attending each meeting of the Board and Rs. 20,000/- for attending each meeting of various Committees of the Board except Rs. 10,000/- for Share Transfer Committee meeting.

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 three Non-Executive Independent Director. Stakeholder Relationship Committee meetings were held on 05th August, 2019 and 14th February, 2020. Details of the attendance at the meetings held are as follows :

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

*The Board of Directors in its meeting held on 05th August, 2019 reconstituted the composition of committee and Shri K. C. Jain was appointed as Chairman of the Stakeholder Relationship Committee w.e.f 05th August, 2019.

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, 2020 of the shareholders' complaints received and redressed during the financial year :

Nature of Complaint	Complaints received from			Total complaints Received During 2019-20	Total redressed	No. of grievances outstanding as on 31.3.2020
	Investors Directly	Stock Exchanges & SEBI	ROC			
Non-receipt of Dividend warrant(s)	1	Nil	Nil	1	1	Nil
Non-receipt of Share Certificate(s)/ after transfer/demat	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Duplicate Share certificate(s)	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Annual Report(s)	Nil	1	Nil	1	1	Nil
Others	Nil	3	Nil	3	3	Nil
TOTAL	**1**	**4**	**Nil**	**5**	**5**	**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 3 (three) times i.e. on 11th May, 2019, 05th August, 2019 and 14th February, 2020. The Corporate Social Responsibility Committee consists of the following members :-

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

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 11th May, 2019, 18th June, 2019, 25th September, 2019, 08th November, 2019 and 14th February, 2020.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	5 out of 5
2.	Shri A. V. Jalan	Member	5 out of 5
3.	Smt. Vidula Jalan	Member	5 out of 5

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
41st	2016-17	Saturday, 02.09.2017 at 11.30 AM	Club Hall, Mangalam Cement Ltd. Adityanagar 326520, Morak, Dist. Kota, Rajasthan.
42nd	2017-18	Saturday, 08.09.2018 at 11.30 AM	-do-
43rd	2018-19	Thursday, 19.09.2019 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
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.
19.09.2019	• Re-appoint Shri N. G. Khaitan (DIN: 00020588) as an Independent Non-Executive Director • Re-appoint Shri Gaurav Goel (DIN: 00076111) as an Independent Non-Executive Director • Re-appoint Smt. Aruna Makhan (DIN 00025727) as an Independent Non-Executive Director • Appoint Shri K. C. Jain (DIN: 00029985) as an Independent Non-Executive Director • Approve the revision in remuneration of Shri Anshuman Vikram Jalan, Executive Director (DIN: 01455782) of the Company • Approve the revision in remuneration of Smt. Vidula Jalan, Executive Director (DIN: 01474162) of the Company.

(c) Whether any special resolution passed last year through postal ballot and details of voting pattern?

Special Resolutions passed at the last Annual General Meeting of the Company were not through Postal Ballot.

(d) Person who conducted the postal ballot exercise?

Not Applicable.

(e) Whether any special resolution is proposed to be conducted through Postal Ballot?

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

(f) Procedure for postal ballot?

The procedure for postal ballot is as per the provisions contained in this behalf in the Companies Act, 2013 and rules made thereunder namely The Companies (Management and Administration) Rules, 2014.

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. LLP, the firms in which Non Executive - Independent Director of the Company i.e. Mr. N G Khaitan is a partner and paid/payable a sum of Rs. 69.34 lacs as fees. The amount paid does not form a significant portion of the revenue of 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.There is no non-compliance of any of the requirements of corporate governance report as required under the Listing Regulations.

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 2019-20 is Rs. 22,67,200/-.

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, Shri Anshuman Vikram Jalan, was re-appointed as Wholetime Director designated as Executive Director with effect from 1st April, 2017 for further period of three years. Shri Anshuman Vikram Jalan 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.

Further Shri Anshuman Vikram Jalan, was appointed as Co-Chairperson of the Company w.e.f. 05th August, 2019.

Further the Board of Directors at its meeting held on 14th February, 2020, subject to the approval of Shareholders, re-appointed Shri Anshuman Vikram Jalan, Co-Chairperson of the Company as Whole Time Director for further period of three years with effect from 1st April, 2020.

The other Public Companies in which he holds directorship are Pilani Investment and Industries Corporation Ltd. and Vidula Consultancy Services Ltd.

Shares held in the Company	:	40,000 Equity Shares
Relationship with other Directors	:	Shri Anshuman Vikram Jalan, Co-Chairperson 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) **44th Annual General Meeting:**

Date, Time and Venue

Day and Date	:	Friday, 25th September, 2020
Time	:	2.00 PM (Indian Standard Time)
Venue	:	Through Video Conferencing/ Other Audio Visual Means (Deemed Venue of Meeting : Registered Office: P. O. Adityanagar 326520, Morak, Dist. Kota (Rajasthan)

(b) **Book Closure:**

From Saturday, 19th September, 2020 to Friday, 25th September, 2020, 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 2020-2021 :**

(i)	Financial Year	1st April, 2020 to 31st March, 2021
(ii)	First Quarterly Results for Quarter ending 30th June, 2020	On or before 14th August, 2020
(iii)	Second Quarterly Results for the quarter ending 30th Sept, 2020	On or before 14th November, 2020
(iv)	Third Quarterly Results for the Quarter ending 31st December, 2020	On or before 14th February, 2021
(v)	Annual Results for the Year ending 31st March, 2021	On or before 30th May, 2021

(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 2020-21 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

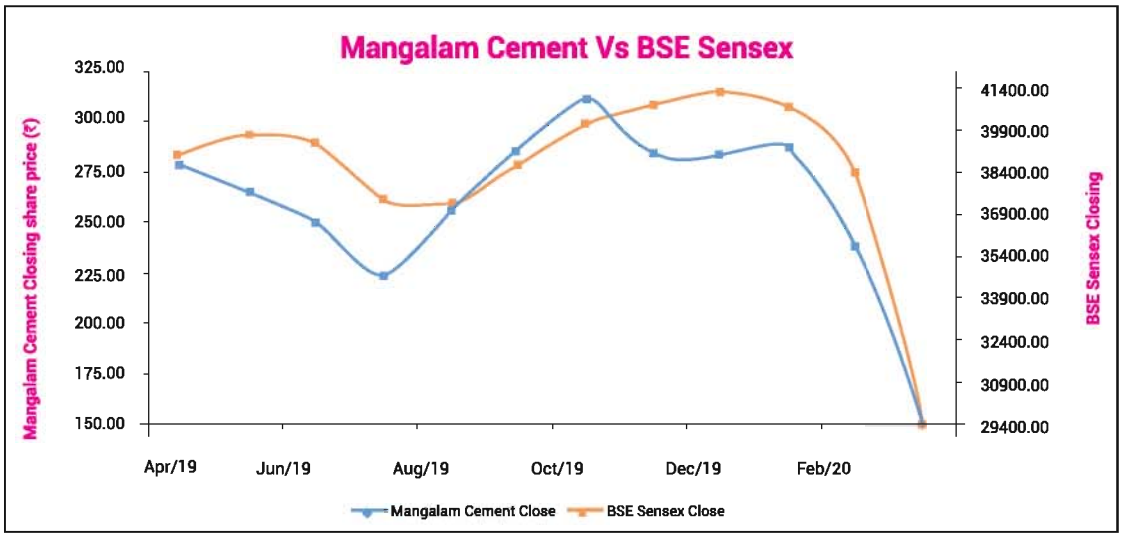
(h) **Market Price Data:**

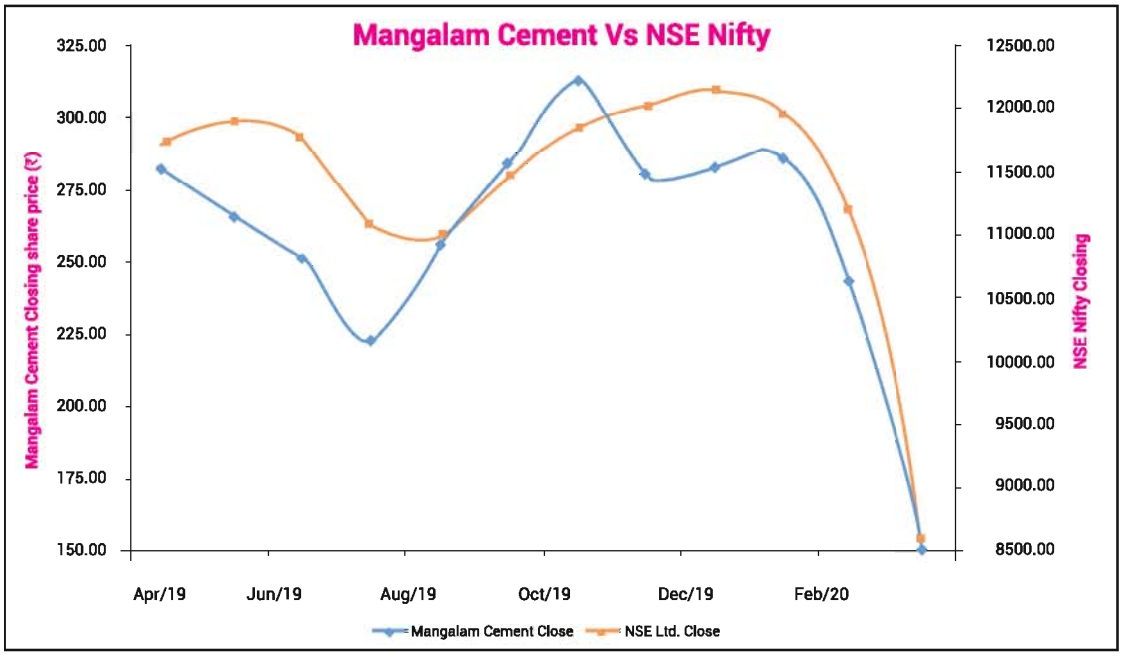
a. The high/low market price of the Equity Shares during the year 2019-20 at the BSE Limited and at National Stock Exchange of India Ltd, were as under :

(In ₹ per Share)

Month	BSE Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
Apr-19	282.00	254.20	285.00	256.95
May-19	288.00	235.00	286.00	234.50
Jun-19	276.00	227.00	278.25	226.25
Jul-19	260.80	207.60	261.05	210.00
Aug-19	270.50	210.20	270.95	211.50
Sep-19	334.00	239.45	319.50	240.00
Oct-19	339.90	271.00	333.00	280.25
Nov-19	330.00	275.90	330.05	272.25
Dec-19	293.00	256.45	292.70	256.30
Jan-20	333.35	282.30	333.40	281.50
Feb-20	299.80	235.60	299.80	232.00
Mar-20	250.90	115.65	257.00	116.50

b. The Company's closing share price movement during the Financial Year 2019-20 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, 2020 is given below.

S.No.	No. of Equity Shares	No. of shareholders	No. of shares	Percentage of Shareholding
1.	1 to 500	15092	1682853	6.304
2.	501 to 1000	755	601218	2.252
3.	1001 to 2000	358	541358	2.028
4.	2001 to 3000	115	295482	1.107
5.	3001 to 4000	47	171973	0.644
6.	4001 to 5000	51	242183	0.907
7.	5001 to 10,000	67	502395	1.882
8.	10001 and above	114	22656318	84.876
	Total	**16599**	**26693780**	**100.00**

(l) **Shareholding Pattern as at 31st March, 2020:**

S.No	Category	No. of Equity shares	Percentage
1.	Promoters	5561089	20.83
2.	Resident Individuals/HUF's	11106955	41.61
3.	Body Corporate/Trusts/Partnerships	5079407	19.03
4.	Mutual Funds, Banks, NBFCand Govt Institutions/ Insurance Companies/Clearing Members	4264077	15.97
5.	FIIs, NRIs, OCBs	556757	2.09
6.	IEPF	125495	0.47
	Total	**26693780**	**100.00**

(m) **Dematerialisation of Shares**

As on 31st March, 2020, 99.01% of the Company's total equity shares representing 2,64,29,169 shares were held in dematerialized form and balance 0.99% representing 2,64,611shares 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 2019-20, 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 2019-20, 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 reaffirmed the rating for long term facilities/instruments of the Company to CARE A+ (Single A plus), which shows the stable outlook.

CARE has also reaffirmed its rating for Company's short term facilities to CARE A1 (A One), which shows the stable outlook.

Further CARE has reaffirmed its rating for Company's Commercial paper issuance from 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**

The Company have two Co-Chairpersons and does not have Managing Director.

e. **Reporting of Internal Auditors**

The Internal auditor periodically reports to the Audit Committee

Aruna Makhan, Director, (DIN: 00025727), Place: New Delhi
N G Khaitan, Director, (DIN: 00020588), Place: Kolkata
Gaurav Goel, Director, (DIN: 00076111), Place: New Delhi
K C Jain, Director, (DIN: 00029985), Place: Hyderabad
Vidula Jalan, Co-Chairperson, (DIN: 01474162), Place: Kolkata
A V Jalan, Co-Chairperson, (DIN: 01455782), Place: Kolkata

Date : 17th June, 2020

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, 2020 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: Kolkata	President (Corporate)	Co-Chairperson
Date: 17th June, 2020	& 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, 2020.

Place: Kolkata	**A. V. JALAN**
Date: 17th June, 2020	Co-Chairperson

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of Mangalam Cement Ltd.
Aditya Nagar, Morak, Kota (Raj.) - 326520

1. The Corporate Governance Report prepared by Mangalam Cement Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2020. This report is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors of the Company are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes (Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and according to the information and explanations given to us, that we are of the opinion that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2020, referred to in paragraph 1 above.

Other Matters and Restriction on Use

8. This report 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.
9. This report is addressed to and provided to the Members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

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

Bimal Kumar Sipani
Partner
Membership Number: 088926
UDIN : 20088926AAAAEK4429

Date : June 17, 2020
Place : Noida (Delhi-NCR)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
Mangalam Cement Limited
Aditya Nagar, Morak, District: Kota-326520, Rajasthan

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mangalam Cement Limited having CIN:L26943RJ1976PLC001705 and having registered office at Aditya Nagar, Morak, District: Kota-326 520, Rajasthan (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations, representations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority :

S. No.	Name of Director	DIN	Date of appointment in the Company
1	Aruna Makhan	00025727	05/05/2012
2	Nand Gopal Khaitan	00020588	23/10/2000
3	Gaurav Goel	00076111	05/05/2012
4	Kamal Chand Jain	00029985	05/05/2012
5	Vidula Jalan	01474162	30/07/2009
6	Anshuman Vikram Jalan	01455782	30/07/2009

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

For P. Pincha & Associates
Company Secretaries

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

Place : Jaipur
Date : 04/06/2020
UDIN : F005369B000317001

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.

Business Responsibility Report

Section A: General Information about the Company :

1.	Corporate Identity Number (CIN) of the Company	L26943RJ1976PLC001705			
2.	Name of the Company	Mangalam Cement Ltd.			
3.	Registered Address	P. 0. Aditya Nagar-326520 Morak, Dist. Kota Rajasthan			
4.	Website	www.mangalamcement.com			
5.	E-mail ID	shares@mangalamcement.com			
6.	Financial Year Reported	01.04.2019 to 31.03.2020			
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	**Sector** Cement	**industrial activity code** 2394		
8.	List three key products/services that the Company manufactures/provides (as in the balance sheet)	Cement Clinker			
9.	Total number of locations where business activity is undertaken by the Company	(i) Number of International Locations: NIL (ii) Number of National Locations:2 National Locations have manufacturing units.			
10.	Markets served by the Company	Local ✓	State ✓	National ✓	International ✗

Section B: Financial Details of the Company :

1.	Paid-up Capital (INR)	2669.38 (in Lacs)
2.	Total Turnover (INR)	122825.10 (in Lacs)
3.	Total Profit after taxes (INR)	7590.21 (in Lacs)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.84% of average net profit of last three financial years computed as per Section 198 of the Companies Act, 2013 (CSR spent is Rs. 44.09 Lacs).
5.	List of Activities in which expenditure in 4 above has been incurred	Please refer details of CSR initiatives undertaken by the Company as available in the Annexure-2 of the Board's Report.

Section C: Other Details :

1. Does the Company have any Subsidiary Company/Companies?

   No

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s):

   Not Applicable

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:

   Other entities do participate to the extent possible but their participation level cannot be measured and expressed in terms of percentage.

Section D: BR Information:

1. **Details of Director/Directors responsible for BR:**

(a)	**Details of the Director/Directors responsible for implementation of the BR Policy/Policies**		
(i)	DIN Number	01474162	01455782
(ii)	Name	Smt. Vidula Jalan	Shri A. V. Jalan
(iii)	Designation	Co-Chairperson	Co-Chairperson
(b)	**Details of the BR Head**		
S. No.	**Particulars**	**Details**	
(i)	DIN Number (if applicable)	-	
(ii)	Name	Shri Yaswant Mishra	
(iii)	Designation	President (Corporate) &CFO	
(iv)	Telephone number	9830025589	
(v)	e-mail id	yaswant@mangalamcement.com	

2. Principle-wise (as per NVGs) BR Policy/Policies (Reply in Y/N):

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs have identified nine areas of Business Responsibility which have been coined in the form of nine business principles. These principles are as under -

P-1	Businesses should conduct and govern themselves with ethics, Transparency and Accountability.
P-2	Businesses should provide goods and services that are safe and contribute to sustainability through their life cycle.
P-3	Businesses should promote the wellbeing of all employees.
P-4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P-5	Businesses should respect and promote human rights.
P-6	Businesses should respect, protect and make efforts to restore the environment.
P-7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P-8	Businesses should support inclusive growth and equitable development.
P-9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

2a. Details of Compliances (Reply in Y/N):

S. No.	Questions	P-1	P-2	P-3	P-4	P-5	P-6	P-7	P-8	P-9
1.	Do you have policy/policies for...	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Does the policy conform to any National/International Standards? If yes, specify? (50 Words).	Company has adopted various standards specified by the International Organization for Standardization (ISO). These are: 1. IS 18001:2007 for OHS (Bureau of Indian Standard, GoI) 2. ISO 9001: 2015 for Quality Management Systems (QMS) (Bureau of Indian Standard, GoI) 3. ISO 14001: 2015 for Environment Management Systems (EMS) (Bureau of Indian Standard, GoI) 4. ISO 50001: 2018 Energy Management Systems (EnMS) (S.G.S, Kolkata)								
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/Owner/CEO/Appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5.	Does the Company have a specified Committee of the Board/Director/Official to oversee the implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Indicate the link for the policy to be viewed online?	**www.mangalamcement.com/codes_policies.php**								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
8.	Does the Company have in-house structure to implement the policy/policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Our all four ISO systems i.e. IS 18001:2007 for OHS, ISO 9001: 2015 for Quality Management Systems (QMS), ISO 14001: 2015 for Environment Management Systems (EMS), ISO 50001: 2018 Energy Management Systems (EnMS) are being audited at regular interval by certifying agencies BIS (GoI) & SGS, Kolkata.								

2b. If answer to Sr. No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

S. No.	Questions	P-1	P-2	P-3	P-4	P-5	P-6	P-7	P-8	P-9
1.	The company has not understood the Principles.	–	–	–	–	–	–	–	–	–
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified Principles	–	–	–	–	–	–	–	–	–
3.	The company does not have financial or manpower resources available for the task	–	–	–	–	–	–	–	–	–
4.	It is planned to be done within next 6 months	–	–	–	–	–	–	–	–	–
5.	It is planned to be done within the next 1 year	–	–	–	–	–	–	–	–	–
6.	Any other reason (please specify)	–	–	–	–	–	–	–	–	–

3. Governance related to BR

a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

Since it is first time, where the Business Responsibility report is applicable to the Company, accordingly the Board of Directors/its committee shall annually review the Business Responsibility performance of the Company.

b. Does the Company publish a BR? What is the hyperlink for viewing this report? How frequently it is published?

Since it is first time, where the Business Responsibility report is applicable to the Company. The Business Responsibility report for Financial Year 2019-20 will accessed at the website of the Company i.e. www.mangalamcement.com.It will be published on annual basis with annual report.

Section E: Principle- wise performance

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

a. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/ Joint Venture/Suppliers/Contractors/NGOs/Others?

We are having Code of Conduct Policy in which values, ethics and norms of behavior expected from the company, and, from all of us.The Company, as far as possible, encourages all the associated parties including vendors, suppliers and contractors to follow the principles envisaged in the policy.

b. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof in about 50 words or so

There were 3 complaints received from the stakeholders during the year 2019 - 20. All these complaints were properly attended and necessary steps were carried out in respect of complaints which were received as part of vigil mechanism.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company is engaged in the business of cement manufacturing. The Company always concerns about social impact of the products which the company manufactures and make best possible efforts to reduce the adverse impact on society & environment. The Company always focuses on making a green, healthy and pollution free environment. Apart from this, Company's efforts in addressing environmental concerns in manufacturing of cement includes the Installation/ up-gradation of pollution control equipment at various locations for further emission reduction and implementation of Continuous Ambient Air Quality Monitoring System (CAAQMS) and Continuous Emission Monitoring System (CEMS) for better emission monitoring. The Company consumes alternative materials like fly ash, chemical gypsum, phospho-gypsum, Kota Stone Slurry etc., which helps in conserving natural raw materials used for the cement production.

2. For each such product, provide following details in respect of resource use (energy, water, raw material etc.) as per unit of product (optional):

a. Reduction during sourcing/production/distribution achieved since the previous year through the value chain?

The Company has always its best practice about uses of best-in-class technology and processes which use resources optimally and leave minimal footprints. Recycling/ reuse of water, rain water harvesting and recharging of ground water are adopted at our both manufacturing sites. Company has tried to increase its procurements and consumption of lower cost fuel, optimize the utilization from its renewable energy sources such as its wind turbines, Waste Heat Recovery (WHR) based power plant and utilization of alternative fuels. The Company has laid great emphasis on ecological balance and sustainable development.

b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

As above mentioned about the product of the company are used for a variety of purposes and by a diverse and large number of consumers, it is not feasible to identify the reduction of resource usage by the consumers.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so.

The Company having ethical practices to promote the health, safety, human resource practices, work environment etc. within the Company, associated vendors/suppliers and transporters. All vendors and transporters compulsorily comply all relevant statutory laws along with environment, health and safety standards. Company gives preference to vendors which comply with the various principles of sustainability. Besides, the criteria used for selection of supplies, vendors go beyond cost relevant include resource efficiency, product quality, life cycle, environment impact, etc. this apart, the Company continuously strives for load and route optimization to ensure fuel and environmental efficiency of the fleets. The Company has its own railway siding to reduce road transportation and associated environment pollution. Almost all our limestone requirements for cement production are being met from captive mines which are adjacent to the cement manufacturing plants which helps us to minimize transportation.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

In order to sustainable development, the Company encouraged the local and small vendors around its plants. Various training programmes also were conducted to improve their capacity and capability. The Company procures most of its goods and services from help places near to the operating plants in order to get timely supplies, and this also help in improving/ developing Socio-economic conditions including increasing local employment. Company time to time takes several steps for capacity building of local and small vendors.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as<5%, 5-10%, >10%). Also provide details thereof in 50 words or so.

The cement manufacturing process does not generate any major waste or by-products. However, fly ash generated in our captive thermal power plants is 100% consumed by us while producing blended cement. The Company also consumes fly ash, chemical gypsum, phospho-gypsum etc. that are waste or by-products generated by other industries, while producing blended cement.

Principle 3 - Businesses should promote the wellbeing of all employees.

1. Please indicate the Total number of permanent employees.

The total number of employees as on 31st March, 2020 were 1057.

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.

Total temporary/Contractual/Casual employees including retainers were 1527 as on 31st March, 2020.

3. Please indicate the number of permanent women employees.

There were 14 permanent women employees as on 31st March, 2020.

4. Please indicate the number of permanent employees with disabilities.

There were 3 permanent employees with disabilities as on 31st March, 2020.

5. **Do you have an employee association that is recognized by management?**

Yes, the Company has recognized trade union affiliated to various trade union body i. e. Indian National Trade Union Congress INTUC

6. **What percentage of your permanent employees is members of this recognized employee association?**

40% of total permanent employees are members of above trade union.

7. **Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

Sl. No.	Category	No. of complaints filed during the financial year	No. of complaints pending as at end of the financial year
1.	Child labour/forced Labour/involuntary labour	**Nil**	**Nil**
2.	Sexual harassment	**Nil**	**Nil**
3.	Discriminatory employment	**Nil**	**Nil**

8. **What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?**

S.No	Type of Employee	Total No. as on 31st March 2020	Training imparted to no. of persons during the year	% Training
(a)	Permanent Employees	1057	755	71%
(b)	Permanent Women Employees	14	6	43%
(c)	Casual/Temporary/Contractual Employees	1527	1324	86%
(d)	Employees with Disabilities	3	3	100%

*includes employees hired through contractors including retainers, Casual/ Contractual employees were covered under safety & compliance training

Principle 4: Businesses should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. **Has the company mapped its internal and external stakeholders? Yes/No.**

Yes, we have a long-standing history of carrying out community service, long before it became mandatory to invest in community engagement. We believe that a continuous, long-term and need-based CSR approach enhances the quality of life of the country, ensures a social license to operate, reduces the risk of community disruptions and aids in predicting and mitigating social issues. Our implementation approach is centered around two enablers: engagement and empowerment.

2. **Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

We regularly engage with local communities to understand the impact of our operations, as well as identification & mitigation of grievances. Based on the insights, we conduct CSR initiatives to empower the communities with holistic growth opportunities.

3. **Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof in 50 words or so.**

The initiatives are undertaken in focus areas such as healthcare, education, infrastructure, sustainable livelihood and social reform.

Principle 5: Businesses should respect and promote human rights.

1. **Does the policy of the Company on Human Rights cover only the Company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?**

Human Rights

- Support and respect the protection of internationally proclaimed human rights.
- Make sure that we are not complicit in human rights abuses.

- Uphold the freedom of association and the effective recognition of the right to collective bargaining.
- Elimination of all forms of forced and compulsory labour.
- Abolition of child labour.
- Elimination of discrimination in respect of employment and occupation.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

   Company did not receive any Complaint related to Human Rights during the last financial year.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment.

1. **Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/Others?**

   Quality, Environment, Health and Safety is one of the primary focus areas for our Company. Company's IMS policy is to consider compliance to all statutory requirements as the maximum performance standard and is committed to go beyond and adopt stricter standards wherever appropriate. Company encourage to its employees and their families to actively participate in our plantation drives for the healthy environment. Company is committed to ensure a secured business environment with proactive awareness, appraisal and mitigation measures. IMS policy is applicable and admissible within the Company to the maximum extent possible. The Company makes sure that it is implemented at not only all levels within the organization but also with the suppliers/ contractors/ NGO dealing with the Company. Company has encouraged them to maintain ethical standards in all their practices.

2. **Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Yes/No. If yes, please give hyperlink for webpage etc.**

   Yes. The Company is always faithful in addressing the Global Environmental matter like climate change, global warming and reducing emission by taking the following steps. 1. Clinker substitute by fly ash in making blended cement. 2. Installation of equipment which helps in controlling harmful emission, 3. Installed Waste Heat Recovery (WHR) based power plant, Installed wind turbines etc.http://www.mangalamcement.com/renewal-energy.php

   The Company is always dedicated in making efforts to reduce its ecological footprint. The Company has also framed an IMS policy to implement holistic approach to manage its carbon footprint and develop a proactive top level drive for tackling Climate Change issues within the organization. Company also believes that Globalenvironmental issues are addressed as a part of our business context.

3. **Does the company identify and assess potential environmental risks? Yes/No.**

   Yes, the Company products do not have any adverse impact on the environment. Company has also an Integrated Management System (QMS, EMS, OHSMS) to identify and assess risks including environment risk and company continuously alert for such environment risk. The system is review and revised every year and audited by BIS, New Delhi for continual improvement.

4. **Does the company have any project related to Clean Development Mechanism? If so, provide details thereof in, about 50 words or so. If yes, whether any environmental compliance report is filed?**

   No project under Clean Development Mechanism is registered.

5. **Has the Company undertaken any other initiatives on - Clean Technology, Energy Efficiency, Renewable Energy, etc. Yes/ No. If yes, please give hyperlink for web page etc.**

   - Mangalam Cement operates wind turbines of an aggregate capacity of 13.65 MW at Jaisalmer, Rajasthan; reducing an equivalent of 22,700 MT of CO_2 emissions by replacing fossil fuel. http://www.mangalamcement.com/renewal-energy.php
   - Company has installed Waste Heat Recovery based Power Plant with capacity of 11 MW power generation for clean technology & energy efficiency.

6. **Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

   Emission/ waste generated by the Company were within the permissible limits sets by CPCB/ SPCB for the relevant financial year. The Company ensures submission of report on the emission levels to CPCB/ SPCB at regular intervals.

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

   Any show cause/ legal notice is not pending at the end of financial year 2019-2020.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

1. **Is your company a member of any trade and chamber or association? If yes, Name only those major ones that your business deals with:**

   The company is member of following trade chambers, association and forums which make efforts towards climate change, global warming and sustainable business development-

   - Cement Manufacturers' Association (CMA)
   - Bureau of Energy Efficiency (BEE)
   - Federation of Indian Chamber of Commerce and Industry (FICCI)
   - National Council for Cement & Building Materials (NCCBM)
   - Employer Association of Rajasthan, Jaipur
   - Divisional Employer Association, Kota

2. **Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).**

   Yes, the Company has utilized these forums for advocating framing of policies for advancement of public good. Some of them are as below:

   - Industrial Code 2019 (Proposed and released by Govt. of India)
   - ESI Dispensary to open in Morak
   - PF new amendment

Principle 8: Businesses should support inclusive growth and equitable development.

1. **Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

   Yes, the company has specified programmes/ Initiatives/ projects in pursuit of the policy in a developing country like India, education, healthcare and skill enhancement are critical to leverage the country's huge demographic advantage and unleash its hidden potential. At Mangalam, we are doing our part in a modest way. We are strengthening our community engagements and helping people realize their potential.

2. **Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?**

   The projects are undertaken by In House team, in coordination with external agencies like Gram Panchayats, Government institutions.

3. **Have you done any impact assessment of your initiative?**

   Yes, we have done impact assessment of our initiatives through Gram Panchayat.

4. **What is your Company's direct contribution to Community Development Projects- Amount in INR and the details of the projects undertaken?**

   Company has spent an amount of Rs. 44.09 lacs on various CSR activities during the year 2019-20. The details of the amount incurred and areas covered are given under CSR report i.e. Annexure-2 of the Director's Report.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

   Skill Development Programme

   - We provided employable skills to rural youth by providing skill development programmes.
   - Tailoring (148 beneficiaries)
   - Computer Training Program (137 beneficiaries)
   - Vehicle Driving (81 beneficiaries)

Health

- Village Health Camps: Periodic medical camps were organized in adjacent villages and free consultancy was provided. This was done as part of our commitment to ensure good health for the community.
- Adoption of CHC Morak: Under the scheme of Government of Rajasthan, we adopted CHC Morak for their maintenance and refurbishment, including supplies of equipment.
- Financial assistance to Hospital: We provided financial assistance of Rs. 1 crore to Rajkiya Mangalam Hospital.
- Medical Treatment: Mangalam Mahila Mandal Welfare Society extended financial assistance for treat of the underprivileged.
- Blood donation camp: We organized blood donation camp in collaboration with Kota blood bank; 312 units of blood were collected from Mangalam employees, family members and donor of adopted villages.

Yes. Company has a process of engaging with local community to understand their concern. CSR activities are carried out on a need based approach, which are developed by the CSR team after interaction with local community.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

1. **What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

   Ans: 2

   Company regularly conducts meetings with customers to educate, appraised and understand their concern. All the queries/concerns are taken up and resolved immediately to the satisfaction of the customer. Despite that, there were 2 complaints/consumer case are pending as on 31st March, 2020.

2. **Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)**

   Ans:

   Company displays all information as mandated by the regulations to ensure full compliance with relevant laws.

3. **Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

   Ans:

   There is no case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.

4. **Did your Company carry out any consumer survey/consumer satisfaction trends?**

   Ans:

   Yes. your Company carry out consumer survey/consumer satisfaction trends from time to time.

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 Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit 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.

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, 2020. 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.

S. N.	Key Audit Matter	How our audit addressed the key audit matter
1.	**Revenue Recognition**	
	For the financial year ended 31 March, 2020, the Company has recorded revenue amounting to Rs. 122825.10 Lakhs. The accounting policies for revenue recognition are set out in Note 2 to the financial statements and the different revenue streams of the Company have been disclosed in Note 31 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. Due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the financial statements.	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. We found the Company's revenue recognition to be consistent with its accounting policy as disclosed in Note 2 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 Non Current and Current investments**	
	As at March 31, 2020, the total carrying amount of investments were Rs. 6517.16 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.	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, 2020 determined as per fair valuation methods described in Ind-AS 113 "Fair Value Measurement". Based on the audit procedures performed we are satisfied with existence and valuation of investment.

S.N.	Key Audit Matter	How our audit addressed the key audit matter
	Evaluation of uncertain tax positions	
	Refer Notes 29 and 41.2 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. There are several pending legal and regulatory cases against the Company across various jurisdictions. Accordingly, management exercises its judgement in estimation of provision required in respect of such cases. The evaluation of management's judgements, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the ranges of potential financial settlement have been a matter of most significance during the current year audit. Accordingly, due to complexity/ judgement involved in outcome of these litigations. Uncertain tax positions was determined to be a key audit matter in our audit of the financial statements.	We have obtained details of complete tax assessments and demands raised till March 31, 2020 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 tax provision and the possible outcome of the disputes. In respect of various tax demands and liabilities, we assessed the appropriateness of management's assumptions, estimates and disclosure / adjustments in the financial statements.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditor's report thereon.The annual report is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available 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.When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 the 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial 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 Act, 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.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2020 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.

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 Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

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

(g) In our opinion, the managerial remuneration for the year ended March 31, 2020 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;

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

i. The Company has disclosed the impact of pending litigations on its financial position in itsfinancial statements - Refer Note 41.2 to the financial statements;

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

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

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

Bimal Kumar Sipani
Partner
Membership Number: 088926
UDIN: 20088926AAAAEL2557

Date: June 17, 2020
Place: Noida (Delhi - NCR)

Annexure–A 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 property, plant & equipment.

b. The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and nature its property, plant and equipment. As informed to us, due to lockdown imposed by Central Government of India due to Covid-19 pandemic, no physical verification of property, plant & equipment covered by the regular programme were carried out.

c. The title deeds of immovable properties included in property, plant & equipment [note no. 3 to the financial statements] are held in the name of the Company.

(ii). The management has conducted physical verification of inventories, except stock in transit & inventories 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). The Company has complied with provisions of section 186 of the Companies Act, 2013 with respect of loan granted and investment made during the year. 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 deposit covered under sections73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year. Therefore, 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 Govemment for the maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of the Company's products to which the said rules are applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have not, however, 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 generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance,income-tax, goods and service tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, where applicable, deducted/ accrued in the books, with the appropriate authorities. There was no undisputed outstanding statutory dues as at the year end 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 of income tax, sales tax, service tax, duty of customs, duty of excise,goods and service tax and value added tax on account of any dispute, other than the following :

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	1500.05	2006 to 2008 and 2012 - 2013	High Court
		1.51	2005	CESTAT, New Delhi
		116.12	2012 to 2013	Commissioner
		156.31	2006 to 2017	Assistant Commissioner
	Excise Duty	4780.18	2008 to 2017	Commissioner
Income Tax Act, 1961	Income Tax	941.17	AY 2009-10 to AY 2011-12 to 2012-13	Supreme Court
		82.29	AY 2013-14	CIT(Appeals)
Sales Tax (Rajasthan)	Sales-tax Incentive and interest thereon	4161.84#	2003-08	Supreme Court
Finance act, 1994	Service Tax	105.45	2010 to 2011	Supreme Court
		342.76	2011 to 2015	High Court
		1200.42	2013 to 2017	CESTAT, New Delhi
		112.31	2010 to 2015	Addl. Commissioner
		44.83	2016 to 2017	Addl. Commissioner
		11.86	2013-14	Superintendent

*Net of amount paid under protest.

Since decided in the favor of the Company however department has filed appeal in Supreme Court

(viii). The Company has not defaulted in repayment of dues to bank, financial institutions and Government. The Company did not have dues to debenture holders.

(ix) During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Term loans raised during the year were applied for the purpose for which loan was 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) The managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, 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, transactions with the related parties identified by the Company, are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them. 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.Therefore, the provisions of clause 3(xvi) of the Order are not applicable.

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

Bimal Kumar Sipani
Partner
Membership Number: 088926
UDIN: 20088926AAAAEL2557

Date: June 17, 2020
Place: Noida (Delhi - NCR)

Annexure–B

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 March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the 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. 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 as 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 of 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to 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 controls with reference to financial statements 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 March 31, 2020, 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 needs to be further strengthened.

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

Bimal Kumar Sipani
Partner
Membership Number: 088926
UDIN: 20088926AAAAEL2557

Date: June 17, 2020
Place: Noida (Delhi - NCR)

Balance Sheet

as at March 31st, 2020

(All amounts are in ₹ in Lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31st, 2020	As at March 31st, 2019
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	88,745.87	81,088.06
(b) Capital work-in-progress		2,073.88	7,299.08
(c) Right-of-use assets	4	1,925.25	-
(d) Other intangible assets	5	872.62	1,002.56
(e) Financial assets			
(i) Investments	6	3,485.22	2,758.78
(ii) Others financial assets	7	1,019.40	942.27
(f) Other non-current assets	8	7,833.07	2,282.57
Total-Non current assets		**1,05,955.31**	**95,373.32**
(2) Current assets			
(a) Inventories	9	16,417.99	11,663.42
(b) Financial assets			
(i) Investments	10	3,031.94	538.63
(ii) Trade receivables	11	2,691.14	3,523.95
(iii) Cash and cash equivalents	12	6,332.00	66.53
(iv) Bank balances other than (iii) above	13	2,030.59	1,307.08
(v) Loans	14	7,872.71	12,220.00
(vi) Other financial assets	15	2,733.76	1,988.94
(c) Current tax assets (Net)	16	494.16	581.27
(d) Other current assets	17	11,708.19	14,143.06
Total-Current assets		**53,312.48**	**46,032.88**
TOTAL ASSETS		**1,59,267.79**	**1,41,406.20**
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	18	2,669.38	2,669.38
(b) Other equity		54,921.26	47,677.83
Total-Equity		**57,590.64**	**50,347.21**
LIABILITIES			
(1) Non-current liabilities			
(a) Filancial liabilities			
(i) Borrowings	19	34,834.55	29,178.85
(ii) Lease liabilities		105.00	-
(iii) Other financial liabilities	20	4,331.00	3,967.25
(b) Provisions	21	2,283.28	1,897.20
(c) Deferred tax liabilities (Net)	22	5,651.42	3,601.53
(d) Other non-current liabilities	23	209.92	-
Total-Non current liabilities		**47,415.17**	**38,644.83**
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	14,421.91	11,376.76
(ii) Lease liabilities	25	50.12	-
(iii) Trade payables	26		
Total outstanding dues of micro enterprises and small enterprises		1.53	126.89
Total outstanding dues of creditor other than micro enterprises and small enterprises		18,036.14	16,545.19
(iv) Other financial liabilities	27	14,121.89	16,822.77
(b) Other current liabilities	28	5,130.42	5,671.09
(c) Provisions	29	1,735.89	1,871.46
(d) Current tax liabilities (Net)	30	764.08	-
Total-Current liabilities		**54,261.98**	**52,414.16**
TOTAL EQUITY AND LIABILITIES		**1,59,267.79**	**1,41,406.20**

Notes forming part of financial statements **1-42**

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Place: Noida (Delhi - NCR)
Date : June 17, 2020

For and on behalf of Board of Directors
Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Co-Chairperson
A V Jalan, Co-Chairperson

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

Statement of Profit and Loss

for the Year ended March 31st, 2020

(All amounts are in ₹ in Lakhs, unless otherwise stated)

Particulars	Note No.	For the Year ended March 31st, 2020	For the Year ended March 31st, 2019
I INCOME			
Revenue from operations	31	1,22,825.10	1,19,959.65
Other income	32	2,972.58	2,389.64
Total Income (I)		**1,25,797.68**	**1,22,349.29**
II EXPENSES			
Cost of materials consumed	33	19,719.16	19,926.62
Changes in inventories of finished goods and work-in-progress	34	(5,487.44)	1,369.38
Employee benefits expense	35	10,877.09	8,894.29
Finance costs	36	6,327.50	5,078.24
Depreciation and amortization expense	37	4,867.50	4,612.47
Other expenses	38	77,779.83	84,060.72
Total Expenses (II)		**1,14,083.64**	**1,23,941.72**
III Profit / (Loss) before Exceptional Item and tax (I-II)		**11,714.04**	**(1,592.43)**
Exceptional item		-	-
IV Profit / (Loss) before tax		**11,714.04**	**(1,592.43)**
V Tax expense :	39		
Current tax/MAT		1,919.36	-
Income Tax Expenditure for Earlier Year (Net)		77.77	(33.81)
Deferred tax charge/(credit)	22	2,126.70	(584.90)
VI Profit / (Loss) for the Year (IV-V)		**7,590.21**	**(973.72)**
VII Other Comprehensive Income (net of tax)	40		
(a) (i) **Items that will not be reclassified to profit or loss**			
- Re-measurement of the net defined benefit plan		(198.34)	22.44
- Changes in fair value of equity instruments through other comprehensive Income		(64.35)	(33.47)
(ii) **Income tax relating to items that will not be reclassified to profit or loss**		76.81	(3.95)
(b) (i) **Items that will be reclassified to profit and loss**		-	-
(ii) **Income tax relating to items that will be reclassified to profit or loss**		-	-
Total-Other Comprehensive Income (net of tax) (VII)		**(185.88)**	**(14.98)**
VIII Total Comprehensive Income for the Year (VI+VII)		**7,404.33**	**(988.70)**
Earnings per equity share	41.1		
[Nominal Value per share: ₹10 (Previous Year : ₹10)]			
(a) Basic - ₹		**28.43**	**(3.65)**
(b) Diluted - ₹		**28.43**	**(3.65)**

Accounting policies and notes to financial statements **1-42**

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Place: Noida (Delhi - NCR)
Date : June 17, 2020

For and on behalf of Board of Directors
Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Co-Chairperson
A V Jalan, Co-Chairperson

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

Cash Flow Statement

for the Year ended March 31st, 2020

(All amounts are in ₹ in Lakhs, unless otherwise stated)

Particulars	For the Year ended March 31st, 2020	For the Year ended March 31st, 2019
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Net profit / (Loss) before tax	11,714.04	(1,592.43)
Adjustments for:		
Depreciation and amortization expense	4,867.50	4,612.47
Finance costs	6,327.50	5,078.24
Interest income	(1,849.21)	(659.72)
Net loss on sale of property, plant and equipment	15.25	14.90
(Gain) / Loss on foreign exchange fluctuation	-	14.06
Gain on fair valuation of financial assets measured at FVTPL	(328.79)	(352.05)
Net gain on sale of investments	(39.74)	(277.76)
Loss on interest rate swap	13.36	30.32
Operating profit before working capital Changes	**20,719.91**	**6,868.03**
Changes in Working Capital		
Increase/ (decrease) in trade and other payables	2,802.43	6,583.02
(Increase)/ decrease in trade and other receivables	3,957.22	(4,566.50)
(Increase)/ decrease in inventories	(4,754.57)	(465.71)
Cash generated from operation	**22,724.99**	**8,418.84**
Income taxes refund /(paid)	(1,143.29)	18.13
Net cash inflow / (outflow) flow from operating activities (A)	**21,581.70**	**8,436.97**
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(16,715.44)	(10,244.41)
Sale of property, plant and equipment	88.48	147.18
Purchase of investments	(10,950.00)	(20,960.00)
Sale of investments	8,026.87	21,903.40
Inter corporate deposits given	(9,077.71)	(10,700.00)
Inter corporate deposits refunded back	13,425.00	2,020.00
Movement in fixed deposits	(1,193.65)	(81.23)
Interest received	788.83	276.81
Net cash flows used in investing activities (B)	**(15,607.62)**	**(17,638.25)**
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Interest and financal charges	(6,338.95)	(5,410.25)
Dividend including dividend distribution tax paid	(160.91)	(160.91)
Payment of lease liability	(76.86)	-
Proceed from borrowings from Government	533.84	-
Proceeds from non current borrowings	19,273.91	20500.00
Repayment of non current borrowings	(15,984.79)	(8870.84)
Net proceed from current borrowings	3,045.15	2,218.13
Net cash flows used is financing activities (C)	**291.39**	**8,276.13**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**6,265.47**	**(925.15)**
Cash and cash equivalents at the beginning of the year	66.53	991.68
Cash and cash equivalents at the end of the year (Note 12)	**6,332.00**	**66.53**

Cash Flow Statement

for the Year ended March 31st, 2020

Notes

1. The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Ind AS – 7 "Statement of Cash Flows"

2. 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 impact on the Statement of Cash Flows therefore reconciliation has not been given.

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Place: Noida (Delhi - NCR)
Date : June 17, 2020

For and on behalf of Board of Directors
Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Co-Chairperson
A V Jalan, Co-Chairperson

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

Statement of Changes in Equity

for the Year ended 31st March, 2020

(All amounts are in ₹ in Lakhs, unless otherwise stated)

A. Equity Share Capital	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Issued, subscribed and paid up Equity Shares of Rs. 10 each				
Balance at the beginning of the year	**2,66,93,780**	**2,669.38**	**2,66,93,780**	**2,669.38**
Equity share capital issued during the year	-	-	-	-
Balance at the end of the reporting period	**2,66,93,780**	**2,669.38**	**2,66,93,780**	**2,669.38**

B. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus				Other comprehensive income		Total
	Capital Redemption Reserve	Preference Share Capital Redemption Reserve	General Reserve	Retained Earning	Acturial Gain / (Loss) on Defined Benefit Obligation	Equity Instrument fair value through other comprehensive income	
As at April 1, 2018	**155.30**	**20.00**	**6,513.15**	**42,325.17**	**(268.57)**	**82.39**	**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 including dividend distribution tax paid	-	-	-	(160.91)	-	-	(160.91)
Profit/(Loss) for the year	-	-	-	(973.72)	-	-	(973.72)
As at March 31, 2019	**155.30**	**20.00**	**6,513.15**	**41,190.54**	**(253.98)**	**52.82**	**47,677.83**
Transfer to retained earnings	-	-	-	(253.98)	253.98	-	-
Transfer to Capital Redemption Reserve	20.00	(20.00)	-	-	-	-	-
Remeasurement of the net defined benefit liability/asset, net of tax effect	-	-	-	(129.03)	-	-	(129.03)
Equity Instrument through other comprehensive income, net of tax effect	-	-	-	-	-	(56.85)	(56.85)
Dividend & Dividend Distribution Tax Paid	-	-	-	(160.90)	-	-	(160.90)
Profit/(Loss) for the year	-	-	-	7,590.21	-	-	7,590.21
As at March 31, 2020	**175.30**	**-**	**6,513.15**	**48,236.84**	**-**	**(4.03)**	**54,921.26**

Statement of Changes in Equity

for the Year ended 31st March, 2020

Nature and purpose of reserves

Capital Redemption Reserve

It represents transfer from Retained Earnings on redemption of Equity 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 as decided by the board of directors and can be utilized in accordance with 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.

Equity Instrument fair value through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within FVOCI reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

The accompanying notes referred to above form an integral part of the financial statements

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
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Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

Corporate Information and Significant Accounting Policies for the year ended March 31, 2020

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 of India ('BSE'), in India. The registered office of the company is at Aditya Nagar, Morak - 326520, Kota, (Rajasthan). The Company has own manufacturing plants in Morak (Rajasthan) and Aligarh (Uttar Pradesh), India. The Company is principally engaged in the manufacturing of Cement in India.

These financial statements were authorised for issue by the Board of Directors at their meeting held on June 17, 2020.

2 Significant Accounting Policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standard) Rules, 2015, as amended time to time.

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.

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 acceptance basis on account of uncertainties in measurement 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.

2.3 Functional and presentation currency

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

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:

- assessing the lease term (including anticipated renewals) and the applicable discount rate.
- 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 property, plant and equipment, other intangible assets and Right of Use 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;
- Uncertainty relating to the global health pandemic

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.

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. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2015 measured as per the previous Generally Accepted Accounting Principles (GAAP). 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 upto 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 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. Individual assets costing below Rs. 5000 are fully depreciated in the year of purchase.

Capital work-in-progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction, is carried forward and on completion, the costs are allocated to the respective property, plant and equipment. Capital work-in-progress are carried at cost, less any recognised impairment loss.

Derecognition

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.

2.7 Intangible assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Cost of Site restoration is capitalised as Intangible Assets under the head "Mining Rights". Intangible assets are amortized on straight line method basis over their useful life estimated by the management. 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.

Amortisation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Derecognition

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition 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 & Loss when the asset is derecognised.

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

2.9 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

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.

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. 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.

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

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

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 first 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.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.13 Employee benefits

a. Short term employee benefits

Short-term employee benefits are expensed in the year in which the related service are 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

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services. 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 market yield of government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) 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 other equity and will not be reclassified to the Statement of Profit & Loss. Past service cost is recognised in the Statement of Profit & 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 & Loss in the line item employee benefits expense.

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.

2.14 Revenue Recognition

a. The Company recognizes revenue when it satisfies a performance obligation in accordance with the provisions of contract with the customer. This is achieved when;

i) effective control of goods along with significant risks and rewards of ownership has been transferred to customer;

ii) the amount of revenue can be measured reliably;

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

iv) 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. For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively.

"The Company considers shipping and handling activities as costs to fulfill 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 recognizes revenue for such services when the performance obligation is completed.

Revenue are net of Goods and Service Tax. No element of significant financing is deemed present as the sales are made with a credit term, which is consistent with market practice.

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.

c. Interest income are recognised on an accrual basis using the effective interest method.

d. Dividends are recognised at the time the right to receive payment is established.

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. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognised in the Statement of Profit and Loss.

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.

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.

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.

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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

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.

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.

2.20 Financial instruments

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. In addition, the Company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). 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 FVOCI. 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 (FVTPL)

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.

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 initial recognition of goodwill or 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.

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.

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.

2.22 Leases

Company as a lessee

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

The Company recognizes a right-of-use asset and a lease liability at the commencement date, except for short-term leases of twelve months or less and leases for which the underlying asset is of low value, which are expensed in the statement of operations on a straight-line basis over the lease term.

The lease payments that are not paid at the commencement date, are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value as that of right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise fixed payments, variable payments that depend on an index or rate known at the commencement date, as well as any extension or purchase options, if the Company is reasonably certain to exercise these options. The lease liability is subsequently measured at amortized cost using the effective interest method and remeasured with a corresponding adjustment to the related right-of-use asset when there is a change in future lease payments.

The right-of-use asset comprises, at inception, the initial lease liability, any initial direct costs and, when applicable, the obligations to refurbish the asset, less any incentives granted by the lessors. The right-of-use asset is subsequently depreciated, on a straight-line basis, over the lease term, if the lease transfers the ownership of the underlying asset to the Company at the end of the lease term or, if the cost of the right-of-use asset reflects that the lessee will exercise a purchase option, over the estimated useful life of the underlying asset. Right-of-use assets are also subject to testing for impairment if there is an indicator for impairment. Variable lease payments not included in the measurement of the lease liabilities are expensed to the statement of operations in the period in which the events or conditions which trigger those payments occur. In the statement of financial position right-of-use assets and lease liabilities are presented as a separate line in the Balance Sheet.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease shall not be straight-lined, if escalation in rentals is in line with expected inflationary cost. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rentals are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Notes

Annexed to forming part of financial statements

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.

2.24 Earning Per Share

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

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.

2.26 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Company.

2.27 Standards issued but not yet effective

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

Notes

Annexed to forming part of financial statements

Note No. 3. Property, plant and equipment

(₹ in Lakhs)

Gross Block	Freehold Land	Leasehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Railway Siding	Total
Cost as at April 01, 2018	**1,694.39**	**1,794.05**	**6,733.09**	**78,764.12**	**154.02**	**708.10**	**45.52**	**3,623.35**	**93,516.64**
Transfer during the year	-	-	-	-	-	-	-	-	-
Other re-classifications	-	-	-	-	-	-	-	-	-
Addition during the year	380.81	-	2,008.91	939.58	16.67	327.45	0.61	45.77	3,719.80
Sold/discarded during the year	-	21.63	0.99	53.66	2.86	137.12	0.56	-	216.82
Cost as at March 31, 2019	**2,075.20**	**1,772.42**	**8,741.01**	**79,650.04**	**167.83**	**898.43**	**45.57**	**3,669.12**	**97,019.62**
Transfer to Right-of-use assets as per Ind AS 116	-	(1,772.42)	-	-	-	-	-	-	(1,772.42)
Addition during the year	52.97	-	2,307.05	11,376.85	22.68	299.03	110.49	-	14,169.07
Sold/discarded during the year	-	-	-	18.45	6.99	151.83	-	-	177.27
Cost as at March 31, 2020	**2,128.17**	**-**	**11,048.06**	**91,008.44**	**183.52**	**1,045.63**	**156.06**	**3,669.12**	**1,09,239.00**

Accumulated Depreciation	Freehold Land	Leasehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Railway Siding	Total
Accumulated depreciation as at April 01, 2018	**-**	**0.03**	**749.09**	**9,871.51**	**51.31**	**183.95**	**9.50**	**660.37**	**11,525.76**
Depreciation for the year	-	-	320.70	3,787.95	18.37	104.95	7.81	235.65	4,475.43
Deductions	-	0.01	1.10	7.51	1.87	59.07	0.07	-	69.63
Reclassification / Adjustment during the year	-	-	-	-	-	-	-	-	-
Accumulated depreciation as at March 31, 2019	**-**	**0.02**	**1,068.69**	**13,651.95**	**67.81**	**229.83**	**17.24**	**896.02**	**15,931.56**
Transfer to Right-of-use assets as per Ind AS 116	-	(0.02)	-	-	-	-	-	-	(0.02)
Depreciation for the year	-	-	505.08	3,753.68	18.27	116.89	24.99	237.85	4,656.76
Deductions	-	-	-	7.89	4.97	82.31	-	-	95.17
Accumulated depreciation as at March 31, 2020	**-**	**-**	**1,573.77**	**17,397.74**	**81.11**	**264.41**	**42.23**	**1,133.87**	**20,493.13**

Net carrying value as on March 31, 2020	**2,128.17**	**-**	**9,474.29**	**73,610.70**	**102.41**	**781.22**	**113.83**	**2,535.25**	**88,745.87**
Net carrying value as on March 31, 2019	2,075.20	1,772.40	7,672.32	65,998.09	100.02	668.60	28.33	2,773.10	81,088.06

Assets pledged and hypothecated against borrowings: Refer Note No. 19 & 24.

Notes

Annexed to forming part of financial statements

Note No. 4. Right of Use Assets

(₹ in Lakhs)

Gross Block	Lease hold Land	Buildings	Total
Cost as at March 31, 2019	-	-	-
Transfer from Property, Plant & Equipment as per Ind AS 116 *	1,772.42	-	1,772.42
Cost as at April 01, 2019	**1,772.42**	**-**	**1,772.42**
Reclassification due to the effect of Ind AS 116 (Refer Note 41.13)	-	-	-
Additions during the year	32.32	199.66	231.99
Sold/discarded during the year	-	-	-
Adjustment during the year	-	-	-
Cost as at March 31, 2020	**1,804.74**	**199.66**	**2,004.41**

Accumulated Depreciation	Lease hold Land	Buildings	Total
Accumulated depreciation as at March 31, 2019	-	-	-
Transfer from Property, Plant & Equipment as per Ind AS 116 *	0.02	-	0.02
Accumulated depreciation as at April 1, 2019	**0.02**	**-**	**0.02**
Depreciation for the year	24.60	54.55	79.15
Deductions	0.01	-	0.01
Adjustment / Reclassification during the year	-	-	-
Accumulated depreciation as at March 31, 2020	**24.62**	**54.55**	**79.16**
Net carrying value as on March 31, 2020	**1,780.12**	**145.11**	**1,925.25**
Net carrying value as on March 31, 2019	-	-	-

* Refer Note No 41.13

Assets pledged and hypothecated against borrowings: Refer Note No. 19 & 24.

Note No. 5. Other Intangible assets

Gross Block	Computer software	Mining Rights	Total
Cost as at April 01, 2018	**584.98**	**1,107.18**	**1,692.16**
Addition during the year	2.25	-	2.25
Sold/discarded during the year	-	-	-
Adjustment during the year	-	-	-
Cost as at March 31, 2019	**587.23**	**1,107.18**	**1,694.41**
Addition during the year	1.66	-	1.66
Sold/discarded during the year	-	-	-
Adjustment during the year	-	-	-
Cost as at March 31, 2020	**588.89**	**1,107.18**	**1,696.07**

Accumulated Amortisation	Computer software	Mining Rights	Total
Accumulated amortisation as at April 01, 2018	**261.98**	**292.83**	**554.81**
Amortisation during the year	114.95	22.09	137.04
Deductions	-	-	-
Adjustment during the year	-	-	-
Accumulated amortisation as at March 31, 2019	**376.93**	**314.92**	**691.85**
Amortisation during the year	109.51	22.09	131.60
Deductions	-	-	-
Adjustment during the year	-	-	-
Accumulated amortisation as at March 31, 2020	**486.44**	**337.01**	**823.45**
Net carrying value as at March 31, 2020	**102.45**	**770.17**	**872.62**
Net carrying value as at March 31, 2019	210.30	792.26	1,002.56

Notes

Annexed to forming part of financial statements

Note No. 6. Non Current Investments

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
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)	47.12	111.48
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.* (Related Party)	2,938.31	2,647.30
Investments in Mutual Funds fair valued through profit & loss		
2139962 (Previous Year NIL) ABSL Medium Term Plan - Growth $	499.79	-
	3,485.22	**2,758.78**
Aggregate carrying value of non-current quoted investments	47.12	111.48
Aggregate market value of non-current quoted investments	47.12	111.48
Aggregate value of non-current unquoted investments	3,438.10	2,647.30
Aggregate value of impairment in value of non-current investment	-	-

* 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.

$ under lien against loan from Aditya Birla Finance Ltd.

Refer note 41.10 for determination of fair values of non-current investment

Note No. 7. Other non current financial assets

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good :		
Security Deposits	438.20	811.42
Fixed Deposit with Banks held as Margin Money	571.21	113.52
Fixed Deposit with Banks pledged with Government departments	6.21	6.15
Interest accrued on Fixed Deposit with Banks	3.08	11.08
Others	0.70	0.10
	1,019.40	**942.27**

Margin money Deposit given as security :

Margin money deposit of ₹ 571.21 (Previous year ₹ 113.52) are pledged with banks against bank guarantee and overdraft facilities.

Note No. 8. Other Non Current Assets

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Capital Advances	7,751.80	2,194.52
Prepaid Expenses	81.27	88.05
	7,833.07	**2,282.57**

Notes

Annexed to forming part of financial statements

Note No. 9. Inventories

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
(Valued at lower of cost and net realisable value)		
(As taken, Valued and Certified by the Management)		
Raw Materials	887.94	1,281.10
Work-in -Progress	5,835.73	1,122.91
Finished Goods	1,289.52	512.61
Stores and Spare [Including Goods in Transit ₹ Nil (Previous year ₹ 1608.99)]	8,397.80	8,737.52
At net realisable value		
Scrap & Waste	7.00	9.28
	16,417.99	**11,663.42**

(a) Inventories are hypothecated to secure borrowings. Refer Note No. 19 & 24.

(b) Write downs of inventories (net of reversal) to net realizable value related to finished goods amounted to ₹ 24.27 Lakhs (Previous year ₹ 7.60 Lakhs). 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. 10. Current Investments

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Unquoted		
Investments in Mutual Funds fair valued through profit & loss		
10235.694 (Previous Year - 119844.62) ABSL Low Duration Fund - Growth	49.51	538.63
777840.193 (Previous Year NIL) ABSL Liquid Fund - Growth	2,471.55	-
218.879 (Previous Year NIL) Kotak Liquid Fund - Growth	8.76	-
16230.999 (Previous Year NIL) SBI Liquid Fund - Growth	502.12	-
	3,031.94	**538.63**
(a) other disclosures :		
Aggregate amount of unquoted investments	3,031.94	538.63
Aggregate amount of impairment in value of investments	-	-

Note No. 11 Trade receivables

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Secured, Considered good	1,559.37	1,056.14
Unsecured, Considered good	1,131.77	2,467.81
	2,691.14	**3,523.95**

(a) Trade Receivables are hypothecated to secure borrowings. Refer Note No. 19 & 24.

(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. 12 Cash and Cash Equivalents

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Balances with banks [Current Account]	5,293.39	55.19
Cheque/Draft on hand	1,000.06	-
Cash in hand	38.55	11.34
	6,332.00	**66.53**

Notes

Annexed to forming part of financial statements

Note No. 13. Other Bank balances

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Balances with Banks		
Deposits with original maturity more than 3 months but less than 12 months	1,635.52	1,108.25
Other Bank Balances :		
Earmarked Balances		
On Unpaid Dividend Accounts	35.53	47.99
Fixed deposits on Margin Money Accounts	930.75	264.36
	966.28	**312.35**
Less : Transfer to Non-Current Financial Assets	(571.21)	(113.52)
	2,030.59	**1,307.08**

Note No. 14. Loans

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Inter Corporate Deposits		
(i) Related Party	4,997.71	2,170.00
(ii) Others	2,875.00	10,050.00
	7,872.71	**12,220.00**

Note No. 15. Other Financial Assets

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
(Unsecured, considered good)		
Security Deposits with Government Department	6.15	5.42
Security Deposits with others	17.82	18.16
Interest Accrued on Inter Corporate Deposits and Fixed Deposits	1,389.86	694.32
Interest accrued on Inter Corporate Deposits to a related party	877.38	504.54
Interest Rate Swap	-	13.36
Subsidy Receivable from Government	439.15	747.15
Others	3.40	5.99
	2,733.76	**1,988.94**

Note No. 16. Current Tax Assets (Net)

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Advance Income tax / Refund Receivable [net of Income tax provision ₹ NIL (Previous year ₹ 295.31)]	494.16	581.27
	494.16	**581.27**

Note No. 17. Other current assets

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Advances recoverable in cash or in kind #	4,853.96	5,648.05
Advances for supplies and services	6,597.50	8,203.27
Prepaid expenses	256.73	291.74
	11,708.19	**14,143.06**

including amount paid under protest ₹ 4771.17 (Previous year Rs. 4737.95) to Government departments.

Notes

Annexed to forming part of financial statements

Note No. 18. EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
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 ₹ 100 each	200.00	200.00
18000000 (Previous Year : 18000000) Optionally Convertible Cumulative Redeemable Preference shares of ₹ 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**

Note :

		As at March 31, 2020	As at March 31, 2019
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	%
Century Textiles & Industries Ltd.	2220500	8.32	2220500	8.32
India Capital Fund Ltd.	1903000	7.13	1972418	7.39
Sachin Bansal #	1978968	7.41	-	-
Vidula Consultancy Services Ltd. #	1970720	7.38	-	-
Hardik Bharat Patel #	1949002	7.30	-	-

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

3 Terms/rights attached to Equity Shares

The Company has one class of equity shares having a par value of ₹ 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. 19. Borrowings

(₹ in Lakhs)

	Non Current Portion		Current Maturities	
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Secured :-				
Term Loan From banks				
- in Local Currency	28,579.36	23,428.23	8,684.32	6,189.12
- in Foreign Currency	-	-	-	5,118.21
Term Loan From Government	287.67	-	-	-
Term Loan From others	6,744.09	6,000.00	812.40	-
	35,611.12	**29,428.23**	**9,496.72**	**11,307.33**
Less:- Unamortised portion of upfront fee	(776.57)	(249.38)	(381.44)	(113.14)
Less:- Amount disclosed under the head "Other Finacial Liablities"			(9,115.28)	(11,194.19)
	34,834.55	**29,178.85**	-	-

Notes

Annexed to forming part of financial statements

(₹ in Lakhs)

Particulars	Security	Repayment Terms	Rate of interest (Current Year)	Rate of interest (Previous Year)	As at March 31, 2020	As at March 31, 2019
From HDFC Bank Ltd-II	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 installments started from 30.06.2017.	HDFC Bank Base Rate+15bps	HDFC Bank Base Rate+15bps	-	2,828.23
From IDFC Bank Ltd		15 quarterly installments started from October, 2019.	IDFC Bank MCLR + spread	IDFC Bank MCLR + spread	6,500.00	9,000.00
From ICICI Bank Ltd		22 equal quarterly installments after a moratorium of 18 months from the date of 1st disbursement.	1 Year MCLR + 145 BPS	1 Year MCLR + 145 BPS	4,090.91	5,000.00
From Indusind Bank Ltd.		16 structured quarterly installment after a moratorium of 2 years i.e. repayment will commence from 27th month from the date of 1st disbursement.	1st Year MCLR + 5 BPS	1st Year MCLR + 5 BPS	3,250.00	6,600.00
From Indusind Bank-II	A first pari-passu charge on all immovable fixed assets of the company situated at factory plant location Kota/Morak, Rajasthan (including WHRS) and Aligarh, UP, both present and future. First pari-passu charge on all movable fixed assets of the Borrower, both present and future.	Equal quarterly installments, Repayment to commence from the end of 3rd month from the date of 1st disbursement.	Linked to one month MCLR	-	6,160.72	-
From ICICI Bank Ltd-II	A first pari-passu charge over the immovable fixed assets of the company located at Kota/Morak (WHRS) (Rajasthan), and Aligarh (Uttar Pradesh). First pari-passu charge over the entire movable fixed assets of the company, present and future, Second pari-passu charge over entire current assets of the company, both present and future.	20 quarterly installments commencing from the end of third month from the date of first drawdown.	1 Year MCLR + spread per annum	-	8,400.00	-
From ICICI Bank Ltd-Car Loan	Hypothecation in favour of ICICI Bank against car finance till payment of last installment	60 equal monthly installments commencing from 1st of next month.	8.99 to 9%	-	177.73	-
Loan from Govt. under PICUP (IIPS-2012)	Secured by bank guarantee of equal amount of loan	on or before 14/01/2027 (seven year)	Interest free loan under scheme IIPS-2012	-	287.67	-
From Aditya Birla Finance Ltd	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) and Mutual funds investments in ABSL Medium Term Plan - Growth	28 structured quarterly installments after construction period of 24 months.	ICICI Bank 1 Year MCLR + 55 BPS.	ICICI Bank 1 Year MCLR + 55 BPS.	6,696.43	6,000.00
Loan From Daimler Financial Services India Pvt Ltd- Car Loan	Hypothecation in favour of Daimler Financial Services India Pvt Ltd against car finance till payment of last installment	36 equal monthly installments commencing from 13th of next month	10.75%	-	47.66	-

Notes

Annexed to forming part of financial statements

Note No. 20. Other Financial Liabilities

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Retention money	33.47	23.88
Security Deposits from agents and customers	4,297.53	3,943.37
	4,331.00	**3,967.25**

Note No. 21. Non Current Provisions

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Employee Benefits (Refer Note No. 41.4)	1,470.68	1,171.66
Provision for Mines Restoration #	812.60	725.54
	2,283.28	**1,897.20**

Movement of provisions during the year as required by Ind AS 37 "Provision, Contingent Liabilities and Contingent Assets" :

Provision for Mines Restoration		
Opening Balance	**725.54**	**647.80**
Add: Unwinding of discount / change in discount rate	87.06	77.74
Closing Balance	**812.60**	**725.54**

Notes

Annexed to forming part of financial statements

Note No. 22. Deferred tax liabilities (Net) (₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
(a) Deferred tax liability being tax impact on -		
(i) Property, plant and equipment, other intangible assets and right of use assets	16,835.91	15,614.34
(ii) Others	1,612.13	1,690.39
Total (a)	**18,448.04**	**17,304.73**
(b) Deferred tax assets being tax impact on -		
(i) Expenses allowable on payment basis under the Income Tax Act	1,828.41	1,593.61
(ii) Unabsorbed Depreciation and Carried forward tax losses	6,478.53	9,133.53
(iii) Others	521.81	927.55
(iv) MAT Credit Entitlement	3,967.87	2,048.51
Total (b)	**12,796.62**	**13,703.20**
(c) Net Deferred Tax Liabilities (a) – (b)	**5,651.42**	**3,601.53**

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 Lakhs)

Particulars	As at March 31, 2019	Recognised in P&L	Recognised in OCI	As at March 31, 2020
Deferred Tax liability being tax impact on -				
Property, plant and equipment, other intangible assets and right of use assets	15,614.34	1,221.57		16,835.91
Others	1,690.39	(78.26)		1,612.13
Sub total (a)	**17,304.73**	**1,143.31**	**-**	**18,448.04**
Deferred Tax Assets being tax impact on -				
Expenses allowable on payment basis	1,593.61	165.49	69.31	1,828.41
Unabsorbed Depreciation and Carried forward tax losses	9,133.53	(2,655.00)		6,478.53
Others	927.55	(413.24)	7.50	521.81
MAT Credit Entitlement	2,048.51	1,919.36		3,967.87
Sub total (b)	**13,703.20**	**(983.39)**	**76.81**	**12,796.62**
Net Deferred Tax Liability (a)-(b)	**3,601.53**	**2,126.70**	**(76.81)**	**5,651.42**

Notes

Annexed to forming part of financial statements

(₹ in Lakhs)

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 and other intangible assets	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 Liability (a)-(b)	**4,177.68**	**(580.10)**	**3.95**	**3,601.53**

	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
	Statement of Profit & Loss		Other Comprehensive Income	
Deferred tax Expenses Reconciliation				
(a) Deferred tax expenses	2,126.70	(584.90)	(76.81)	3.95
(b) MAT Credit Reversal included in "Income Tax Expenditure for earlier years"	-	4.80	-	-
(c) MAT Credit	-	-	-	-
Total	**2,126.70**	**(580.10)**	**(76.81)**	**3.95**

Note No. 23. Other non-current liabilities

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Deferred revenue arising from Government grant	209.92	-
	209.92	**-**

Note No. 24. Borrowings

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
From Bank :-		
Secured [Repayable on demand]		
- Working Capital Loan from banks *	13,821.91	5,276.76
Unsecured Loan		
- Loan from Banks	600.00	6,100.00
	14,421.91	**11,376.76**

* 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. 25. Lease liabilities

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Lease liabilities (refer note 41.13)	50.12	-
	50.12	**-**

Notes

Annexed to forming part of financial statements

Note No. 26. Trade payables

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Creditors for Supplies and Services		
- Due to Micro and Small Enterprises (Refer Note No. 41.3)	1.53	126.89
- Due to Others	18,036.14	16,545.19
	18,037.67	**16,672.08**

Note No. 27. Other Financial Liabilities

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Current Maturities of long term loan from banks	9,115.28	11,194.19
Interest accrued	53.39	69.75
Unpaid Dividends	35.53	47.99
Liabilities for Capital Goods $	209.11	2,400.10
Security Deposits and Retention Money	1,946.53	1,515.62
Employee Emoluments	1,761.86	1,385.97
Others	1,000.19	209.15
	14,121.89	**16,822.77**
$ includes due to MSME	15.22	-

^ Others includes payable to gratuity fund, loan processing fee payable to banks etc.

Note No. 28. Other current liabilities

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Statutory Dues	3,618.54	3,906.05
Advances received from / Credit balance of Customers	1,475.63	1,765.04
Deferred revenue arising from Government grant	36.25	-
	5,130.42	**5,671.09**

Note No. 29. Provisions

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Employee Benefits (Refer Note No. 41.4)	337.10	471.21
Others * (includes provision for land tax, entry tax etc.)	1,398.79	1,400.25
	1,735.89	**1,871.46**

* 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	**1400.25**	**1,447.30**
Addition during the year	-	-
Paid/Adjustment during the year	(1.46)	(47.05)
Closing Balance	**1,398.79**	**1,400.25**

Note No. 30. Current tax liabilities (Net)

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
Provision for Income Tax (Net of advance tax ₹ 1228.98 Lakhs)	764.08	-
	764.08	-

Notes

Annexed to forming part of financial statements

Note No. 31. Revenue from operations

(₹ in Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Sale of products		
Cement	1,21,975.40	1,19,506.35
Clinker	451.65	0.15
Other operating revenue (refer Note 41.6)	398.05	453.15
	1,22,825.10	**1,19,959.65**

Also Refer Note 41.14

Note No. 32. Other income

(₹ in Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Income	1,849.21	659.72
Profit on sale of Current Investments	39.74	277.76
Gain on Exchange Fluctuation on translation and transactions (other than considered as finance costs)	258.97	241.16
Gain on Fair valuation of financial assets measured at FVTPL	328.79	352.05
Unclaimed Liabilities written back	81.75	490.29
Miscellaneous Income	414.12	368.66
	2,972.58	**2,389.64**

Note No. 33. Cost of materials consumed

(₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Cost of raw materials consumed including land tax	19,719.16	19,926.62
	19,719.16	**19,926.62**

Note No. 34. Changes in inventories of finished goods and work-in-progress

(₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Opening 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**
Closing Stock		
Finished Goods	1,289.51	512.61
Work-in-Progress	5,835.73	1,122.91
Scrap & waste	-	2.28
	7,125.24	**1,637.80**
Decrease / (Increase) in inventories	**(5,487.44)**	**1,369.38**

Notes

Annexed to forming part of financial statements

Note No. 35, Employee benefits expense

(₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Salaries, Wages and Bonus	9,752.47	7,698.00
Contribution to Provident and other funds	1,018.97	1,031.32
Staff welfare expenses	203.77	164.97
	10,975.21	**8,894.29**
Less:- Amount transferred to Capital Work-in-Progress/Capitalised	98.12	-
	10,877.09	**8,894.29**

Note No. 36. Finance costs

(₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Interest Expenses	5,720.55	3,777.53
Interest paid to income tax department	53.18	30.96
Interest on lease obligations	19.79	-
Loss on foreign currency translations & transactions (considered as finance cost)	102.77	255.22
Loss on Fair valuation of Option Contracts	69.64	176.14
Other Borrowing costs	1,221.32	1,195.08
	7,187.25	**5,434.93**
Less:- Amount transferred to Capital Work-in-Progress/Capitalised (Refer Note No. 41.5)	859.75	356.69
	6,327.50	**5,078.24**

Note No. 37. Depreciation and amortization expense

(₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Depreciation of Property, plant and equipment	4,656.76	4,475.43
Depreciation on Right of use assets	79.14	-
Amortisation of Intangible assets	131.60	137.04
	4,867.50	**4,612.47**

Notes

Annexed to forming part of financial statements

Note No. 38. Other expenses (₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Stores and Spares consumed	3,718.68	3,628.56
Power and Fuel	33,643.89	38,192.85
Rent	414.99	490.66
Repairs and Maintenance		
Plant and Machinery	2,252.47	2,068.42
Buildings	223.21	220.63
Others	70.80	97.72
Insurance	141.56	101.34
Rates and Taxes	197.21	176.39
Packing Expenses	4,551.05	5,289.79
Advertisement & Sales Promotion	1,134.95	1,063.40
Commission & Brokerage to Selling Agents	912.00	1,083.57
Freight, Forwarding etc.@	26,513.95	29,345.18
Loss on Foreign currency transactions and translations (other than considered as finance costs)	-	35.54
Loss on sale of Property, plant & equipment (net)	15.25	14.90
Corporate Social Responsibility Expenditure	44.09	51.88
Directors sitting fees	30.10	19.00
Directors Commission	248.00	-
Remuneration to Auditors :		
(a) Statutory Auditor		
Audit Fees	14.18	13.13
Tax Audit Fee	2.83	2.62
Certification & Other services	5.66	5.45
Out of pocket expenses	3.38	1.98
(b) Cost Auditor		
Audit Fee	1.26	1.20
Other services	0.08	-
Out of pocket expenses	0.04	-
Miscellaneous	3,657.50	2,156.51
	77,797.13	84,060.72
Less:- Amount transferred to Capital Work-in-Progress/Capitalised	17.30	-
	77,779.83	84,060.72

'@ The Company became eligible for Railway freight rebate under the long term traffic contract (LTTC), scheme of Ministry of Railway during the year, accordingly ₹ 896.55 Lakhs (Previous year ₹ 1199.25 Lakhs) being rebate on eligible freight from November 2018 to October'2019 has been accounted for during the year under the head freight & forwarding etc.

Notes

Annexed to forming part of financial statements

Note No. 39. Income tax expenses (₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Current Income tax :		
Current tax	1,919.36	-
Tax related to earlier year	77.77	(33.81)
Net Current tax (a)	**1,997.13**	**(33.81)**
Deferred tax (b)	2,126.70	(584.90)
Tax expenses reported (a+b)	**4,123.83**	**(618.71)**
Reconcilation of tax expenses and accounting profit		
Net Profit before tax	11,714.04	(1,592.43)
Enacted tax rates (in %)	34.94	34.94
Computed tax expenses	4,093.35	(556.46)
Increase/(reduction) in taxes on account of :		
Previous year tax adjustments	77.77	(33.81)
Income not taxable /exempt from tax	(27.37)	(6.18)
Non deductible expenses	39.70	35.33
Income chargeable to tax not included in Statement of Profit and Loss	-	28.72
Deferred tax of previous years	(59.62)	(86.31)
Income tax expense reported	**4,123.83**	**(618.71)**
Effective Tax Rate	**35.20%**	**38.85%**

Note No. 40. Other Comprehensive Income (net of tax) (₹ In Lakhs)

	For the year ended March 31, 2020	For the year ended March 31, 2019
Remeasuring of defined benefit plans	(198.34)	22.44
Tax effect on above	69.31	(7.85)
Net gains / (loss) on Fair value through Other Comprehensive		
Income (OCI) - Equity Instruments	(64.35)	(33.47)
Tax effect on above	7.50	3.90
	(185.88)	**(14.98)**

Notes

Annexed to forming part of financial statements

Note No. 41.1. Earning Per Share (EPS) :

(₹ in Lakhs)

		As at March 31, 2020	As at March 31, 2019
a. Profit / (Loss) for the year		**7,590.21**	**(973.72)**
b. Nominal value of equity shares	in rupees	10.00	10.00
c. No of shares at the beginning of the year	Nos.	2,66,93,780	2,66,93,780
Add: Issued during the year		-	-
Less: Cancelled/buyback during the year		-	-
No of shares at the end of the year		2,66,93,780	2,66,93,780
d. Basic and Diluted Earning Per Share	**in rupees**	**28.43**	**(3.65)**

Note No. 41.2. Contingent Liabilities and Commitments :

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

(₹ In Lakhs)

	As at March 31, 2020	As at March 31, 2019
(a) Claims against the Company not acknowledged as debts-		
- Demand raised by Income tax Department for Direct tax	2,217.91	1,793.04
- Demand raised by Excise Department for various matters	8,635.21	8,769.87
- Demand for Sales Tax and Entry Tax	1,102.36	125.03
- Demand for Differential Royalty on Lime Stone	851.81	851.81
- Others	1,165.72	1,238.09

(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 ₹ 3890.17 Lakhs (Previous year ₹ 3890.17 Lakhs) and interest thereon ₹ 4246.48 Lakhs (Previous year ₹ 4246.48 Lakhs) 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. Thereafter, appeal of Commercial taxes department against the order of Rajasthan Tax Board was also dismissed by Hon'ble Rajasthan High Court vide order dated 23/04/2019 and decided the case in favour of the Company. However, Commercial taxes department filed appeal before Hon'ble Supreme court against the order of Hon'ble Rajasthan High Court. Pending disposal of the appeal, no adjustment has been done.

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 Lakhs)

	As at March, 31 2020	As at March, 31 2019
(a) Estimated amount of Contracts remaining to be executed on Capital Account (Net of advances) not provided for	4,909.00	3,241.19

(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. 41.3. Trade Payables under MSME Development Act, 2006

A. Based on the information available as identified by the management there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

(₹ In Lakhs)

	As at March 31, 2020	As at March 31, 2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	1.53	126.89
- Interest due thereon	-	-
The amount of interest paid by the buyer under MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

B The Company considers its maximum exposure to liquidity risk with respect to vendors as at March 31, 2020 to be ₹ 18,037.67 lakhs (March 31, 2019: ₹ 16,672.08 lakhs), which is the fair value of trade payables.

Note No. 41.4. 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 Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
i. Contribution to Superannuation fund	237.33	330.27
ii. Contribution to Govt. Provident fund	555.47	504.80

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 liability 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 2020. 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.

Notes

Annexed to forming part of financial statements

(₹ In Lakhs)

	Particulars	As at March 31, 31st March, 2020	As at March 31, 31st March, 2019
I.	**Reconciliation of Defined Benefit Obligations (DBO)**		
	Present value of DBO at the beginning of period	**2,339.86**	**2,267.91**
	Current service cost	184.99	152.33
	Interest cost	179.23	175.31
	Past Service Cost	-	-
	Actuarial (Gains)/Losses	198.97	(42.22)
	Benefits paid	(254.09)	(213.47)
	Present value of DBO at the end of period	**2,648.96**	**2,339.86**
II.	**Reconciliation of Fair Value of plan assets during the year**		
	Plan assets at the beginning of period	**2,190.97**	**2,021.96**
	Expected return on plan assets	167.82	156.30
	Actuarial Gains/(Loss)	0.63	(19.78)
	Contribution	148.90	245.96
	Benefits paid	(254.09)	(213.47)
	Plan assets at the end of period	**2,254.23**	**2,190.97**
III.	**Reconciliation of fair value of assets defined and benefit obligation**		
	Present value of Defined Benefit Obligation	2,648.96	2,339.86
	Fair value on plan assets	2,254.23	2,190.97
	Net asset/(liability) recognised in the Balance Sheet	(394.73)	(148.89)
IV.	**Expenses recognised during the year in Statement of Profit and Loss**		
	Current service cost	184.99	152.33
	Net Interest cost	11.41	19.01
	Total expenses recognised in the Statement of Profit & Loss	196.40	171.34
V.	**Amount recognised in Other Comprehensive Income**		
	Re- measurements of the net defined benefit liability/(assets)		
	Actuarial (gain)/loss for the year on Defined Benefit Obligation	198.97	(42.22)
	Actuarial (gain)/loss on Plan Assets	(0.63)	19.78
	(excluding amount included in net interest expense)		
VI.	**Category of plan assets as a % of the total plan assets**		
	Interest based scheme with Insurance companies	100%	100%
VII.	**Actuarial assumptions**		
	Discount rate (%)	6.76	7.66
	Future salary escalation (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.		
	Effect of change in discount rate - 0.50 % increase	(89.78)	(75.29)
	Effect of change in discount rate - 0.50 % decrease	96.10	80.36
	Effect of change in salary increase - 0.50 % increase	96.81	81.66
	Effect of change in salary increase - 0.50 % decrease	(91.23)	(77.14)

a. The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

b. Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

c. Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(₹ In Lakhs)

Particulars		As at March 31, 2020	As at March 31, 2019
IX.	**Maturity profile of defined benefit obligation :**		
	Within next twelve months	342.27	265.67
	Between one to five years	743.49	798.55
	Beyond five years	1,563.21	1,275.64
		2,648.97	2,339.86
X.	Expected contribution for the next Annual reporting period.		
	Service Cost	196.85	164.08
	Net Interest Cost	26.68	11.41
	Expected Expense for the next annual reporting period	223.53	175.49

XI. Description of Risk Exposures :

"Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such the 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.

E) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability."

Note No. 41.5. Borrowing costs

During the year, borrowing cost amounting to ₹ 834.58 Lakhs (Previous year ₹ 356.69 Lakhs) has been capitalized by the Company. The capitalization rate used to determine the amount of borrowing costs to be capitalized is weighted average interest rate applicable to the borrowings i.e. 10.25% (Previous year 10.25%).

Note No. 41.6. Other Operating income

The income includes investment subsidy and employment subsidy aggregating ₹ 398.05 Lakhs (Previous year ₹ 453.15 Lakhs).

Note No. 41.7. 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.

There is no revenue of 10% or more of total revenue from a single customer in current year and previous year.

Notes

Annexed to forming part of financial statements

Note No. 41.08. 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
			(4) Shri K C Jain	Independent & 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 Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
a. Remuneration to KMP #		
- Short term employee benefits	738.44	264.13
- Defined Contribution Plan	58.32	58.32
# 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 in above.		
b. Rent Expenses		
- Mangalam Timber Products Ltd.	50.63	120.00
c. Dividend Paid		
- Vidula Consultancy Services Ltd.	9.00	0.14
- Shri A.V. Jalan	0.20	0.20
- Smt. Vidula Jalan	0.38	0.38
d. Interest Income		
- Mangalam Timber Products Ltd.	393.03	201.87
e. Sales		
- Mangalam Timber Products Ltd.	2.86	-
f. Inter Corporate Deposit / Loan Given		
- Mangalam Timber Products Ltd.	2,827.71	170.00
g. Advance given against supply		
- Mangalam Timber Products Ltd.	6.18	288.00

III. Closing Balances :

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Managerial Remuneration		
Shri A.V. Jalan	10.09	3.36
Smt. Vidula Jalan	10.09	4.43
Director Commission		
Shri A.V. Jalan	110.00	-
Smt. Vidula Jalan	110.00	-
Smt. Aruna Makhan	6.30	-
Shri N G Khaitan	6.30	-
Shri Gaurav Goel	6.30	-
Shri K C Jain	6.30	-
Inter Corporate Deposit / Loan receivable		
Mangalam Timber Products Limited	4,997.71	2,170.00
Interest Accrued		
Mangalam Timber Products Limited	877.38	504.54
Rent Payable		
- Mangalam Timber Products Ltd.	0.63	-
Debtors for Scrap Sales		
- Mangalam Timber Products Ltd.	2.86	-
Advance given against supply		
- Mangalam Timber Products Ltd.	294.18	288.00

Note No. 41.9. 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, 2020 and March 31, 2019.

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 Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
Loans and borrowings	58,371.74	51,749.80
Less : Cash and Cash Equivalents	6,332.00	66.53
Net debts	**52,039.74**	**51,683.27**
Equity Share Capital	2,669.38	2,669.38
Other Equity	54,921.26	47,677.83
Total capital	**57,590.64**	**50,347.21**
Capital and net debt	**1,09,630.38**	**1,02,030.48**
Gearing ratio	**47%**	**51%**

Note No. 41.10. Financial Instrument – Fair Value and Risk Management

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount 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.

I. Fair Value Measurement

A. Financial Instrument by category

(₹ In Lakhs)

Particulars	As at March 31, 2020			As at March 31, 2019		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investments						
- Non Current	3,438.10	47.12	-	2,647.30	111.48	-
- Current	3,031.94	-	-	538.63	-	-
Trade Receivables	-	-	2,691.14	-	-	3,523.95
Cash and Cash Equivalents	-	-	6,332.00	-	-	66.53
Other Bank Balances	-	-	2,030.59	-	-	1,307.08
Loans	-	-	7,872.71	-	-	12,220.00
Other Financial Assets						
- Non Current	-	-	1,019.40	-	-	942.27
- Current	-	-	2,733.76	13.36	-	1,975.58
Financial Liabilities						
Borrowings						
- Non Current	-	-	34,834.55	-	-	29,178.85
- Current	-	-	14,421.91	-	-	11,376.76
Lease Liabilities						
- Non Current	-	-	105.00	-	-	-
- Current	-	-	50.12	-	-	-
Trade Payables	-	-	18,037.67	-	-	16,672.08
Other Financial Liabilities						
- Non Current	-	-	4,331.00	-	-	3,967.25
- Current	-	-	14,121.89	5,118.21	-	11,704.56

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 Lakhs)

Particulars	As at March 31, 2020	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in preference Share	2,938.31	-	-	2,938.31
Investment in Mutual Fund	3,531.73	3,531.73	-	-
Liabilities				
Borrowings and Other Financial Liabilities	-	-	-	-

(₹ In Lakhs)

Particulars	As at March 31, 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	-

Financial Instruments at FVOCI

(₹ In Lakhs)

Particulars	As at March 31, 2020	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	47.12	47.12	-	-

(₹ In Lakhs)

Particulars	As at March 31, 2019	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	111.48	111.48	-	-

Financial Instruments at Amortised Cost

(₹ In Lakhs)

	As at March 31, 2020		As at March 31, 2019	
Particulars	**Carrying Amount**	**Fair Value**	**Carrying Amount**	**Fair Value**
Financial Assets designated at Amortized Cost				
Cash and Cash Equivalent	6,332.00	6,332.00	66.53	66.53
Other Bank Balances	2,030.59	2,030.59	1,307.08	1,307.08
Trade Receivables	2,691.14	2,691.14	3,523.95	3,523.95
Loan	7,872.71	7,872.71	12,220.00	12,220.00
Other Financial assets	3,753.16	3,753.16	2,917.85	2,917.85
Financial Liabilities designated at amortised cost				
Borrowings	49,256.46	49,256.46	40,555.61	40,555.61
Lease Liabilities	155.12	155.12	-	-
Trade payables	18,037.67	18,037.67	16,672.08	16,672.08
Other Financial Liabilities	18,452.89	18,452.89	15,671.81	15,671.81

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.

iv Valuation technique used to determine fair value

The following methods and assumptions were used to estimate the fair values

a. Fair value of cash and bank, loans and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

b. Fair value of borrowings from banks and other financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

c. Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the use of net assets value for investments in unquoted mutual funds
- 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.

v Fair value measurements using significant unobservable inputs (level 3)

(₹ In Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019
	Unlisted preference shares	
Opening balance	2,647.30	2,314.63
Acquisitions	-	-
Gains/(loss) recognized in Statement of Profit & Loss	291.01	332.67
Closing balance	2,938.31	2,647.30

vi Valuation inputs and relationships to fair value

(₹ In Lakhs)

vii Type of Financial Instruments	Fair Value as at		Significant unobservable inputs	Discounting Rate	Sensitivity
	March 31, 2020	March 31, 2019			
Unquoted Preference shares	2,938.31	2,647.30	Risk-adjusted discount rate	11% (previous year 11%)	Change of (+) 50/ (-) 50 basis points - Fair value would changes by (-) 20.14 and (+) 20.36 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. 41.11. Financial risk management objective and policies

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 ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

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

- Credit risk ;
- Liquidity risk; and
- Market risk"

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 Lakhs)

Particulars	Neither due nor impaired (including unbilled)	Up to 6 months	6 to 12 months	Above 12 months	Total
As at March 31, 2020	131.98	2,517.29	1.12	40.74	2,691.13
As at March 31, 2019	118.92	3,282.65	35.91	86.47	3,523.95

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 Lakhs)

Particulars	As at March 31, 2020	As at March 31, 31st March, 2019
Floating rate		
Expiring within one year (bank overdraft and other facilities)	1,026.40	4,664.69
Expiring beyond one year (bank loans)	-	1,500.00

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 Lakhs)

Financial Liabilities	0-1 year	2-5 year	6-10 year	Above 10 years
As at 31st March 2020				
Borrowings	14,421.91	29,811.35	5,023.20	-
Trade Payables	18,037.67	-	-	-
Other financial liabilities	14,121.89	4,331.00	-	-
Total	**46,581.47**	**34,142.35**	**5,023.20**	**-**
As at March 31, 2019				
Borrowings	11,376.76	24,802.23	4,376.62	-
Trade Payables	16,672.08	-	-	-
Other financial liabilities	16,822.77	3,967.25	-	-
Total	**44,871.61**	**28,769.48**	**4,376.62**	**-**

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 EURO. 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
As at March 31, 2020	50 basis point	293.81
As at March 31, 2019	50 basis point	179.99

Note No. 41.12. Derivative instruments and unhedged foreign currency exposure

(₹ in Lakhs)

	As at March 31, 2020	As at March 31, 2019
(a) Derivative outstanding as at the reporting date		
Option Contract to buy USD	-	1.01
Interest Swaps	-	0.19
(b) Particulars of unhedged foreign currency exposure as at the reporting date		
Trade Payable - EURO	21.45	0.26

Notes

Annexed to forming part of financial statements

Note No. 41.13. Leases

a. On April 1, 2019, the Company adopted Ind AS 116 "Leases", which resulted in the recognition of right-of-use assets and lease liabilities for lease contracts. Carrying amount of right-of-use asset and lease liability at the date of initial application i.e. April 01, 2019 is the carrying amount of the lease asset and lease liability classified as finance lease or operating lease under Ind AS 17 on March 31, 2019.

Following the application of the modified retrospective method at the date of implementation of Ind AS 116 i.e. April 1, 2019, Right of Use Assets of ₹ 2004.39 lakhs were recognized which includes leases treated as finance lease assets in previous year and prepaid expense amounting to ₹ 1804.72 lakhs and present value of future lease obligations ₹ 199.66 lakhs respectively. Accordingly present value of future lease obligations has been classified under Lease liability.

b. General Description of leasing agreements: –

- Leased Assets: Land and Godowns.
- Future Lease rentals are determined on the basis of agreed terms
- At the expiry of lease terms, the Company has an option to return the assets or extend the term by giving notice in writing.
- Lease agreements are generally cancellable and are renewable by mutual consent on mutually agreed terms.

c. There were no impacts on retained earnings upon implementation of Ind AS 116.

d. The maturity profile of the lease liabilities as of March 31, 2020, is as follows :

	0-1 year	1-3 years	3-5 Years	Total
Lease Liabilities	**50.12**	**57.33**	**47.67**	**155.12**

e. The Company recognizes the expenses of short-term leases on a straight-line basis over the lease term. The expenses related to short-term leases are ₹ 414.99 Lakhs for the year ended March 31, 2020.

f. There are no income from subleasing right-of-use assets nor any gains or losses from sales and leaseback for the year ended March 31, 2020.

g. There are no variable lease payments for the year ended March 31, 2020.

h. Total cash outflow on leases for the year ended March 31, 2020 was ₹ 64.34 lakhs.

Note No. 41.14. Revenue

a The Company is primarily in the Business of manufacture and sale of cement and cement related products. The product shelf life being short, all sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established, the Company does not give significant credit period resulting in no significant financing component. The Company, however, has a policy for replacement of the damaged goods.

b Reconciliation of revenue as per contract price and as recognised in Statement of Profit or Loss :

(₹ In Lakhs)

Particulars	**As at March 31, 2020**	**As at March 31, 31st March, 2019**
Revenue as per Contract price*	1,29,037.17	1,25,133.83
Less: Discounts, incentives etc.	(6,610.11)	(5,627.33)
Revenue as per Statement of Profit and Loss	**1,22,427.06**	**1,19,506.50**

*excludes investment subsidies of ₹ 398.05 lakhs (Previous Year ₹ 453.15 lakhs) recognised as other operating income.

Notes

Annexed to forming part of financial statements

Note No. 41.15. Other Disclosures

a. Disclosure as specified in Schedule V of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015

(₹ in Lakhs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Closing Balance	Maximum Balance Outstanding	Closing Balance	Maximum Balance Outstanding
Others				
Mangalam Timber Products Ltd.	6171.55	6171.55	2962.54	2962.54

b. Disclosure relating to loans or security given by the Company as per requirements of section 186 (4) to the Companies Act'2013

(₹ in Lakhs)

Particulars	Investment made / Loan given (Refunded) during the year	Balance of Investment/ Loan as at 31 March, 2020	Rate of Interest	Purpose	Maturity Period
Investment made					
Mangalam Timber Products Ltd.	-	2,985.43	Not Applicable	-	Not Applicable
	(-)	(2,758.78)			
Note : Balance of Investments has been increased due to fair value changes under Ind AS.					
Loan given					
Mangalam Timber Products Ltd.	2827.71	4,997.71	10% to 11% p.a.	Business Purpose	March, 2021
	(170.00)	(2,170.00)	(10% to 11% p.a.)		

(previous year figures have been given in bracket)

c. Miscellaneous expenses includes write off of coal valued Rs. 15 crore due to combustion resulting in deterioration of quality and not usable on physical verification. Insurance claim in this regard has been made.

Note No. 41.16. Events occurring after Balance Sheet Date :

Proposed Dividend

The Board of Directors has proposed a dividend of ₹ 1.00 (Full value) (Previous year ₹ 0.50) (Full value) per equity shares of ₹ 10 each and the total proposed dividend amounts to ₹ 266.94 Lakhs (Previous year ₹ 133.47) and corporate dividend tax to be ₹ NIL (Previous year ₹ 27.44 Lakhs) and same is subject to approval of shareholders at the ensuing Annual General Meeting.

Note No. 41.17. Impact of COVID-19

The Company's operations were affected during the quarter ended 31st March, 2020 due to lockdown announced on account of COVID-19 pandemic by State/Central Govt. w.e.f. 23rd March, 2020. Company has re-started its operations in compliance of guidelines dated 15th April, 2020 issued by Govt. of India after seeking necessary permission and approvals and following social distancing, hygiene and other safety measures. The Company expects to recover the carrying amount of all its assets including inventories, receivables and loans in the ordinary course of business based on information available on current economic conditions. The Company is continuously monitoring any material changes in future economic conditions.

Notes

Annexed to forming part of financial statements

Note No. 41.18. Business Combination

Scheme of Amalgamation between Mangalam Timber Products Limited with Mangalam Cement Limited ("the Company") w.e.f. April 1, 2019 (appointed date), has been filed with the Stock Exchanges and upon approval from SEBI it has been filed with respective NCLTs for sanction of the scheme. Pending sanction of the scheme, no impact has been considered in these financial statements.

Note No. 42

The figures for the previous periods have been regrouped/ rearranged, wherever considered necessary, to conform current period classifications.

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Place: Noida (Delhi - NCR)
Date : June 17, 2020

For and on behalf of Board of Directors
Aruna Makhan, Director
N G Khaitan, Director
Gaurav Goel, Director
K C Jain, Director
Vidula Jalan, Co-Chairperson
A V Jalan, Co-Chairperson

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

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 44th Annual General Meeting of Mangalam Cement Limited (CIN: L26943RJ1976PLC001705) will be held on Friday, the 25th September, 2020, at 2:00 P.M. Indian Standard Time ("IST") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), 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, 2020 and the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on Equity Shares for the year ended 31st March, 2020.

3. To appoint a Director in place of Shri Anshuman Vikram Jalan (DIN: 01455782) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

4. To approve the re-appointment and remuneration of Smt. Vidula Jalan, Co-Chairperson as Whole Time 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 Section 196, 197, 198, 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 and pursuant to the recommendation of Nomination & Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Smt. Vidula Jalan, Co-Chairperson of the Company, as Whole Time Director (DIN: 01474162) of the Company for further period of three years i.e. from 01st April 2020 to 31st March 2023 on the following terms and conditions:

A. Remuneration :

(a) Salary : Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month with such revision as the Board may approve from time to time in the salary grade of Rs. 10,00,000/- (Rs. Ten Lakhs Only) to Rs. 15,00,000/- (Rs. Fifteen Lakhs Only).

The first increase in salary will be effective from 1st April, 2021.

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, 198 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 three 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, 198 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 Shareholders by 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 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."

5. To approve the re-appointment and remuneration of Shri Anshuman Vikram Jalan, Co-Chairperson as Whole Time 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 Section 196, 197, 198, 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 and pursuant to the recommendation of Nomination & Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Shri Anshuman Vikram Jalan, Co-Chairperson of the Company, as Whole Time Director (DIN: 01455782) of the Company for further period of three year i.e. from 01st April 2020 to 31st March 2023 on the following terms and conditions:

A. **Remuneration :**

(a) **Salary :** Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month with such revision as the Board may approve from time to time in the salary grade of Rs. 10,00,000/- (Rs. Ten Lakhs Only) to Rs. 15,00,000/- (Rs. Fifteen Lakhs Only).

The first increase in salary will be effective from 1st April, 2021.

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, 198 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 three 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, 198 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 his 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 Shareholders 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 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."

6. To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2021 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, 2021, 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,

Manoj Kumar
Company Secretary
ACS-22913

Registered Office:
P.O. Adityanagar 326520,
Morak, Dist. Kota (Rajasthan)
June 17, 2020

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 20/2020 dated 5 May, 2020 read with circular No. 14/2020 dated 8th April, 2020 and Circular No.17/2020 dated 13 April, 2020 ("MCA Circulars") and Securities and Exchange Board of India vide its circular dated 12 May, 2020 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at the meeting. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC / OAVM. Therefore, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 44th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM and voting during the AGM is annexed herewith (Refer point no. 26).

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. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

   However pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM to the Scrutinizer by e-mail through its registered e-mail address to ppincha@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com

4. The Register of members and Share Transfer Books of the Company shall remain closed from September 19, 2020 to September 25, 2020 both the days inclusive on account of Annual General Meeting and dividend payment.

5. Central Depository Services (India) Limited ("CSDL") will be providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM. For this purpose, The Company has entered into agreement with Central Depository Services (India) Limited as authorised e-voting agency for facilitating voting through electronic means.

6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (RTA) or Depositories/ Depository Participants. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website i.e. www.mangalamcement.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CSDL i.e. https://www.evotingindia.com.

7. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. Pursuant to the provisions Sections 124 and 125 of the Companies Act, 2013, dividends for the financial year ended 31st March, 2013 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend, warrant(s) for the Financial Year ended 31st March, 2013 or any subsequent Financial Year(s) are urged to claim such amount from the Share Department of the Company/Registrar and Share Transfer Agent.

11. Members may claim refund of their dividend which has been transferred in IEPF from the IEPF Authority by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time).

12. Members are requested to note that pursuant to the provisions of the Companies Act, 2013, SEBI Listing Regulations and the IEPF Rules, the Company is also required to transfer the shares to the IEPF in respect of which dividends remained unpaid/ unclaimed for a period of seven consecutive years or more. In compliance with the said requirements, the Company has transferred shares which were liable to be transferred in favour of IEPF authority in the prescribed manner. Such shares could be claimed from IEPF authority by filing Form No.IEPF-5 in the prescribed manner. The details thereof are available on the website of the Company i.e. www.mangalamcement.com.

13. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20 April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services, direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent ("RTA") are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent MCA General Circular the 20/2020 dated 5 May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case

may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.

14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their de-mat accounts, if not updated already. Members holding shares in physical form can submit their PAN details to RTA viz. MAS Services Ltd / Company, if not updated already.

16. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. the SEBI/LAD-NRO/GN/2018/49 dated 30 November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1 April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.

17. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, members holding shares in physical mode are requested to register their e-mail address with the Company and Members holding shares in de-mat mode are requested to register their e-mail address with their respective Depository Participants (DPs). If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

18. Effective from 1st April, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@masserv.com or shares@mangalamcement.com on/before 18th Septemer, 2020. Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received from the Company during the financial year 2020-21 does not exceed Rs. 5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/RTA, the tax will be deducted at a higher rate of 20%.

    Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non-resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

    - Copy of PAN card copy, if any, allotted by Indian Income Tax Authorities duly self-attested by the member.
    - Copy of Tax Residency Certificate [TRC] for the FY 2020-21 obtained from the revenue authorities of country of tax residence duly attested by the member.
    - Self-Declaration in Form 10-F.
    - Self-Declaration of No-PE [permanent establishment] certificate.
    - Self-declaration of beneficial ownership by the nonresident shareholder.
    - Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

    The members/shareholders are required to provide above documents/declarations by sending an E-mail to info@masserv.com or shares@mangalamcement.com on/before 18th September, 2020.. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable surcharge and cess.

19. The payment of dividend, if declared at the ensuing AGM, will be made to those shareholders whose names shall appear on the company's Register of Members on 18th September, 2020 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 Automated Clearing House (NACH) as the case may be within the stipulated time frame as specified in the Companies Act, 2013.

20. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through NACH 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.

21. Shareholders holding shares in physical form and desirous of availing NACH facility, should provide the bank details and 9 digits' code number in NACH Mandate Proforma. Shareholders who have already given their Bank details to avail the NACH facility should furnish the same only if there is any change.

22. The NACH 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 23.

23. 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.

24. 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 Note23 quoting their folio number. Shareholders holding shares in dematerialized form, should intimate change of their address, if any, to the Depository participant.

25. 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 read with MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the items of business set out in the attached Notice may be transacted through electronic voting system. The Company is providing the facility of casting votes through the electronic voting system from a place other than venue of AGM under an arrangement with Central Depository Services (India) Limited ("CDSL") 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 18th September, 2020, 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 Tuesday, 22nd September, 2020 and will end at 05.00 p.m. on Thursday, 24th September, 2020. The Notice of the Meeting will also be available on the Company's website: www.mangalamcement.com and the website of CDSL: www.evotingindia.com

26. The procedure and instructions for e-voting are given hereunder for your easy reference:

(i) The shareholders need to visit the e-voting website http://www.evotingindia.com

(ii) Click on "Shareholders" module.

(iii) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the PAN which is mentioned in email..
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the Mangalam Cement Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/RTA OR DEPOSITORY PARTICIPANT/ DEPOSITORIES:

(i) For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of any one share certificate, and copy of PAN card to info@masserv.com

(ii) For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VIDEO CONFERENCING (VC):

(i) To join the meeting, the shareholders should log on to the e-voting website http://www.evotingindia.com/ and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

Event password - cdsl@1234 is pre-field

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop.In case you want to join through mobile, you need to download the webex meet app from the respective play store.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
   - Windows 7, 8 or 10
   - I3
   - Microphone, speaker
   - Internet speed minimum 700 kbps
   - Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE :

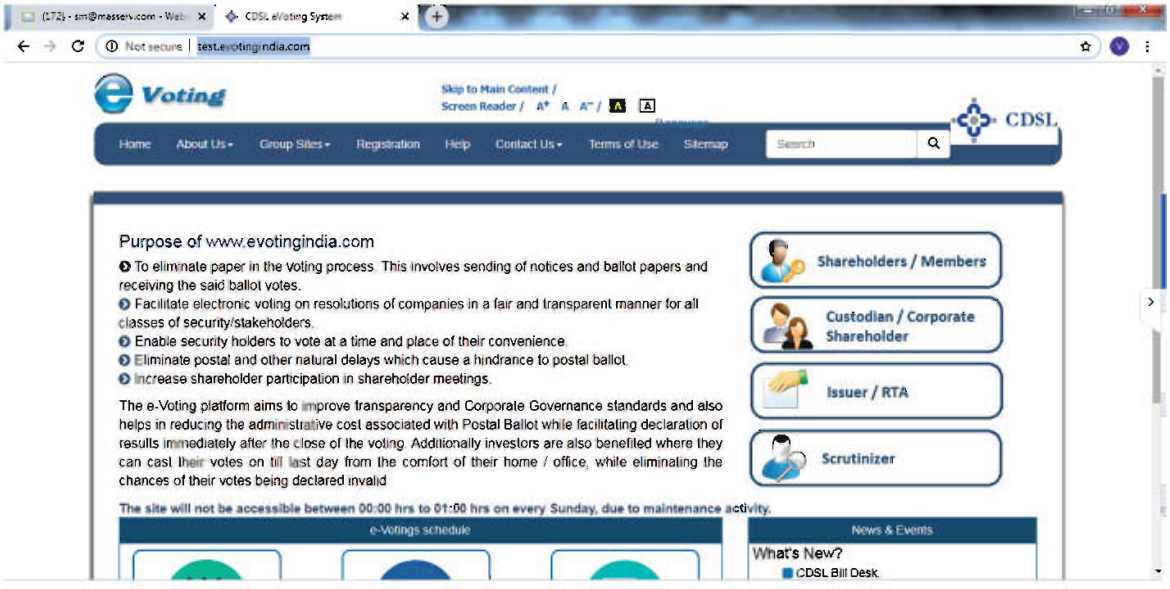
" Please download webex application from play store

NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONSABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-INDURING THE AGM.

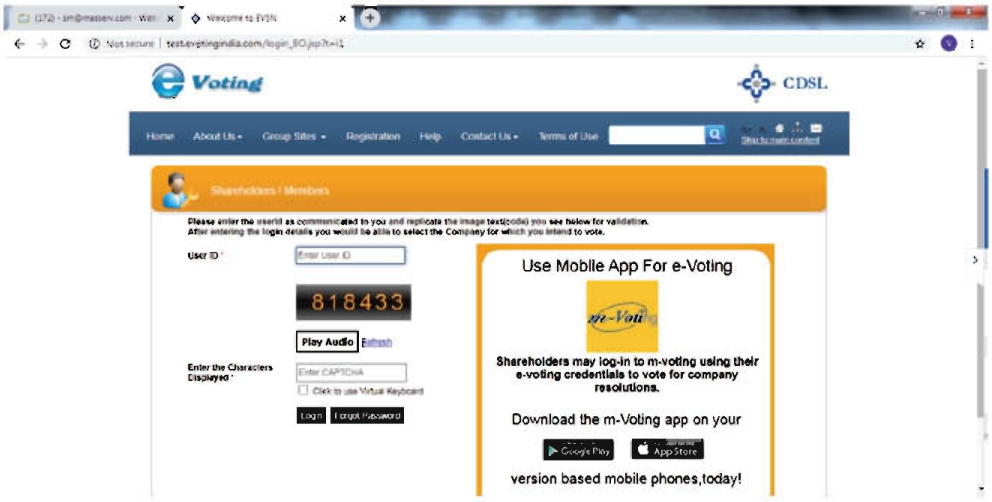
PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC

(EXPLAINED USING SCREENSHOTS):

i. The shareholders should log on to the e-voting website http://www.evotingindia.com/ Below screen will be appear.

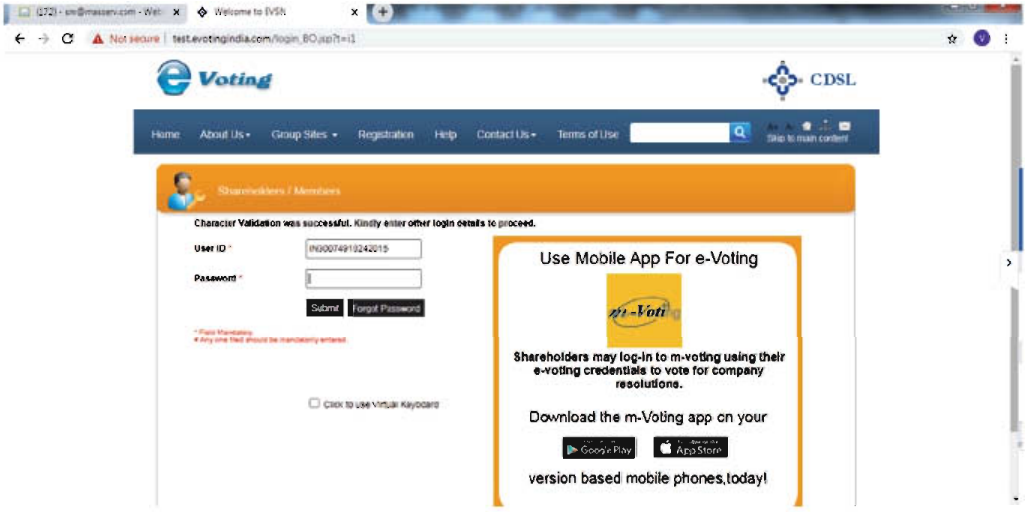


ii. Press Shareholders/Members tab, after which the below screen will be appear.

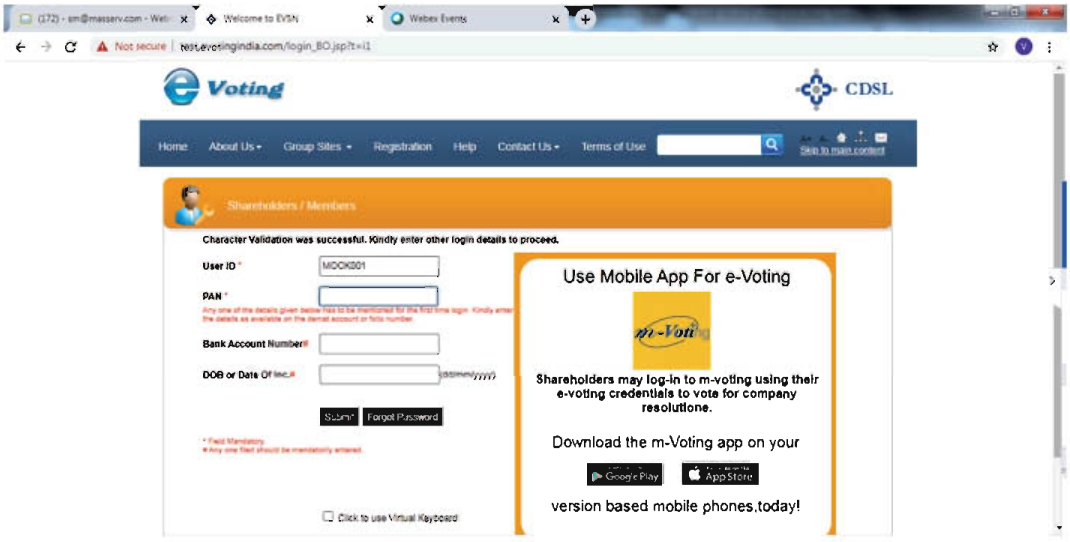


iii. Enter user id as mentioned in your invite email, or read point number (iii)as given above.

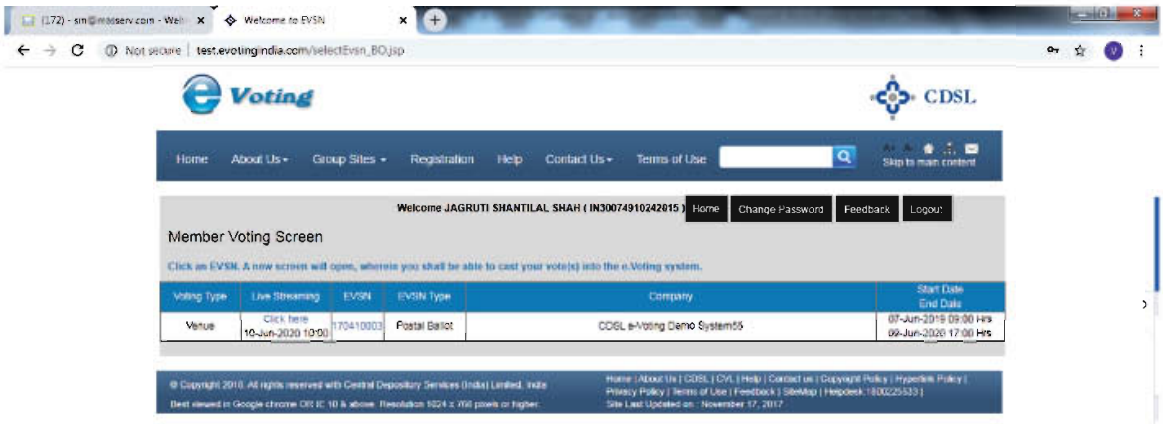
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

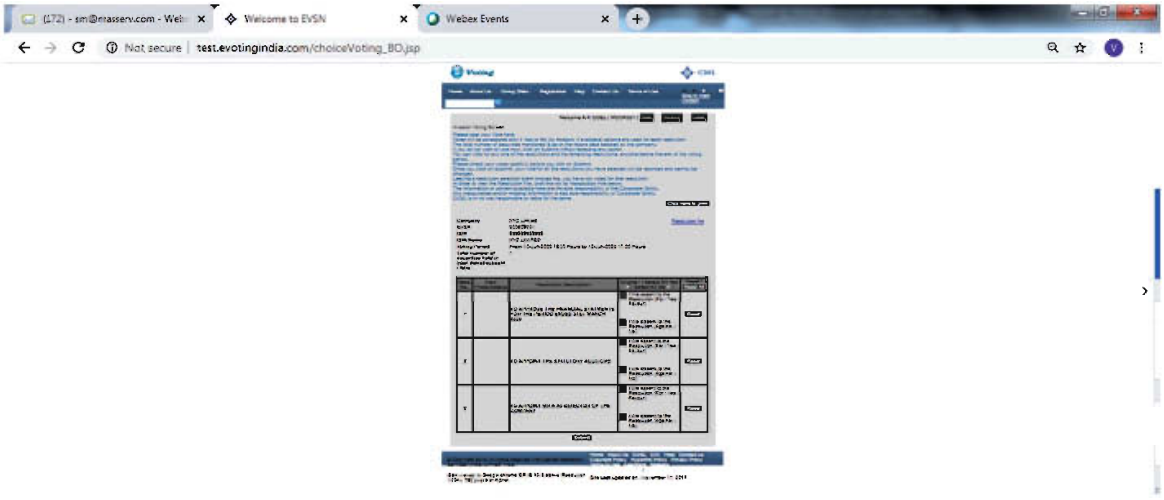


v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.

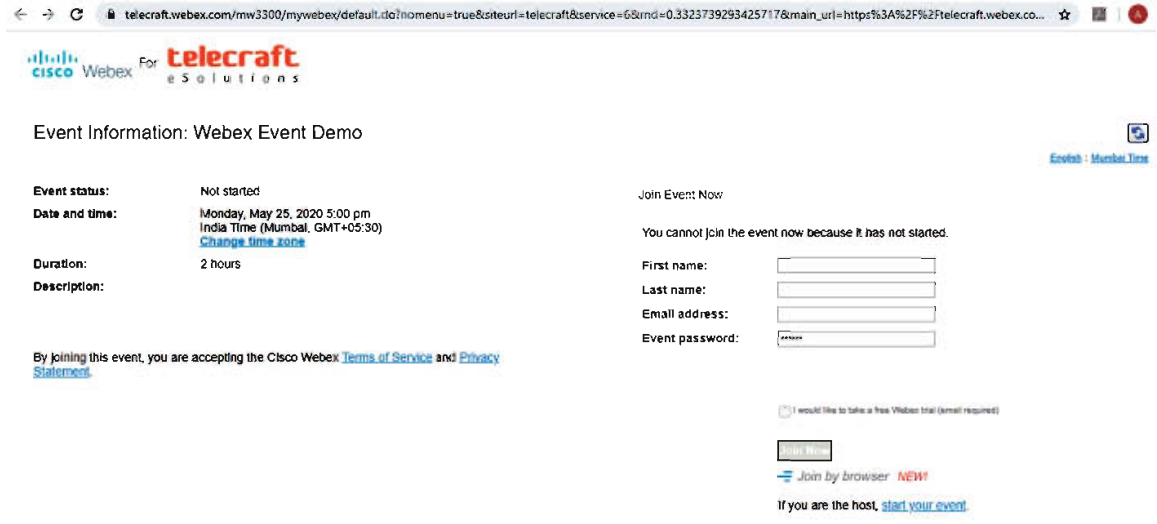


vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



Fill the details as:

In the "Name" field - Put your name.
In the "last name" field - Enter your folio no. as informed in e-mail
In the "Email ID" field - Put your email ID

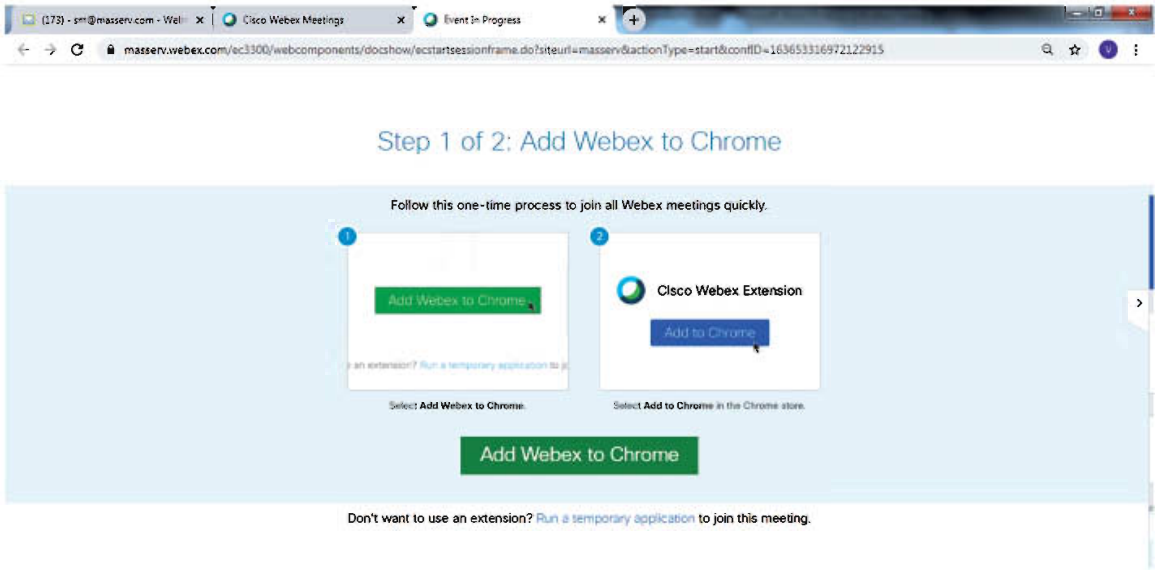
Event password - cdsl@1234 is pre-field

Click join now button.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop.In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii. Once you click on 'Join now' tab, the following screen will be appear:



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

27. 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 18th September, 2020.

28. 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. 18th September, 2020, will be provided the notice through e-mail after the cut-off date on request of shareholder. Such members may also obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or info@masserv.com RTA, MAS Services Limited.

However, if you are already registered with CDSL 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.evotingindia.com. In case of any query or grievance pertaining to remote e-voting before the AGM, e-voting during the AGM and joining the AGM through Video Conferencing, Members may contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel, East Mumbai 400013. Email: helpdesk.evoting@cdslindia.com, Tel.: 1800-225-533. Further, Members may also contact with Mr. Deepanshu Rastogi, General Manager, MAS Services Limited, RTA at info@masserv.com or on Telephone No.: 011-26387281/82/83.

29. Members who would like to express their views or ask questions during the AGM may register themselves by sending an e-mail to shares@mangalamcement.com upto 20th September, 2020 with name of shareholder, folio/dpid-clid, email id and number of shares held as on cut-off date. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

30. 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 during the AGM.

31. 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 e-voting during the AGM.

32. 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 to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

33. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 25th September, 2020.

34. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

35. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website www.Mangalamcement.com and CDSL's website https://www.evotingindia.com. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.

36. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.

37. **Reappointment of Shri Anshuman Vikram 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, Shri Anshuman Vikram Jalan, was re-appointed as Whole Time Director designated as Executive Director with effect from 1st April, 2017 for further period of three years. Shri Anshuman Vikram Jalan 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.

Further Shri Anshuman Vikram Jalan, was appointed as Co-Chairperson of the Company w.e.f. 05th August, 2019.

Further the Board of Directors at its meeting held on 14th February, 2020, subject to the approval of Shareholders, re-appointed Shri Anshuman Vikram Jalan, Co-Chairperson of the Company as Whole Time Director for further period of three years with effect from 1st April, 2020.

The other Public Companies in which he holds directorship are Pilani Investment and Industries Corporation Ltd. and Vidula Consultancy Services Ltd.

Shares held in the Company	:	40,000 Equity Shares
Relationship with other Directors	:	Shri Anshuman Vikram Jalan Co-Chairperson 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 & 05

At the 41st Annual General Meeting, Smt. Vidula Jalan and Shri Anshuman Vikram Jalan were re-appointed as Wholetime Directors designated as Executive Directors with effect from 1st April, 2017 for further period of three years.

Further the Board of Directors at its meeting held on 05th August, 2019 appointed Smt. Vidula Jalan and Shri Anshuman Vikram Jalan as Co-Chairperson of the Company.

The Nomination and Remuneration Committee had recommended re-appointment of Smt. Vidula Jalan and Shri Anshuman Vikram Jalan, Co-Chairpersons of the Company as Whole Time Directors of Company for a further period of three years from 1st April, 2020 to 31st March, 2023, (both days inclusive) on such remuneration and other terms as stated in Resolution No. 4 & 5 respectively of the accompanying Notice. The Board of Directors, at their meeting held on 14th February, 2020 had approved the recommendations subject to the approval by the members at the ensuing Annual General Meeting by way of Special Resolutions.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole Time Directors and after considering the prevailing managerial remuneration in industry, the Board is of the opinion that considering their background, qualifications and expertise that Smt. Vidula Jalan and Shri Anshuman Vikram Jalan brings to the Company, the remuneration offered to them is reasonable and in line with present corporate practice.

As the terms for 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 remuneration.

Except the remuneration proposed, the Co-Chairpersons do not have any pecuniary relationship with the Company and they are not related to any managerial personnel. However, they are related to each other as spouses.

The Board recommends the Resolutions as set out an item no. 04 & 05 of the notice for approval of the members by mean 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 to the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), 2015 and Secretarial Standard-2 are 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	2019-20 (Rs. In Lacs)	2018-19 (Rs. In Lacs)
		Net Income/Revenue from Operations	122825.10	119959.65
		Profit before Tax, Finance Cost & Depreciation	22909.04	8098.28
		Less: Finance Costs	6327.50	5078.24
		Profit before Depreciation and Tax	16581.54	3020.04
		Less: Depreciation	4867.50	4612.47
		Profit before Tax	11714.04	(1592.43)
		Less: Provision for Tax	4123.83	(618.71)
		Net Profit After Tax	7590.21	(973.72)
		Equity Capital (face value Rs. 10)	2669.38	2669.38
		Earning Per Share (Rs.)	28.44	(3.65)
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	Smt. Vidula Jalan	Shri Anshuman Vikram Jalan
1	**Background details**	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 Whole Time Director was 30th July, 2009. Smt. Vidula Jalan has attended 4 out of 5 board meetings held during the financial year 2019-20. The other public companies in which she is a Director are Mangalam Timber Products Ltd and Vidula Consultancy Services Ltd.	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 Whole Time Director was 30th July, 2009. Shri Anshuman Vikram Jalan has attended 4 out of 5 board meetings held during the financial year 2019-20. 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.
2	**Past remuneration**	During the year ended 31st March, 2020, she has been paid a remuneration of Rs. 9,00,000/-per month as basic salary (+) special allowance &perquisites as approved by the members of the Company in the 41st Annual General Meeting& as revised in 43rd Annual General Meeting of the Company.	During the year ended 31st March, 2020, he has been paid a remuneration of Rs. 9,00,000/-per month as basic salary (+) special allowance &perquisites as approved by the members of the Company in the 41st Annual General Meeting& as revised in 43rd Annual General Meeting of the Company.
3	**Recognition or awards**	The Company has received various awards and recognitions during her tenure as the Whole Time Director of the Company.	The Company has received various awards and recognitions during his tenure as the Whole Time Director of the Company.
4	**Job profile and suitability**	In the capacity of Whole Time 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.	In the capacity of Whole Time 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.
5	**Term & conditions of Reappointment & Remuneration proposed**	As set out in Resolution No. 4 of the Notice of the Annual General Meeting.	As set out in Resolution No. 5 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 Smt. Vidula 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 Shri Anshuman Vikram 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, Smt. Vidula Jalan does not have any other pecuniary relationship with the Company. Smt. Vidula Jalan is the wife of Shri Anshuman Vikram Jalan, Co-Chairperson of the Company. She holds 76,100 shares of the Company.	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, Co-Chairpersonof the Company. He holds 40,000 shares of the company.

Sr. No.	Particulars	Smt. Vidula Jalan	Shri Anshuman Vikram Jalan
8	**First Date of Appointment**	30th July , 2009	30th July , 2009
9	**Number of Board Meetings attended during the year**	4 out of 5 meetings (Financial Year 2019-20)	4 out of 5 meetings (Financial Year 2019-20)
10	**Membership / Chairmanship of Committes other Companies in India**	Mangalam Timber Products Ltd: ● Share Transfer Committee-Member ● Internal Complaint Committee-Chairperson	Pilani Investment and Industries Corporation Ltd: ● Audit Committee-Member ● Nomination & Remuneration Committee-Member ● Stakeholder Relationship Committee-Member ● CSR Committee-Member ● Investment & Finance Committee-Member ● Risk Management Committee-Member ● Asset & Liability Management Committee-Member
11	**Directorships held in all other Companies in India**	● Vidula Consultancy Services Ltd ● Mangalam Timber Products Ltd ● Mignonette Creations Pvt Ltd	● Pilani Investment and Industries Corporation Ltd ● Vidula Consultancy Services Ltd ● Shree Guru Carbide & Chemicals Pvt Ltd ● Gorakhpur Oxygen Pvt Ltd ● Dhanshree Niketan Pvt Ltd ● Mahamaya Properties Pvt Ltd ● Amexco Investments Pvt Ltd ● Aramco Pvt Ltd ● Soorajmull Nagarmull Pvt Ltd ● Ocean Minerals and Industrial Gases Pvt Ltd ● Sakambhari Commodities Pvt Ltd ● Mignonette Creations Pvt Ltd
12	**Nationality**	Indian	Indian
13	**Relationship with other Directors/ Manager/ Key Managerial Personnel**	Except being spouse of each other, Shri Anshuman Vikram Jalan and Smt. VidulaJalan do not have any relationship with other Directors/ Manager/ Key ManagerialPersonnel.	

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits:	There is profit, the information is provided to the Shareholders as an abundant caution for payment of minimum remuneration to the Whole Time Directors of the Company in case of no profit or inadequate profits in any particular year.
2	Steps taken or proposed to be taken for improvement	Continuous process being followed by the Company for cost control, efficient power consumption, efforts to reduce the logistic cost and deeper penetration into higher realisation market and expansion of new market.
3	Expected increase in productivity and profits in measurable terms.	All efforts are being undertaken to ensure improved performance and increasing the productivity and 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.

The Board of Directors recommends passing of the Special Resolutions at item No. 4 & 5 of the Notice.

None of the Directors 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.

Item No. 6

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, 2021 pursuant to Section 148 of the Companies Act, 2013 on a remuneration of Rs.1,32,300/- (Rupees One Lac Thirty-Two Thousand Three Hundred only) plus GST applicable and out of pocket expenses.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the CostAuditors 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 Ordinary Resolution for your approval.