



THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,
R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100
Fax : 044-2851 7198, Grams : 'INDCEMENT'
CIN : L26942TN1946PLC000931

SH/SE/

04.09.2020

BSE Limited
Corporate Relationship Dept., First Floor
New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

Scrip Code : 530005

Scrip Code : INDIACEM

Dear Sirs,

Sub.: Annual General Meeting

Ref.: Our letter dated 10.08.2020

This is to inform you that the 74th Annual General Meeting of the Company will be held at 9.30 A.M. (IST) on Monday, the 28th September 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

In pursuance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the following:

1. Annual Report for the year ended 31st March 2020.
2. Notice convening the 74th Annual General Meeting of the Company.

Besides the ordinary business, the following items of special business requiring approval of the shareholders by ordinary resolutions are included in the notice convening the AGM:

1. Appointment of Smt.Nalini Murari Ratnam (DIN : 07884044) as Director of the Company, subject to retirement by rotation;
2. Appointment of Sri.Krishna Prasad Nair (DIN : 02611496), as an Independent Director of the Company for a term of three consecutive years from 24.06.2020 to 23.06.2023;
3. Reappointment of Smt.Rupa Gurunath (DIN : 01711965) as Wholetime Director of the Company for a period of five years with effect from 05.03.2020; and
4. Ratification of remuneration to Sri.S.A.Murali Prasad, Cost Accountant (Membership No.2730), Cost Auditor for the year ending 31.03.2021.

Thanking you,

Yours faithfully,
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above



THE

INDIA CEMENTS

LIMITED

ANNUAL REPORT

2020

74th Annual General Meeting

Date : 28th September 2020 (Monday)

Time : 9.30 A.M. (IST)

Mode of conducting AGM : Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

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THE INDIA CEMENTS LIMITED



BOARD OF DIRECTORS

Sri N. Srinivasan	Vice Chairman & Managing Director
Smt. Chitra Srinivasan	
Smt. Rupa Gurunath	Wholetime Director
Sri K. Balakrishnan	(till 28.08.2019)
Sri S. Balasubramanian Adityan	
Sri Basavaraju	
Smt. Lakshmi Aparna Sreekumar	
Sri K.P. Nair	(w.e.f. 24.06.2020)
Smt. Nalini M Ratnam	(Nominee of Life Insurance Corporation of India) (w.e.f. 07.02.2020)
Sri V. Ranganathan	
Smt. Sandhya Rajan	
Sri V. Venkatakrishnan	(Nominee of IDBI Bank Limited)

AUDITORS

Messrs K.S. Rao & Co. Chartered Accountants 7-B, 7 th Floor, Century Plaza, 560-562, Anna Salai, Chennai - 600 018.	Messrs S. Viswanathan LLP Chartered Accountants 17, Bishop Wallers Avenue (West) Mylapore, Chennai – 600 004.
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CEMENT FACTORIES

REGISTERED OFFICE

“Dhun Building”
827, Anna Salai
Chennai – 600 002.

TAMILNADU

Sankarnagar, Tirunelveli District.
Sankari, Salem District.
Dalavoi, Ariyalur District.

ANDHRA PRADESH

Chilamkur, Kadapa District
Yerraguntla, Kadapa District.

RAJASTHAN

Nokhla, Banswara District

TELANGANA

Vishnupuram, Nalgonda District
Malkapur, Ranga Reddy District

CORPORATE OFFICE

“Coromandel Towers”
93, Santhome High Road
Karpagam Avenue
R.A.Puram
Chennai – 600 028.

GRINDING UNITS

TAMILNADU

Vallur Village,
Tiruvallur District

MAHARASHTRA

Parli Vaijnath,
Beed District.

RMC UNITS

Tamil Nadu, Karnataka and Telangana

Website: www.indiacements.co.in



THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

Registered Office : "Dhun Building", 827, Anna Salai, Chennai – 600 002.

Corporate Office: 'Coromandel Towers', 93, Santhome High Road,

Karpagam Avenue, R.A.Puram, Chennai – 600 028.

Website: www.indiacements.co.in E-Mail Id: investor@indiacements.co.in

Phone: 044-28521526 / 28572100 / 400 Fax: 044-28517198

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventyfourth Annual General Meeting of The India Cements Limited will be held at 9.30 A.M. [Indian Standard Time (IST)] on Monday, the 28th September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31st March, 2020.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Smt.Chitra Srinivasan (DIN:01094213) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."

SPECIAL BUSINESS:

5. To appoint Smt. Nalini Murari Ratnam as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:

"RESOLVED THAT Smt. Nalini Murari Ratnam (DIN: 07884044) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Krishna Prasad Nair (DIN: 02611496), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors on 24.06.2020 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years from 24.06.2020 to 23.06.2023 and that he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder (including any amendment thereof for the time being in force) and Regulation 17(6)(e) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), other applicable laws and regulations, if any, Articles of Association of the Company and subject to requisite approvals, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the Company hereby accords its approval and consent for the reappointment of Smt. Rupa Gurunath (DIN: 01711965) as Wholetime Director of the Company for a period of five years with effect from 5th March 2020 and for the payment of remuneration to her at the existing terms for her services as Wholetime Director as set out hereunder:

- (a) Salary: Rs.15,00,000/- per month
- (b) Commission: Such percentage of commission (in addition to salary, allowances, perquisites and benefits hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors which together with salary and monetary value of allowances, perquisites and benefits shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the Listing Regulations.
- (c) Allowances and other Perquisites:
 - (i) Housing:
Rent free accommodation will be provided to the Wholetime Director for which 10% of salary will be recovered. In case no accommodation is provided by the Company, house rent allowance at 30% of salary, shall be paid. In addition, the Wholetime Director shall be allowed free use of the Company owned furniture and other consumer durables, as required.
 - (ii) Others:
The Wholetime Director will also be entitled to other allowances and perquisites together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel allowance for self and family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors with the Wholetime Director, so however, that the value of such perquisites and allowances will be subject to a maximum of 45% of the annual salary.

Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for the use of Company's car for official duties and telephone, telefax, audio / video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation Fund, Gratuity payable as per the rules of the Company applicable to senior management personnel and encashment of leave at the end of tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during her term of office, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above as minimum remuneration per annum to Smt. Rupa Gurunath, Wholetime Director, subject to obtaining any other requisite approvals."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps as may be required to give effect to the aforesaid resolutions."

- 8. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of Rs.20 Lakhs (Rupees Twenty Lakhs only) payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of applicable tax, travelling and out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the year ending 31st March 2021, be and is hereby ratified."

NOTES:

- 1 Explanatory Statement is annexed to the Notice of the Seventyfourth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.5 to 8.
- 2 Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed hereto for Items No.4 to 7 of the Notice convening the 74th Annual General Meeting of the Company.
- 3 In view of the continuing restrictions on the movement of persons at several places in the country due to COVID 19 global pandemic, Ministry of Corporate Affairs, Government of India ("MCA") has, vide its Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020,



13th April, 2020 and 5th May, 2020 respectively and SEBI has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12th May, 2020 permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the Seventyfourth Annual General Meeting of the members of the Company shall be conducted in virtual mode i.e., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ('Virtual AGM'), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at 'Dhun Building', 827, Anna Salai, Chennai – 600 002.

National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-Voting, participating in the meeting through VC / OAVM and vote during the AGM through e-Voting system is explained in Note No.20 below and is also available on the website of the Company at www.indiacements.co.in.

Members are hereby informed that the Seventyfourth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Seventyfourth Annual General Meeting of the Company.

- 4 Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indiacements.co.in. The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.

- 5 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

- 6 Corporate Members intending to authorize their representatives to attend the AGM through VC/ OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC/ OAVM and cast their votes through e-Voting.

- 7 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 Note No. 20 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.

In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder, who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.

- 8 The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at www.indiacements.co.in and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

- 9 The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2020 to 28.09.2020 (both days inclusive).

- 10 The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 27.10.2020 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 21.09.2020. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

Members are requested to update their KYC, including residential status and Permanent Account Number (PAN) and Category as per Income Tax Act (IT Act), with their DPs (where the shares are held in demat form) and with the RTA (where the shares are held in physical form) in order to receive the dividend directly into their bank accounts on the payout date and to be in compliance with TDS requirement under IT Act.

Shares held in physical form: Shareholders who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Services (ECS) or any other means ("Electronics Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending following details / documents, in addition to the documents mentioned in above para, by e-mail to the Company / RTA:

- (a) Name and Branch of the bank in which dividend is to be received;
- (b) Bank account type;
- (c) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
- (d) 11 digit IFSC code;
- (e) 9 digit MICR Code Number; and
- (f) Self attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly.

Shares held in Demat Form: Please contact your Depository Participant (DP) and get your e-mail ID and Bank Account details registered / updated in your Demat Account by your DP.

In the event the Company is unable to pay the dividend to any Shareholder by electronic means, due to non-registration of Bank Account, the Company shall dispatch the dividend warrant to such Shareholder, once the normalcy is restored.

11 DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, the dividend income will be taxable in the hands of the Shareholders with effect from 01.04.2020. The Company is required to deduct Tax at Source (TDS) from the dividend payable to the Shareholders at prescribed rates in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable for various categories of Shareholders, members are requested to refer to the Income Tax Act for the same and update their details viz., Residential Status, PAN, Category as per the Income Tax with their Depository Participants (in case shares are held in Demat form) or forward the same by email to the Company / RTA at investor@indiacements.co.in / corpserv@integratedindia.in (in case shares are held in physical form).

Declaration in Form No. 15G / Form 15H, as applicable, fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before 20.09.2020. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in. No communication would be accepted from members beyond September 20, 2020 regarding the tax on dividend matters.

- 12 Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email: corpserv@integratedindia.in.

Members holding shares in physical form are requested to notify all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.

Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.

- 13 The Ministry of Corporate Affairs, New Delhi, vide its notification dated May 7, 2018, has done away with the requirement to place the matter relating to appointment of Auditors for ratification by the members at every Annual General Meeting (AGM). Accordingly, no resolution is proposed at the AGM for ratification of appointment of M/s.K.S. Rao & Co., Chartered Accountants and M/s.S.Viswanathan LLP, Chartered Accountants, Statutory Auditors, who were appointed in the AGM held on 4th September, 2017 for a term of five years to hold office from the conclusion of the Seventyfirst AGM until the conclusion of the Seventysixth AGM of the Company.



- 14 Unclaimed dividends upto and including for the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto 1994-95 may claim the same from the Registrar of Companies, Tamil Nadu-I, Chennai, No.26, Haddows Road, Chennai 600006, in the prescribed form which will be supplied by the Company / RTA on request.

- 15 Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2011-12 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31st March, 2013 and 31st March, 2016 to 31st March, 2019 which remain unpaid or unclaimed for a period of 7 years will be transferred to the IEPF established under Section 125 of the Companies Act, 2013. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2013 and for the financial years ended 31st March, 2016 to 31st March, 2019 are requested to make their claim forthwith to the Company / RTA.

In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2011-12 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

The Shareholders, who have not encashed / claimed their dividends from the year 2012-13, are advised to contact or write to the Company or to the RTA, Integrated Registry Management Services Private Limited, immediately claiming the dividend. In case, the Company / RTA do not receive any communication from the concerned shareholders, claiming their dividends, the Company shall, in compliance with the said Rules, transfer Dividend for the year 2012-13 and corresponding shares to IEPF account on the due date i.e. 21.11.2020.

It may be noted that all benefits, if any, which may accrue in future on such shares, including bonus shares, dividend, etc. will be credited / transferred to the IEPF account. Any claim in respect of the said shares / dividend so transferred, may be submitted online to IEPF Authority in the prescribed e-form IEPF-5 by following the procedures laid down in the Rules, available on the IEPF website: www.iepf.gov.in.

In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 31.03.2019 and hosted the same on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

- 16 Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are interested in availing this nomination facility are requested to write to the Company / RTA, in case shares are held in physical form or to the depository participants in case shares are held in demat form.
- 17 Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
- 18 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) and the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and in view of prevailing situation on account of COVID 19 and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only by e-mail to those Members who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

The Annual Report containing the said documents including Notice of AGM is also available on the Company's website 'www.indiacements.co.in' and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. from where it can be downloaded. The Notice can also be accessed from the websites of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company.

Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 19 The Securities and Exchange Board of India (SEBI) vide its Circular dated 20.04.2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Company by forwarding duly signed letter along with self-attested copy of PAN Card and cancelled cheque leaf. The cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement issued by the Bank.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above, members are advised to dematerialise equity shares held by them in physical form.

20 **Electronic Voting (e-Voting)**

- I In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide to its members the facility of remote e-voting and voting through e-voting system during the AGM, in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- II Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV The remote e-Voting period commences on 24.09.2020 (9.00 A.M. IST) and ends on 27.09.2020 (5.00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21.09.2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- V Smt. P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-Voting process in a fair and transparent manner.
- VI The process and manner for remote e-Voting are as under:

Step 1 :

- 1 Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile / laptop / other devices.
 - 2 Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - 3 A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4 Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is A01*** and EVEN is 101456 then user ID is 101456A01***

5 Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below:
 1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company i.e. investor@indiacements.co.in or RTA i.e. corpserv@integratedindia.in.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company i.e. investor@indiacements.co.in or RTA i.e. corpserv@integratedindia.in.
 3. The Company / RTA, after verification of aforesaid documents, shall co-ordinate with NSDL and provide the login credentials.

6 If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- 7 After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8 Now, you will have to click on "Login" button.
- 9 After you click on the "Login" button, Home page of e-Voting will open.

Step 2 - How to cast your vote electronically on NSDL e-Voting system?

- 1 After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2 After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3 Select "EVEN" of company for which you wish to cast your vote.
- 4 Now you are ready for e-Voting as the Voting page opens.
- 5 Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6 Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager at 022-24994545, e-mail ID: pallavid@nsdl.co.in or write to National Securities Depository Limited (NSDL) at Trade World, 'A' Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1 Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 2 Members are encouraged to join the Meeting through Laptops for better experience.
- 3 Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



- 4 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5 Shareholders who would like to express their views / ask questions / seek any information during the meeting with regard to any items of business to be transacted at the AGM may register themselves as a speaker by sending their request from their registered email ID in advance i.e., on or before 23rd September, 2020 mentioning their name, demat account number / folio number, email id, mobile number to the Company at investor@indiacements.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance i.e., on or before 23rd September, 2020 mentioning their name, demat account number / folio number, email id, mobile number at investor@indiacements.co.in. These queries will be replied to by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- 1 The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - 2 Only those Members, who will be present in the AGM through VC/OAVM facility and have not caste their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - 3 Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - 4 The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned in para 3 of "General Guidelines for Shareholders".
- VII 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 i.e. 21.09.2020.
- VIII Any person, who acquires shares of the Company and becomes a member of the Company after forwarding the notice and holding shares as of the cut-off date i.e. 21.09.2020, may obtain the login ID and password by sending an email to investor@indiacements.co.in or corpserv@integratedindia.in or evoting@nsdl.co.in by mentioning their DP ID and Client ID No.
- IX 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 or e-Voting during the AGM.
- X The Scrutinizer shall immediately after the conclusion of e-voting at the AGM through VC /OAVM mode, first download and count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than forty-eight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XI The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.indiacements.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed.

(By order of the Board)
for THE INDIA CEMENTS LIMITED

Place : Chennai
Date : 10.08.2020

S.SRIDHARAN
Company Secretary

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO. 4 TO 7 OF THE NOTICE CONVENING THE 74th ANNUAL GENERAL MEETING OF THE COMPANY.

(i)	Name of the Director	:	Smt.Chitra Srinivasan
	Director Identification Number (DIN)	:	01094213
	Date of Birth	:	31st July 1949
	Date of appointment on the Board as Director	:	5th March 2010
	Category of Directorship	:	Promoter, Non-Executive
	Date of last reappointment as Director	:	12th September 2019
	Expertise in specific functional areas	:	Industry, Management and Administration
	Qualification	:	B.Sc.
	Brief Profile / Experience	:	Smt. Chitra Srinivasan is a Director of the Company since 2010. Besides her contribution as a Director, she has been actively engaging herself in various philanthropic and CSR activities.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	78580
	List of outside Directorships held in Public Companies	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	Not Applicable
	Relationships between directors inter-se / Key Managerial Personnel	:	Spouse of Sri N.Srinivasan, Vice Chairman & Managing Director and mother of Smt.Rupa Gurunath, Wholetime Director.
(ii)	Name of the Director	:	Smt. Nalini Murari Ratnam
	Director Identification Number (DIN)	:	07884044
	Date of Birth	:	26th November 1960
	Date of appointment on the Board as Director	:	7th February 2020
	Category of Directorship	:	Nominee Director, Life Insurance Corporation of India
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Handled various assignments in LIC relating to New Business, CRM, IT, Personnel amongst other areas.
	Qualification	:	M.Sc., M.Phil.



	Brief Profile / Experience	:	Smt. Nalini Murari Ratnam has been working in insurance sector for more than 3 decades and presently she is Executive Director (NB&R), Life Insurance Corporation of India. She has varied experience in all aspects of Life Insurance.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Public Companies	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	Nil
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
(iii)	Name of the Director	:	Sri Krishna Prasad Nair
	Director Identification Number (DIN)	:	02611496
	Date of Birth	:	24th May, 1959
	Date of appointment on the Board as Director	:	24th June, 2020
	Category of Directorship	:	Independent - Non-Executive Director
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Extensive and varied experience in Retail and Corporate Banking, Human Resource Management & Training.
	Qualification	:	B.Com., M.B.A.
	Brief Profile / Experience	:	Sri Krishna Prasad Nair has held various positions in IDBI Bank Limited and retired as Deputy Managing Director. He has rich and wide experience in Banking Sector for 38 years in various positions. He has, amongst others, handled assignments in Retail and Corporate Banking, Human Resource Management & Training, Information Technology and Administration & Facilities Management.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Public Companies	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil

	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
(iv)	Name of the Director	:	Smt.Rupa Gurunath
	Director Identification Number (DIN)	:	01711965
	Date of Birth	:	15 th February 1973
	Date of appointment on the Board as Director	:	24 th September 2007
	Category of Directorship	:	Promoter, Executive Director
	Date of last reappointment as Wholetime Director	:	5 th March 2015
	Expertise in specific functional areas	:	Industry, Management and Administration
	Qualification	:	B.Sc., PGDCA, Executive MBA
	Brief Profile / Experience	:	Smt.Rupa Gurunath has been associated with the Company as a Director since 24.09.2007 and Wholetime Director since 05.03.2010. She has been assisting the Vice Chairman & Managing Director in the day-to-day management and administration of the Company and has been instrumental in successful and timely completion of the Company's various projects.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	36,440
	List of outside Directorships held in Public Companies	:	Coromandel Travels Limited Coromandel Electric Company Limited ICL Shipping Limited India Cements Infrastructures Limited
	Chairman / Member of the Committees of Board of Directors of the Company	:	Stakeholders Relationship Committee - Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	ICL Shipping Ltd. - Audit Committee - Member
	Relationships between directors inter-se	:	Daughter of Sri N.Srinivasan, Vice Chairman & Managing Director & Smt.Chitra Srinivasan, Director
	Relationship with Key Managerial Personnel	:	Nil



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE SEVENTYFOURTH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEMS NO.5 TO 8 OF THE SAID NOTICE

Item No. 5:

Smt. Nalini Murari Ratnam (DIN : 07884044) was appointed by the Board of Directors as a Nominee Director with effect from 7th February 2020 in the casual vacancy caused by withdrawal of nomination of Sri M.R.Kumar (DIN: 03628755) by Life Insurance Corporation of India and she will hold office upto the date of the 74th Annual General Meeting of the Company.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Smt. Nalini Murari Ratnam as a Director of the Company liable to retirement by rotation.

The disclosure containing the profile and other details of Smt. Nalini Murari Ratnam as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

The Nomination and Remuneration Committee, after considering Smt. Nalini Murari Ratnam's profile, experience and performance, has recommended her appointment as a Director liable to retirement by rotation and the Board has approved the same. The Board considers that the appointment of Smt. Nalini Murari Ratnam as a Director, as aforesaid, would be in the best interests of the Company. Hence the Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice convening the 74th Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial personnel:

None of the Directors except Smt. Nalini Murari Ratnam and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No. 6:

Sri Krishna Prasad Nair (DIN: 02611496) was co-opted as an Additional and Independent Director on the Company's Board with effect from 24th June 2020 and he is presently a non-executive Independent Director of the Company and his appointment as Independent Director will be subject to the approval of the Shareholders.

Under the provisions of Article 86 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 ("the Act"), Sri Krishna Prasad Nair will hold office upto the date of the Seventyfourth Annual General Meeting of the Company.

Sri Krishna Prasad Nair is eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri Krishna Prasad Nair is proposed to be appointed as Independent Director for a term of 3 consecutive years from 24.06.2020 to 23.06.2023. The disclosure containing the profile and other details of Sri Krishna Prasad Nair as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

Considering the profile, experience and other details of Sri Krishna Prasad Nair, the Nomination and Remuneration Committee has recommended his appointment as an Independent Director for the aforesaid term and the Board has approved the same. Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Sri Krishna Prasad Nair as an Independent Director of the Company. Sri Krishna Prasad Nair fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri Krishna Prasad Nair as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.6 of the Notice convening the 74th Annual General Meeting of the Company for approval of the Members.

A copy of the draft letter of appointment of Sri Krishna Prasad Nair as an Independent Director setting out the terms and conditions would be available for inspection of Members on the website of the Company at www.indiacements.co.in and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri Krishna Prasad Nair and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.7:

The period of appointment of Smt. Rupa Gurunath as Wholetime Director, approved by the shareholders at the Annual General Meeting of the Company held on 7th December, 2015, concluded by the close of 4th March 2020.

The Nomination and Remuneration Committee (NRC) at its meeting held on 5th February 2020 has considered and unanimously recommended the reappointment of Smt. Rupa Gurunath as Wholetime Director for a further period of 5 years on the existing terms with effect from 5th March 2020.

The Board of Directors of the Company at its meeting held on 7th February 2020 considered the recommendations of NRC and has unanimously reappointed Smt. Rupa Gurunath as Wholetime Director for a further period of 5 years on the existing terms with effect from 5th March 2020, subject to the approval of the shareholders by passing the Ordinary Resolutions at the ensuing Annual General Meeting.

The approval of the Members is being sought under Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), for the reappointment of Smt. Rupa Gurunath as Wholetime Director and the terms of her reappointment and payment of remuneration to her on the existing terms as detailed in the resolutions set out in the accompanying Notice. The reappointment of Smt. Rupa Gurunath and payment of remuneration to her are proposed after considering the following:

Smt. Rupa Gurunath, Wholetime Director, is a Graduate in Science and holds a Post Graduate Diploma in Computer Applications and Executive MBA. Smt. Rupa Gurunath has been associated with the Company as a Director from 2007 and Wholetime Director since 2010.

Smt. Rupa Gurunath holds chairmanships / directorships in Coromandel Travels Limited, Coromandel Electric Company Limited, ICL Shipping Limited and India Cements Infrastructures Limited. She is President of Tamil Nadu Cricket Association and Trustee of The India Cements Educational Trust and The India Cements Gratuity Fund.

Our Company today is a major cement Company in the South and one of the largest in India. We have 8 operating units in Tamil Nadu, Telangana, Andhra Pradesh and Rajasthan with a capacity of 15.55 million tonnes per annum. This is apart from the 2 cement grinding plants - one at Chennai, Tamil Nadu and other at Parli, Maharashtra. The net turnover of our Company, as per the audited accounts, for the year ended 31.03.2020 was Rs.5057.54 crores. There are 2182 employees on the rolls of the Company.

Smt. Rupa Gurunath as Wholetime Director has been assisting the Managing Director in the day today management and administration of the Company and has been instrumental in successful and timely completion of the Company's various projects besides laying down systems and processes resulting in huge cost savings and overall improvement in the performance of the Company.

There is need for formulation of strategies on continuous basis and periodical review thereof for successful implementation and for sustained development of the Company in the light of highly competitive conditions prevailing in the industry necessitating increased managerial attention given to such matters. Hence the continued leadership of Smt. Rupa Gurunath, under the guidance of Managing Director of the Company, in the years ahead will be in the best interests of the Company.

Smt. Rupa Gurunath will function subject to the superintendence, direction and control of the Managing Director and also the Board of Directors.

Considering the size of the Company, turnover and the profile of the Wholetime Director, the proposed remuneration set out in the resolution is comparable, if not lower than the levels prevailing in the industry.

Sri N.Srinivasan, Managing Director, Smt. Rupa Gurunath, Wholetime Director and Smt. Chitra Srinivasan, Director, are related to each other. Sri N.Srinivasan, Smt. Rupa Gurunath and Smt. Chitra Srinivasan do not have any pecuniary relationship, directly or indirectly with the Company or managerial personnel except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by him / her as Managing Director and Wholetime Director respectively. Smt. Chitra Srinivasan is paid only sitting fee for attending the Board Meetings of the Company. Sri N.Srinivasan, Smt. Chitra Srinivasan and Smt. Rupa Gurunath hold 1124415, 78580 and 36440 Equity Shares of ₹ 10/- each of the Company respectively.

Interest of Directors and Key Managerial Personnel:

Smt. Rupa Gurunath, Wholetime Director, is interested in these resolutions as it concerns her reappointment and Sri N.Srinivasan, Managing Director and Smt. Chitra Srinivasan, Director, are interested in these resolutions as Smt. Rupa Gurunath is related to them. No other Director or other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommends the Ordinary Resolutions as set out in Item No.7 of the Notice convening the 74th Annual General Meeting of the Company for approval of the Members.

**Item No.8:**

The Board of Directors at its meeting held on 24.06.2020, based on the recommendation of the Audit Committee approved the appointment of Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2021 at a remuneration of Rs.20 lakhs, besides reimbursement of applicable tax, travelling and out of pocket expenses.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence, the Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice convening the 74th Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

(By order of the Board)
for THE INDIA CEMENTS LIMITED

Place : Chennai
Date : 10.08.2020

S.SRIDHARAN
Company Secretary

TEN YEARS IN BRIEF - FINANCIAL INFORMATION

YEAR ENDED 31ST MARCH

			2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Sales & Earnings												
1.	Sales and other Income	₹ Lakhs	401134	474181	523155	512324	502857	483359	579404	536013	565896	508528
2.	Profit/(Loss) before tax	₹ Lakhs	8987	38098	25236	(16240)	2945	20031	26002	11611	9342	(6841)
3.	Cash Generated (internally) (before tax)	₹ Lakhs	33158	63228	53420	11399	28736	41833	51709	37205	34472	17844
Assets @												
4.	Fixed Assets (Net)	₹ Lakhs	487431	427802	448128	426250	367484	350232	710069	696754	689006	702160
5.	Investments	₹ Lakhs	56896	85196	95783	94554	158522	158469	61646	58834	69462	73695
Capital & Reserves												
6.	Share Capital	₹ Lakhs	30718	30718	30718	30718	30718	30718	30815	30815	30990	30990
7.	Reserves and Surplus *	₹ Lakhs	319457	322934	331945	315716	295533	305837	480175	489218	492980	510501
8.	Shareholder's Fund	₹ Lakhs	350175	353652	362663	346434	326251	336555	510990	520033	523970	541491
Net worth, EPS & Dividend												
9.	Net worth per equity share	(₹)	114.00	115.13	118.06	112.78	106.21	109.56	165.82	168.75	169.07	174.73
10.	Earnings per equity share	(₹)	2.22	9.54	5.32	(5.29)	0.96	4.49	5.45	3.47	2.07	6.62
11.	Equity Dividend Per share	(₹)	1.50	2	2	-	-	1	1	0.80	0.80	0.60

* Figures for the year 2011 to 2016 exclude revaluation reserve and deferred income and after adjustment of deferred revenue expenditure.

@ The figures shown for the year 2012 to 2016 are as per the revised Schedule VI / Schedule III format and hence are not comparable to previous years' figures.

The figures shown for the years 2017, 2018, 2019 and 2020 are as per Ind AS and includes financials of Trinetra Cement Limited and Trishul Concrete Products Limited, the amalgamated companies and hence are not comparable to previous years' figures.



DIRECTORS' REPORT

Your Directors have pleasure in presenting their **Seventyfourth Annual Report** together with audited accounts for the year ended 31st March 2020.

	₹ in Crore	
	For the year ended 31 st March	
	2020	2019
FINANCIAL RESULTS		
Profit before Interest, Depreciation & exceptional items	612.95	668.90
Less: Exceptional Items	100.04	--
Less: Finance costs	334.47	324.17
Less: Depreciation / Amortization	246.85	251.31
Profit Before Tax	(68.41)	93.42
Current Tax	6.88	32.45
MAT credit entitlement	0.00	12.66
Deferred Tax	(39.78)	(21.13)
Tax Expenses	(32.90)	23.98
Profit/(Loss) After Tax	(35.51)	69.44
Other Comprehensive income (net)	240.61	(5.30)
Total comprehensive income	205.10	64.14
Add : Surplus brought forward from last year	999.93	969.29
Less: Dividend (including Dividend Distribution Tax)	29.89	33.50
Less: Transfer to General Reserve	0.00	0.00
Surplus carried forward	1175.14	999.93

DIVIDEND & RESERVES

The Board of Directors has recommended a dividend of ₹ 0.60 per equity share of ₹ 10/- each on 30,98,97,201 equity shares of ₹ 10/- each for the year ended 31st March, 2020, including proportionate dividend on 1,165 equity shares having calls in arrears. The proposed dividend, on approval by the shareholders at the ensuing Annual General Meeting, will be met out of surplus in the Statement of Profit and Loss in the Balance Sheet.

The Company has not transferred any amount to the reserves for the year ended 31st March, 2020.

SHARE CAPITAL

The paid up equity share capital of the Company was Rs.309.90 crores as on 31st March, 2020 comprising 30,98,97,201 equity shares of ₹ 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, (SEBI (LODR) Regulations, 2015) a Management Discussion and Analysis Report is given in Annexure 'B'.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) of SEBI (LODR) Regulations, 2015, a report on Corporate Governance and Auditors' Certificate confirming its compliance are included as part of the Annual Report and are given in Annexure 'C' and Annexure 'D' respectively. Further, a declaration on Code of Conduct signed by the Vice Chairman & Managing Director in his capacity as Chief Executive Officer of the Company is given in Annexure 'E'.

BUSINESS RESPONSIBILITY REPORT (BRR)

Pursuant to Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, a Business Responsibility Report is given in Annexure 'F'.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

A report on CSR activities of the Company during 2019-20 is given in Annexure 'G'.

LICENCES & RECOGNITIONS

The Company's Banswara works was awarded first prize for paying highest tax during the financial year 2018-19 in the Udaipur region and was honoured as "Regional Rajya Mitra" in platinum category. This award was given in the month of December'19 by the Commissioner - Commercial Taxes, Rajasthan. This is a prestigious award which is given based on various categories including payment on due dates, no case of evasion of tax and nil demand from the department, etc.

The Company's Sankarnagar works participated in the Quality Circle Forum of India- Madurai Chapter in the competition on "Best Practices in SMED Poka Yoke" concepts and won 3 gold awards in the field of mines, electrical and captive power plant. In the competition, 23 teams representing various organization participated.

The Company's Chennai Grinding Unit was granted ISO 45001:2018 for Occupational Health and Safety Management Certification and Quality Management System Upgradation Certification of ISO 9001:2015.

The Company's Dalavoi works was granted Quality Management System Certificate ISO 50001:2018 by TUV NORD in March 2020 valid for a period of three years.

The Company's Banswara works was also granted Quality Management System Certificate as per ISO 50001:2011 valid for a period of three years. The plant has also been awarded Environment Management System Certificate as per ISO 140001:2015.

The Company's Malkapur works has also been granted Quality Management System Certificate as per ISO 9001:2015 for further period of three years.

Besides the above, the Company's works at Sankarnagar, Sankari, and Yerraguntla have also won awards in various categories for safety, best mining practices, accident free work, etc. in the various zonal and state level safety competitions.

OPERATIONS

The performance of the Company has been discussed in detail in the Management Discussion and Analysis section.

The Cement Industry in India after registering a healthy 13% growth in the previous year had to face a low growth scenario during the year under review. While the economy showed positive signs in the beginning of the year, it drifted down in the later quarters and was also hit by the pandemic COVID-19 towards the end of the year. The construction industry was the worst hit and cement demand registered a marginally negative growth during the year under review as per information from DIPP. The industry during March 2020 alone had witnessed a de-growth of 25% in production as compared to earlier year. The overall capacity utilization of the industry was hovering only around 73% on an all India basis. The industry in South with supply overhang had de-grown by 15% in the 4th quarter and registered a decline in growth of around 8% for the year under review. The company had a drop in production of around 11% for the year as a whole.

The year was no exception with regard to increase in the cost of in-put materials. The petroleum price saw a zigzag movement during the year and ended up on a higher note towards the end of the year. The exchange rate of rupee against dollar also varied frequently adding to woes of the industry. However, there was some relief in the form of softening of international price of petcoke and coal and also on the transport cost of the same which helped in achieving reasonable economies in the cost of production.

The performance of the company has to be viewed in this tough market conditions and the capacity utilization was lower at 71% against 79% in the previous year but was however better than the average of the industry in the south. The overall sales volume was at 110.22 lakh tons as compared to 124.40 lakh tons and drop in volume alone had accounted for a contribution loss of over ₹ 150 crores. With the reduction in variable cost and with tight control on the fixed cost, the company could earn an EBITDA of ₹ 613 crores as compared to Rs.669 crores in the previous year. Interest and other charges were at ₹ 334 crores (₹ 324 crores) while depreciation was ₹ 247 crores (₹ 251 crores). The profit before exceptional items and tax was at ₹ 32 crores against ₹ 93 crores in the previous year. There was exceptional items of ₹ 100 crores representing provision for expected credit loss in respect of advances and receivables mainly from its subsidiaries. After considering comprehensive income of ₹ 241 crores mainly on account of valuation of PPE, the total comprehensive income for the year was ₹ 205 crores against ₹ 64 crores in the previous year.

The shipping division deployed its ship on the coastal movement of cargo and had earned an income of ₹ 24 crores against ₹ 29 crores in the previous year. RMC sales was generally in line with that of industry in south and it was lower at ₹ 110 crores against ₹ 121 crores in the previous year with a volume of 2.80 lakh cu.m against 3.06 lakh cu.m. in the previous year.



EXPANSION / MODERNISATION

The company has got in-principle approvals for capacity upgrades at its Dalavoi and Sankari plants. The expansion plan will be taken up at appropriate time based on demand supply improvement in the region. The company is in the advanced stage of putting up a new cement mill replacing the old energy in-efficient cement mills at its Sankarnagar plant with marginal increase in capacity. The company has also got plans to put up additional grinding unit at Khandwa in Madhya Pradesh which will be taken at appropriate time alongwith capacity enhancement of our plant in Rajasthan.

SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rules, the Audited Consolidated Financial Statement of the Company and of all the Subsidiary and Associate Companies is enclosed. A separate statement containing the salient features of the audited financial statement of all the Subsidiary and Associate Companies is also enclosed in Form AOC-1, (Annexure 'H') as prescribed under the Companies Act, 2013 and the Rules made thereunder.

POLICY ON DETERMINATION OF MATERIAL SUBSIDIARIES

The India Cement Limited has, as on date, 13 subsidiaries controlled through shareholdings in such Companies, none of which is material.

SPRINGWAY MINING PRIVATE LIMITED AND NKJA MINING PRIVATE LIMITED

The Company has purchased 184.53 Ha of limestone bearing lands at Pawai Tehsil, Panna District and 68.55 Ha of land for setting up of a cement plant at Gaisabad Tehsil, Damoh District in Madhya Pradesh. As regards plant operations, necessary Terms of Reference (TOR) has been obtained and the process of obtaining environmental clearance is in progress.

COROMANDEL ELECTRIC COMPANY LIMITED

The power generation from the Gas power plant at Ramanathapuram was impacted during the year mainly by two reasons. The plant was stopped for 14 days in the month of July 2019 due to power evacuation problems in 230 KV feeder lines of Tamilnadu Electricity Board and was shutdown from 24th March, 2020 due to 21 days nationwide lockdown to contain the outbreak of COVID-19 Pandemic. However the plant was able to maintain the total generation (Net) for the year at 203 million KWH as against 209 million KWH in the previous financial year. The Company has achieved a plant load factor of 90.20% as against 93.02% in the previous year. While the Company had sold 19 million KWH of power to the cement plants of The India Cements Ltd. located in Tamil Nadu, the balance power of 184 million KWH was sold to other group captive consumers. The Company had earned a gross income from operations of Rs.107.82 crores and the net profit was Rs.2.34 crores for the year under review.

COROMANDEL TRAVELS LIMITED

The company has not acquired any aircraft to replace the aircraft that was sold during the previous year. There was no charter operation carried out during the year under review. However, the company is planning to continue charter operations by utilizing aircrafts of other non-scheduled operators.

PT. COROMANDEL MINERALS RESOURCES, INDONESIA AND COROMANDEL MINERALS PTE LIMITED, SINGAPORE

During the year under review, the company through its operating company viz., PT Mitra Setia Tenah Bumbu, Indonesia, which owns and operates coal mining, has mined a quantity of 4.66 lakh MTs of coal and sold 4.52 lakh MTs including 1.58 lakh MTs of coal sold to your company.

INDIA CEMENTS INFRASTRUCTURES LIMITED

In the first phase of the joint development of the property in Coimbatore, the company has built and sold 60 apartments. The company is in the process of finalizing plans for commissioning the 2nd phase.

ASSOCIATE COMPANIES

COROMANDEL SUGARS LIMITED

The country is expected to end 2019-20 season with a production of about 272 Lakh Tons – 18% lower than the 2018-19 production of 331 lakh Tons. Together with the Opening inventory of 142 lakh Tons, the total supply is far in excess of the domestic consumption of about 260 lakh Tons and hence the demand-supply dynamics continue to impact the realizations and profitability of the industry.

The Government led support measures (viz.) restricted sugar releases to maintain the demand - supply equilibrium, fixation of minimum selling price, buffer stock subsidy, assistance for sugar exports etc. continued during the year and this has greatly helped the Industry and the company.

During the year under review, the company has put up a vastly improved performance. Cane Crushing improved to 8.43 Lakh Tons (as against 7.22 Lakh Tons in FY 19) and Sugar production increased to 7.90 lakh Quintal (as against 7.04 Lakh Quintals in FY 19). Power exports was up, 489 lakh units (as against 401 Lakh units in FY 19). The Sugar sales (including exports) was higher at 7.51 lakh Quintals (as against 4.53 Lakh Quintals in FY 19).

While EBITDA was higher at ₹ 48.53 crores (as against ₹ 41.59 crores in FY 19), the continued mismatch between the cost of production and the realization has impacted the net profits/(losses) of the company. With the expected increase in the Sugar output to about 32 Million Metric Tons, leading to another year of huge surplus and due to COVID-19 implications, Industry's performance during this year will depend on the continuance as well as further incentives to be extended by both Central and State Governments.

INDIA CEMENTS CAPITAL LIMITED (ICCL)

The main focus of the Company continues to be on various fee-based activities such as Full Fledged Money Changing [FFMC], Travel & Tours and Forex Advisory Services. The Company's FFMC division continues to enjoy the status of Authorised Dealers, Category II. The wholly owned subsidiary viz. India Cements Investment Services Limited (ICISL) is in Stock Broking. The Consolidated Gross income from operations of ICCL was ₹ 561.83 lakhs during the year under review as against ₹ 588.59 lakhs in the previous year and the consolidated Net profit after tax was ₹ 1.16 lakhs as against ₹13.48 lakhs in the previous year. The other comprehensive income for the year was (₹3.58) lakhs (Previous Year ₹ 1.22 lakhs). Overall comprehensive income was (₹2.42) lakhs for the year against ₹14.70 lakhs in previous year.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

In accordance with Section 134(5)(e) of the Companies Act, 2013 and Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, the Company has an Internal Financial Control Policy and Procedures commensurate with the size and nature of operations and financial reporting. The Company has defined standard operating procedures covering all functional areas like sales, marketing, materials, fixed assets etc.

The Company has engaged the services of Chartered Accountant firms for carrying out internal audit of all its plants as well as marketing offices. The internal auditors have been given the specific responsibility to verify and report on compliance of standard operating procedures. The auditors have reported that there are adequate financial controls in place and are being followed by the Company. This has been further explained in the Management Discussion and Analysis Report.

RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013 and Regulation 17(9) of SEBI (LODR) Regulations, 2015, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and mitigation thereof.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In accordance with Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has established a Vigil Mechanism and has a Whistle Blower Policy. The Policy has been uploaded on the Company's website www.indiacements.co.in.

The Company has always been encouraging its employees to give constructive criticism and suggestions, which will better the overall prospects of the Company and its various stakeholders. The Company will continue to adopt this as a corner stone of its Personnel Policy.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti-sexual harassment policy in line with the requirements of the captioned Act and Rules made thereunder. There was no complaint of harassment, reported during the year.

POLICY ON DEALING WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for



their approval on a quarterly basis. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company other than remuneration in the case of executive directors or sitting fee in the case of others.

TRANSACTIONS WITH RELATED PARTIES

Particulars of contracts or arrangements with related parties in Form AOC-2 are given in Annexure 'I'.

LOANS / INVESTMENT / GUARANTEES ETC UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans, investments and guarantees covered under Section 186 of the Companies Act, 2013 are given in Note No.41.13 on accounts for the financial year 2019-20.

ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

There has been no Order passed by any Regulatory authority or Court or Tribunal impacting the going concern status and future operations of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 1st April, 2020 and the date of this report other than those disclosed in the financial statements.

ANNUAL RETURN

Extract of the Annual Return in Form No. MGT-9 is attached with this Report as Annexure 'J' and the same is available on the Company's website www.indiacements.co.in.

PUBLIC DEPOSITS

Your Company has not been accepting deposits from public and shareholders since 16th September 2013. Deposits totaling Rs.6.72 lakhs have not so far been claimed by the depositors.

CONSERVATION OF ENERGY, ETC.

Necessary particulars regarding conservation of energy etc., as per provisions of Section 134 of the Companies Act, 2013 are set out in Annexure A.

RESEARCH & DEVELOPMENT

During the year, your Company spent ₹ 110.74 Lakhs towards revenue expenditure on the R&D department.

DIRECTORS

Under Article 98 of the Articles of Association of the Company and in terms of Section 152(6) of the Companies Act, 2013, Smt. Chitra Srinivasan retires by rotation at the ensuing Annual General Meeting of the Company and she is eligible for re-appointment.

Smt. Nalini Murari Ratnam was appointed as a Nominee Director by Life Insurance Corporation of India (LIC) with effect from 07.02.2020 in the casual vacancy caused by the withdrawal of nomination of Sri. M.R.Kumar by LIC and she will hold office upto the date of the ensuing Annual General Meeting and a resolution for her election as a Director liable to retire by rotation is included under Special Business in the Notice convening the 74th Annual General Meeting of the Company.

Sri. K.P.Nair was appointed as an Independent Director by the Board of Directors at its meeting held on 24.06.2020 and the resolution for his election as an Independent Director of the Company for a term of three consecutive years from 24.06.2020 to 23.06.2023 is included under Special Business in the Notice convening the 74th Annual General Meeting of the Company.

The Board of Directors at its meeting held on 07.02.2020 reappointed Smt. Rupa Gurunath as Wholetime Director for a period of 5 years from 5th March, 2020 on the existing terms and resolutions for approval of her reappointment and terms of reappointment have been included under Special Business in the Notice convening the 74th Annual General Meeting of the Company.

Brief particulars of Directors eligible for reappointment / appointment are annexed to the Notice convening the 74th Annual General Meeting of the Company.

Sri. N.Srinivasan, Vice Chairman & Managing Director and Smt.Rupa Gurunath, Wholetime Director of the Company are related to Smt.Chitra Srinivasan and are also related to each other. No other director is related to them or each other.

The details of shares and convertible instruments held by non-executive directors are given in Annexure 'C'.

INDEPENDENT DIRECTORS

A statement on declaration given by independent directors under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013, has been received by the Company. The details of familiarization programme for independent directors can be had from the Company's website www.indiacements.co.in.

FAMILIARIZATION PROCESS

Senior management personnel of the Company, on a structured basis, interact with directors from time to time to enable them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology and risk management and such other areas. The directors also are facilitated to visit Company's plants to familiarize themselves with factory operations.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013.

"We confirm

1. That in the preparation of the accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That such Accounting Policies have been selected and applied 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 as at 31st March, 2020 and of the profit including Other Comprehensive Income of the Company for the year ended on that date.
3. That proper and sufficient care has been taken 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.
4. That the annual accounts for the year ended 31st March, 2020, have been prepared on a going concern basis.
5. That internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
6. That proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively."

REMUNERATION

As prescribed under Section 197(12) of the Companies Act, 2013 ("Act") and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details are given in Annexure 'K'. In terms of provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing names of the employees drawing remuneration and other particulars, as prescribed in the said Rules forms part of this report. However, in terms of first proviso to Section 136(1) of the Act, the Annual Report, excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member who is interested in obtaining these particulars may write to the Company Secretary of the Company.

BOARD MEETINGS

During the year, five Board Meetings were held. The details of the meetings of the Board and its Committees are given in the Corporate Governance Report (Annexure 'C').

EVALUATION OF BOARD / BOARD COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as evaluation of the working of its Committees.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a Policy for selection and appointment of Directors, Key Managerial Personnel (KMP) and other employees and their remuneration for implementation. The said policy is available on the Company's website www.indiacements.co.in.



Broadly, the performance of the employee concerned and the performance of the Company are the fundamental parameters determining the remuneration payable to an employee. More specifically, there will be reciprocity in the matter of remunerating executive directors, KMPs and other employees.

At the middle and lower levels of management, the yardsticks of assessment are different. The ability to speedily execute policy decisions, sincerity and devotion and discipline are the main attributes expected.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of the Company for the purpose of Companies Act, 2013 are Sri N.Srinivasan, Vice Chairman & Managing Director (Chief Executive Officer), Smt. Rupa Gurunath, Wholetime Director, Sri.R.Srinivasan, Executive President (Finance & Accounts) (Chief Financial Officer) and Sri S.Sridharan, Company Secretary.

PERSONNEL

Industrial relations continued to remain cordial during the year.

AUDITORS

The Shareholders of the Company at the 71st Annual General Meeting (AGM) held on 4th September, 2017, appointed Messrs K.S.Rao & Co., and Messrs S.Viswanathan, LLP, Chennai, as Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of the 71st AGM until conclusion of 76th AGM, subject to ratification of their appointment by the Shareholders at every AGM held after the 71st AGM of the Company. In terms of the provisions of Section 139(1) of the Companies Act, 2013 which was amended by the Companies (amendment) Act, 2017, notified by the Ministry of Corporate Affairs on 7th May, 2018, the requirement of ratification of appointment of Auditors by the Shareholders at every AGM is dispensed with and accordingly, the resolution for ratification of appointment of Auditors is not included in the Notice convening the 74th Annual General Meeting of the Company. The Company has obtained necessary certificate from the Statutory Auditors confirming their eligibility to continue as the Statutory Auditors of the Company for the financial year 2020-21. The Auditors' Report does not contain any qualification, reservation or other remarks.

INTERNAL AUDITORS

Messrs. Capri Assurance and Advisory Services, Gopalaiyer & Subramanian, Kalyanasundaram & Associates, Bala & Co., Sudarsanam & Associates, Brahmayya & Co., P.S.Subramania Iyer & Co. and Chaturvedi SK & Fellows, have been appointed as Internal Auditors for the year 2020-21.

COST AUDITOR

Mr. S.A.Muraliprasad, Cost Accountant, Chennai has been appointed as Cost Auditor for the year 2020-21 at a remuneration of ₹ 20 lakhs. The remuneration is subject to ratification of members and hence is included in the Notice convening the 74th Annual General Meeting of the Company.

SECRETARIAL AUDITOR

Ms. P.R.Sudha, Practising Company Secretary, has been appointed as Secretarial Auditor of the Company for the year 2020-21. Secretarial Auditor's Report in Form MR-3, as prescribed under Section 204(1) of the Companies Act, 2013 read with Rule-9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as Annexure 'L'. The Secretarial Audit Report does not contain any qualification, reservation or other remarks.

ACKNOWLEDGEMENT

The Directors are thankful to the Financial Institutions and the Bankers for their continued support. The Directors also thank the Central Government and the various State Governments for their support. The stockists continued their excellent performance during the year and the Directors are appreciative of this. The continued dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 10th August, 2020

ANNEXURE 'A' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

[Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014]

A. Conservation of Energy:

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

- (a) Variable frequency drives installed in process fans in two of the units to drive home energy saving.
- (b) Optimisation study of circulation of air in fan flow and cooler stacks undertaken contributing marginally for reduction in cooler specific power consumption.
- (c) Roller presser crusher springs arranged instead of Hydraulic system for better grinding and improvement in output.
- (d) Further investments on LED lamps replacing conventional lamps in 2 of the units.
- (e) Compressor air optimization done through studies at two of the plants resulting in marginal saving of power.
- (f) Kiln inlet seal modified to ensure reduction false air at one of the units.
- (g) Phased replacement of old HT breakers and MOCBs at all the plants for improvement in Energy Conservation.
- (h) Provision of solid flow meter for raw mill instead of belt conveyor resulting in power improvement.
- (i) Further investments on power banks added at some of the plants to ensure improvement in power factor.
- (j) Auto air flow logic implemented for both boiler primary air fan in the power plant resulting in saving of power.
- (k) Replacement of pre-heater fan with high efficiency fan at one of the units.
- (l) Interlocking of GRR cooler blower to plant PLC to avoid idle running and saving in power.
- (m) Replacement of old energy in-efficient compressors in a phased manner with energy efficient screw compressors.
- (n) New energy efficient vertical cement mill at Sankarnagar being installed replacing the old cement ball mill.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

- (a) The company has been using power from the waste heat recovery system at one of its plants.
- (b) The company also uses the power generated from Windmills.
- (c) The company uses alternate fuel like plastic waste, paper waste and agriculture waste based on availability at its locations.
- (d) Solar lights are also being installed replacing conventional lighting at the plants.

(iii) Further capital investment on energy conservation equipment:

- (a) Further investments on conversion of Pneumatic conveying system to Belt Bucket Elevator system for silo feed as well as kiln feed to save on power.
- (b) Automation of packing and loading system to reduce manpower and to reduce power consumption.
- (c) Retrofitting the coolers with high efficiency coolers to reduce heat and the power consumption.
- (d) Preheater top cyclone modification and duct modification for reducing exit temperature, pressure drop and improvement in efficiency.
- (e) Upgradation of Preheater ESP fan motors with VFD motors.
- (f) Installation of new grinding system at Khandwa in Madhya Pradesh as part of capacity enhancement programme.
- (g) Installation of additional Waste Heat Recovery System at one more plant.
- (h) Proposed to make investment in solar power as part of energy cost reduction.

Impact of measures at (i) and (ii) above for reduction of energy consumption and consequent impact on cost of production of goods:

While the power consumption has come down specifically in some of the units as that of previous year despite the drop in volume by 11%, the heat consumption has marginally come down during the year under review.

Further investments are expected to reduce the power by nearly 4 units per ton of cement and fuel by 15 Kcals



B. Technology Absorption:

Particulars given in Form A annexed.

C. Foreign exchange earnings & outgo:

(a) Activities relating to exports, initiatives taken to increase exports, development of new exports markets for products & services and export plans:

There was no significant export sale during the year under review.

(b) Total foreign exchange used and earned:

	Current Year	Previous Year
Earned ₹/Crores	66.09	66.95
Used ₹/Crores	4.90	9.26

On behalf of the Board

N. SRINIVASAN

Vice Chairman & Managing Director

RUPA GURUNATH

Wholetime Director

S. BALASUBRAMANIAN ADITYAN

Director

Place : Chennai

Date : 10th August, 2020

FORM A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

Research and Development (R & D) :

1. Specific areas in which R&D carried out by the Company
2. Benefits derived as a result of above R & D
3. Future plan of actions

The company has started an inhouse R&D Company department during December 1999 with a specified objective of carrying of R&D projects in development of expert systems for the Mills and kilns optimization, Benchmark studies of our Cement Plants, optimization of process systems and parameters ensuring product improvement and cost reduction.

4. Expenditure on R & D:

- | | | |
|---|---|---|
| (a) Capital | : | Nil |
| (b) Recurring | : | A sum of ₹ 110.74 lakhs has been spent during the year for the functioning of R & D department. |
| (c) Total | : | ₹ 110.74 Lakhs |
| (d) Total R&D expenditure as a percentage of total turnover | : | 0.02 |

Technology absorption, adaptation and innovation:

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefits derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution etc.
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:
 - (a) Technology imported
 - (b) Year of Import
 - (c) Has technology been fully absorbed
 - (d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plans of action.

Not applicable

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 10th August, 2020



ANNEXURE 'B' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF THE ECONOMY

The World economy saw a slower expansion in 2019 due to sluggish growth in advanced economies and slowdown in emerging and developing economies, caused by macro-economic stress, tight monetary conditions and the continued US- China trade tensions. As per IMF estimates, after the modest growth of 3.6% in 2018, global economy witnessed a slower growth of 2.9% in 2019.

INDIAN ECONOMY: PERSISTING SLOW DOWN AGGRAVATED BY COVID-19 CRISIS

At the start of fiscal year 2019-20, there were hopes of Indian economy regaining the growth momentum, mainly buoyed by the large domestic driven consumption. But the fiscal year began on a tough note with a five-year lower GDP growth rate of 5.1% (later revised to 5.6%) in the first quarter with global headwinds casting its shadow on the economy.

The slowdown continued in the subsequent quarters with official estimates pegging GDP in the first nine months (April-December) at 5.1% against 6.3% in the same period in 2018-19.

Though the country experienced prolonged rainfall in the two main monsoon seasons resulting in higher farm output, manufacturing activity was hit hard with weak demand and lower capacity utilisation. Construction sector saw subdued growth. Investment in terms of gross capital formation declined.

The persisting slowdown was aggravated by the sudden outbreak of coronavirus pandemic and nation-wide lock down from March 25, 2020. This led to the country clocking a moderate GDP growth of 4.2% in 2019-20 against 6.1% in 2018-19, as per official estimates.

SECTORAL PERFORMANCE

As in the previous year, the country had favourable monsoon last year. There was sufficient and prolonged rainfall in most parts of the country both during the South-West and North-East monsoon seasons.

This along with higher crop prices, increased crop loans and the schemes implemented by the Centre and States improved the prospects of rural economy.

During the year, agriculture and allied sector was the bright spot and clocked a good growth of 4% against 2.4 % in the previous year.

Manufacturing activity remained weak during the year. It contracted 1.4% in the fourth quarter of last year against a 0.8% fall in the previous Quarter. It was the third quarter of decline in manufacturing value added.

As a result, the sector reported a meagre growth of 0.03 % in 2019-20 compared to 5.7% in the previous year.

The construction sector also saw a contraction of 2.2% in the fourth quarter against a fall of 0.04% in the previous quarter and its growth during the year fell to 1.3% from a good growth of 6.1% in 2018-19.

In March 2020, industrial production crashed by 16.7% in the wake of Covid-19 induced nationwide lock down from March 25. With weak industrial activity during the year, the overall growth in terms of Index of Industrial Production was a mere 0.7% compared to 3.8% in 2018-19.

CORE SECTOR PERFORMANCE AFFECTED BY SLOWDOWN

The slowdown in the economy during the year and the contraction in output affected the performance of core sector or infrastructure sector comprising eight Industries having a weightage of 40.27% in the Index of Industrial Production (IIP). The cumulative growth of core sector in 2019-20 was a mere 0.6% against 4.4% in the previous year.

In line with the weak performance of core sector last year, cement sector also witnessed a marginal negative growth compared to a reasonable growth of 13.31% in 2018-19. According to official estimates, last year, cement production declined to 334.48 million tonnes from 337.32 million tonnes in the previous year.

The industry in the South reported a de-growth of around 8% last year reversing the turnaround reported in 2018-19 with a robust growth of 19%. The decline in demand was primarily in Andhra Pradesh and Telangana due to the deferment of infrastructure spending by the two Governments.

The financial crisis in non-banking financial companies affected financial services, real estate and others resulting in a lower growth of 4.6% in 2019-20 compared to 6.8% in the previous year. The growth in the other segment- trade, hotels, communication and transport has more than halved to 3.6% against 7.7% a year ago. The overall services sector GVA moderated from 7.7% in 2018-19 to 5.5% last year.

EXPORTS, IMPORTS & TRADE BALANCES

The recovery in exports witnessed in the last two years was halted in 2019-20 in the wake of global slowdown and contraction in world trade which was accentuated by Covid-19 crisis. In March 2020, exports suffered a negative growth of 35%

Cumulative value of exports in 2019-20 was USD 314.31 billion (₹ 22,26,566.71 crore) against USD 330.08 billion (₹ 23,07,726.19 crore) in 2018-19, registering a negative growth of (-) 4.78 per cent in Dollar terms (negative growth of (-) 3.52 per cent in Rupee terms).

Cumulative value of imports in 2019-20 was USD 467.19 billion (₹ 33,07,977.05 crore), against USD 514.08 billion (₹ 35,94,674.61 crore) in 2018-19, registering a negative growth of (-) 9.12 per cent in Dollar terms (negative growth of (-) 7.98 per cent in Rupee terms).

The decline in imports narrowed the trade deficit to \$152.88 billion against \$184 billion in 2018-19. This in turn narrowed the current account deficit to 0.9% of GDP compared to 2.1% in the previous fiscal.

India's foreign exchange reserves stood at \$ 475.20 Billion in the week ended March 27, 2020.

FISCAL DEFICIT

Due to shortfall in collections apart from lower revenue mop up from disinvestment and spectrum, the fiscal deficit widened to 4.59% of GDP in 2019-20 to ₹9.35 trillion, overshooting the revised target of 3.8% (₹ 7.66 trillion).

INFLATION

During the year, spike in vegetable prices in the later half of the year and the sharp increase in fuel prices after December pushed CPI inflation during the year rate to a higher trajectory and the average CPI inflation during the year came to 4.77% (above the targeted 4%) compared to 3.43% in 2018-19.

In terms of wholesale price, on account of broad-based moderation across segments along with deflation in fuel and power, build up inflation rate (WPI) touched the four year low of 1% last year compared to 3.1% in the previous year.

CEMENT INDUSTRY

The Cement Industry after witnessing a healthy demand growth of 13% in the previous year 2018-19, remained sluggish during the year under review and slumped to register a marginal negative growth. As earlier mentioned, the Indian economy which grew at 7.2% and 6.8% in the previous two fiscal, witnessed a slowdown coupled with the out-break of COVID -19 pandemic during the last quarter to register an approximate growth of only 4%. Apart from general economic slowdown, the cement demand was also affected post the general elections in May'19 due to stalling of some of the existing projects for review, extended monsoons, low capital outgo on infrastructure and road activities and was compounded by the stress in the financial sector and thereby low growth in housing sector.

Though there was some recovery in cement demand from December'19, the momentum could not be sustained with the out-break of COVID-19 pandemic which impaired the construction activities in total. The emergence of this virus has crippled the economic activities worldwide with experts predicting negative GDP growth ranging from 3 to 5% worldwide for the Financial Year 2020-21.

The selling price of cement which started improving from February'19 went down after the first quarter of the financial year under review resulting in lower realization adversely affecting the bottom line. The industry, during March 2020 alone had witnessed a decline in growth by 25% in production as compared to earlier year. The cement industry in South with supply overhang had a negative growth of 15% during the 4th quarter and a de-growth of around 8% during the year under review.

To combat the spread of the virus, the union government announced a nationwide lockdown from the last week of March'2020 resulting in complete stalling of all activities. The lockdown has also been extended with some relaxations. The lockdown could have a near/long term impact on the cement industry with migrant labour in the construction industry returning to their home towns stopping the work then and there. The capacity utilization of the industry in general on an all India basis was close to 74%. Southern region with highest production capacity could register a capacity utilization of around 60 to 62% only. Southern States in particular Andhra Pradesh, Telangana and Maharashtra which witnessed upward surge in demand in the previous fiscal, witnessed a steep decline in demand post general elections, as the ongoing projects were affected due to change of Governments in the respective states. Our company with five of the units situated in these States was affected



more than that of peers. The positive indicator for the year was softening of the fuel prices which helped in mitigating the impact on account of the decline in demand. The volatility of the exchange rate of rupee against dollar continued to haunt the industry reducing the benefit of softening fuel price.

However, with the relaxation of restrictions from the month of May 2020, the cement demand has started recovering and the new initiatives announced by some of the State Governments like construction of roads, irrigation projects, low cost housing etc have further improved the prospects for the cement industry. The outlook for the industry for the foreseeable future appears to be cautiously optimistic given the smart recovery of cement prices and softening of the crude prices further.

COMPANY PERFORMANCE:

The performance of the Company was in line with the performance of the industry in the region. The production and sales performance are as under:

	Lakh Tonnes		
	2019-20	2018-19	increase/ (decrease)
Clinker production	80.51	91.59	(12%)
Cement Production	110.16	123.11	(11%)
Cement & Clinker sales	110.22	124.40	(11%)

The year which started with capacity utilisation of close to 78% dropped during the later quarters due to various factors mentioned above and ultimately registered a 71% capacity utilisation for the year under review as compared to 79% in the previous year. As earlier mentioned, the selling price of cement which went up substantially from the month of February'19 remained at remunerative levels till July'19 and softened thereafter. The variable cost of production was lower by 4% and kept under control despite lower capacity utilisation and marginal reduction in blended cement production. The operating parameters of fuel consumption and power consumption was maintained as that of previous year despite lower production. While fuel prices came down by 7%, the variable cost of power was lower by 5%. Despite the vagaries in the price of diesel, the logistics expenses were also kept under tight control during the year under review.

The net plant realisation remained flat as that of previous year. The reduction in volume meant a contribution loss of more than Rs.150 crores for the year. However, with the improved variable cost, the overall EBITDA was at Rs.613 crores as compared to Rs.669 crores in the previous year. There was exceptional items amounting to Rs.100 crores representing provision for expected credit losses in respect of advances and receivables primarily from subsidiaries. The interest cost were higher by Rs.10 crores at Rs.334 crores while depreciation was lower by nearly Rs.5 crores at Rs.247 crores. After considering the exceptional items as above and the related tax provision thereon, the loss for the year was at Rs.36 crores as compared to a profit of Rs.69 crores in the previous year. After considering other comprehensive items comprising mainly gain from valuation of PPE, the overall comprehensive income for the year was higher at Rs.205 crores as compared to Rs.64 crores in the previous year.

COST MITIGATION MEASURES AND OTHER IMPROVEMENT MEASURES:

Input price of materials has been increasing every year and the year was no exception. The variation in diesel prices resulted in significant increase in the raw materials cost. However, the fuel price softened during the year which gave relief from the pressure on input cost. The increase in price of petroleum products affected the operating cost of mines and the product distribution cost. The company's on-going efforts continued throughout the year through proactive steps.

- On the raw material cost front, the same remained flat during the year due to optimal sourcing and judicious usage of costlier raw materials.
- On the power and fuel cost front, the company has been constantly endeavouring to reduce the same by optimising the usage of imported coal and petcoke based on cost effectiveness of the same.
- To ensure reduction in carbon emission, the blending efficiency in cement was improved further.
- The Company also utilised all the waste fly ash generated from its power plants in cement manufacture leading to cost reduction.
- Effluents of other industries like slag, chemical gypsum, wet fly ash, etc. were also used in the manufacture of cement as part of the initiative.
- The thermal power used in the overall power mix was improved to 66% from 61% in the previous year despite the drop in overall production of cement and lesser quantum of power used. The cost of thermal power generation was also brought down during the year through improvement in operating efficiency of the power plants.

- The power from Waste Heat Recovery System was also increased marginally during the year to 6.10 crores units from 5.90 crores units in the previous year and could meet upto 6% of the overall requirement of power resulting in cost savings.
- All these efforts resulted in the average variable cost of power coming down to ₹ 4.75 per unit as against ₹ 5.04 per unit in the previous year.
- The Company also could maintain the overall power consumption at the previous year level despite drop in production by 11%. There was also marginal reduction in heat consumption of about 3 Kcal per kg of clinker in specific heat consumption.
- The Company could marginally increase the usage of alternate fuel based on availability upto 2% overall fuel mix duly contributing for the carbon emission reduction.
- Despite the increase in cost of diesel through most part of the year, the freight and forwarding expenses was also kept under control with the significant economies achieved for the distance carried.
- The company also has invested in bag filters and necessary pollution control equipments in order to comply with the latest emission norms duly contributing for carbon emission reduction.
- The company is also in the advanced stage of installing Energy Efficient Cement Mill at one of its plants and is in the process of setting up a Waste Heat Recovery System at one more of its plant to reduce cost further.
- On the fixed cost front, the company has already taken steps through pruning down man power further at its locations, closing down unviable divisions and has effected policy changes to contain spiralling man power cost.
- Despite the increase in wages through all India settlement for workers, increase in wages to casual labour through increase in minimum wages, the overall manpower cost was brought down during the year on account of the above reason.
- The company has taken further steps in streamlining the compensation for the channel partners for selling cement and barring one-off expenses, the overall overhead expenses was also kept under control during the year under review.
- The company has also made further in-roads into the fixed cost and has embarked on schemes to substantially reduce the same through usage of technology and through leveraging on digital platforms which has already started paying rich dividends.

GREEN ENERGY AND CLEAN DEVELOPMENT MECHANISM:

- The Company's goal is to ensure the sustainable development through meeting the norms of environment regulations without compromising on the standards.
- The company accordingly continuously maintain high governance standards, shows respect for nature and social responsiveness towards nearby community.
- In order to meet the goals, the company has been striving beyond its chartered sustainable road map to control carbon emissions and ensure a better climatic environment nearby its plants.
- All the emission levels of the plants at various sections are continuously monitored through Continuous Ambient Air Quality Monitors which are directly linked to State Pollution Control Boards.
- Despite the vintage of the plants and the level of automation, the company has been striving hard to maintain all the norms of emissions and has also been taking steps to comply with the revised norms of Nox and Sox emissions and further investments are on the anvil to tighten these emissions.
- Based on the availability, the company has been maximising the usage of cost efficient alternate fuels including paper waste, agricultural waste and wood chips, etc. to ensure that we are in the carbon emission reduction map.
- The Company was the earliest one in India to get the licence for blended cement production and as part of its mission and vision, the blending efficiency is being continuously improved further through lesser clinker consumption duly accounting for reduction in carbon emission.
- The Company is the first one in India to install a Waste Heat Recovery System at its Vishnupuram plant which has contributed 6 crore units aiding in this mission of environment protection.
- The company has also duly replaced most of its Electro static precipitators with high efficiency bag filters as part of energy management program and emission control.



- The Company has also installed suitable pollution control equipments at various critical locations at its plants to ensure that the fugitive dust emission is tightly controlled.
- As earlier mentioned, the company is ensuring sustainable development of the surrounding villages through diversion of water collected from its mines for recharging nearby village ponds and has also created ponds in its exhausted mines for the usage of local village agricultural developments. Plans are also on the anvil to refill the exhausted mines with rejects as per the directives of the Governments to ensure sustainable long term vegetation.
- Water conservation is on the top most agenda of the company and the company has taken steps to recycle the water after treatment from its sewage treatment plants and also through rain water harvesting at its plants, mines and colony.
- To ensure that we conserve nature and preserve bio-diversity, the company has been associated with afforestation in mines area at some of its locations.
- Long term sustainable environment is the mission of the Company.

HEALTH & SAFETY:

- For your company maintaining the health and safety of its constituents is a non negotiable item and it is an integral part of the Company. The Company has a very well-defined Safety, Health and Environment (SHE) policy which mentions the objectives, ownership and accountability.
- The policy covers all its employees, stakeholders including contractors, nearby community, customers, visitors, etc.
- The company has standard operating procedures across its locations for employment of contract labourers including work permit system.
- Frequent safety audits are being conducted at all the factories through rotation system by seniors from other plants.
- The company also employs external agencies to conduct electrical safety programmes, fire safety and instrumentation safety duly imparting training on best practices.
- Personal protective equipments to all the executives, staff and workers are being provided and stringent rules are framed for strict adherence to the safety protocol.
- Daily safety prayer meetings and oaths taking are being conducted at all the units.
- The company has also got high level safety review committee comprising senior management people who visits all the plants and review the safety protocols, accountability, contractor safety management and ensuring zero harm culture across the company.
- The company has also taken steps to share key lessons of any incidence in any of the units across the group to avoid similar incidence occurrence through its internal website.
- Process safety audits to identify the grey areas and gaps in critical sections like coal mill, mining operations, raw mill handling are being conducted regularly.
- As regards health of the employees, the welfare measures include provision of facilities like GYM, play area for sports at all our locations in addition to recreation clubs, ladies clubs, etc.
- Employees health are periodically monitored through health check ups and details regarding blood group, etc., have been digitized.
- The company has also provided medical facilities at all our locations for timely treatments and qualified medical practitioners are in place to monitor the health of the employees.
- All the locations are also provided with Ambulance service for emergency treatments.
- As regards surroundings, safety camps programmes and family welfare programmes are being conducted at periodic intervals.
- As part of CSR, the company has been conducting medical camps in the nearby villages including eye testing, provision of spectacles, free cataract operations, distribution of hearing aids etc.
- The company has also been providing support to stockists to ensure that they adopt safety practices while handling or storing our products.
- Periodical safety celebrations at factory and mines are also organised across all the plants duly recognising the best adopted safety practices.

BUSINESS RISKS AND OPPORTUNITIES

As earlier mentioned, the company has a comprehensive Risk Management Policy which is well-defined to include strategic, operational, financial compliance related risks and the mitigation process are also detailed. The Board of Directors of the Company periodically review the same and plan for action to be taken.

The risk management policy in general encompasses assessment process covering projects, raw materials, occupational health, environment, regulatory rules, competition, demand, substitute products and other operational risk related to the business. Periodical meetings are held by the senior management to identify business risks and to formulate plan for managing the same which helps in strategic decision making by the Board easily.

The key risk currently relates to the fluctuation in demand for cement fundamentally driven by the economic growth in the country. The slowdown of the economy and the subdued infrastructure development has led to constriction in demand for cement. Particularly in South where there is capacity overhang, this risk is looming large leading to fluctuation in cement price impacting the bottom line. However, with the initiatives in infrastructure back on stream in the states of Andhra Pradesh, Telangana and Maharashtra and with the low cost housing schemes etc., being envisaged, it is expected that the risk in this regard could be mitigated in the near future.

Another key risk relates to the compliance with the new regulations on climate and environment in the form of reduction in green gas emission, discharge of waste materials, containment of Co2 emission, etc. This necessitates very strict compliance to emissions like Sox and Nox and suspended particulate matter in the atmosphere.

In addition to heavy investments to comply with these regulations, the marginal non-compliance if any to the standards is viewed very seriously with punitive damages and closure of business like what has happened to some of the industries in the South.

The Company has periodically invested on the capital projects for this and is also in the process of investing on the primary and secondary abatements processes to contain these emissions.

The Company has also taken steps to reuse industrial waste water, water treatment from sewage treatment plant, power through WHRS, undertaken plantation development of green belt in plant and mines area to protect the environment.

The Company has also invested heavily on the pollution control equipments duly replacing the electro static precipitators with high efficiency bag filters to comply with the norms.

In order to control dust emission, the Company has also taken steps through Computational Fluid Dynamics (CFD) analysis of Cooler ESP along with upgradation of 3 phase transformer, frequency controllers rectifier sets together with installation of water spray system to ensure stack emission within norms. For controlling the Nox, CFD modelling has been undertaken along with burner tip modification and TAD to calciner inlet duct modification which has resulted in Nox emission within the prescribed limits. As far as Sox is concerned, all the Company's plants complied with this regulation with emission level well within the regulatory limit.

Industry is also raw material intensive which constitutes sizable portion of the operating cost. Limestone is among the primary raw material used in the manufacture of cement and ensuring adequate limestone reserves is the key risk considering the amendments introduced by MMDR Regulations from 2015. While the process and securing mining lease have become cumbersome with introduction of auctions and floor pricing etc, the cost of material is also becoming highly prohibitive given the trend of auction rates prevailing. The process of land acquisition has also become more complicated, challenging and expensive. The time taken for obtaining environment clearances and Forest wild life clearances, which are pre-requisites for commencing the mining and plant activities are also very high and exhausting.

Your Company is guarded against this risk to a great extent with most of the mining licenses being renewed till 2030 as per the guidelines of MMDR Act. The Company has also got sufficient mining areas which can take care of the company's requirements for several decades and also will provide sufficient back up for expansion at appropriate time.

The Company has also been scouting for new areas always to augment its reserves further. The company has also been conserving the limestone reserves through purchase in the markets , increase in the usage of additives in the overall mix and through higher usage of marginal grade limestone without compromising on the quality thereby increasing life of our mines.

Cement manufacture is an energy intensive process and there is high dependence on fuel like coal and petcoke which is required not only for the kilns but also for the power plants. The availability of quality fuel at an affordable price is an area of concern for the industry. The power and fuel cost which forms a significant portion of its operating cost has always been fluctuating widely based on the movement of price of fuel and fluctuations in exchange rate. Domestic coal available in India is given priority for other sectors like power with cement being last in the list. Though fuel supplies agreement have been entered into by some of the units, majority of the cement players resort to import of coal and petcoke. Also the quality of the fuel available inland is low and the landed cost per calorie is slightly higher when compared with the imported fuel.



The company has been using coal and petcoke judiciously based on its cost per calorie and has been buying in the spot markets duly spreading out the purchases throughout the year to derive the benefit of any downward movement in the prevailing price or freight rates. There are no fixed price contract for fuel. Based on availability and cost economies, the company has been using alternate fuel also like agricultural waste, paper waste, etc.

As far as other raw materials like Gypsum is concerned, the Company is reasonably secured against this risk through contracts with nearby fertilizer plants and has also been importing unhydrated Gypsum which is available in plenty from Thailand.

Fly ash requirements are met through long term contract from the nearby thermal power plants.

The ever fluctuating foreign exchange rate is also a cause of concern and is being partially covered through export earnings while major portion of exposure is covered through hedging.

As far as requirements of the power is concerned, the southern States which were experiencing shortage of power in the early 2000s have turned out to be power surplus States. Your Company is reasonably secured against the power risk with its own thermal power plants in Tamil Nadu, Telangana and Rajasthan, Waste Heat Recovery System at Vishnupuram, Wind Mill of 18.65 MW, availing of low cost power through shareholding in APGPCL and power through its subsidiary which has gas power plant in Ramanathapuram. The company's dependence on high cost electricity board power is low at 14 to 15%.

Ensuring freight cost under control is a challenging task in the face of substantial movements in the price of diesel and frequent increase in the railway tariff. The company has taken lot of steps in containing the cost through substitution of more market, reduction freight rates for longer leads which helped in containing logistics cost despite the substantial increase in the price of diesel.

Legal and regulatory compliance risks are being addressed through a committee comprising of our legal department, experts and through professional advice.

As regards the ever changing laws, rules, accounting standards, regulations relating to corporate governance, public disclosures and requirements of listing agreements, the Company is committed to maintain a very high standard of corporate governance.

In the last few years, technology has evolved manifold and so is the risk attached to it. The cyber security also assumes importance as any attack can impact the business operations machinery or human asset. The above has been periodically tested through impact assessment. Most of its hardware and software and its security management in general are aligned in line with the industry standards. The company has also provided necessary back up system to its critical servers to mitigate this risk.

Talent Management and retaining quality manpower is also a very big challenge and the company has been able to overcome this through improved morale, excellent employer and employee relationship and has inculcated a sense of belonging among employees. Specialised training courses are conducted to increase the skill at various levels of management staff to prepare them as future managers with high responsibility. The cost of manpower which is also an area of concern has been addressed through various measures to rationalise the benefits to employees and also through shutting down non remunerative verticals, etc. The company has brought down overall manpower cost through various measures over the years.

OUTLOOK

The year began on a grim note with lockdown from March 25, 2020 and stringent measures to restrict the spread of Coronavirus severely disrupting the economic activity.

World Bank expects a significant contraction of 5.2% in world economy in 2020 while IMF expects it to shrink by 3%. Indian economy is also expected to contract by 4.5% in 2020-21 following longer period of lockdown and slower recovery than expected in April.

While the Government has announced a series of stimulus and monetary policy measures, they are largely aimed at easing supply side constraints. Economy is still facing downside risks to growth and the recovery in demand mainly hinges on pick-up in economic activity with focus on job creation and income generation.

The expected good rabi crop and the forecast of normal south west monsoon augur well for the rural economy. Given that India's economy is driven by its high domestic consumption and a strong rural base, it is expected that the economy will bounce back once the pandemic situation is under control.

According to experts, there are also reports of green shoots in terms of certain economic indicators in some sectors reflecting the economic recovery.

It is hoped that the Government will pursue the ambitious plan to give push to big ticket investments in the infrastructure projects identified across the sectors as part of National Infrastructure pipeline which has envisaged an investment of over Rs102 lakh crore over five years till 2025.

There are expectations of increased public spending on rural infrastructure, irrigation, road building and other projects. This along with pick up in individual home building activity is expected to improve the cement demand.

The Budget for 2020-21 has also proposed a new tax regime for personal income with revised tax rates and has extended the tax benefits for affordable housing.

These measures are expected to stimulate the housing and construction activity and improve the cement demand with better prices.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The role of Human resources has evolved over a period of years. The Company is focussed on having least manpower at all its locations and has been continuously reducing the workforce through multitasking, automation etc. The human relation policies have also been revised with suitable performance appraisal schemes in order to ensure a strong performance oriented culture and at the same time focus on developing leaders for future. Various development programmes including "Leaders of Tomorrow" are conducted by premium institutions for grooming people as per succession policy. Training programmes are also conducted wherever necessary for bridging competency gaps for critical departmental leaders to improve their performance. The industrial relations remained cordial throughout the year at all our plants. The overall number of employees on the rolls of the Company as at the end of the year under review was 2182.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has a well-defined internal control system commensurate with size, scale and complexity of operation to support the business operations to ensure statutory compliance. The internal audit is carried out by a team of outside professional firms whose function is defined through internal audit charter, which includes inter alia transaction audit, systems audit and process audit. In order to maintain their independence and objectivity, the internal audit function directly reports to the Audit committee.

External auditors carry out concurrent audit of all the plants and offices which adds to the stability of the internal control systems. The detailed annual audit plan is rolled out and the same is approved by the Audit Committee. Suitable internal checks have been built in to cover all monetary transactions with proper delineation of authority, which provides for checks and balances at every stage. The Company has a strong system of budgetary control which covers all aspects of operations, finance, capital expenditure at micro level and on a monthly basis reported directly to top management. All the physical performances and efficiency parameters are monitored on a daily basis and actions are taken immediately. The Company has an Audit Committee of Directors to review financial statements to shareholders. The role and terms of reference of the Audit Committee cover the areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 177 of the Companies Act, 2013 besides other assignments referred to by the Board of Directors from time to time.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

HIGHLIGHTS OF FINANCIAL PERFORMANCE:

	₹ Crores	
	2019-20	2018-19
Net Sales / Income from operations	5057.54	5627.98
Other Income	27.74	30.98
Total Income	5085.28	5658.96
Total Expenditure	4472.33	4990.06
Operating Profit	612.95	668.90
Operating Margin %	12.05%	11.82%
Interest & Finance Charges	334.47	324.17
Depreciation	246.85	251.31
Profit / (Loss) before Exceptional items	31.63	93.42
Exceptional items	(100.04)	--
Profit / (Loss) before tax	(68.41)	93.42
Tax Expenditure/Deferred Tax/MAT	(32.90)	23.98
Profit / (Loss) after tax	(35.51)	69.44
Other Comprehensive income/(Exp)net	240.61	(5.30)
Total Comprehensive income	205.10	64.14



The overall turnover was low on account of lower volume by 11% during the year. While the net plant realisation was up by 1% only, variable cost was lower by 4% resulting in the operating profit of Rs.613 crores as against Rs.669 crores in the previous year despite huge contribution loss due to lower volume. Exceptional items mainly comprise of expected credit losses in respect of some advances and loans mainly from subsidiaries. The other comprehensive income includes the gain arising from the fair valuation of PPE.

Key Financial Ratios:

Ratio	2019-20	2018-19	%change
Debtors Turnover (Days)	52	47	9.3%
Inventory Turnover (Days)	96	84	13.3%
Interest Coverage Ratio	1.83	2.06	(11.0%)
Current Ratio - excluding Current Maturities	0.90	1.04	(13.9%)
Debt to Equity Ratio - including short term borrowings and current maturites	0.65	0.62	4.5%
Operating Profit-EBIDTA Margin (%)	12.05%	11.82%	2.0%
Net Profit Margin (%)	(0.70%)	1.23%	(156.9%)
Return on Networth (%)	3.79%	1.22%	209.4%

Notes:

As the profit for the year 2019-20 was negatively impacted due to various reasons, as mentioned in the Directors' Report, the profitability ratios changed unfavourably during the year and had consequential impact on other ratios as well.

The significant amount arising out of fair valuation of PPE during the year 2019-20 contributed to higher Return on Networth compared to previous year.

Cost of goods sold = Total expenses excluding selling expenses, donation and finance cost.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

On behalf of the Board

N. SRINIVASAN

Vice Chairman & Managing Director

RUPA GURUNATH

Wholetime Director

S. BALASUBRAMANIAN ADITYAN

Director

Place : Chennai

Date : 10th August, 2020

ANNEXURE 'C' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

CORPORATE GOVERNANCE

(As required by Schedule (V) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. MANDATORY REQUIREMENTS

1] Company's philosophy:

The Company's Philosophy on Corporate Governance aims at the attainment of the highest levels of transparency, accountability and responsibility in all operations and all interactions with its Shareholders, Investors, Lenders, Employees, Government and other stakeholders.

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

2] Board of Directors:

The Board has 10 members consisting of a Vice Chairman & Managing Director and a Wholtime Director, five independent Directors and three Non-executive directors of whom two has been nominated by IDBI Bank Limited and Life Insurance Corporation of India.

The Board functions both as a full Board and through Committees. The Board and Committees meet at regular intervals. The Board has constituted seven Committees viz., Audit Committee, Share Transfer Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee and Compensation Committee.

During the year 2019-20, five Board Meetings were held on 01.04.2019, 25.05.2019, 07.08.2019, 11.11.2019 and 07.02.2020. The composition of the Board, attendance at the Board Meetings during the year and the last Annual General Meeting and also the number of other directorships and Committee memberships are given below:

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended (From 01.04.19 to 31.03.20)	Attendance at last AGM	No. of other Directorships held in public companies	No. of Membership (M) / Chairmanship (C) in other Board Committee(s)*
					(As on 31/03/2020)	
1.	Sri N.Srinivasan Vice Chairman & Managing Director	Promoter, Executive Director	5	Yes	5	1 (C)
2.	Smt. Chitra Srinivasan	Promoter, Non-Executive Director	4	Yes	Nil	Nil
3.	Smt. Rupa Gurunath Wholtime Director	Promoter, Executive Director	4	Yes	4	1 (M)
4.	Sri S.Balasubramanian Adityan	Independent, Non-Executive Director	4	Yes	Nil	Nil
5.	Sri Basavaraju	Independent, Non-Executive Director	5	Yes	Nil	Nil
6.	Smt. Lakshmi Aparna Sreekumar	Independent, Non-Executive Director	5	Yes	4	3 (M) & 1(C)
7.	Smt. Nalini Murari Ratnam* ¹ Nominee of Life Insurance Corporation of India in its capacity as Shareholder	Non-Executive Director	1	NA	Nil	Nil



Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended (From 01.04.19 to 31.03.20)	Attendance at last AGM	No. of other Directorships held in public companies	No. of Membership (M) / Chairmanship (C) in other Board Committee(s)*
					(As on 31/03/2020)	
8.	Sri V.Ranganathan	Independent, Non-Executive Director	5	Yes	2	1 (M)
9.	Smt. Sandhya Rajan	Independent, Non-Executive Director	5	Yes	2	1 (M)
10	Sri V.Venkatakrishnan Nominee of IDBI Bank Ltd., in its capacity as Lender	Non-Executive Director	4	Yes	Nil	Nil
11.	Sri K.Balakrishnan* ²	Independent, Non-Executive Director	3	NA	NA	NA
12.	Sri N.Srinivasan (F&R)* ³	Non-Executive Director	NA	NA	NA	NA

* Only Audit Committee and Stakeholders' Relationship Committees are considered for the purpose.

^{*1} Appointed as a Nominee Director of the Board w.e.f. 07.02.2020 by Life Insurance Corporation of India.

^{*2} Ceased to be a Director consequent to the term of office as Independent Director concluded on 28.08.2019

^{*3} Ceased to be a Director consequent to resignation w.e.f. 01.04.2019

The names of the listed entities in which Directors of the Company hold directorship and category thereof, as at 31st March, 2020, are furnished below:

Sl. No.	Name of the Director	Name of the listed entity in which Directorship held	Category of Directorship
1.	Sri N.Srinivasan	M M Forgings Limited	Non-Executive - Independent Director
2.	Smt. Lakshmi Aparna Sreekumar	India Cements Capital Limited	Non-Executive - Independent Director
3.	Sri V.Ranganathan	TTK Healthcare Limited	Non-Executive - Independent Director

Disclosure of relationship between directors inter-se:

Smt. Chitra Srinivasan, Smt. Rupa Gurunath and Sri N.Srinivasan, Vice Chairman & Managing Director of the Company are related to each other. No other director is related to them or each other.

Independent Directors:

The Board has framed a 'Code for Independent Directors' as required under the Companies Act, 2013. Independent Directors are issued Letters of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

During the financial year 2019-20, Independent Directors met once i.e., on 07.02.2020.

The composition of and attendance at Committee of Independent Directors meeting are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri S.Balasubramanian Adityan	1	1
2.	Sri Basavaraju	1	1
3.	Smt. Lakshmi Aparna Sreekumar	1	1
4.	Sri V.Ranganathan	1	1
5.	Smt. Sandhya Rajan	1	1

During the year, no Independent director resigned before the expiry of his/her tenure.

Familiarisation programmes imparted to independent directors:

The Company has a familiarisation programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the Cement Industry, the business models of the Company etc. and the details of the same are available on the website of the Company.

At the time of appointing Independent Directors, an Appointment Letter incorporating their role, duties and responsibilities and the various terms and conditions of their engagement is issued for the acceptance of the Independent Directors.

When a new Independent Director is appointed, the Vice Chairman & Managing Director and Key Managerial Personnel of the Company brief him / her on the functioning of the Board and the nature of operations of the Company.

Independent Directors are provided with a copy of the latest Memorandum and Articles of Association of the Company, Company's inhouse journal "Compass", the latest Annual Report, Code of Conduct for Directors and Senior Management and ICL Code of Conduct to Regulate, Monitor and Report Trading by designated persons.

Independent Directors are also advised from time to time, of the compliances required from them under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (hereinafter referred as "Listing Regulations") and other relevant Rules and Regulations.

The provision of access to senior managerial personnel at Board / Board Committee meetings enables Independent Directors to interact with them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality and risk management and such other areas as may arise from time to time. The Senior Management also makes presentations on different areas to the Board / Board Committees for informed appreciation of issues being discussed.

As part of familiarization programme for Directors, a 'Factory Visit' was organised to the Directors during the financial year 2019-20 and the directors made a visit to the Company's Cement Plant at Sankaridurg, Salem on 12th November, 2019 and familiarised themselves with the entire operations involved in the smooth running of a Cement Plant.

Audio / visual presentations on operations are made to the Board / Audit Committee at the meetings.

Board Evaluation:

In terms of Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and Listing Regulations, it is required to have a formal annual evaluation of the performance of the Board, its Committees and the Directors individually.

In pursuance of the aforesaid provisions of the Companies Act, 2013 and Listing Regulations, including the Guidance Note issued by SEBI on Board Evaluation, the Board carries out the annual evaluation of its own performance, the working of its various Committees as well as the evaluation of its Directors individually.

The evaluation process comprises of both assessment and review, including analysis of the functioning of the Board and its Committees, the time spent by it in considering matters and whether the terms of reference of its Committees have been met, besides complying with the provisions of the Companies Act, 2013 and Listing Regulations.

The evaluation of the performance of the Board, its Committees and individual directors was done, after seeking inputs from all the Directors by way of a questionnaire. The questionnaire was prepared in a structured manner, ascertaining the individual directors various attributes and their roles in bringing values to the deliberation and discussions at meetings.



The evaluation of Directors was done by the entire Board of Directors, excluding the Director being evaluated. Each Director independently evaluates the performance and contribution of other Directors in the overall context of Board process and on the basis of performance evaluation, it was noted that all the Directors were discharging their role effectively and that their terms of appointment as Director would be extended / continued in the best interests of the Company.

The skills/expertise/competencies identified by the board of directors:

The Board of Directors has identified the following core skills, expertise, competence of Directors that would help them to function effectively in the conduct of business of the Company:

Industry Knowledge, Leadership, Business Strategy, Operations, Marketing, Finance and Investment, Taxation, Governance, Auditing, Regulatory Services, Training, Management and Administration, CSR, including Environment, Sustainability and Community Development and Compliance of Statutes.

The Board after evaluation ascertained that all the directors have all the skills, expertise, competence to function effectively as director and collectively as the Board.

3] Audit Committee:

The role and terms of reference of the Audit Committee cover the areas mentioned under Regulation 18 (3) of Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors from time to time.

The Audit Committee met four times during the year i.e. 25.05.2019, 07.08.2019, 11.11.2019 and 07.02.2020.

The composition of and attendance at Audit Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri S.Balasubramanian Adityan, Chairman	4	4
2.	Sri V.Ranganathan	4	4
3.	Smt. Sandhya Rajan	4	4
4.	Sri N. Srinivasan (F & R)*	NA	NA

* Ceased to be a member consequent to his resignation w.e.f. 01.04.2019.

The Company Secretary is also Secretary to the Audit Committee.

There has been no instance, where the Board has not accepted any recommendation of Audit Committee.

4] Nomination and Remuneration Committee & policy:

The role and terms of reference of the Nomination and Remuneration Committee cover the areas mentioned under Regulation 19 (4) of Listing Regulations and Section 178 of the Companies Act, 2013 read with Rules framed thereunder.

During the year 2019-20, Nomination and Remuneration Committee met 3 times i.e., on 25.05.2019, 07.08.2019 and 05.02.2020 to consider and recommend to the Board on managerial remuneration, appointment of Directors, reappointment of Smt. Rupa Gurunath as Wholtime Director for a further period of 5 years w.e.f. 05.03.2020 and other matters.

The composition of and attendance at Nomination and Remuneration Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri S.Balasubramanian Adityan, Chairman	3	3
2.	Smt. Lakshmi Aparna Sreekumar* ¹	3	3
3.	Smt. Sandhya Rajan	3	3
4.	Sri N. Srinivasan (F & R)* ²	NA	NA

*¹ Appointed as a member w.e.f. 01.04.2019.

*² Ceased to be a member consequent to his resignation w.e.f. 01.04.2019.

5] Remuneration to Directors:

Details of remuneration paid to the Directors for the year ended 31st March, 2020:

(i) Executive Directors:

The two Executive Directors (Managing Director and Wholetime Director) are paid remuneration as decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Board, with the approval of the Shareholders and other necessary approvals.

There are no stock options available / issued to the Managing Director or Wholetime Director.

Details of remuneration paid to the Executive Directors for the year ended 31st March, 2020:

(₹ Lakhs)

Name & Position	Salary	Perquisites & allowances	Provident Fund	Retirement Benefits	Commission	Others	Total
Sri N.Srinivasan Vice Chairman & Managing Director	113.36	34.01	72.00	115.00	0.00	7.54	341.91
Smt. Rupa Gurunath Wholetime Director	123.06	40.50	21.60	34.50	0.00	0.00	219.66
Total	236.42	74.51	93.60	149.50	0.00	7.54	561.57

The remuneration paid to aforesaid Executive Directors was restricted to the ceiling laid down under Schedule V of the Companies Act, 2013 in view of inadequacy of profits.

(ii) Non-Executive Directors:

Remuneration by way of sitting fees is paid to all non-executive directors. The sitting fee payable to non-executive directors for attending each meeting of the Board and Committees thereof, are as per details given below:

Sl. No.	Meetings	Sitting Fees payable (₹)
i)	Board	50,000
ii)	Audit Committee	25,000
iii)	Other Board Committees	20,000
iv)	Share Transfer Committee	10,000

Particulars of sitting fees including for committee meetings paid to non-executive directors during the financial year 2019-20 and equity shares of the Company held by them as on 31st March 2020 are as follows:

Name of the Director	Sitting Fees Paid (₹)	No. of Equity Shares
Smt. Chitra Srinivasan	2,00,000	78580
Sri S.Balasubramanian Adityan	3,80,000	24236
Sri Basavaraju	2,90,000	Nil
Smt. Lakshmi Aparna Sreekumar	5,20,000	Nil
Sri V.Ranganathan	3,70,000	Nil
Smt. Sandhya Rajan	4,70,000	Nil
Smt. Nalini Murari Ratnam (Paid to LIC of India) * ¹	50,000	Nil
Sri V.Venkatakrisnan (Paid to IDBI Bank Ltd)	2,00,000	300
Sri K.Balakrishnan * ²	1,50,000	NA

*¹ Appointed as a Nominee Director of the Board w.e.f. 07.02.2020 by Life Insurance Corporation of India.

*² Ceased to be a Director consequent to the term of office as Independent Director concluded on 28.08.2019



No remuneration other than sitting fee as aforesaid is paid to non-executive Directors. There has been no pecuniary relationship or transactions between the Company and non-executive Directors during the year 2019-20. There are no stock options available/ issued to any non-executive Directors of the Company. There are no convertible instruments issued to any of the non-executive Directors of the Company.

6] Risk Management Committee of Board of Directors:

Pursuant to Regulation 21 of Listing Regulations, the Risk Management Committee of Board of Directors was constituted on 01.04.2019 for monitoring and reviewing of the risk management plan and such other functions as the Board may deem fit. The Risk Management Committee met once during the year i.e. on 05.02.2020.

The composition of and attendance at Risk Management Committee meeting is given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	1	1
2.	Smt. Rupa Gurunath	1	1
3.	Smt. Lakshmi Aparna Sreekumar	1	1
4.	Smt. Sandhya Rajan	1	1

7] a] Stakeholders Relationship Committee:

During the year 2019-20, 89 complaints were received from shareholders and investors. All the complaints have generally been resolved to the satisfaction of the complainants, except for disputed cases and sub-judice matters, which would be resolved on final disposal by the Courts / Forums where they are pending. The number of complaints received, disposed of and pending during the year are as under:

Sl. No.	Status	No. of Complaints
1.	Opening	3
2.	Received	89
3.	Disposed of	89
4.	Pending	3

During the financial year 2019-20, the Stakeholders Relationship Committee met 4 times i.e., on 25.05.2019, 07.08.2019, 11.11.2019 and 05.02.2020. The composition of and attendance at the Stakeholders Relationship Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan	4	4
2.	Smt. Rupa Gurunath	4	4
3.	Smt. Lakshmi Aparna Sreekumar, Chairperson	4	4

Sri S.Sridharan, Company Secretary is the Compliance Officer.

b] Corporate Social Responsibility (CSR) Committee:

In terms of Section 135 of the Companies Act, 2013, the Board of Directors constituted a CSR Committee for formulating and monitoring CSR Policy / Activities.

During the financial year 2019-20, the CSR Committee met once i.e., on 25.05.2019 to consider and approve CSR budget for CSR activities for the year 2019-20. The composition of and attendance at CSR Committee meeting are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	1	1
2.	Sri Basavaraju	1	1
3.	Smt. Sandhya Rajan	1	1

c] Compensation Committee of Board of Directors:

Compensation Committee of Board of Directors has been constituted for administration of Employees Stock Option Scheme.

No meeting was held during the year 2019-20. The composition of the Compensation Committee meeting is given below:

Sl. No.	Name of the Member
1.	Sri N.Srinivasan (F&R), Chairman *
2.	Sri S.Balasubramanian Adityan
3.	Sri V.Ranganathan

* Ceased to be a member, consequent to resignation as Director w.e.f. 01.04.2019.

d] Share Transfer Committee:

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

During the financial year 2019-20, the Committee met 9 times to consider and approve transmission or transposition of securities. In respect of 319 equity shares of ₹ 10/- each received for transfer in physical mode prior to 01.04.2019 with certain deficiencies, the Committee approved the same after receipt of proper documents. The composition of and attendance at the Share Transfer Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	9	9
2.	Sri N.Srinivasan (F&R) ^{*1}	NA	NA
3.	Smt. Rupa Gurunath	9	9
4.	Smt. Lakshmi Aparna Sreekumar ^{*2}	9	9

^{*1} Ceased to be a member, consequent to resignation as Director w.e.f. 01.04.2019.

^{*2} Appointed as a member w.e.f. 01.04.2019.

8] Annual General Meetings:

The last three Annual General Meetings were held as under:

Year	Type	Location	Date	Time	Special Resolutions passed in the AGM by the Shareholders
2017	AGM	Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.	04.09.2017	1.30 P.M.	Yes
2018	AGM	Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.	20.09.2018	11.00 A.M.	No
2019	AGM	Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.	12.09.2019	03.30 P.M.	Yes

No special resolution was required to be put through postal ballot last year.

No item of business requiring voting by postal ballot is included in the Notice convening the 74th Annual General Meeting of the Company.



9] Means of Communication:

Quarterly and annual financial results are published in the pro-forma prescribed by Stock Exchanges, in leading English newspapers "Business Line" & "Business Standard" and Tamil newspaper "Dinamani". The financial results of the Company are also communicated in the prescribed pro-forma to Stock Exchanges. The said financial results and press releases are displayed on the Company's website "www.indiacements.co.in".

10] General Information for Shareholders:

- (a) Date, Time and Venue of the Annual General Meeting : 28th September, 2020 at 9.30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
- Deemed venue : Registered Office: 'Dhun Building', 827, Anna Salai, Chennai - 600 002.

- (b) Financial year 1st April to 31st March : Will be published on or before:
- Results for Quarter ending June 30, 2020 : 14th August, 2020
- Results for Quarter ending September 30, 2020 : 14th November, 2020
- Results for Quarter ending December 31, 2020 : 14th February, 2021
- Results for Quarter ending March 31, 2021 (audited) : 30th May, 2021

- (c) Dates of Book Closure : 22nd September, 2020 to 28th September, 2020 (both days inclusive)

- (d) Dividend payment date : on or before 27th October, 2020

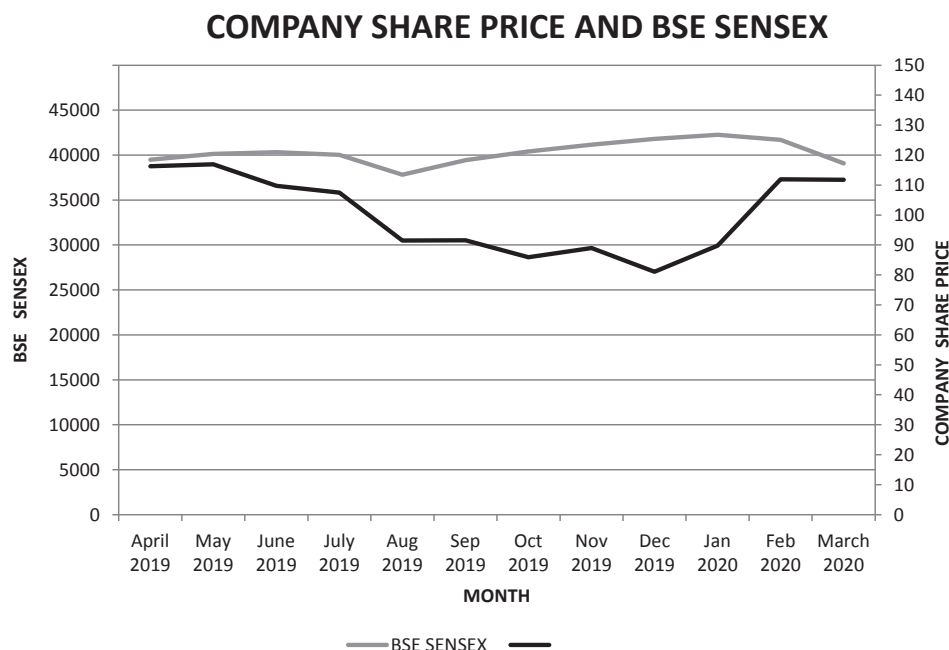
(e) Listing on Stock Exchanges:

- I a) The Company's Equity Shares are listed on the following Stock Exchanges:
- i) BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 (Stock Code : 530005)
- ii) National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 (Stock Code EQ: INDIACEM)
- b) Company's Equity Shares are traded in Group "A" category in BSE Limited.
- c) The Company has paid the Listing Fees for the year 2020-21 to BSE Limited and National Stock Exchange of India Limited where the Company's equity shares are listed.
- II The Company's Global Depository Shares (GDSs) are listed in Luxembourg Stock Exchange, P.O.Box 165, L-2811 Luxembourg, Europe and Listing Fee for the year 2020 has been paid.

(f) Market price Data: (In ₹)

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April 2019	116.25	99.30	116.35	99.25
May 2019	116.90	90.10	116.95	90.10
June 2019	109.75	90.00	109.80	90.50
July 2019	107.45	83.25	107.40	83.00
August 2019	91.50	67.90	91.50	67.75
September 2019	91.55	71.65	91.90	71.40
October 2019	85.95	78.60	86.00	78.95
November 2019	88.95	77.15	88.90	77.10
December 2019	81.10	69.45	81.30	69.50
January 2020	89.80	71.25	89.80	71.25
February 2020	111.90	69.55	111.90	69.60
March 2020	111.75	72.00	111.75	71.95

- (g) Stock price performance in comparison to BSE Sensex:



- (h) There was no suspension from trading in equity shares of the Company during the year 2019-20.

(i) **Registrar and Share Transfer Agent:**

The Company has appointed Integrated Registry Management Services Private Limited as Registrar and Share Transfer Agent (RTA). Shareholders / Investors / Depository Participants are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA at the following address:

Integrated Registry Management Services Private Limited,
2nd Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai - 600017.
Phone : 044-28140801 to 28140803; Fax: 044-28142479
Email: corpserv@integratedindia.in

(j) **Share Transfer System:**

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities and in view of this, the Members holding shares in physical form are requested to dematerialize their holdings immediately.

In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants.



(k) a) **Distribution of Shareholding as on 31st March, 2020:**

No. of Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	140614	89.86	15796074	5.10
501 to 1000	8420	5.38	6764339	2.18
1001 to 2000	3906	2.50	5975190	1.93
2001 to 3000	1210	0.77	3135637	1.01
3001 to 4000	558	0.36	2010550	0.65
4001 to 5000	475	0.30	2248445	0.72
5001 to 10000	621	0.40	4604100	1.49
10001 and above	669	0.43	269362866	86.92
TOTAL	156473	100.00	309897201	100.00

b) **Pattern of Shareholding as on 31st March, 2020:**

Category	No. of Shares	%
Promoters	87553448	28.25
Mutual Funds	8362428	2.70
Alternate Investment Funds	265576	0.09
Foreign Portfolio Investors & Foreign Institutional Investors	39807024	12.84
Financial Institutions / Banks	674027	0.22
Insurance Companies	16290034	5.26
Bodies Corporate	36835728	11.89
Resident Individuals	113369824	36.58
NRI	2058222	0.66
GDSs	106362	0.03
Clearing Members	1971681	0.64
Limited Liability Partnerships	46152	0.01
Hindu Undivided Families	2098569	0.68
Trusts	65993	0.02
Investor Education and Protection Fund Authority	391783	0.13
Association of Persons	350	0.00
Total	309897201	100.00

(l) **Dematerialisation of Equity Shares and Liquidity:**

As on 31st March, 2020, 99.69% of the Company's Equity Shares have been dematerialized.

As per directives issued by SEBI, it is compulsory to trade in the Company's shares in the dematerialised form with effect from 29th November, 1999. The ISIN Number allotted by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the Company's shares in Demat form is INE383A01012.

During the year 2019-20, the Company had received 228 requests for dematerialisation of shares. The Company has acted upon all valid requests received for dematerialisation during the year 2019-20.

(m) **Outstanding GDRs / ADRs / Warrants or any Convertible Debentures, conversion date and likely impact on equity shares as on 31st March, 2020:**

2,12,724 GDSs are outstanding. Each GDS represents two underlying equity shares of ₹ 10/- each (1,06,362 underlying shares represented by GDS constitutes 0.03% of total paid-up equity share capital).

Employees Stock Option Scheme, 2016:

18,35,000 stock options which were granted to eligible employees under Employees Stock Option Scheme, 2016 during 2017-2018, were vested on 01.04.2018. During the year 2018-19, out of 18,35,000 options:

- 17,45,000 options were exercised by the employees and equal number of shares were allotted to them; and
- 90,000 options lapsed on resignation of an employee before the date of vesting.

No fresh options have been granted under Employees Stock Option Scheme, 2016 during the financial year.

(n) **Commodity price risk or Foreign exchange risk and hedging activities:**

Hedging strategy in respect of the imports in foreign currency are taken as per hedging policy of the Company and in consultation with the bankers and other forex experts, based on the prevailing market conditions, duly taking into account the cost of hedging and any foreign currency receivables by the Company.

(o) **Plant Locations:**

Sankarnagar, Tirunelveli District, Tamil Nadu	Nokhla Village, Banswara District, Rajasthan
Sankari, Salem District, Tamil Nadu	Chilamakur, Kadapa District, Andhra Pradesh
Dalavoi, Ariyalur District, Tamil Nadu	Yerraguntla, Kadapa District, Andhra Pradesh
Vallur Village, Tiruvallur District, Tamil Nadu	Vishnupuram, Nalgonda District, Telangana
Parli Vajjnath, Beed District, Maharashtra	Malkapur, Ranga Reddy District, Telangana
Ready mix concrete units at Tamil Nadu, Karnataka and Telangana	

(q) **Address for Correspondence**

: The India Cements Limited,

Registered Office:

"Dhun Building",
827, Anna Salai,
Chennai 600 002.

Corporate Office:

"Coromandel Towers",
93, Santhome High Road,
Karpagam Avenue,
R.A. Puram,
Chennai - 600 028.
Tel. No. : (091) (044) 28521526/28572100/400
Fax No. : (091) (044) 28517198

Corporate Identity Number

: L26942TN1946PLC000931

Website :

: www.indiacements.co.in

For Investor Complaints

Contact Person :

: Sri S. Sridharan, Company Secretary

Email-Id

: investor@indiacements.co.in



(r) **Credit ratings:**

CARE Ratings Limited has assigned the rating of CARE A- Stable (Single A Minus; Outlook: Stable) for long-term bank facilities & Non-Convertible Debentures and CARE A2+ (A Two Plus) for Short-term bank facilities of the Company.

11] Other Disclosures :

- a) There are no significant Related Party Transactions during the year of material nature with the promoters, directors or relatives or Key Managerial Personnel etc., potentially conflicting with Company's interests at large. Related Party Transactions are disclosed in the notes to Accounts forming part of this Annual Report.
- b) There were no instances of non-compliance on any matter relating to the capital market, during the last three years.
- c) The Company has adopted the Whistle Blower Policy and established a Vigil Mechanism and it affirms that no personnel have been denied access to the Audit Committee.
- d) **Subsidiary Company:**

In accordance with Regulation 16(1)(c) of Listing Regulations, the Company has formulated a policy for determining 'material' subsidiaries and the same is available on the website of the Company.

The Company does not have a "material subsidiary" as defined in 16(1)(c) of Listing Regulations.

- e) In accordance with Regulation 23(1) of Listing Regulations, the Company has formulated a 'Policy on Related Party Transactions and the same is available on the website of the Company.
- f) Disclosure of commodity price risks and commodity hedging activities: Not applicable.
- g) During the year the Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- h) Mrs.P.R.Sudha, Practicing Company Secretary has certified 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 Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority which is annexed.
- i) There is no instance, where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the financial year 2019-2020.
- j) Messrs K.S. Rao & Co. and Messrs S. Viswanathan LLP., Chartered Accountants are the statutory auditors of the Company. Total fees paid for the year ended 31.03.2020 by the Company and its subsidiaries, on a consolidated basis to the statutory auditors including all entities in their network firm/entity of which they are a part is given below:

Particulars	₹ in Lakhs
Statutory Audit fees	72.60
Tax Audit Fees	10.00
Fees for other services	10.09
Total	92.69

- k) The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. There was no complaint of harassment, reported during the year. The Company has complied with the provisions relating to constitution of Internal Complaints Committee under the said Act.
- l) As required under Regulation 17(8) of Listing Regulations, the Chief Executive Officer i.e. the Managing Director and the Chief Financial Officer i.e. Executive President (Finance & Accounts) certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2020 in the prescribed form which is annexed.

m) Details of information on appointment and re-appointment of directors:

A brief resume, nature of expertise in specific functional areas, relationships between directors inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and number of equity shares held in the Company by the Director or for other person on a beneficial basis and other details forms part of the Notice convening the 74th Annual General Meeting.

n) Unclaimed Shares:

The Company does not have any share(s) remaining unclaimed, issued pursuant to public / other issues.

o) ICL Code of Conduct for Directors and Senior Management:

In accordance with the provisions of the Companies Act, 2013 the Company has adopted and implemented a "India Cements Code of Conduct for its Directors and Senior Management". The Code of Conduct has also been posted on the Company's website "www.indiacements.co.in". Affirmation of compliance of Code of Conduct for the financial year 2019-2020 has been received from all the Directors and Senior Management personnel of the Company.

Managing Director of the Company has given declaration to the effect that members of the Board and the senior management personnel have affirmed compliance with Code of Conduct for its Directors and Senior Management which is annexed.

p) Prohibition of Insider Trading:

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (PIT Regulations), the Company has adopted the revised "ICL Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" ("the Code") in the place of existing "ICL Code of Conduct for Prevention of Insider Trading". The Code is applicable to Promoters, all Directors, Designated persons and connected Persons and their immediate relatives, who are expected to have access to unpublished price sensitive information relating to the Company.

The Company has also formulated a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. The Company has also formulated a "Policy and Procedures for inquiry in case of leak of Unpublished Price Sensitive Information or Suspected leak of Unpublished Price Sensitive Information".

The aforesaid Code(s) and Policy(ies) are posted on the Company's website "www.indiacements.co.in"

q) i) Investor Education & Protection Fund:

In terms of Section 124 of the Companies Act, 2013, any dividend declared by the Company, which remains unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government.

In terms of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, ("Rules") all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to IEPF after complying with the procedures laid down under the Rules.

During the financial year, the Company has transferred a sum of Rs.17.77 lakhs to the IEPF. The said amount represents unclaimed dividend and fixed deposits & interest thereon, which remained unclaimed with the Company for a period of 7 years from their respective due dates of payment.

In compliance with the aforesaid provisions, the Company has also transferred 31670 equity shares of Rs.10/- each to IEPF in respect of unclaimed dividend for the financial year 2011-12. It may be noted that all benefits, if any, which may accrue in future on such shares, including bonus shares, dividend, etc. will be credited to IEPF account.

ii) Transfer of Unclaimed Dividend for 2012-13 / Equity Shares to IEPF:

The Company has sent individual communication by registered / speed post to those shareholders, who have not encashed / claimed dividends for seven consecutive years since 2012-13 and also published a Notice in the Newspapers requesting the shareholders to claim such unclaimed dividend. A statement containing the details of such shareholders and their Folio No./ DP ID & Client Id has been placed on the Company's website "www.indiacements.co.in" under the heading "Investors Corner".



Shareholders who have not encashed / claimed their dividends from the year 2012-13 are advised to contact or write to the Company or to the Registrar and Share Transfer Agent (RTA), Integrated Registry Management Services Private Limited, immediately in this regard. In case, the Company / RTA do not receive any communication from the concerned shareholders, claiming their dividends, the Company shall, in compliance with the said Rules, transfer the unclaimed dividend for the year 2012-13 and the corresponding shares to IEPF account, after following the procedures laid down therein on the due date i.e. 21.11.2020.

Any claim in respect of the said shares / dividend so transferred, may be submitted online to IEPF in the prescribed eform by following the procedures laid down in the Rules, available on the IEPF website: www.iepf.gov.in.

r) Dividend Distribution Policy:

Pursuant to Regulation 43A of Listing Regulations, a "Dividend Distribution Policy" is framed setting out the parameters and circumstances in determining the payment of dividend to the shareholders and the same is made available on the Company's website "www.indiacements.co.in".

s) Cost Auditor and Cost Audit Report 2018-2019:

Name, Membership number & address of : Sri S.A. Murali Prasad,
Cost Auditor Membership No.2730
4 (New), Brindavan Street,
Chennai 600 004.

Filing of Cost Audit Report 2018-2019 : Due date of filing : 29.02.2020
with the Central Government Actual Date of filing : 06.09.2019

t) The Independent Directors have confirmed in writing that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and Listing Regulations and are independent of the Management.

u) Green Initiative:

In terms of the provisions of the Companies Act, 2013, Companies (Accounts) Rules, 2014, Companies (Management and Administration) Rules, 2014, and Listing Regulations, the annual report along with the notice of the Annual General Meeting is sent by email to those members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

To support the Green Initiatives of the Government, members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company/ Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 12] The Company has complied with applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government.
- 13] The Company has complied with sub-paras (2) to (10) of Schedule V (C) of Listing Regulations.
- 14] The Company has complied with the discretionary requirements of Part E of Schedule II of Listing Regulations, the extent of compliance has been stated in Part B of this report.
- 15] The Company has complied with corporate governance requirements specified in Regulations 17 to 27 and 46 (2) (b) to (i) of Listing Regulations.

B. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS:

1. The Board:
A non-executive chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties. : The Company does not have a non-executive Chairman
2. Shareholder Rights:
A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders. : As the Company's half-yearly results are published in leading English newspapers and in Tamil newspaper and also in the Company's website, the same are not sent to the Shareholders of the Company. There is no publication of second half yearly results as the annual results are approved by the Board and then published in the newspapers and also communicated to the shareholders through the Annual Report.
3. Modified opinion(s) in audit report:
The listed entity may move towards a regime of financial statements with unmodified audit opinion. : Nil
4. Separate posts of chairperson and chief executive officer:
The Company may appoint separate persons to the post of chairperson and managing director or chief executive officer. : At present, Vice Chairman & Managing Director is the Chief Executive Officer of the Company.
5. Reporting of Internal Auditor:
The Internal auditor may report directly to the Audit Committee. : The Internal Auditors of the Company report directly to the Audit Committee.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 10th August, 2020



CEO AND CFO CERTIFICATION

To

The Board of Directors
The India Cements Limited

In compliance with Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2020 and that to 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;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2019-20 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not observed any deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the auditors and the Audit Committee that there are:
 - (i) no significant changes in internal control over financial reporting during the year;
 - (ii) no significant changes in accounting policies during the year; and
 - (iii) no instances of significant fraud where the involvement of management or an employee having a significant role in the Company's internal control system over financial reporting have been observed.

Place : Chennai
Date : 24th June, 2020

N. Srinivasan
Vice Chairman & Managing Director

R. Srinivasan
Executive President (Finance & Accounts)

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members of
The India Cements Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of The India Cements Limited having CIN: L26942TN1946PLC000931 and having registered office at Dhun Building, 827, Anna Salai, Chennai 600002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 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 .

Sl. No.	Name of Director	DIN	Date of appointment in the Company
1	Sri Narayanaswamy Srinivasan	00116726	15-09-1989
2	Smt. Chitra Srinivasan	01094213	05-03-2010
3	Ms. Rupa Gurunath	01711965	24-09-2007
4	Sri Balasubramanian Sivanthi Adityan	00036898	07-12-2015
5	Sri Basavaraju	01252772	11-08-2018
6	Smt. Lakshmi Aparna Sreekumar	08196552	11-08-2018
7	Smt. Nalini Murari Ratnam	07884044	07-02-2020
8	Sri Vijayaraghavachari Ranganathan	00550121	29-08-2016
9	Smt. Sandhya Rajan	08195886	11-08-2018
10	Sri V.Venkatakrishnan	08067933	15-10-2018

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

Place : Chennai
Date : 10th August, 2020

Name: P R SUDHA
Membership No.: F6046
CP No.: 4468
UDIN: F006046B000556574



ANNEXURE 'D' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
The India Cements Limited

We have examined the compliance of conditions of Corporate Governance by The India Cements Limited (the 'Company'), for the year ended March 31, 2020, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

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

For K.S. RAO & CO.,
Chartered Accountants
Firm Registration No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 20231282AAAACQ8873

Place : Chennai.
Date : 10th August, 2020.

For S. VISWANATHAN, LLP
Chartered Accountants
Firm Registration No. 004770S / S200025

CHELLA K SRINIVASAN
Partner
Membership No. 023305
UDIN: 20023305AAAACQ3219

ANNEXURE 'E' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

CODE OF CONDUCT - DECLARATION UNDER SCHEDULE V(D) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

This is to certify that all Board members and Senior Management Personnel have affirmed compliance with the India Cements Code of Conduct for Directors and Senior Management, for the year ended 31st March, 2020.

for THE INDIA CEMENTS LIMITED

Place : Chennai
Date : 24th June, 2020

N. SRINIVASAN
Vice Chairman &
Managing Director

ANNEXURE 'F' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

BUSINESS RESPONSIBILITY REPORT AS ON 31.03.2020

Section A: General Information about the Company:

1. Corporate Identity Number (CIN) of the Company : L26942TN1946PLC000931
2. Name of the Company : The India Cements Limited
3. Registered address : "Dhun Building", 827, Anna Salai, Chennai - 600 002.
4. Website : www.indiacements.co.in
5. E-mail ID : investor@indiacements.co.in
6. Financial Year reported : 1st April 2019 - 31st March 2020
7. Sector(s) that the Company is engaged in (industrial activity code-wise) :

Group	Class	Sub-class	Description
239	2394	23941 23942	Manufacture of Clinker & Cement
8. List three key products / services that the Company manufactures / provides (as in balance sheet) :
 - Cement
 - Cementitious Products
9. Total number of locations where business activity is undertaken by the Company
 - (a) Number of International Locations (Provide details of major 5) : NIL
 - (b) Number of National Locations : 8 Cement Factories, 2 Grinding Units and Regional Offices and Sales / Marketing Offices in various places.
10. Markets served by the Company - Local / State / National / International :

Local	State	National	International
✓	✓	✓	✓

Section B: Financial details of the Company

1. Paid-up Capital (INR) : ₹ 30989.78 Lakhs
2. Total Turnover (INR) : ₹ 505754.12 Lakhs
3. Total profit after taxes (INR) : ₹ 20509.75 Lakhs
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) : The Company has spent ₹ 319.19 Lakhs on CSR activities, constituting 1.6% of profit after tax for 2019-20.
5. List of activities in which expenditure in 4 above has been incurred :
 - (a) Eradication of Poverty;
 - (b) Promotion of Education;
 - (c) Rural Development;
 - (d) Environment;
 - (e) Rural Sports;
 - (f) Promotion of Gender Equality;
 - (g) Protection of National Heritage.

Section C: Other details

1. Does the Company have any Subsidiary Company / Companies? : Yes. The Company has 13 Subsidiary Companies viz.,
 - (1) Industrial Chemicals and Monomers Limited
 - (2) ICL Financial Services Limited
 - (3) ICL Securities Limited
 - (4) ICL International Limited



- (5) Coromandel Electric Company Limited
 (6) India Cements Infrastructures Limited
 (7) Coromandel Travels Limited
 (8) NKJA Mining Private Limited
 (9) Springway Mining Private Limited
 (10) Coromandel Minerals Pte. Ltd., Singapore.
 (11) Raasi Minerals Pte. Limited
 (12) PT. Coromandel Minerals Resources, Indonesia
 (13) PT Adcoal Energindo, Indonesia
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) participate in Business Responsibility initiatives of holding company : Out of 13 subsidiaries, 2 subsidiaries viz., Coromandel Electric Company Limited and India Cements Infrastructures Limited follow the Parent company initiatives.
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%] : No. The other entities with whom the Company does business do not participate in the BR initiatives of the Company.

Section D: BR Information

1. Details of Director / Directors responsible for BR:

(a) Details of the Director / Director responsible for implementation of the BR policy / policies:

1.	DIN Number	: 00116726
2.	Name	: Mr.N.Srinivasan
3.	Designation	: Vice Chairman & Managing Director

(b) Details of the BR head :

No.	Particulars	Details
1.	DIN Number (if applicable)	: 00116726
2.	Name	: Mr.N.Srinivasan
3.	Designation	: Vice Chairman & Managing Director
4.	Telephone number	: 044-28572100
5.	e-mail id	: officeofmd@indiacements.co.in

2. Principle wise (as per NVGs) BR Policy / policies:

The nine principles are as under:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.

P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance (Reply in Y / N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for ?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	Y	Y	Y	–	Y	–	Y	–
5	Does the Company have a specified committee of the Board / Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	–	–	–	–	–	–	–	–	–
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	–	Y	–	Y	–
8	Does the Company have in-house structure to implement the policy / policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	–	Y	–	Y	–
10	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	We are in the process of appointing independent internal / external agency for evaluating the working of all the Policies.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options):

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
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 :

Annually

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

No.

Section E: Principle-wise performance

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

- (1) Does the policy relating to ethics, bribery and corruption cover only the Company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company has got a Code of Conduct and Vigil Mechanism which are applicable to all the senior management staff of the Company and an annual affirmation on compliance of these Codes is taken from them. The company as such does not have a policy covering the above principles for outside parties but it persuades all the constituents associated with it to follow the principles of ethics, etc. As far as subsidiaries of the group are concerned, the activities are not material and significant in relation to business activities of the parent company.

- (2) 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 no complaints on ethics / transparency and accountability during the year.

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.

- (a) The company is engaged in the manufacture of products that will enable the customer to build structures which are durable, cost effective and conducive for human life style. The company produces blended cement which uses fly ash, a natural waste of the thermal power plants as an additive thereby contributing to the improvement in the environment. All the products of the company comply with relevant standards applicable.
- (b) The company is also focused on continuous improvement of its clinker to cement ratio resulting in conservation of limestone and reduction of CO2 emission.
- (c) The first plant of Waste Heat Recovery System in India was also installed at one of the units recycling the waste heat for power generation addressing the carbon emissions and saving of fossil fuel and water in the process.
- (d) The company also provides necessary support to customers, stockists and other stake holders on the importance of sustainable structures through mason meets, engineer meets and plant visits are also held to impart knowledge which are sustainable for our products.

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

- (a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain?

The Company's ongoing efforts to reduce the power and fuel consumption per ton of cement continued during the year also. Despite reduction in volume, the power was maintained as that of previous year and the heat consumption was brought down by 3 Kcal when compared to previous year. The company could achieve economies in inward transport cost and input materials through improvement in logistics management in the wake of diesel price increase.

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

It is very difficult to assess end usage of cement by customers as cement is used for variety of purposes by diverse consumers. Hence the details relating to reduction in the energy or water by consumers through usage of our product cannot be quantified.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The company's procurement policy and selection of vendors are based on ensuring sustainable environment, social interest of the local and with focus on cost efficient procurement.

It may be seen that the major raw material limestone is sourced from the vicinity of the plant with least transport and thereby lesser fuel and carbon emission. The company also adopts latest mining methods using surface miners avoiding the process of drilling and blasting, etc contributing to the sustainability of the environment.

Most of the other raw-materials are also procured from the nearby sources avoiding high transport cost and with low impact on the environment there on.

With regard to stores and maintenance, preference is given to the local vendors who have been associated with the company for long time and are also the authorized agents of the original equipment manufacturers. All these people confirm to the principles of sustainability and statutory compliance and non employment of child labour. The company does not engage any child labour and also gives preference to the local manpower and vendors involving minimal freight on transport of goods or personnel.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? – Yes

If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company always encourages procurement of goods like stores, spares and PP bags from the local and small producers. For repairs and maintenance of plants, people from nearby villages are employed providing opportunities to earn livelihood.

For outside repair jobs, the company resort to the usage of nearby workshops put up small entrepreneurs. The company also periodically advice these vendors and entrepreneurs on the aspects of safety and quality and insist on their acceptance to adhere to the safety procedures of the company.

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 about 50 words or so.

In the cement manufacturing process, there are no major waste nor any discharge of any effluent .

The fly ash from our thermal power plants including the bottom ash is used in cement production. The waste water discharged from the power plant operation is purified, recycled for plant usage, gardening and house-keeping in the colony. The excess heat available from the kiln at one of our plant is captured and power produced at cheaper cost.

The company has plans to put one more Waste Heat Recovery System at another plant. All effluents of other plants like copper slag, fly ash, chemical gypsum are being used in the process.

Oil wastes are disposed of duly complying with pollution control procedures.

The company has also been increasing the usage of alternate fuel in the form of plastic waste, paper waste, agriculture waste etc. in the process.

Principle 3 Businesses should promote the well-being of all employees

- | | | |
|---|---|--|
| 1. Please indicate the Total number of employees. | : | No. of permanent employees is 2182
Managerial-1304, Non Managerial-878 |
| 2. Please indicate the Total number of employees hired on temporary / contractual / casual basis. | : | Average Number of Contract Employees engaged through Registered / Licensed Contractors 1633 (Packing Plant & Other areas)-Mines & security not included. |
| 3. Please indicate the Number of permanent women employees. | : | 27 |
| 4. Please indicate the Number of permanent employees with disabilities | : | 3 |



5. Do you have an employee association that is recognized by management. : Yes. There are recognized trade unions constituted as per the terms of the Trade Unions Act at the Company's manufacturing units.
6. What percentage of your permanent employees is members of this recognized employee association? : Around 35%
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.

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour / forced labour / involuntary labour	NIL	NA
2.	Sexual harassment	NIL	NA
3.	Discriminatory employment	NIL	NA

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
 - (a) Permanent Employees : Around 70% were given Skill up-gradation Training
 - (b) Permanent Women Employees : Around 75% were given safety training by way of OJT/Mock drills.
 - (c) Casual / Temporary / Contractual Employees : 100% safety training. However, details are not available regarding other trainings as they are done by their respective employers.
 - (d) Employees with Disabilities : 100% safety training.

Principle 4 Businesses should respect the interests 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. The Company has mapped its internal stakeholders as well as external stakeholders.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.
The Company has identified its marginalized stakeholders like vendors, stockists, contract workers situated in and around its factory locations which are mostly under-developed locations requiring attention. The company also encourages disabled youth and women in the nearby communities through skill development programmes.
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 about 50 words or so.
As earlier mentioned, most of the Corporate Social Responsibility (CSR) activities undertaken by the Company are aimed at the welfare of the people and stakeholders in and around our factory locations. The company focuses on improving the health and sanitary care of the locals, educational facilities and vocational training, contributing for infrastructural improvement like road, water, etc. All the community welfare schemes of the company are targeted towards poor and downtrodden people to enable them to have a sustainable livelihood.

Principle 5 Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company complies with all the National and Local Laws as far as the individual rights are concerned. There is no specific Human Rights policy in the company as at present.

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

No complaints for any violation of human rights was received during the year.

Principle 6 Business 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.

The Company has well-defined Policy on Safety Health and Environment (SHE), which inter-alia covers all the operations of the Company. As earlier mentioned 2 of the subsidiaries are also covered in BR initiatives of the parent company.

2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming, etc? Y / N. If yes, please give hyperlink for webpage etc.

Yes. The Company has a mission and it is committed to Greenhouse Gas (GHG) emission reductions and in this regard have taken several steps:

- The company was the earliest one to get the license for blended cement production and is always focused on improving the blended cement proportion reducing clinker consumption and reduction in carbon emission.
- Since the plants are of various vintage, constant efforts are being made to reduce the thermal and electrical energy consumption.
- Installation of Waste Heat Recovery System at Vishnupuram and is in the process of installing additional unit in one more location.
- Installation of wind mills and generating non-conventional energy makes our presence in the emission reduction map.
- Utilization of waste material causing harm to environment like fly ash, gypsum, copper slag, agricultural waste, plastic waste, etc.
- Development of green belt in and around plant and mines area to ensure sustainable environment.
- Usage of mines pit area as water bodies to take care of the nearby village water requirements for agricultural purpose.
- Refilling of used mine pits undertaken to ensure land reclamation for natural vegetation.
- Converted the ESPs to Hybrid bag filters to ensure reduction in emission.
- Alternate fuels being scouted to ensure carbon emission reduction.

3. Does the Company identify and assess potential environmental risks? Y / N

The potential environmental risk at plant level as well as corporate level are being mapped and they form part of the Risk Management policy which form part of the Business Risk Management review where these are discussed and mitigation process are formulated.

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

Yes. The Company had a project registered under Clean Development Mechanism (CDM) for Waste Heat Recovery utilization at its Vishunupuram plant where Certified Emission Reduction (CER) certificates have been earned in the past. The Company also contributes through blended cement production, installation of windmills and gas-based power plant is in Tamil Nadu. The company in the process of installing additional Waste Heat Recovery System at one of its plant.



5. Has the Company undertaken any other initiatives on-clean technology, energy efficiency, renewable energy, etc. Y / N. If yes, please give hyperlink for web page etc.
 - (a) As earlier mentioned, the Company has taken lot of steps towards maintaining clean environment and improvement in energy efficiency. This includes waste heat recovery plant, windmill, usage of alternate fuels, recycling of process waste for water, sewage water after treatment , etc.
 - (b) The Company also proposes to install one more waste heat recovery plant to ensure power generated from waste heat recovery and is also in the advanced stage of commissioning a new cement mill of higher capacity at one of its plant doing away with old energy inefficient cement mill paving way for reduced power consumption which will further reduce the impact on the environment.
6. Are the Emissions / Waste generated by the Company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Yes. Emissions generated are within the limits given by the Central and State Pollution Control Boards. There are no significant wastes produced by the company nor any effluent.
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.

There are some environmental proceedings relating to our mines at Sankarnagar and relating to our plant at Chilamkur which are pending for disposal before the authorities and barring that no other major show cause or legal notices received from the Pollution Control Boards.

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:
 - (a) Cement Manufacturers Association (CMA)
 - (b) National Council for Cement and Building Materials (NCCBM)
 - (c) Confederation of Indian Industry (CII)
 - (d) The Associated Chambers of Commerce and Industry of India (ASSOCHAM)
 - (e) Federation of Indian Chambers of Commerce and Industry (FICCI)
 - (f) Bombay Chamber of Commerce and Industry
 - (g) The Madras Chamber of Commerce and Industry (MCCI)
 - (h) Hindustan Chamber of Commerce (HCC)
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)?

The Company was also a party to various initiatives taken through the aforesaid associations for:

 - (a) Promotion of concrete roads.
 - (b) Conservation of energy and use of renewable energy.
 - (c) Utilization of petcoke in kilns.
 - (d) Sustained mining practices.
 - (e) Manufacturing sand aggregates.

Besides the above, the company, as part of its CSR activities, is taking number of steps for improvement of health and safety of the people in the surrounding villages of our factory on water conservation, biodiversity conservation, improvement of health and safety environment besides increasing awareness on usage of blended cement.

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

Most of the CSR activities of the Company are focused on developing the welfare of the neighbourhood and ensuring a better livelihood and environment for the under privileged people. Steps taken in this regard include providing basic education for the surrounding village by running our schools, employment of local population in these schools and polytechnic, provision of basic amenities in the nearby public health centres, repairing and relaying of roads, provision of street lights, drinking water supply, medical camps and facilities which are aimed at providing sustainable upgradation of the environment.

As earlier mentioned, the water collected at the mines are also being recycled to the nearby village ponds as part of Socio Economic Improvement.

The company also encourages all type of sports activities which are aimed at improving the local talents like Junior CSK Tournament, TNPL, etc. to name a few. The company has been spending a lot of money on various sports activities and is one of the forerunners of sponsors of various sports events in the country.

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

The Company's CSR projects are implemented through an In-house CSR Department while the medical camps and welfare activities are being under taken through private hospitals, government agencies and NGOs.

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

The company is reviewing the impact of its CSR initiatives through feedback from the beneficiaries.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

₹ 319.19 Lakhs has been spent under the above head towards Eradication of Poverty, Promotion of Education, Rural Development, Environment improvement, Rural Sports, Promotion of Gender Equality etc., which is detailed in Sl.No.4 under Section B of this 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.

Yes. The Company normally follows a process of evaluating the projects before undertaking any community development initiative. Most of the projects are based on the request from the community or based on the survey and initiative taken by the Company for improvement of the neighbourhood.. Based on the assessment report on various parameters such as necessity, the status of infrastructure and the cost benefits to the society, these projects are taken up and implemented.

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.

There are no customer complaint or consumer case regarding quality The top management including Managing Director have been continuously meeting its stockists, select consumers to apprise them on various issues regarding quality, strength, setting time and water to cement ratio etc. Most of the concerns are being reviewed regularly and then resolved to their satisfaction. There were one or two minor complaints received but not related to quality which have been sorted out fully.

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).

The product quality is governed by the Bureau of Indian Standards (BIS) and the company displays the information regarding the product as mandated by BIS and relevant applicable statues on the cement bags. The company also makes available the test reports of cement on demand from the consumers.



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.

The Company does not indulge in any unfair trade practices. Other than the item mentioned in Notes on Accounts for the year ended 31st March, 2020 regarding Competition Commission of India issue, there are no significant complaint pending.

4. Did your company carryout any consumer survey / consumer satisfaction trends?

As earlier mentioned, Chief Executive of the company and senior marketing team periodically visits its customers, sub-dealers and consumers, as part of appraisal programme to get their feedback on satisfaction levels on supply, quality and other terms of sale, etc.

The company also encourages visits of major stockists, mason, engineers, etc. to our factories to appraise them of the process, quality standards consistency, etc.

On behalf of the Board

N. SRINIVASAN

Vice Chairman & Managing Director

RUPA GURUNATH

Wholetime Director

S. BALASUBRAMANIAN ADITYAN

Director

Place : Chennai

Date : 10th August, 2020

ANNEXURE 'G' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

CORPORATE SOCIAL RESPONSIBILITY (CSR) 2019-20

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs. : CSR objective
 1. Understanding, Supporting and Developing the Communities and the Cultures within which the Company works.
 2. Nurturing the Environment and the Surroundings of the Company's plants.
 3. Enhancing the Value of the Company through Sustainable Development

CSR Policy is available at the Company's website www.indiacements.co.in
2. The Composition of CSR Committee :
 1. Sri N. Srinivasan
 2. Sri Basavaraju
 3. Smt. Sandhya Rajan
3. Average net profit of the Company for the last three financial years : ₹ 15265.43 lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹ 305.31 lakhs
5. Details of CSR spent during the financial year:
 - a) Total amount to be spent for the financial year : The Company has budgeted to spend ₹ 674.52 Lakhs towards CSR
 - b) Amount unspent, if any:
 - c) Manner in which the amount spent during the financial year is detailed below:

REPORT ON CSR ACTIVITIES

1	2	3	4	5	6	7	8
Sl. No.	CSR Project / Activity Identified	Sector in which the Project is covered	Projects / Programmes 1. Local area / others 2. Specify the State / district (Name of the District/s, State/s where project / programme was undertaken)	Amount outlay (budget) projects / programs wise	Amount spent on the projects / programs Subheads: 1. Direct expenditure on projects 2. Overheads	Cumulative spent upto the reporting period	Amount spent: Direct / through implementing agency
	Detailed below					319.19	Direct

Sector: Eradication of Poverty

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Organize General Health Camps & Awareness programme	Tirunelveli, Salem, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	48.15	29.34
2	Provision of Bedsheet, Towel, Foot wear, Sewing machine, Fan, Almirah, Iron Box, Vegetable cart etc. and distributing butter milk for poor & needy people nearby Factory & Mines	Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana	4.80	1.45



Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
3	Conducting Veterinary Camp	Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh	4.00	1.46
4	Providing basic needs like Dress materials, Foot wear, Vessels, Tri-cycles, Tarpaulin, Twister etc. to Orphanages, Old age homes, Blind & differently abled person etc.	Tirunelveli, Salem, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Beed-Maharashtra	24.15	6.57
5	Donation of Cement to Armed Force, Police Playing ground, renovating / reconstructing of water canals & uncompleted building works	Ariyalur-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana	8.25	1.65
6	Providing Nose Mask due to Covid-19 & Polyester Coated Jackets for Police personnel	Kadapa-Andhra Pradesh	0.00	1.22
7	Providing & Fixing of Street Light in surrounding villages	Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh	17.00	5.13
8	"Swatch Bharat Abhiyan" under the Prime Minister scheme to construct sanitation and create awareness for the same between community through campaign/local NGO.	Banswara-Rajasthan	3.00	0.45
9	Providing financial help for the maintenance of the Hospital and equipment (Medical Aid) through the Office of Collector under the Medical Relief Society and Adoption of the Govt. Hospital	Banswara-Rajasthan	2.00	1.00
	Total		111.35	48.27

Sector: Promotion of Education

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Distribution of Study Material, Compass Boxes, Dictionaries, Bags, Shoes, Tie & Badges etc to students of local villages studying in Schools / Colleges	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra	23.10	6.09
2	Career Guidance Programme for 10 th & 12 th Students. Tuition classes / special coaching classes for 8 th to 10 th classes / Promotion of Computer Education	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana	6.80	2.22
3	To motivate Meritorious students / Dedicated Teachers of nearby Govt Schools / Institutions by awarding and providing financial help to the needy/poor students for the Higher Education, School Scout Students & Assisting Government Schools to fill the Teachers Vacancies	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana / Banswara-Rajasthan	22.32	8.13
4	Science Exhibition for School Students and contribution for Book Fair	Tirunelveli, Ariyalur-Tamilnadu	3.50	2.19
5	Provide Technical Education and support i.e. Vocational Training such as Computer, tailoring, type writing, Embroidering and Abacus Training etc.	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Banswara-Rajasthan	12.30	5.65
6	Providing Prizes for 10 th and Plus Two students who would score first three top ranks in the school in and around plants	Tirunelveli-Tamilnadu / Ranga Reddy-Telangana	3.50	2.20

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
7	Donation of Furniture, Projector (For Smart class), Provision of additional Class Rooms, Toilet and RO facilities for Government and Government Aided Schools	Tirunelveli, Salem, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	26.15	13.51
8	Contribution to India Cements Education Society / Trust	Sankarnagar - Tamilnadu	30.00	30.00
9	Providing Sports & Physical activity equipment, Computers, Table, Chairs & Book Racks for School & Public Library	Tirunelveli-Tamilnadu / Ranga Reddy-Telangana	4.50	0.30
10	Financial help to the Deaf and Dumb School and celebrate the Disabled day.	Banswara-Rajasthan	0.50	0.36
11	Providing subsidised education for poor students from nearby villages	Ariyalur-Tamilnadu	9.00	55.80
	Total		141.67	126.45

Sector: Rural Development

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Provision of Borewell with Hand Pump, Construction of Ground level water Tank and Construction of Bathroom, Kitchen, Shed for the Community Hall / Police Station	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Banswara-Rajasthan	80.50	40.27
2	Providing Barbed wire fencing around Reserve Forest to prevent the entry of Wildlife into Agricultural land	Tirunelveli-Tamilnadu	12.00	10.40
3	Construction of Multi-purpose Community Hall, Bus stop / Shelter, Road, Toilets, Bathing areas and upgradation of Civic structures etc. for villagers	Tirunelveli, Ariyalur-Tamilnadu / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	98.80	21.74
4	Construction & Renovation of Compound wall, Public Toilet and Bathroom in School. Develop and maintenance of Road, Drainage, Solar Lights Fixing, Barricades, Stickers & Food Grain drying place etc.	Salem, Ariyalur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana	52.50	9.27
5	Donation of Furniture / Provision of Wardrobe Cupboard with Class and Classroom Cupboard Doors and Contribution towards Construction of Green Houses for Transgender	Tirunelveli-Tamilnadu	3.40	3.18
6	Provide Water Tank and Motor, RO water system to nearby villages for drinking water	Tirunelveli-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana	17.00	8.62
7	CCTV arrangement for Bus-stand, arranged Solar lighting to Primary Health Centre & Highway Park Name Display	Salem, Ariyalur-Tamilnadu / Ranga Reddy-Telangana	16.83	4.76
8	To increase the livelihood of farmers in the nearby villages by improving crop productivity, farmers health, new agriculture technique, training and also promote Organic Farming concept of the villagers.	Banswara-Rajasthan	6.00	5.25
	Total		287.03	103.49



Sector: Rural Sports

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Assistance & financial support to the local sports and on the occasion of Independence day & Republic day organized by Govt. Authorities/ Agencies/ Institutions to motivate and promote the Rural sports for District and state level.	Salem, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana / Beed-Maharashtra / Banswara-Rajasthan	7.28	1.55
2	Conducting Rural Games & Sports	Kadapa-Andhra Pradesh / Ranga Reddy-Telangana	3.25	0.30
	Total		10.53	1.85

Sector: Environment

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Organize plantation and different event on the occasion of Environment Day and to create awareness campaign, providing Saplings and Tree guards.	Tirunelveli, Salem, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	39.00	12.02
2	Odai Cleaning / Swachh Bharath, Improvement of village Pond / Canal	Tirunelveli, Ariyalur-Tamilnadu / Kadapa-Andhra Pradesh / Banswara-Rajasthan	18.20	4.94
3	Plastic awareness campaign to nearby villages by issuing Notice, Announcements, SOP's	Tirunelveli, Ariyalur-Tamilnadu	1.60	0.18
4	Water supply to Yercaud forest fire (for fighting the fire)	Salem-Tamilnadu	1.50	0.35
5	Garden on the road side & Model Eco Park Green initiative. Creating Awareness on Single Use Plastic Ban activities and Construction of entrance gate arch with sculptures at Wildlife Warden Office	Tirunelveli, Ariyalur-Tamilnadu	7.00	4.17
6	De-silting and deepening of River, Lake, Pond & bund heightening of Tanks. Planting of Avenue trees - Road sides and Govt. barren lands	Ariyalur-Tamilnadu	2.40	3.32
7	Organise cattle management camp and provide free medicine, technical assistance and equipment for improving the quality of fodder and also given financial help to the Gaushala in nearby area.	Banswara-Rajasthan	1.00	0.88
	Total		70.70	25.86

Sector: Promotion of Gender Equality

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Provision of Sewing machine to poor & needy women during Women's day and additional Contribution towards Women's Day Celebration	Tirunelveli, Ariyalur-Tamilnadu / Kadapa-Andhra Pradesh / Beed-Maharashtra	3.65	1.24
2	Skill Development Program - On Tailoring Training for Women	Ariyalur-Tamilnadu	0.73	0.76
3	Promoting gender equality and empowering women (SHG), women day celebration, setting up homes and hostels for women and orphans, setting up old age homes, day care centers, and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups. The above activities were performed with the help of the local Panchayat, Schools, media and NGO.	Kadapa-Andhra Pradesh / Nalgonda-Telangana / Banswara-Rajasthan	10.70	1.13
Total			15.08	3.13

Sector: Protection of National Heritage

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Protection of National Heritage, Art and Culture including restoration of Buildings, Temples and Sites of Historical importance and work of art, setting up of public libraries, promotion and development of Traditional Arts, Festival, Spiritual and Handicrafts organize with the help of local representatives, institutions and NGO. Republic Day, Independence Day, Mahashivratri Parv and other religious activities in nearby villages.	Tirunelveli-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana / Beed-Maharashtra / Banswara-Rajasthan	38.16	10.14
Total			38.16	10.14
Grand Total			674.52	319.19

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report : Not applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company : The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company.

On behalf of the Board

Place : Chennai
Date : 10th August, 2020

N.SRINIVASAN
Chairman, CSR Committee



ANNEXURE 'H' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

FORM AOC-1

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH 2020 PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

PART - A - SUBSIDIARIES

₹ In Lakhs

1	Sl. No.	1	2	3	4	5	6	7	8	9	10	11	12	13
2	Name of the Subsidiary	Industrial Chemicals & Monomers Ltd.	ICL Securities Ltd.	ICL Financial Services Ltd.	ICL International Ltd.	Coromandel Travels Ltd.	Coromandel Electric Co. Ltd.	India Cements Infrastructure Ltd.	NKJA Mining Pvt. Ltd.	Springway Mining Pvt. Ltd.	PT Coromandel Minerals Resources, Indonesia	Coromandel Minerals Pte Ltd., Singapore	Raasi Minerals Pte	PT Adcoal Energiindo
3	Date since when subsidiary was acquired	09/04/1992	28/11/1996	08/06/1994	08/06/1994	06/02/2017	27/03/2012	31/01/2013	03/12/2018	03/12/2018	10/07/2008	01/06/2010	27/03/2018	27/03/2018
4	Reporting Period for the Subsidiary Accounts	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020	31/03/2020
5	Reporting Currency for the Subsidiary	INR	INR	INR	INR	INR	INR	INR	INR	INR	RP 0.004616	USD-75.58	USD-75.58	RP 0.004616
6	Share Capital	222.82	613.02	596.20	5.00	6731.00	70.00	5.00	1.00	1.00	128.54	9167.05	679.32	358.31
7	Reserves and Surplus	14049.55	1925.85	(1,133.28)	(3,328.01)	(6,524.38)	14917.81	(3,222.67)	(7.42)	(199.98)	(2,072.41)	3,338.36	(0.49)	(622.31)
8	Total Assets	15848.59	15502.95	15973.93	226.52	301.22	21380.81	7024.00	0.89	11703.05	3836.05	12507.15	748.87	472.72
9	Total Liabilities	1576.22	12964.07	16511.00	3549.53	94.60	6393.00	10241.66	7.31	11902.03	3707.51	1.74	70.02	736.73
10	Investments	0.00	12185.58	15260.03	0.00	0.00	3843.00	0.00	0.49	0.00	7.93	5684.52	741.63	124.40
11	Turnover	30.00	81.99	81.05	168.42	4.84	9566.09	356.56	0.00	5.32	3992.19	0.00	0.00	60.97
12	Profit / Loss before Taxation	(13.92)	33.56	32.17	(129.75)	10,697.22	538.46	(64.75)	(0.16)	(2.13)	(348.33)	1,252.90	53.45	3.49
13	Provision for Taxation	0.00	0.00	-11.41	0.00	0.00	304.06	0.00	0.00	0.00	0.00	0.00	0.00	0.00
14	Profit / Loss after Taxation	(13.92)	33.56	43.58	(129.75)	10,697.22	234.40	(64.75)	(0.16)	(2.13)	(348.33)	1,252.90	53.45	3.49
15	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
16	% of Sharing	98.59%	100%	100%	100%	98.50%	50.14%	100%	100%	68.88%	100%	100%	100%	100%
17	No. of Shares	2228191	6130200	5962000	50000	67310000	700000	50000	10000	10000	3000	18986500	982250	8000
18	Book Value per Share	640.54	41.42	(9.01)	(6,646.02)	0.31	2141.12	(6,435.34)	(64.20)	(1,989.80)	(64,795.79)	65.86	69.11	-3300
	Notes :													
1	Yet to commence operation	Commenced	Commenced	Commenced	Commenced	Commenced	Commenced	Commenced	Commenced	Yet to be Commenced	Commenced	Commenced	Commenced	Commenced
2	Liquidated / Sold during the Year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director

R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholtime Director

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
SANDHYA RAJAN
Directors

Place : Chennai

Date : 24th June, 2020

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH 2020 PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

PART - B - ASSOCIATES

Sl. No.	Name of Associates	Raasi Cement Limited	Coromandel Sugars Limited	India Cements Capital Limited	Unique Receivable Management Private Limited	PT Mitra Setia Tanah Bumbu
1	Latest Audited Balance Sheet Date	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-12-2019
2	Date on which the associate was associated or acquired	25-02-2000	15-11-1999	07-02-1997	08-02-2007	17-12-2018
3	Shares of Associates held by the Company & its subsidiaries on the year end					
	No. of Shares	239,409	7,000,100	10,400,000	24,600	2,695
	Amt. of Investment in Associates (₹ in Lakhs)	0.00	3843.01	3252.59	2.46	124.4
	Extent of Holding %	28.94%	25.07%	47.91%	49.20%	49.00%
4	Description of How there is significant Influence	Holding > 20%	Holding > 20%	Holding > 20%	Holding > 20%	Holding > 20%
5	Reason why the associate is not Consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Net Worth attributable to Shareholding as per Latest audited Balance sheet (₹ Lakhs)	(39.93)	3093.35	747.05	(4,350.31)	(63.38)
7	Profit / Loss for the Year (2019-20)					
	i. Considered in Consolidation (₹ Lakhs)	0.00	(474.80)	10.47	0.00	244.18
	ii. Not Considered in Consolidation (₹ Lakhs)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Notes						
1	Yet to commence operation	Commenced	Commenced	Commenced	Commenced	Commenced
2	Liquidated / Sold during the year	NIL	NIL	NIL	NIL	NIL

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
SANDHYA RAJAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020



ANNEXURE 'I' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis : Nil

2. Details of material contracts or arrangement or transactions at arm's length basis :

₹ In Lakhs

2 (a) Name(s) of the related party and nature of relationship.	2 (b) Nature of contracts / arrangements / transactions.	2 (c) Duration of contracts / arrangements / transactions.	2(d) Salient terms of the contracts or arrangements or transactions including the value, if any.	2 (e) Date(s) of approval by the Board, if any	2(f) Amount paid as advances, if any (Outstanding as on 31.03.2020)
INDUSTRIAL CHEMICALS & MONOMERS LTD - Subsidiary	Receiving of Services	Need Based	30.00	07.02.2020 & 24.06.2020	
ICL INTERNATIONAL LTD - Subsidiary	Sale of Goods	Need Based	0.39	07.02.2020 & 24.06.2020	
ICL INTERNATIONAL LTD - Subsidiary	Purchase of Goods	Need Based	0.74	11.11.2019, 07.02.2020 & 24.06.2020	
ICL INTERNATIONAL LTD - Subsidiary	Receiving of Services	Need Based	148.41	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
INDIA CEMENTS INFRASTRUCTURES LTD - Subsidiary	Sale of Goods	Need Based	4.09	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
INDIA CEMENTS INFRASTRUCTURES LTD - Subsidiary	Sale of Land	As per Agreement	71.17	07.02.2020 & 24.06.2020	
COROMANDEL ELECTRIC COMPANY LTD - Subsidiary	Renting of Land	As per Agreement	1.42	24.06.2020	
COROMANDEL ELECTRIC COMPANY LTD - Subsidiary	Receiving of Services	As per Agreement	883.18	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
COROMANDEL ELECTRIC COMPANY LTD - Subsidiary	Revenue Sharing	As per Agreement	2295.46	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
SPRINGWAY MINING PVT. LTD.-Subsidiary	Acquisition of Shares	As per Agreement	2910.92	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
SPRINGWAY MINING PVT. LTD.-Subsidiary	Loans	Need Based	7602.79	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
SPRINGWAY MINING PVT. LTD.-Subsidiary	Interest on Advances	As per Agreement	618.76	11.11.2019, 07.02.2020 & 24.06.2020	
SPRINGWAY MINING PVT. LTD.-Subsidiary	Guarantee O/s at the end of the Year	Need Based	957.00	24.06.2020	
SPRINGWAY MINING PVT. LTD.-Subsidiary	Finance Cost on Guarantees	As per Agreement	44.35	24.06.2020	
PT. COROMANDEL MINERAL RESOURCES, INDONESIA - Subsidiary	Purchase of Goods	Need Based	1135.13	07.02.2020 & 24.06.2020	

2 (a) Name(s) of the related party and nature of relationship.	2 (b) Nature of contracts / arrangements / transactions.	2 (c) Duration of contracts / arrangements / transactions.	2(d) Salient terms of the contracts or arrangements or transactions including the value, if any.	2 (e) Date(s) of approval by the Board, if any	2(f) Amount paid as advances, if any (Outstanding as on 31.03.2020)
PT. MITRA SETIA TANAH BUMBU, (MSTB), INDONESIA - Associate	Purchase of Goods	Need Based	3853.44	07.08.2019, 11.11.2019 & 24.06.2020	
INDIA CEMENTS CAPITAL LIMITED - Associate	Receiving of Services	Need Based	243.88	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
INDIA CEMENTS CAPITAL LIMITED - Associate	Interest on Advances	As per Agreement	35.73	11.11.2019, 07.02.2020 & 24.06.2020	
COROMANDEL SUGARS LIMITED - Associate	Loans	Need Based	166.37	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
COROMANDEL SUGARS LIMITED - Associate	Sale of Goods	Need Based	9.36	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
COROMANDEL SUGARS LIMITED - Associate	Purchase of Goods	Need Based	8.85	07.02.2020 & 24.06.2020	
COROMANDEL SUGARS LIMITED - Associate	Interest on Advances	As per Agreement	578.32	11.11.2019, 07.02.2020 & 24.06.2020	
COROMANDEL SUGARS LIMITED - Associate	Finance Cost on Guarantees	As per Agreement	82.50	24.06.2020	
COROMANDEL SUGARS LIMITED - Associate	Security and Guarantee O/s at the end of the Year	As per Agreement	16500.00	07.08.2019, 11.11.2019, 07.02.2020 & 24.06.2020	
TAMIL NADU CRICKET ASSOCIATION - Transaction in which KMP is interested	Receiving of Services	Need Based	350.00	07.02.2020 & 24.06.2020	

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 24th June, 2020



ANNEXURE 'J' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	:	L26942TN1946PLC000931
ii)	Registration Date	:	21.02.1946
iii)	Name of the Company	:	The India Cements Limited
iv)	Category / Sub-Category of the Company	:	Public Limited Company
v)	Address of the Registered office and contact details	:	'Dhun Building', 827, Anna Salai, Chennai – 600002; Phone : 044-2852 1526 / 28572 100 / 400; Fax: 044-2851 7198; Email: investor@indiacements.co.in
vi)	Whether listed company Yes / No	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Integrated Registry Management Services Private Limited 2 nd Floor, "Kences Towers", No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600017. Phone : 044-28140801 to 28140803. Fax: 044-28142479. Email: corpserv@integratedindia.in

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 / Clinker	2521	96.96

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Industrial Chemicals and Monomers Limited, 145 Madurai Road, Sankar Nagar P.O. Tirunelveli 627357	U24111TN1979PLC007911	Subsidiary	98.59%	Sec.2(87) (ii)
2	ICL Financial Services Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U65991TN1993PLC026056	Subsidiary	100.00%	Sec.2(87) (ii)
3	ICL Securities Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U65993TN1994PLC029713	Subsidiary	100.00%	Sec.2(87) (ii)

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
4	ICL International Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U51909TN1993PLC026057	Subsidiary	100.00%	Sec.2(87) (ii)
5	Coromandel Electric Company Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U45207TN1997PLC038219	Subsidiary	50.14%	Sec.2(87) (ii)
6	India Cements Infrastructures Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U74999TN2013PLC089487	Subsidiary	100.00%	Sec.2(87) (ii)
7	Coromandel Travels Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	U63040TN2007PLC064854	Subsidiary	98.50%	Sec.2(87) (ii)
8	Springway Mining Private Limited McLeod House, 1 st Floor, 3, Netaji Subhas Road, Kolkata 700001	U10100WB2010PTC152849	Subsidiary	68.88%	Sec.2(87) (ii)
9	NKJA Mining Private Limited 301, Rajnigandha, Green Garden Estate, Near S. P Office, City Centre, Gwalior 474011	U10100MP2012PTC027609	Subsidiary	100.00%	Sec.2(87) (ii)
10	PT. Coromandel Minerals Resources, Epiwalk Office Suite, 5 th Floor, Unit B 528, Rasuna Epicentrum Complex, Jakarta Selatan 12940, Indonesia.	Foreign Company 71/1.824.7/2008 (Incorporated in Indonesia)	Foreign Subsidiary	100.00%	Sec.2(87) (ii)
11	Coromandel Minerals Pte. Limited, 24, Raffles Place, #18-00, Clifford Centre, Singapore 048621.	Foreign Company 200918251D (Incorporated in Singapore)	Foreign Subsidiary	100.00%	Sec.2(87) (ii)
12	Raasi Minerals Pte. Limited, 24 Raffles Place #18-00 Clifford Centre, Singapore 048621	Foreign Company 200918260E (Incorporated in Singapore)	Foreign Subsidiary	100.00%	Sec.2(87) (ii)
13	PT Adcoal Energindo, Epiwalk Office Suite, 5 th Floor - Unit B 528, Rasuna Epicentrum Complex, Jl. HR Rasuna Said, Kuningan, South Jakarta 12940, Indonesia	Foreign Company 09.03.1.09.55461 (Incorporated in Indonesia)	Foreign Subsidiary	100.00%	Sec.2(87) (ii)
14	PT Mitra Setia Tanah Bumbu, Epiwalk Office Suite, 5 th Floor - Unit B 528, Rasuna Epicentrum Complex, Jl. HR Rasuna Said, KuninganSouth Jakarta 12940, Indonesia	Foreign Company 09.03.1.05.77198 (Incorporated in Indonesia)	Foreign Associate	49.00%	Sec.2(6)
15	Raasi Cement Limited, White House, Block III B, 3 rd Floor, 6-3-1192/1/1, Kundanbagh, Begumpet, Hyderabad 500016	U26942TG1978PLC002288	Associate	43.45%	Sec.2(6)
16	Coromandel Sugars Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	U15421TN1996PLC035549	Associate	49.99%	Sec.2(6)
17	India Cements Capital Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	L65191TN1985PLC012362	Associate	47.91%	Sec.2(6)
18	Unique Receivable Management Private Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	U67200TN2002PTC048428	Associate	49.20%	Sec.2(6)



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

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year *				% change during the year**
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1 Indian									
a) Individual/HUF	20013956	0	20013956	6.46	20013956	0	20013956	6.46	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	66168057	0	66168057	21.35	66300057	0	66300057	21.39	0.04
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other Directors & Relatives	1239435	0	1239435	0.40	1239435	0	1239435	0.40	0.00
Sub-total (A) (1)	87421448	0	87421448	28.21	87553448	0	87553448	28.25	0.04
2 Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	87421448	0	87421448	28.21	87553448	0	87553448	28.25	0.04
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	71187590	33279	71220869	22.98	8335039	27389	8362428	2.70	(20.28)
b) Banks / FI	474535	6714	481249	0.16	667313	6714	674027	0.22	0.06
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	16291074	250	16291324	5.26	16289784	250	16290034	5.26	0.00
g) FIIs / FPIs	41047084	22400	41069484	13.25	39784674	22350	39807024	12.84	(0.41)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Alternate Investment Funds	18000	0	18000	0.01	265576	0	265576	0.08	0.08
j) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	129018283	62643	129080926	41.66	65342386	56703	65399089	21.10	(20.56)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year *				% change during the year**
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
2. Non-Institutions									
a) Bodies Corp.	29787464	644125	30431589	9.82	36787470	48258	36835728	11.89	2.07
i) Indian									
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	37143835	872395	38016230	12.27	34896815	798279	35695094	11.52	(0.75)
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	16373546	69478	16443024	5.31	77593420	56774	77650194	25.06	19.75
c) Others (specify)									
Directors & Relatives	310	20000	20310	0.01	24536	0	24536	0.01	0.00
Non-Resident Individuals	3143573	13664	3157237	1.02	2044558	13664	2058222	0.66	(0.36)
Trust	66093	0	66093	0.02	65993	0	65993	0.02	0.00
Hindu Undivided Families	1780859	0	1780859	0.57	2098569	0	2098569	0.68	0.11
Clearing Members	2044958	0	2044958	0.66	1971681	0	1971681	0.64	(0.02)
Limited Liability Partnerships	66145	0	66145	0.02	46152	0	46152	0.01	(0.01)
Association of Persons (AOP)	1301	0	1301	0.00	350	0	350	0.00	0.00
Investor Education and Protection Fund Authority	360113	0	360113	0.12	391783	0	391783	0.13	0.01
Sub-total (B)(2)	90768197	1619662	92387859	29.82	155921327	916975	156838302	50.62	20.80
Total Public Shareholding (B) = (B)(1) + (B)(2)	219786480	1682305	221468785	71.48	221263713	973678	222237391	71.72	0.24
C. Shares held by Custodian for GDRs & ADRs									
Global Depository Shares (GDSs)	1006968	0	1006968	0.31	106362	0	106362	0.03	(0.28)
Sub-total (C)	1006968	0	1006968	0.31	106362	0	106362	0.03	(0.28)
Grand Total (A+B+C)	308214896	1682305	309897201	100.00	308923523	973678	309897201	100.00	-



ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the Year
		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	% of Shares Pledged / encumbered to total shares	
1	EWS Finance & Investments Private Limited	27643432	8.92	3.53	27643432	8.92	0.00	0.00
2	Prince Holdings (Madras) Private Limited	25500000	8.23	5.81	25500000	8.23	5.81	0.00
3	Anna Investments Private Limited	13024625	4.20	3.55	13156625	4.24	1.87	0.04
4	Mr. N. Srinivasan	1124415	0.36	0.00	1124415	0.36	0.00	0.00
5	Mrs.Chitra Srinivasan	78580	0.03	0.00	78580	0.03	0.00	0.00
6	Ms.Rupa Gurunath	36440	0.01	0.00	36440	0.01	0.00	0.00
7	Mrs.Vidya Subramanian (Trustee of Financial Service Trust & Security Services Trust)	19954024	6.44	0.00	19954024	6.44	0.00	0.00
8	Mr.S.K.Asokh Baalaje	59932	0.02	0.00	59932	0.02	0.00	0.00
	Total	87421448	28.21	12.89	87553448	28.25	7.68	0.04

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Shareholder's Name	Shareholding at the beginning of the year		Date wise increase / Decrease in Promoters Shareholding during the year			Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	Date	Reason for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company
EWS Finance & Investments Private Limited	27643432	8.92	-	-	-	27643432	8.92
Prince Holdings (Madras) Private Limited	25500000	8.23	-	-	-	25500000	8.23
Anna Investments Private Limited	13024625	4.20	26.03.2020 27.03.2020 30.03.2020	Market Purchase	130000 2000	13156625	4.24
Mr. N. Srinivasan	1124415	0.36	-	-	-	1124415	0.36
Mrs.Chitra Srinivasan	78580	0.03	-	-	-	78580	0.03
Ms.Rupa Gurunath	36440	0.01	-	-	-	36440	0.01
Mrs.Vidya Subramanian (Trustee of Financial Service Trust & Security Services Trust)	19954024	6.44	-	-	-	19954024	6.44
Mr.S.K.Asokh Baalaje	59932	0.02	-	-	-	59932	0.02
Total	87421448	28.21			132000	87553448	28.25

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mr.Gopikishan S Damani Mr.Radhakishan S Damani Mr.Shrikantadevi R Damani M/s.Derive Investments (Partners - Mr.Radhakishan S Damani)	2645103	0.85	20/09/2019	Purchase	1500000	4145103	1.34	62091714	20.04
				27/09/2019	Purchase	1408136	5553239	1.79		
				04/10/2019	Purchase	1295353	6848592	2.21		
				11/10/2019	Purchase	345197	7193789	2.32		
				25/10/2019	Purchase	1763762	8957551	2.89		
				01/11/2019	Purchase	4165338	13122889	4.23		
				15/11/2019	Purchase	211547	13334436	4.30		
				22/11/2019	Purchase	1289585	14624021	4.72		
				28/02/2020	Purchase	22058728	36682749	11.84		
				06/03/2020	Purchase	4587837	41270586	13.32		
				13/03/2020	Purchase	1833036	43103622	13.91		
				20/03/2020	Purchase	6167810	49271432	15.90		
				27/03/2020	Purchase	13420307	62691739	20.23		
				31/03/2020	Sale	-600025	62091714	20.04		
2	Sri Saradha Logistics Private Limited	18101843	5.84	06/03/2020	Scheme of Amalgamation	2520000	20621843	6.65	20621843	6.65
3	Elm Park Fund Limited	15861746	5.12	31/03/2020	Purchase	655274	16517020	5.33	16517020	5.33
4	Life Insurance Corporation of India & Life Insurance Corporation of India P & GS Fund	14576741	4.71	-	-	-	-	-	14576741	4.71
5	Sundaram Mutual Fund A/C Sundaram Small Cap Fund; Sundaram Rural And Consumption Fund; Sundaram Emerging Small Cap - Series II; Sundaram Select Microcap Series VIII; Sundaram Emerging Small Cap - Series I; Sundaram Select Micro Cap Series XIV; Sundaram Long Term Micro Cap Tax Advantage Fund Series III; Sundaram Value Fund - Series IX; Sundaram Select Micro Cap Series - XV; Sundaram Select Micro Cap Series XI; Sundaram Select Microcap Series IX; Sundaram Select Micro Cap Series - XVI; Sundaram Select Micro Cap Series XII; Sundaram Value Fund - Series X;	7260765	2.34	27/09/2019	Purchase	10000	7270765	2.34	7188453	2.32
				29/11/2019	Sale	-9396	7261369	2.34		
				13/12/2019	Sale	-5694	7255675	2.34		
				06/03/2020	Sale	-4194	7251481	2.34		
				20/03/2020	Sale	-170099	7081382	2.29		
				31/03/2020	Purchase	107071	7188453	2.32		



Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Sundaram Select Micro Cap - Series - XVII; Sundaram Select Microcap Series X; Sundaram Long Term Micro Cap Tax Advantage Fund Series IV; Sundaram Long Term Tax Advantage Fund - Series - III; Sundaram Multi Cap Fund -Series I; Sundaram Value Fund - Series VII; Sundaram Long Term Tax Advantage Fund - Series IV; Sundaram Long Term Micro Cap Tax Advantage Fund - Series V; Sundaram Multi Cap Fund -Series II;									
6	Dovetail India Fund Class 11 Shares	0	0.00	05/07/2019	Purchase	665000	665000	0.22	3150000	1.02
				19/07/2019	Purchase	725000	1390000	0.45		
				02/08/2019	Purchase	370000	1760000	0.57		
				09/08/2019	Purchase	480000	2240000	0.72		
				23/08/2019	Purchase	440000	2680000	0.87		
				24/01/2020	Purchase	470000	3150000	1.02		
7	Manphool Exports Ltd	0	0.00	02/08/2019	Purchase	255000	255000	0.08	2367000	0.76
				13/09/2019	Purchase	2182000	2437000	0.79		
				10/01/2020	Sale	-70000	2367000	0.76		
8	ICM Finance Pvt Ltd	0	0.00	28/06/2019	Purchase	698500	698500	0.23	2338874	0.76
				12/07/2019	Purchase	300000	998500	0.32		
				19/07/2019	Sale	-800000	198500	0.06		
				02/08/2019	Purchase	406874	605374	0.20		
				09/08/2019	Sale	-200000	405374	0.13		
				23/08/2019	Purchase	75000	480374	0.16		
				30/08/2019	Purchase	477500	957874	0.31		
				06/09/2019	Purchase	1817500	2775374	0.90		
				27/09/2019	Purchase	125000	2900374	0.94		
				30/09/2019	Purchase	25000	2925374	0.94		
				04/10/2019	Purchase	36000	2961374	0.96		
				11/10/2019	Purchase	20000	2981374	0.96		
				25/10/2019	Purchase	55000	3036374	0.98		
				22/11/2019	Purchase	200000	3236374	1.04		
				03/01/2020	Sale	-7500	3228874	1.04		

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
				10/01/2020	Sale	-72500	3156374	1.02		
				17/01/2020	Sale	-27500	3128874	1.01		
				28/02/2020	Sale	-390000	2738874	0.88		
				06/03/2020	Purchase	25000	2763874	0.89		
				13/03/2020	Sale	-100000	2663874	0.86		
				20/03/2020	Sale	-275000	2388874	0.77		
				27/03/2020	Sale	-50000	2338874	0.76		
9	Vanguard Total International Stock Index Fund	1915520	0.62	26/04/2019	Sale	-50769	1864751	0.60	2215460	0.72
				17/05/2019	Purchase	350709	2215460	0.72		
10	Dimensional Emerging Markets Value Fund	3447096	1.11	12/04/2019	Purchase	73012	3520108	1.14	2085811	0.67
				26/04/2019	Purchase	76814	3596922	1.16		
				31/05/2019	Sale	-200950	3395972	1.10		
				07/06/2019	Sale	-20275	3375697	1.09		
				14/06/2019	Sale	-361006	3014691	0.97		
				21/06/2019	Sale	-87652	2927039	0.95		
				28/06/2019	Sale	-423961	2503078	0.81		
				05/07/2019	Sale	-118917	2384161	0.77		
				30/08/2019	Purchase	21043	2405204	0.78		
				06/09/2019	Purchase	20641	2425845	0.78		
				15/11/2019	Sale	-26104	2399741	0.77		
				13/12/2019	Sale	-25059	2374682	0.77		
				10/01/2020	Sale	-9553	2365129	0.76		
				17/01/2020	Sale	-65644	2299485	0.74		
				24/01/2020	Sale	-77010	2222475	0.72		
				31/01/2020	Sale	-136664	2085811	0.67		



v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date of transfer	No. of shares	No. of shares	% of total shares of the Company
I	DIRECTORS						
1.	Sri N. Srinivasan, Managing Director & CEO	1124415	0.36	-	-	1124415	0.36
2.	Mrs. Chitra Srinivasan	78580	0.03	-	-	78580	0.03
3.	Ms. Rupa Gurunath, Wholetime Director	36440	0.01	-	-	36440	0.01
4.	Sri K. Balakrishnan * ¹	-	-	-	-	-	-
5.	Sri S. Balasubramanian Adityan	20000	0.01	25/05/2019 26/07/2019	12704 (8468)	24236	0.01
6.	Sri Basavaraju	-	-	-	-	-	-
7.	Ms. Lakshmi Aparna Sreekumar	-	-	-	-	-	-
8.	Sri V. Ranganathan	-	-	-	-	-	-
9.	Mrs. Nalini Murari Ratnam * ²	NA	NA	-	-	-	-
10.	Ms. Sandhya Rajan	-	-	-	-	-	-
11.	Sri V Venkatakrishnan	300	0.00	-	-	300	0.00
12.	Sri N. Srinivasan (F&R) * ³	10	0.00	-	-	NA	NA
II	KMP:						
1.	Sri R. Srinivasan, Chief Financial Officer	200056	0.06	-	-	200056	0.06
2.	Sri S. Sridharan, Company Secretary	53674	0.02	-	-	53674	0.02

*¹ Ceased to be a Director consequent to the term of office as Independent Director concluded on 28.08.2019;

*² Appointed as a Nominee Director of the Board w.e.f. 07.02.2020 by Life Insurance Corporation of India;

*³ Ceased to be a Director consequent to resignation w.e.f. 01.04.2019.

V. INDEBTEDNESS:

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,01,269.18	38,383.69	0.00	3,39,652.87
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	1,107.44	37.64	0.00	1,145.08
Total (i + ii + iii)	3,02,376.62	38,421.33	0.00	3,40,797.95
Change in Indebtedness during the financial year				
• Addition	54,751.49	3,067.78	0.00	57,819.27
• Reduction	(31,597.01)	(2,167.78)	0.00	(33,764.79)
Net Change	23,154.48	900.00	0.00	24,054.48
Indebtedness at the end of the financial year				
i) Principal Amount	3,24,423.66	39,283.69	0.00	3,63,707.35
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	2,464.66	56.52	0.00	2,521.18
Total (i + ii + iii)	3,26,888.32	39,340.21	0.00	3,66,228.53

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholetime Director and / or Manager

(₹ in Lakhs)

Sl No.	Particulars of Remuneration	Sri N.Srinivasan Managing Director & CEO	Smt. Rupa Gurunath Wholetime Director	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	147.37	163.56	310.93
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	7.54	0.00	7.54
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	- as % of profit	—	—	—
	- others, specify...	—	—	—
5.	Others, please specify (Retirement benefits)			
	• Contribution to Provident Fund	72.00	21.60	93.60
	• Contribution to Gratuity & Superannuation Fund	115.00	34.50	149.50
	• Others	—	—	—
	Total (A)*	341.91	219.66	561.57
	Ceiling as per the Act	341.91	219.66	561.57

* The remuneration including the retirement benefits paid to aforesaid Executive Directors was as per the ceiling laid down under Schedule V of the Companies Act, 2013, in view of inadequacy of profits.



B. Remuneration to other directors:

(₹ in Lakhs)

Sl No.	Particulars of Remuneration	Name of Director						Total Amount
		Sri S. Bala Subramanian Adityan	Sri K. Balakrishnan	Sri V Ranganathan	Sri Basavaraju	Smt. Lakshmi Aparna Sreekumar	Smt. Sandhya Rajan	
1.	Independent Directors							
	• Fee for attending board / committee meetings	3.80	1.50	3.70	2.90	5.20	4.70	21.80
	• Commission		–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–	–
	Total (1)	3.80	1.50	3.70	2.90	5.20	4.70	21.80

(₹ in Lakhs)

Sl No.	Particulars of Remuneration	Name of Director			Total Amount
		Smt. Chitra Srinivasan	Mrs. Nalini Murari Ratnam #	Sri V Venkatakrishnan *	
2.	Other non-executive Directors				
	• Fee for attending board / committee meetings	2.00	0.50	2.00	4.50
	• Commission	–	–	–	–
	• Others, please specify	–	–	–	–
	Total (2)	2.00	0.50	2.00	4.50
	Total (B) = (1 + 2)				26.30
	Total Managerial Remuneration				587.87
	Overall Ceiling as per the Act				NA

Paid to Life Insurance Corporation of India

* Paid to IDBI Bank Limited

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(₹ in Lakhs)

Sl No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Chief Financial Officer	Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	225.94	79.59	305.53
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40	0.29	0.69
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission			
	- as % of profit	–	–	–
	- others, specify...	–	–	–
5.	Others, please specify	–	–	–
	Total	226.34	79.88	306.22

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 1956 / 2013	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	Rule 27(2) of the Companies (Management and Administration) Rules, 2014	The Regional Director, Southern Region, MCA, had compounded the alleged offence that the Electronic Investment Register maintained by the Company was not in accordance with Rule 27(2) of the Companies (Management and Administration) Rules, 2014.	₹ 2,500/-	RD	—

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 10th August, 2020



ANNEXURE “K” TO DIRECTORS’ REPORT FOR THE YEAR ENDED 31ST MARCH, 2020
INFORMATION AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

	2019-20	2018-19
Ratio of remuneration of each director to the median remuneration of employees		
Managing Director	61.83:1	88.34:1
Wholetime Director	39.72:1	68.10:1
Percentage increase in remuneration		
Managing Director	(9.15%)	(51.76%)
Wholetime Director	(24.28%)	(34.08%)
Chief Financial Officer (CFO)	(39.53%)	33.84%
Company Secretary	2.46%	62.57%
Percentage increase in the median remuneration of employees	29.81%	4.67%
Number of permanent employees on the rolls of the Company	2182	2635
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	N/A	N/A
Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes	Yes

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 10th August, 2020

ANNEXURE 'L' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2020

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 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
THE INDIA CEMENTS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THE INDIA CEMENTS LIMITED (hereinafter called "The Company") during the financial year 2019-20. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of THE INDIA CEMENTS 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 31.03.2020 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 INDIA CEMENTS LIMITED for the financial year ended on 31.03.2020, according to the provisions of::

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 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) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India;
- (vi) 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 (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) 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;
- (vii) Other Laws specifically applicable to the Company:
 - A) Labour laws and its corresponding Rules thereto:
 - a. Factories Act, 1948
 - b. Industrial Disputes Act, 1947
 - c. Payment of Wages Act, 1936
 - d. Minimum Wages Act, 1948
 - e. Employees State Insurance Act, 1948

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

- f. The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - g. The Payment of Bonus Act, 1965
 - h. The Payment of Gratuity Act, 1972
 - i. The Contract Labour (Regulation and Abolition) Act, 1970
 - j. The Maternity Benefit Act, 1961
 - k. The Child Labour (Prohibition and Regulation) Act, 1986
 - l. The Industrial Employment (Standing Orders) Act, 1946
 - m. The Employees Compensation Act, 1923 (earlier known as Workmen's Compensation Act, 1923)
 - n. The Apprentices Act, 1951 and its amendment thereto
 - o. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956
- B) Environmental Acts and its corresponding Rules thereto:
- a. The Environment (Protection) Act, 1986
 - b. The Hazardous and other Wastes (Management, and Transboundary Movement) Rules, 2016
 - c. The Water (Prevention & Control of Pollution) Act, 1974
 - d. The Air (Prevention & Control of Pollution) Act, 1981
- C) Electricity Act, 2003 and its Rules corresponding thereto
- D) Mines Act, 1952 and its Rules corresponding thereto
- E) Explosives Act, 1884 and its corresponding Rules thereto.
- F) Legal Metrology Act, 2011

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review and as per the explanations and clarifications given to me and the representation made by the Management, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above by all the units / factories located across India, except instances which would not materially affect the operations of the Company.

I further report that,

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 is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were 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.

Decisions at the Board Meetings, as represented by the Management, were unanimous and therefore there were no dissenting views that were required to be recorded.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me, 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.

P R SUDHA
Company Secretary

Flat 'C', Lakshmi Apartments, No. 171, 3rd Cross Street
Lakshmi Nagar, Porur, Chennai - 600 116.

I further report that during the financial year 2019-20:

1. The Company has transferred 31670 equity shares of ₹ 10/- each to IEPF authority in respect of unclaimed dividend for the year 2011-12 to IEPF authority in compliance of the provisions of section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the circulars and notifications issued thereto.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and have relied on the report of statutory auditors and financial statements.
4. Wherever required, I have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the 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.

Place : Chennai
Date : 10th August, 2020

Name: P R SUDHA
Membership No.: F6046
CP No.: 4468
UDIN: F006046B000566265

INDEPENDENT AUDITORS' REPORT

**To the Members of
The India Cements Limited**

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of The India Cements Limited ("the Company"), which comprise the Balance sheet as at 31st March 2020, the statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statements 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 standalone Ind AS 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 Standalone Ind AS 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 standalone Ind AS financial statements under the provisions of the Companies Act, 2013 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 standalone Ind AS financial statements.

Emphasis of Matter

Without qualifying our report, we draw attention to

- (a) Note No.41.4 of the Standalone Ind AS Financial Statements, regarding the order of attachment issued under Prevention of Money laundering Act through which certain assets of the company amounting to Rs.120.34 Crores have been attached vide provisional attachment Order dated 25th February 2015 which the company is disputing before legal forums. The company has been legally advised that it has strong grounds to defend its position, pending the outcome of the proceedings the impact if any is not ascertainable at this stage.
- (b) Note No.41.2(f) of the Standalone Ind AS Financial Statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of Competition Act, 2002 and imposing a penalty of Rs.187.48 Crores on the Company. On Company's appeal, National Company Law Appellate Tribunal (NCLAT), in its Order passed on 25th July, 2018, has reportedly upheld the CCI's Order. The company appealed against the order before Supreme Court and the Supreme Court vide its Order dated 05th October, 2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Pending the outcome, no adjustments have been made in the Standalone Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition:

Discounts, Incentives and Rebates etc.:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
(i) Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales. (ii) The Company has its presence across different marketing regions within the country and operates in competitive business environment. The company recognises discounts, incentives and rebates at the time of sale. The assessment of discounts, incentives and rebate schemes recognised on sales made during the year is material and considered to be complex and dependent on various performance obligations and market conditions. There is a risk of revenue being affected as a result of variations in assessment of discounts, incentives and rebates recognised on sales. Given the complexity involved in the assessment of provisions required for discounts, incentives and rebates the same is considered as key audit matter.	Our procedures included: - Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates by comparing with applicable accounting standards. - Testing the effectiveness of the Company's controls over the calculation of discounts, incentives and rebates based on commitments made. - Obtaining management's assessment of its obligations towards discounts, incentives and rebates accruals under applicable schemes and compared the accruals made with the approved schemes on sample basis. - Examined on a sample basis, all the supporting documentation required for computing the company's obligation towards discounts, incentives and rebates recorded and disbursed during the year including credit notes issued after the year end date to determine whether these were recorded appropriately. - The management's assessment of discounts, incentives and rebates recorded for the current year have been compared with past practices of payments and reversal of such discounts and incentives and rebates to assess the adequacy of provisions made during the current year. - Examining the manual journals posted to discounts, rebates and incentives to identify unusual or irregular items.

2. Litigations and Contingencies:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
The Company is subject to a large number of legal and tax related claims which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case in view of its operations spread across various regions within India. Taxation and litigation exposures have been identified as a key audit matter due to the, timescales involved for resolution and the potential financial impact arising out of these on the financial statements given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures. Further significant management judgement is involved in assessing the exposure of each case and eventual obligation on the company and thus there is a risk that such cases may not be adequately provided for or disclosed. These estimates could change substantially over time as new facts emerge and each legal case progress and subsequent judicial guidance emerges or statutory amendments if any with retrospective effects are enacted. (Refer note 41.2 & 41.4 to the standalone Ind AS financial statements).	Our audit procedures included the following: - - Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls we have performed tests of such controls. - Obtained the summary of Company's legal and tax cases and critically assessed management's position through discussions with the Legal Counsel and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss. - Inspected external legal opinions (where considered necessary) and other evidence to corroborate management's assessment of the risk profile in respect of pending legal claims and disputes. - Engaged with legal experts to technically appraise the legal positions taken by management with respect to local tax issues. - Assessed whether management assessment of similar cases is consistent across the divisions or that differences in positions are adequately justified. - Assessed the relevant disclosures made within the financial statements to address whether they appropriately reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.

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3. Allowance for Receivables:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
Trade receivables of the company comprise mainly receivables from its customers towards sale of cement and other cement related products and shipping and infrastructure development business. The operating environment in the cement industry and other businesses the company operates has the inherent risks of default on receivables from the company's customers. In particular, in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms. The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgements and assumptions, including the credit risk assessment of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the provision to be made towards the receivables.	We have performed the following procedures in relation to the recoverability of trade receivables: • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables along confirmation of balances on a sample basis as per the auditing standards and identified any debtors with financial difficulty through discussion with management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information if any and latest correspondence with customers and to consider if any additional provision should be made; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.

Other Information

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board Report including Annexures to Board's Report like Management Discussion and Analysis, Business Responsibility Report, Corporate Governance and Shareholder's Information etc., but does not include the standalone Ind AS financial statements and our auditor's report thereon. The above reports are expected to be made available to us after the date of the auditor's report.

Our opinion on the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance 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 Standalone Ind AS 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 relevant rules issued thereunder. 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 the 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 Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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In preparing the standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of 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.

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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" a statement on the matters specified in 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 other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g) 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 its standalone Ind AS financial statements – Refer Note 41.2 & 41.4 to standalone Ind AS 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
3. With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration provided by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. However, due to inadequacy of profit, the remuneration paid to Managing Director and Whole Time Director resulted in excess of the limit specified under Sec 197 amounting to Rs.230 Lakhs and the same has been since recovered by the Company. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 20231282AAAABF6554

Place : Chennai
Date : 24th June, 2020

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 20023305AAAABY6362

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. Pursuant to the programme, certain fixed assets were physically verified by the management during the year and according to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except for the following which are not held in the name of the company. In regard to Immovable properties of land and buildings wherever title deeds have been pledged as securities towards loans, guarantees etc availed by the company the same are stated to have been held in the name of the company and are confirmed by the lenders as on the reporting date.

(INR in Lakhs)

Particulars of Land & Building	Value as at 31.03.2020		No of Cases
	Gross Block	Net Block	
Building – Apartment at Delhi	5.70	4.68	1

Freehold land includes land transferred pursuant merger, pending mutation in the name of the company.

- ii) According to information and explanations given to us the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect to the loans given, investments made, guarantees given and security provided.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. However, in regard to the unclaimed deposits the company has complied with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- vi) The maintenance of cost records has been specified by the central government under section 148(1) of Companies Act, 2013. We have broadly reviewed the cost records maintained by the company pursuant to Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the central government under sub-section (1) of section 148 of Companies Act, 2013, and are opinion that prima facie the prescribed cost records have been made and maintained. We have however not made a detailed examination of the said records with a view to determine whether they are accurate or complete and we have relied on the reports of cost auditors in this regard.
- vii) According to the information and explanations given to us and on the basis of our examination of the books of account in respect of statutory dues:
 - a) The company has generally been regular in depositing undisputed statutory dues, barring few instances of delays in making payment towards Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Duty of Customs, Value Added Tax, Cess and any other Statutory Dues to the appropriate authorities. There were no undisputed amounts payable towards Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Duty of Customs, Cess and any other Statutory Dues as on 31st of March, 2020 for a period of more than six months from the date they became payable.

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- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, details of dues of Sales tax, Income tax, Service tax, Customs Duty, Excise duty, VAT and Cess, which have not been deposited as on 31st March 2020 on account of any dispute and the forum where disputes are pending is given in Annexure - I.
- viii) Based on the audit procedure and according to the information given to us, read with moratorium extended for repayment of loans based on circular issued by Reserve Bank of India we are of the opinion that the company has not defaulted in repayment of loans from financial institutions, banks or dues to debenture holders. In regard to dues to Governments, the Company has sought extension on account of COVID-19 lockdown in relation to the below mentioned sales tax deferral dues which has since been paid.

Particulars	Amount of dues to Government at the Balance sheet date	Period of default	Remarks
Andhra Pradesh Government	₹ 10,03,06,654	Due on March 31, 2020	Paid on 16-05-2020
Telangana Government	₹ 9,66,49,769	Due on March 31, 2020	Paid on 08-05-2020

- ix) In our opinion and according to the information and explanations given to us and based on the records produced for our perusal during the year the term loans have been applied by the company for purposes for which they were raised and the company has not raised monies by way of initial public offer or further public offer (including debt instruments).
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, however due to inadequacy of profit, the remuneration paid to Managing Director and Whole Time Director resulted in excess of the limit specified under Sec 197 amounting Rs.230 Lakhs and the same has been since recovered by the Company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 20231282AAAABF6554

Place : Chennai
Date : 24th June, 2020

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
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Annexure - B to the Independent Auditors' Report

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

In conjunction with our audit of the Standalone Ind AS Financial Statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of The India Cements Limited ("the Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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.

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Inherent Limitations of Internal Financial Controls over financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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 Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 20231282AAAABF6554

Place : Chennai
Date : 24th June, 2020

For S. VISWANATHAN LLP.,
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ANNEXURE - I to the Independent Auditors' Report as mentioned in Paragraph 3 (vii) (b) of CARO 2016

Sl. No.	Nature of the Statute	Nature of Dues	Amount (₹)	Period to which amount relates	Forum where dispute is pending
1	Central Excise Act ,1944	Excise Duty and Service tax	55993394	Various Periods from 1995-96 to 2009-10	Supreme Court
			235253576	Various Periods from 1994-95 to 2017-18	High Court
			1166763199	Various Periods from 2003-04 to 2017-18	CESTAT
			293319931	Various Periods from 2001-02 to 2017-18	Commissioner / Commissioner (Appeals)
	Sub Total		1751330100		
2	Central Sales Tax Act, 1956 and Sales Tax of Various States	Sales Tax /VAT	25948554	2008-09 & 2013-14	Additional Commissioner (Rev. Petition)
			311361639	Various pendings from 1969-70 to 2017-18	Appeal to High Court
			5853451	2013-14,2005-06 and 2007-08	Deputy Commissioner (Appeals)
			15161629	Various pendings from 2007-08 to 2015-16	Joint Commissioner (Appeals)
			6399198	2005-06,2007-08,2008-09	Sales Tax Apellate Tribunal
			9346735	2013-14	Commissioner (Appeals)
	Sub Total		374071206		
3	Customs Duty, 1962	Customs Duty	642841243	2013-14 & 2014-15 & 2017-18	CESTAT
	Sub Total		642841243		
4	Income Tax Act, 1961	Income Tax	81064938	1996-1997	Supreme Court
			36383000	Various periods from 1982-83 to 1986-87	High Court
			531000	1991-1992	Income Tax Apellate Tribunal
			13810399	2015-2016	CIT Appeals
			58297245	2016-2017	Deputy Commissioner of Income Tax
	Sub Total		190086582		
	Grand Total		2958329131		

For K.S. RAO & CO.,
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BALANCE SHEET AS AT 31ST MARCH 2020

		Figures as at the end of current reporting period 31 st March 2020		Figures as at the end of previous reporting period 31 st March 2019	
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
ASSETS					
1.	Non-Current Assets :	Note No.			
	Property, Plant and Equipment	4		677024.66	665837.46
	Capital Work in Progress	4		19580.19	17701.65
	Investment Property			0.00	0.00
	Goodwill	4		0.00	0.00
	Other Intangible assets	4		5554.70	5467.08
	Intangible Assets under development				
	Financial Assets :				
i.	Investments	5	73575.39	69239.98	
ii.	Trade Receivables		0.00	0.00	
iii.	Loans	6	112509.23	102732.66	
iv.	Other financial assets	7	7618.19	5323.89	177296.53
	Deferred Tax Assets		0.00		0.00
	Other Non- Current Assets	8	31732.04		31784.19
	Total Non -Current Assets		<u>927594.40</u>		<u>898086.91</u>
2.	Current Assets :				
	Inventories	9	82625.84		82321.29
	Financial Assets :				
i.	Investments	10	119.22	222.28	
ii.	Trade Receivables	11	71625.88	72896.60	
iii.	Cash and Cash Equivalents	12	662.95	673.20	
iv.	Loans	13	4380.99	4280.99	
v.	Other financial assets		0.00	0.00	78073.07
	Current Tax Assets (Net)	14	12458.93		9907.97
	Other Current Assets	15	45775.10		42112.86
	Total Current Assets		<u>217648.91</u>		<u>212415.19</u>
	TOTAL ASSETS		<u>1145243.31</u>		<u>1110502.10</u>
EQUITY AND LIABILITIES					
1.	Equity:				
	(a) Equity Share Capital	16	30989.78		30989.78
	(b) Other Equity	17	510501.15		492980.21
	Total Equity		<u>541490.93</u>		<u>523969.99</u>
2.	Liabilities:				
	Non Current Liabilities :				
	Financial Liabilities				
i.	Borrowings	18	237499.38	254623.88	
ii.	Trade Payables		0.00	0.00	
iii.	Other financial liabilities	19	723.03	0.00	254623.88
	Provisions	20	12235.79		14036.30
	Deferred tax liabilities (Net)	21	59104.47		63082.13
	Other non-current liabilities	22	10396.51		12608.22
	Total Non Current Liabilities		<u>319959.18</u>		<u>344350.53</u>
3.	Current Liabilities :				
	Financial Liabilities				
i.	Borrowings	23	74190.78	33719.08	
ii.	Trade Payables	24			
	(a) Total Outstanding dues to Micro Enterprises & Small Enterprises		91.56	440.90	
	(b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		133029.50	131191.73	
iii.	Other financial liabilities	25	62553.42	56698.01	222049.72
	Provisions	26	17.94		17.94
	Current tax liabilities (Net)	27	0.00		0.00
	Other current liabilities	28	13910.00		20113.92
	Total Current Liabilities		<u>283793.20</u>		<u>242181.58</u>
	TOTAL EQUITY AND LIABILITIES		<u>1145243.31</u>		<u>1110502.10</u>

See accompanying Notes to the Financial Statements

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

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Vice Chairman &
Managing Director

RUPA GURUNATH
Wholtime Director

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M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

	Note.No.	Figures for the current reporting period		Figures for the previous reporting period	
		April 2019 - March 2020		April 2018 - March 2019	
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
INCOME:					
Revenue from Operations	29		505754.12		562798.43
Other Income	30		2773.41		3097.38
Total Revenue			<u>508527.53</u>		<u>565895.81</u>
EXPENSES:					
Cost of materials consumed	31		92588.21		104440.29
Purchases of stock-in-trade	32		39.87		38.30
Changes in inventories of finished goods, work-in-progress	33		(2466.46)		(2156.72)
Employee benefits expense	34		34989.46		35713.79
Finance costs	35		33447.35		32417.32
Depreciation and Amortisation Expense	4		24684.71		25130.71
<u>Other expenses</u>					
Manufacturing and other Operating Expenses	36	149951.71		177495.87	
Administration and Other Charges	37	15145.66		14940.63	
Selling and Distribution Expenses	38	155927.98		168417.62	
Donations	39	1056.00		116.29	
Total Expenses			<u>322081.35</u>		<u>360970.41</u>
Profit / (Loss) before exceptional items and tax			505364.49		556554.10
Exceptional Items			3163.04		9341.71
Profit / (Loss) before tax			<u>10004.09</u>		<u>0.00</u>
Tax expense			(6841.05)		9341.71
Current Tax		687.73		3244.71	
MAT Credit Entitlement /Utilisation		0.00		1266.54	
Deferred Tax		(3977.66)	(3289.93)	(2113.25)	2398.00
Profit / (Loss) for the year from Continuing Operations			(3551.12)		6943.71
Profit / (Loss) from discontinued Operations			0.00		0.00
Tax Expense of Discontinued Operations			0.00		0.00
Profit / (Loss) from discontinued Operations after tax			0.00		0.00
Profit / (Loss) for the year			<u>(3551.12)</u>		<u>6943.71</u>
Other Comprehensive Income					
Items that will not be classified into Profit or Loss-Revaluation Surplus			24282.25		0.00
Items that will not be classified into Profit or Loss-Remeasurement of Defined Benefit Plans			(340.29)		(814.89)
Income tax relating to Items that will not be classified into Profit or Loss			118.91		284.75
Items that will be classified into Profit or Loss			0.00		0.00
Income tax relating to Items that will be classified into Profit or Loss			0.00		0.00
Other Comprehensive Income for the year- Total			<u>24060.87</u>		<u>(530.14)</u>
Total Comprehensive Income for the year			<u>20509.75</u>		<u>6413.57</u>
(Comprising Profit / (Loss) and Other Comprehensive Income)					
Earnings per Share for continuing operations :	41.12				
(face value of ₹ 10/- per equity share)					
Basic (₹)			6.62		2.07
Diluted (₹)			6.62		2.07
Earnings per Share for discontinued operations :					
(face value of ₹ 10/- per equity share)					
Basic (₹)			0.00		0.00
Diluted (₹)			0.00		0.00
Earnings per Share for continuing & discontinued operations :					
(face value of ₹ 10/- per equity share)					
Basic (₹)			6.62		2.07
Diluted (₹)			6.62		2.07

See accompanying Notes to the Financial Statements

As per our report of 24th June, 2020

For K.S. RAO & CO.,
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Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

A. EQUITY SHARE CAPITAL (Refer Note No.16)

₹ Lakhs

Balance as at March 31, 2018	30815.27
Changes in Equity share Capital during the year	174.51
Balance as at March 31, 2019	30989.78
Changes in Equity share Capital during the year	0.00
Balance as at March 31, 2020	30989.78

B. OTHER EQUITY (Refer Note No.17)

₹ Lakhs

	Capital Reserve	Capital Redemption Reserve	Securities Premium	Stock Option Outstanding Reserve	Debt-ture Redemption Reserve	Deferred Income	Tonnage Tax Reserve	IndAS Transition Reserve	General Reserve	Surplus in Profit and Loss	Other Comprehensive Income-Remeasurement of Defined Benefit Plans	Other Comprehensive Income-Revaluation Surplus	Total
Balance as at March 31, 2018	16.17	2500.00	147670.93	2060.48	3509.54	2316.34	90.00	203586.84	30538.46	96847.18	82.20	0.00	489218.14
Add: Profit for the year										6943.71			6943.71
Add: Remeasurement of defined benefit Plans transferred to OCI											(530.14)	0.00	(530.14)
Add: Additions during the year			2660.25										2660.25
Add/-Less: Transfers to / from Debt-ture Redemption Reserve					(1201.85)				1201.85				0.00
Add/-Less: Transfers to / from General Reserve				(98.21)		(2316.34)	(90.00)		2504.54				(0.01)
Add/-Less: Transfers to / from Share Premium				(1962.27)									(1962.27)
Less: Dividends and Deemed Dividend										(3349.47)			(3349.47)
Balance as at March 31, 2019	16.17	2500.00	150331.18	0.00	2307.69	0.00	0.00	203586.84	34244.85	100441.42	(447.94)	0.00	492980.21
Add: Profit for the year										(3551.12)			(3551.12)
Add: Remeasurement of defined benefit Plans transferred to OCI											(221.38)		(221.38)
Add: Additions during the year												24282.25	24282.25
Add/-Less: Transfers to / from Debt-ture Redemption Reserve													0.00
Add/-Less: Transfers to / from General Reserve					(2307.69)				2307.69				0.00
Add/-Less: Transfers to / from Share Premium													0.00
Less: Dividends										(2988.81)			(2988.81)
Balance as at March 31, 2020	16.17	2500.00	150331.18	0.00	0.00	0.00	0.00	203586.84	36552.54	93901.49	(669.32)	24282.25	510501.15

As per our report of 24th June, 2020

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Place : Chennai
Date : 24th June, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

	April 2019 - March 2020		April 2018 - March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
A. Cash flow from operating activities :				
Net profit/(loss) before exceptional items, tax & extra-ordinary items		3163.04		9341.71
Other Comprehensive Income		(340.29)		(814.89)
Net profit/(loss) before tax		2822.75		8526.82
Adjusted for :				
Depreciation	24684.71		25130.71	
Provision for Doubtful Debts & Advances	341.18		99.36	
Foreign Exchange	0.00		0.82	
Profit / Loss on sale of Investments	(1452.37)		(1399.18)	
Profit / Loss on sale of Assets	320.27		107.98	
Interest Expense	31376.45		31566.38	
Interest Income	(876.70)		(829.68)	
Dividend Income	(14.23)		0.00	
Deferred revenue expenditure / income	0.00	54379.31	0.00	54676.39
Operating profit before Working Capital changes		57202.06		63203.21
Trade and other receivables	(5780.76)		(28123.15)	
Inventories	(304.55)		(15096.74)	
Trade payables	(6604.79)	(12690.10)	22236.92	(20982.97)
Cash generated from operations		44511.96		42220.24
Direct Taxes		(3119.78)		(875.92)
Cash flow before extra-ordinary items		41392.18		41344.32
Extra-ordinary items		0.00		0.00
Net cash from operating activities (A)		41392.18		41344.32
B. Cash flow from Investing activities :				
Purchase of Fixed Assets		(14007.72)		(17838.16)
Sale of Fixed Assets		354.34		719.01
Sale of Investments		0.00		0.00
Purchase of Investments		(2779.98)		(9229.07)
Interest received		876.70		829.68
Dividend received		14.23		0.00
Refund by / advances to subsidiaries, Associates and others		(18483.47)		1480.38
Net cash from Investing activities (B)		(34025.90)		(24038.16)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

		April 2019 - March 2020	April 2018 - March 2019
		₹ Lakhs	₹ Lakhs
C. Cash flow from financing activities :			
Proceeds from issue of share capital		0.00	174.51
Dividend paid		(2998.92)	(3358.45)
Proceeds from long term borrowings		57175.82	54235.79
Repayment of borrowings		(31553.07)	(37165.42)
Interest paid (net)		(30000.36)	(31356.12)
Net cash from financing activities	(C)	(7376.53)	(17469.69)
 Increase / (Decrease) in cash and cash equivalent	(A+B+C)	(10.25)	(163.53)
Cash and cash equivalent at the beginning of the year		673.20	836.74
Cash and cash equivalent at the close of the year		662.95	673.20

As per our report of 24th June, 2020

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S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements upto the year ended 31st March 2016 were prepared in accordance with the Accounting Standards Rules 2006 (as amended) and other relevant provisions of the Companies Act 2013 (Indian GAAP).

The Ministry of Corporate Affairs (MCA) issued a Notification on 16th February, 2015, making Indian Accounting Standards (Ind AS), issued under Section 133 of Companies Act 2013 mandatory for certain class of Companies.

As per the Notification, Ind AS is mandatory for the Company for the Financial year commencing 1st April 2016. Accordingly, the Company has adopted Ind AS from 1st April 2016 and the financial Statements from the year 2016-17 are prepared in accordance with the principles laid down in the said Ind AS.

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- (ii) Employee's Defined Benefit plan as per Actuarial valuation
- (iii) Plant, Property and Equipment measured at fair value.

The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.

The financial statements are presented in Indian Rupees rounded to the nearest lakhs with two decimals.

2 FIRST TIME ADOPTION OF IND AS DURING THE FINANCIAL YEAR 2016-17

The company restated the financial statements as at 1st April 2015 (opening), being the transition date, on the following basis:

Exemptions availed as per Ind AS 101:

1) Past Business Combination:

The company has elected not to apply Ind AS 103-Business Combinations retrospectively to Past Business Combinations that occurred before the transition date of 01-Apr-2015, consequently, the company has kept the same classification for the past business combinations as in its previous GAAP financial statements.

2) Property, Plant and Equipments:

The company has elected to measure the PPE at Fair value on transition date.

3) Investments in Subsidiaries & Associates:

The Company has elected to carry its Investments in Subsidiaries & Associates at deemed cost which is its previous GAAP carrying amount at the date of transition to Ind AS.

4) Sales Tax Deferrment Loan:

The Company has elected to use the previous GAAP carrying amounts of Sales Tax Deferrment Loan existing at the date of transition to Ind AS as the carrying amount of the loan in the opening Ind AS Balance Sheet.

5) Fair Value of Financial Assets and Liabilities:

As per the Ind AS exemption, the company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

3 SIGNIFICANT ITEMS OF ACCOUNTING POLICY (To be read with Notes 1 & 2)

1 Use of estimates:

The preparation of financial statements in conformity with generally accepted Indian Accounting Standards (Ind AS) principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure



of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2 Inventories:

- (a) Raw materials, fuel, stores & spares and packing materials are valued at lower of weighted average cost and Net Realisable Value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.
- (b) Work in progress, Stock in trade and Finished goods are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (c) Construction and Infrastructure Projects are valued at cost or net realisable value whichever is lower.

3 Cash and Cash equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short term investment with an original maturity of three months or less.

4 Property, Plant and Equipments:

- (a) During transition from Indian GAAP to Ind AS on 01 April, 2015, the fair value of Property, Plant and Equipments (PPE) is considered as the deemed cost of acquisition.
- (b) Additions to Property, plant and equipment are stated at cost of acquisition or construction. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.
- (c) Property, Plant and Equipments (PPE) acquired on hire purchase or on Financial Lease are shown at their principal cost, excluding the interest cost included in these agreements which is charged to revenue over the life of the agreement.
- (d) Depreciation is recognised using straight line method so as to depreciate the carrying value less the residual values over the remaining useful life of the asset(s), other than freehold land and properties under construction, specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.
- (e) Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date and are carried at cost, comprising of direct cost, directly attributable cost and attributable interest.
- (f) Software development costs are capitalised and depreciated along with computers. Software, that are capitalised, are depreciated over 3 years under straight line method.
- (g) Material items such as Spare parts, Stand-by equipments and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16. and depreciated.
- (h) Fair value of PPE is ascertained at regular intervals. However, PPE and intangible assets with definite lives, are reviewed for impairment at each Balance Sheet date, if events or changes in circumstances indicate that their carrying values may not be recoverable and impairment, if any, is charged to revenue.

5 Foreign Currency Transactions:

- (a) Foreign Exchange transactions are accounted at the exchange rates prevailing at the time of transactions or at contracted rates. Assets and Liabilities in foreign currencies are translated at values prevailing as at the year end. Gains / Losses if any, arising therefrom are recognised in the Profit and Loss account.
- (b) Forward Exchange contracts used to hedge Foreign Currency Transactions are initially recognised at the spot rate on the date of contract. Forward Exchange contracts remaining unsettled at the end of the year are translated at the year end rates. The difference in translation of Forward exchange contracts are recognised in the Profit and Loss Account.

6 Borrowing Costs:

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalised. All the other borrowing costs are recognised in the statement of profit and loss within finance costs of the period in which they are incurred.

7 Mines Restoration Expenses:

The company provides for the expenditure to reclaim the quarries used for mining based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mines. Costs arising from such obligation for restoration and rehabilitation at closure of the mines are assessed at each Balance Sheet date and the provision if any required is made in the financial statements so as to reflect the current best estimates.

8 Revenue Recognition:

(A) The Company has adopted IndAS 115 with effect from 01-04-2018 (i.e.,) from the date on which it became applicable

(a) Revenue Recognition on Sale of goods:

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume, rebates on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer.

The company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

(b) Revenue from Freight Services (Charter of Ship): Revenue from ship hiring services which are on time charter is recognised on accrual basis.

(c) Revenue from sale of Power generated: Revenue from power generated from windmills and sale of surplus units generated from captive thermal power plants are recognised upon transmission of energy to the grids.

(B) Dividend income is recognised when the Company's right to receive dividend is established.

9 Research and Development:

Research and Development expenses not resulting in any tangible property/equipment are charged to revenue.

10 Investments:

Investments other than in Subsidiaries and Associates are stated at fair values. Investment carried at cost is tested for impairment as per IND AS 36.

11 Employee benefits:

(a) Recognition and measurement of Defined Contribution Plans

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period.

(b) Recognition and measurement of Defined Benefit Plans

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/(asset) are recognized in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability/ comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized in Other Comprehensive Income.



(c) **Other Long Term Employee Benefits**

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Unavailed leave balances are accounted using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date.

- (d) Fringe Benefits arising on options vested under Employees Stock Options Scheme (ESOS) are charged to Profit and Loss Account and credited to Stock Options Outstanding Account. On allotment of shares, corresponding amount is transferred from Stock Option Outstanding account to Securities Premium Account.

12 Tax Expense:

- (a) **Current income tax** is measured and accounted based on the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 at the tax rates applicable for the year.
- (b) **Deferred Tax** is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is measured and accounted based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

13 Provisions, Contingent Liabilities & Contingent Assets:

- (a) Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.
- (b) Contingent liability is disclosed in books for a present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation and a reliable estimate is not possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

14 Government Grants:

Government grants which the company is entitled to based on investments made under State Investment Promotion Scheme. The grant amount periodically computed based on income linked with VAT / GST payment are recognised in the Statement of Profit and Loss in the period in which there is reasonable assurance that money becomes receivable.

The benefit of a government loan at below current market rate of interest is treated as a government grant. The loan is recognised and measured in accordance with Ind AS 109. The benefit of the below market rate of interest/ interest free loans is measured as the difference between the initial carrying value of the loan determined in accordance with Ind AS 109 (at Fair Value) and the proceeds received, which is disclosed as deferred income liability. Government grant is recognised in the statement of profit and loss on a systematic basis by transferring from deferred income liability over the period of the loan during which the entity recognises as interest expense, the related costs for which the grants are intended to compensate.

15 Leases:

Company as a lessee

The Company has adopted Ind AS 116 with effect from 01-04-2019 using the Modified Retrospective Approach and accordingly the comparative figures for the previous year's figures has not been restated.

Ind AS 116 requires lessees to account for all leases under a single on-balance sheet model. The Company, as a lessee, upon transition to Ind AS 116, elected to measure the lease liability for all leases whose non-cancellable leases is more than 12 months, at the present value of remaining lease payments discounted using the Company's borrowing rate at the date of initial application and recognise the right-of-use asset at an amount equal to the lease liability.

The Company applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

16 (a) Financial Assets:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value. These assets are subsequently classified and measured at:

- (i) amortised cost
- (ii) Fair Value Through Profit and Loss (FVTPL)
- (iii) Fair Value Through Other Comprehensive Income (FVTOCI).

All equity instruments other than in subsidiaries and associates in scope of Ind AS 109 are measured at fair value, the company may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Debt instruments are measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Expected credit losses are recognised for financial assets other than those classified under FVTPL category. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to lifetime expected credit losses i.e., expected credit short fall. The impairment losses and reversals are recognised in statement of Profit and Loss.

(b) Financial Liabilities:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified and measured at amortised cost / fair value through profit and loss (FVTPL). In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using effective interest method.

Financial liabilities are subsequently measured at amortised cost. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

NON-CURRENT ASSETS

4. PROPERTY, PLANT AND EQUIPMENT



₹ Lakhs

Particulars	GROSS BLOCK							DEPRECIATION BLOCK							NET BLOCK			
	Balance as at April 01, 2018	Addition 2018-19	Deletion 2018-19	Gross Block as on Apr 1, 2019	Addition 2019-20	Deletion 2019-20	Gross Block as on Mar 31, 2020	Revaluation Surplus	Revised Gross Block as on Mar 31, 2020	Balance as at April 01, 2018	Depreciation 2018-19	Depreciation 2019-20	Cumulative Depreciation as at April 1, 2019	Depreciation 2019-20	Cumulative Depreciation as at Mar 31, 2020	Net Block as on March 31, 2019	Net Block as on Mar 31, 2020	
Tangible Assets																		
Land	364809.52	1892.10	364.01	366337.61	2054.35	181.20	368210.76	24282.25	392493.01	0.00	40.86	0.00	40.86	86.28	0.00	127.14	366296.75	392365.87
Buildings¹	53852.18	4461.07	4.29	58308.96	1791.05	41.59	60058.42	0.00	60058.42	12764.88	3739.55	3599.02	16503.97	4.69	20098.30	41804.99	39960.12	
Railway Siding	6741.81	0.00	0.00	6741.81	0.00	0.00	6741.81	0.00	6741.81	1930.35	641.47	0.00	2571.82	641.13	0.00	3212.95	4169.99	3528.86
Plant and Machinery including Electrical installations¹	316084.88	7242.18	585.24	322741.82	6183.33	509.51	328415.64	0.00	328415.64	55914.77	17912.65	7321	73587.94	17412.26	7321	90926.99	249153.88	237488.65
Furniture and Fixtures	1110.59	929.60	23.71	2016.48	56.43	10.43	2062.48	0.00	2062.48	577.79	214.82	9.24	783.37	187.21	6.49	964.09	1233.11	1098.39
Office Equipments and Computers	3967.87	748.74	10.14	4706.47	231.38	20.14	4917.71	0.00	4917.71	1813.14	972.41	4.42	2781.13	700.63	10.71	3471.05	1925.34	1446.66
Vehicles	2261.29	148.21	197.84	2211.66	152.68	17.30	2347.04	0.00	2347.04	765.46	297.44	104.64	958.26	263.13	10.46	1210.93	1253.40	1136.11
Total Tangible Assets	748828.14	15421.90	1185.23	763064.81	10469.22	780.17	772753.86	24282.25	797036.11	73766.39	23819.20	358.24	97227.35	22899.66	105.56	120011.45	665837.46	677024.66
Intangible Assets																		
Computer software	7057.15	1899.36	0.00	8956.51	1814.96	0.00	10771.47	0.00	10771.47	4392.90	1261.90	0.00	5854.80	1713.27	0.00	7368.07	3301.71	3403.40
Right of use assets	0.00	0.00	0.00	0.00	1035.47	0.00	1035.47	0.00	1035.47	0.00	0.00	0.00	0.00	204.18	0.00	204.18	0.00	831.29
Leasehold Land	2053.80	308.24	0.00	2362.04	67.71	0.00	2429.75	0.00	2429.75	147.06	49.61	0.00	196.67	81.78	0.00	278.45	2165.37	2151.30
Total Intangible Assets	9110.95	2207.60	0.00	11318.55	1882.67	0.00	13201.22	0.00	13201.22	4539.96	1311.51	0.00	5851.47	1795.05	0.00	7646.52	5467.08	5554.70
Capital Work in Progress-Tangible																	17701.65	19580.19
Total	757939.09	17629.50	1185.23	774383.36	12351.89	780.17	785955.08	24282.25	810237.33	78306.35	25130.71	358.24	103078.82	24684.71	105.56	127657.97	689006.19	702159.55

¹ Gross Block Includes ₹ 1479.07 Lakhs of equipments on 'right to use basis', which is depreciated over the useful life asset [Previous Year ₹ 1479.07 Lakhs]. Building includes purchase of flats and leasehold lands for which this document of title are yet to be executed in favour of the Company ₹ 4.68 Lakhs [Previous year ₹ 4.88 Lakhs].

The effective date of the revaluation of Property, Plant and Equipment is 31st March, 2020 and valuation was done by an Independent Registered Valuer.

Total Amount of Borrowing Cost capitalised during the year in accordance with Ind AS 23 is ₹ 604.64 Lakhs [Previous Year ₹ 531.80 Lakhs].

₹ Lakhs			
Asset Category	2019-20	2018-19	
BUILDING	28.46	36.62	
PLANT & MACHINERY	125.67	168.03	
CWIP	450.51	327.15	
Grand Total	604.64	531.80	

5. NON-CURRENT INVESTMENTS

	No of Shares / Debentures	Face Value ₹	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
1 Investments in Equity Instruments (fully paid up):				
(a) In Subsidiaries: (Unquoted)				
Coromandel Electric Company Limited	24000	10	2.40	2.40
Coromandel Electric Company Limited (Non-dividend bearing equity shares)	1000	10	0.10	0.10
Industrial Chemicals & Monomers Limited	2196691	10	35.58	35.58
ICL Financial Services Limited	5962000	10	596.20	596.20
ICL Securities Limited	6130200	10	613.02	613.02
ICL International Limited	50000	10	5.00	5.00
PT. Coromandel Minerals Resources, Indonesia	2940	1 USD	125.94	125.94
Coromandel Minerals Pte. Limited, Singapore	18986500		9167.05	9167.05
India Cements Infrastructures Limited	50000	10	5.00	5.00
Coromandel Travels Limited (Net of Provision ₹ 6531 Lakhs)	65310000	10	0.00	0.00
Coromandel Travels Limited	200000	10	20.00	20.00
NKJA Mining Private Limited	10000	10	7981.82	7981.82
Springway Mining Private Limited	1987	10	3276.71	365.78
Sub total			<u>21828.82</u>	<u>18917.89</u>
(b) In Associates (Unquoted)				
Coromandel Sugars Limited	100	10	0.01	0.01
(c) Other than Subsidiaries / Associates (Unquoted) at Fair values through P&L (FVTPL):				
Andhra Pradesh Gas Power Corporation Limited	5896000	10	10492.53	9068.05
Jagati Publications Private Limited	1111110	10	0.00	0.00
Carmel Asia Holdings Private Limited	190839	10	0.00	0.00
Sub total			<u>10492.53</u>	<u>9068.05</u>
(d) Fully paid Equity Shares of Companies (Quoted):				
Karur KCP Packagings Limited (Fair value thro' P&L)	996500	10	0.00	0.00
(e) Other Investments Fully paid shares of Co-operative Societies Long-term (Unquoted):				
The India Cements Employees Co-operative Stores Limited, Sankarnagar	2500	50	1.25	1.25
The India Cements Employees Co-operative Stores Limited, Sankari	5000	10	0.50	0.50
The India Cements Mines Employees Co-operative Stores Limited, Sankari	5300	10	0.53	0.53
Sub total			<u>2.28</u>	<u>2.28</u>
Total - Investments in Equity			<u>32323.64</u>	<u>27988.23</u>



	No of Shares / Debentures	Face Value ₹	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
2 Investments in Preference share capital (Unquoted):				
Subsidiaries:				
11% Cumulative Redeemable Preference Shares of Industrial Chemicals & Monomers Limited	5000	100	0.20	0.20
9% Non-Convertible Cumulative Redeemable Preference Shares of Trinetra Cement Limited (Refer Note No.41.4(c))	1000000	100	1000.00	1000.00
9% Non-Convertible Non-Cumulative Redeemable Preference Shares of Trinetra Cement Limited (Refer Note No.41.4(e))	8667097	100	8667.10	8667.10
9% Non-Convertible Cumulative Redeemable Preference Shares of Springway Mining Private Limited	9118155	10	911.81	911.81
Total - Investments in Preference share capital			10579.11	10579.11
3 Government & Trustee Securities (Unquoted):				
National Savings Certificates			1.45	1.45
Indira Vikas Patra Certificates			0.02	0.02
Total - Government & Trustee Securities			1.47	1.47
4 Investments in Debentures:				
(a) In Subsidiaries:				
Zero% Unsecured Non-Convertible Redeemable Debentures of ICL Financial Services Limited	11210630	100	11210.63	11210.63
Zero% Unsecured Non-Convertible Redeemable Debentures of ICL Securities Limited	12962540	100	12962.54	12962.54
Zero% Unsecured Non-Convertible Redeemable Debentures of ICL International Limited	2948000	100	2948.00	2948.00
Sub total			27121.17	27121.17
(b) In Associates:				
Zero% Unsecured Convertible Debentures of Coromandel Sugars Limited (Refer Note no.41.4(d))	3550000	100	3550.00	3550.00
Sub total			3550.00	3550.00
Total - Investments in Debentures			30671.17	30671.17
Total - Investments			73575.39	69239.98
Aggregate value of:				
Quoted Investments			0.00	0.00
Unquoted Investments			73575.39	69239.98

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
FINANCIAL ASSETS:		
6. LOANS		
Loans and Advances to Related Parties- Considered good-Unsecured (Net of Provisions ₹ 4046.44 Lakhs)	28631.55	25162.14
Loans and Advances to Body Corporate-Considered good-Unsecured	83004.11	76615.99
Housing Loan and other Loans to Employees -Considered good-Secured	873.57	954.53
	<u>112509.23</u>	<u>102732.66</u>
7. OTHER FINANCIAL ASSET		
Deposits	7618.19	5323.89
	<u>7618.19</u>	<u>5323.89</u>
8. OTHER NON-CURRENT ASSET		
Capital Advances-Considered good-Unsecured	31732.04	31784.19
	<u>31732.04</u>	<u>31784.19</u>
CURRENT ASSETS		
9. INVENTORIES		
Stores / Spares	21511.83	19316.39
Fuel Including coal	33196.63	35520.53
Packing Materials	2138.54	1993.52
Raw Materials	7059.01	9237.32
Work-in-Process	1585.46	1977.51
Semi-finished Goods	10303.50	10057.32
Finished Goods	6545.61	3158.72
Construction and Infrastructure - In Progress	249.11	1023.67
Stock-In-Trade	36.15	36.31
	<u>82625.84</u>	<u>82321.29</u>
10. CURRENT INVESTMENTS		
Investments in Mutual Fund (Unquoted)	119.22	222.28
	<u>119.22</u>	<u>222.28</u>
11. TRADE RECEIVABLES		
Trade Receivables -Considered good - Secured	0.00	0.00
Trade Receivables -Considered good - Unsecured	71625.88	72896.60
Trade Receivables - Which have significant increase in Credit Risk	0.00	0.00
Trade Receivables - Credit Impaired	2577.68	3153.09
	<u>74201.32</u>	<u>76049.69</u>
Less: Provision For Doubtful Receivables	(2577.68)	(3153.09)
Total - Sundry Debtors, considered good	<u>71625.88</u>	<u>72896.60</u>
[Net of Security Deposit ₹ 40484.00 Lakhs (As at 31 st March 2019 ₹ 40219.52 Lakhs)]		



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
12. CASH AND CASH EQUIVALENTS		
Cash on Hand	94.34	98.47
Cash at Banks	397.15	493.10
Earmarked Bank Balances		
a) Unpaid Dividends	60.50	70.68
b) Unclaimed Public Deposits	4.69	4.12
Fixed Deposits with Scheduled Banks	106.27	6.83
Total Cash and Cash Equivalents	<u>662.95</u>	<u>673.20</u>
13. SHORT TERM LOANS		
Other Advances - Financial Asset-Considered good - Unsecured	4380.99	4280.99
	<u>4380.99</u>	<u>4280.99</u>
14. CURRENT TAX ASSETS		
Advance payment of tax (Net of provision)	12458.93	9907.97
	<u>12458.93</u>	<u>9907.97</u>
15. OTHER CURRENT ASSETS		
Advance for goods	6075.33	6287.75
Prepaid Expenses	1775.23	1610.54
Other Advances	37924.54	34214.57
	<u>45775.10</u>	<u>42112.86</u>

	No. of Shares	Par value per share (₹)	March 2020 ₹ lakhs	No. of Shares	Par value per share (₹)	March 2019 ₹ lakhs
16. SHARE CAPITAL						
AUTHORISED :						
Equity Shares	529808600	10	52980.86	529808600	10	52980.86
Redeemable Cumulative Preference Shares	7500000	100	7500.00	7500000	100	7500.00
Redeemable Non-Cumulative Preference Shares	81500000	100	81500.00	81500000	100	81500.00
			<u>141980.86</u>			<u>141980.86</u>
ISSUED :						
Equity Shares	309897267	10	30989.73	309897267	10	30989.73
			<u>30989.73</u>			<u>30989.73</u>
SUBSCRIBED AND PAID UP :						
Equity Shares fully paid up						
Opening balance	309896036	10	30989.60	308150984	10	30815.09
Add: partly paid up shares, subscribed fully during the year	0	10	0.00	52	10	0.01
Add: Subscribed / allotted during the year	0	10	0.00	1745000	10	174.50
Total issued, subscribed and fully paid up	<u>309896036</u>		<u>30989.60</u>	<u>309896036</u>		<u>30989.60</u>
Equity Shares - subscribed, but not fully paid (other than Directors)						
Opening balance	1165	10	0.09	1217	10	0.09
Add: Fractional Shares			0.09			0.09
Less: partly paid up shares, subscribed fully during the year	0	10	0.00	52	10	0.00
Total -Equity Shares subscribed, but not fully paid	<u>1165</u>		<u>0.18</u>	<u>1165</u>		<u>0.18</u>
Sub total	<u>309897201</u>		<u>30989.78</u>	<u>309897201</u>		<u>30989.78</u>
Total			<u>30989.78</u>			<u>30989.78</u>

List of shareholders holding more than 5% of the equity share capital

(Par value per share is ₹ 10/-)

Shareholder's name	No. of shares held	% held	March 2020	No. of shares held	% held	March 2019
			Total face value ₹ Lakhs			Total face value ₹ Lakhs
Mr. Gopikishan S Damani Mr. Radhakishan S Damani Mr. Shrikantadevi R Damani M/s. Derive Investments (Partners - Mr. Radhakishan S Damani and Mr. Gopikishan S Damani)	62091714	20.04	6209.17	2645103	0.85	264.51
EWS Finance & Investments Private Limited	27643432	8.92	2764.34	27643432	8.92	2764.34
Prince Holdings (Madras) Private Limited	25500000	8.23	2550.00	25500000	8.23	2550.00
Sri Saradha Logistics Private Limited (Formerly Trishul Investments Private Limited)	20621843	6.65	2062.18	18101843	5.84	1810.18
Mrs. Vidya Subramanian *	19954024	6.44	1995.40	19954024	6.44	1995.40
ELM Park Fund Limited	16517020	5.33	1651.70	15861746	5.12	1586.17

* Shares are held in the capacity of a Trustee for the shares held by the Whollyowned Subsidiaries in Trusts.

**Terms / Rights / restrictions attached to shares:**

The Company has only one class of Equity share. Each share has a paid up value of ₹ 10/- Every shareholder is entitled to one vote per share, except for the holders of Global Depository Shares, as given below:

During the year 2005-06, the company allotted 5,12,27,592 underlying equity shares of ₹ 10/- each represented by 2,56,13,796 Global Depository Shares (GDS) in the ratio of 2:1. Holders of these GDSs have no voting rights with respect to the Deposited shares.

During the previous year 2018-19, the company had declared and distributed a dividend of ₹ 0.80 per share.

The Board of Directors has recommended a dividend of ₹ 0.60 per share, for the year 2019-20, which is subject to the approval of the shareholders.

During the year 2017-18, pursuant to the Scheme of Amalgamation of Trinetra Cement Limited and Trishul Concrete Products Limited (Transferor Companies) with The India Cements Limited (Transferee Company) approved by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, vide its Order dated 20.04.2017, the Company has allotted, in June 2017, 9,73,544 equity shares of ₹ 10/- each fully paid-up to the eligible shareholders of Trinetra Cement Limited and erstwhile Trishul Concrete Products Limited.

Shares reserved for issue under Employee stock option scheme:

As recommended by the Compensation Committee, the Board of Directors has granted, as on 01.04.2017, 18,35,000 options to eligible employees under Employees Stock Option Scheme, 2016 (Scheme). The options granted under the Scheme got vested with the employees on 01.04.2018 and the vested options were to be exercised within one year from the date of vesting. On exercise of each option, one equity share of ₹ 10/- each fully paid-up were to be allotted at a price of ₹ 50/- per share, including a premium of ₹ 40/- per share.

Out of the above, 17,45,000 Stock Options were vested on 01.04.2018 and the balance 90,000 Stock Options were cancelled. During the year 2018-19, all the 17,45,000 options were exercised by the Option holders and equal number of equity shares were allotted to them. Consequently the paid up equity share capital stands at ₹ 309.90 Crores.

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
17. OTHER EQUITY		
Capital Reserve	16.17	16.17
Capital Redemption Reserve	2500.00	2500.00
Securities Premium		
Opening balance	150331.18	147670.93
Add : Additions during the year	0.00	2,660.25
Closing balance	150331.18	150331.18
Stock Options Outstanding Reserve:		
Opening balance	0.00	2060.48
Add : Additions during the year	0.00	0.00
Less : Transfer to Share Premium	0.00	1962.27
Less : Transfer to General Reserve	0.00	98.21
Closing balance	0.00	0.00
Debenture Redemption Reserve		
Opening balance	2307.69	3509.54
Add : Additions during the year	0.00	0.00
Less : Transfer to General Reserve	2307.69	1201.85
Closing balance	0.00	2307.69
General Reserve		
Opening balance	34244.85	30538.46
Add : Additions during the year	0.00	0.00
Add : Transfer from Debenture Redemption Reserve	2307.69	1201.85
Add : Transfer from Deferred Income	0.00	2316.34
Add : Transfer from Tonnage Tax Reserve	0.00	90.00
Add : Transfer from Stock Options Outstanding Reserve	0.00	98.20
Closing balance	36552.54	34244.85
Deferred Income (Free Reserve)		
Opening balance	0.00	2316.34
Less: Transfer / withdrawals	0.00	2316.34
Closing balance	0.00	0.00
Tonnage Tax Reserve	0.00	90.00
Less: Transfer / withdrawals	0.00	90.00
Closing balance	0.00	0.00



	March 2020	March 2019
	₹ Lakhs	₹ Lakhs
Ind AS Transition Reserve	<u>203586.84</u>	<u>203586.84</u>
Surplus in Profit & Loss account		
Opening balance	99993.48	96929.38
Add: Profit/(Loss) after tax for the year	<u>20509.75</u>	<u>6413.57</u>
Sub total	<u>120503.23</u>	<u>103342.95</u>
Appropriations		
Dividend (8%) on Equity capital (Proposed for the year 2018-19, paid in 2019-20)	2479.21	2475.22
Dividend Distribution tax	509.60	508.79
Deemed Dividend	0.00	303.15
Dividend Distribution tax on Deemed Dividend	0.00	62.31
Transfer to General Reserve	0.00	0.00
Transfer to/(from) Debenture redemption reserve	0.00	0.00
Sub total	<u>2988.81</u>	<u>3349.47</u>
Closing balance	<u>117514.42</u>	<u>99993.48</u>
Total - Other Equity	<u>510501.15</u>	<u>492980.21</u>
Other Comprehensive Income: [Revaluation of Land]		
Opening Balance	0.00	0.00
Additions	<u>24282.25</u>	<u>0.00</u>
Closing balance	<u>24282.25</u>	<u>0.00</u>
Other Comprehensive Income: [Remeasurement of Defined Benefit Plans]		
Opening Balance	(447.94)	82.20
Additions	<u>(221.38)</u>	<u>(530.14)</u>
Closing balance	<u>(669.32)</u>	<u>(447.94)</u>

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
NON-CURRENT LIABILITIES		
18. LONG-TERM BORROWINGS		
1. Secured (Refer Note No.40)		
a. Term Loans from Banks	208632.79	222741.92
b. Debentures	0.00	4615.38
c. Others	15251.76	9158.35
2. Unsecured others	13614.83	18108.23
	<u>237499.38</u>	<u>254623.88</u>
19. OTHER FINANCIAL LIABILITIES - NON-CURRENT		
Other Financial Liabilities - Lease Liability	723.03	0.00
	<u>723.03</u>	<u>0.00</u>
20 LONG-TERM PROVISIONS		
Provision for Mines Refilling & Others	7984.09	7984.09
Provision for Unavailed leave	4251.70	6052.21
	<u>12235.79</u>	<u>14036.30</u>
21 DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability arising on account of timing differences on depreciation and others	65039.99	69017.65
Less: Deferred Tax Assets	5935.52	5935.52
Deferred Tax Liability (net)	<u>59104.47</u>	<u>63082.13</u>
22 OTHER LONG-TERM LIABILITIES		
Deposits	2858.38	2902.31
Deferred Income Liability (Sales Tax)	7538.13	9705.91
(Drawn to Statement of Profit & Loss - ₹ 2167.78 Lakhs (as at 31 st March 2019 - ₹ 2254.76 Lakhs)		
	<u>10396.51</u>	<u>12608.22</u>
CURRENT LIABILITIES		
23 SHORT-TERM BORROWINGS		
Secured:		
Loans Repayable on Demand:		
a. Cash Credit facilities from Banks	64690.78	26719.08
Unsecured:		
Loans repayable on Demand:		
b. Unsecured loans from Banks	9500.00	7000.00
	<u>74190.78</u>	<u>33719.08</u>



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
24 TRADE PAYABLES		
[A] Total Outstanding dues to Micro Enterprises & Small Enterprises		
(i) Creditors for Goods	91.56	440.90
	<u>91.56</u>	<u>440.90</u>
[B] Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		
(i) Creditors for Goods	44170.40	45717.17
(ii) Acceptances	28402.61	35250.21
(iii) Other Trade Payables	50034.32	39317.83
(iv) Trade deposits from Customers	10422.17	10906.52
	<u>133029.50</u>	<u>131191.73</u>
TOTAL (A+B)	<u>133121.06</u>	<u>131632.63</u>
25 OTHER FINANCIAL LIABILITIES		
(i) Current Maturities-Secured Loans-Banks	30362.15	34756.77
(ii) Current Maturities-Secured Loans-Others	2627.80	375.37
(iii) Current Maturities-Unsecured Loans-Others	8630.73	3569.56
(iv) Interest accrued but not due on borrowings	2521.18	1145.09
(v) Other Financial Liabilities - Current - Lease Liability (Refer Note No. 41.14)	170.01	0.00
(vi) Creditors Capital goods	1590.93	1420.37
(vii) Other Liabilities	16582.70	15352.53
(viii) Dividend payable	60.31	70.42
(ix) Unpaid matured deposits and Interest accrued thereon	7.61	7.90
	<u>62553.42</u>	<u>56698.01</u>
26 SHORT TERM PROVISIONS		
Unpaid Dividend (Provision)	17.94	17.94
	<u>17.94</u>	<u>17.94</u>
27 CURRENT TAX LIABILITIES		
Provision for Income Tax (net)	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
28 OTHER CURRENT LIABILITIES		
Customer Credit Balances	7133.00	8026.64
Other Current Liabilities - Others	6777.00	12087.28
	<u>13910.00</u>	<u>20113.92</u>

	April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
29. REVENUE FROM OPERATIONS				
Sales		490390.57		543917.00
Government Incentive on Sales Tax / GST (Refer Note No. 41.7.3)		511.74		2166.35
Other Operating Revenues				
Freight Earnings from Ships		2444.14		2891.13
Value Of Power Generated from Wind Farms		1401.80		1584.82
Income from Thermal Power Plant		0.00		76.06
Income from Ready Mix Concrete		10989.83		12059.44
Income from Construction and Infrastructure Projects		14.33		90.34
Trade Sales		1.71		13.29
Revenue from Operations		<u>505754.12</u>		<u>562798.43</u>
30. OTHER INCOME				
Dividend Income	14.23		0.00	
Interest Income	876.70		829.68	
Gain on Sale of Investments/Fair value through Profit and loss	<u>1452.37</u>	<u>2343.30</u>	<u>1399.18</u>	<u>2228.86</u>
Other Non-Operating Income:				
Rent Recovery		30.61		29.51
Profit on Sale of Assets		39.93		327.17
Foreign Exchange translation difference		0.24		0.82
Miscellaneous Income		<u>359.33</u>		<u>511.02</u>
Total Other Income		<u>2773.41</u>		<u>3097.38</u>
31. COST OF MATERIALS CONSUMED				
Raw Material Consumed				
Opening Stock		9237.32		8902.41
Add: Purchases	62125.53		72629.09	
Own Quarrying (Net) (Refer Note No.41.5(a))	<u>27800.40</u>	<u>89925.93</u>	<u>32146.11</u>	<u>104775.20</u>
Less: Closing Stock		<u>6575.04</u>		<u>9237.32</u>
Total Raw Materials Consumed		<u>92588.21</u>		<u>104440.29</u>
32. Purchases of Traded Stock				
Trade Purchases		<u>39.87</u>		<u>38.30</u>
		<u>39.87</u>		<u>38.30</u>



	April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
33. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS				
Opening Stock :				
Work-in-Process	1977.51		1128.12	
Semi-finished Goods	10057.32		9686.73	
Finished Goods	3158.72		2181.16	
Stock-in-Trade	36.31		36.32	
Construction & Infrastructure - Projects-in-Progress	1023.67	16253.53	1064.48	14096.81
Closing Stock :				
Work-in-Process	1585.46		1977.51	
Semi-finished Goods	10303.50		10057.32	
Finished Goods	6545.61		3158.72	
Stock-in-Trade	36.31		36.31	
Construction & Infrastructure - Projects-in-Progress	249.11	18719.99	1023.67	16253.53
Total (Increase)/Decrease in stock		(2466.46)		(2156.72)
34. EMPLOYEE BENEFITS EXPENSE				
(a) Employees Other than Directors				
Salaries, Wages and Bonus		27782.87		27674.90
Contribution to Provident Fund		1322.95		1303.08
Gratuity		174.44		662.46
Superannuation		996.17		689.13
Employees' Provident Fund Administration Charges		57.31		60.84
Employees' State Insurance Scheme		55.55		75.05
Workmen and Staff Welfare Expenses		3816.48		4070.76
Unavailed leave		222.12		511.14
Subtotal		34427.89		35047.36
(b) Directors				
Director's Remuneration				
Managing Director :				
Salary	113.36		200.00	
HRA	34.01		60.00	
Contribution to Provident Fund	72.00		72.00	
Contribution to Gratuity and Superannuation funds	115.00		38.33	
Others	7.54	341.91	6.00	376.33

	April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Managerial Remuneration to VC & MD was restricted to limits permitted under Companies Act, 2013				
Wholetime Director:				
Salary	123.06		180.00	
HRA	40.50		54.00	
Contribution to Provident Fund	21.60		21.60	
Contribution to Gratuity and Superannuation funds	34.50	219.66	34.50	290.10
Director's Remuneration-Total		561.57		666.43
Total Employee benefits expense (a+b)		34989.46		35713.79

35. FINANCE COSTS

Interest expense	28188.30	27669.75
[Net of Deferred Income Liability - ₹ 2167.78 Lakhs (as at 31 st March 2019 - ₹ 2254.76 Lakhs)]		
Other borrowing costs	3187.91	3896.63
Loss on Foreign currency transactions and translations	2071.14	850.94
	33447.35	32417.32

36. MANUFACTURING AND OTHER OPERATING EXPENSES

Stores Consumed	5281.46	5110.94
Power and Fuel ***	135509.26	164099.26
Repairs & Maintenance		
1. Building	41.79	38.59
2. Machinery	6956.14	6247.24
3. Others	2084.82	1962.30
Agency and Port Expenses	78.24	37.52
Excise Duty	0.00	0.02
	149951.71	177495.87

*** Break up of Thermal Power cost captively consumed.

Description		
Power & Fuel	30064.78	33357.23
Stores & Spares	607.65	724.23
Salaries & Wages	1201.68	1379.45
Overheads	57.01	51.59
Depreciation	4164.54	4152.64
Total	36095.65	39665.14



	April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
37. ADMINISTRATION AND OTHER CHARGES				
Insurance and P&I Charges		745.70		628.06
Rent		96.07		71.27
Rates and Taxes		1266.93		1242.36
Printing and Stationery		216.80		246.79
Postage, Telephones and Telegrams		298.09		381.59
Other Administration Expenses		11397.69		11290.16
Legal Fees		278.50		390.92
Directors' Sitting Fees		26.32		30.25
Audit Expenses				
Audit Fees	70.00		60.00	
Cost Audit Fees	20.00		20.80	
Certifications/Others	10.00		16.65	
Tax Audit/Other Services	10.00		10.00	
Travel/out of pocket expenses	8.18	118.18	17.27	124.72
Loss on sale of assets		360.20		435.15
Diminution in value of Investments (FVTPL)		0.00		0.00
Provision for Doubtful Advances		341.18		99.36
		<u>15145.66</u>		<u>14940.63</u>
38. SELLING AND DISTRIBUTION EXPENSES				
Packing Charges		20749.09		24428.99
Freight outwards		107169.01		118700.65
Handling		8789.52		8909.73
Advertisement		2427.60		2060.77
Others		16792.76		14317.48
		<u>155927.98</u>		<u>168417.62</u>

	April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
39. DONATIONS				
The India Cements Educational Society		30.00		0.00
Contribution to Electoral Bonds		1000.00		0.00
Others		26.00		116.29
		<u>1056.00</u>		<u>116.29</u>

Corporate Social Responsibility (CSR) Expenditure:

CSR Expenditure included in Donation

Donation - Including Contribution to The India Cements Education Society / Trust	30.00	50.50
CSR expenditure included in administration and other charges	289.19	399.31
Total CSR expenditure incurred	<u>319.19</u>	<u>449.81</u>
CSR Expenses Required to be spent as per Section 135 of Companies Act-2013	305.31	393.34
Spent towards construction of Asset	70.07	127.32
Others	249.12	322.49

40. SECURITY FOR SECURED BORROWINGS

Break up of Borrowings	Non-Current Maturities		Current Maturities		Total	
	March 2020	March 2019	March 2020	March 2019	March 2020	March 2019
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
(a) Debentures (Secured) :						
1 HDFC BANK - 1,500 Nos, Rated, Unlisted, Secured, 10% Redeemable Non-Convertible Debentures of Face Value of INR 10,00,000/-	0.00	4615.38	4615.40	4615.38	4615.40	9230.76
Debentures Total	0.00	4615.38	4615.40	4615.38	4615.40	9230.76
(b) Term Loans (Secured) :						
From Banks						
1 IDBI Bank Ltd	0.00	0.00	0.00	8333.34	0.00	8333.34
2 IDBI Bank Ltd	27525.00	28275.00	750.00	828.00	28275.00	29103.00
3 ICICI Bank Ltd	13575.00	14137.45	562.50	309.28	14137.50	14446.73
4 State Bank of India	18077.59	18578.25	499.95	526.00	18577.54	19104.25
5 Andhra Bank	18081.51	18582.30	500.00	526.00	18581.51	19108.30
6 Central Bank of India	18095.84	18599.69	494.77	526.00	18590.61	19125.69
7 ICICI Bank Ltd	6346.11	8076.87	1730.76	0.00	8076.87	8076.87
8 Yes Bank Ltd	6272.71	12000.00	2090.90	6000.00	8363.61	18000.00
9 Kotak Mahindra Bank Ltd.	240.00	954.00	714.00	1428.00	954.00	2382.00
10 HDFC Bank Ltd	0.00	0.00	5500.00	5500.00	5500.00	5500.00
11 HDFC Bank Ltd	0.00	0.00	9.16	109.92	9.16	109.92



SECURITY FOR SECURED BORROWINGS (Contd.)

Break up of Borrowings	Non-Current Maturities		Current Maturities		Total	
	March 2020	March 2019	March 2020	March 2019	March 2020	March 2019
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
12 Axis Bank	13750.00	17500.00	3750.00	2500.00	17500.00	20000.00
13 Yes Bank Ltd	19200.00	19400.00	300.00	400.00	19500.00	19800.00
14 HDFC Bank Ltd	8050.00	8625.00	1150.00	875.00	9200.00	9500.00
15 Kotak Mahindra Bank Ltd.	7737.86	9821.13	2083.27	892.83	9821.13	10713.96
16 ICICI Bank Ltd	18750.00	21725.00	2975.00	0.00	21725.00	21725.00
17 ICICI Bank Ltd	15614.62	16910.00	2964.80	2090.00	18579.42	19000.00
18 ICICI Bank Ltd	11126.25	11385.00	373.75	115.00	11500.00	11500.00
19 Indian Bank	7500.00	0.00	0.00	0.00	7500.00	0.00
Less : Prorata Processing Fee	(1309.70)	(1827.77)	(702.11)	(817.98)	(2011.81)	(2645.75)
Total Secured Loans from Banks	208632.79	222741.92	25746.75	30141.39	234379.54	252883.31
From Others (Secured) :						
20 L&T Financial Service Ltd	8050.00	9200.00	1250.00	400.00	9300.00	9600.00
21 Arka Fincap Limited	2727.27	0.00	909.09	0.00	3636.36	0.00
22 IFCI Ltd	4500.00	0.00	500.00	0.00	5000.00	0.00
Less : Prorata Processing Fee	(25.51)	(41.65)	(31.29)	(24.63)	(56.80)	(66.28)
Total Secured Loans from Others	15251.76	9158.35	2627.80	375.37	17879.56	9533.72
Total Secured long term borrowings	223884.55	236515.65	32989.95	35132.14	256874.50	271647.79
UNSECURED						
From Banks						
1 HDFC Bank Ltd	0.00	0.00	9500.00	7000.00	9500.00	7000.00
Total Unsecured Loans from Banks	0.00	0.00	9500.00	7000.00	9500.00	7000.00
From Others						
2 Interest free Sales Tax Deferral Loans - Total Liability	21152.96	27814.14	8630.73	3569.56	29783.69	31383.70
Ind As 20 - Adjustments on Government Grant on above - Refer Balance Sheet Note 22	(7538.13)	(9705.91)	0.00	0.00	(7538.13)	(9705.91)
Total Unsecured Loans from Others	13614.83	18108.23	8630.73	3569.56	22245.56	21677.79
Total Unsecured Long term Borrowings	13614.83	18108.23	18130.73	10569.56	31745.56	28677.79
SECURED						
(c) Cash Credit Facilities and other Working Capital Loans from Scheduled Banks	0.00	0.00	64690.78	26719.08	64690.78	26719.08
Total term Liabilities including Current Maturities as per Notes to Balance Sheet	237499.38	254623.88	115811.46	72420.78	353310.84	327044.66

SECURITY CLAUSE FOR BORROWINGS

As on 31-03-2020

(a) Debentures:

- > Item (a) The Debentures are secured by way of exclusive charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.

(b) Term Loans:

- > Items (b) 7, 16, 17 & 18 are secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (b) 2 to 6 are secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (b) 8 , 13 & 21 are secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (b) 9 & 15 are secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (b) 11 is secured by way of an exclusive first charge on the movable fixed assets of all RMC Units.
- > Item (b) 12 is secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (b) 14 & 20 are secured by way of first pari passu Charge on both immovable and movable fixed assets, of Dalavoi Cement Plant of the Company.
- > Item (b) 10 is secured by way of pari passu charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (b) 19 is secured by way of pari passu charge on immovable and movable fixed assets of Chennai Grinding Unit of the Company.
- > Item (b) 22 is Exclusive charge on land admeasuring 103.33 acres out of total of area of 106.91 acres situated at Naranammalpuram, Tirunelveli Taluk and District, Tamil Nadu, identified with certain specific survey numbers.
- > Item (c) The Working Capital Facilities availed by the Company, are secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari Passu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders.

As on 31-03-2019

(a) Debentures:

- > Item (a) The Debentures are secured by way of exclusive charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.

(b) Term Loans:

- > Item (b) 1 was secured by way of exclusive first pari passu charge on the immovable & movable fixed assets of the cement grinding unit located at Vallur Village, Ponneri Taluk, Tamil Nadu.
- > Items (b) 7, 16, 17 & 18 was secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (b) 2 to 6 was secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (b) 8 & 13 was secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (b) 9 & 15 was secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (b) 11 was secured by way of an exclusive first charge on the movable fixed assets of all RMC Units.
- > Item (b) 12 was secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (b) 14 & 20 was secured by way of first pari passu Charge on both immovable and movable fixed assets, of Dalavoi Cement Plant of the Company.
- > Item (b) 10 is secured by way of pari passu charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (c) The Working Capital Facilities availed by the Company, was secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari Passu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders.



	March 2020	March 2019
	₹ Lakhs	₹ Lakhs
41.1 Estimated amounts of contracts for Capital Expenditure and Commitments (Net of Advances)	14942.19	13855.84
41.2 Monies for which the company is contingently Liab:		
a. Guarantees to Banks / Institutions (including guarantees given on behalf of Subsidiaries and Associates)	14957.00	14000.00
b. Unpaid demands under dispute		
i) Central Excise & Service Tax	17513.29	24418.10
ii) Sales Tax and Value Added Tax	3740.71	2583.59
iii) Customs Duty	6428.41	6429.58
iv) Income Tax *	1900.87	9239.29
* For AY 2016-17 appellate orders have been received in favour of the company and the rectifications orders are awaited on account of COVID-19 lock down. Once the above rectification order are given effect, the demands will be reduced by ₹ 7771.06 Lakhs and hence current year Income tax demands do not include the said amounts. The above includes Contingent liability pertaining to Raasi Cement Ltd. (Residuary Co.) for Sales Tax, Income tax and Central Excise aggregating to ₹ 2,249.46 Lakhs (Previous Year ₹ 2,249.46 Lakhs)		
c. Amount paid towards disputed CENVAT / Sales Tax / Customs duties / Income tax Claims pending in different stages of appeal. Management is of the opinion that these are recoverable at values stated.	1297.70	960.22
d. Contingent Liability on account of Show cause Notices issued by Excise & other tax authorities (other than (b) & (c) mentioned above) duly contested.	12319.76	37566.98
e. Other Claims against the Company not acknowledged as debts	31434.78	30357.22
f. The Competition Commission of India (CCI) vide its Order dated 31.08.2016 imposed a penalty of ₹ 187.48 Crores on the Company. The Company filed an appeal before COMPAT (Now called NCLAT). The COMPAT in its interim order directed the Company to pay 10% of the penalty amount (Rs 18.75 Crores) before granting stay on the collection of amount, which was deposited by the Company. NCLAT vide its order dated 25/07/2018 dismissed the appeal filed by the Company. Against this the Company has filed an appeal in the Supreme Court challenging the NCLAT order and the Supreme Court vide its Order dated 5-10-2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Based on the merits of the matter as advised by legal experts the management is of the opinion that has just and reasonable grounds to defend its case accordingly no provision is considered necessary for the same.		
41.3 As at Balance Sheet date, amounts aggregating to ₹ 91.56 Lakhs were due to Micro, Small and Medium Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 (as per the definition prior to the amendment 2020).		
(a) The principal amount remaining unpaid to any supplier at the end of each accounting year;	91.56	440.90
(b) The interest payable thereon on (a)	0.84	0.01
(c) The amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the due date (as per PO or 45 days whichever is earlier) during each accounting year;	Nil	Nil
(d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	21.83	33.00
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year	55.68	33.01

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	22.67	33.01
The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company and the same has been relied upon by the auditors.		
41.4 Note on PMLA.		
The Enforcement Directorate Authorities have issued an attachment notice dated 25 th February 2015 under the Prevention of Money Laundering Act, 2002 (PMLA) attaching certain assets of the company for an aggregate value of ₹ 120.34 Crores. The Company filed an appeal against the order of the adjudicating authority specified under PMLA disputing the attachment of assets . The matter is currently sub judice.		
Details of Assets given below:		
a) 886 Sq yards plot with 8000 sq.ft building - Punjagutta, Somajiguda circle, Hyderabad	211.89	
b) 245.86 Acres of Land - Konauppalapadu Village, Yadki Mandal, Anantapur Dist.	122.93	
c) 10,00,000 9% Non-Convertible Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.*	1,000.00	
d) 20,32,260 Convertible Debentures of Coromandel Sugars Ltd.	2032.26	
e) 86,67,097 9% Non convertible Non-Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.*	8667.10	
* Notwithstanding merger of Trinetra Cement Ltd. with the company, as per the order of NCLT, read with order of High Court of Madras, to the extent of security referred above continues to be held by the company in Trinetra Cement Ltd.		
41.5 [a] Raw Materials consumed:		
Own Quarrying includes:		
(i) Salaries & Wages	2586.77	2840.61
(ii) Stores Consumed	2845.54	4070.76
(iii) Royalty	11520.34	12912.11
[b] Total Consumption of Stores and Spares during the year, including used in own quarrying; Captive Power generation and Repairs & Maintenance.	19200.72	19628.36
41.6 Repairs and maintenance includes Stores & Spares.	7675.61	8530.85
41.7 Detailed Information of goods Sold during the Report Period:		
1 CEMENT:		
Sales – Value of Cement	486153.78	538567.60
Value of White Cement	127.70	188.66
Value of Clinker	4109.09	5160.74
	<u>490390.57</u>	<u>543917.00</u>
2 Ready Mix Concrete:		
Sales – Value of RMC	10989.83	12059.44



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
3 Government Subsidy: Note on RIPS 2010-Rajasthan: Sales revenue includes ₹ 511.74 Lakhs (as at 31st Mar 2019 ₹ 2025.85 Lakhs) representing subsidy offered by Government of Rajasthan as a part of Rajasthan Investment Promotion Scheme (RIPS). The incentive was sanctioned in the name of Trinetra Cement Limited which merged with the Company under a scheme of amalgamation duly approved by NCLT and High Court of Madras. In respect of the Customized Package of Incentives, Company's request for change in name of beneficiary from Trinetra Cement Limited to The India Cements Limited was approved by the State Empowered Committee (Chaired by Chief Secretary) on 14th September 2018. The approval by the State Cabinet is awaited. Investment Subsidy - Maharashtra Sales revenue includes ₹ Nil (as at 31st March 2019 ₹ 140.50 Lakhs) representing subsidy offered by Government of Maharashtra for Sales Tax Incentive Scheme.		
41.8 Credit Losses:		
Exceptional Items for the year ended 31 st March 2020 includes impairment provision / Write off of ₹ 10,004.09 Lakhs relating to receivable from certain subsidiaries towards the loans and advances given and interest accrued there on and certain receivables from suppliers, based on the overall assessment of recoverable value considering increased uncertainty prevailing across sectors on account of COVID19 outbreak.		
41.9 Expenditure in Foreign Currency:		
Consultancy Fee	322.00	292.56
Travel Expenses and Others	168.07	633.20
41.10 Details of Raw Materials consumed:		
Quantity in Tonnes:-		
Limestone	11151199	12981169
Gypsum	1196244	1190032
Others	3331212	3696752
Value:-		
Limestone	39842.92	47139.94
Gypsum	13710.83	13355.03
Others	33235.28	36125.63
Freight on Inter Unit Transfer of Clinker	5799.18	7819.69
Total	92588.21	104440.29
41.11 Auditors Remuneration:		
(a) Statutory Auditors:		
Audit fees	70.00	60.00
Tax Audit fees	10.00	10.00
Fees for Other Services	10.00	16.15
Expenses reimbursed	8.18	17.27
(b) Cost Auditors:		
Audit Fees	20.00	20.00

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
41.12 Earnings Per Share		
A. Basic EPS		
Profit / (Loss) Attributable to Equity Shareholders	20509.75	6413.57
Weighted average no. of ordinary shares outstanding	309896926	309187262
Basic EPS	6.62	2.07
B. Diluted EPS		
Profit / (Loss) Attributable to Equity Shareholders	20509.75	6413.57
Weighted average no. of ordinary shares outstanding	309896926	309187262
Diluted EPS	6.62	2.07

The Company had, as on 1st April 2017, granted 18.35 lakhs Options to eligible employees under Employees Stock Option Scheme 2016 (Scheme). Out of the above, 17.45 lakhs Options were vested during the financial year 2018-19 upon certain option holders exercising their Options and the company allotted 17,45,000 equity shares of Rs.10/-each fully paid up. During the current financial year 2019-20 - Nil.

41.13 Related Party Disclosures:

(A) Names of the related parties and the nature of the relationship:

	% of Shareholding & Voting power	
(i) Subsidiary Companies		
Industrial Chemicals and Monomers Limited, India	98.59%	98.59%
ICL Financial Services Limited, India	100.00%	100.00%
ICL Securities Limited, India	100.00%	100.00%
ICL International Limited, India	100.00%	100.00%
Coromandel Electric Company Limited (CECL), India	50.14%	50.14%
India Cements Infrastructures Limited, India	100.00%	100.00%
Coromandel Travels Limited (CTL), India	98.50%	98.50%
Coromandel Minerals Pte. Limited, Singapore	100.00%	100.00%
Raasi Minerals Pte. Ltd., Singapore	100.00%	100.00%
PT. Coromandel Minerals Resources, Indonesia	100.00%	100.00%
PT Adcoal Energindo, Indonesia	100.00%	100.00%
Springway Mining Private Limited, India	68.88%	51.00%
NKJA Mining Private Limited, India	100.00%	100.00%
(ii) Associate Companies:		
Raasi Cement Limited, India	43.45%	28.94%
Coromandel Sugars Limited, India	49.99%	49.99%
India Cements Capital Limited, India	47.91%	47.91%
Unique Receivable Management Private Limited, India	49.20%	49.20%
PT. Mitra Setia Tanah Bumbu, Indonesia (MSTB)	49.00%	49.00%
(iii) Post employment benefit plan trust		
India Cements Gratuity Fund		
The India Cements Employees Provident Fund, Chilamkur		
The India Cements Employees Provident Fund, Yerraguntla		



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
(iv) Key Management personnel [KMP] as defined under Ind AS 24:		
Sri. N. Srinivasan – Vice Chairman & Managing Director		
Smt. Rupa Gurunath - Wholetime Director		
Smt. Chitra Srinivasan, Director		
Sri. V. Venkatakrishnan, IDBI Bank Limited, Nominee Director		
Smt. Nalini Murari Ratnam - LIC, Nominee Director (w.e.f 07.02.2020)		
Sri. S. Balasubramanian Adityan, Director		
Sri. V Ranganathan, Director		
Sri. K Balakrishnan, Director (till 28-08-2019)		
Smt. Lakshmi Aparna Sreekumar, Director		
Smt. Sandhya Rajan, Director		
Sri. Basavaraju, Director		
Sri. N. Srinivasan (F&R), Director (till 01-04-2019)		
(v) Enterprise in which KMP is interested		
Tamil Nadu Cricket Association		
(B) Transactions with Subsidiaries and Associate Companies (excluding reimbursements) during the year:		
Sale of Goods		
India Cements Infrastructures Limited	4.09	30.94
ICL International Limited	0.39	0.00
Coromandel Sugars Limited	9.36	54.37
	13.84	85.31
Purchase of Goods		
India Cements Infrastructures Limited	0.00	1.35
Coromandel Sugars Limited	8.85	13.32
PT.Coromanel Minerals Resources	1135.13	2773.90
ICL International Limited	0.74	6.96
PT Mitra Setia Tanah Bumbu	3853.44	1413.29
	4998.16	4208.82
Sale of Land:		
India Cements Infrastructures Limited	71.17	145.40
Acquisition of Shares from third parties of Subsidiaries during the Financial Year.		
NKJA Mining Private Limited	0.00	7981.82
Springway Mining Private Limited **	2910.92	1277.60
	2910.92	9259.42

** Includes Investment in 9% Non-Convertible Cumulative Redeemable Preference Shares of ₹ 911.82 lakhs during 2018-19

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
Transfer of Shares in Coromandel Electric Company Limited		
ICL Financial Services Limited	0.00	0.90
Revenue sharing receipt		
Coromandel Electric Company Limited	2295.46	2371.70
Rendering of Services		
Coromandel Electric Company Limited	1.42	1.42
Receiving of Services		
Industrial Chemicals & Monomers Limited	30.00	0.00
Coromandel Electric Company Limited	883.18	774.61
Coromandel Travels Limited	0.00	444.25
ICL International Limited	148.41	163.86
India Cements Capital Limited	243.88	300.37
	1305.47	1683.09
Interest on Advances		
India Cements Capital Limited	35.73	32.97
India Cements Infrastructures Limited *	0.00	876.20
Coromandel Sugars Limited	578.32	535.80
Springway Mining Private Limited	618.76	60.30
	1232.81	1505.27
* In view of Provision for losses, no interest has been considered.		
Finance Cost on Guarantees:		
Coromandel Sugars Limited	82.50	0.00
Springway Mining Private Ltd.	44.35	0.00
	126.85	0.00
Dividends Paid		
ICL Financial Services Limited	79.84	79.84
ICL Securities Limited	79.79	79.79
	159.63	159.63
Provision for doubtful Advances		
India Cements Infrastructures Limited	4046.44	0.00
Write off - Advances		
Coromandel Travels Limited	4579.51	0.00
Remuneration to KMP		
Sri. N. Srinivasan – Vice Chairman & Managing Director	341.91	376.33
Smt. Rupa Gurunath - Whole Time Director	219.66	290.10
	561.57	666.43
Disclosure of Key Managerial Personnel compensation in total and for each of the following categories:		
Short Term benefits	318.47	500.00
Post employment benefits	243.10	166.43
TOTAL	561.57	666.43



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
Managerial Remuneration to Vice Chairman & Managing Director and Whole Time Director was restricted to the ceiling laid down under Schedule V to the Companies Act, 2013		
Sitting Fee paid to Directors:		
IDBI Bank Ltd. for Nominee Director	2.00	1.50
LIC for Nominee Director	0.50	2.00
Sri.N.Srinivasan [F& R]	0.00	5.45
Sri.N.R.Krishnan	0.00	1.00
Sri.Arun Kumar Datta	0.00	0.40
Smt.Chitra Srinivasan	2.00	2.50
Sri.V.Manickam	0.00	1.00
Sri.Basavaraju	2.90	2.20
Sri.S Balasubramanian Adityan	3.80	3.85
Sri. V Ranganathan	3.70	2.80
Sri. K Balakrishnan	1.50	2.00
Smt.Lakshmi Aparna Sreekumar	5.20	2.60
Smt.Sandhya Rajan	4.70	2.90
	26.30	30.20
Dividends paid to KMP		
Sri. N.Srinivasan – Vice Chairman & Managing Director	9.00	9.00
Smt.Rupa Gurunath - Wholetime Director	0.29	0.29
Smt.Chitra Srinivasan - Director	0.63	0.63
Sri.S Balasubramanian Adityan - Director	0.19	0.16
Sri.V.Venkatakrishnan - Director (₹ 240/-)	0.00	0.00
	10.11	10.08
Transactions in which KMP is interested:		
Tamil Nadu Cricket Association - Advt. / Mktg promotion of ICL in Tamil Nadu Premier League	350.00	0.00
Contributions to Post employment benefit plan trust:		
India Cements Gratuity Fund	1237.79	946.02
The India Cements Employees Provident Fund, Chilamkur	53.97	58.94
The India Cements Employees Provident Fund, Yerraguntla	23.18	21.29
	1314.94	1026.25

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
(C) (i) Outstanding Balances as at the year end		
1. Loans and Advances		
ICL Securities Limited *	(2223.41)	(2146.41)
ICL Financial Services Limited *	5298.90	5386.90
India Cements Infrastructures Limited **	10108.00	10384.00
Coromandel Sugars Limited *	6702.09	6382.12
India Cements Capital Limited *	429.08	396.93
Springway Mining Private Limited *	9478.24	1875.46
NKJA Mining Private Limited *	6.07	6.07
PT. Coromandel Mineral Resources, Indonesia **	259.04	259.04
Coromandel Minerals Pte. Limited, Singapore **	1049.43	1049.43
2. Deposit		
Industrial Chemicals and Monomers Limited ** (Rental Deposit)	1570.54	1568.60
	32677.99	25162.14
3. Receivables / Payables:		
ICL International Limited	577.49	546.22
Coromandel Electric Company Limited	(1576.75)	(2968.80)
Coromandel Travels Limited	0.00	4,296.77
	(999.26)	1,874.19
4. Outstanding balances in Post employment benefit plan trust:		
India Cements Gratuity Fund	(7351.91)	(6916.76)
The India Cements Employees Provident Fund, Chilamkur	(19.71)	(21.96)
The India Cements Employees Provident Fund, Yerraguntla	(9.35)	(10.51)
(ii) Maximum balance outstanding during the year:		
ICL Securities Limited *	(2223.41)	(2150.41)
ICL Financial Services Limited *	5386.90	5467.60
India Cements Infrastructures Limited **	10938.36	11600.47
Coromandel Sugars Limited *	6625.36	6090.17
India Cements Capital Limited *	429.08	396.93
PT. Coromandel Mineral Resources, Indonesia **	259.04	259.04
Coromandel Minerals Pte. Limited, Singapore **	1049.43	1049.43
Springway Mining Private Limited *	9478.24	1875.46
NKJA Mining Private Limited *	6.07	6.07



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
(iii) Interest Rate:		
India Cements Infrastructures Limited #	0%	9%
Coromandel Sugars Limited	9%	9%
India Cements Capital Limited	9%	9%
Springway Mining Private Limited	9%	9%

in view of provision for losses, no interest has been considered

* Loans & ** Advances

Notes:-

- Loans to Employees as per Company's policy are not considered.
- None of the Loanees / Loanee Subsidiaries have per se made any investment in the shares of the Company. However, pursuant to the scheme of Amalgamation approved by the Honorable High Court of Judicature at Madras, the Company has issued equity shares to the Shareholders of Visaka Cement Industry Limited. [Visaka]. As per the said Order 400 lakh shares of the Company have been allotted in aggregate, to the shareholders of transferor company of which 199.54 Lakhs shares to the subsidiaries of the company are held in a Trust on their behalf. (Where the initial period Trust has expired and the same has been extended).

(D) Guarantee / Securities given to Group Companies

1. Securities given by way of mortgages for loans taken by:

Coromandel Sugars Limited	16500.00	0.00
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2. Guarantees Issued

Coromandel Sugars Limited (in respect of the loan for which Securities were given as mentioned above)	14000.00	14000.00
Springway Mining Private Limited	957.00	0.00

41.14 Disclosures pertaining to Ind AS 116, Leases

Consequent to the introduction of Ind AS 116 on Leases replacing the old standard Ind AS 17, the company has applied the principles of Ind AS 116 using modified retrospective approach with the date of initial application on 1st April, 2019 recognising the Right-of-Use asset and an equal amount as lease liability in the balance sheet.

The reconciliation between operating lease commitments at 31-03-2019 and lease liabilities as at 01-04-2019 and 31-03-2020 are given below:

Lease Liability		
Particulars	Mar-20	Mar-19
Opening Lease Liability	1,035.89	-
Additions	-	-
Interest for the year	103.55	-
Repayment made during the year	246.40	-
Closing Lease Liability	893.04	-

March 2020 March 2019
₹ Lakhs ₹ Lakhs

Maturity profile of Lease Liability - Undiscounted Cash Flows

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Undiscounted Lease Payments	Mar-20	Mar-19
Less than 1 Year	258.85	-
1 to 5 Years	677.39	-
More than 5 Years	314.30	-
Total	1,250.54	-

Lease Expenses recognized in Profit and Loss statement not included in the measurement of lease liabilities:

Particulars	Amount in Lakhs
Expenses related to short term lease (included under other expenses)	3,527.45
Expenses related to low value lease (included under other expenses)	-
Variable lease payments (included under other expenses)	-
Total amount recognised in statement of profit and loss account	3,527.45

41.15 IND AS 115 - "Revenue from Contracts with Customers"

Amount of contract revenue recognised as revenue during the period 14.33 90.34

Details regarding contracts in progress

Aggregate amount of costs incurred and recognised profits (less recognised losses)	385.24	5040.50
Amount of customer advances outstanding for contracts in progress	144.84	394.34
Retention amount due from customers for contracts in progress	0.00	300.54
Gross amount due from customers for contract works as an asset	249.11	1015.19
Gross amount due to customers for contract works as a liability	0.00	0.00

41.16 Movement in Provisions:

(i) Trade Receivables:

(a) Opening Balance	3153.09	2575.23
(b) Additional Provision made during the year	0.00	577.86
(c) Provision reversed / utilised during the year	575.41	0.00
(d) Closing Balance	2577.68	3153.09

(ii) Mines Refilling & Others:

(a) Opening Balance	7984.09	7984.09
(b) Additional Provision made during the year	0.00	0.00
(c) Provision reversed / utilised during the year	0.00	0.00
(d) Closing Balance	7984.09	7984.09

(iii) Leave balances:

(a) Opening Balance	6052.21	6374.63
(b) Additional Provision made during the year	0.00	0.00
(c) Provision reversed / utilised during the year	1800.51	322.42
(d) Closing Balance	4251.70	6052.21



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
(iv) Distribution made and proposed (Ind AS 1)		
Cash dividend on equity shares:		
Final dividend proposed for the year ended on March 31, 2020: ₹ 0.60 per share (March 31, 2019: ₹ 0.80 per share declared and paid)	1859.39	2479.21
DDT on final dividend	0.00	509.60
Total Dividend	1859.39	2988.81
Proposed Dividends on equity shares are subject to approval of the shareholders at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at March 31.		
(v) Segment Reporting:		
The Principal business of the Company is of manufacturing and sale of cement and cement related products. All other activities of the Company revolve around its main business. The Company have concluded that there is only one operating reportable segment as defined by IndAS 108, i.e., cement and cement related products.		
(vi) Share Based Payments:		
The Company has granted 18,35,000 options to certain employees under ESOS Scheme, details are as under:		
a) Exercise Period	NIL	1 year
Grant Date	NIL	01/04/2017
Exercise Price / Share (₹)	NIL	50
Method of Settlement	NIL	Equity
b) Movement of Options Granted	No. of Options	No. of Options
Outstanding at the beginning of the year	NIL	1835000
Granted during the year	NIL	0
Exercised during the year	NIL	1745000
Lapsed during the year	NIL	90000
Outstanding at the end of the year	NIL	0
(vii) Effective Rate of Tax - Reconciliation:		
Profit Before Tax & Other Comprehensive Income Before Tax	17100.91	8526.82
Tax @ Marginal Rate (%)	34.94	34.94
Tax Effects of Timing and Permanent Differences (%)	(16.40)	(10.16)
Tax Expenses as per Books (%)	18.54	24.78
Tax has been computed assuming the company will not opt for the new tax rates applicable under Section 115BAA of the Income Tax Act, 1961 for the year 2019-2020.		

March 2020 March 2019
₹ Lakhs ₹ Lakhs

(viii) Impact of Business due to COVID-19

- a) The spread of novel coronavirus disease (COVID 19) has severely impacted businesses in India and abroad. The regular business operations have been disrupted severely due to lockdowns, restrictions in transportation, supply chain disruptions, travel bans, social distancing and other emergency measures. In consequence of the lockdown and other measures imposed by the Central and State Governments under the Disaster Management Act, 2005, the operations were shutdown during the last week of March 2020. Operations restarted in phases during April 2020, duly following the Government guidelines. The pandemic situation has affected the normal business operations of the Company and production, sales and profitability, inter alia, have been impacted.
- b) The Company also has assessed, in line with "Advisory on Impact of Coronavirus on Financial Reporting" issued by the Institute of Chartered Accountants of India, the recoverability and carrying values of its assets comprising property, plant and equipment, intangible assets, trade receivables, inventory and investments as at the balance sheet date. Based on the assessment by the Management the net carrying values of the said assets will be recovered at the values stated. The Company evaluated the internal controls including internal controls with reference to financial statements, which have been found to be operating effectively given that there have been no dilution of such controls due to factors caused by COVID 19 situation.

41.17 (I) Financial Risk Management Objectives and Policies:

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to various risk including market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The Company uses derivative financial instruments such as foreign exchange forward contracts, foreign currency option contracts, principal only swaps that are entered into to hedge foreign currency risk exposure.

A. Capital Management

Total Borrowings (Including Current Maturities)	353310.85	327044.66
Less: Cash Equivalent	662.95	673.20
Net Debt	352647.90	326371.46
Total Equity	541490.93	523969.99
Net Debt to Equity Ratio	0.65	0.62

B. Interest Rate Risk

Particulars		
Total Borrowings	353310.85	327044.66
Floating Rate Borrowings	311449.88	272136.11
Fixed Rate Borrowing	19615.40	33230.76
Non-Interest Bearing Borrowing	22245.57	21677.79



	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
Sensitivity Analysis		
An increase of 100 basis points in interest rate at the end of the reporting period for the variable financial instruments will increase / decrease PAT for the year by amount shown below:		
Floating Rate Borrowings	311449.88	272136.11
Impact of Increase in interest by 100 basis point	3114.50	2721.36
Impact of decrease in interest by 100 basis points	(3114.50)	(2721.36)
Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period.		
C. Company's Foreign Currency Exposure		
Hedged Foreign Currency		
Trade Payables - USD 1.62 Million @ ₹ 71.77 Per USD [Previous Year - USD 23.23 million @ ₹ 71.31 Per USD]	1160.87	16566.80
Unhedged Foreign Currency:		
Trade Payable - USD 24 Million @ ₹ 75.56 Per USD [Previous Year USD 24.48 million @ ₹ 69.16 per USD]	18136.85	16928.81
Trade Receivable - USD 2.12 Million @ ₹ 75.54 Per USD [Previous Year USD 1.01 Million @ ₹ 69.29 per USD]	1598.32	701.38
Sensitivity Analysis:		
Foreign Currency Sensitivity on Unhedged Exposure:		
₹ 1/- increase in foreign exchange rates will have the following impact on profit before tax	218.87	234.65
Note: If the rate is decreased by 100 bps profit will increase by an equal amount.		
D. Liquidity Risk:		
Total Borrowings (Including Current maturities)		
Less than 1 Year	115811.47	72420.78
1 to 5 Years	150482.87	158445.13
More than 5 Years	87016.51	96178.74
Total	353310.85	327044.65
Lease Liability (Including Short Term)		
Less than 1 Year	170.01	0.00
1 to 5 Years	474.67	0.00
More than 5 Years	248.36	0.00
Total	893.04	0.00
Trade Payables		
Less than 1 Year	133121.06	131632.63
1 to 5 Years	0.00	0.00
More than 5 Years	0.00	0.00
Total	133121.06	131632.63
Other Financial Liabilities		
Less than 1 Year	18241.55	16851.22
1 to 5 Years	0.00	0.00
More than 5 Years	0.00	0.00
Total	18241.55	16851.22

(II) Disclosure of Fair Value Measurements:

The Fair Values of Financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair Value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

Financial Instruments by Category

₹ Lakhs

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2020					
Financial Assets:					
Other Investments (Other than Subsidiaries & Associates)	3.75	10611.74	0.00	10615.49	10615.49
Loans and Advances	120936.66	0.00	0.00	120936.66	116890.21
Trade Receivables	71625.88	0.00	0.00	71625.88	71625.88
Cash and Bank balances	662.95	0.00	0.00	662.95	662.95
Other Financial Assets	7618.19	0.00	0.00	7618.19	7618.19
Financial Liabilities:					
Borrowings	311690.16	0.00	0.00	311690.16	311690.16
Trade Payables	133121.06	0.00	0.00	133121.06	133121.06
Other Financial Liabilities	63276.46	0.00	0.00	63276.46	63276.46
As at 31-03-2019					
Financial Assets:					
Other Investments (Other than Subsidiaries & Associates)	3.75	9290.33	0.00	9294.08	9294.08
Loans and Advances	107013.65	0.00	0.00	107013.65	107013.65
Trade Receivables	72896.60	0.00	0.00	72896.60	72896.60
Cash and bank balances	673.20	0.00	0.00	673.20	673.20
Other Financial Assets	5323.89	0.00	0.00	5323.89	5323.89
Financial Liabilities:					
Borrowings	298048.87	0.00	0.00	298048.87	298048.87
Trade Payables	131632.63	0.00	0.00	131632.63	131632.63
Other Financial Liabilities	56698.01	0.00	0.00	56698.01	56698.01

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.



The details of financial instruments that are measured at fair value on recurring basis are given below:

₹ Lakhs

Particulars	Level 1	Level 2	Level 3
Financial Instruments at FVTPL			
Investments in Listed equity securities and Mutual Funds			
As at 31-03-2020	0.00	119.22	0.00
As at 31-03-2019	0.00	222.28	0.00

Particulars	Level 1	Level 2	Level 3
Investments in Unlisted equity securities			
As at 31-03-2020	0.00	0.00	10492.52
As at 31-03-2019	0.00	9068.05	0.00

Valuation techniques used to determine the fair value.

The Significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instrument	Valuation Technique	Remarks
Investment in Listed Securities	Market Value	Closing Price as at 31 st March in Stock Exchange
Investment in Unlisted Securities	Income Approach	Valuation techniques that convert future amounts (cash flows or income and expenses) to a single current (ie discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

41.18 Employee Benefits:

A. Employee Benefits:

Leave of absence and encashment:

The Company has different leave plans including paid leave of absence plans and encashment of leave plans for employees at different grades and provision has been made in accordance with Ind AS 19. The total amount of provision available for the unavailed leave balances as at 31st March 2020 is ₹ 4,251.70 Lakhs (as at 31st March 2019: ₹ 6,052.21 Lakhs). Liability has been created based on actuarial valuation done during the year, with the Discount rate of 6.56%.

B. Defined Contribution Plan:

Employer's Contribution to Provident Fund

Employer's Contribution to Superannuation Fund (Defined Contribution Plan)

Employer's Contribution to ESI

March 2020	March 2019
₹ Lakhs	₹ Lakhs
1473.86	1457.52
845.18	724.16
55.55	75.05

C. Defined Benefit Plan:

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits, as per Ind AS 19, are as under:

(a) Contribution to Pension Funds:

The company offers pension plans for managerial grade employees and whole time Directors. While some of the employees are eligible for Defined Benefit Plan of Pension, others are eligible for Defined Contribution Plan of Pension. The Defined Benefit Plans of pension are managed by Life Insurance Corporation of India and the provision has been made on the basis of actuarial valuation.

(b) Gratuity:

The employees are eligible for Gratuity benefits as per the Payment of Gratuity Act, 1972. The Gratuity Scheme is governed by a Trust created for this purpose by the Company. The amount of Contribution to be made is arrived at based on an actuarial valuation done at the Balance Sheet date.

₹ Lakhs

Particulars		As at March 31, 2020		As at March 31, 2019	
		Pension	Gratuity (Funded)	Pension	Gratuity (Funded)
(i)	Change in defined benefit obligation:				
	Balance at the beginning of the year	5905.04	7399.03	6387.49	7522.85
	Adjustment of:				
	Current Service Cost	-	222.47	-	292.40
	Past Service Cost	-	-	-	-
	Interest Cost	404.71	447.71	423.69	457.69
	Actuarial (gains) losses recognised in Other Comprehensive Income:				
	- Change in Financial Assumptions	173.10	120.32	(400.67)	62.61
	- Change in Demographic Assumptions	-	-	-	-
	- Experience Changes	(448.45)	495.32	971.15	181.80
	Benefits Paid	(458.94)	(963.84)	(1476.63)	(1118.32)
	Balance at the end of the year	5575.46	7721.01	5905.04	7399.03
(ii)	Change in fair Value of assets:				
	Balance at the beginning of the year	-	-	-	-
	Expected Return on Plan Assets	-	-	-	-
	Re-measurements due to:				
	Actual Return on Plan Assets less interest on Plan Assets	-	-	-	-
	Contribution by the employer	-	-	-	-
	Benefits Paid	-	-	-	-
	Balance at the end of the year	-	-	-	-
(iii)	Net asset / (liability) recognised in the Balance sheet:				
	Present value of Defined Benefit Obligation	5575.46	7721.01	5905.04	7399.03
	Fair Value of Plan Assets	-	-	-	-
	Net asset / (liability) in the Balance sheet	(5575.46)	(7721.01)	(5905.04)	(7399.03)



₹ Lakhs

Particulars		As at March 31, 2020		As at March 31, 2019	
		Pension	Gratuity (Funded)	Pension	Gratuity (Funded)
(iv)	Expenses recognised in the statement of Profit and loss:				
	Current Service Cost	-	222.47	-	292.40
	Past Service Cost	-	-	-	-
	Interest Cost	404.71	447.71	423.69	457.69
	Benefits paid	-	-	-	-
	Expected Return on Plan Assets	-	-	-	-
	Total expense	404.71	670.18	423.69	750.09
	Less: Transferred to Pre-operative Expenses	-	-	-	-
	Amount charged to the statement of Profit and loss	404.71	670.18	423.69	750.09
(v)	Re-measurements recognised in other comprehensive Income (OCI):				
	Changes in Financial Assumptions	173.10	120.32	(400.67)	62.61
	Changes in Demographic Assumptions	-	-	-	-
	Experience Adjustments	(448.45)	495.32	971.15	181.80
	Actual return on Plan assets less interest on plan assets	-	-	-	-
	Amount recognised in other comprehensive Income (OCI):	(275.35)	615.64	570.48	244.41
(vi)	Sensitivity analysis for significant assumptions:				
	Increase / (decrease) in present value of defined benefits obligation at the end of the year				
	0.5% increase in discount rate	5477.17	6684.82	5800.86	6427.12
	0.5% decrease in discount rate	5678.16	7067.66	6013.91	6778.45
	0.5% increase in salary escalation rate	5575.46	7068.37	5905.04	6780.07
	0.5% decrease in salary escalation rate	5575.46	6682.34	5905.04	6422.77
	0.5% increase in employee turnover rate	-	6888.61	-	6617.55
	0.5% decrease in employee turnover rate	-	6853.16	-	6578.50
(vii)	Actuarial assumptions:				
	Discount Rate (p.a.)	6.25%	6.46%	7.50%	7.32%
	Expected Return on Plan Assets (p.a.)	0.00	0.00	0.00	0.00
	Turnover Rate	-	-	-	-
	Mortality tables	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate	IALM(2006-08) Ultimate
	Salary Escalation Rate (p.a.)	0.00%	2.00%	1.00%	2.00%
	Retirement age: For eligible employees	60 years	60 years	60 years	60 years

₹ Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	Pension	Gratuity (Funded)	Pension	Gratuity (Funded)
(viii) Weighted average duration of defined benefit obligation	10.34	8.26	11.68	8.24
Expected Total Benefit Payments				
a. Year 1	1628.38	535.41	1413.22	544.45
b. Year 2	1037.87	1285.82	1101.29	1100.05
c. Year 3	620.60	1085.11	1002.68	1186.23
d. Year 4	226.24	879.36	597.53	1011.33
e. Year 5	396.80	721.17	223.12	791.60
f. Next 5 Years	2109.76	2805.20	2069.17	2728.67

41.19 Previous year's figures have been regrouped wherever necessary.

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director

RUPA GURUNATH
Wholetime Director

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
SANDHYA RAJAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020

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Chartered Accountants
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INDEPENDENT AUDITORS' REPORT

**To the Members of
The India Cements Limited**

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of The India Cements Limited (hereinafter referred to as "the Company") and its subsidiaries (the company and its subsidiaries together referred to as "the Group"), and its associates, which comprise the consolidated Balance sheet as at 31st March 2020, the consolidated statement of Profit and Loss (Including Other Comprehensive Income), the consolidated statement of Cash Flow Statements and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on standalone or consolidated financial statements, as applicable, of such subsidiaries and associates as were audited by the other auditors, the aforesaid Consolidated Ind AS 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 consolidated state of affairs of the Group and its associates as at March 31, 2020, and its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit 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 Consolidated Ind AS Financial Statements section of our report. We are independent of the group and its subsidiaries in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Emphasis of Matter

Without qualifying our report, we draw attention to

- (a) Note No.41.4 of the Consolidated Ind AS Financial Statements, regarding the order of attachment issued under Prevention of Money laundering Act through which certain assets of the company amounting to Rs.120.34 Crores have been attached vide provisional attachment Order dated 25th February 2015 which the company is disputing before legal forums. The company has been legally advised that it has strong grounds to defend its position, pending the outcome of the proceedings the impact if any is not ascertainable at this stage.
- (b) Note No.41.2 (f) of the Consolidated Ind AS Financial Statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of Competition Act, 2002 and imposing a penalty of Rs.187.48 Crores on the Company. On Company's appeal, National Company Law Appellate Tribunal (NCLAT), in its Order passed on 25th July, 2018, has reportedly upheld the CCI's Order. The company appealed against the order before Supreme Court and the Supreme Court vide its Order dated 05th October, 2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Pending the outcome, no adjustments have been made in the Consolidated Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition:

Discounts, Incentives and Rebates etc.:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
(i) Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales. (ii) The Company has its presence across different marketing regions within the country and operates in competitive business environment. The company recognises discounts, incentives and rebates at the time of sale. The assessment of discounts, incentives and rebate schemes recognised on sales made during the year is material and considered to be complex and dependent on various performance obligations and market conditions. There is a risk of revenue being affected as a result of variations in assessment of discounts, incentives and rebates recognised on sales. Given the complexity involved in the assessment of provisions required for discounts, incentives and rebates the same is considered as key audit matter.	Our procedures included: - Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates by comparing with applicable accounting standards. - Testing the effectiveness of the Company's controls over the calculation of discounts, incentives and rebates based on commitments made. - Obtaining management's assessment of its obligations towards discounts, incentives and rebates accruals under applicable schemes and compared the accruals made with the approved schemes on sample basis. - Examined on a sample basis, all the supporting documentation required for computing the company's obligation towards discounts, incentives and rebates recorded and disbursed during the year including credit notes issued after the year end date to determine whether these were recorded appropriately. - The management's assessment of discounts, incentives and rebates recorded for the current year have been compared with past practices of payments and reversal of such discounts and incentives and rebates to assess the adequacy of provisions made during the current year. - Examining the manual journals posted to discounts, rebates and incentives to identify unusual or irregular items.

2. Litigations and Contingencies:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
The Company is subject to a large number of legal and tax related claims which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case in view of its operations spread across various regions within India. Taxation and litigation exposures have been identified as a key audit matter due to the, timescales involved for resolution and the potential financial impact arising out of these on the financial statements given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures. Further significant management judgement is involved in assessing the exposure of each case and eventual obligation on the company and thus there is a risk that such cases may not be adequately provided for or disclosed. These estimates could change substantially over time as new facts emerge and each legal case progress and subsequent judicial guidance emerges or statutory amendments if any with retrospective effects are enacted. (Refer note 41.2 & 41.4 to the Consolidated Ind AS financial statements).	Our audit procedures included the following: - - Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls we have performed tests of such controls. - Obtained the summary of Company's legal and tax cases and critically assessed management's position through discussions with the Legal Counsel and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss. - Inspected external legal opinions (where considered necessary) and other evidence to corroborate management's assessment of the risk profile in respect of pending legal claims and disputes. - Engaged with legal experts to technically appraise the legal positions taken by management with respect to local tax issues. - Assessed whether management assessment of similar cases is consistent across the divisions or that differences in positions are adequately justified. - Assessed the relevant disclosures made within the financial statements to address whether they appropriately reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.

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3. Allowance for Receivables:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
Trade receivables of the company comprise mainly receivables from its customers towards sale of cement and other cement related products and shipping and infrastructure development business. The operating environment in the cement industry and other businesses the company operates has the inherent risks of default on receivables from the company's customers. In particular, in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms. The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgements and assumptions, including the credit risk assessment of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the provision to be made towards the receivables.	We have performed the following procedures in relation to the recoverability of trade receivables: • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables along confirmation of balances on a sample basis as per the auditing standards and identified any debtors with financial difficulty through discussion with management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information if any and latest correspondence with customers and to consider if any additional provision should be made; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.

Other Information

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

Our opinion on the Consolidated Ind AS 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 Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of Management and those Charged with Governance for the Consolidated Ind AS 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 Consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Income, consolidated cash flows and consolidated changes in equity of the Group including its Associates 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 relevant rules issued thereunder. The respective Board of Directors of the Companies included in the Group and of its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and the 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 Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective management and Board of Directors of the companies included in the Group and its Associates are responsible for assessing the ability of the Group and of its Associates 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/Group and its associates or to cease operations, or has no realistic alternative but to do so.

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The respective Board of Directors of the companies included in the Group and its associates is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Consolidated Ind AS 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 Consolidated Ind AS 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 parent 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 in preparation of consolidated Ind AS financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates 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 consolidated Ind AS 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 Group as well as associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) and (b) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors as noted in 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

We communicate with those charged with governance of the company and such other entities included in the consolidated Ind AS Financial Statements of which we are the independent auditors 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 Consolidated Ind AS financial statements of 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

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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.

Other Matters

- a) We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of Rs. 17,564.79 Lakhs and net assets of Rs.10,976.38 Lakhs as at March 31, 2020, total revenues of Rs.4,053.15 Lakhs and net cash flows amounting to Rs.189.19 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The Consolidated Ind AS financial statements also include the Group's share of net profit of Rs.1,658.17 Lakhs for the year ended 31st March 2020, whose financial statements which have been audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the such auditors and the procedures performed by us are as stated in the paragraph above.
- b) In respect of the financial information pertaining to the associates considered in the consolidated financial statements for the year ended 31 March 2020 whose financial statements reflect the Group's share of loss aggregating to Rs.220.15 Lakhs for the year then ended on 31 March 2020 are not audited by us. These financial statements of the aforesaid associates are unaudited and have been furnished to us by the management of the holding company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the aforesaid associates are based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management of the holding company, these financial results are not material to the Group.
- c) Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, based on our audit and on the consideration of reports of other auditors on separate Ind AS financial statements, and the other financial information of subsidiaries and associates as noted in the 'Other Matters' paragraph, we report to the extent applicable, 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 of the aforesaid consolidated Ind AS financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated Ind AS Financial Statements.
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India are disqualified as on 31st March, 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 with reference to financial statements of the Company, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
- g) 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 and based on the consideration of the reports of the other auditors on standalone or consolidated financial statements, as applicable, of the subsidiaries and associates, as noted in the 'Other Matters' paragraph:

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- i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 41.2 & 41.4 to Consolidated Ind AS financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or its subsidiary companies and associate companies incorporated in India
- h) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act, however due to inadequacy of profit, the remuneration paid to Managing Director and Whole Time Director resulted in excess of the limit specified under Sec 197 amounting Rs.230 Lakhs and the same has been since recovered by the Company. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 20231282AAAABG6125

Place : Chennai
Date : 24th June, 2020

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 20023305AAAABZ7923

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Annexure - A to the Independent Auditors' Report

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

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of The India Cements Limited (hereinafter referred to as "the Company") and its subsidiaries, associates, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary and associate companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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 Holding Company's internal financial controls with reference to consolidated Ind AS financial statements of the company, its subsidiaries and its associate companies which are companies incorporate in India, over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated Ind AS financial statements, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements over financial reporting 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 with reference to consolidated Ind AS financial statements system over financial reporting and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary and associate companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated Ind AS financial statements over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to consolidated Ind AS financial statements over financial reporting 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 controls with reference to consolidated Ind AS financial statements over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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.

K.S. RAO & CO.
Chartered Accountants
7-B, 7th Floor, Century Plaza,
560-562, Anna Salai,
Chennai - 600 018.

S. VISWANATHAN LLP
Chartered Accountants
17, Bishop Wallers Avenue (West)
Mylapore,
Chennai – 600 004.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors as mentioned in the Other Matters paragraph, the Company and such companies incorporated in India which are its subsidiaries, have, in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated Ind AS financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. As regards the associate companies where consolidation is based on financial statements prepared by management, we express our inability to comment on the adequacy and operating effectiveness of internal financial controls over financial reporting.

Other matter

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated Ind AS financial statements over financial reporting in so far as it relates to ten subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 20231282AAAABG6125

Place : Chennai
Date : 24th June, 2020

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025

CHELLA K. SRINIVASAN
Partner
Membership No.023305
UDIN: 20023305AAAABZ7923

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020

		Figures as at the end of current reporting period 31 st March 2020		Figures as at the end of previous reporting period 31 st March 2019	
	Note No.	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
ASSETS					
1. Non-Current Assets :					
Property, Plant and Equipment	4		696824.35		686423.91
Capital Work in Progress	4		23490.72		19573.68
Investment Property			0.00		0.00
Goodwill	4		18177.81		15267.04
Other Intangible assets	4		5554.71		5467.11
Intangible Assets under development			0.00		0.00
Financial Assets :					
i. Investments	5	38095.12		36889.15	
ii. Trade Receivables		0.00		0.00	
iii. Loans	6	100975.58		95714.24	
iv. Other financial assets	7	7896.43	146967.13	5454.41	138057.80
Deferred Tax Assets			0.00		283.02
Other Non- Current Assets	8		37711.25		31808.47
Total Non -Current Assets			<u>928725.97</u>		<u>896881.03</u>
2. Current Assets :					
Inventories	9		84154.44		84675.95
Financial Assets :					
i. Investments	10	119.22		222.28	
ii. Trade Receivables	11	73615.35		74554.58	
iii. Cash and Cash Equivalents	12	4315.96		4872.23	
iv. Loans	13	4380.99	82431.52	4173.12	83822.21
v. Other financial assets			0.00		0.00
Current Tax Assets (Net)	14		14518.03		9944.78
Other Current Assets	15		57132.16		54701.73
Total Current Assets			<u>238236.15</u>		<u>233144.67</u>
TOTAL ASSETS			<u>1166962.12</u>		<u>1130025.70</u>
EQUITY AND LIABILITIES					
1. Equity:					
(a) Equity Share Capital	16		30989.78		30989.78
(b) Other Equity	17		518813.49		493608.13
(c) Non Controlling Interest			5622.80		5407.98
Total Equity			<u>555426.07</u>		<u>530005.89</u>
2. Liabilities:					
Non Current Liabilities :					
Financial Liabilities					
i. Borrowings	18	241114.76		259437.20	
ii. Trade Payables		0.00		0.00	
iii. Other financial liabilities	19	723.03	241837.79	0.00	259437.20
Provisions	20		12251.09		14056.19
Deferred tax liabilities (Net)	21		59267.17		63084.23
Other non-current liabilities	22		10395.41		12612.42
Total Non Current Liabilities			<u>323751.46</u>		<u>349190.04</u>
3. Current Liabilities :					
Financial Liabilities					
i. Borrowings	23	75188.55		35629.94	
ii. Trade Payables	24				
(a) Total Outstanding dues to Micro Enterprises & Small Enterprises		91.56		440.90	
(b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		132309.24		134749.52	
iii. Other financial liabilities	25	64161.26	271750.61	59490.44	230310.80
Provisions	26		17.94		17.94
Current tax liabilities (Net)	27		1960.56		181.57
Other current liabilities	28		14055.48		20319.46
Total Current Liabilities			<u>287784.59</u>		<u>250829.77</u>
TOTAL EQUITY AND LIABILITIES			<u>1166962.12</u>		<u>1130025.70</u>

See accompanying Notes to the Financial Statements

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

N. SRINIVASAN
Vice Chairman &
Managing Director

RUPA GURUNATH
Wholtime Director

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
SANDHYA RAJAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

	Note.No.	Figures for the current reporting period		Figures for the previous reporting period	
		April 2019 - March 2020	April 2019 - March 2020	April 2018 - March 2019	April 2018 - March 2019
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
INCOME:					
Revenue from Operations	29		518644.35		577037.23
Other Income	30		4167.26		3923.26
Total Revenue			<u>522811.61</u>		<u>580960.49</u>
EXPENSES:					
Cost of materials consumed	31		98119.15		109930.76
Purchases of stock-in-trade	32		2873.72		38.30
Changes in inventories of finished goods, work-in-progress	33		(2464.96)		(2158.32)
Employee benefits expense	34		35896.08		36521.26
Finance costs	35		34318.51		35041.69
Depreciation and Amortisation Expense	4		25589.79		26474.48
Other expenses					
Manufacturing and other Operating Expenses	36	151997.01		185246.27	
Administration and Other Charges	37	15492.55		16509.76	
Selling and Distribution Expenses	38	156194.12		168264.10	
Donations	39	1056.50	324740.18	116.29	370136.42
Total Expenses			<u>519072.47</u>		<u>575984.59</u>
Profit / (Loss) before exceptional items and tax			3739.14		4975.90
Exceptional Items			(1378.13)		0.00
Profit / (Loss) before tax			<u>2361.01</u>		<u>4975.90</u>
Tax expense					
Current Tax		992.37		3560.88	
MAT Credit Entitlement /Utilisation		0.00		1266.54	
Deferred Tax		(3977.66)	(2985.29)	(2377.52)	2449.90
Profit / (Loss) for the year from Continuing Operations			5346.30		2526.00
Profit / (Loss) from discontinued Operations			0.00		0.00
Tax Expense of discontinued Operations			0.00		0.00
Profit / (Loss) from discontinued Operations after tax			0.00		0.00
Profit / (Loss) for the year			<u>5346.30</u>		<u>2526.00</u>
Share in Profit of Associates			(220.15)		123.82
Minority Interest			(110.43)		(543.79)
			<u>5015.72</u>		<u>2106.03</u>
Other Comprehensive Income					
Items that will not be classified into Profit or Loss-Revaluation surplus		24282.25		0.00	
Items that will not be classified into Profit or Loss-Defined Benefit Plans		(340.29)		(817.94)	
Income tax relating to Items that will not be classified into Profit or Loss		118.91		284.75	
Items that will be classified into Profit or Loss		(634.94)		(512.40)	
Income tax relating to Items that will be classified into Profit or Loss		0.00		0.00	
Other Comprehensive Income for the year- Total			<u>23425.93</u>		<u>(1045.59)</u>
Proportionate Profit / [Loss] of Associate Companies in Other comprehensive Income					
Share of Profit of Associates			0.00		(195.67)
Minority Interest			0.00		0.00
Total Comprehensive Income for the year			<u>28441.65</u>		<u>864.77</u>
(Comprising Profit / (Loss) and Other Comprehensive Income)					
Earnings per Share for continuing operations	41.12				
(face value of ₹ 10/- per equity share)					
Basic (₹)			9.18		0.28
Diluted (₹)			9.18		0.28
Earnings per Share for discontinued operations :					
(face value of ₹ 10/- per equity share)					
Basic (₹)			0.00		0.00
Diluted (₹)			0.00		0.00
Earnings per Share for continuing & discontinued operations :					
(face value of ₹ 10/- per equity share)					
Basic (₹)			9.18		0.28
Diluted (₹)			9.18		0.28

See accompanying Notes to the Financial Statements
As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

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CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

A. EQUITY SHARE CAPITAL (Refer Note No.16)

₹ Lakhs

Balance as at March 31, 2018	30815.27
Changes in Equity Share Capital during the year	174.51
Balance as at March 31, 2019	30989.78
Changes in Equity Share Capital during the year	0.00
Balance as at March 31, 2020	30989.78

B. OTHER EQUITY (Refer Note No.17)

₹ Lakhs

	Capital Reserve	Capital Redemption Reserve	Securities Premium	Debenture Redemption Reserve	Stock Options Outstanding Reserve	Instruments entirely Equity in nature (Compulsorily Convertible Debentures)	Deferred Income	Tonnage Tax Reserve	IndAS Transition Reserve	General Reserve	Surplus in Profit and Loss	Other Comprehensive Income-Defined Benefit Plans and others	Other Comprehensive Income-Exchange differences-foreign operations	Other Comprehensive Income-Revaluation Surplus	Total
Balance as at March 31, 2018	16.17	3452.03	147670.93	3509.54	2060.48	3794.70	2316.34	90.00	233309.18	31424.12	67039.71	79.45	1329.90	0.00	496092.55
Add: Profit for the year											1910.36				1910.36
Add: Remeasurement of defined benefit Plans transferred to OCI										4343.21		-533.19		0.00	3810.02
Add: Gain/(Loss) from translating the financial statements of a foreign operation													-512.40		-512.40
Add/-Less: Transfers to General Reserve				-1201.85			-2316.34	-90.00							-3608.19
Add/-Less: Additions / Transfers		-315.44	2660.25		-2060.48				-900.27	-278.43					-894.37
Less: Dividends											-3189.84				-3189.84
Balance as at March 31, 2019	16.17	3136.59	150331.18	2307.69	0.00	3794.70	0.00	0.00	232408.91	35488.90	65760.23	-453.74	817.50	0.00	493608.13
Add: Profit for the year											4677.99				4677.99
Add: Remeasurement of defined benefit Plans transferred to OCI												-221.38			-221.38
Add: Gain/(Loss) from translating the financial statements of a foreign operation													-634.94		-634.94
Add/-Less: Additions / Transfers				-2307.69					-0.65	2238.96				24282.25	24212.87
Less: Dividends											-2829.18				-2829.18
Balance as at March 31, 2020	16.17	3136.59	150331.18	0.00	0.00	3794.70	0.00	0.00	232408.26	37727.86	67609.04	-675.12	182.56	24282.25	518813.49

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
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RUPA GURUNATH
Wholetime Director

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
SANDHYA RAJAN
Directors

Place : Chennai
Date : 24th June, 2020

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

	April 2019 - March 2020		April 2018 - March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
A. Cash flow from operating activities :				
Net Profit / (Loss) before exceptional items, tax & extra-ordinary items		3,739.14		4,975.90
Other Comprehensive Income		(975.23)		(1,330.34)
Net Profit / (Loss) before tax		2,763.91		3,645.56
Adjusted for :				
Depreciation	25,589.79		26,474.48	
Provision for Doubtful Debts & Advances	341.18		99.36	
Foreign Exchange	518.81		0.82	
Profit / (Loss) on sale of Investments	(1,452.37)		(1,399.18)	
Profit / (Loss) on sale of Assets	331.14		1,002.12	
Interest Expense	32,245.02		33,730.48	
Interest Income	(1,706.29)		(1,611.39)	
Dividend Income	(14.23)		0.00	
		55,853.05		58,296.69
Operating profit before Working Capital changes		58,616.96		61,942.25
Trade and other receivables	(5,441.79)		(28,252.97)	
Inventories	521.51		(15,210.64)	
Trade payables	(11,807.47)	(16,727.75)	20,296.34	(23,167.27)
Cash generated from operations		41,889.21		38,774.98
Direct Taxes		(3,224.10)		(1,071.31)
Cash flow before extra-ordinary items		38,665.11		37,703.67
Extra-ordinary items		0.00		0.00
Net cash from operating activities	(A)	38,665.11		37,703.67
B. Cash flow from Investing activities :				
Purchase of Fixed Assets		(25,031.35)		(30,437.57)
Sale of Fixed Assets		344.53		8,796.33
Sale of Investments		129.31		56.11
Interest received		1,706.29		1,611.39
Dividend received		14.23		0.00
Refund by / advances to subsidiaries, Associates and others		(5,352.10)		(255.16)
Net cash from Investing activities	(B)	(28,189.09)		(20,228.90)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

		April 2019 - March 2020	April 2018 - March 2019		
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
C. Cash flow from financing activities :					
Proceeds from issue of share capital			0.00		2,932.96
Dividend paid			(2,839.29)		(3,198.82)
Proceeds from long term borrowings			57,293.32		57,558.45
Repayment of borrowings			(34,249.23)		(41,683.43)
Interest paid (net)			(31,237.09)		(33,566.03)
Net cash from financing activities	(C)		<u>(11,032.29)</u>		<u>(17,956.87)</u>
Increase / (Decrease) in cash and cash equivalent	(A+B+C)		(556.27)		(482.10)
Cash and cash equivalent at the beginning of the year			4,872.23		5,354.33
Cash and cash equivalent at the close of the year			4,315.96		4,872.23

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

For S. VISWANATHAN LLP
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Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 24th June, 2020

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements upto the year ended 31st March 2016 were prepared in accordance with the Accounting Standards Rules 2006 (as amended) and other relevant provisions of the Companies Act 2013 (Indian GAAP).

The Ministry of Corporate Affairs (MCA) issued a Notification on 16th February, 2015, making Indian Accounting Standards (Ind AS), issued under Section 133 of Companies Act 2013 mandatory for certain class of Companies.

As per the Notification, Ind AS is mandatory for the Company for the Financial year commencing 1st April 2016. Accordingly, the Company has adopted Ind AS from 1st April 2016 and the financial Statements from the year 2016-17 are prepared in accordance with the principles laid down in the said Ind AS.

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

The Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities:

- (i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).
- (ii) Employee's Defined Benefit plan as per Actuarial valuation.
- (iii) Plant, Property and Equipment measured at fair value.

The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.

The financial statements are presented in Indian Rupees rounded to the nearest lakhs with two decimals.

2 FIRST TIME ADOPTION OF IND AS DURING THE FINANCIAL YEAR 2016-17

The company restated the financial statements as at 01st April 2015 (opening), being the transition date, on the following basis:

Exemptions availed as per Ind AS 101:

1) Past Business Combination:

The company has elected not to apply Ind AS 103-Business Combinations retrospectively to Past Business Combinations that occurred before the transition date of 01-Apr-2015, consequently, the company has kept the same classification for the past business combinations as in its previous GAAP financial statements.

2) Property, Plant and Equipments:

The company has elected to measure the PPE at Fair value on transition date.

3) Investments in Subsidiaries & Associates:

The Company has elected to carry its Investments in Subsidiaries & Associates at deemed cost which is its previous GAAP carrying amount at the date of transition to Ind AS.

4) Sales Tax Deferrment Loan:

The Company has elected to use the previous GAAP carrying amounts of Sales Tax Deferrment Loan existing at the date of transition to Ind AS as the carrying amount of the loan in the opening Ind AS Balance Sheet.

5) Fair Value of Financial Assets and Liabilities:

As per the Ind AS exemption, the company has not fair valued the financial assets and liabilities retrospectively and has measured the same prospectively.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

3 SIGNIFICANT ITEMS OF ACCOUNTING POLICY (To be read with Notes 1 & 2)

1 Use of estimates:

The preparation of financial statements in conformity with generally accepted Indian Accounting standards (Ind AS) principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2 Inventories:

- (a) Raw materials, fuel, stores & spares and packing materials are valued at lower of weighted average cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.
- (b) Work in progress, Stock in trade and Finished goods are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (c) Construction and Infrastructure Projects are valued at cost or net realisable value whichever is lower.

3 Cash and Cash equivalents:

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short term investment with an original maturity of three months or less.

4 Property, Plant and Equipments:

- (a) During transition from Indian GAAP to Ind AS on 01 April, 2015, the fair value of Property, Plant and Equipments (PPE) is considered as the deemed cost of acquisition.
- (b) Additions to Property, plant and equipment are stated at cost of acquisition or construction. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.
- (c) Property, Plant and Equipments (PPE) acquired on hire purchase or on Financial Lease are shown at their principal cost, excluding the interest cost included in these agreements which is charged to revenue over the life of the agreement.
- (d) Depreciation is recognised using straight line method so as to depreciate the carrying value less the residual values over the remaining useful life of the asset(s), other than freehold land and properties under construction, specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.
- (e) Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date and are carried at cost, comprising of direct cost, directly attributable cost and attributable interest.
- (f) Software development costs are capitalised and depreciated along with computers. Software, that are capitalised, are depreciated over 3 years under straight line method.
- (g) Material items such as Spare parts, Stand-by equipments and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16. and depreciated.
- (h) Fair value of PPE is ascertained at regular intervals. However, PPE and intangible assets with definite lives, are reviewed for impairment at each Balance Sheet date, if events or changes in circumstances indicate that their carrying values may not be recoverable and impairment, if any, is charged to revenue.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

5 Foreign Currency Transactions:

- (a) Foreign Exchange transactions are accounted at the exchange rates prevailing at the time of transactions or at contracted rates. Assets and Liabilities in foreign currencies are translated at values prevailing as at the year end. Gains / Losses if any, arising therefrom are recognised in the Profit and Loss account.
- (b) Forward Exchange contracts used to hedge Foreign Currency Transactions are initially recognised at the spot rate on the date of contract. Forward Exchange contracts remaining unsettled at the end of the year are translated at the year end rates. The difference in translation of Forward exchange contracts are recognised in the profit and loss account.

6 Borrowing Costs:

Borrowing costs consist of interest and other ancillary costs that the Company incurs in connection with the borrowing of funds. The borrowing costs directly attributable to the acquisition or construction of any asset that takes a substantial period of time to get ready for its intended use or sale are capitalised. All the other borrowing costs are recognised in the statement of profit and loss within finance costs of the period in which they are incurred.

7 Mines Restoration Expenses:

The company provides for the expenditure to reclaim the quarries used for mining based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mines. Costs arising from such obligation for restoration and rehabilitation at closure of the mines are assessed at each Balance Sheet date and the provision if any required is made in the financial statements so as to reflect the current best estimates.

8 Revenue Recognition:

(A) The Company has adopted IndAS115 with effect from 01-04-2018 (i.e.,) from the date on which it became applicable

(a) Revenue Recognition on Sale of goods:

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume, rebates on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer.

The company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

(b) **Revenue from Freight Services (Charter of Ship):** Revenue from ship hiring services which are on time charter is recognised on accrual basis.

(c) **Revenue from sale of Power generated:** Revenue from power generated from windmills and sale of surplus units generated from captive thermal power plants are recognised upon transmission of energy to the grids.

(B) Dividend income is recognised when the Company's right to receive dividend is established.

9 **Research and Development:** Research and Development expenses not resulting in any tangible property/equipment are charged to revenue.

10 Investments:

Investments other than in Subsidiaries and Associates are stated at fair values. Investment carried at cost is tested for impairment as per IND AS 36.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

11 Employee benefits:

(a) Recognition and measurement of Defined Contribution Plans:

The Company recognizes contribution payable to a defined contribution plan as an expense in the Statement of Profit and Loss when the employees render services to the Company during the reporting period.

(b) Recognition and measurement of Defined Benefit Plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/(asset) are recognized in the Statement of Profit and Loss.

Remeasurements of the net defined benefit liability/ comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized in Other Comprehensive Income.

(c) Other Long Term Employee Benefits:

Entitlements to annual leave and sick leave are recognized when they accrue to employees. Unavailed leave balances are accounted using the Projected Accrued Benefit method with actuarial valuations being carried out at each Balance Sheet date.

(d) Fringe Benefits arising on options vested under Employees Stock Options Scheme (ESOS) are charged to Profit and Loss Account and credited to Stock Options Outstanding Account. On allotment of shares, corresponding amount is transferred from Stock Option Outstanding account to Securities Premium Account.

12 Tax Expense:

(a) Current income tax is measured and accounted based on the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 at the tax rates applicable for the year.

(b) Deferred Tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is measured and accounted based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

13 Provisions, Contingent Liabilities & Contingent Assets:

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

(b) Contingent liability is disclosed in books for a present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation and a reliable estimate is not possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

14 Government Grants:

Government grants which the company is entitled to based on investments made under State Investment Promotion Scheme. The grant amount periodically computed based on income linked with VAT / GST payment are recognised in the Statement of Profit and Loss in the period in which there is reasonable assurance that money becomes receivable.

The benefit of a government loan at below current market rate of interest is treated as a government grant. The loan is recognised and measured in accordance with Ind AS 109. The benefit of the below market rate of interest/ interest free loans is measured as the difference between the initial carrying value of the loan determined in accordance with Ind AS 109 (at Fair Value) and the proceeds received, which is disclosed as deferred income liability. Government grant is recognised in the statement of profit and loss on a systematic basis by transferring from deferred income liability over the period of the loan during which the entity recognises as interest expense, the related costs for which the grants are intended to compensate.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

15 Leases:

Company as a lessee

The Company has adopted Ind AS 116 with effect from 01-04-2019 using the Modified Retrospective Approach and accordingly the comparative figures for the previous year's figures has not been restated.

Ind AS 116 requires lessees to account for all leases under a single on-balance sheet model. The Company, as a lessee, upon transition to Ind AS 116, elected to measure the lease liability for all leases whose non-cancellable lease term is more than 12 months, at the present value of remaining lease payments discounted using the Company's borrowing rate at the date of initial application and recognise the right-of-use asset at an amount equal to the lease liability.

The Company applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

16 (a) Financial Assets:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. All financial assets are recognised initially at fair value. These assets are subsequently classified and measured at:

- (i) amortised cost
- (ii) Fair Value Through Profit and Loss (FVTPL)
- (iii) Fair Value Through Other Comprehensive Income (FVTOCI).

All equity instruments other than in subsidiaries and associates in scope of Ind AS 109 are measured at fair value, the company may, on initial recognition, irrevocably elect to measure the same either at FVTOCI or FVTPL.

The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVTOCI. Fair value changes excluding dividends, on an equity instrument measured at FVTOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

Debt instruments are measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Expected credit losses are recognised for financial assets other than those classified under FVTPL category. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to lifetime expected credit losses i.e., expected credit short fall. The impairment losses and reversals are recognised in statement of Profit and Loss.

(b) Financial Liabilities:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified and measured at amortised cost / fair value through profit and loss (FVTPL). In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using effective interest method.

Financial liabilities are subsequently measured at amortised cost. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

NON-CURRENT ASSETS

4. PROPERTY, PLANT AND EQUIPMENT

₹ Lakhs

Particulars	GROSS BLOCK						DEPRECIATION BLOCK						NET BLOCK			
	Balance as at April 01, 2018	Addition 2018-19	Deletion 2018-19	Gross Block as on April 1, 2019	Addition 2019-20	Deletion 2019-20	Gross Block as on March 31, 2020	Revaluation Surplus	Revised Gross Block as on March 31, 2020	Balance as at April 01, 2018	Depreciation 2018-19	Cumulative depreciation as at April 1, 2019	Depreciation 2019-20	Cumulative depreciation as at March 31, 2020	Net Block as on March 31, 2019	Net Block as on March 31, 2020
Tangible Assets																
Land	381,328.19	3,744.69	364.01	384,708.87	2,054.35	181.20	386,582.02	24,282.25	410,864.27	0.00	40.86	40.86	86.28	127.14	384,668.01	410,737.13
Buildings ¹	54,617.38	4,461.07	410.36	58,668.09	1,791.62	41.59	60,418.12	0.00	60,418.12	12,894.29	3,754.46	16,566.23	3,614.04	20,175.58	42,101.86	40,242.54
Railway Siding	6,741.81	0.00	0.00	6,741.81	0.00	0.00	6,741.81	0.00	6,741.81	1,930.35	641.47	2,571.82	641.13	3,212.95	4,169.99	3,528.86
Plant and Machinery including Electrical Installations ¹	329,592.13	8,165.78	10,363.78	327,394.13	6,301.75	509.50	333,186.38	0.00	333,186.38	61,980.26	19,200.53	4,711.55	76,469.24	18,213.97	250,924.89	238,576.35
Furniture and Fixtures	1,119.25	932.65	23.71	2,028.19	56.43	13.31	2,071.31	0.00	2,071.31	582.64	216.22	9.24	789.62	188.40	1,238.57	1,101.79
Office Equipments and Computers	3,987.32	759.99	12.38	4,734.93	231.73	20.42	4,946.24	0.00	4,946.24	1,827.09	976.24	6.14	2,797.19	704.85	1,937.74	1,455.14
Vehicles	2,525.44	153.58	234.20	2,444.82	152.68	19.66	2,577.84	0.00	2,577.84	841.10	333.03	112.16	346.03	1,395.30	1,382.85	1,182.54
Total Tangible Assets	779,911.52	18,217.76	11,408.44	786,720.84	10,588.56	785.68	796,523.72	24,282.25	820,805.97	80,055.73	25,162.81	100,296.93	23,794.70	110.01	686,423.91	696,824.35
Intangible Assets																
Computer software	7,057.83	1,899.36	0.00	8,957.19	779.51	0.00	9,736.70	0.00	9,736.70	4,393.39	1,262.06	0.00	1,509.13	7,164.58	3,301.74	2,572.12
Right of use assets	0.00	0.00	0.00	0.00	1,035.47	0.00	1,035.47	0.00	1,035.47	0.00	0.00	0.00	204.18	204.18	0.00	831.29
Leasehold Land	2,053.80	308.24	0.00	2,362.04	67.71	0.00	2,429.75	0.00	2,429.75	147.06	49.61	0.00	81.78	278.45	2,165.37	2,151.30
Total Intangible Assets	9,111.63	2,207.60	0.00	11,319.23	1,882.69	0.00	13,201.92	0.00	13,201.92	4,540.45	1,311.67	0.00	1,795.09	7,647.21	5,467.11	5,554.71
Goodwill	10,220.52	8,358.14	3,311.62	15,267.04	2,910.77	0.00	18,177.81	0.00	18,177.81	0.00	0.00	0.00	0.00	0.00	15,267.04	18,177.81
Capital Work in Progress-Tangible															19,573.68	23,490.72
Total	799,243.67	28,783.50	14,720.06	813,307.11	15,382.02	785.68	827,903.45	24,282.25	852,185.70	84,596.18	26,474.48	106,149.05	25,589.79	110.01	726,731.74	744,047.59

¹ Gross Block Includes ₹ 1479.07 Lakhs of equipments on 'right to use basis', which is depreciated over the useful life asset [Previous Year ₹ 1479.07 Lakhs].

Building includes purchase of flats and leasehold lands for which this document of title are yet to be executed in favour of the Company ₹ 4.68 Lakhs [Previous year ₹ 4.88 Lakhs].

The effective date of the revaluation of Property, Plant and Equipment is 31st March, 2020 and valuation was done by an Independent Registered Valuer.

Total Amount of Borrowing Cost capitalised during the year in accordance with Ind AS 23 is ₹ 604.64 Lakhs [Previous Year ₹ 531.80 Lakhs].

₹ Lakhs

Asset Category	2019-20	2018-19
BUILDING	28.46	36.62
PLANT & MACHINERY	125.67	168.03
CWIP	450.51	327.15
Grand Total	604.64	531.80

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	No of Shares / Debentures	Face Value ₹	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
5. NON-CURRENT INVESTMENTS				
OTHER INVESTMENTS				
A Fully paid Equity Shares of Companies (Quoted):				
Associates				
India Cements Capital Limited	10400000	10	2545.78	2544.99
Other than Associates				
Karur KCP Packagings Limited (Fair value thro'P&L)	996500	10	0.00	0.00
The India Cements Limited (Held in Trust on behalf of subsidiaries)	19954024	10	16730.84	16730.84
Servalakshmi Paper Limited	1693783	10	491.20	491.20
			19767.82	19767.03
B Shares of Companies - (Unquoted):				
(i) Associates:				
Fully paid Equity Shares:				
Coromandel Sugars Limited	7000100	10	995.10	994.80
Raasi Cement Limited	359412	10	0.00	0.00
Unique Receivable Management Private Limited	24600	10	2.46	2.46
PT Mitra Setia Tanah Bumbu	2695		130.88	130.32
Debentures:				
Zero% unsecured Convertible Debentures of Coromandel Sugars Limited [Refer Note No.41.4(d)]	3550000	100	3550.00	3550.00
			4678.44	4677.58
(ii) Other than Subsidiaries / Associates (Unquoted) at Fair values through P&L (FVTPL):				
Andhra Pradesh Gas Power Corporation Limited	5896000	10	10492.53	9068.06
ICL Shipping Limited	5000	10	0.50	0.50
Coromandel Packaging Private Limited	460000	10	46.00	46.00
Senka Carbon Private Limited	6450	100	39.38	39.38
TCP Limited	729752	10	556.01	556.01
Sun Paper Mill Limited	325200	10	32.52	32.52
Jagafi Publications Private Limited	1111110	10	0.00	0.00
Carmal Asia Holdings Private Limited	190839	10	0.00	0.00
Other than Associates - Total			11166.94	9742.47
C Government & Trustee Securities (Unquoted):				
National Savings Certificates			1.47	1.45
Indira Vikas Patra Certificates			0.02	0.02
			1.49	1.47

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	No of Shares / Debentures	Face Value ₹	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
NON-CURRENT INVESTMENTS (Contd.)				
D Other Investments Fully paid shares of Co-operative Societies				
Long-term (Unquoted):				
The India Cements Employees Co-operative Stores Ltd, Sankarnagar	2500	50	1.25	1.25
The India Cements Employees Co-operative Stores Ltd, Sankari	5000	10	0.50	0.50
The India Cements Mines Employees Co-operative Stores Ltd, Sankari	5300	10	0.53	0.53
			2.28	2.28
			35616.97	34190.83
Adjustment as per IND AS 28				
1 Increase / (Decrease) in Value Post Investment				
Raasi Cement Limited			0.00	0.00
Coromandel Sugars Limited			3195.70	3670.51
India Cements Capital Limited			(1287.92)	(1298.38)
PT Mitra Setia Tanah Bumbu			338.14	93.96
			2245.92	2466.09
2 Goodwill arising on Investment				
India Cements Capital Limited			234.69	234.69
Unique Receivable Management Private Limited			(2.46)	(2.46)
			232.23	232.23
			38095.12	36889.15
Aggregate value of:				
Quoted Investments			19767.82	19767.03
Unquoted Investments			18327.30	17122.12

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs		March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
FINANCIAL ASSETS:			11. TRADE RECEIVABLES		
6. LOANS			Trade Receivables -Considered good-Secured	0.00	0.00
Loans and Advances to Related Parties-Considered good-Unsecured	17097.90	17932.92	Trade Receivables -Considered good-Unsecured	73615.35	74554.58
Loans and Advances to Body Corporate-Considered good-Unsecured	83004.11	76816.99	Trade Receivables - Which have significant increase in Credit Risk	0.00	0.00
Housing Loan and other Loans to Employees -Considered good-Secured	873.57	964.33	Trade Receivables - Credit Impaired	2577.68	3153.09
	<u>100975.58</u>	<u>95714.24</u>	Sub-total	76190.79	77707.67
			Less: Provision For Doubtful Receivables	(2577.68)	(3153.09)
7. OTHER FINANCIAL ASSET			Total - Sundry Debtors, considered good	<u>73615.35</u>	<u>74554.58</u>
Deposits	7896.43	5391.35			
Other Financial Assets	0.00	63.06	[Net of Security Deposit ₹ 40484.00 Lakhs (As at 31 st March 2019 ₹ 40219.52 Lakhs)]		
	<u>7896.43</u>	<u>5454.41</u>			
8. OTHER NON CURRENT ASSET			12. CASH AND CASH EQUIVALENTS		
Unsecured Considered Good	0.00	0.07	Cash on Hand	112.32	119.95
Capital Advances-Considered good-Unsecured	37711.25	31808.40	Cash at Banks	3693.56	3968.46
	<u>37711.25</u>	<u>31808.47</u>	Fixed Deposit with Scheduled banks	444.89	709.02
			Earmarked Bank Balances		
CURRENT ASSETS			a) Unpaid Dividends	60.50	70.68
9. INVENTORIES			b) Unclaimed Public Deposits	4.69	4.12
Stores / Spares	22140.71	20010.38	Total Cash and Cash Equivalents	<u>4315.96</u>	<u>4872.23</u>
Fuel Including coal	33196.62	35520.53			
Packing Materials	2138.54	1993.51	13. SHORT TERM LOANS		
Raw Materials	7074.00	9253.15	Other Advances - Financial Asset-Considered good - Unsecured	4380.99	4173.12
Work-in-Process	1585.46	1977.51			
Semi-finished Goods	10303.50	10057.32	14. CURRENT TAX ASSETS		
Finished Goods	6545.61	3271.19	Advance payment of tax (Net of provision)	14518.03	9944.78
Construction and Infrastructure - In Progress	1022.03	2556.05			
Stock-In-Trade	147.97	36.31	15. OTHER CURRENT ASSETS		
	<u>84154.44</u>	<u>84675.95</u>	Advance for goods	6078.68	6310.88
			Prepaid Expenses	1829.59	1659.75
10. CURRENT INVESTMENTS			Other Advances	49223.89	46731.10
Investments in Mutual Fund (Unquoted)	119.22	222.28		<u>57132.16</u>	<u>54701.73</u>

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	No. of Shares	Par value per share (₹)	March 2020 ₹ lakhs	No. of Shares	Par value per share (₹)	March 2019 ₹ lakhs
16. SHARE CAPITAL						
AUTHORISED :						
Equity Shares	529808600	10	52980.86	529808600	10	52980.86
Redeemable Cumulative Preference Shares	7500000	100	7500.00	7500000	100	7500.00
Redeemable Non-Cumulative Preference Shares	81500000	100	81500.00	81500000	100	81500.00
			<u>141980.86</u>			<u>141980.86</u>
ISSUED :						
Equity Shares	309897267	10	30989.73	309897267	10	30989.73
			<u>30989.73</u>			<u>30989.73</u>
SUBSCRIBED AND PAID UP :						
Equity Shares fully paid up						
Opening balance	309896036	10	30989.60	308150984	10	30815.09
Add: partly paid up shares, subscribed fully during the year	0	10	0.00	52	10	0.01
Add: Subscribed / allotted during the year	0	10	0.00	1745000	10	174.50
Total issued, subscribed and fully paid up	<u>309896036</u>		<u>30989.60</u>	<u>309896036</u>		<u>30989.60</u>
Equity Shares - subscribed, but not fully paid (other than Directors)						
Opening balance	1165	10	0.09	1217	10	0.09
Add: Fractional Shares			0.09			0.09
Less: partly paid up shares, subscribed fully during the year	0	10	0.00	52	10	0.00
Total -Equity Shares subscribed, but not fully paid	<u>1165</u>		<u>0.18</u>	<u>1165</u>		<u>0.18</u>
Sub total	<u>309897201</u>		<u>30989.78</u>	<u>309897201</u>		<u>30989.78</u>
Total			<u>30989.78</u>			<u>30989.78</u>

List of shareholders holding more than 5% of the equity share capital

(Par value per share is ₹ 10/-)

Shareholder's name	No. of shares held	% held	March 2020	No. of shares held	% held	March 2019
			Total face value ₹ Lakhs			Total face value ₹ Lakhs
Mr. Gopikishan S Damani Mr. Radhakishan S Damani Mr. Shrikantadevi R Damani M/s. Derive Investments (Partners - Mr. Radhakishan S Damani and Mr. Gopikishan S Damani)	62091714	20.04	6209.17	2645103	0.85	264.51
EWS Finance & Investments Private Limited	27643432	8.92	2764.34	27643432	8.92	2764.34
Prince Holdings (Madras) Private Limited	25500000	8.23	2550.00	25500000	8.23	2550.00
Sri Saradha Logistics Private Limited (Formerly Trishul Investments Private Limited)	20621843	6.65	2062.18	18101843	5.84	1810.18
Mrs. Vidya Subramanian *	19954024	6.44	1995.40	19954024	6.44	1995.40
ELM Park Fund Limited	16517020	5.33	1651.70	15861746	5.12	1586.17

* Shares are held in the capacity of a Trustee for the shares held by the Whollyowned Subsidiaries in Trusts.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

Terms / Rights / restrictions attached to shares:

The Company has only one class of Equity share. Each share has a paid up value of ₹ 10/- Every shareholder is entitled to one vote per share, except for the holders of Global Depository Shares, as given below:

During the year 2005-06, the company allotted 5,12,27,592 underlying equity shares of ₹ 10/- each represented by 2,56,13,796 Global Depository Shares (GDS) in the ratio of 2:1. Holders of these GDSs have no voting rights with respect to the Deposited shares.

During the previous year 2018-19, the company had declared and distributed a dividend of ₹ 0.80 per share.

The Board of Directors has recommended a dividend of ₹ 0.60 per share, for the year 2019-20, which is subject to the approval of the shareholders.

During the year 2017-18, pursuant to the Scheme of Amalgamation of Trinetra Cement Limited and Trishul Concrete Products Limited (Transferor Companies) with The India Cements Limited (Transferee Company) approved by the Hon'ble National Company Law Tribunal, Division Bench, Chennai, vide its Order dated 20.04.2017, the Company has allotted, in June 2017, 9,73,544 equity shares of ₹ 10/- each fully paid-up to the eligible shareholders of Trinetra Cement Limited and erstwhile Trishul Concrete Products Limited.

Shares reserved for issue under Employee stock option scheme:

As recommended by the Compensation Committee, the Board of Directors has granted, as on 01.04.2017, 18,35,000 options to eligible employees under Employees Stock Option Scheme, 2016 (Scheme). The options granted under the Scheme got vested with the employees on 01.04.2018 and the vested options were to be exercised within one year from the date of vesting. On exercise of each option, one equity share of ₹ 10/- each fully paid-up were to be allotted at a price of ₹ 50/- per share, including a premium of ₹ 40/- per share.

Out of the above, 17,45,000 Stock Options were vested on 01.04.2018 and the balance 90,000 Stock Options were cancelled. During the year 2018-19, all the 17,45,000 options were exercised by the Option holders and equal number of equity shares were allotted to them. Consequently the paid up equity share capital stands at ₹ 309.90 Crores.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020	March 2019		March 2020	March 2019
	₹ Lakhs	₹ Lakhs		₹ Lakhs	₹ Lakhs
17. OTHER EQUITY			Tonnage Tax Reserve	0.00	90.00
Capital Reserve	16.17	16.17	Less: Transfer / withdrawals	0.00	90.00
Capital Redemption Reserve			Closing balance	0.00	0.00
Opening balance	3136.59	3452.03	Instruments entirely Equity in Nature	3794.70	3794.70
Less: Transfer / withdrawals	0.00	315.45	[Compulsorily convertible Debenture]		
Closing balance	3136.59	3136.59	Less: Transfer / withdrawals	0.00	0.00
Securities Premium			Closing balance	3794.70	3794.70
Opening balance	150331.18	147670.93	Ind AS Transition Reserve		
Add : Additions during the year	0.00	2660.25	Opening balance	232408.91	233309.18
Closing balance	150331.18	150331.18	Less: Transfer / withdrawals	0.65	900.27
Stock Options Outstanding Reserve			Closing balance	232408.26	232408.91
Opening balance	0.00	2,060.48	Surplus in Profit & Loss Account		
Add : Additions during the year	0.00	0.00	Opening balance	66070.99	68449.06
Less : Transfer to Share Premium	0.00	1,962.27	Profit of Foreign Subsidiaries - Jan-19 to Mar-19	(337.73)	0.00
Less : Transfer to General Reserve	0.00	98.21	Add: Profit/(Loss) after tax for the year	28441.65	864.77
Closing balance	0.00	0.00	Sub total	94174.91	69313.83
Debenture Redemption Reserve			Appropriations		
Opening balance	2307.69	3509.54	Dividend (8%) on Equity capital (Proposed for the year 2018-19, paid in 2019-20)	2319.58	2315.59
Add : Additions during the year	0.00	0.00	Dividend Distribution tax	509.60	508.79
Less : Transfer to General Reserve	2307.69	1201.85	Deemed Dividend - (Refer Note No.41.16 (iv)) for the year 2018-19	0.00	303.15
Closing balance	0.00	2307.69	Dividend Distribution tax on Deemed Dividend	0.00	62.31
General Reserve			Transfer to General Reserve	0.00	0.00
Opening balance	35541.90	31424.12	Sub total	2829.18	3189.84
Add : Additions during the year	0.00	4343.21	Closing balance	91345.73	66123.99
Less Withdrawals	68.73	278.43	Total - Other Equity	518813.49	493608.13
Add : Transfer from Debenture Redemption Reserve	2307.69	0.00	Other Comprehensive Income:		
Add : Transfer from Deferred Income	0.00	0.00	[Revaluation of Land]		
Add : Transfer from Tonnage Tax Reserve	0.00	0.00	Opening Balance	0.00	0.00
Add : Transfer from Stock Options Outstanding Reserve:	0.00	0.00	Additions	24282.25	0.00
Closing balance	37780.86	35488.90	Closing balance	24282.25	0.00
Deferred Income (Free Reserve)			Other Comprehensive Income: (other than Revaluation of Land)		
Opening balance	0.00	2316.34	Opening Balance	363.76	1,409.35
Less: Transfer / withdrawals	0.00	2316.34	Additions	(856.32)	(1,045.59)
Closing balance	0.00	0.00	Closing balance	(492.56)	363.76

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs		March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
NON-CURRENT LIABILITIES			CURRENT LIABILITIES		
18. LONG-TERM BORROWINGS			23 SHORT-TERM BORROWINGS		
1. Secured (Refer Note No.40)			Secured:		
a. Term Loans from Banks	208632.79	222741.92	Loans Repayable on Demand:		
b. Debentures	0.00	4615.38	a. Cash Credit facilities from Banks	65188.55	27134.37
c. Others	17833.36	12818.55	Unsecured:		
2. Unsecured others	13614.83	18108.23	Loans repayable on Demand:		
3. Preference Share Capital	1033.78	1153.12	b. Unsecured loans from Banks	10000.00	8495.57
	<u>241114.76</u>	<u>259437.20</u>		<u>75188.55</u>	<u>35629.94</u>
19. OTHER FINANCIAL LIABILITIES			24 TRADE PAYABLES		
Other Financial Liabilities - Lease Liability	723.03	0.00	[A] Total Outstanding dues to Micro Enterprises & Small Enterprises		
			(i) Creditors for Goods	91.56	440.90
20 LONG-TERM PROVISIONS				<u>91.56</u>	<u>440.90</u>
Provision for Mines Refilling & Others	7984.09	8003.98	[B] Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		
Provision for Unavailed leave	4267.00	6052.21	(i) Creditors for Goods	44404.89	46351.76
	<u>12251.09</u>	<u>14056.19</u>	(ii) Acceptances	28402.61	35250.21
21 DEFERRED TAX LIABILITY (NET)			(iii) Other Trade Payables	49079.57	42238.98
Deferred Tax Liability arising on account of timing differences on depreciation and others	65202.69	69019.75	(iv) Trade deposits from Customers	10422.17	10908.57
Less: Deferred Tax Assets	5935.52	5935.52		<u>132309.24</u>	<u>134749.52</u>
Deferred Tax Liability (net)	<u>59267.17</u>	<u>63084.23</u>		<u>132400.80</u>	<u>135190.42</u>
22 OTHER LONG-TERM LIABILITIES			25 OTHER FINANCIAL LIABILITIES		
Deposits	2857.28	2902.31	(i) Current Maturities-Secured Loans - Banks	30362.15	34756.77
Others	0.00	4.20	(ii) Current Maturities-Secured Loans - Others	3914.85	1834.17
Deferred Income Liability (Sales Tax)	7538.13	9705.91	(iii) Current Maturities-Unsecured Loans - Others	8681.24	3928.87
(Drawn to Statement of Profit & Loss - ₹ 2167.78 Lakhs (as at 31 st March 2019 - ₹ 2254.76 Lakhs)			(iv) Interest accrued but not due on borrowings	2674.52	1147.79
	<u>10395.41</u>	<u>12612.42</u>	(v) Other Financial Liabilities - Current - Lease Liability	170.01	0.00
			(vi) Creditors Capital goods	1590.93	1420.37
			(vii) Other Liabilities	16699.18	16323.69
			(viii) Dividend payable	60.77	70.88
			(ix) Unpaid matured deposits and Interest accrued thereon	7.61	7.90
				<u>64161.26</u>	<u>59490.44</u>

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs	April 2019 to March 2020 ₹ Lakhs	₹ Lakhs	April 2018 to March 2019 ₹ Lakhs	₹ Lakhs
26 SHORT TERM PROVISIONS						
Unpaid Dividend (Provision)	<u>17.94</u>	<u>17.94</u>				
27 CURRENT TAX LIABILITIES						
Provision for Income Tax (net)	<u>1960.56</u>	<u>181.57</u>				
28 OTHER CURRENT LIABILITIES						
Customer Credit Balances	7178.51	8166.16				
Other Current Liabilities -Others	<u>6876.97</u>	<u>12153.30</u>				
	<u>14055.48</u>	<u>20319.46</u>				
29. REVENUE FROM OPERATIONS						
Sales	490390.57	543902.06				
Government Incentive on Sales Tax/ GST (refer Note 41.7(7))	511.74	2166.35				
<u>Other Operating Revenues</u>						
Freight Earnings from Ships	2444.14	2891.13				
Income from Gas Power Plant	10154.34	9863.76				
Value of Power Generated from Wind Farms	1401.80	1584.82				
Income from Thermal Power Plant	0.00	76.06				
Income from Ready Mix Concrete	10989.82	12043.44				
Income from Construction and Infrastructure Projects	368.99	90.34				
Income from Real Estate Projects	0.00	842.32				
Aviation Service Receipts	0.00	63.95				
Trade Sales	2382.94	3513.00				
Revenue from Operations	<u>518644.35</u>	<u>577037.23</u>				
30. OTHER INCOME						
Dividend Income	14.23	0.00				
Interest Income	1706.29	1611.39				
Gain on Sale of Investments/Fair value through Profit and loss	<u>1452.37</u>	<u>1399.18</u>				
Other Non Operating Income	3172.89	3010.57				
Rent Recovery	29.19	29.51				
Profit on Sale of Assets	41.27	327.17				
Foreign Exchange translation difference	518.81	0.82				
Miscellaneous Income	<u>405.10</u>	<u>555.19</u>				
Total Other Income	<u>4167.26</u>	<u>3923.26</u>				
31. COST OF MATERIALS CONSUMED						
Raw Material Consumed:						
Opening Stock	9237.32	8902.41				
Add: Purchases	67656.47	78119.56				
Own Quarrying (Net) (Refer Note No.41.5)	<u>27800.40</u>	<u>95456.87</u>	<u>32146.11</u>	<u>110265.67</u>		
Less: Closing Stock	6575.04	9237.32				
Total Raw Materials Consumed	<u>98119.15</u>	<u>109930.76</u>				
32. Purchases of Traded Stock						
Trade Purchases	<u>2873.72</u>	<u>38.30</u>				
33. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS						
Opening Stock :						
Work-in-Process	1977.51	1128.12				
Semi-finished Goods	10057.32	9686.73				
Finished Goods	3287.01	2307.85				
Stock-in-Trade	36.31	36.32				
Construction & Infrastructure - Projects-in-Progress	<u>1023.67</u>	<u>1064.48</u>				

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	April 2019 to March 2020		April 2018 to March 2019			April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
		16381.82		14223.50					
Closing Stock :					(b) Directors				
Work-in-Process	1585.16			1977.51	Director's				
Semi-finished Goods	10301.27			10057.32	Remuneration				
Finished Goods	5895.12			3287.01	Managing Director :				
Stock-in-Trade	41.56			36.31	Salary	113.36		200.00	
Construction & Infrastructure - Projects-in-Progress	1023.67	18846.78	1023.67	16381.82	HRA	34.01		60.00	
Total (Increase) / Decrease in stock		(2464.96)		(2158.32)	Contribution to Provident Fund	72.00		72.00	
					Contribution to Gratuity and Superannuation funds	115.00		38.33	
					Commission	0.00		0.00	
					Others	7.54	341.91	6.00	376.33
34. EMPLOYEE BENEFITS EXPENSE					Managerial				
(a) Employees other than Directors					Remuneration to VC & MD was restricted to limits permitted under Companies Act, 2013				
Salaries, Wages and Bonus	28553.58			28382.30	Wholetime Director:				
Contribution to Provident Fund	1342.57			1319.89	Salary	123.06		180.00	
Gratuity	182.00			668.29	HRA	40.50		54.00	
Superannuation	996.17			689.13	Contribution to Provident Fund	21.60		21.60	
Employees' Provident Fund Administration Charges	58.19			61.00	Contribution to Gratuity and Superannuation funds	34.50		34.50	
Employees' State Insurance Scheme	55.86			75.28	Commission	0.00		0.00	
Workmen and Staff Welfare Expenses	3909.14			4130.94	Others	0.00	219.66	0.00	290.10
Unavailed leave	237.00			528.00	Director's Remuneration- Total	561.57		666.43	
Subtotal	35334.51			35854.83	Total Employee benefits expense (a+b)	35896.08		36521.26	
					35. FINANCE COSTS				
					Interest expense	28952.89		28792.74	
					[Net of Deferred Income Liability - ₹ 2167.78 Lakhs (as at 31 st March 2019 - ₹ 2254.76 Lakhs)]				
					Other borrowing costs	3292.13		4937.74	
					Loss on Foreign currency transactions and translations	2073.49		1311.21	
						34318.51		35041.69	

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	April 2019 to March 2020		April 2018 to March 2019			April 2019 to March 2020		April 2018 to March 2019	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
36. MANUFACTURING AND OTHER OPERATING EXPENSES					38. SELLING AND DISTRIBUTION EXPENSES				
Stores Consumed		5380.03		5646.17	Packing Charges		20749.09		24428.99
Power and Fuel ***		136173.07		168824.08	Freight outwards		107020.60		118536.79
Repairs & Maintenance					Handling		8791.05		8909.73
1. Building	41.79		38.59		Advertisement		2433.22		2066.11
2. Machinery	7804.25		6972.45		Others		17200.16		14322.48
3. Others	2085.98	9932.02	2513.07	9524.11			156194.12		168264.10
Agency and Port Expenses		78.24		37.52					
Construction Costs		427.58		524.52					
Aircraft Operating Expenses		6.07		689.85					
Excise Duty		0.00		0.02					
		151997.01		185246.27					
*** Break up of Thermal Power cost captively consumed					39. DONATIONS				
Description					The India Cements Educational Society		30.00		0.00
Power & Fuel	30064.78	33357.23			Contribution to Electoral Bonds		1000.00		0.00
Stores & Spares	607.65	724.23			Others		26.50		116.29
Salaries & Wages	1201.68	1379.45					1056.50		116.29
Overheads	57.01	51.59							
Depreciation	4164.54	4152.64							
	36095.65	39665.14							
37. ADMINISTRATION AND OTHER CHARGES					Corporate Social Responsibility (CSR) Expenditure:				
Insurance and P&I Charges		763.61		644.05	CSR Expenditure included in Donation				
Rent		87.67		73.59	Donation - Including Contribution to The India Cements Education Society / Trust	30.00		50.50	
Rates and Taxes		1320.42		1294.64	CSR expenditure included in administration and other charges	289.19		399.31	
Printing and Stationery		226.25		248.56	Total CSR expenditure incurred	319.19		449.81	
Postage, Telephones and Telegrams		305.56		390.10					
Other Administration Expenses		11631.63		11813.70	CSR Expenses				
Legal Fees		296.67		454.61	Required to be spent as per Section 135 of Companies Act, 2013				
Directors' Sitting Fees		26.32		30.25		305.31		393.34	
Audit Expenses					Spent towards construction of Asset	70.07		127.32	
Audit Fees	72.60		66.21		Others	249.12		377.67	
Cost Audit Fees	20.00		20.80						
Certifications / Others	10.09		17.21						
Tax Audit/Other Services	10.00		10.12						
Travel/out of pocket expenses	8.14	120.83	17.27	131.61					
Loss on sale of assets		372.41		1,329.29					
Diminution in value of Investments (FVTPL)									
Provision for Doubtful Advances		341.18		99.36					
		15492.55		16509.76					

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

40. SECURITY FOR SECURED BORROWINGS

Break up of Borrowings		Non-Current Maturities		Current Maturities		Total	
		March 2020	March 2019	March 2020	March 2019	March 2020	March 2019
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
(a)	Debentures (Secured) :						
	1 HDFC BANK - 1,500 Nos, Rated, Unlisted, Secured, 10% Redeemable Non-Convertible Debentures Of Face Value Of Inr 10,00,000	0.00	4615.38	4615.40	4615.38	4615.40	9230.76
	Debentures Total	0.00	4615.38	4615.40	4615.38	4615.40	9230.76
(b)	Term Loans (Secured) :						
	From Banks						
	1 IDBI Bank Ltd	0.00	0.00	0.00	8333.34	0.00	8333.34
	2 IDBI Bank Ltd	27525.00	28275.00	750.00	828.00	28275.00	29103.00
	3 ICICI Bank Ltd	13575.00	14137.45	562.50	309.28	14137.50	14446.73
	4 State Bank of India	18077.59	18578.25	499.95	526.00	18577.54	19104.25
	5 Andhra Bank	18081.51	18582.30	500.00	526.00	18581.51	19108.30
	6 Central Bank of India	18095.84	18599.69	494.77	526.00	18590.61	19125.69
	7 ICICI Bank Ltd	6346.12	8076.87	1730.76	0.00	8076.88	8076.87
	8 Yes Bank Ltd	6272.70	12000.00	2090.90	6000.00	8363.60	18000.00
	9 Kotak Mahindra Bank Ltd.	240.00	954.00	714.00	1428.00	954.00	2382.00
	10 HDFC Bank Ltd	0.00	0.00	5500.00	5500.00	5500.00	5500.00
	11 HDFC Bank Ltd	0.00	0.00	9.16	109.92	9.16	109.92
	12 Axis Bank	13750.00	17500.00	3750.00	2500.00	17500.00	20000.00
	13 Yes Bank Ltd	19200.00	19400.00	300.00	400.00	19500.00	19800.00
	14 HDFC Bank Ltd	8050.00	8625.00	1150.00	875.00	9200.00	9500.00
	15 Kotak Mahindra Bank Ltd.	7737.86	9821.13	2083.27	892.83	9821.13	10713.96
	16 ICICI Bank Ltd	18750.00	21725.00	2975.00	0.00	21725.00	21725.00
	17 ICICI Bank Ltd	15614.62	16910.00	2964.80	2090.00	18579.42	19000.00
	18 ICICI Bank Ltd	11126.25	11385.00	373.75	115.00	11500.00	11500.00
	19 Indian Bank	7500.00	0.00	0.00	0.00	7500.00	0.00
	Less : Prorata Processing Fee	(1309.70)	(1827.77)	(702.11)	(817.98)	(2011.81)	(2,645.75)
	Total Secured Loans from Banks	208632.79	222741.92	25746.75	30141.39	234379.54	252883.31
	From Others (Secured) :						
	20 L&T Financial Service Ltd	8050.00	9200.00	1250.00	400.00	9300.00	9600.00
	21 Arka Fincap Limited	2727.27	0.00	909.09	0.00	3636.36	0.00
	22 IFCI Ltd	4500.00	0.00	500.00	0.00	5000.00	0.00
	23 Housing Finance Development Corporation	2600.00	3697.00	1297.00	1468.00	3897.00	5165.00
	Less : Prorata Processing Fee	(43.91)	(78.45)	(41.23)	(33.83)	(85.14)	(112.28)
	Total Secured Loans from Others	17833.36	12818.55	3914.86	1834.17	21748.22	14652.72
	Total Secured long term borrowings	226466.15	240175.85	34277.01	36590.94	260743.16	276766.79

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

40. SECURITY FOR SECURED BORROWINGS (Contd.)

Break up of Borrowings		Non-Current Maturities		Current Maturities		Total	
		March 2020	March 2019	March 2020	March 2019	March 2020	March 2019
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
	UNSECURED						
	From Banks						
	1 HDFC Bank Ltd	0.00	0.00	9500.00	7000.00	9500.00	7000.00
	1 HDFC Bank Ltd	0.00	0.00	500.00	1500.00	500.00	1500.00
	Less : Prorata Processing Fee	0.00	0.00	0.00	(4.43)	0.00	(4.43)
	Total Unsecured Loans from Banks	0.00	0.00	10000.00	8495.57	10000.00	8495.57
	From Others						
	2 Interest free Sales Tax Deferral Loans	21152.96	27814.13	8630.73	3569.56	29783.69	31383.69
	Pref Share Capital - SMPL	1033.78	1153.12	0.00	0.00	1033.78	1153.12
	SMPL Others	0.00	0.00	50.51	359.32	50.51	359.32
	Ind As 20 - Adjustments on Government Grant on above - Refer Balance Sheet Note 22	(7,538.13)	(9,705.91)	0.00	0.00	(7538.13)	(9705.91)
	Total Unsecured Loans from Others	14648.61	19261.34	8681.24	3928.88	23329.85	23190.22
	Total Unsecured Long term Borrowings	14648.61	19261.34	18681.24	12424.45	33329.85	31685.79
	SECURED						
(c)	Cash Credit Facilities and other Working Capital Loans from Scheduled Banks						
	1 Holding Company	0.00	0.00	64690.78	26719.08	64690.78	26719.08
	2 Subsidiaries - CECL	0.00	0.00	497.77	415.29	497.77	415.29
	Total	0.00	0.00	65,188.55	27,134.37	65,188.55	27,134.37
	Total term Liabilities including Current Maturities as per Notes to Balance Sheet	241114.76	259437.19	118146.80	76149.76	359261.56	335586.95

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

SECURITY CLAUSE FOR BORROWINGS

As on 31-03-2020

(a) Debentures:

- > Item (a) The Debentures are secured by way of exclusive charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.

(b) Term Loans:

- > Items (b) 7, 16, 17 & 18 are secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans
- > Items (b) 2 to 6 are secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (b) 8, 13 & 21 are secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (b) 9 & 15 are secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (b) 11 is secured by way of an exclusive first charge on the movable fixed assets of all RMC Units
- > Item (b) 12 is secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (b) 14 & 20 are secured by way of first pari passu Charge on both immovable and movable fixed assets, of Dalavoi Cement Plant of the Company
- > Item (b) 10 is secured by way of pari passu charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (b) 19 is secured by way of pari passu charge on immovable and movable fixed assets . Of Chennai Grinding Unit of the Company
- > Item (b) 22 is Exclusive charge on land admeasuring 103.33 acres out of total of area of 106.91 acres situated at Naranammalpuram, Tirunelveli Taluk and District, Tamil Nadu, identified with certain specific survey numbers.
- > Item (b) 23 is secured by way of mortgage of a property owned by an associate company
- > Item (c) The Working Capital Facilities availed by the Company, are secured by First PariPassu Charge on the Current Assets of the Cement Business of the Company and by Second Paripassu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders
- > Item (c) 2 The working capital facilities of Coromandel Electric Company Limited is secured by first charge on the current assets and second charge on the fixed assets of the said company.

As on 31-03-2019

(a) Debentures:

- > Item (a) The Debentures are secured by way of exclusive charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.

(b) Term Loans:

- > Item (b) 1 was secured by way of exclusive first pari passu charge on the immovable & movable fixed assets of the cement grinding unit located at Vallur Village, Ponneri Taluk, Tamil Nadu.
- > Items (b) 7, 16, 17 & 18 was secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- > Items (b) 2 to 6 was secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- > Items (b) 8 & 13 was secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- > Items (b) 9 & 15 was secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- > Item (b) 11 was secured by way of an exclusive first charge on the movable fixed assets of all RMC Units.
- > Item (b) 12 was secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- > Items (b) 14 & 20 was secured by way of first pari passu Charge on both immovable and movable fixed assets, of Dalavoi Cement Plant of the Company.
- > Item (b) 23 was secured by way of mortgage of a property owned by an associate company.
- > Item (b) 10 is secured by way of pari passu charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- > Item (c) The Working Capital Facilities availed by the Company, was secured by First PariPassu Charge on the Current Assets of the Cement Business of the Company and by Second Paripassu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders.
- > Item (c) 2 The working capital facilities of Coromandel Electric Company Limited was secured by first charge on the current assets and second charge on the fixed assets of the said company.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs		March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
41.1 Estimated amounts of contracts for Capital Expenditure and Commitments (Net of Advances)	14942.19	13866.80	(e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	55.68 33.01
41.2 Monies for which the company is contingently Liab:			(f)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	22.67 33.01
a. Guarantees to Banks / Institutions (including guarantees given on behalf of Subsidiaries and Associates)	14000.00	14000.00	The above information regarding Micro, Small and Medium Enterprises has been determined to the such parties have been identified on the basis of information available with the Company and the same has been relied upon by the auditors.		
b. Unpaid demands under dispute			41.4	Note on PMLA	
i) Central Excise & Service Tax	17513.29	24418.10	The Authorities during the year 2015 have issued an attachment notice under the Prevention of Money Laundering Act, 2002 (PMLA) attaching certain assets of the company for an aggregate value of ₹ 120.34 Crores. The Company filed an appeal against the order of the adjudicating authority specified under PMLA. The matter is currently sub judice.		
ii) Sales Tax and Value Added Tax	3740.71	2583.59	Details of Assets given below:		
iii) Customs Duty	6428.41	6429.58	a)	886 sq. yards plot with 8000 sq.ft building-Punjugutta, Somajiguda circle, Hyderabad	211.89
iv) Income Tax *	1900.87	9239.29	b)	245.86 Acres of Land-Konauppalapadu Village, Yadki Mandal, Anantapur Dist.	122.93
* For AY 2016-17 appellate orders have been received in favour of the company and the rectifications orders are awaited on account of COVID-19 lock down. Once the above rectification order are given effect, the demands will be reduced by ₹ 7771.06 Lakhs and hence current year Income tax demands do not include the said amounts.			c)	10,00,000 9% Non Convertible Cum. Redeemable Pref. Shares in Trinetra Cement Ltd. *	1000.00
The above includes Contingent liability pertaining to Raasi Cement Ltd. (Residuary Co.) for Sales Tax, Income tax and Central Excise aggregating to ₹ 2,249.46 Lakhs (Previous Year ₹ 2,249.46 Lakhs)			d)	20,32,260 Convertible Debentures of Coromandel Sugars Ltd.	2032.26
c. Amount paid towards disputed CENVAT / Sales Tax / Customs duties / Income tax Claims pending in different stages of appeal. Management is of the opinion that these are recoverable at values stated.	1297.70	960.22	e)	86,67,097 9% Non convertible Non Cumulative redeemable Pref. Shares in Trinetra Cement Ltd. *	8667.10
d. Contingent Liability on account of Show Cause Notices issued by Excise & other tax authorities (other than (b) & (c) mentioned above	12319.76	37566.98	* Notwithstanding merger of Trinetra Cement Ltd. with the company, as per the order of NCLT, read with order of High Court of Madras, to the extent of security referred above continues to be held by the company in Trinetra Cement Ltd.		
e. Other claims against the Company not acknowledged as Debts	31434.78	34649.22	41.5	[a] Raw Materials consumed:	
f. The Competition Commission of India (CCI) vide its Order dated 31.08.2016 imposed a penalty of ₹ 187.48 Crores on the Company. The Company filed an appeal before COMPAT (Now called NCLAT). The COMPAT in its interim order directed the Company to pay 10% of the penalty amount (₹ 18.75 Crores) before granting stay which was deposited by the Company. NCLAT vide its order dated 25/07/2018 dismissed the appeal filed by the Company. Against this the Company has filed an appeal in the Supreme Court challenging the NCLAT order and the Supreme Court vide its Order dated 5-10-2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Based on the merits of the matter, as advised by legal experts the management is of the opinion that has just and reasonable grounds to defend its case accordingly no provision is considered necessary for the same.			Own Quarrying includes:		
41.3 As at Balance Sheet date, amounts aggregating to ₹ 91.56 Lakhs were due to Micro, Small and Medium Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 (as per the definition prior to the amendment 2020).			(i)	Salaries & Wages	2586.77 2840.61
(a) The principal amount remaining unpaid to any supplier at the end of each accounting year;	91.56	440.90	(ii)	Stores Consumed	2845.54 4070.76
(b) The interest payable thereon on (a)	0.84	0.01	(iii)	Royalty	11520.34 12912.11
(c) The amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the due date (as per PO or 45 days whichever is earlier) during each accounting year;	Nil	Nil	[b]	Total Consumption of Stores and Spares during the year, including used in own quarrying; Captive Power generation and Repairs & Maintenance	19200.72 19628.36
(d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	21.83	33.00	41.6	Repairs and maintenance includes Stores & Spares	7675.61 8530.85
			41.7	Detailed Information of goods Sold during the Report Period:	
			1	CEMENT:	
			(a)	Sales – Value of Cement	486153.78 538567.60
				Value of White Cement	127.70 188.66
				Value of Clinker	4109.09 5160.74
					490390.57 543917.00
			(b)	Sales – Value of Ready Mix Concrete	10989.83 12043.44

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
2 TEXTILES:		
(a) Sales Value Home Textiles	5.65	6.30
(b) Sale Value Non Textiles	12.97	28.41
3 ELECTRICITY:		
Sale Value	10154.34	9863.76
4 SALE OF COAL:	2363.35	2193.39
5 Real Estate	354.66	842.32
6 Construction and Infrastructure Projects	14.33	90.34
Government Subsidy:		
Note on RIPS 2010-Rajasthan:		
7 Sales revenue includes ₹ 511.74 Lakhs (as at 31 st March 2019 - ₹ 2025.85 Lakhs) representing subsidy offered by Government of Rajasthan as a part of Rajasthan Investment Promotion Scheme (RIPS). The incentive was sanctioned in the name of Trinetra Cement Limited which merged with the Company under a scheme of amalgamation duly approved by NCLT and High Court of Madras. In respect of the Customized Package of Incentives, Company's request for change in name of beneficiary from Trinetra Cement Limited to The India Cements Limited was approved by the State Empowered Committee (Chaired by Chief Secretary) on 14 th September 2018. The approval by the State Cabinet is awaited.		
Investment Subsidy - Maharashtra		
Sales revenue includes ₹ Nil (as at 31 st March 2019 ₹ 140.50 Lakhs) representing subsidy offered by Government of Maharashtra for Sales Tax Incentive Scheme.		
41.8 Credit Losses:		
Exceptional Items for the year ended 31 st March 2020 includes impairment provision / Write off of ₹ 1378.15 Lakhs relating to receivable from certain parties towards the loans and advances given and interest accrued there on and certain receivables from suppliers, based on the overall assessment of recoverable value considering increased uncertainty prevailing across sectors on account of COVID19 outbreak.		
41.9 Expenditure in Foreign Currency:		
Consultancy Fee	322.00	292.56
Travel Expenses and Others	198.71	1,028.77
41.10 Details of Raw Materials consumed for Cement:		
Quantity in Tonnes:-		
Limestone	11,151,199	12,981,169
Gypsum	1,196,244	1,190,032
Others	3,331,212	3,696,752
Value:-		
Limestone	39842.92	47139.94
Gypsum	13710.83	13355.03
Others	33235.28	36125.63
Freight on Inter Unit Transfer of Clinker	5799.18	7819.69
Total	92588.21	104440.29
41.11 Auditors Remuneration:		
(a) Statutory Auditors:		
Audit fees	72.60	66.21
Tax Audit fees	10.00	10.12
Fees for Other Services	10.09	16.41
Expenses reimbursed	8.14	17.27
(b) Cost Auditors:		
Audit Fees	20.00	20.80

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
41.12 Earnings Per Share		
A. Basic Earnings Per Share		
Profit / (Loss) for the year attributable to the shareholders	28441.65	864.77
Weighted average no. of ordinary shares for Basic EPS	309896926	309187262
Basic EPS	9.18	0.28
B. Diluted Earnings Per Share		
Profit / (Loss) for the year attributable to the shareholders	28441.65	864.77
Weighted average no. of ordinary shares for Diluted EPS	309896926	309187262
Diluted EPS	9.18	0.28
The Company had, as on 1 st April 2017, granted 18.35 lakhs Options to eligible employees under Employees Stock Option Scheme 2016 (Scheme). Out of the above, 17.45 lakhs Options were vested during the financial year 2018-19 upon certain option holders exercising their Options and the company allotted 17,45,000 equity shares of ₹ 10/-each fully paid up. During the current financial year 2019-20 - Nil		
41.13 Related Party Disclosures:		
A. Names of the related parties and the nature of the relationship:		
i) Associate Companies:		
Raasi Cement Limited, India		
Coromandel Sugars Limited, India		
India Cements Capital Limited, India		
Unique Receivable Management Private Limited, India		
PT. Mitra Setia Tanah Bumbu, Indonesia (MSTB)		
(ii) Key Management personnel [KMP]:		
Sri. N.Srinivasan – Vice Chairman & Managing Director		
Smt.Rupa Gurunath - Wholetime Director		
Smt.Chitra Srinivasan, Director		
Sri.V.Venkatakrishnan - IDBI Bank Limited, Nominee Director		
Smt.Nalini Murari Ratnam - LIC, Nominee Director (w.e.f. 07.02.2020)		
Sri.S.Balasubramanian Adityan, Director		
Sri.V.Ranganathan, Director		
Sri.K.Balakrishnan, Director (till 28.08.2019)		
Smt.Lakshmi Aparna Sreekumar, Director		
Smt.Sandhya Rajan, Director		
Sri. Basavarajuv, Director		
Sri.N.Srinivasan (F & R), Director (till 01.04.2019)		
(iii) Post employment benefit plan trust		
India Cements Gratuity Fund		
The India Cements Employees Provident Fund, Chilamkur		
The India Cements Employees Provident Fund, Yerraguntla		
(iv) Enterprise in which KMP is interested		
Tamil Nadu Cricket Association		
B. Transactions with Associate Companies during the year:		
Associates:		
Sale of Goods		
Coromandel Sugars Limited	9.36	54.37
Purchase of Goods		
PT Mitra Setia Tanah Bumbu	3853.44	1413.29
Coromandel Sugars Limited	8.85	13.32
	3862.29	1426.61
Receiving of Services:		

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
India Cements Capital Limited	243.88	300.37
Interest on Advances:		
India Cements Capital Limited	35.73	32.97
Coromandel Sugars Limited	578.32	535.80
	614.05	568.77
Finance Cost on Guarantee:		
Coromandel Sugars Limited	82.50	0.00
Remuneration to KMP		
Sri. N.Srinivasan – Vice Chairman & Managing Director	341.91	376.33
Smt.Rupa Gurunath - Wholetime Director	219.66	290.10
	561.57	666.43
Disclosure of Key Managerial Personnel compensation in total and for each of the following categories:		
Short Term employment benefits	318.47	500.00
Post employment benefits	243.10	166.43
TOTAL	561.57	666.43

Managerial Remuneration to Vice Chairman & Managing Director and Wholetime Director was restricted to the ceiling laid down under Schedule V to the Companies Act, 2013

Sitting Fee paid to Directors:

IDBI Bank Limited for Nominee Director	2.00	1.50
LIC for Nominee Director	0.50	2.00
Sri.N.Srinivasan [F& R]	0.00	5.45
Sri.N.R.Krishnan	0.00	1.00
Sri.Arun Kumar Datta	0.00	0.40
Smt.Chitra Srinivasan	2.00	2.50
Sri.V.Manickam	0.00	1.00
Sri.Basavaraju	2.90	2.20
Sri.S Balasubramanian Adityan	3.80	3.85
Sri.V.Ranganathan	3.70	2.80
Sri.K.Balakrishnan	1.50	2.00
Smt.Lakshmi Aparna Sreekumar	5.20	2.60
Smt.Sandhya Rajan	4.70	2.90
	26.30	30.20

Dividends paid to KMP

Sri. N.Srinivasan – Vice Chairman & Managing Director	9.00	9.00
Smt.Rupa Gurunath - Wholetime Director	0.29	0.29
Smt.Chitra Srinivasan - Director	0.63	0.63
Sri.S Balasubramanian Adityan - Director	0.19	0.16
Sri.V.Venkatakrishnan - Director (₹ 240/-)	0.00	0.00
	10.11	10.08

Transactions in which KMP is interested:

Tamil Nadu Cricket Association - Advt. / Mktg promotion of ICL in Tamil Nadu Premier League	350.00	0.00
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Contributions to Post employment benefit plan trust:

India Cements Gratuity Fund	1237.79	946.02
The India Cements Employees Provident Fund, Chilamkur	53.97	58.94
The India Cements Employees Provident Fund, Yerraguntla	23.18	21.29
	1314.94	1026.25

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
C. (a) Outstanding Balances at the year end		
Loans and Advances		
Coromandel Sugars Limited *	13909.75	13242.07
India Cements Capital Limited *	1852.08	1819.93
PT. Mitra Setia Tanah Bumbu, Indonesia * (MSTB)	1336.06	2870.92
Outstanding balances in Post employment benefit plan trust:		
India Cements Gratuity Fund	(7351.91)	(6916.76)
The India Cements Employees Provident Fund, Chilamkur	(19.71)	(21.96)
The India Cements Employees Provident Fund, Yerraguntla	(9.35)	(10.51)
(b) Rate of Interest:		
Coromandel Sugars Limited	9%	9%
India Cements Capital Limited	9%	9%

* Loans ** Advances

Notes:-

- Loans to Employees as per Company's policy are not considered.
- None of the Loanees / Loanee Subsidiaries have per se made any investment in the shares of the Company. Pursuant to the scheme of Amalgamation approved by the Honorable High Court of Judicature at Madras, the Company has issued equity shares to the Shareholders of Visaka Cement Industry Limited. [Visaka] . As per the said Order 400 lakh shares of the Company have been allotted in aggregate, to the shareholders of transferor Company of which 199.54 lakhs share to subsidiaries of the Company and the same are held in a Trust on their behalf. (where the initial period Trust has expired and the same has been extended)

D. Guarantee / Securities given to Group Companies

1. Securities given by way of mortgages for loan taken by:

Coromandel Sugars Limited	16500.00	0.00
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2. Guarantees Issued

Coromandel Sugars Limited (in respect of the loan for which securities were given as mentioned)	14000.00	14000.00
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41.14 Disclosures pertaining to Ind AS 116, Leases

Consequent to the introduction of Ind AS 116 on Leases replacing the old standard Ind AS 17, the company has applied the principles of Ind AS 116 using modified retrospective approach with the date of initial application on 1st April, 2019 recognising the Right-of-Use asset and an equal amount as lease liability in the balance sheet.

The reconciliation between operating lease commitments at 31-03-2019 and lease liabilities as at 01-04-2019 and 31-03-2020 are given below:

Lease Liability		
Particulars	Mar-20	Mar-19
Opening Lease Liability	1,035.89	-
Additions	-	-
Interest for the year	103.55	-
Repayment made during the year	246.40	-
Closing Lease Liability	893.04	-

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

March 2020 March 2019
₹ Lakhs ₹ Lakhs

Maturity profile of Lease Liability - Undiscounted Cash Flows

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Undiscounted Lease Payments	Mar-20	Mar-19
Less than 1 Year	258.85	-
1 to 5 Years	677.39	-
More than 5 Years	314.30	-
Total	1,250.54	-

Lease Expenses recognized in Profit and Loss statement not included in the measurement of lease liabilities:

Particulars	Amount in Lakhs
Expenses related to short term lease (included under other expenses)	3,527.45
Expenses related to low value lease (included under other expenses)	-
Variable lease payments (included under other expenses)	-
Total amount recognised in statement of profit and loss account	3,527.45

41.15 IND AS 115 - "Revenue from Contracts with Customers"

Amount of customer advances recognised as revenue during the period	368.99	932.66
Details regarding contracts in progress		
Aggregate amount of costs incurred and recognised profits (less recognised losses)	3080.25	7380.89
Amount of customer advances outstanding for contracts in progress	190.18	509.45
Retention amount due from customers for contracts in progress	0.00	300.54
Gross amount due from customers for contract works as an asset	1089.83	1608.96
Gross amount due to customers for contract works as a liability	0.00	0.00
Amount of work in progress and value of inventory	1022.03	1990.54

41.16 Movement in Provisions:

(i) Trade Receivables:

(a) Opening Balance	3153.09	2575.23
(b) Additional Provision made during the year	0.00	577.86
(c) Provision reversed / utilised during the year	575.41	0.00
(d) Closing Balance	2577.68	3153.09

(ii) Mines Refilling & Others:

(a) Opening Balance	8003.98	7997.60
(b) Additional Provision made during the year	0.00	6.38
(c) Provision reversed / utilised during the year	19.89	0.00
(d) Closing Balance	7984.09	8003.98

(iii) Leave balances:

(a) Opening Balance	6052.21	6374.63
(b) Additional Provision made during the year	0.00	0.00
(c) Provision reversed / utilised during the year	1785.21	322.42
(d) Closing Balance	4267.00	6052.21

March 2020 March 2019
₹ Lakhs ₹ Lakhs

(iv) Distribution made and proposed (Ind AS 1)

Cash dividend on equity shares:

Final dividend proposed for the year ended on March 31, 2020: ₹ 0.60 per share (March 31 2019: ₹ 0.80 per share declared and paid)

1859.38	2479.21
DDT on final dividend	0.00 509.60
Total Dividend	1859.38 2988.81

Proposed Dividends on equity shares are subject to approval of the shareholders at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at March 31.

(v) Share Based Payments:

The Company has granted 18,35,000 options to certain employees under ESOS Scheme, details are as under:

a) Exercise Period	NIL	1 year
Grant Date	NIL	01/04/2017
Exercise Price / Share (₹)	NIL	50
Method of Settlement	NIL	Equity
	No. of Options	No. of Options

b) Movement of Options Granted

Outstanding at the beginning of the year	NIL	1835000
Granted during the year	NIL	0
Exercised during the year	NIL	1745000
Lapsed during the year	NIL	90000
Outstanding at the end of the year	NIL	0

(vi) Effective Rate of Tax - Reconciliation:

Profit Before Tax & Other Comprehensive Income Before Tax	25668.03	3645.56
Tax @ Marginal Rate (%)	34.94	34.94
Tax Effects of Timing and Permanent Differences (%)	(23.77)	24.45
Tax Expenses as per Books (%)	11.17	59.39

Tax has been computed assuming the company will not opt for the new tax rates applicable under Section 115BAA of the Income Tax Act, 1961 for the year 2019-2020.

(vii) Impact of Business due to COVID-19

- The spread of novel corona virus disease (COVID 19) has severely impacted businesses in India and abroad. The regular business operations have been disrupted severely due to lockdowns, restrictions in transportation, supply chain disruptions, travel bans, social distancing and other emergency measures. In consequence of the lockdown and other measures imposed by the Central and State Governments under the Disaster Management Act, 2005, the operations were shutdown during the last week of March 2020. Operations restarted in phases during April 2020, duly following the Government guidelines. The pandemic situation has affected the normal business operations of the Company and production, sales and profitability, inter alia, have been impacted.
- The Company also has assessed, in line with "Advisory on Impact of Coronavirus on Financial Reporting" issued by the Institute of Chartered Accountants of India, the recoverability and carrying values of its assets comprising property, plant and equipment, intangible assets, trade receivables, inventory and investments as at the balance sheet date. Based on the assessment by the Management the net carrying values of the said assets will be recovered at the values stated. The Company evaluated the internal controls including internal controls with reference to financial statements, which have been found to be operating effectively given that there have been no dilution of such controls due to factors caused by COVID 19 situation.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

viii. Additional information, as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiaries / Associates for the year 2019-20

Rs.Lakhs

NAME OF THE ENTITY IN THE GROUP	NET ASSETS		SHARE IN PROFIT OR LOSS		SHARE IN OTHER COMPREHENSIVE INCOME		SHARE IN TOTAL COMPREHENSIVE INCOME	
	AS % OF CONSOLIDATED NET ASSETS	AMOUNT	AS % OF CONSOLIDATED PROFIT OR LOSS	AMOUNT	AS % OF CONSOLIDATED OTHER COMPREHENSIVE INCOME	AMOUNT	AS % OF CONSOLIDATED TOTAL COMPREHENSIVE INCOME	AMOUNT
The India Cements Limited	99.36%	551870.91	99.19%	4975.05	102.71%	24060.87	102.09%	29035.92
Indian Subsidiaries								
1. Industrial Chemicals and Monomers Limited	2.52%	14015.03	(0.88%)	(43.92)	0.00%	0.00	(0.15%)	(43.92)
2. ICL Financial Services Limited	(0.80%)	(4457.63)	0.06%	3.24	0.00%	0.00	0.01%	3.24
3. ICL Securities Limited	(0.24%)	(1343.83)	(0.13%)	(6.72)	0.00%	0.00	(0.02%)	(6.72)
4. ICL International Limited	(0.63%)	(3476.85)	(5.55%)	(278.58)	0.00%	0.00	(0.98%)	(278.58)
5. Coromandel Electric Company Limited	2.33%	12963.28	32.86%	1648.07	0.00%	0.00	5.79%	1648.07
6. India Cements Infrastructures Limited	(0.74%)	(4083.29)	(1.34%)	(67.28)	0.00%	0.00	(0.24%)	(67.28)
7. Coromandel Travels Limited	(3.17%)	(17603.85)	(7.41%)	(371.64)	0.00%	0.00	(1.31%)	(371.64)
8. Springway Mining Private Limited	(0.04%)	(199.98)	(0.04%)	(2.13)	0.00%	0.00	(0.01%)	(2.13)
9. NKJA Mining Private Limited	0.00%	(7.42)	0.00%	(0.17)	0.00%	0.00	0.00%	(0.17)
Foreign Subsidiaries								
1. Coromandel Minerals Pte. Limited, Singapore	0.31%	1727.41	(0.79%)	(39.50)	2.18%	510.20	1.65%	470.70
2. Raasi Minerals Pte. Ltd., Singapore	(0.01%)	(63.30)	(0.09%)	(4.39)	(0.02%)	(5.01)	(0.03%)	(9.40)
3. PT. Coromandel Minerals Resources, Indonesia	(0.81%)	(4486.87)	(9.79%)	(490.94)	(4.96%)	(1160.99)	(5.81%)	(1651.93)
4. PT Adcoal Energindo, Indonesia	(0.22%)	(1202.74)	0.50%	25.22	0.09%	20.86	0.16%	46.08
Non-Controlling Interest in all Subsidiaries								
1. Coromandel Electric Company Limited	1.00%	5580.56	(2.33%)	(116.87)	0.00%	0.00	(0.41%)	(116.87)
2. Springway Mining Private Limited	(0.01%)	(61.94)	0.01%	0.66	0.00%	0.00	0.00%	0.66
3. Coromandel Travels Limited	(0.02%)	(94.43)	0.11%	5.58	0.00%	0.00	0.02%	5.58
4. Industrial Chemicals and Monomers Limited	0.04%	198.61	0.00%	0.20	0.00%	0.00	0.00%	0.20
Associates								
Indian								
1. Coromandel Sugars Limited	0.75%	4190.80	(9.47%)	(474.80)	0.00%	0.00	(1.67%)	(474.80)
2. India Cements Capital Limited	0.27%	1492.55	0.21%	10.47	0.00%	0.00	0.04%	10.47
3. Raasi Cement Limited, India	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00
4. Unique Receivable Management Private Limited, India	0.00%	0.00	0.00%	0.00	0.00%	0.00	0.00%	0.00
Foreign								
1. PT.Mitra Setia Tanah Bambu, Indonesia	0.08%	469.02	4.87%	244.18	0.00%	0.00	0.86%	244.18
TOTAL	100.00%	555426.07	100.00%	5015.72	100.00%	23425.93	100.00%	28441.65

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs		March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
41.17 (I) Financial Risk Management Objectives and Policies:					
The Group's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Group's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.					
The Group's activities exposes it to various risk including market risk, liquidity risk and credit risk. Group's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The Group uses derivative financial instruments such as foreign exchange forward contracts, foreign currency option contracts, principal only swaps that are entered into to hedge foreign currency risk exposure.					
A. Capital Management					
Total Borrowings (Including Current maturities)	359261.56	335586.94			
Less: Cash Equivalent	4315.96	4872.23			
Net Debt	354945.60	330714.71			
Total Equity	555426.073	530005.89			
Net Debt to Equity Ratio	0.64	0.62			
B. Interest Rate Risk					
Total Borrowings	359261.56	335586.94			
Floating Rate Borrowings	311947.65	272551.39			
Fixed Rate Borrowing	25068.34	41357.77			
Non-Interest Bearing Borrowing	22245.57	21677.78			
Sensitivity Analysis					
An increase of 100 basis points in interest rate at the end of the reporting period for the variable financial instruments will increase / decrease PAT for the year by amount shown below:					
Floating Rate Borrowings	311947.65	272551.39			
Impact of Increase in interest by 100 basis point	3119.48	2725.51			
Impact of Decrease in interest by 100 basis point	(3119.48)	(2725.51)			
Interest rate sensitivity has been calculated assuming the borrowings outstanding at the reporting date have been outstanding for the entire reporting period.					
C. Company's Foreign Currency Exposure					
Hedged Foreign Currency					
Trade Payables - USD 1.62 Million @ ₹ 71.77 Per USD [Previous Year - USD 23.23 Million @ ₹ 71.31 Per USD]	1160.87	16566.80			
Unhedged Foreign Currency:					
Trade Payable - USD 24 Million @ ₹ 75.56 Per USD [Previous Year USD 24.48 Million @ ₹ 69.16 per USD]	18136.85	16928.81			
Trade Receivable - USD 2.12 Million @ ₹ 75.54 Per USD [Previous Year USD 1.01 Million @ ₹ 69.29 per USD]	1598.32	701.38			
Sensitivity Analysis:					
Foreign Currency Sensitivity on Unhedged Exposure:					
₹ 1/- increase in foreign exchange rates will have the following impact on profit before tax	218.87	234.65			
Note: If the rate is decreased by 100 bps profit will increase by an equal amount.					
D. Liquidity Risk:					
Total Borrowings (including current maturities)					
Less than 1 year	118146.80	76149.75			
1 to 5 years	154098.25	163258.45			
More than 5 years	87016.51	96178.74			
Total	359261.56	335586.94			
Other Financial Liabilities - Lease Liabilities (including short-term)					
Less than 1 year	170.01	0.00			
1 to 5 years	474.67	0.00			
More than 5 years	248.36	0.00			
Total	893.04	0.00			
Trade Payables					
Less than 1 year	132400.80	135190.45			
1 to 5 years	0.00	0.00			
More than 5 years	0.00	0.00			
Total	132400.80	135190.45			
Other Financial Liabilities					
Less than 1 year	18358.49	17822.84			
1 to 5 years	0.00	0.00			
More than 5 years	0.00	0.00			
Total	18358.49	17822.84			

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

(II) Disclosure of Fair Value Measurements

The Fair Values of Financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair Value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short term loans from banks and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

Financial Instruments by Category

Rs. Lakhs

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2020					
Financial Assets					
Other Investments (other than subsidiary and associate)	3.75	11777.35	0.00	11781.10	11781.10
Loans and Advances	105356.56	0.00	0.00	105356.56	105356.56
Trade Receivables	73615.35	0.00	0.00	73615.35	73615.35
Cash and bank balances	4315.96	0.00	0.00	4315.96	4315.96
Other Financial Assets	7896.43	0.00	0.00	7896.43	7896.43
Financial Liabilities					
Borrowings	316303.31	0.00	0.00	316303.31	316303.31
Trade Payables	132400.80	0.00	0.00	132400.80	132400.80
Other Financial Liabilities	64884.29	0.00	0.00	64884.29	64884.29

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2019					
Financial Assets					
Other Investments	3.75	10455.94	0.00	10459.69	10459.69
Loans and Advances	99887.36	0.00	0.00	99887.36	99887.36
Trade Receivables	74554.58	0.00	0.00	74554.58	74554.58
Cash and bank balances	4872.23	0.00	0.00	4872.23	4872.23
Other Financial Assets	5454.41	0.00	0.00	5454.41	5454.41
Financial Liabilities					
Borrowings	304773.05	0.00	0.00	304773.05	304773.05
Trade Payables	135190.42	0.00	0.00	135190.42	135190.42
Other Financial Liabilities	59490.44	0.00	0.00	59490.44	59490.44

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

The details of financial instruments that are measured at fair value on recurring basis are given below:

Rs. Lakhs

Particulars	Level 1	Level 2	Level 3
Financial Instruments at FVTPL			
Investments in Listed equity securities and Mutual Funds			
As at 31-03-2020	0.00	119.22	491.20
As at 31-03-2019	0.00	222.28	491.20
Investments in Unlisted equity securities			
As at 31-03-2020	0.00	0.00	11166.93
As at 31-03-2019	0.00	9068.05	674.41

Valuation techniques used to determine the fair value

The Significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instrument	Valuation Technique	Remarks
Investment in Listed Securities	Market Value	Closing Price as at 31st March in Stock Exchange
Investment in Unlisted Securities	Income Approach	Valuation techniques that convert future amounts (cash flows or income and expenses) to a single current (ie discounted) amount. The fair value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

41.18 Employee Benefits:

A. Employee Benefits:

Leave of absence and encashment:

The Company has different leave plans including paid leave of absence plans and encashment of leave plans for employees at different grades and provision has been made in accordance with IndAS19. The total amount of provision available for the unavailed leave balances as at 31st Mar 2020 is ₹ 4267.00 Lakhs (as at 31st March 2019: ₹ 6,054.86 Lakhs). Liability has been created based on actuarial valuation done during the year, with the Discount rate of 6.56%.

B. Defined Contribution Plan:

	March 2020	March 2019
	₹ Lakhs	₹ Lakhs
Employer's Contribution to Provident Fund	1494.36	1474.49
Employer's Contribution to Superannuation (Defined Contribution Plan)	845.18	724.16
Employer's Contribution to ESI	55.86	75.28

C. Defined Benefit Plan:

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits, as per Ind AS 19, are as under:

(a) Contribution to Pension Funds:

The company offers pension plans for managerial grade employees and wholetime Directors. While some of the employees are eligible for Defined Benefit Plan of Pension, others are eligible for Defined Contribution Plan of Pension. The Defined Benefit Plans of pension are managed by Life Insurance Corporation of India and the provision has been made on the basis of actuarial valuation.

(b) Gratuity:

The employees are eligible for Gratuity benefits as per the Payment of Gratuity Act, 1972. The Gratuity Scheme is governed by a Trust created for this purpose by the Company. The amount of Contribution to be made is arrived at based on an actuarial valuation done at the Balance Sheet date.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

₹ Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	Pension	Gratuity (Funded)	Pension	Gratuity (Funded)
(i) Change in defined benefit obligation:				
Balance at the beginning of the year	5905.04	7423.12	6387.49	7537.69
Adjustment of:				
Current Service Cost	-	228.47	-	294.69
Past Service Cost	-	-	-	-
Interest Cost	404.71	449.57	423.69	458.73
Actuarial (gains) losses recognised in Other Comprehensive Income:				
- Change in Financial Assumptions	173.10	124.44	(400.67)	62.56
- Change in Demographic Assumptions	-	-	-	-
- Experience Changes	(448.45)	484.54	971.15	184.90
Benefits Paid	(458.94)	(963.84)	(1476.63)	(1117.96)
Balance at the end of the year	5575.46	7746.30	5905.04	7423.12
(ii) Change in fair Value of assets:				
Balance at the beginning of the year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Re-measurements due to:				
Actual Return on Plan Assets less interest on Plan Assets	-	-	-	-
Contribution by the employer	-	-	-	-
Benefits Paid	-	-	-	-
Balance at the end of the year	-	-	-	-
(iii) Net asset / (liability) recognised in the Balance sheet:				
Present value of Defined Benefit Obligation	5575.46	7746.30	5905.04	7423.12
Fair Value of Plan Assets	-	-	-	-
Net asset / (liability) in the Balance sheet	(5575.46)	(7746.30)	(5905.04)	(7423.12)
(iv) Expenses recognised in the statement of Profit and loss:				
Current Service Cost	-	228.47	-	294.69
Past Service Cost	-	-	-	-
Interest Cost	404.71	449.57	423.69	458.73
Benefits paid	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Total expense	404.71	678.04	423.69	753.42
Less: Transferred to Pre-operative Expenses	-	-	-	-
Amount charged to the statement of Profit and loss	404.71	678.04	423.69	753.42
(v) Re-measurements recognised in other comprehensive Income (OCI):				
Changes in Financial Assumptions	173.10	124.44	(400.67)	62.56
Changes in Demographic Assumptions	-	-	-	-
Experience Adjustments	(448.45)	484.54	971.15	184.90
Actual return on Plan assets less interest on plan assets	-	-	-	-
amount recognised in other comprehensive Income (OCI):	(275.35)	608.98	570.48	247.46

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

₹ Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	Pension	Gratuity (Funded)	Pension	Gratuity (Funded)
(vi) Sensitivity analysis for significant assumptions:				
Increase / (decrease) in present value of defined benefits obligation at the end of the year				
0.5% increase in discount rate	5477.17	6707.77	5800.86	6445.75
0.5% decrease in discount rate	5678.16	7095.60	6013.91	6799.72
0.5% increase in salary escalation rate	5575.46	7096.25	5905.04	6801.31
0.5% decrease in salary escalation rate	5575.46	6705.32	5905.04	6441.43
0.5% increase in employee turnover rate	-	6913.91	-	6637.44
0.5% decrease in employee turnover rate	-	6878.47	-	6598.48
(vii) Actuarial assumptions:				
Discount Rate (p.a.)	6.25%	6.46%	7.50%	7.32%
Expected Return on Plan Assets (p.a.)	0.00	0.00	0.00	0.00
Turnover Rate	-	-	-	-
Mortality tables	IALM(2006-08)	IALM(2006-08)	IALM(2006-08)	IALM(2006-08)
Salary Escalation Rate (p.a.)	Ultimate	Ultimate	Ultimate	Ultimate
Retirement age: For eligible employees	60 years	60 years	60 years	60 years
(viii) Weighted average duration of defined benefit obligation	10.34	26.02	11.68	28.70
Expected Total Benefit Payments				
a. Year 1	1628.38	535.45	1413.22	544.56
b. Year 2	1037.87	1285.86	1101.29	1100.18
c. Year 3	620.60	1085.16	1002.68	1186.39
d. Year 4	226.24	879.42	597.53	1011.51
e. Year 5	396.80	721.25	223.12	791.81
f. Next 5 Years	2109.76	2806.10	2069.17	2741.01

41.19 (i) Consolidation method adopted

These Consolidated Financial Statements (CFS) are prepared in accordance with Ind AS on "Consolidated Financial Statements" (Ind AS-110), "Investments in Associates and Joint Ventures" (Ind AS -28), and "Disclosure of interest in other entities" (Ind AS-112), specified under Section 133 of the Companies Act, 2013.

Name of the Subsidiary Company	2020	2019
	% of Ownership	% of Ownership
ICL Securities Ltd., India	100.00	100.00
ICL Financial Services Ltd., India	100.00	100.00
ICL International Ltd., India	100.00	100.00
Industrial Chemicals & Monomers Ltd., India	98.59	98.59
PT Coromandel Mineral Resources, Indonesia	100.00	100.00
PT Adcoal Energindo, Indonesia	100.00	100.00
Coromandel Mineral Pte Ltd., Singapore	100.00	100.00
Rasi Minerals Pte. Ltd, Singapore	100.00	100.00
Coromandel Electric Company Ltd., India	50.14	50.14
India Cements Infrastructures Ltd., India	100.00	100.00
Coromandel Travels Ltd., India	98.50	98.50
NKJA Mining Pvt. Ltd., India	100.00	100.00
Springway Mining Pvt. Ltd., India	68.88	51.00

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

Name of the Associate Company	2020	2019
	% of Ownership Directly or Through Subsidiaries	% of Ownership Directly or Through Subsidiaries
Raasi Cement Limited, India	43.45	28.94
Coromandel Sugars Ltd., India	25.07	25.07
India Cements Capital Ltd., India	47.91	47.91
Unique Receivable Management Pvt. Ltd., India	49.20	49.20
PT. Mitra Setia Tanah Bumbu, Indonesia	49.00	49.00
	March 2020 ₹ Lakhs	March 2019 ₹ Lakhs
(ii) Disclosure of Interest in Subsidiary		
Disclosure of Interest in Subsidiary		
Name of the entity		
Coromandel Electric Company Limited		
Ownership interest held by the Group	50.14	50.14
Non-controlling Interest (NCI)	49.86	49.86
Non-controlling Interest (NCI)		
Accumulated balances of NCI	5580.56	5407.98
Profit allocated to NCI	116.87	243.68
Dividend paid to NCI	Nil	Nil
The summarised separate financial information of subsidiary is as below:		
Balance Sheet		
Non-current assets	13167.80	13816.88
Current assets	8213.01	9551.59
Total assets	21380.81	23368.47
Non-Current Liabilities	2622.71	4661.34
Current Liabilities	3770.29	3781.72
Total Liabilities	6,393.00	8,443.06
Total Equity	14987.81	14925.41
Profit and Loss		
Revenue	9566.09	9106.17
Profit for the year	234.40	488.73
Other comprehensive income	0.00	0.00
Total comprehensive Income	234.40	488.73
Summarised Cash flow		
Cash flows from Operating activities	1810.60	807.21
Cash flows from Investing activities	764.53	(1403.89)
Cash flows from Financing activities	(2574.53)	945.32
Net Increase in Cash and Cash Equivalents	0.60	348.65

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

(iii) Disclosure of Interest in Associates under equity method

	March 2020	March 2019
Name of the Associate	Location	Principal Activities of Business
Coromandel Sugars Ltd.	India	Manufacture and Sale of Sugar
	% of Ownership Interest	
Coromandel Sugars Ltd.	25.07%	25.07%

Summarised Financial Information for Associates

₹ Lakhs

Balance Sheet	Non-current Assets	Current Assets	Non-Current Liabilities	Current Liabilities	Total Equity
As at 31-03-2020					
Coromandel Sugars Ltd.	38370.17	26996.39	31177.17	23738.14	10421.15
As at 31-03-2019					
Coromandel Sugars Ltd.	38567.48	27919.60	32360.73	21779.37	12346.98
Profit and Loss	March 2020	March 2019			
Total Revenue	29787.76	19081.51			
Profit Before Tax	(369.24)	(1011.07)			
Tax Expenses	65.28	1181.37			
Profit after Tax	(303.96)	170.30			
Share of Profit in Associate	0.00	0.00			
Other Comprehensive Income	(1613.64)	(771.83)			
Total Comprehensive Income	(1917.60)	(601.53)			

41.20 The Primary Segment of the Company is Cement and Other Segments are below the required reportable levels as per Ind AS 108.

41.21 The accounting policies adopted by the holding Company have been applied from the financial year 2001-2002 as per IGAAP for the subsidiaries for which IndAS is not applicable.

41.22 Previous year's figures have been regrouped wherever necessary.

As per our report of 24th June, 2020

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn. No. 003109S

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

For S. VISWANATHAN LLP
Chartered Accountants
Firm Regn. No. 004770S / S200025

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

N. SRINIVASAN
Vice Chairman &
Managing Director

R. SRINIVASAN
Executive President
(Finance & Accounts)

RUPA GURUNATH
Wholetime Director

S. SRIDHARAN
Company Secretary

S. BALASUBRAMANIAN ADITYAN
V. RANGANATHAN
SANDHYA RAJAN
Directors

Place : Chennai
Date : 24th June, 2020

TOWARDS CORPORATE SOCIAL RESPONSIBILITY



Distribution of iron box



Distribution of push carts



Fogging machine to spray insecticide



Tailoring course for women



Livestock rearing for income generation



Installation of RO plant



Skill development programme for women



Abacus training for school students

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