BK BIRLA GROUP OF COMPANIES

MANGALAM CEMENT LTD.

MANGALAM CEMENT LTD.

MC/SEC/
August 12, 2022

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

Sub: Notice of 46th Annual General Meeting and Annual Report for the year ended 31st March, 2022.

Dear Sir/Madam,

In terms of the provisions of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of the Notice of the 46th Annual General Meeting ("AGM") of the Company to be held on Saturday, 03rd September, 2022 at 02.00 P.M. Indian Standard Time (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), along with the Annual Report for the financial year ended 31" March, 2022.

The Notice of AGM along with Annual Report of the Company for the financial year ended 31" March, 2022 is being sent electronically to those shareholders only whose email IDs are registered with the Company/ Registrar and Share Transfer Agent and the Depositories. The aforesaid Notice & Annual Report are also being uploaded on the website of the Company.

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

Thanking You

Yours faithfully
For Mangalam Cement Ltd

Manoj Kumar
Company Secretary

Encl.: as above

Regd. Office & Works : P.O. Aditya Nagar-326520, Morak, Distt. Kota (Raj.) CIN : L26943RJ1976PLC001705, Telefax : 07459 - 232156
Website : www.mangalamcement.com, E-mail : email@mangalamcement.com
Kota Office : Shop No. 20, 80 Feet Road, Opp. Sukhdham Colony, (Near SBI Bank) Kota - 324 001 (Rajasthan)
Mob : 9351468064
Delhi Office : UCO Bank Building (4th Floor), 5, Parliament Street, New Delhi - 110 001
Tel. No. : 011- 43539132, 43539133, 43539137 Fax : 011- 23421768
E-mail : delhi.purchase@mangalamcement.com, delhi.marketing@mangalamcement.com
Jaipur Office : 2nd Floor, Geejgarh Tower, Hawa-Sarak, Jaipur - 302 006 (Rajasthan)
Tel. : 0141 - 2218933, 2218931, E-mail : jaipur.marketing@mangalamcement.com



2021-2022

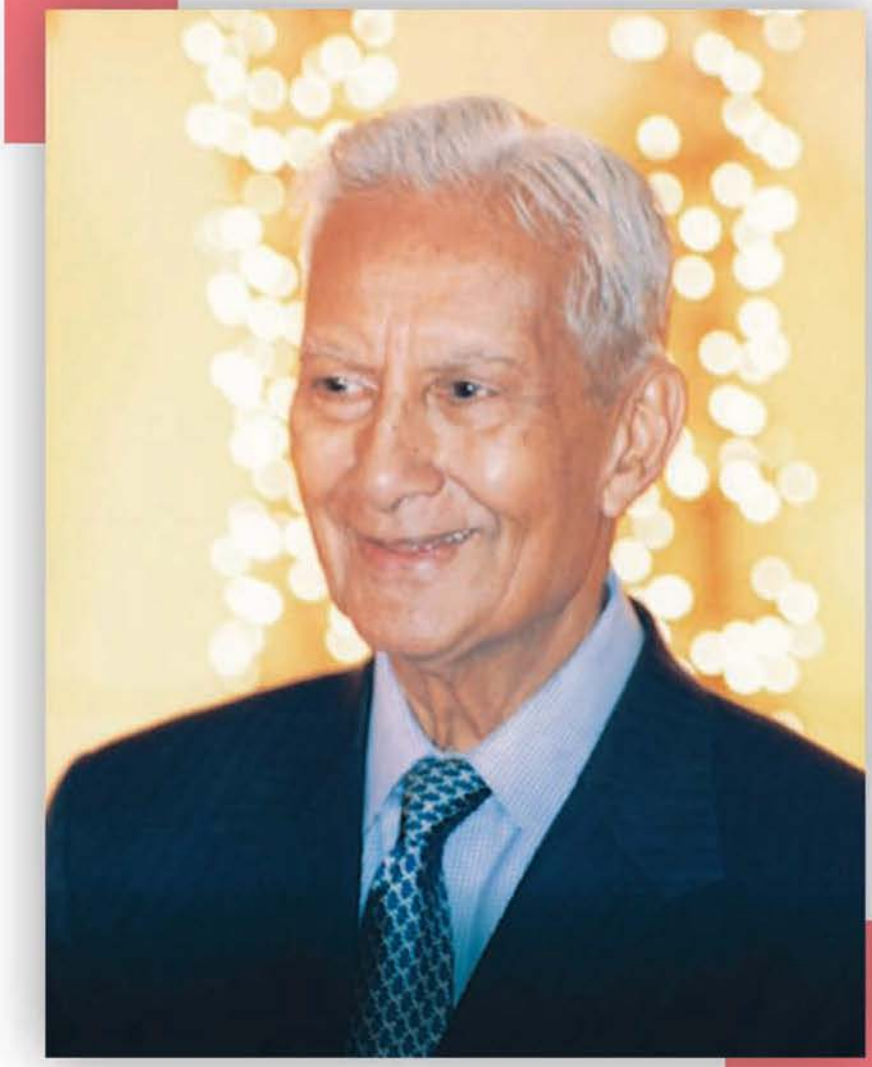
ANNUAL REPORT

Mangalam Cement Limited

Forward-looking statement

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

Respected Syt. Basant Kumar Birla
Founder of the Company



Corporate Information

Board Of Directors

Smt. Vidula Jalan	Co-Chairperson
Shri A. V. Jalan	Co-Chairperson
Smt. Aruna Makhan	
Shri N. G. Khaitan	
Shri Gaurav Goel	
Shri K. C. Jain	

Key Management Personnel

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

Senior Management Executive

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

Plant Locations

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

Uttar Pradesh
K/1, CDF Complex
UPSIDC Industrial Area
Anoopsahar Road,Cherat
Dist - Aligarh, Pin-202022

Bankers

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

Registered Office

P.O. Aditya Nagar-326520
Morak, Dist. Kota (Rajasthan)
CIN: L26943RJ1976PLC001705
Fax: 07459 232036
07459 232231
communication@mangalamcement.com
www.mangalamcement.com

Corporate Office

Birla Building, 10th Floor
9/1, R.N. Mukherjee Road
Kolkata - 700 001
0332243 8707 /8857
kolkata@mangalamcement.com

Auditors

Singhi & Co.
Chatered Accountants
Kolkata

Registrar & Share Transfer Agent

M/s. MAS Services Ltd.
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110020
Fax: 011-26387384
011-26387281/82/83
info@masserv.com
www.masserv.com

Index

Company Overview

Board of Directors	4
Performance Highlights	6
Awards and Recognitions	8
Marketing Initiatives	9
Human Resource Initiatives	11
CSR Initiatives	15

Statutory Reports

Report of the Directors	18
Management Discussion & Analysis	25
Corporate Governance Report	38
Business Responsibility Report	55

Financial Statements

Independent Auditor's Report	63
Balance Sheet	73
Statement of Profit & Loss	74
Statement of Cash Flows	75
Notes	79

Board of Directors



Smt. Vidula Jalan, Co-Chairperson

DIN : 01474162

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



Shri Anshuman Vikram Jalan, Co-Chairperson

DIN : 01455782

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



Smt. Aruna Makhan, Independent Director

DIN : 00025727

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



Shri N.G. Khaitan, Independent Director

DIN : 00020588

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



Shri Gaurav Goel, Independent Director

DIN : 00076111

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



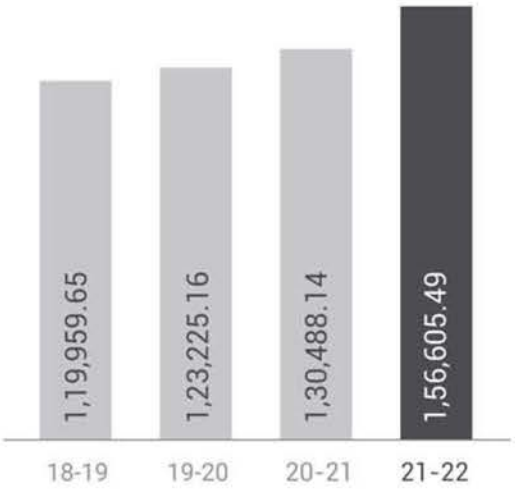
Shri K C Jain, Independent Director

DIN : 00029985

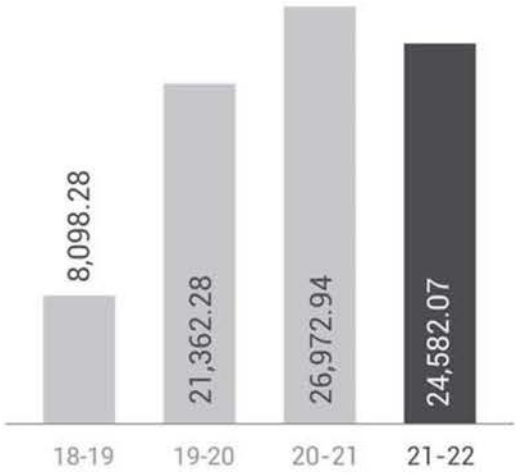
Shri K C Jain, a qualified Chartered Accountant, was the Whole-time Director of Kesoram Industries Ltd. He has a rich 50 years of experience in the cement industry. He was a member of the Managing Committee of Cement Manufacturers' Association (CMA) for 35 years.

Performance Highlights

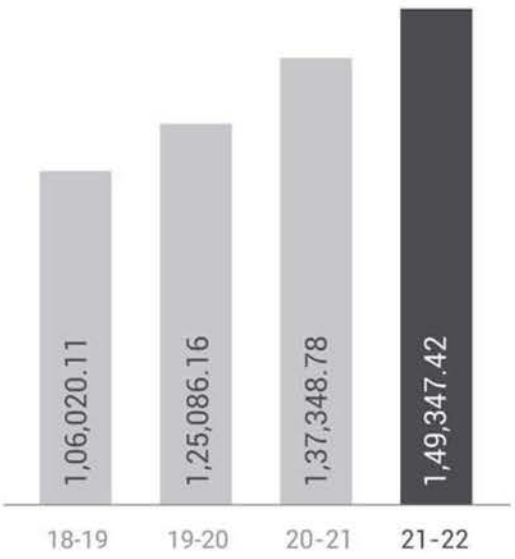
Total Revenue (₹ in Lakhs)



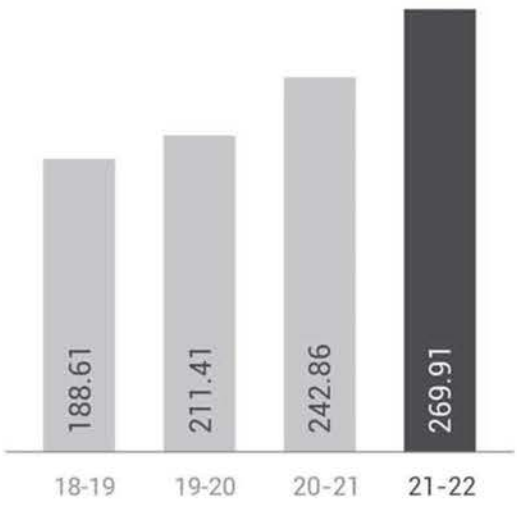
EBIDTA (₹ in Lakhs)



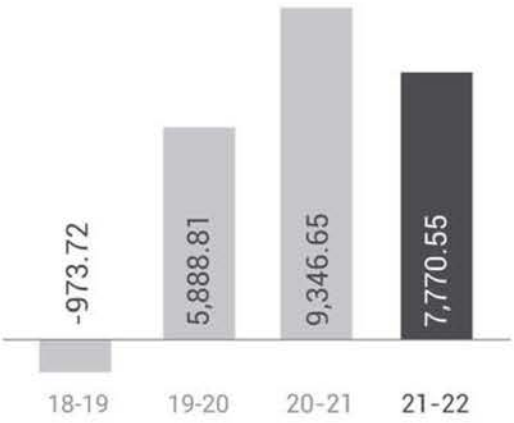
Gross Block (₹ in Lakhs)



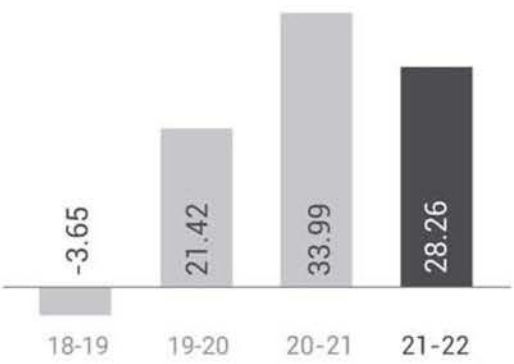
Book Value Per Share (₹)



Post Tax Profit (₹ in Lakhs)



Earnings Per Share (₹)



697.63 Lakh Kwh

Waste Heat Recovery Plant

170.78 Lakh Kwh

Captive green energy production through wind power

1325.69 Lakh Kwh

Captive thermal energy production



Awards and Recognitions

5 STAR RATING AWARD FOR SUSTAINABLE MINING

Mangalam Cement Limited stands tall by committing itself to sustainable mining for which the company's limestone mine at Morak, Rajasthan was honoured with a 5 Star rating award. It was accorded by Indian Bureau of Mines, Government of India on 23rd November, 2021 in the 5th National Conclave on Mines and Minerals.



Shri P. R. Chaudhary (Senior Joint President - Operations) receiving the award from the Hon'ble Minister of Coal & Mines, Shri Pralhad Joshi

BEST EMPLOYER

Mangalam Cement Limited was awarded the "Certificate of Excellence Trophy- 2021" by Employer Association of Rajasthan on 14th November, 2021.

With unrelenting zeal for excellence in all spheres, the Company also consistently undertakes various labour welfare activities which helps reinforce well-being of its workers, employees, trade unions, governmental and non-governmental institutions and agencies.

These endeavours help in strengthening lifestyle and build morale and motivation of the workforce.



Shri Sunil Sachan (President - Operations) receiving the award from the Hon'ble Speaker of the Lok Sabha, Shri Om Birla

Marketing Initiatives



MANGALAM COVID CARE JACKPOT

With safety ingrained in our minds and processes, Mangalam Cement launched a health and safety wellness scheme: "Covid-Care Jackpot", where essential products such as oxygen concentrators, UV box, smart watches, thermometer, corona guard were distributed to our dealer network, as a part of our social marketing initiative.



DISTRIBUTION OF OXYGEN CONCENTRATORS

- In our endeavour and commitment towards the health and well-being of our network during the pandemic, the Company initiated a noble cause of distributing oxygen concentrators to our sales promoter offices for any emergency requirement of our vast network of dealers, retailers and their families.
- Items such as face masks, oximeter, thermometer, steam inhaler and face shields were also distributed to our network for ensuring their safety and good health.





ARCHITECT MEET

- Building strong ties with engineers and architects

The Company organized a number of formal workshops with architects and engineers on a proactive basis throughout the year, which helped in cultivating a stronger bond and fruitful interactions to reinforce our premium product **"Mangalam ProMaxX"**





INTERACTION WITH DEALERS

- **Holi Milan Samaroh**

After two years of muted festivities, 'Holi Milan Samaroh' was organised by the Company and celebrated in full festive spirit, marked with much fervour and joy. Showering flower petals, dance, music and tasty gujiyas added more fun and frolic to the celebration.

- **Football Meet**

To encourage sports participation amongst the youth in rural areas, the Company organised a football match for a group of passionate and young boys in Baran, Rajasthan.



Human Resource Initiatives



CELEBRATING COUNTRY'S NATIONAL DAYS

Instilling a sense of pride and joy, the Company celebrated country's Independence Day on 15th August, 2021 and Republic Day on 26th January, 2022. The important ceremonial events of independent India were commemorated with flag hoisting, singing of national anthem and sweets distribution. These festivities were cherished by Company's employees and workers along with Mangalam Mahila Mandal Society ladies.





CARING FOR THE ENVIRONMENT

- **Mass Tree Plantation Drive**

With a focus on sustainable development and maintaining a green belt, the Company planted 10,000 saplings in surrounding areas of Company's Aligarh plant. This was achieved on the occasion of National Safety Day on 4th July, 2021 in cooperation with UP Pollution Control Board under the leadership of Sh. Nitish Ramesh Kokarana (Principal Secretarty - PWD, UP) IAS.

CAMPUS RECRUITMENT DRIVE

Recognizing the importance of investing in human capital, the Company participated in campus recruitment drives at Malaviya National Institute of Technology, Jaipur and MBM University, Jodhpur to hire talent for various departments. The exercise, on one hand, enabled the Company in hiring promising young minds and building its brand identity among new audience and on the other hand, provided young engineers an opportunity to learn and excel in the starting phase of their career.





Monthly Safety Meeting



Daily Safety Meeting

SAFETY FIRST-

- **Safety Meetings**

  Safety and health are at the forefront of Mangalam Cement Limited. As a socially responsible corporate, the Company has initiated a monthly safety and health program for protecting the Company's most valuable asset: our workers, wherein 'Safety Meets' are conducted on the first day of each month. The agenda of the meets include safety-specific discussions, promoting plant best practices, and sharing success stories. The Best Performers of the month are suitably rewarded during the Meets.

  The Company also organises daily safety meetings at the job site before a job or work shift commences.

NATIONAL SAFETY WEEK CELEBRATION

To cultivate and promote safety amongst the employees at the plant, the Company celebrated National Safety Week from 4th March 2022 to 10th March 2022. The mission of the National Safety Week Celebration was to collectively raise awareness about the importance of safety measures and how to implement them in day-to-day activities. A series of competitions and activities related to safety were organised throughout the week for employees and their family members. During the National Safety Day function, employees and workers gathered and undertook a "Safety Pledge" to reaffirm their commitment to ensuring health and safety. Safety banners and posters were also displayed at various locations along with the distribution of tokens and articles promoting safety awareness and alertness among all the employees.



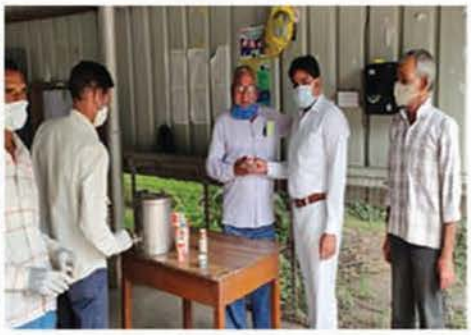
EMPLOYEE HEALTH AND WELL BEING

The Company's belief of its employees as its most treasured resource has led to prioritizing their well-being and health. In line with this, the Company organised a silicosis awareness camp, in joint collaboration with Dy. Chief - Factory & Boilers, where early symptoms of silicosis & its precautions were discussed. More than 60 workers & employees participated in this event.



A multi special Health Check-up camp was organised on 27th March, 2022 by the Company for its employees, their families and members of the community.





COVID-19 PREVENTIVE MEASURES FOR EMPLOYEES

Understanding the importance of boosting natural immunity during pandemic, the Company has undertaken free of charge distribution of Ayurvedic Kadha to all employees and their family members twice a month. The Kadha not only helped in strengthening the immune system but also provided protection from seasonal diseases and flus.

ENHANCING EMPLOYEE ENGAGEMENT-

- **Sporting Events**

Mangalam Cement realises the sheer potential of team building exercises and sporting events in increasing productivity and delivering high performance. In view of this, the Company regularly organizes sports tournaments for its employees which helps in improving communication among team members, boosting motivation and developing problem solving skills. In December'21, the Company had organized Cricket & Volleyball Tournament which witnessed active participation.







- **Festival celebration and Cultural nights**

  Harmonious company culture goes a long way in ensuring success. The Company held an array of festive and cultural events throughout the year, where the employees and their family members leveraged this opportunity to rejuvenate themselves, develop inter-personal bonds outside office environment and feel a sense of belongingness.

  The Company celebrated the festival of colors- Holi by organising a Basant Mela on 10th March'22; various fun activities and games were organised and food stalls were set up to celebrate the occasion. A musical night was also organised on 16th March'22 for workers and their family members to rejoice in and unwind.

PROMOTING ART & CULTURE

With the objective of promoting art and culture among the youth of the society, the Company organised a number of activities such as mehendi and painting competitions in school and gram panchayats surrounding the plant of the Company. The winners of the competitions were also awarded.









INTERNATIONAL WOMEN'S DAY CELEBRATION

Celebrating women empowerment and their outstanding achievements has always been a key part of the Company's culture. International Women's Day celebrations were held by felicitating and recognizing our women workforce for their contribution in plant productivity which saw an active participation of women employees across the manufacturing units. These were some of the steps undertaken to foster Company's commitment to achieving gender equality and diversity.

CSR Initiatives





DONATION OF AMBULANCE

Continuing its CSR initiatives, the Company donated an ambulance to Gram Panchayat, Morak Station for use by the residents of the surrounding areas in case of medical or health emergency.

Rural Infrastructure Development Support

Committed to assisting in development of the infrastructure in rural areas, Company provides regular financial assistance to gram panchayats as a part of its CSR initiatives. With support of the Company, road construction work has been initiated in Hiriyakhedi & Budhkhan panchayat.







SILAI SCHOOLS

-An initiative to empower women

To contribute meaningfully to women empowerment in rural areas, the Company has tied up with gram panchayats surrounding the plant in providing training of tailoring and garment stitching to the women of the village. This promotes financial independence and self-respect among women, thereby building a better society. More than 60 women have been benefitted under this program.

SKILL DEVELOPMENT AND PROMOTION OF EDUCATION

For upgrading skills of the youth and building a progressive society, the Company provides regular financial support to Industrial Training Institution (ITI), Khairabad. The financial assistance helps in promoting education and skill enhancement of the students residing in surrounding gram panchayats.







DISTRIBUTION OF BABY WARMERS

As a part of its CSR initiative, the Company donated baby warmers at CHC-Ramganj Mandi, CHC-Morak station & PHC-Khairabad.

CSR initiatives in response to COVID-19 Pandemic

OXYGEN CONCENTRATOR BANK

Witnessing the oxygen crisis in the country during the second wave of Covid-19 pandemic, the Company initiated the establishment of an "Oxygen Concentrator Bank" at Company's Occupational Health Centre to provide oxygen facility to needy people at their residences on free of charge basis.





DISTRIBUTION OF OXYGEN REGULATORS

With a quick response to a call for help during the pandemic, the Company provided "Oxygen Cylinder Regulators" to DTO Ramgajnj Mandi to care for corona patients at Ramganj Mandi, Suket and Jhalawar Government Hospitals.



मंगलम सीमेन्ट ने भेंट किये ओक्सीमीटर

DISTRIBUTION OF PULSE OXIMETER

The Company had come forward in distribution of free of charge pulse oximeters in surrounding gram panchyats such as Morak Village, Morak Station, Chechet, Barodiya, Budhkhan, Hiriyakhedi and Ramganj Mandi.



मंगलम सीमेंट ने दिए एक हजार मेडिकल कोरोना किट

DISTRIBUTION OF CORONA MEDICAL KIT

The Company distributed 1000 corona medical kits to Mangalam Cement SamudayakSwasthya Kendra Ramganj Mandi. The second wave of Covid-19 pandemic tested the medicine supply chains like never before. In such times, the Company came forward and was able to arrange for and distribute medical kits to help corona patients.



मंगलम् महिला मण्डल की ओर से निःशुल्क भोजन व दूध की घोषणा

DISTRIBUTION OF FOOD AND MILK

During the second wave of Covid-19 pandemic, the Company donated food and milk to Covid-19 positive patients, labourers and other villagers.

Report of the Directors

for the year ended 31st March, 2022

Dear Members,

The Directors have pleasure in presenting the 46th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2022. The summarized Financial Results are given below :

1. FINANCIAL RESULTS

(₹ in Lakhs)

	Current Year ended 31st March, 2022	Previous Year ended 31st March, 2021*
Net Sales/ Income from operations	**156605.49**	**130488.14**
Operating Profit before interest, Depreciation and Tax and other amortisation ("EBIDTA")	**24582.07**	**26972.94**
Less:		
Depreciation and Amortisation Expenses	6229.83	6291.62
Finance Costs	6443.28	6888.52
Tax Expenses (net)	4138.41	4446.15
	16811.52	**17626.29**
Net Profit for the year	**7770.55**	**9346.65**
Other Comprehensive Income (net of tax)	67.35	(105.21)
Total Comprehensive Income (after tax)	**7837.90**	**9241.44**

**During the year, the Company has given accounting effect of Scheme of Amalgamation of Mangalam Timber Products Limited with the Company w.e.f. the appointed date i.e. 1st April, 2019 after the Scheme was approved by the Hon'ble National Company Law Tribunal (NCLT) on 7th September, 2021 by Cuttack Bench and on 3rd November, 2021 by Jaipur Bench. The financial statements for the year ended 31st March, 2021 have been restated to give impact of the aforesaid Hon'ble NCLT orders. Accordingly, comparative figures for previous year have been given on the basis of restated financial statements.*

2. DIVIDEND

We recommend a dividend of ₹ 1.50/- (Rupees One and Paisa Fifty Only) per equity share of ₹ 10/- each for the year ended 31st March, 2022.

3. TRANSFER TO GENERAL RESERVE

The Directors have not proposed to transfer any amount to the General Reserve.

4. OVERALL PERFORMANCE

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

5. MANAGEMENT DISCUSSION & ANALYSIS

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

6. RENEWABLE ENERGY

The Company owns 13 Wind Turbines with a total capacity of 13.65 MW. During the year, total generation from all the turbines together was 170.78 lakhs Kwh.

7. CAPTIVE THERMAL POWER PLANT

Your Company has a 35MW (17.5x2) of captive Thermal Power Capacity and during the year the total generation was 1325.69 lakhs Kwh from the Captive Power Plant (CPP). It has also secured sufficient long-term sourcing for its requirement of Thermal Coal for the CPP.

8. WASTE HEAT RECOVERY PLANT

The Waste Heat Recovery (WHR) Power Plant of 11 MW is running at its optimum capacity. This lowers the power costs for the Company as well as, shall help to lower the impact of any fuel and power cost rise in future. The total generation from the Waste Heat Recovery Plant during the year was 697.63 lakhs Kwh.

9. UPGRADATION OF KILN-I

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

However, due to COVID-19 pandemic, the project got delayed by three months because of non-availability of laborers at site and delay in supply of materials.

During the year under review, your Company has successfully completed the above said modification and upgradation and trial run of enhanced capacity was undertaken on 28th June, 2021. The clinker capacity of the Company stands enhanced by 3.00 lakhs MTPA and cement capacity by 4.00 lakhs MTPA. Accordingly, the overall cement capacity of the Company shall be 44 lakhs MTPA.

10. AMALGAMTION OF MANGALAM TIMBER PRODUCTS LIMITED WITH COMPANY

The Scheme of Amalgamation of Mangalam Timber Products Limited (Transferor) with the Company (Transferee) (the

Scheme) was approved by the Hon'ble National Company Law Tribunal (NCLT) on 7th September, 2021 by Cuttack Bench and on 3rd November, 2021 by Jaipur Bench on completion of all approvals as specified in the scheme and orders of the Hon'ble NCLTs. The Scheme became effective on 11th November, 2021. Pursuant to the Scheme becoming effective, all assets and liabilities of the transferor company got transferred and vested with the transferee company with effective from 1st April, 2019 i.e. the appointed date.

As per the clarification issued by the Ministry of Corporate Affairs vide circular no. 09/2019 dated 21st August, 2019 ('MCA Circular'), the appointed date identified under the scheme shall also be deemed to be the date of transfer of control for the purpose of accounting standards.

Accordingly, the transferee company has recognized the effect of the scheme on 1st April, 2019 as per fair value considered as on 1st April, 2019 and loss for the period 1st April, 2019 to 31st March, 2021 of the transferor company and capital reserve on the acquisition has been adjusted in retained earnings.

Further pursuant to clause no. 9.4 of the Scheme of Amalgamation of Mangalam Timber Products Limited (Transferor Company) with Mangalam Cement Limited (Transferee Company), no fractional shares were to be issued by the Transferee Company in respect of the fractional entitlements, if any, to which the Equity Shareholders of the Transferor Company may be entitled on issue and allotment of the Equity Shares in the Transferee Company in consideration of the amalgamation, as above. Accordingly, 8813 shares were credited to the Demat account of Shri Manoj Kumar, Company Secretary of Transferee Company and same were sold in open market on 31st March, 2022 and proceed of fraction shares will be distributed to all the eligible shareholders accordingly.

11. INCREASE IN AUTHORIZED CAPITAL

Pursuant to the Scheme of Amalgamation of Mangalam Timber Products Limited with Company, the Authorised Share Capital of Company has increased from Rs. 60,00,00,000/- (Rupees Sixty Crores) to Rs. 120,00,00,000/- (Rupees One Hundred Twenty Crores) divided into 6,50,00,000 Equity Shares of Rs.10/- each, 2,00,000 Redeemable Cumulative Preference Shares of Rs. 100/- each, 1,80,00,000 Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 10/- each and 35,00,000 7.50% Non-Cumulative Redeemable Preference Shares of Rs.100/- each.

12. INCREASE OF PAID UP CAPITAL

Pursuant to the Scheme of Amalgamation of Mangalam Timber Products Limited with Company, 8,03,518 Equity Shares were allotted to the eligible shareholders of Mangalam Timber Products Limited and therefore the paid up Equity Share Capital of Company was increased from Rs. 26,69,37,800/- (2,66,93,780 Equity Shares of Rs. 10/- each) to Rs. 27,49,72,980/- (2,74,97,298 Equity Shares of Rs. 10/- each).

13. CANCELLATION OF EQUITY SHARES AND PREFERENCE SHARES HELD BY COMPANY IN MANGALAM TIMBER PRODUCTS LIMITED

Pursuant to the Scheme of Amalgamation of Mangalam Timber Products Limited with Company, 6,50,000 Equity Shares of Rs. 10/- each of Mangalam Timber Products Limited held by Company were cancelled and no shares were issued to Company for the same and further 34,47,000 7.50% Non-Cumulative Redeemable Preference Shares of Rs.100/- each of Mangalam Timber Products Limited held by Company were also cancelled.

14. FINANCE

During the period under review, the Company has made repayment/prepayment of term loan of Rs. 236.18 crores (including term loan of Rs. 11.33 crores of MTPL) to various banks.

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

15. RISK MANAGEMENT

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

The Board of Directors in its meeting held on 22nd May, 2021 constituted a Risk Management Committee, the details of composition of the Committee and meetings held during the financial year 2021-22 are provided in the Corporate Governance Report.

16. CREDIT RATINGS

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

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

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

Further during the year, India Ratings and Research (Ind-Ra) has assigned IND A1+ rating for commercial paper.

17. INSURANCE

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

18. DETAILS OF BOARD MEETINGS

The Board of Directors of your Company met 6 times in the year 2021-22. The details of the Board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

19. DIRECTORS

During the year under review, there was no change in the composition of the Board of the Directors of the Company.

In accordance with the provision of Section 152(6) of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, Shri A. V. Jalan, Co-Chairperson of the Company, (DIN: 01455782) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment. Details of the proposal for his appointment are given in the Notice of the Annual General Meeting. His re-appointment at the 46th AGM as a Director retiring by rotation would not constitute break in his appointment as Whole Time Director & Co-Chairperson of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of SEBI (LODR), 2015 and registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs, Manesar, pursuant to the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

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

20. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on 31st March, 2022 and state that:

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

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

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

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

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

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

21. KEY MANAGERIAL PERSONNEL

During the year under review, there was no change in the composition of Key Managerial Personnel of the Company.

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

(i) Smt. Vidula Jalan, Co-Chairperson

(ii) Shri A. V. Jalan, Co-Chairperson

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

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

22. REMUNERATION TO DIRECTORS & KEY MANAGERIAL PERSONNEL

(i) The Ratio of the remuneration of each Director to the median remuneration of employees of the Company for the year ended 31st March, 2022, the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary for the year ended 31st March, 2022 are as under :-

Sr No.	Name of Director/CEO/CFO/ Company Secretary	Designation	Ratio of remuneration to median remuneration of the employees of the Company	Percentage increase in the remuneration for the Financial Year 2021-22
1	Smt. Vidula Jalan	Co-Chairperson, Executive Director	71.88	-7.16%
2	Shri A. V. Jalan	Co-Chairperson, Executive Director	71.95	-7.40%
3	Smt. Aruna Makhan	Independent and Non-Executive Director	3.29	26.85%
4	Shri N. G. Khaitan	Independent and Non-Executive Director	3.13	28.57%
5	Shri Gaurav Goel	Independent and Non-Executive Director	2.71	12.23%
6	Shri K. C. Jain	Independent and Non-Executive Director	2.98	42.50%
7	Shri Yaswant Mishra	President (Corporate) & CFO	NA	11.76%
8	Shri Manoj Kumar	GM (Legal) & Company Secretary	NA	18.67%

Median remuneration of the Employees of the Company during the financial year : ₹ 5.75 lakhs.

(ii) Percentage increase in the median remuneration of employees in the financial year 2021- 22 is 3.74%.

(iii) There are 1114 Permanent Employees on the rolls as on 31st March, 2022 of the Company.

(iv) Average percentile increase in salaries of the Employees other than Managerial Personnel in financial year 2021-22 was 1.61% whereas decrease in the Managerial Remuneration for the same period was 3.63%, due to increment to the employees and decrease in commission to Managerial Personnel.

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

23. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has formulated a CSR Policy pursuant to the Section 135 of the Companies Act, 2013 and rules framed thereunder. The Policy has been framed for undertaking activities as may be found beneficial for upliftment of society, environment protection and economic development for the weaker section with preference to local areas and areas near Company's factory sites.

Pursuant to Section 135 (4) of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy), Rules, 2014, a report on CSR containing particulars in the specified format is attached at **Annexure-1.**

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

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

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

24. FINANCIAL STATEMENTS AND AUDITORS' REPORT

The Financial Statements of the Company have been prepared in terms of provisions of Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) by following the applicable Accounting Standards notified by the Ministry of Corporate Affairs and forms part of this Annual Report along with Auditor's Report.

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

25. STATUTORY AUDITORS

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

Pursuant to section 139(2) of the Act, the Company can appoint an auditor firm for a second term of five consecutive years.

M/s. Singhi & Co., have consented to the said appointment and confirmed that their reappointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be reappointed as statutory auditors in terms of the provision of the Act.

The Board of Directors at their meeting held on 07th May, 2022 on the recommendation of Audit Committee, re-appointed M/s. Singhi & Co., Chartered Accountants, (Firm Registration Number: 302049E), as the Statutory Auditors of the Company for second term of 5 consecutive years i.e. from the conclusion of the 46th Annual General Meeting of the Company till the conclusion of the 51st Annual General Meeting of the Company, subject to the approval of shareholders at ensuing Annual General Meeting.

26. COST AUDITOR AND COST AUDIT REPORT

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of your Company have on the recommendation of the Audit Committee, appointed M/s. J. K. Kabra & Co., Cost Accountants, New Delhi as the Cost Auditors, to conduct the cost audit of your Company for the Financial Year 2022-23. The Company has recommended their remuneration to shareholders for ratification at the ensuing Annual General Meeting.

Your Company has maintained cost audit records pursuant to section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, in respect of the manufacturing activities are required. The cost audit report for the financial year 2020-21 was filed with the Ministry of Corporate Affairs on 16th August, 2021. The Report does not contain any qualification, reservation or adverse remark.

27. SECRETARIAL AUDIT

Pursuant to Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Company had appointed M/s. Pinchaa & Co., Company Secretaries, Jaipur as Secretarial Auditor of the Company for the Year 2021-22.

The Secretarial Audit Report for the financial year 2021-22 forms part of this report as **Annexure - 2.** The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has appointed M/s Pinchaa & Co., Practicing Company Secretaries, Jaipur (Firm's U.C.N. P2016RJ051800 & Firm's PR Certificate No. 832/2020) as Secretarial Auditor of the Company for the financial year 2022-23.

28. LOANS, GUARANTEES OR INVESTMENT

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

29. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

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

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

30. PARTICULARS OF EMPLOYEES

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

However, in line with the provisions of Section 136(1) of the Companies Act, 2013 the Report and Accounts as set out therein, are being sent to all Members of your Company and others entitled thereto, excluding the aforesaid information about the employees. Any Member who is interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure is also available for inspection by the Members at the Registered Office of the Company, 21 days before the 46th Annual General Meeting and up to the date of the said Annual General Meeting during the business hours on working days.

31. ANNUAL RETURN

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

32. COMPLIANCE WITH SECRETARIAL STANDARDS

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

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

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

34. CORPORATE GOVERNANCE

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

A report on Corporate Governance is enclosed at **Annexure-4** hereto and forms part of this Annual Report. The Auditors certificate on compliance with the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is annexed to the Report on Corporate Governance.

35. COMPOSITION OF AUDIT COMMITTEE

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

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

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

36. VIGIL MECHANISM

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

37. PERFORAMCE EVALUATION

The Board has carried out an evaluation of its own performance as well as its Committees and individual Directors. The evaluation criteria, inter-alia, covered various aspects of the Board's functioning including its composition, execution and performance of specific duties, obligations and governance. A structured questionnaire, each in line with the circular issued by SEBI, for evaluation of the Board, its various Committees and individual Directors, was prepared

and recommended to the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

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

The Independent Directors met on 30th March, 2022 to review the performance evaluation of the Non - Independent Directors and the entire Board of Directors and the Co-Chairpersons. The Independent Directors were well satisfied with the functioning of the Board, its various committees and of the performance of the Executive Directors.

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

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

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

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

39. NOMINATION AND REMUNERATION POLICY

The Company has in place a formal Nomination and Remuneration Policy formulated as per the provisions of Section 178(3) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The extract of the policy is attached at **Annexure-5** to this Report. Further the above said policy is available at website of the Company at http://www.mangalamcement.com/pdf/policy/nomination_remuneration_policy.pdf

40. INTERNAL FINANCIAL CONTROL

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

41. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

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

42. BUSINESS RESPONSIBILITY REPORTING:

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

43. ENVIROMENT, HEALTH AND SAFETY

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

Your Company have planted over 9096 saplings to ensure a dense green belt around the plant and mine areas. Company encourages its employees and their families to actively participate in its plantation drives.

Your Company also provided financial assistance to several hospitals and also adopted CHC Morak under a scheme of the Government of Rajasthan and assisted its maintenance and refurbishment.

Activities	No. of Patient(s)
OPD	15272
Periodic Health Check Up	772
Pulse Polio Drive	463
Attended Covid-19 positive Patients in April 2021	19
General Camp held on 27.03.2022	125

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

44. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of Rs. 7,97,631/- during the financial year 2021-22 to the Investor Education and

Protection Fund established by the Central Government in compliance with section 125 of the Companies Act, 2013. The said amount represents unclaimed dividends which were lying with the Company for a period of 7 years from their respective due dates of payment.

Further, in terms of Section 125(6) of the Companies Act, 2013 read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), the Company has transferred 15,312 equity shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government.

Further pursuant to the Amalgamation of Mangalam Timber Products Limited with Company, 43,182 Equity Shares of Company were allotted and credited to IEPF Authority Account in lieu of Equity Shares of Shareholders of Mangalam Timber Products Limited already transferred to IEPF Authority Account pursuant to the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 before the above said Amalgamation.

45. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

An application has been filed by Interarch Building Products Pvt. Ltd. with Hon'ble NCLT Jaipur Bench under section 9 of the Insolvency and Bankruptcy Code, 2016 and same is pending with Hon'ble NCLT Jaipur Bench and next date of hearing is fixed on 29th June, 2022.

46. MATERIAL CHANGES AFTER THE CLOSE OF FINANCIAL YEAR

There has been no material changes and commitments which have occurred after the close of the year till the date of this Report, affecting the financial position of the Company.

47. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

48. PUBLIC DEPOSITS

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

49. CASH FLOW ANALYSIS

In conformity with the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a cash flow statement for the financial year ended 31st March, 2022 forms part of the audited accounts.

50. AWARDS

Your Directors are pleased to inform you that your Company has received the following awards during the year 2021-22:

- 5-star rating award for sustainable mining to Company's Morak plant Limestone Mines for the year 2017-18 and 2018-19 at 5th National Conclave on Mines & Minerals organized by Indian Bureau of Mines, Govt. of India.
- Certificate of Excellence Trophy -2021 in Best Employer – Award 2021 organized by the Employers' Association of Rajasthan.

51. ACKNOWLEDGEMENTS

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

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

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

Date : May 7, 2022

Management Discussion & Analysis



Bird eye view of the Plant at Mork, Rajasthan

INDUSTRY SCENARIO AND OUTLOOK

India is the second largest producer of cement globally and accounts for more than 7% of the global installed capacity. Country's overall cement production capacity was around 550 million tonnes (MT) in FY 21-22. High demand from the infrastructure and construction sector during the FY resulted in increase in the production numbers to almost pre pandemic levels. India is not only the second largest producer of the cement but also the second largest consumer of cement worldwide, however, the concerning fact is that the per capita cement consumption of the country is well below the global average.

The future of the cement industry remain positive in the long term by virtue of demand from the infrastructure projects, urban housing sectors, as well as demand from rural areas, however presently the industry is struggling with the cost-side issues of main raw materials.

Cost of the key components such as petcoke, non-cooking coal and diesel required in the production have risen abnormally since the last month of the FY 21-22 which is likely to have a big impact on the demand in the first two quarters of FY 22-23.

The Indian cement industry has a huge potential for growth and expansion as the country has a high quantity and quality of limestone deposits. As per Cirsil Ratings, the Indian cement industry is likely to add ~80 MT capacity by FY 23-24, the highest since the last 10 years, driven by increasing spending on hosuing and infrastructure activities. One among main other factors for boost in demand for cement in future is going to be higher allocation for infrastructure building of the country in Union Budget for FY 22-23.

'PM Gati Shakti- National Master Plan (MNP)' scheme for multimodal connectivity launched by the Prime Minister in the month of October, 2021 is expected to created a world-class, seemless multimodal transport network in India which is surely likey to boost the demand for cement in future.

Other key drivers behind the growth of the industry in coming years will be increase in rural incomes over recent years to further supplement cement demand for individual housing, growth in industrial/commercial segement driven by requirement of warehosuing space due to e-commerce boom and data centres for back offices.

COMPANY PERFORMANCE REVIEW

During the year under review, orders for amalgamation of Mangalam Timber Products Limited (MTPL) with the Company was passed by the Hon'ble NCLT Jaipur Bench and Cuttack Bench and consequently, MTPL was amalgamated with the Company and all the assets and liabilities of MTPL got transferred and vested with the Company with effect from 1st April, 2019.

After a lackluster FY 2020-21, the industry saw a growth in the FY 2021-22. Your Company has also registered an increase of 17.96% in volume and was able to achieve a growth in sales value by 20.02% due to increased volume and better realizations in some of its markets.

During the year, power and fuel cost have increased abnormally which has affected the bottom line. The 11 MW Waste Heat Recovery (WHR) plant has been running at full capacity. Your Company has also started using alternative fuels like Biomass to reduce its energy costs.

Your Company has produced 3.34 Million MT of cement as compared to 2.83 Million MT in the previous year and registered an increase of 18.02% in volume and has registered a growth of 20.02% in sales.

- **Financial Highlights**

(₹ in Lakhs)

Particulars	FY2022	FY2021
Revenue from Operations	**156605.49**	**130488.14**
Profit before Interest, Depreciation & Taxation	**24582.07**	**26972.94**
Less: Interest and Finance Charges	6443.28	6888.52
Profit after Interest	18138.79	20084.42
Less: Depreciation and Amortisation	6229.83	6291.62
Profit before Tax	11908.96	13792.80
Net Profit after Tax	**7770.55**	**9346.65**
Other Comprehensive Income (net of Tax)	67.35	(105.21)
Total Comprehensive Income (after Tax)	**7837.90**	**9241.44**

Revenue from Operations increased by 20.02% from ₹ 130488.14 lakhs in the previous year to ₹ 156605.49 lakhs in the current year.

Profit before depreciation and tax decreased by ₹ 1945.63 lakhs from ₹ 20084.42 lakhs in the previous year to ₹ 18138.79 lakhs in the current year.

Net Profit of the Company decreased by ₹ 1576.10 lakhs from ₹ 9346.65 lakhs in previous year to ₹ 7770.55 lakhs in the current financial year. The decrease in net profit is primarily due to steep rise in power and fuel prices.

- **Production**

Particulars	FY2022	FY2021
Production (MMT) :		
Clinker	2.40	1.98
Cement	3.34	2.83

Clinker production increased by 21.21% in comparison to previous year and production of cement also increased by 18.02% in comparison to previous year.

- **Sales and Dispatch Volume**

Particulars	FY2022	FY2021
Sales Volume (MMT) :		
Cement	3.35	2.84
Clinker	0	0
Dispatch Volume (MMT)		
Cement	3.35	2.82
Clinker	0	0

- **Power and Coal Consumption**

Particulars	FY2022	FY2021
Power Consumption *(Per MT of Cement)*	72 kwh	73 kwh
Coal Consumption *(Per MT of Clinker)*	100.29 Kg	109.25 Kg

- **Power generation**

Particulars	FY2022	FY2021
Captive Thermal Power Plant *(In Lakhs kwh)*	1325.69	1222.02
Wind Turbines *(In Lakhs kwh)*	170.78	146.42
WHRS *(In Lakhs kwh)*	697.63	555.02



Company mines at Morak, Rajasthan

The overall performance of the Company was satisfactory.

Going ahead, Company's focus will continue to remain on strengthening its production and sales. Sustainability will remain the focus area in whatever we do. Company will work on successful transition of MTPL's business and strengthen its position in the market.

The Company continues to focus on and strengthen its production and sales of fly ash blended cement to 80% in coming years.

RISKS & MITIGATING STEPS

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

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

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

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

Regulatory risk: The legal landscape of the country is ever evolving and vast. Non compliance of laws and regulations may lead to reputational and financial risk to the Company. The Company has a robust internal system in place to keep a check on the compliances and it is made sure that the Company is in compliance with all the applicable laws and regulations. Regular sensitization and training programes are held.

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

Information Technology and Cyber Security risk: Risk under this head primarily includes loss of data, manipulation of information, cyber attacks such as phising and ransomwares, unavailiability of system. Protection of data and cyber security has become a key concern for comapnies. The Company uses SAP EPR for its core business activities such as finance, sales, procurement. The Company is constantly and continuously upgrading and strengthening its IT infrastructure and untakes periodic review of the same for further developing it with new systems and security features. The Company has proper and adequate mechanism for data security, authentication, backup and recovery.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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



5 stage Pre Heater and Electrostatic Precipitator (ESP)

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

HUMAN RESOURCES

Employees are the core strength and backbone of any organization. Your Company has always prioritized its people and actively takes steps in the personal and professional development of the people. The Company continues to nurture a blend of experienced and fresh employees in its talent pool, including highly qualified professionals, both technical and non-technical. Your Company's human resource management function is structured to achieve high level engagement of its people which in turn ensures both higher productivity and happy people and thereby improve the bottom line.

At Mangalam Cement, measures for employee safety, training, welfare and development continue to get top priority at all levels and results are reflected in the improved quality and efficiency. Company's training programmes and value-based teaching enhances motivational level among its people. The Company's industrial relations as well as public relations with all external agencies have been cordial. Your Company had 1114 permanent employees, as on 31st March, 2022.

SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The key financial ratios as specified under SEBI (Listing Oblications and Disclosure Requirements) Regulations, 2015 are as follows :

Ratios	FY 21-22	FY 20-21	% Change
Interest Coverage Ratio	2.85	3.00	-5.13%
Debt Equity Ratio	0.85	0.95	-10.59%
Operating Profit Margin Ratio	15.70	20.67	-24.06%
Net Profit Margin	4.96	7.16	-30.73%
Inventory Turnover Ratio	7.31	6.38	14.54%
Current Ratio	1.04	1.05	-0.90%
Debtor Turnover Ratio	41.49	38.15	8.76%

Explanation for change in the Net Profit Margin Ratio by more than 25% : Due to decrease in profit for the year.

RETURN ON NET WORTH

	FY 21-22	FY 20-21	% Change
Return on Net worth	10.47	14.00	-25.19%

The decrease in the return on net worth as on 31st March, 2022 was due to lesser profit in current year in comparison of last year.

CAUTIONARY STATEMENT

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

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

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

Date : May 7, 2022

Annexure - 1

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR ENDING 31ST MARCH, 2022

1. Brief outline on CSR Policy of the Company

The Company has formulated a CSR Policy stated in the link mentioned in the Report pursuant to the Section 135 of the Companies Act, 2013 and rules framed thereunder. The Policy is framed for undertaking activities as may be found beneficial for upliftment of the society, environment protection and economic development for the weaker section with preference to local areas and areas near Company's factory sites.

2. Composition of CSR Committee :

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Smt. Vidula Jalan	Chairperson/ Co-Chairperson & Whole Time Director	3	3
2	Shri A. V. Jalan	Member/ Co-Chairperson & Whole Time Director	3	3
3	Shri Gaurav Goel	Member/ Independent, Non-Executive Director	3	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of the CSR committee shared above and is available on the Company's website on:
http://www.mangalamcement.com/cbm.php

CSR policy - **http://www.mangalamcement.com/codes_policies.php**

CSR projects - **http://www.mangalamcement.com/codes_policies.php**

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

Pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, impact assessment of CSR project to be carry out in financial year 2021-22 was not applicable on Company.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1.	2020-21	Rs. 5.29 Lakhs	Rs. 5.29 Lakhs

6. Average net profit of the company as per section 135(5) : Rs. 9251.16 Lakhs

7. (a) **Two percent of average net profit of the company as per section 135(5) :** Rs. 185.02 Lakhs
(b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years :** Nil
(c) **Amount required to be set off for the financial year :** Rs. 5.29 Lakhs
(d) **Total CSR obligation for the financial year (7a+7b–7c) :** Rs. 179.73 Lakhs.

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer
Rs. 186.30 lakhs	Nil	--	--	Nil	--

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No	Location of the Project		Project duration	Amount allocated for the Project (in Rs.)	Amount spent in the Current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) (in Rs.)	Mode of Implementation -Direct (Yes/No)	Mode of Implementation Through Implementing Agency	
				State	District						Name	CSR Registration number
	--	--	--	--	--	--	Nil	Nil	Nil	--	--	--

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the Project		Amount spent for the Project (Rs. in Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1	Infrastructural support to nearby villages & rural development	(x) Rural Development	Yes	Rajasthan	Kota	31.81	Yes	--	--
2	Support to Govt. ITI	(ii) Promoting education	Yes	Rajasthan	Kota	3.00	Yes	--	--
3	Clothes to Poor People	(i) Eradicating hunger, poverty and malnutrition, promoting health care	Yes	West Bengal	Kolkata	3.24	Yes	--	--
4	Sewing Machine / tailoring classes	(ii) Women Empowerment and Vocational Skill	Yes	Rajasthan	Kota	3.74	Yes	--	--
5	Promoting the education	(ii) promoting education	Yes	Uttar Pradesh	Noida	110.00	Yes	--	--
6	COVID support	(i) Preventive Health care & COVID-19 Contribution	Yes	Rajasthan	Kota	31.51	Yes	--	--
7	Assistance to Gram Panchayats for Rural Development nearby the Aligarh Plant	(x) Rural Development	Yes	Uttar Pradesh	Aligarh	3.00	Yes	--	--
	Total					**186.30**			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 186.30 Lakhs

(g) Excess amount for set off, if any

		Amount (in Rs.)	
Sl. No	Particular	FY 21-22	FY 20-21
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 185.02 Lakhs	Rs. 79.61 Lakhs
(ii)	Total amount spent for the Financial Year	Rs. 186.30 Lakhs	Rs. 84.90 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs.1.28 Lakhs	Rs. 5.29 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 1.28 Lakhs	Rs. 5.29 Lakhs

Total amount available for set off is: Rs. 6.57 Lakhs.

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
	--	Nil	Nil	--	Nil	--	Nil

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl.	Project ID.	Name of the Project	Financial Year in which the project was commenced.	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed /Ongoing
--	--	--	Nil	--	Nil	Nil	Nil	--

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).

Date of creation or acquisition of the capital asset(s)	Amount of CSR spent for creation or acquisition of capital asset	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)
March 12, 2022	Rs. 8.89 Lakhs	Block Development Authority, Gram Panchayat Morak Station Panchayat Samiti, Khairabad Tehsil, Ramganjmandi, Kota	Ambulance (Panchayat Bhawan, Morak Station)

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

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

A V Jalan
Co-Chairperson
(DIN: 01455782)

Date : May 7, 2022
Place : Kolkata

Annexure - 2

Form: MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended 31st March, 2022

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

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

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Mangalam Cement Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Mangalam Cement Limited`s** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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 :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of :

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

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

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

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

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the reporting period under audit)**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the reporting period under audit)**

(e) The Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the reporting period under audit)**

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

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the reporting period under audit) &**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the reporting period under audit)**

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

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

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

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

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

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

We further report that, during the year under review :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change in the composition of the Board of Directors took place during the period under review.

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

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

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

We further report that during the audit period :

a) Hon'ble NCLT, Cuttack Bench on 07.09.2021 and NCLT Jaipur Bench on 03.11.2021 has approved the Scheme of Amalgamation of Mangalam Timber Products Limited with Mangalam Cement Limited.

b) The company has allotted 803,518 Equity Shares of Rs. 10 each on 14th January, 2022, to the eligible shareholders of Mangalam Timber Products Limited whose names appear in the allotment register as on the record date i.e. 06.01.2022, as per the share exchange ratio of 1:22.

For **Pinchaa & Co.**
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M. No. : 11285
C. P. No.:16300

Place : Jaipur
Date : 07.05.2022
UDIN : F011285D000283700

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

"Annexure-A"

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

The above report of even date is to be read along with this letter :

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we 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. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Pinchaa & Co.**
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M. No. : 11285
C. P. No.:16300

Place : Jaipur
Date : 07.05.2022
UDIN : F011285D000283700

Annexure - 3

INFORMATION AS PER SECTION 134 (3) (M) READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2022.

A. CONSERVATION OF ENERGY

1. **Energy conservation measures taken:**

   Following energy saving jobs were carried out in plant –

   a) Replacement of existing clinker cooler with new high efficiency IKN cooler in our Unit- II Kiln. Saving achieved in thermal energy is 31 Kcal/Kg of Clinker.

   b) Installation of MVVFD in Unit -II Kiln ESP fans HT Motor for power saving and smooth operation.

   c) Replacement of existing Kiln firing Poldos system in Unit-II Kiln with latest technology FLS rota scale system for better accuracy.

   d) Replacement of existing Kiln firing burner in Unit-II with latest technology KHD Pyrojet Burner for better kiln stability and enhanced productivity.

   e) Replacement of DC Motors of VRM Air Separator, VCM Air Separator and Crusher Apron Feeder in Unit-II by AC motors along with VFD for energy saving and improvement in reliability.

   f) Utilisation of 532 Tons of Carbon Black in Kiln-II and 3102 Tons of Biomass and 786 Tons of BFDC in CPP.

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

   a) Installation of MVVFD in Unit-I and Unit-II VCM main drive Motors for power saving and smooth operation.

   b) Installation of flow transmitters in plant compressed air pipe lines for measuring and monitoring of compressed air flow.

   c) Replacement of old low efficiency water pumps with latest high efficiency water pumps.

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

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

   We have achieved lowest ever Sp. Electrical Energy Consumption of 71.41 Units/Ton of Cement for the FY - 2021-22.

4. **Steps taken by the Company for utilizing alternate sources of energy:**

   a) Utilisation of 157.09 Lac units Wind Energy (Green Power) for plant captive use.

   b) Utilisation of Net electricity of 646.11 Lac units for captive use, generated from Waste Heat Recovery (WHR) Plant.

   c) Usage of Bio Diesel

B. TECHNOLOGY ABSORPTION

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

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

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

- **Projects successfully completed during the year 2021-22 :-**

1. Maximize Usages of Alternative Raw Materials (Laterite) in Raw Mix
2. Replaced Unit-2 Clinker Cooler completely by efficient Clinker Cooler (IKN).
3. Replaced Unit-2 Coal firing systems (2 nos.) POLDOS system with PFIESTER (ROTA SCALE) for fine control of coal firing and increase consistency will result in better operation of kiln and replaced Firing Blower with High Efficiency motors for power saving.
4. Replaced Unit-2 cooler fans DC drives with latest VFD drives. This will reduce maintenance cost as well as cooler fan capacity.
5. At raw coal feeding circuit, new high accuracy belt weigher installed to increase accuracy in raw coal weightment.
6. New MV drive of 1250 KW drive installed for kiln2 ESP fan motor for power saving.
7. Replaced Crusher 2 Apron feeder DC drive panel with VFD panel for power saving and reduction in maintenance.
8. Replaced VRM2 and VCM2 separator DC drive panels with VFD drives for power saving & reduction in maintenance cost.
9. Modification of Idler pulley assay of Cummins KT-1150-C Engine of BEML Dozers
10. Unit-2 cooler fans DC drives replaced with High Efficiency motors. This will reduce maintenance cost and increase cooler capacity.
11. Unit-2 cooler fans Transformer replaced with dual Winding VFD transformer to increase the cooler capacity and reduce system harmonics.
12. Replaced GRR of kiln2 ESP fan motor by New MV drive for power saving and reduction in maintenance cost.
13. Replaced DOL feeder by VFD panels for kiln 2 coal burner system for better control of coal firing.
14. Replaced DC Motor by New High Energy Efficient LT Motor of Crusher 2 Apron feeder for power saving and reduction in maintenance cost.
15. Replaced DC Motors by New High Energy Efficient Motors of VRM2 and VCM2 separator for power saving & reduction in maintenance cost.
16. Power Saving by replacing ACC fan -1 old FRP blade with E glass epoxy coating blade in CPP1.
17. Biomass feed rate increasing modification work (by screw flite replacement, crusher mesh size increasing and air purging at crusher outlet with automation of feeding system).

18. All supporting rollers bearing temperature are in range of 50 to 55 in summer so reduced time to manage in case of any brg. Liner seating mismatch. **Action taken:** All support roller of K2 to be covered with Hysil insulating material in order to prevent radiation on bearings.

19. New fire hydrant line provided (150 Mtr long) in WHR building to handle any fire emergency.

20. Civil work for installation of EOT crane at Cement Mill -2 for replacement of poly com roller to reduce the down time minimum 16 hrs., Safety measures and avoid the dependability on hired Crane.

21. Civil work of empty Fly ash bulker residual material unloading system at MGU-1 for proper utilization of residual material and control dust emission during unloading.

22. Cement concrete flooring in CPP coal yard to avoid coal loses during rainy season and gets the same quality of Coal at the time of reclaiming to avoid mixing of soil/stone boulder etc.

23. To enhance the safety measures, made cement concrete foot path & side shoulder from CPP to MCL truck loading shed for taking safety measures.

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

  The above improvement jobs undertaken by Company have resulted in number of benefits such as improvement in quality, environment & power generation, reduction of raw mix and cement manufacturing cost, improvement in equipment's/ machine's /system's reliability, reduction in water consumption, regularity requirements, reduction in break down etc.

- **Projects under progress and proposed for the year 2022-23 :-**

  1 Power saving by replacing old FRP blade with e-glass epoxy coating blade CPP ACC Fan- 3 nos and CT Fans- 2 nos.

  2. Power saving by replacing arc valve of CPP-2 boiler feed pump.
  3. Alternative Fuel & Raw Materials (AFR) feeding system for Kiln-I is under progress.
  4. PH-1 and PH-2 boiler for dumping dust material during DCC maintenance or breakdown.

2. **Expenditure on R&D**

(Rs. in lakhs)

		2021-22	2020-21
I	Capital	Nil	Nil
II	Recurring Expenses	1.19	57.18
III	Total (I+II)	1.19	57.18
IV	Total R&D Expenditure as a percentage of Total Turnover	0.00%	0.04%

3. Technology absorption, adoption and innovation:

a) Efforts made towards technology absorption

1. Continuous interaction with the main plant and other for technical assistance, has to achieve optimum benefits of the technology such as plant optimization, efficient use of energy, etc.

2. Plant personnel were trained by external experts through seminars and visits.

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

Improved quality and productivity and cost reduction, due to thermal and energy savings.

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

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

C. FOREIGN EXCHANGE EARNING AND OUTGO:

a) Total foreign exchange earned : Nil

b) Total foreign exchange used : Rs. 16221.18 Lakhs

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

Date : May 7, 2022

Corporate Governance Report

Annexure – 4

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

I. COMPANY'S PHILOSOPHY ON THE CORPORATE GOVERANCE:

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

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

II. BOARD OF DIRECTORS:

a) Composition of the Board:

The Board of Directors of the Company comprises of Executive and Non - Executive Directors. As on 31st March, 2022, the Board of Directors of the Company consists of Six Directors out of which four are Non-Executive Independent Directors (including one Independent Woman Director) and two are Executive Directors (including one Woman Director), which is in conformity with the Listing Regulations and the Companies Act, 2013 ("Act"). The composition of Board of Directors is as follows: -

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

*Mangalam Cement Limited, Private Companies, Companies under Section 8 of the Act and foreign Companies.

** Only two Committees viz., the Audit Committee and the Shareholders' / Stakeholder Relationship Committee have been considered for this purpose.

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

b) Board Meetings and attendance of the Directors:

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

During the year ended on 31st March, 2022, the Board of Directors had Six (6) meetings - 22nd May, 2021, 18th July, 2021, 13th November, 2021, 14th January, 2022, 11th February, 2022 and 30th March, 2022.

(ii) The attendance record of the Directors at the Board Meetings during the year ended 31st March, 2022 and the last Annual General Meeting (AGM) is as under:

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

c) Shares and Convertible Instruments held by Directors

Details of Shareholding of Directors as on 31st March, 2022 in the Company are as under:

S.No.	Name of the Director	No. of Equity Shares
1.	Smt Vidula Jalan	1,34,705
2.	Shri A. V. Jalan	85,000
3.	Smt Aruna Makhan	Nil
4.	Shri N G Khaitan	440
5.	Shri Gaurav Goel	Nil
6.	Shri K C Jain	6,885

The Company has no convertible instrument pending as on 31st March, 2022.

d) Familiarisation programme imparted to Independent Directors

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

e) Code of Conduct

The Company has laid down a Code of Conduct applicable to all Board Members, Key Managerial Personnel and Senior Management Personnel for avoidance of conflicts of interest between each of the above individuals and the Company. All the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct as at the end of each Financial Year. The required declarations in respect of the financial year 2021-22 have been received from them. There were no materially significant transaction as defined in the Listing Regulations during the financial year with Board Members, Key Managerial Personnel and Senior Management Personnel, including their relatives that had or could have had a potential conflict with the interest of the Company at large.

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

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

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

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

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

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

Name of Directors who have such core skill, expertise or competencies are as follows:

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

g) Directorship in other listed companies and category of directorship

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

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

**excluding Mangalam Cement Limited*

h) Confirmation as regards independence of Independent Directors

In the opinion of the Board, the existing Independent Directors, fulfil the conditions specified in the Listing Regulations and are independent of the Management.

Further, no Independent Director has resigned before the expiry of their tenure during the year.

III. COMMITTEES OF THE BOARD:

A. Audit Committee :

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

✓ During the year ended 31st March, 2022, the Audit Committee held 4 meetings - 22nd May, 2021, 18th July, 2021, 13th November, 2021 and 11th February, 2022.

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

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

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

✓ **Terms & Reference of Audit Committee**

The terms of reference of Audit Committee includes following matters :

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

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

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

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

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

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

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

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

f) Disclosure of any related party transactions.

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

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

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

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

(vii) Provide omnibus approval for related party transactions.

(viii) Scrutiny of inter corporate loans and Investments.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(xxvii) To seek information from any employee.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Nomination and Remuneration Committee :

✓ During the year ended 31st March, 2022, the Nomination and Remuneration Committee held 2 meetings - 22nd May, 2021 and 30th March, 2022.

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

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

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

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

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

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

iv. Devising a policy on Board's diversity.

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

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

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

viii. For every appointment of an Independent Director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an ID.

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

✓ **Details of the sitting fee, commission and remuneration paid/payable to the Directors during the year ended 31st March, 2022 are as under:**

(In ₹)

Sr. No	Name of the Director	Salary	Commission Payable for the year	Perquisites & Others	Sitting Fee paid during the year	Total
1.	Smt Vidula Jalan	2,52,00,000	1,20,00,000	41,17,265	-	4,13,17,265
2.	Shri A. V. Jalan	2,52,00,000	1,20,00,000	41,55,755	-	4,13,55,755
3.	Smt. Aruna Makhan	-	10,00,000	-	8,90,000	18,90,000
4.	Shri N. G. Khaitan	-	10,00,000	-	8,00,000	18,00,000
5.	Shri Gaurav Goel	-	10,00,000	-	5,60,000	15,60,000
6.	Shri K. C. Jain	-	10,00,000	-	7,10,000	17,10,000

Remuneration by way of commission to the Non-Executive Directors is decided by the Board as permitted by the Act in line with the approval granted by shareholders. The members of the Company at the 45th Annual General Meeting held on 18th September, 2021 had approved payment of commission to Non-Executive Directors at a rate not exceeding 1% (one percent) per annum of the net profit of the Company but not exceeding Rs. 10.00 lakhs to each of the Non-Executive Director of the Company for a period of three years w.e.f. 01st April, 2021. The Board of Directors of the Company each year determine the quantum of commission payable to Non-Executive Directors considering the performance of the Company for the said year. During the year under review, the Non-Executive Directors are paid sitting fee at the rate of Rs. 1,00,000/- for attending each meeting of the Board and Rs. 20,000/- for attending each meeting of various Committees of the Board except Rs. 10,000/- for Share Transfer Committee meeting.

Board Evaluation :

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

C. Stakeholder Relationship Committee:

The Stakeholder Relationship Committee of the Directors consists of three Non-Executive Independent Directors. Stakeholder Relationship Committee meetings were held on 18th July, 2021 and 11th February, 2022. Details of the attendance at the meetings held are as follows:

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

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

The Role of Committee is as follows :

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

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

The position as on 31st March, 2022 of the shareholders' complaints received and redressed during the financial year:

Nature of Complaint	Complaints received from			Total complaints received during 2021-22	Total redressed	No. of grievances outstanding as on 31.3.2022
	Investors Directly	Stock Exchanges & SEBI	ROC			
Non-receipt of Dividend warrant(s)	1	1	Nil	2	2	Nil
Non-receipt of Share Certificate(s)/ after transfer/demat	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Duplicate Share certificate(s)	Nil	Nil	Nil	Nil	Nil	Nil
Non-receipt of Annual Report(s)	Nil	Nil	Nil	Nil	Nil	Nil
Others	Nil	2	Nil	2	2	Nil
TOTAL	**1**	**3**	**Nil**	**4**	**4**	**Nil**

D. Share Transfer Committee:

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

E. Corporate Social Responsibility (CSR) Committee

The Committee comprises of 3 Members. During the period under review, the Committee met 3 (three) times i.e. on 22nd May, 2021, 13th November, 2021 and 07th February, 2022.

The Corporate Social Responsible Committee consists of the followings members :

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

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

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

F. Committee for Investments

The Committee was constituted to take decisions on investment of surplus funds of the Company. Investment Committee meeting was held on 21st May, 2021. The details of composition and of the meetings held are as under:

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

G. Risk Management Committee

The Board of Directors in its meeting held on 22nd May, 2021 constituted a Risk Management Committee. Risk Management Committee meetings were held on 13th November, 2021 and 30th December, 2021. The composition of Risk Management Committee and attendance for the meetings are as under:

S.No.	Name of Committee Members	Position	Meetings attended
1.	Shri A. V. Jalan	Chairman	2 out of 2
2.	Smt. Vidula Jalan	Member	2 out of 2
3.	Shri N. G. Khaitan	Member	2 out of 2
4.	Shri Yaswant Mishra*	Member	2 out of 2

*Shri Yaswant Mishra is the President (Corporate) & CFO of the Company.

The key role/function of the committee include the following:

(1) To formulate a detailed risk management policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

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

IV. Annual General Meeting (AGM):

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

AGM	Financial Year	Day, Date and time	Venue
43rd	2018-19	Thursday, 19.09.2019 at 11.30 AM	Club Hall, Mangalam Cement Ltd. Adityanagar 326520, Morak, Dist. Kota, Rajasthan.
44th	2019-20	Friday, 25.09.2020 at 02.00 PM (IST)*	At deemed venue i.e. P.O Adityanagar 326520, Morak, Dist. Kota, Rajasthan
45th	2020-21	Saturday, 18.09.2021 at 02.00 PM (IST)*	At deemed venue i.e. P.O Adityanagar 326520, Morak, Dist. Kota, Rajasthan

*The 44th & 45th AGM of the Company were held through Video Conferencing/Other Audio Visual Means.

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

AGMs

Date	Matter
19.09.2019	• Re-appoint Shri N. G. Khaitan (DIN: 00020588) as an Independent Non-Executive Director • Re-appoint Shri Gaurav Goel (DIN: 00076111) as an Independent Non-Executive Director • Re-appoint Smt. Aruna Makhan (DIN 00025727) as an Independent Non-Executive Director • Appoint Shri K. C. Jain (DIN: 00029985) as an Independent Non-Executive Director • Approve the revision in remuneration of Shri Anshuman Vikram Jalan, Executive Director (DIN: 01455782) of the Company • Approve the revision in remuneration of Smt. Vidula Jalan, Executive Director (DIN: 01474162) of the Company.
25.09.2020	• Approve the re-appointment and remuneration of Smt. Vidula Jalan, Co-Chairperson as Whole Time Director (DIN: 01474162) of the Company. • Approve the re-appointment and remuneration of Shri Anshuman Vikram Jalan, Co-Chairperson as Whole Time Director (DIN: 01455782) of the Company.
18.09.2021	• Approve the payment of Remuneration by way of commission to Non-Executive Directors of the Company.

EGMs*

Date	Matter
01.03.2021	Resolution for approval of the Scheme of Amalgamation of Mangalam Timber Products Ltd with Mangalam Cement Limited by requisite majority as prescribed under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

*A meeting of the equity shareholders of the Company was held on Monday, March 01, 2021 through Video Conferencing/Other Audio Visual Means ("VC/OAVM") as per direction of the Hon'ble Jaipur Bench of the National Company Law Tribunal in which voting options i.e. remote e-voting, e-voting during the meeting and voting through postal ballot were provided to the Members of the Company

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

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

d) Person who conducted the postal ballot exercise?

Not Applicable.

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

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

f) Procedure for postal ballot?

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

V. Means of Communication:

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

VI. Subsidiary Company:

The Company does not have any subsidiary company. Therefore, the Company is not required to formulate a Policy for determining material subsidiary.

VII. CEO/CFO Certification

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

VIII. Disclosures:

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

b) During the year under review, the Company sought legal and professional advices on need basis from M/s Khaitan & CO. LLP, the firms in which Non Executive - Independent Director of the Company i.e. Shri N G Khaitan is a partner and paid a sum of Rs. 17,81,099/- for M/s Khaitan & CO. LLP, Kolkata and Rs. 12,64,100/- for M/s Khaitan & CO. LLP, Noida as fees. The amount paid does not form a significant portion of the revenue of M/s Khaitan & CO. LLP and thus is not considered material to impinge upon the independence of Shri N G Khaitan. Accordingly, there is no pecuniary relationship or transactions of Non-Executive Independent Director vis-à-vis the Company which has potential conflict with the interests of the Company at large.

c) During the financial year 2021-22, meeting of Independent Directors was held on 30th March, 2022.

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

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

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

g) (i) All pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company have been disclosed in this Report.

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

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

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

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

i) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

j) The Company has complied and disclosed all mandatory corporate governance requirements under regulation 17 to 27 and sub-regulation (2) of regulation 46 of Listing Regulations. There is no non-compliance of any of the requirements of corporate governance report as required under the Listing Regulations.

k) The Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.

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

m) Total fees paid/payable to Statutory Auditors for the financial year 2021-22 is Rs. 35,87,850/- (including Audit Fees and certification etc.).

n) The Board of Directors in its meeting held on 22nd May, 2021 adopted and approved a Dividend Distribution Policy, in terms of Regulation 43A of the Listing Regulations and same is available on the Company's website on http://www.mangalamcement.com/codes_policies.php

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

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

Disclosures in Relation to the Appointments and Re-appointments of Directors pursuant to Listing Regulations:

At the 44th Annual General Meeting, Shri A. V. Jalan (DIN: 01455782) Co-Chairperson of the Company, was re-appointed as Whole-time Director with effect from 1st April, 2020 for further period of three years. Shri A. V. Jalan aged about 45 years, he is a B. Com (Hons.) from St. Xavier's College, Kolkata. Besides, he has completed a management course in marketing and corporate finance from the London School of Economics, UK. Being involved in the management of manufacturing companies since 1998, he has gained a rich experience in business administration.

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

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

Shares held in the Company : 85,000 Equity Shares

Relationship with other Directors : Shri A. V. Jalan, Co-Chairperson (DIN: 01455782) is husband of Smt. Vidula Jalan (DIN: 01474162), Co-Chairperson of the Company.

IX. Code of Conduct for Prohibition of Insider Trading

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

X. Whistle Blower Policy

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

XI. Management Discussion and Analysis Report

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

XII. General Shareholders' Information:

(a) **46th Annual General Meeting:**

Date, Time and Venue		
Day and Date	:	Saturday, 3rd September, 2022
Time	:	2.00 PM (Indian Standard Time)
Venue	:	Through Video Conferencing/ Other Audio Video Means (Deemed Venue of Meeting: Registered Office: P.O. Adityanagar 326520, Morak, Dist. Kota (Rajasthan)

(b) **Book Closure:**

From Sunday, 28th August, 2022 to Saturday, 3rd September, 2022, both the days inclusive.

(c) **Dividend Payment Date**

On approval by the Shareholders in the Annual General Meeting, the dividend will be paid to the shareholders within the statutory time limit.

(d) **Financial Calendar 2022-2023 :**

(i)	Financial Year	1st April, 2022 to 31st March, 2023
(ii)	First Quarterly Results for Quarter ending 30th June, 2022	On or before 14th August, 2022
(iii)	Second Quarterly Results for the quarter ending 30th Sept, 2022	On or before 14th November, 2022
(iv)	Third Quarterly Results for the Quarter ending 31st December, 2022	On or before 14th February, 2023
(v)	Annual Results for the Year ending 31st March, 2023	On or before 30th May, 2023

(e) **Listing of Securities :**

Equity shares of the Company are listed at the following Stock Exchanges:

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

ISIN of the Company Equity Shares in Demat Form : INE347A01017

(f) Listing Fee:

Company has paid the listing fee for the year 2022-23 to all the Stock Exchanges where the securities are listed. There are no arrears in payment of Listing Fees.

(g) Depository Connectivity:

National Securities Depository Limited {NSDL} and Central Depository Services (India) Limited {CDSL}

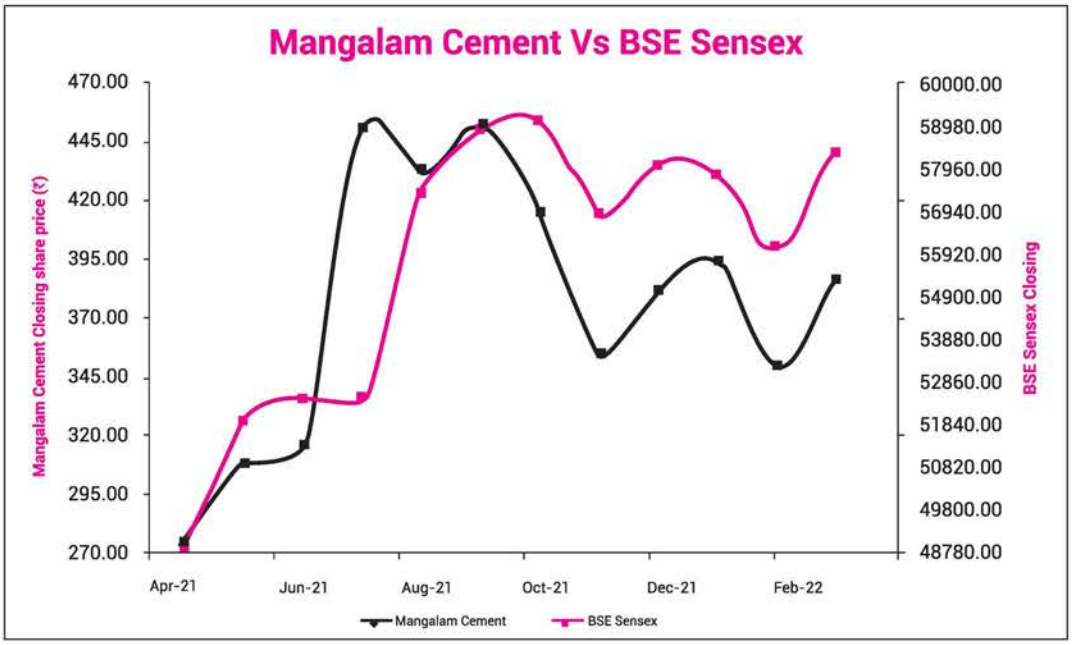
(h) Market Price Data:

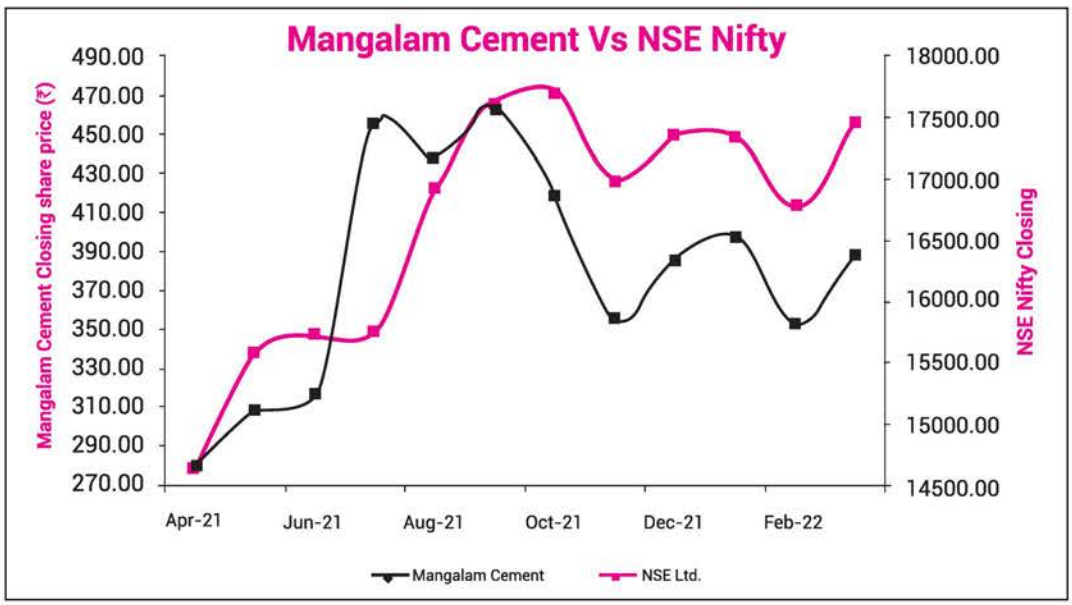
a. The high/low market price of the Equity Shares during the year 2021-22 at the BSE Limited and at National Stock Exchange of India Ltd, were as under:

(In ₹ per Share)

Month	BSE Ltd.		National Stock Exchange of India Ltd.	
	High	Low	High	Low
Apr-21	297.95	260.00	299.00	252.30
May-21	334.80	265.20	336.00	268.00
Jun-21	330.00	295.45	330.60	295.00
Jul-21	474.65	316.30	474.50	315.35
Aug-21	543.00	425.10	543.60	428.00
Sep-21	496.30	439.05	497.70	435.55
Oct-21	465.20	385.60	465.80	386.70
Nov-21	471.40	355.00	471.70	355.00
Dec-21	392.20	348.00	391.10	348.00
Jan-22	415.00	371.35	424.40	364.55
Feb-22	401.65	322.20	401.00	321.20
Mar-22	408.45	325.55	420.20	325.00

b. The Company's closing share price movement during the Financial Year 2021-22 on BSEL and NSEL vis-à-vis respective indices:





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

(j) **Share Transfer System:**
In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. In the case of Shares held in Electronic Form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants. All requests related to share transfers, transmission, name deletion, name change, issue of duplicate shares certificate etc. are approved by Committee of Directors which meets periodically, minutes of which are noted at subsequent Board Meeting.

Further pursuant to SEBI Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2022 / 8 dated January 25, 2022, for transmission/ name deletion/ name change/ issue of duplicate share certificates cases, a 'Letter of Confirmation' issued by the Company or M/s MAS Services Ltd, Registrar and Share Transfer Agent ('RTA') of the Company, on behalf of the Company in lieu of physical securities certificate(s) to the securities holder/claimant and same is valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities and a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation is being send to security holder/ claimant, informing the securities holder/claimant to submit the demat request as above, in case no such request has been received by the RTA / Company and in case the securities holder/claimant fails to submit the demat request within the aforesaid period, RTA / Company authorized to credit the securities to the Suspense Escrow Demat Account of the Company in terms of above said SEBI Circular.

(k) **Distribution of shareholding:**

The shareholding distribution of equity shares as on 31st March, 2022 is given below.

S.No.	No. of Equity Shares	No. of shareholders	No. of shares	Percentage of Shareholding
1.	1 to 500	35274	1954991	7.110
2.	501 to 1000	1281	874055	3.179
3.	1001 to 2000	380	570032	2.073
4.	2001 to 3000	110	283815	1.032
5.	3001 to 4000	65	239275	0.870
6.	4001 to 5000	53	248785	0.905
7.	5001 to 10,000	82	590444	2.147
8.	10001 and above	132	22735901	82.684
	Total	**37377**	**27497298**	**100.00**

(l) **Shareholding Pattern as at 31st March, 2022:**

S.No	Category	No. of Equity shares	Percentage
1.	Promoters	7322189*	26.63*
2.	Resident Individuals/HUFs	10749725	39.09
3.	Body Corporate/Trusts/Partnerships	6188002	22.50
4.	Mutual Funds, Banks, NBFC and Govt Institutions/ Insurance Companies/Clearing Members	844703	3.07
5.	FIIs, NRIs, OCBs	2193059	7.98
6.	IEPF	199620	0.73
	Total	**27497298**	**100.00**

**100000 Equity Shares purchased by one of the promoter M/s Vidula Consultancy Services Ltd on 31.03.2022 is not included as the same was credited in April, 2022.*

(m) Dematerialisation of Shares

As on 31st March, 2022, 99.04 % of the Company's total equity shares representing 2,72,32,754 shares were held in dematerialized form and balance 0.96% representing 2,64,544 shares were held in physical form.

(n) Reconciliation of Share Capital Audit

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

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

During the year 2021-22, there were no outstanding GDR's/ADR's/Warrants or any other Convertible instruments, which would have an impact on the equity of the Company.

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

During the year 2021-22, there were no significant commodity price risk, further necessary steps are being taken to minimize foreign exchange risks.

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

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

(r) Aligarh Plant : K/1, CDF Complex, UPSIDC Industrial Area, Anoopsahar Road, Cherat, Aligarh, Uttar Pradesh-202022

(s) Corporate Office : Birla Building, 10th Floor, 9/1, R. N. Mukherjee Road, Kolkata 700001

Tel. No. 033 2243 8706/07, Fax: 033 22438709

Email: kolkata@mangalamcement.com

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

Further, CARE has also reaffirmed its rating for Company's

short term facilities as CARE A1+ (A One plus), which shows the stable outlook.

Further, CARE also reaffirmed its rating for Company's commercial paper issuance as CARE A1+ (A One plus), which shows the stable outlook.

Further during the year, India Ratings and Research (Ind-Ra) has assigned IND A1+ rating for commercial paper.

XIII. COMPLIANCE CERTIFICATE FROM AUDITOR

The Company has obtained a certificate from the Auditor of the Company confirming that it is in compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

XIV. NON- MANDATORY REQUIREMENTS

a. The Board

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

b. Shareholders' Rights

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

c. Modified Opinion in Auditors Report

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

d. Reporting of Internal Auditors

The Internal auditor periodically reports to the Audit Committee

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

Date : May 7, 2022

CEO AND CFO CERTIFICATION

To,
The Board of Directors,
Mangalam Cement Limited

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

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2022 and that of the best of our knowledge and belief;
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violating the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company, pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken, propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee that there are no;
   (i) significant changes in internal controls for financial reporting, during the year;
   (ii) significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements, and;
   (iii) instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Kolkata
Date: May 07, 2022

YASWANT MISHRA
President (Corporate)
& Chief Financial Officer

A. V. JALAN
Co-Chairperson

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

This is to confirm that the code of conduct for all board members and senior management personnel of the Company has been circulated to the concerned persons of the Company and the Company has received affirmation of compliance with the code of conduct from the members of the board of directors and the senior management personnel of the Company and there is no non-compliance thereof during the year ended 31st March, 2022.

Place: Kolkata
Date: May 07, 2022

A. V. JALAN
Co-Chairperson

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

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

1. The Corporate Governance Report prepared by Mangalam Cement Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') with respect to Corporate Governance for the year ended March 31, 2022. This certificate is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company.

MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The management along with the Board of Directors of the Company are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes (Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

7. Based on the procedures performed by us and according to the information and explanations given to us, that we are of the opinion that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

OTHER MATTERS AND RESTRICTION ON USE

8. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

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

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No.: 088926
UDIN : 22088926AIPEQI6085

Date : May 07, 2022
Place : Noida (Delhi-NCR)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations, representations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

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

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

For **Pinchaa & Co.**
Company Secretaries
Firm's U.C.N. P2016RJ051800
Firm's PR Certificate No. 832/2020

Akshit Kr. Jangid
Partner
M. No. : 11285
C. P. No.:16300

Place : Jaipur
Date : 07.05.2022
UDIN : F011285D000283678

Annexure - 5

EXTRACT OF NOMINATION AND REMUNERATION POLICY

A. Introduction

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

B. Terms of Reference

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

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

C. Criteria for recommending a person to become Director:

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

1. **Qualification & Experience:**

   The incumbent shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales & marketing, operations, research, corporate governance, education, community service or other disciplines.

2. **Attributes/Qualities:**

   The incumbent Director may possess one or more of the following attributes/qualities:

   - Respect for the strong willingness to imbibe the Company's Core Values.
   - Honesty and professional integrity.
   - Strategic capability with business vision.
   - Entrepreneurial spirit and track record of achievement.
   - Ability to be independent and capable of lateral thinking.
   - Reasonable financial expertise.
   - Have contacts in fields of the business/corporate world/Finance/Chambers of commerce and industry.
   - Can effectively review and challenge the performance of management.

3. In case the proposed appointee is an Independent Director, he should fulfil the criteria for appointment as Independent Director as per the provisions of the Act, Listing Agreement with Stock Exchange and other applicable laws & regulations.
4. The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.

D. Director's Compensation

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

E. Evaluation

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

F. Board Diversity

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

a) Accounting Corporate Finance

b) Legal and Corporate Laws

c) Business, Management and Corporate Strategy

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

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

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

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

Business Responsibility Report

Section A: General Information about the Company :

1.	Corporate Identity Number (CIN) of the Company	L26943RJ1976PLC001705			
2.	Name of the Company	Mangalam Cement Ltd.			
3.	Registered Address	P. 0. Aditya Nagar-326520 Morak, Dist. Kota, Rajasthan			
4.	Website	www.mangalamcement.com			
5.	E-mail ID	shares@mangalamcement.com			
6.	Financial Year reported	01.04.2021 to 31.03.2022			
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	**Sector** Cement	**industrial activity code** 2394		
8.	List three key products/services that the Company manufactures/provides (as in the balance sheet)	Cement Clinker			
9.	Total number of locations where business activity is undertaken by the Company	(i) Number of International Locations: NIL (ii) Number of National Locations: 2 (National Locations have manufacturing units).			
10.	Markets served by the Company	Local ✓	State ✓	National ✓	International ×

Section B: Financial Details of the Company :

1.	Paid-up Capital (INR)	2749.73 (in Lakhs)
2.	Total Turnover (INR)	156605.49 (in Lakhs)
3.	Total Profit after taxes (INR)	7770.55 (in Lakhs)
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.01% of average net profit of last three financial years computed as per Section 198 of the Companies Act, 2013 (CSR spent is Rs. 186.30 Lakhs).
5.	List of Activities in which expenditure in 4 above has been incurred	Please refer details of CSR initiatives undertaken by the Company as available in the Annexure-1 of the Board's Report.

Section C: Other Details :

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

   No

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

   Not Applicable

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

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

Section D: BR Information:

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

	(a)	**Details of the Director/Directors responsible for implementation of the BR Policy/Policies**		
	(i)	DIN Number	01474162	01455782
	(ii)	Name	Smt. Vidula Jalan	Shri A. V. Jalan
	(iii)	Designation	Co-Chairperson	Co-Chairperson
	(b)	**Details of the BR Head**		
	S. No.	**Particulars**	**Details**	
	(i)	DIN Number (if applicable)	-	
	(ii)	Name	Shri Yaswant Mishra	
	(iii)	Designation	President (Corporate) & CFO	
	(iv)	Telephone number	033-22438707 / 8857	
	(v)	E-mail ID	yaswant@mangalamcement.com	

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

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

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

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

S. No.	Questions	P-1	P-2	P-3	P-4	P-5	P-6	P-7	P-8	P-9
1.	Do you have policy/policies for...	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Does the policy conform to any National/ International Standards? If yes, specify? (50 words).	Company has adopted various standards specified by the International Organization for Standardization (ISO). These are: 1. ISO 45001:2018 for OHS (Bureau of Indian Standard, GoI) 2. ISO 9001: 2015 for Quality Management Systems (QMS) (Bureau of Indian Standard, GoI) 3. ISO 14001: 2015 for Environment Management Systems (EMS) (Bureau of Indian Standard, GoI) 4. ISO 50001: 2018 Energy Management Systems (EnMS) (S.G.S, Kolkata)								
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/Owner/ CEO/appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5.	Does the Company have a specified Committee of the Board/Director/Official to oversee the implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Indicate the link for the policy to be viewed online?	**www.mangalamcement.com/codes_policies.php**								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Communication is an on going process to cover all stakeholders. For this process, the policies have been posted on the Company's website for information of all stakeholders.								
8.	Does the Company have in-house structure to implement the policy/policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Our all four ISO systems i.e. ISO 45001:2018 for OHMS, ISO 9001: 2015 for Quality Management Systems (QMS), ISO 14001: 2015 for Environment Management Systems (EMS), ISO 50001: 2018 Energy Management Systems (EnMS) are being audited at regular interval by certifying agencies BIS (GoI) & SGS, Kolkata.								

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

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

3. Governance related to BR

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

The Board of Directors of the Company annually review the Business Responsibility performance of the Company.

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

Yes, the Company publishes a Business Responsibility report every year as part of the Integrated Annual Report. The hyperlink is: http://www.mangalamcement.com/finance_new.php

Section E: Principle- wise performance

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

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

Company has a 'Code of Conduct' Policy which envisages values, ethics and norms of behavior expected from the Directors and employees of the Company. The Policy is applicable across levels and it is made sure that all the directors and employees follows the same. The Company, as far as possible, encourages all the associated parties including vendors, suppliers and contractors to follow the principles envisaged in the policy.

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

In FY 2021–2022, we have not received any Complaint.

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.

Company has strong focus on reducing the usage of virgin natural resources in cement manufacturing process. In its operations, it has deployed best-in-class technology and processes which optimally utilize resources and leave minimal footprints. Apart from this, Company's specific efforts in addressing environmental concerns in its operations include the following: -

- The Company consumes alternative materials like fly ash, chemical gypsum, phospho-gypsum, Kota Stone Slurry etc., which helps in conserving natural raw materials used for the cement production;
- Installation of 11 MW Waste Heat Recovery based Power Plant to capture waste heat of kilns and utilize the same for power generation and resultantly save fossil fuels;
- Installation of Air Cooled Condensers (ACC) in its thermal power plants to conserve water;
- Installation of De NOx system for the control of NOx emissions;
- Installation/ up-gradation of pollution control equipment at various locations for further emission reduction;
- Implementation of Continuous Ambient Air Quality Monitoring System (CAAQMS) and Continuous Emission Monitoring System (CEMS) for better emission monitoring;
- Installation of wind power plant for increasing share of renewable power in captive power consumption;
- Utilization of Sewage Waste after proper treatment in Sewage Treatment Plant (STP);
- Installation of Organic Waste digester for treatment & disposal of household waste in colony.

- As a measure, the Company has also implemented a fully integrated Environmental, Health & Safety and Quality management system in its manufacturing plants, which are certified by the internationally recognized ISO-9001, ISO-14001, and ISO-45001 standards. Further, to improve operational efficiency, the Company has implemented Energy Management System (EnMS), ISO 50001.

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

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

Resource efficiency is our prime importance at Mangalam, which is being improved continuously by optimizing energy usage, increase use of alternative fuel and raw materials and waste utilization in production processes. For the same, the Company took various initiatives including optimizing use of equipment for better operations and outcomes. Alternative materials like fly ash, chemical gypsum, phospho-gypsum, Kota Stone Slurry etc. is being utilized in our operation for contribution in conserving natural resources. Further, alternative fuels such as Petcoke, agro-waste, plastic waste, etc. are consumed in kiln firing thus substituting fossil fuels to some extent. Recycling/ reuse of water, rain water harvesting and recharging of ground water are adopted at our both manufacturing sites. Further, emphasis has been made by the Company to optimize the utilization from its renewable energy sources like wind turbines, Waste Heat Recovery (WHR) based power plant. The Company has laid great emphasis on ecological balance and sustainable development.

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

Reduction of resources by the consumers during product utilization is not practically measurable because Cement as a product is used by diverse consumers for different purposes.

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

Yes, Company's sourcing practices are targeted to achieve cost optimisation, ensuring environment sustainability and resource efficiency. The criteria used for selection of suppliers/ vendors go beyond cost relevance and include product quality, life cycle, environment impact, etc. Limestone, the primary raw material, is mostly extracted by the Company from its captive limestone mines which are adjacent to the cement manufacturing plant which helps us to minimize transportation. For procurement of other materials and items, Company gives preference to vendors which comply with the various principles of sustainability. All vendors and transporters compulsorily comply with all relevant statutory laws along with environment, health and safety standards. Besides, the criteria used for selection of supplies, vendors go beyond cost relevant include resource efficiency, product quality, life cycle, environment impact, etc. this apart, the Company continuously strives for load and route optimization to ensure fuel and environmental efficiency of the fleets. The Company has its own railway siding to reduce road transportation and associated environment pollution and Company is also making dispatches of our end products as well as inter unit transfer of clinker through rail mode. .

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

Local and small vendors near plant locations are explored continuously by the Company under sustainable development scheme and improve their capabilities & capacity through various training programmes. The Company procures most of its goods and services from these locally developed vendors, which helps in improving socio-economic conditions including local employment and helps the Company in order to get timely supplies. Company time to time takes several steps for capacity building of local and small vendors.

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

Company manufactures cement, which has long life span and is not meant for recycling. Also Cement manufacturing process does not generate any by-products or waste; however, fly-ash, a solid waste, generated from operation of thermal power plants is 100% utilized in production of blended cement. Apart from these, Company also utilizes waste of other industries in the form of Alternative Fuels and Raw Materials (AFR) in cement production process which ultimately provides feasible solution to industrial waste disposal. The domestic waste water generated from plant & residential colony is 100% recycled through Sewage Treatment Plants in the Company.

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

1. **Please indicate the Total number of permanent employees.**

The total number of employees as on 31st March, 2022 were 1114.

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

Total temporary/contractual/casual employees including retainers were 1828 as on 31st March, 2022.

3. **Please indicate the number of permanent women employees.**

There were 16 permanent women employees as on 31st March, 2022.

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

There were 2 permanent employees with disabilities as on 31st March, 2022.

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

Yes, the Company has recognized trade union affiliated to various trade union body.

a) Indian National Trade Union Congress (INTUC)

b) Mangalam Timber Employees Union (MTEU).

c) Mangalam Timber Casual Workers Union (MTCWU).

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

52% of total permanent employees are members of above trade union.

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

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

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

S.No	Type of Employee	Total No. as on 31st March, 2022	Training imparted to no. of persons during the year	% Training
(a)	Permanent Employees	1114	920	83%
(b)	Permanent Women Employees	16	11	69%
(c)	Casual/Temporary/Contractual Employees*	1828	1716	94%
(d)	Employees with Disabilities	2	2	100%

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

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

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

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

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

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

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

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

Principle 5: Businesses should respect and promote human rights.

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

The Policy on human rights covers the Company only. Further, the Company encourages its associated parties such as suppliers, contractors, vendors etc. to follow the human rights principles.

Human Rights

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

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

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

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

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

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

   All aspects of Quality, Environment, Health and Safety are covered under IMS policy which is applicable and admissible within the Company and ensures that policy is penetrating at all levels within the organization successfully. Additionally, the Company encourages the parties associated with it to follow the governing principles of this policy for the protection and restoration of environment.

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

   Yes, addressing global environmental matter like climate change, global warming is prime focus at Mangalam Cement and accordingly taken following steps for emission reduction : 1. Clinker substitute by fly ash in making blended cement, 2. Installation of equipment which helps in controlling harmful emission, 3. Installed Waste Heat Recovery (WHR) based power plant and wind turbines etc. http://www.mangalamcement.com/renewal-energy.php

   For reduction of negative footprint on environment, the Company is always making efforts dedicatedly. The Company has also framed an IMS policy to implement holistic approach to manage its carbon footprint and develop a proactive top level drive for tackling Climate Change issues within the organization. Company also believes that Global environmental issues are addressed as a part of our business context.

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

   Yes, under the Company's Integrated Management System (QMS, EMS, OHSMS), the Company is identifying and assess risks including environment risk continuously and the system is reviewed and revised every year and audited by BIS, New Delhi for continual improvement.

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

   No, the Company does not have any project related to Clean Development Mechanism.

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

   - The Company has installed wind turbines with an aggregate capacity of 13.65 MW at Jaisalmer, Rajasthan; reducing an equivalent of 22,700 MT of CO2 emissions by replacing fossil fuel. http://www.mangalamcement.com/renewal-energy.php
   - Waste Heat Recovery based Power Plant of 11 MW power generation capacity has been installed under clean technology & energy efficiency.

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

   During the relevant financial year, the Company's emissions/ waste met the stipulated limits sets by CPCB/ SPCB for emission/ waste and report of emission/ waste levels had been submitted to CPCB/ SPCB at regular intervals.

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

   No, the Company has not received any legal notice from CPCB / SPCB during the financial year.

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

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

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

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

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

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

   - Comment & Suggestion on draft rule of Labour Code
   - Industrial Code 2019 (Proposed and released by Govt. of India)
   - ESI Dispensary to open in Morak

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

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

   Yes, the company has specified programmes/initiatives/projects in pursuit of the policy in our developing economy growth. Education, Healthcare and Skill Enhancement are critical to leverage the country's huge demographic advantage and unleash its hidden potential. At Mangalam, we are doing our part in a modest way. We are strengthening our community engagements and helping people realize their potential.

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

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

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

   Yes, we have done impact assessment of our initiatives through Gram Panchayat and other local communities.

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

   Company has spent an amount of Rs. 186.30 Lakhs on various CSR activities during the year 2021-22. The details of the amount incurred and areas covered are given under CSR report i.e. Annexure-1 of the Director's Report.

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

   Skill Development Programme

   - We provided employable skills to rural youth by providing skill development programmes.
   - Tailoring (153 beneficiaries)
   - ITI Apprenticeship Trainings (38 beneficiaries)
   - GET & DET Apprenticeship Trainings (14 beneficiaries)

Health

- Village Health Camps: Periodic medical camps were organized in adjacent villages and free consultancy was provided. This was done as part of our commitment to ensure good health for the community.
- Adoption of CHC Morak: Under the scheme of Government of Rajasthan, we adopted CHC Morak for their maintenance and refurbishment, including supplies of equipment.
- Financial assistance to Hospital: We provided financial assistance of Rs. 1 crore to Rajkiya Mangalam Hospital.
- Medical Treatment: Mangalam Mahila Mandal Welfare Society extended financial assistance for treat of the underprivileged.
- Donated Baby Warmers (Incubators) to CHC Ramganjmandi, CHC Morak Station & PHC Kherabad.
- Donated fully medical equipped Ambulance to Gram Panchayat Morak Station for the use of resident of surrounding area during any medical urgency/emergency.
- Covid-19 relief activities: In Covid-19 pandemic period, we supported and provided the medical facilities to local villagers and other public through government authorities by providing them Mask, Sanitizer, Food/Ration Kits, Awareness Campaign and Poster Campaign etc.

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

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

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

   Ans.: Company regularly conducts meetings with customers, dealers to educate, appraised and understand their concern. All the queries/concerns are taken up and resolved immediately to the satisfaction of the customers, dealers. Despite that, there were 3 complaints/consumer case are pending as on 31st March, 2022.

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

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

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

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

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

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

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

Date : May 7, 2022

Independent Auditor's Report

To

The Members of Mangalam Cement Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Mangalam Cement Limited ("the Company"), which comprise the Balance Sheet as at March 31 2022, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of matter

We draw attention to Note 43 of the financial statements which states that the Scheme of Arrangement of Mangalam Timber Products Limited ("Transferor") with Mangalam Cement Limited ("Transferee") ("the Scheme") as approved by the Hon'ble National Company Law Tribunal ('NCLT') on September 7, 2021 by Cuttack bench and on November 3, 2021 by Jaipur bench, has been given effect from appointed date of April 1, 2019, which is deemed to be the acquisition date for the purpose of accounting under Ind AS 103 'Business Combinations'. Consequently, financial information for the year ended March 31, 2021 included in these financial statements has been restated. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
A. Evaluation of uncertain tax positions	
Refer Notes 30 and 42.2 to the financial statements. The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. There are several pending sales tax, income tax and other demands against the Company across various jurisdictions. Accordingly, management exercises its judgement in estimation of provision required in respect of such cases. The evaluation of management's judgements, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the ranges of potential financial settlement have been a matter of most significance during the current year audit. Accordingly, due to complexity/ judgement involved in outcome of these dispute. Uncertain tax positions were determined to be a key audit matter in our audit of the financial statements.	We have obtained details of complete tax assessments and demands raised till March 31, 2022 from management. We considered management's assessment of the validity and adequacy of provisions for uncertain tax positions, evaluating the basis of assessment and reviewing relevant correspondence and legal advice where available including any information regarding similar cases with the relevant tax authorities. We have discussed the management's assumptions in estimating the tax provision and the possible outcome of the disputes. In respect of various tax demands and liabilities, we assessed the appropriateness of management's assumptions, estimates and disclosure / adjustments in the financial statements.
B. Business Combination	
Refer to Note 43 to the Financial Statements. Pursuant to the Scheme of Arrangement of Mangalam Timber Products Limited ("MTPL") with the Company ("the Scheme") as approved by the Hon'ble National Company Law Tribunal ('NCLT') on September 7, 2021 by Cuttack bench and on November 3, 2021 by Jaipur bench, has been given effect from appointed date of April 1, 2019, which is deemed to be the acquisition	Our audit procedures included the following: o We understood from the management, assessed and tested the design and operating effectiveness of the Company's key controls over the accounting of business combination. o We have traced the assets, liabilities, tax losses of MTPL from the audited financial statements for the year ended March 31, 2019 audited by other auditors.

Key audit matters	How our audit addressed the key audit matters
date for the purpose of accounting under Ind AS 103 'Business Combinations'. The fair value of the assets and liabilities of MTPL as on appointed date i.e. April 1, 2019 have been incorporated in the books with adjustments, as applicable.The Company has allotted 8,03,518 fully paid-up equity shares to the eligible shareholders of the MTPL in accordance with the Scheme.The Company has recognised capital reserve of ₹ 21.67 lakhs directly in "Other Equity". Considering the magnitude and complex accounting involved, the aforesaid business combination treatment in financial statements has been considered to be a key audit matter.	o We have reviewed fair valuation report of a registered valuer that it was appropriately determined fair value of assets and liabilities. o We have reviewed report of computation of share exchange ratio determined by the registered valuer that it was appropriately determined share exchange ratio. o We tested management's assessment of accounting for the business combination and determined that it was appropriately accounted for in accordance with Ind AS 103 Business Combination. o We tested the management's computation of determining the amount to be recorded in the capital reserve. o We also assessed the adequacy and appropriateness of the disclosures made in the financial statements. Based on the audit procedures performed we are satisfied that the accounting of the Scheme is in accordance with the Ind-AS 103 'Business Combination'.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design

and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

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

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

   (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 these financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;

   (g) In our opinion and according to the information and explanations given to us, the managerial remuneration paid/ provided by the Company for the year ended March 31, 2022 is in accordance with the provisions of section 197 read with Schedule V to the Act;

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

to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 42.2 to the financial statements;

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

iii. There was no delay in transfering amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a. The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. The dividend declared and paid by the Company during the year is in accordance with Section 123 of the Act.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No.: 088926
UDIN: 22088926AIPEIG7461

Date: May 7, 2022
Place: Noida (Delhi - NCR)

Annexure A to Independent Auditor's Report of even date to the members of Mangalam Cement Limited on the financial statements as of and for the year ended March 31, 2022 (Referred to in paragraph 1 of our report on the other legal and regulatory requirements)

(i). a. (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant & equipment.

(B) The Company is maintaining proper records showing full particulars of intangible assets.

b. The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant and equipment are verified in a phased manner over a period of three years, which in our opinion, is at reasonable intervals having regard to the size of the Company and nature of its property, plant and equipment. In accordance with this programme, property, plant & equipment were verified during the year. The discrepancies noticed on such physical verification were not material.

c. Based on the records examined by us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) and included in property, plant & equipment and right of use assets [note no. 3 and 5 to the financial statements] are held in the name of the Company other than followings:

Description of property	Gross carrying value (₹ Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Freehold Land	5,374.98	Mangalam Timber Products Limited	No	April, 2019	These immovable properties acquired from erstwhile Mangalam Timber Products Limited which amalgamated with the Company pursuant to National Company Law Tribunal Order dated November 3, 2021. [Refer Note 43 to the financial statements]. The name change in favor of the Company is pending.
Buildings	566.25		No	April, 2019	
Leasehold Land	0.11		No	April, 2019	

d. The Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets during the year. Therefore, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.

e. According to information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Therefore, provisions of clause 3(1)(e) of the Order are not applicable to the Company.

(ii) a. The management has conducted physical verification of inventories during the year at reasonable interval and in our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification.

b. As per the information and explanations given to us, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns / statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

(iii) a. Based on the books of account examined by us and according to information and explanation given to us, the Company has granted unsecured loans of Rs. 7900 Lakhs to other companies during the year and balance outstanding as on balance sheet date was Rs. 1700 Lakhs. The Company has not provided any advance in the nature of loans, or stood guarantee, or provided security during the year.

b. In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.

c. The schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular except overdue interest of Rs. 562.96 Lakhs from 6 companies.

d. There is no overdue amount remaining outstanding for more than ninety days as on the balance sheet date except following outstanding interest for which the Company have taken reasonable steps to recover the amount :

No. of Cases	Principal Amount Overdue	Interest Overdue (Rs. in Lakhs)	Total Overdue (Rs. in Lakhs)
6	NIL	562.96	562.96

e. No loan granted by the Company which was fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

f. The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Therefore, the provisions of clause 3(iii)(f) of the Order are not applicable to the Company.

(iv) The Company has complied with provisions of section 186 of the Act with respect to loans granted and investment made during the year. According to information and explanations given to us, no loan or guarantee or security under section 185 and no guarantee and security under section 186 of the Companies Act, 2013 have been given during the year.

(v) The Company has not accepted any deposit or amount which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.

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

(vii) a. According to the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax, Cess and other statutory dues as applicable, with the appropriate authorities except payment of advance Income-tax.There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.

b. According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause(a) on account of any dispute except the followings where amount has been quantified :

The Name of Statute	Nature of Dues	Amount (₹ in Lakhs)*	Period to which the amount related	Forum where matter is pending
Central Excise Act, 1944	Cenvat	121.93	2006-2008	Hon'ble High Court, Jodhpur
		1378.12	2012-2013	Hon'ble High Court, Jaipur
		116.12	2012-2013	Commissioner, Udaipur
		15.45	2012	Additional Commissioner, Udaipur
		22.38	2014 to 2017	Assistant Commissioner, Kota
Income Tax Act, 1961	Income Tax	941.17	AY 2009-10, 2011 to 2013	Hon'ble Supreme Court
		82.29	AY 2013-14	CIT(Appeals)
Sales Tax (Rajasthan)**	Rajasthan Incentive	4161.84	2003-08	Hon'ble Supreme Court
Finance Act, 1994	Service Tax	681.21	Various matters, from 2011 to 2015	Hon'ble High Court, Jaipur
		1196.17	Various matters, from 2011 to 2017	CESTAT, New Delhi
		112.31	Various matters, from 2010 to 2015	Addl. Commissioner
		0.39	2013-14	Asst. Commissioner
		9.36	2014-15	Superintendent
The Goods and Service Tax	GST	18.33	2016-17	Commissioner Appeals
		0.15	2017-18	Superintendent
The Central Excise Act, 1944	Excise duty	126.57	1988-1992	Customs, Excise & Service Tax Appellate Tribunal and High Court
The Central Sales Tax Act, 1956	Sales Tax	25.12	2002-2003	Assessing Officer
The Central Sales Tax Act, 1956	Sales Tax	45.66	2003-2004	CST Appellate Authority, Delhi
The Value Added Tax, Delhi	VAT	15.93	2010-11 to 2014-15	Assessing Officer, Delhi
The Value Added Tax, Orissa		12.20	2005-06 & 2006-07	Hon'ble High Court, Odisha
		20.13	2007-08, 2008-09, 2015-16 and 2016-17	Sales Tax Tribunal, Odisha

* Net of amount paid under protest.

** since decided in the favor of the Company

(viii) According to the information and explanation given to us, there were no transactions which have not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Therefore, provisions of clause 3(viii) of the Order are not applicable to the Company.

(ix) a. The Company has not defaulted in repayment of loan and in the payment of interest thereon during the year.

b. According to information and explanations given to us, the Company is not declared willful defaulter by any bank or financial institution or other lender.

c. According to information and explanations given to us, term loans taken during the year, were applied for the purpose for which the loans were obtained except temporary deployment in mutual funds till the utilization for the purpose for which loans were obtained.

d. According to information and explanations given by the management, no funds raised on short term basis have been utilized for long term purposes.

e. The Company has no subsidiaries, joint ventures or associate. Therefore, the provisions of clause 3(ix)(e) and 3(ix)(f) of the Order are not applicable to the Company.

(x) a. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.Therefore, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.

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

(xi) a. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management.

b. According to the information and explanation given to us and to the best of our knowledge, no report under subsection (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

c. As reported to us by the management, there are no whistle-blower complaints received by the Company during the year.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

(xiii) As per records of the Company examined by us, transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and details for the same have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) a.In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

b. We have considered internal audit reports of the Company issued till date for the period under audit.

(xv) According to the information and explanations given to us, in our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them, hence provision of section 192 of the Act are not applicable to the Company. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.

(xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.

b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.

c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.

d. According to the representations given to us, there is no CIC as part of the Group. Therefore, the provisions of clause 3(xvi)(d) of the Order are not applicable to the Company.

(xvii) The Company has not incurred cash losses in current year and in the immediately preceding financial year. Therefore, the provisions of clause 3(xvii) of the Order are not applicable to the Company.

(xviii) There has been no resignation of statutory auditors during the year. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company.

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

(xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Act or special account in compliance with the provision of section 135(6) of the Act. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company.

(xxi) The Company does not have subsidiary, associate or joint venture. Therefore, the provisions of clause 3(xxi) of the Order are not applicable to the Company.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No.: 088926
UDIN: 22088926AIPEIG7461

Date: May 7, 2022
Place: Noida (Delhi - NCR)

Annexure B to Independent Auditor's Report of even date to the members of Mangalam Cement Limited on the financial statements for the year ended March 31, 2022 (Referred to in paragraph 2(f) of our report on the other legal and regulatory requirements)

We have audited the internal financial controls with reference to financial statements of Mangalam Cement Limited ('the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by Institute of Chartered Accountants of India 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, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with reference to financial statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, 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 Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No.: 088926
UDIN: 22088926AIPEIG7461

Date: May 7, 2022
Place: Noida (Delhi - NCR)

Balance Sheet

as at March 31, 2022

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

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	1,10,980.09	94,938.36
(b) Capital work-in-progress	3A	1,024.19	11,231.73
(c) Right-of-use assets	4	2,151.40	2,322.12
(d) Other intangible assets	5	971.22	759.79
(e) Financial assets			
(i) Investments	6	22.97	566.93
(ii) Other financial assets	7	2,698.85	1,402.35
(f) Other non-current assets	8	5,412.15	5,906.46
Total-Non-current assets		**1,23,260.87**	**1,17,127.74**
(2) Current assets			
(a) Inventories	9	20,333.33	22,431.47
(b) Financial assets			
(i) Investments	10	10,427.00	6,562.10
(ii) Trade receivables	11	3,661.57	3,887.35
(iii) Cash and cash equivalents	12	6,513.65	8,336.02
(iv) Bank balances other than (iii) above	13	8,831.40	8,258.81
(v) Loans	14	1,700.00	4,000.00
(vi) Other financial assets	15	1,016.39	2,152.28
(c) Current tax assets (Net)	16	811.27	110.24
(d) Other current assets	17	16,293.65	12,901.65
Total-Current assets		**69,588.26**	**68,639.92**
TOTAL ASSETS		**1,92,849.13**	**1,85,767.66**
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	18	2,749.73	2,749.73
(b) Other equity		71,468.83	64,031.33
Total-Equity		**74,218.56**	**66,781.06**
LIABILITIES			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	36,297.38	41,262.45
(ii) Lease liabilities	20	337.45	471.67
(iii) Other financial liabilities	21	5,195.38	5,663.61
(b) Provisions	22	3,115.78	2,719.37
(c) Deferred tax liabilities (Net)	23	5,829.15	2,809.90
(d) Other non-current liabilities	24	836.31	546.16
Total-Non-current liabilities		**51,611.45**	**53,473.16**
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	26,052.83	21,367.43
(ii) Lease liabilities	26	134.22	117.40
(iii) Trade payables	27		
– Total outstanding dues of micro enterprises and small enterprises		50.91	16.62
– Total outstanding dues of creditor other than micro enterprises and small enterprises		17,690.59	19,386.51
(iv) Other financial liabilities	28	3,870.99	6,820.90
(b) Other current liabilities	29	13,451.26	11,932.88
(c) Provisions	30	5,066.10	4,418.69
(d) Current tax liabilities (Net)	31	702.22	1,453.01
Total-Current liabilities		**67,019.12**	**65,513.44**
TOTAL EQUITY AND LIABILITIES		**1,92,849.13**	**1,85,767.66**

Significant accounting policies and other notes forming part of financial statements 1-45

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926

Date : May 7, 2022
Place: Noida (Delhi - NCR)

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

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

Statement of Profit and Loss

for the Year ended March 31, 2022

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

Particulars	Note No.	For the Year ended March 31, 2022	For the Year ended March 31, 2021
I INCOME			
Revenue from operations	32	1,56,605.49	1,30,488.14
Other income	33	2,736.90	2,459.75
Total Income (I)		**1,59,342.39**	**1,32,947.89**
II EXPENSES			
Cost of materials consumed	34	26,964.77	21,927.71
Changes in inventories of finished goods and work-in-progress	35	562.31	464.34
Employee benefits expense	36	11,754.14	11,674.54
Finance costs	37	6,443.28	6,888.52
Depreciation and amortization expense	38	6,229.83	6,291.62
Other expenses	39	95,479.10	71,908.36
Total Expenses (II)		**1,47,433.43**	**1,19,155.09**
III Profit before tax (I-II)		**11,908.96**	**13,792.80**
IV Tax expense :	40		
Current tax/MAT		2,110.72	2,839.78
Deferred tax charge/(credit)	23	2,027.69	1,606.37
V Profit for the Year (III-IV)		**7,770.55**	**9,346.65**
VI Other Comprehensive Income	41		
(a) (i) **Items that will not be reclassified to profit or loss**			
- Re-measurement of the net defined benefit plan		103.53	(160.78)
(ii) Income tax relating to items that will not be reclassified to profit or loss		(36.18)	55.57
(b) **(i) Items that will be reclassified to profit and loss**		-	-
(ii) **Income tax relating to items that will be reclassified to profit or loss**		-	-
Total-Other Comprehensive Income (net of tax) (VI)		**67.35**	**(105.21)**
VII Total Comprehensive Income for the Year (V+VI)		**7,837.90**	**9,241.44**
Earnings per equity share	42.1		
[Nominal Value per share: ₹10 (Previous Year : ₹10)]			
(a) Basic - ₹		**28.26**	**33.99**
(b) Diluted - ₹		**28.26**	**33.99**

Significant accounting policies and other notes forming part of financial statements 1-45

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Date : May 7, 2022
Place: Noida (Delhi - NCR)

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

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

Statement of Cash Flows

for the Year ended March 31, 2022

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

Particulars	For the Year ended March 31, 2022	For the Year ended March 31, 2021
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Net profit before tax	11,908.96	13,792.80
Other comprehensive income before tax	103.53	(160.78)
Adjustments for :		
Depreciation and amortization expense	6,229.83	6,291.62
Finance costs	6,443.28	6,888.52
Interest income	(1,129.11)	(1,589.48)
Net loss on sale of property, plant and equipment	(33.71)	5.74
Gain on fair valuation of financial assets measured at FVTPL	(415.76)	(99.74)
Net gain on sale of investments	(23.45)	(3.00)
Provision for doubtful advances	100.00	-
Operating profit before working capital changes	**23,183.57**	**25,125.68**
Changes in Working Capital		
(Increase)/ decrease in inventories	2,098.14	(4,051.33)
(Increase)/ decrease in trade and other receivables	(2,528.62)	(3,022.33)
Increase/ (decrease) in trade and other payables	(1,395.93)	7,004.17
Cash generated from operation	**21,357.16**	**25,056.19**
Income taxes refund /(paid)	(2,502.31)	(1,681.17)
Net cash inflow/(outflow) from operating activities (A)	**18,854.85**	**23,375.02**
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(12,452.14)	(7,834.23)
Proceed from sale of property, plant and equipment	126.31	40.80
Investment in equity shares	(1.00)	-
Purchase of investments	(5,499.73)	(6,500.00)
Proceed from sale of investments	2,504.76	2,977.01
Inter corporate deposits given	(7,900.00)	(18,750.00)
Inter corporate deposits received back	10,200.00	17,625.09
Net increase in fixed deposits	(1,910.32)	(6,301.33)
Interest received	1,562.47	1,504.82
Net cash flow used in investing activities (B)	**(13,369.65)**	**(17,237.84)**
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Finance cost paid	(6,600.40)	(6,717.42)
Dividend paid	(400.40)	(266.94)
Payment of lease liability	(176.40)	(217.13)
Proceed from borrowings from Government	1,171.96	1,129.51
Proceeds from non-current borrowings	19,122.80	21,207.74
Repayment of non-current borrowings	(7,635.14)	(16,909.35)
Net proceed/ (repayment) from/to current borrowings	(12,789.99)	(2,360.16)
Net cash flow used in financing activities (C)	**(7,307.57)**	**(4,133.75)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(1,822.37)**	**2,003.43**
Cash and cash equivalents at the beginning of the year	8,336.02	6,332.59
Cash and cash equivalents at the end of the year (Note 12)	**6,513.65**	**8,336.02**

Statement of Cash Flows

for the Year ended March 31, 2022

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

2. Additional Disclosure required under Ind AS – 7 "Statement of Cash Flows", Refer note no. 42.5.

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

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Date : May 7, 2022
Place: Noida (Delhi - NCR)

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

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

Statement of Changes in Equity

for the Year ended March 31, 2022

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

A. Equity Share Capital	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Issued, subscribed and paid up Equity Shares of ₹ 10 each				
Balance at the beginning of the year	**2,74,97,298**	**2,749.73**	**2,66,93,780**	**2,669.38**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the year	**2,74,97,298**	**2,749.73**	**2,66,93,780**	**2,669.38**
Equity share suspense Account (refer note on Business Combination, note no 43)	-	-	8,03,518	80.35
Balance at the end of the reporting period	**2,74,97,298**	**2,749.73**	**2,74,97,298**	**2,749.73**

B. Other Equity **(₹ Lakhs)**

Particulars	Reserve & Surplus					Other comprehensive income	
	Capital Reserve	Securities Premium	Capital Redemption Reserve	General Reserve	Retained Earning	Equity Instrument fair value through other comprehensive income	Total
As at March 31, 2020	**21.67**	**1,805.75**	**175.30**	**6,513.15**	**46,540.96**	**-**	**55,056.82**
Changes in accounting policy or prior period errors	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Restated balance as at March 31, 2020	**21.67**	**1,805.75**	**175.30**	**6,513.15**	**46,540.96**	**-**	**55,056.82**
Profit for the year (A)	-	-	-	-	9,346.65	-	9,346.65
Other Comprehensive Income (net of tax) (B)	-	-	-	-	(105.21)	-	(105.21)
Total Comprehensive Income for the Year (A+B)	**-**	**-**	**-**	**-**	**9,241.44**	**-**	**9,241.44**
Dividend Paid	-	-	-	-	(266.94)	-	(266.94)
As at March 31, 2021	**21.67**	**1,805.75**	**175.30**	**6,513.15**	**55,515.46**	**-**	**64,031.33**
Changes in accounting policy or prior period errors	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Restated balance as at April 01,2021	**21.67**	**1,805.75**	**175.30**	**6,513.15**	**55,515.46**	**-**	**64,031.33**
Profit for the year (A)	-	-	-	-	7,770.55	-	7,770.55
Other Comprehensive Income (net of tax) (B)	-	-	-	-	67.35	-	67.35
Total Comprehensive Income for the Year (A+B)	**-**	**-**	**-**	**-**	**7,837.90**	**-**	**7,837.90**
Dividend Paid	-	-	-	-	(400.40)	-	(400.40)
As at March 31, 2022	**21.67**	**1,805.75**	**175.30**	**6,513.15**	**62,952.96**	**-**	**71,468.83**

Statement of Changes in Equity

for the Year ended March 31, 2022

Nature and purpose of reserves

Capital Reserve

Represents difference between fair value of the Company's equity shares and value of net assets of transferor company, acquired pursuant to the Scheme of Amalgamation with appointed date April 01, 2019 and can be utilised in accordance with the provisions of the Companies Act, 2013.

Securities Premium

Represents difference between face value of the Company's equity shares and fair value considered on acquisation pursuant to the Scheme of Amalgamation with appointed date April 01, 2019 and can be utilised in accordance with the provisions of the Companies Act, 2013.

Capital Redemption Reserve

Represents transfer from Retained Earnings on redemption of preference shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General reserve

The Company appropriates to general reserves out of the profits as decided by the board of directors and can be utilized in accordance with the provisions of the Companies Act, 2013.

Retained Earnings

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

Equity Instrument fair value through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in Other Comprehensive Income. These changes are accumulated within FVOCI reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities (i.e. investments) are derecognised.

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

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Date : May 7, 2022
Place: Noida (Delhi - NCR)

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

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

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Corporate Information and Significant Accounting Policies

1. Corporate Information

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

During the year pursuant to the Scheme of Arrangement with effect from April 01, 2019, Mangalam Timber Products Limited amalgamated with the Company and production facilities for manufacturing Medium Density Fibre Boards ("MDF Boards") is located at Nabrangpur (Odisha) India.

2 Significant Accounting Policies

2.1 Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standard) Rules, 2015, as amended and other accounting principles generally accepted in India.

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

The Board of Directors has approved the financial statements for the year ended March 31, 2022 and authorised for issue on May 07, 2022.

2.2 Basis of preparation

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

- Non-current borrowings are initially measured at amortized cost.

- Assets and liabilities acquired under business Combination measured at fair value.

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

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

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

- **Level 1** inputs are quoted prices /net asset value (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;

- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- **Level 3** inputs are unobservable inputs for the asset or liability.

2.3 Functional and presentation currency

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

2.4 Significant accounting Judgements and Estimates

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

A. Judgements

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

– assessing the lease term (including anticipated renewals) and the applicable discount rate.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

- classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial assets are solely payments of principal and interest on the principal amount outstanding.

B. Assumptions and estimation uncertainties

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

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts.
- Useful life and residual value of property, plant and equipment, other intangible assets and Right of Use assets;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resource;
- Impairment of financial assets: key assumptions used in estimating recoverable cash flows
- Assessment of recoverability of receivables and advances which requires significant management judgement based on financial position of the counter-parties, market information and other relevant factors.
- In determining the fair value of the mine restoration obligation the Company uses technical estimates to determine the expected cost to restore the mines and the expected timing of these costs. Discount rates are determined based on expected rate of return
- Uncertainty relating to the global health pandemic

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

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

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.

2.6 Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment loss, if any. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognised as at 1st April, 2015 measured as per the previous Generally Accepted Accounting Principles (GAAP). Property, plant and equipment acquired under the Scheme of Amalgamation [refer note 43], has been stated at value determined on appointed date i.e. April 1, 2019 as defined under Ind AS 103 "Business Combination". The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred up to the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

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

Subsequent Measurement

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

Depreciation

Depreciation is calculated on Straight Line Method using the rates arrived at based on the estimated useful lives given in Schedule II of the Companies Act, 2013. In case of assets acquired under Scheme of Amalgamation [refer note 43] estimated life has been re-assessed by the Company basis technical assessment, which is equivalent to estimated useful lives given in Schedule II of the Companies Act, 2013.

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively. Individual assets costing below ₹ 5000 are fully depreciated in the year of purchase.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Capital work-in-progress

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

Derecognition

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

2.7 Intangible assets

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

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

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

Derecognition

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit & Loss when the asset is derecognised.

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

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

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

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

2.9 Impairment of non-financial assets

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

2.10 Research and Development Expenses

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

2.11 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets upto the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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

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

2.12 Foreign currency transactions

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

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

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

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

2.13 Employee benefits

a. Short term employee benefits

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

b. Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services. The company has following defined contribution plans:

a) Provident and Pension fund

b) Superannuation Fund

c. Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of Government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit & Loss. Past service cost is recognised in the Statement of Profit & Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

• service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

• net interest expense or income; and

• remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit & Loss in the line item employee benefits expense.

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

d. Other long-term employee benefits

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

2.14 Revenue Recognition

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

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

ii) the amount of revenue can be measured reliably;

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

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

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, etc. For incentives offered to customers, the Company makes estimates related to customer performance and sales volume to determine the total amounts earned and to be recorded as deductions. The estimate is made in such a manner, which ensures that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The actual amounts may differ from these estimates and are accounted for prospectively.

The Company considers shipping and handling activities as costs to fulfill the promise to transfer

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

the related products and the customer payments for shipping and handling costs are recorded as a component of revenue. In certain customer contracts, shipping and handling services are treated as a distinct separate performance obligation and the Company recognizes revenue for such services when the performance obligation is completed.

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

b. Revenue (other than sale) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

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

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

2.15 Government Grants and Subsidies

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. The benefit of a Government loan at a below-market rate of interest is treated as a Government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates and is being recognised in the Statement of Profit and Loss.

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

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

2.16 Inventories

i. Inventories are valued as follows :

Raw materials, stores and spares	Lower of cost and net realisable value. Cost is determined on a weighted average basis. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.
Work-in-progress, plantation work-in-progress and finished goods	Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads.
Waste	At net realisable value.

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

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

2.17 Mining Restoration

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

2.18 Provisions and contingencies, Contingent liabilities and Contingent Assets

Based on the best estimate, provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

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

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

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

2.19 Measurement of fair value

a. Financial instruments

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

b. Marketable and non-marketable equity securities

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

c. Derivatives

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

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

2.20 Financial instruments

a. Financial Assets

Initial recognition and measurement

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

Classifications

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

Business model assessment

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

Financial Assets at amortised cost

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

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

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

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

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

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

Any Financial Assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL. In addition, the Company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

b. Equity instruments

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

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

All other Financial instruments are classified as measured at FVTPL

Derecognition of financial assets

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

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

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

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

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised the Statement of Profit & Loss.

Impairment of financial assets

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

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

c. Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial Liabilities measured at amortised cost

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

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

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities at fair value through Profit & Loss include financial liabilities designated upon initial recognition as at fair value through Profit & Loss. Gains or losses on liabilities held for trading are recognised in the Statement of Profit & Loss.

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

Derecognition of financial liabilities

The Company derecognises a financial liability when its

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

contractual obligations are discharged or cancelled, or expired.

2.21 Income tax

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

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company :

a) Has a legally enforceable right to set off the recognised amounts; and

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

ii. Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

Credit of Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.22 Leases

Company as a lessee

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

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

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

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

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

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

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

2.23 Cash and cash equivalents

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

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

2.24 Earning Per Share

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

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

2.25 Offsetting Financial Instruments

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

2.26 Segment Reporting

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

2.27 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, right of use assets / lease liablity, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of para 28A and para 28B of Ind AS 103 "Business Combination", Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Statement of Profit & Loss in the period in which they are incurred.

Business Combination under Common Control

Common control business combination means a business combination involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interests method. The assets and

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

liabilities of the combining entities are reflected at their carrying amounts.

2.28 Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

(i) Ind AS 103 – Reference to Conceptual Framework - The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

(ii) **Ind AS 16 – Proceeds before intended use** -The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

(iii) Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract - The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

(iv) Ind AS 109 – Annual Improvements to Ind AS (2021)- The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 3. Property, plant and equipment

(₹ in Lakhs)

Gross Block	Freehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Railway Siding	Total
Cost as at April 01, 2020	**7,503.15**	**11,614.32**	**95,049.73**	**187.62**	**1,049.91**	**164.91**	**3,669.12**	**1,19,238.75**
Addition during the year	143.51	82.45	2,364.27	22.93	39.77	2.04	-	**2,654.97**
Sold/discarded during the year	-	-	3.52	6.74	51.37	-	-	**61.63**
Cost as at March 31, 2021	**7,646.66**	**11,696.77**	**97,410.48**	**203.81**	**1,038.31**	**166.95**	**3,669.12**	**1,21,832.09**
Addition during the year	11.83	6,134.30	15,964.04	17.63	22.28	1.12	-	**22,151.20**
Sold/discarded during the year	-	-	65.42	2.93	122.07	-	-	**190.42**
Cost as at March 31, 2022	**7,658.49**	**17,831.07**	**1,13,309.10**	**218.51**	**938.52**	**168.07**	**3,669.12**	**1,43,792.87**

Accumulated Depreciation	Freehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment	Railway Siding	Total
Accumulated depreciation as at April 01, 2020	**-**	**1,593.32**	**17,810.97**	**81.11**	**264.40**	**42.23**	**1,133.87**	**20,925.90**
Depreciation for the year	-	833.99	4,581.58	18.15	116.03	28.01	405.17	**5,982.93**
Deductions	-	-	0.73	4.58	9.78	-	-	**15.09**
Accumulated depreciation as at March 31, 2021	**-**	**2,427.31**	**22,391.82**	**94.68**	**370.65**	**70.24**	**1,539.04**	**26,893.73**
Depreciation for the year	-	658.19	4,971.94	18.51	105.33	27.81	235.06	**6,016.84**
Deductions	-	-	39.28	1.20	57.31	-	-	**97.79**
Accumulated depreciation as at March 31, 2022	**-**	**3,085.50**	**27,324.48**	**111.99**	**418.67**	**98.05**	**1,774.10**	**32,812.78**

Net carrying value as at March 31, 2021	**7,646.66**	**9,269.46**	**75,018.66**	**109.13**	**667.66**	**96.71**	**2,130.08**	**94,938.36**
Net carrying value as at March 31, 2022	**7,658.49**	**14,745.57**	**85,984.62**	**106.52**	**519.85**	**70.02**	**1,895.02**	**1,10,980.09**

3.1 **Assets pledged and hypothecated against borrowings. Refer Note No. 19 & 25.**

3.2 **There were no revaluation carried out by the Company during the year reported above.**

3.3 **Property, plant and equipment acquired under the Scheme of Arrangement. Refer note no. 43.**

3.4 **During the year, borrowing cost amounting to ₹ 352.56 Lakhs (Previous year ₹ 621.51 Lakhs) has been capitalized by the Company. The capitalization rate used to determine the amount of borrowing costs capitalized is weighted average interest rate applicable to the borrowings i.e. 8.50% (Previous year 9.38%).**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

3.5 The title deeds of immovable properties are held in the name of the Company, except for the following :

Description of property	Gross carrying value (₹ in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held (i.e. dates of capitalisation provided in range)	Reason for not being held in the name of the Company
Freehold Lands	5,374.98	erstwhile Mangalam Timber Products Limited	No	April, 2019	These immovable properties acquired from erstwhile Mangalam Timber Products Limited which amalgamated with the Company pursuant to National Company Law Tribunal Order dated November 3, 2021. [Refer Note 43 to the financial statements]. The name change in the favor of the Company is pending.
Buildings	566.25		No	April, 2019	

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 3A : Capital work-in-progress (₹ in Lakhs)

Particulars	Amount	Total
Cost as at April 01, 2020	**2,146.82**	**2,146.82**
Additions	11,504.81	11,504.81
Assets capitalised	(2,419.91)	(2,419.91)
Cost as at March 31, 2021	**11,231.73**	**11,231.73**
Additions	549.01	549.01
Assets capitalised	(10,756.55)	(10,756.55)
Cost as at March 31, 2022	**1,024.19**	**1,024.19**

3A.1. Ageing schedule of Capital work-in-progress (₹ in Lakhs)

Particulars	As At March 31, 2022	As At March 31, 2021
Projects in progress		
< 1 Year	547.27	10,825.25
1-2 Years	210.54	358.32
2-3 Years	225.17	35.75
>3 Years	41.21	12.41
Projects in progress (total)	**1,024.19**	**11,231.73**
Projects temporarily suspended	-	-

3A.2. The Company does not have any material project which is overdue or has exceeded its cost compared to its original plan.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 4. Right of Use Assets

(₹ in Lakhs)

Gross Block	Lease hold Land	Buildings	Total
Cost as at April 01, 2020	**1,804.86**	**199.66**	**2,004.52**
Additions during the year	-	596.17	596.17
Sold/discarded during the year	-	11.89	11.89
Cost as at March 31, 2021	**1,804.86**	**783.94**	**2,588.80**
Additions during the year	-	-	-
Sold/discarded during the year	-	-	-
Cost as at March 31, 2022	**1,804.86**	**783.94**	**2,588.80**

Accumulated Depreciation	Lease hold Land	Buildings	Total
Accumulated Depreciation as at April 01, 2020	**24.61**	**54.55**	**79.16**
Depreciation for the year	24.60	171.17	195.77
Deductions	-	8.27	8.27
Adjustment / Reclassification during the year	0.02	-	0.02
Accumulated Depreciation as at March 31, 2021	**49.23**	**217.46**	**266.68**
Depreciation for the year	24.59	146.13	170.72
Deductions	-	-	-
Accumulated Depreciation as at March 31, 2022	**73.82**	**363.59**	**437.40**

Net carrying value as at March 31, 2021	**1,755.63**	**566.48**	**2,322.12**
Net carrying value as at March 31, 2022	**1,731.04**	**420.35**	**2,151.40**

4.1 There were no revaluation carried out by the Company during the year.

4.2 Assets acquired under the scheme of Arrangement. Refer note no. 43.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

4.3 Lease deeds of right-of-use assets are held in the name of the Company, except for the following :

Description of property	Gross carrying value (₹ in Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held (i.e. dates of capitalisation provided in range)	Reason for not being held in the name of the Company
Leasehold Land	0.11	ertswhile Mangalam Timber Products Limited	No	April, 2019	Leasehold land acquired from erstwhile Mangalam Timber Products Limited which amalgamated with the Company pursuant to National Company Law Tribunal Order dated November 3, 2021. [Refer Note 43 to the financial statements]. The name change in the favor of the Company is pending.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 5. Other Intangible assets

(₹ in Lakhs)

Gross Block	Computer Software	Mining Rights	Total
Cost as at April 01, 2020	**588.89**	**1,107.18**	**1,696.07**
Addition during the year	0.09	-	**0.09**
Sold/discarded during the year	-	-	**-**
Cost as at March 31, 2021	**588.98**	**1,107.18**	**1,696.16**
Addition during the year	0.49	244.91	**245.40**
Sold/discarded during the year	-	-	**-**
Cost as at March 31, 2022	**589.47**	**1,352.09**	**1,941.56**

Accumulated Amortisation	Computer Software	Mining Rights	Total
Accumulated amortisation as at April 01, 2020	**486.44**	**337.01**	**823.45**
Amortisation during the year	90.82	22.10	**112.92**
Deductions	-	-	**-**
Accumulated amortisation as at March 31, 2021	**577.26**	**359.11**	**936.37**
Amortisation during the year	9.98	32.29	**42.27**
Deductions	-	8.30	**8.30**
Accumulated amortisation as at March 31, 2022	**587.24**	**383.10**	**970.34**

Net carrying value as at March 31, 2021	**11.72**	**748.07**	**759.79**
Net carrying value as at March 31, 2022	**2.23**	**968.99**	**971.22**

5.1 There are no restrictions as to the title of any of the items included in intangible assets except mining rights.

5.2 There were no revaluation carried out by the Company during the year.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 6. Investments (Non Current)

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
A. Investments in Equity Instruments carried at fair value through other comprehensive income (Unquoted)		
50,000 (Previous Year 50,000) Fully paid up equity shares of ₹ 10/- each of Kesoram Insurance Broking Services Limited. *	21.97	21.97
10000 (Previous Year Nil) Fully paid up Equity shares of ₹ 10/- each of Mangalam Pragati Foundation	1.00	-
B. Investments in Mutual Funds carried at fair valued through profit & loss (Unquoted)		
Nil (Previous Year 2139962.080) ABSL Medium Term Plan - Growth $	-	544.96
	22.97	**566.93**
Aggregate carrying value of non-current quoted investments	-	-
Aggregate market value of non-current quoted investments	-	-
Aggregate value of non-current unquoted investments	22.97	566.93
Aggregate value of impairment in value of non-current investment	-	-

$ under lien till December 30, 2021 against loan from Aditya Birla Finance Limited. Accordingly reclassified to Current Investment.
Refer note 42.10 for determination of fair values of non-current investment.
* Investment in Kesoram Insurance Broking Services Limited acquired on account of business combination (Refer note 43) with effect from April 1, 2019, is pending to be registered in name of the Company. Presently the same is in the name of erstwhile Mangalam Timber Products Limited.

Note No. 7. Other Non-Current Financial Assets

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good :		
Security deposits	618.64	660.40
Fixed deposits with banks held as margin money	2,050.08	715.02
Fixed deposits with banks pledged with Government departments	3.70	6.24
Interest accrued on fixed deposit with banks	26.43	19.78
Others	-	0.91
	2,698.85	**1,402.35**

Note No. 8. Other Non-Current Assets*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Capital advances	3,990.54	4,396.24
Prepaid expenses	412.49	386.87
Advance Other than Capital Advance:		
Payment under protest with government department / respective authorities ##	224.78	890.79
Other Advances, considered good	784.34	232.56
Other Advances, considered doubtful	113.02	13.02
Less: Provision for doubtful advances	(113.02)	(13.02)
	5,412.15	**5,906.46**

*Refer Note No. 43
##including ₹ 197.75 lakhs (Previous year ₹ 197.75 lakhs) paid under protest for electricty duty on power consumed for the period April 1, 2000 to March 31, 2008 to Government departments. [refer Note No. 42.2(i)(e)]

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 9. Inventories*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
(Valued at lower of cost and net realisable value)		
Raw materials	2,243.47	1,655.36
Work-in -progress	5,561.37	5,849.67
Finished goods	2,013.22	2,283.69
Stock-in-Trade	-	3.54
Fuel (including goods in transit ₹ Nil (previous year ₹ 3768.40 Lakhs)	4,556.89	5,588.69
Plantation work-in-progress (Also refer note no 42.2(i)(d))	93.49	112.17
Stores and spares (including goods in transit ₹ 10.94 Lakhs (previous year ₹ Nil)	5,857.89	6,931.35
At net realisable value		
Scrap & Waste	7.00	7.00
	20,333.33	**22,431.47**

(a) Inventories are hypothecated to secure borrowings. Refer Note No. 19 & 25.

(b) Write downs of inventories (net of reversal) to net realizable value related to finished goods amounted to ₹ 115.51 Lakhs (Previous year ₹ 14.55 Lakhs). These were recognised as expense during the year and included in 'Changes in inventories of finished goods and work-in-progress' in Statement of Profit & Loss.

* Refer Note No. 43

Note No. 10. Investments (Current)

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Investments in Mutual Funds fair valued through profit & loss (Unquoted)		
2139962.080 Units (Previous Year NIL) ABSL Term Plan - Growth*	576.89	-
10235.694 Units (Previous Year 10235.694 Units) ABSL Low Duration Fund - Growth	54.86	52.79
218.879 Units (Previous Year 218.879 Units) Kotak Liquid Fund - Growth	9.37	9.06
NIL (Previous Year 273691.337 Units) Kotak Overnight Fund - Growth	-	3,000.11
NIL (Previous Year 315445.081 Units) ABSL Overnight Fund - Growth	-	3,500.14
14370619.219 Units (Previous Year NIL) ABSL Arbitrage Fund - Growth	3,103.91	-
36545.21 Units (Previous Year NIL) Kotak Liquid Fund - Growth	1,563.76	-
5088096.325 Units (Previous Year NIL) Kotak Equity Arbitrage Fund - Growth	1,537.10	-
301283.049 Units (Previous Year NIL) ABSL Liquid Fund - Growth	1,025.68	-
30975.031 Units (Previous Year NIL) SBI Liquid Fund - Growth	1,025.50	-
24696.754 Units (Previous Year NIL) HDFC Liquid Fund - Growth	1,025.36	-
9770.028 Units (Previous Year NIL) Nippon Liquid Fund - Growth	504.57	-
	10,427.00	**6,562.10**

* reclassified from non-current investment during the year

10.1. Other Disclosures

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Aggregate amount of unquoted investments	10,427.00	6,562.10
Aggregate amount of impairment in value of investments	-	-

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 11 Trade receivables (Current)* (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Secured, considered good	1,562.93	1,603.03
Unsecured, considered good	2,098.64	2,284.32
Credit impaired	293.14	293.14
	3,954.71	**4,180.49**
Allowance for credit impaired	(293.14)	(293.14)
	3,661.57	**3,887.35**

(a) Trade Receivables amounting ₹ 3415.29 lakhs (Previous Year ₹ 3887.35 lakhs) are hypothecated to secure borrowings. Refer Note No. 19 & 25.

(b) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person. Further no trade receivables are due from firms or private companies respectively in which any director is a partner, or director or member.

(c) Trade receivables are non-interest bearing and are generally on terms of 0 to 90 days.

* Refer Note No. 43

Trade Receivables ageing schedule: (₹ in Lakhs)

	Outstanding for following periods from due date of payment *						
As at March 31, 2022	**Not due**	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed							
Considered good	-	3,421.42	5.62	7.04	-	194.76	**3628.84**
Which have significant increase in credit risk	-	-	-	-	-	-	**-**
Credit impaired	-	-	-	-	-	262.32	**262.32**
Disputed							
Considered good	-	-	-	-	-	32.73	**32.73**
Which have significant increase in credit risk	-	-	-	-	-	-	**-**
Credit impaired	-	-	-	-	-	30.82	**30.82**
Total	**-**	**3,421.42**	**5.62**	**7.04**	**-**	**520.63**	**3,954.71**

*There are no unbilled receivables.

Trade Receivables ageing schedule: (₹ in Lakhs)

	Outstanding for following periods from due date of payment *						
As at March 31, 2021	**Not due**	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed							
Considered good	-	3,631.84	12.88	15.14	11.98	182.78	**3,854.62**
Which have significant increase in credit risk	-	-	-	-	-	-	**-**
Credit impaired	-	-	-	-	-	262.32	**262.32**
Disputed							
Considered good	-	-	-	-	-	32.73	**32.73**
Which have significant increase in credit risk	-	-	-	-	-	-	**-**
Credit impaired	-	-	-	-	-	30.82	**30.82**
Total	**-**	**3,631.84**	**12.88**	**15.14**	**11.98**	**508.65**	**4,180.49**

*There are no unbilled receivables.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 12 Cash and Cash Equivalents*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Balances with banks [current accounts]	3,829.02	8,306.99
Cheques on hand	2,663.57	0.04
Cash on hand	21.06	28.99
	6,513.65	**8,336.02**

* Refer Note No. 43

Note No. 13. Other Bank balances

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Balances with Banks		
Deposits with original maturity more than 3 months but less than 12 months	8,699.94	8,068.42
Earmarked Balances		
On unpaid dividend accounts	17.72	22.93
Fixed deposits with banks with original maturity more than 3 months but less than 12 months, held as margin money *	113.74	167.46
Fixed deposits with banks with original maturity more than 12 months, held as margin money	2,050.08	715.02
	2,181.54	**905.41**
Less : Transfer to non-current financial assets	(2,050.08)	(715.02)
	8,831.40	**8,258.81**

* Refer Note No. 43

Note No. 14. Loans (Current)*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
(Unsecured, considered good)		
Inter Corporate Deposits*	1,700.00	4,000.00
	1,700.00	**4,000.00**

* Refer Note No. 43

Note No. 15. Other Financial Assets (Current)*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
(Unsecured, considered good)		
Security deposit with Government departments	7.81	7.05
Security deposit with others	37.71	32.28
Interest accrued on inter corporate deposits and fixed deposits	944.29	1,489.15
Subsidy receivable from Government	22.00	619.39
Others	4.58	4.41
	1,016.39	**2,152.28**

* Refer Note No. 43

Note No. 16. Current Tax Assets (Net)*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Income tax refund receivable	811.27	110.24
	811.27	**110.24**

* Refer Note No. 43

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 17. Other Current Assets*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Advances recoverable in cash or in kind #	4,840.21	4,792.59
Advances for supplies and services	10,788.22	7,591.95
Prepaid expenses	383.67	334.12
Advance to parties	90.34	5.79
GST Input Credit	191.21	177.20
	16,293.65	**12,901.65**

including ₹ 4818.09 lakhs (Previous year ₹ 4763.98 lakhs) paid under protest to Government departments.

* Refer Note No. 43

Note No. 18. EQUITY SHARE CAPITAL*

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Authorised		
6,50,00,000 (Previous year 6,50,00,000) Equity shares of ₹ 10 each	6,500.00	6,500.00
2,00,000 (Previous year 2,00,000) Redeemable Cumulative Preference shares of ₹ 100 each	200.00	200.00
1,80,00,000 (Previous year 1,80,00,000) Optionally Convertible Cumulative Redeemable Preference shares of ₹ 10 each	1,800.00	1,800.00
35,00,000 (Previous year 35,00,000) 7.5% Non Cumulative Redeemable Preference shares of ₹ 100 each	3,500.00	3,500.00
	12,000.00	**12,000.00**
Issued, Subscribed and Paid up		
2,74,97,298 (Previous Year 2,66,93,780) Equity Shares of ₹ 10 each, fully paid up	2,749.73	2,669.38
Equity Share Suspense Account *	-	80.35
	2,749.73	**2,749.73**

* Refer Note No. 43

Note

1	Reconciliation of the number of Equity Shares Outstanding	As at March 31, 2022	As at March 31, 2021#
	Number of Equity Shares Outstanding at the beginning of the year	2,66,93,780	2,66,93,780
	Number of Equity Shares issued during the year*	8,03,518	-
	Number of Equity Shares Outstanding at the end of the year	2,74,97,298	2,66,93,780

*shares issued on acquisition of erstwhile Mangalam Timber Products Limited (refer note no. 43)

#excluding shares issued on acquisition of erstwhile Mangalam Timber Products Limited (refer note no. 43)

2	Shares held by each shareholder holding more than 5 percent shares	As at March 31, 2022		As at March 31, 2021	
	Name of shareholders	No. of Shares	%	No. of Shares	%
	Vidula Consultancy Services Ltd.	27,27,720	9.92	23,70,720	8.88
	Century Textiles & Industries Ltd.	23,77,711	8.65	22,20,500	8.32
	Hardik Bharat Patel ^	-	-	15,19,032	5.69
	Sachin Bansal	15,44,000	5.62	13,94,000	5.22

^ Shareholding less than 5% during the year.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

3 Details of Shareholding of Promoters	As at March 31, 2022*			As at March 31, 2021 $		
Name of shareholders	No. of Shares	% of shares	% Change during the year	No. of Shares	% of shares	% Change during the year
Vidula Consultancy Services Ltd.	27,27,720	9.92	15.06	23,70,720	8.88	20.30
Century Textiles and Industries Ltd.	23,77,711	8.65	7.08	22,20,500	8.32	-
Pilani Investment and Industries Ltd.	11,20,000	4.07	-	11,20,000	4.20	-
Rambara Trading Private Ltd.	6,85,036	2.49	62.37	4,21,900	1.58	NA
Mrs. Vidula Jalan	1,34,705	0.49	3.62	1,30,000	0.49	70.83
B. K. Birla Foundation	1,10,000	0.40	-	1,10,000	0.41	-
Mr. Anshuman Vikram Jalan	85,000	0.31	-	85,000	0.32	112.50
Miss Vaishnavi Jalan	50,000	0.18	-	50,000	0.19	654.26
Master Avayaan Vikram Jalan	21,000	0.08	-	21,000	0.08	218.18
Late Basant Kumar Birla	11,017	0.04	4.53	10,540	0.04	-
Manav Investment and Trading Company Limited	-	-	-	-	-	-
Cygnet Industries Limited	-	-	-	-	-	-

* including shares issued on acquisition of erstwhile Mangalam Timber Products Limited (refer note no. 43).

$ excluding shares issued on acquisition of erstwhile Mangalam Timber Products Limited (refer note no. 43).

4 Terms/rights attached to Equity Shares

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

5 8,03,518 Equity Shares having face value of ₹10 each were allotted to eligible shareholders of erstwhile Mangalam Timber Products Limited as on the record date of January 6, 2022, in share entitlement ratio of 1:22, pursuant to the Scheme of Arrangement of Mangalam Timber Products Limited with the Company (Refer note no. 43).

6 In preceding five (5) years, there was no issue of bonus, buy back, cancellation and issue of shares for consideration other than cash except stated in para 5 above.

Note No. 19. Borrowings (at amortised cost) **(₹ in Lakhs)**

	Non Current Portion		Current Maturities	
	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022	As at March 31, 2021
a. Secured Loans				
(a) Term loans				
(i) from banks	33,508.43	28,303.62	8,527.16	6,220.86
(ii) from Government	1,799.67	1,018.78	-	-
(iii) from Financial Institutions	1,798.61	12,898.68	551.72	1,515.03
b. Unsecured Loans				
(a) Term loans				
(i) from companies	-	-	75.00	775.00
	37,106.71	**42,221.08**	**9,153.88**	**8,510.89**
Less- current maturities of non current borrowings	-	-	(8,631.81)	(8,043.58)
Less- Unamortized portion of processing fees	(809.33)	(958.63)	(522.07)	(467.31)
	36,297.38	**41,262.45**	**-**	**-**

*including Funded interest term loan of ₹ Nil (previous year ₹ 25.23 lakhs).

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

19.1 Borrowings in Mangalam Cement Limited secured by its various assets

(₹ in Lakhs)

Particulars	Security	Repayment Terms	Rate of interest (Current Year)	Rate of interest (Previous Year)	As at March 31, 2022	As at March 31, 2021
From IDFC First Bank Ltd	A first pari-passu charge on entire fixed assets situated at Morak and Aligarh and a second pari passu charge on entire current assets of the company (present and future) at Morak and Aligarh.	15 quarterly installments started from October, 2019.	-	IDFC First Bank MCLR + spread	-	5,000.00
		8 half yearly installments started from 21.12.2022	IDFC First Bank 1 Year MCLR + NIL spread	-	3,000.00	-
		10 half yearly instalments started from 31.03.2022	IDFC First Bank 3 Months MCLR + NIL spread	-	4,625.00	-
From IndusInd Bank Limited	A first pari-passu charge on all immovable fixed assets of the company situated at factory plant location Kota/Morak, Rajasthan (including WHRS) and Aligarh, UP, both present and future. First pari-passu charge on all movable fixed assets of the Borrower, both present and future. Second Pari-passu charge on entire current assets of the Company (present and future).	Equal quarterly installments, Repayment to commence from the end of 3rd month from the date of 1st disbursement (i.e. January 29, 2020).	Linked to 12 months T-bill rate.	Linked to one month MCLR	4,017.86	4,553.57
		10 quarterly installments, Repayment to commence from 31.07.2021	Linked to 1 year T-bill, with annual Interest reset	-	3,750.00	-
From ICICI Bank Limited	A first pari-passu charge over the immovable fixed assets of the company located at Kota/Morak (Rajasthan) (incluidng WHRS) and Aligarh (Uttar Pradesh). First pari-passu charge over the entire movable fixed assets of the company, present and future, Second pari-passu charge over entire current assets of the company, both present and future.	22 equal quarterly instalments after a moratorium of 18 months from the date of 1st disbursement (i.e. December 28, 2018)	I-MCLR-1 Year + 25 BPS Spread	I-MCLR-1 Year + 145 BPS Spread	3,181.82	4,090.91
		20 quarterly installments commencing from the end of third month from the date of first drawdown (i.e. August 27, 2019).	I-MCLR-1 Year + 25 BPS Spread	I-MCLR-1 Year + 160 BPS Spread	6,000.00	8,400.00
		16 step-up quarterly instalments starting from March 29, 2022.	I-MCLR-1 Year + 25 BPS Spread	I-MCLR-1 Year + 140 BPS Spread	4,577.30	4,623.54
		22 quarterly instalments commencing after 3 months from the date of first drawdown (December 1, 2021).	I-MCLR-1Y + NIL Spread	-	3,274.24	-
From ICICI Bank Limited-Car Loan	Hypothecation in favour of ICICI Bank against car finance till payment of last installment	60 equal monthly installments commencing from 1st of next month.	8 to 9%	8.99 to 9%	182.53	196.46
From Daimler Financial Services India Pvt Ltd-Car Loan	Hypothecation in favour of Daimler Financial Services India Pvt Ltd against car finance till payment of last installment	36 equal monthly installments commencing from 13th of next month	10.75%	10.75%	37.84	47.66
Loan from Uttar Pradesh Government under PICUP (IIPS-2012)	Secured by bank guarantee of equal amount of loan	on or before 14/01/2027 (seven year)	Interest free loan under scheme IIPS-2012	Interest free loan under scheme IIPS-2012	349.57	313.32
		on or before 31/03/2028 (seven year)	Interest free loan under scheme IIPS-2012		757.99	705.46
		on or before 31/03/2029 (seven year)	Interest free loan under scheme IIPS-2012	-	692.11	-
From HDFC Bank Ltd	First Pari passu Charge on entire movable fixed assets of the company(Morak and Aligarh unit) (present and future).Equitable mortgage of Morak unit (on first Pari Passu basis).Negative line of immovable assets of Aligarh unit.Second Pari Passu charge on entire current assets of the company.	27 step-up quarterly instalments starting from 29/06/2021.	Repo rate prevailing on disbursement date + fixed Spread 290 BPS	Repo rate prevailing on disbursement date + fixed spread 290 BPS	6,500.00	7,500.00
		23 equal quarterly instalments started from 31.01.2022	Prevailing repo rate on date of disbursement + fixed spread 280 BPS.	-	2,926.83	-

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

19.1 Borrowings in Mangalam Cement Limited secured by its various assets (contd...)

(₹ in Lakhs)

Particulars	Security	Repayment Terms	Rate of interest (Current Year)	Rate of interest (Previous Year)	As at March 31, 2022	As at March 31, 2021
From Aditya Birla Finance Ltd	First pari-passu charge on entire fixed assets (both movable and immovable, present and future) and a second pari passu charge on entire current assets of the company (present and future) and Mutual funds investments in ABSL Medium Term Plan - Growth	28 structured quarterly instalments after construction period of 24 months.	-	ICICI Bank 1 Year MCLR + 55 BPS	-	5,892.86
From Axis Finance Ltd	First pari-passu charge over the all fixed assets (immovable and movable) of the company located at Kota/Morak (Rajasthan), and Aligarh (Uttar Pradesh). Second pari-passu charge over current assets of the company located at Kota/Morak (Rajasthan), and Aligarh (Uttar Pradesh), both present and future.	10 step up half yearly instalments commencing from March 31, 2022.	1Year Bank MCLR	1Year Bank MCLR	2,312.50	7,500.00

19.2 Borrowings by erstwhile Mangalam Timber Products Limited secured by its assets

(₹ in Lakhs)

Particulars	Security	Repayment Terms	Rate of interest (Current Year)	Rate of interest (Previous Year)	As at March 31, 2022	As at March 31, 2021
From Aditya Birla Finance Ltd.	A first pari-pasu charge on all movable and immovable fixed and current assets of Mangalam Timber, both present & future.	Door to Door tenure of 5 years with repayments of 12 equal quaterly instalments after a moratorium of 24 months.	-	ICICI Bank 1 year MCLR + 270 BPS spread	-	840.28
From Aditya Birla Finance Ltd. (FITL)	Funded Intrest Term Loan	Repayment in quaterly instalment	-	11.50%	-	47.91
From State Bank of India Limited	Rupee Term Loan (GECL) under Guaranted Emergency Credit Loan	Repayable with 12 months principal moratorium	-	MCLR+75 BPS spread	-	110.00
From IDBI Bank Limited	Rupee Term Loan (GECL) under Guaranted Emergency Credit Loan	Repayable with 12 months principal moratorium	-	MCLR+100 BPS spread	-	50.00
From Aditya Birla Finance Limited	Rupee Term Loan from ABFL (GECL) under Guaranted Emergency Credit Loan	Repayable with 12 months principal moratorium	-	11.50%	-	85.00

19.3 Unsecured borrowings by erstwhile Mangalam Timber Products Limited

(₹ in Lakhs)

Particulars	Security	Repayment Terms	Rate of interest (Current Year)	Rate of interest (Previous Year)	As at March 31, 2022	As at March 31, 2021
From Companies	Rupee Loan	Repayable with 12 months	13.10%	12.80%	75.00	775.00
					46,260.59	**50,731.97**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 20. Lease Liabilities (Non Current) (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Lease liabilities (refer note 42.12)	337.45	471.67
	337.45	**471.67**

Note No. 21. Other non-current financial liabilities (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Retention money	37.24	43.07
Security deposits from agents and customers / dealers / transporters *	5,158.14	5,620.54
	5,195.38	**5,663.61**

*Refer Note No. 43

Note No. 22. Provisions (Non Current)* (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Employee benefits (Refer Note No. 42.4)	2,096.46	1,809.26
Provision for mines restoration #	1,019.32	910.11
	3,115.78	**2,719.37**

*Refer Note No. 43

#Movement of provisions during the year as required by Ind AS 37

Provision for Mines Restoration		
Opening Balance	**910.11**	**812.60**
Add: Unwinding of discount / change in discount rate	109.21	97.51
Closing Balance	**1,019.32**	**910.11**

Note No. 23. Deferred tax liabilities (Net)* (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
(a) Deferred tax liability being tax impact on -		
(i) Property, plant and equipment, other intangible assets and right of use assets	20,567.08	19,170.87
(ii) Others	1,558.01	1,460.19
Total (a)	**22,125.09**	**20,631.06**
(b) Deferred tax assets being tax impact on -		
(i) Expenses allowable on payment basis under the Income Tax Act	2,638.62	2,321.00
(ii) Unabsorbed depreciation and carried forward tax losses	5,194.68	8,561.88
(iii) MAT credit entitlement	7,962.92	6,807.65
(iv) Others	499.72	130.63
Total (b)	**16,295.94**	**17,821.16**
(c) Net Deferred Tax Liabilities/(Assets) (a) – (b)	**5,829.15**	**2,809.90**

*Refer Note No. 43

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

The Company has recognised deferred tax assets on unabsorbed depreciation, carried forward tax losses including unabsorbed depreciation and carried forward tax losses acquired from erstwhile Mangalam Timber Products Limited and MAT Credit Entitlement. The Company has MAT Credit Entitlement, unabsorbed depreciations and incurred tax losses due to substantial expansion in earlier years. The Company has concluded that the deferred tax assets on MAT Credit Entitlement, unabsorbed depreciations and carried forward tax losses will be recoverable using the estimated future taxable income based on the business plans and budgets. The Company is expected to generate taxable income in near future. The MAT Credit Entitlement and tax losses can be carried forward for specific period as per tax regulations and the Company expects to recover the same within prescribed period.

Movement in deferred Tax Liablities **(₹ in Lakhs)**

Particulars	As at March 31, 2021	Reversal due to Business Combination	Recognised in P&L	Recognised in OCI	As at March 31, 2022
Deferred Tax liability being tax impact on -					
Property, plant and equipment	19,170.87	-	1,396.21	-	20,567.08
Others	1,460.19	-	97.82	-	1,558.01
Sub total (a)	**20,631.06**	**-**	**1,494.03**	**-**	**22,125.09**
Deferred Tax Assets being tax impact on -					
Expenses allowable on payment basis	2,321.00	-	353.80	(36.18)	2,638.62
Unabsorbed Depreciation and Carried forward tax losses	8,561.88	-	(3,367.20)	-	5,194.68
Others	130.63	-	369.02	-	499.65
MAT Credit Entitlement *	6,807.65	(955.38)	2,110.72	-	7,962.99
Sub total (b)	**17,821.16**	**(955.38)**	**(533.66)**	**(36.18)**	**16,295.94**
Net Deferred Tax Liablity (a)-(b)	**2,809.90**	**955.38**	**2,027.69**	**36.18**	**5,829.15**

*Refer Note No. 43

Particulars	As at March 31, 2020	Reversal due to Business Combination	Recognised in P&L	Recognised in OCI	As at March 31, 2021
Deferred Tax liability being tax impact on -					
Property, plant and equipment	17,749.86	-	1,421.01	-	19,170.87
Others	1,617.41	-	(157.22)	-	1,460.19
Sub total (a)	**19,367.27**	**-**	**1,263.79**	**-**	**20,631.06**
Deferred Tax Assets being tax impact on -					
Expenses allowable on payment basis	1,947.79	-	322.76	50.45	2,321.00
Unabsorbed Depreciation and Carried forward tax losses	12,077.59	-	(3,515.71)	-	8,561.88
Others	114.92	-	10.59	5.12	130.63
MAT Credit Entitlement	3,967.87	-	2,839.78	-	6,807.65
Sub total (b)	**18,108.17**	**-**	**(342.58)**	**55.57**	**17,821.16**
Net Deferred Tax Liablity (a)-(b)	**1,259.10**	**-**	**1,606.37**	**(55.57)**	**2,809.90**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 24. Other non-current liabilities (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Deferred revenue arising from Government grant	836.31	546.16
	836.31	**546.16**

Note No. 25. Borrowings (Current)* (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Secured Loans		
Working capital loan (refer note 25.1 and 25.2 below)	12,021.02	12,923.85
Current Maturities of non current borrowings		
a) from Bank	8,556.81	6,827.15
b) from Others	-	441.43
Unsecured		
Working capital loan from a bank	5,000.00	-
Loan from a company repayable on demand	400.00	400.00
Current Maturities of non current borrowings from companies	75.00	775.00
	26,052.83	**21,367.43**

*Refer Note No. 43

25.1. Out of above, ₹ 321.02 lakhs (Previous Year ₹ 1300 lakhs) are overdraft from HDFC Bank Ltd. against lien on fixed deposits. Remaining ₹ 11,700.00 lakhs (Previous Year ₹ 10,700 lakhs) from various banks are secured against a first pari passu charge over entire current assets, both present and future and second pari passu charge over the entire fixed assets, both present and future located at Kota / Morak (Rajasthan) including WHRS.

25.2. ₹ Nil (Previous Year ₹ 923.85 lakhs) in amalgamating Mangalam Timber Products Limited are secured against current assets and fixed assets on pari pasu charge basis located at Nabrangpur (Odisha).

Note No. 26. Lease liabilities (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Lease liabilities (refer note 42.12)	134.22	117.40
	134.22	**117.40**

Note No. 27. Trade payables* (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Creditors for Supplies and Services		
- Due to Micro and Small Enterprises (Refer Note No. 42.3)	50.91	16.62
- Due to Others	17,690.59	19,386.51
	17,741.50	**19,403.13**

*Refer Note No. 43

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Trade payables ageing schedule (₹ in Lakhs)

As at March 31, 2022	MSME	Others than MSME	Disputed Dues-MSME	Disputed Dues-Others
Unbilled	-	4,784.66	-	-
Not Due	50.91	4,668.02	-	-
Less than 1 Year	-	6,486.46	-	-
1-2 Years	-	296.64	-	-
2-3 Years	-	186.84	-	-
More Than 3 Years	-	1,267.97	-	-
Total	**50.91**	**17,690.59**	**-**	**-**

Trade payables ageing schedule (₹ in Lakhs)

As at March 31, 2021	MSME	Others than MSME	Disputed Dues-MSME	Disputed Dues-Others
Unbilled	-	7,938.27	-	-
Not Due	16.62	4,888.34	-	-
Less than 1 Year	-	5,083.76	-	-
1-2 Years	-	323.44	-	-
2-3 Years	-	220.05	-	-
More Than 3 Years	-	932.65	-	-
Total	**16.62**	**19,386.51**	**-**	**-**

Note No. 28. Other current financial liabilities (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Interest accrued	474.29	541.15
Unpaid Dividends	17.72	22.93
Liabilities for Capital Goods	96.11	756.57
Security Deposits and Retention Money	1,557.17	2,013.05
Employees Emoluments	1,229.32	2,169.74
Others ^	496.38	1,317.46
	3,870.99	**6,820.90**

*Refer Note No. 43

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

Note No. 29. Other current liabilities* (₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Statutory dues	3,745.62	3,305.33
Advances received from / credit balance of customers	4,176.67	3,528.35
Deferred revenue arising from Government grants	163.26	98.41
Others	5,365.71	5,000.79
	13,451.26	**11,932.88**

*Refer Note No. 43

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 30. Provisions (Current)

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Employee benefits (Refer Note No. 42.4) *	424.13	406.07
Others $ (includes provision for land tax, E&H Cess & entry tax etc.)	4,641.97	4,012.62
	5,066.10	**4,418.69**

$ Movement of provisions for others during the year as required by Ind AS 37 (Provision, Contingent Liabilities and Contingent Assets)

Opening Balance	**4,012.62**	**3,418.48**
Addition during the year	633.83	723.82
Paid/Adjustment during the year	(4.48)	(129.68)
Closing Balance	**4,641.97**	**4,012.62**

*Refer Note No. 43

Note No. 31. Current tax liabilities (Net)

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
Provision for Income Tax (Net)	702.22	1,453.01
	702.22	**1,453.01**

Note No. 32. Revenue from Operations

(₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of products		
Cement and Clinker	1,55,296.05	1,29,268.13
MDF Boards	1,081.44	662.19
Other operating revenue (refer Note 42.6)	228.00	557.82
	1,56,605.49	**1,30,488.14**

32.1. For disclosure under Ind AS 115 (Refer Note 42.13)

33. Other Income

(₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest income (refer below 33.1)	1,129.11	1,589.48
Unclaimed liabilities written back	1,026.22	257.29
Net gain on exchange flucatuation on translation and transactions	-	132.41
Net gain on fair valuation of financial assets measured at FVTPL	400.46	86.09
Interest on financial assets carried at amortised cost using EIR method	15.30	13.65
Net profit on sale of property, plant & equipment	33.71	-
Net gain on sale of current investment	23.45	3.00
Miscellaneous income	108.65	377.83
	2,736.90	**2,459.75**

33.1 Interest income on :

(₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Income tax refund	104.85	21.35
Inter corporate deposits, fixed deposit etc.	1,024.26	1,568.13
	1,129.11	**1,589.48**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 34. Cost of materials consumed (₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Cost of raw materials consumed including land tax	26,964.77	21,927.71
	26,964.77	**21,927.71**

Note No. 35. Changes in inventories of finished goods, work-in-progress and stock in trade (₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening Stock*		
Finished Goods	2,283.69	2,761.97
Work-in-Progress	5,849.67	5,835.73
Stock In Trade	3.54	3.54
	8,136.90	**8,601.24**
Closing Stock		
Finished Goods	2,013.22	2,283.69
Work-in-Progress	5,561.37	5,849.67
Stock In Trade	-	3.54
	7,574.59	**8,136.90**
Decrease / (Increase) in inventories of finished goods, work-in-progress and stock in trade	**562.31**	**464.34**

*Refer Note No. 43

Note No. 36. Employee benefits expense (₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, Wages and Bonus	10,479.87	10,451.46
Contribution to Provident and other funds	1,016.05	1,030.21
Staff welfare expenses	258.22	211.53
	11,754.14	**11,693.20**
Less:- Amount transferred to Capital Work-in-Progress/Capitalised	-	(18.66)
	11,754.14	**11,674.54**

Note No. 37. Finance costs (₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest expenses	5,064.30	6,110.95
Interest paid to Income tax department	54.02	168.23
Interest on lease obligations	59.04	72.20
Other borrowing costs	1,618.48	1,171.59
	6,795.84	**7,522.97**
Less:- Amount transferred to Capital Work-in-Progress/Capitalised	(352.56)	(634.45)
	6,443.28	**6,888.52**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 38. Depreciation and amortization expense (₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation of property, plant and equipment	6,016.84	5,982.93
Depreciation on right of use assets	170.72	195.77
Amortisation of intangible assets	42.27	112.92
	6,229.83	**6,291.62**

Note No. 39. Other expenses (₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Stores and spares consumed	4,611.15	2,989.44
Power and fuel	43,102.82	29,618.14
Rent	397.57	306.98
Repairs and maintenance		
Plant and machinery	2,587.64	1,828.44
Buildings	290.82	229.93
Others	331.46	341.28
Insurance	255.17	251.81
Rates and taxes	691.75	267.05
Packing expenses	7,694.44	5,042.31
Advertisement and sales promotion	1,402.95	1,754.03
Commission and brokerage to selling agents	1,785.54	1,624.77
Freight, forwarding etc.	30,101.93	25,536.78
Net loss on sale of property, plant & equipment	-	5.74
Net loss on exchange fluctuation on translation and transactions	16.59	-
Corporate social responsibility	186.30	84.90
Amalgamation expenses	50.94	103.34
Provision for allowance for doubtful other receivables	100.00	-
Directors sitting fees	31.18	29.45
Directors Commission	40.00	28.00
Remuneration to Auditors:		
(a) Statutory Auditor		
Audit fee	16.53	18.56
Limited review	4.21	2.58
Tax audit fee	3.22	3.61
Certification & other services	11.92	8.11
Out of pocket expenses	1.37	0.96
(b) Cost Auditor		
Audit Fee	1.39	1.32
Other services	0.04	0.04
Out of pocket expenses	-	0.05
Miscellaneous	1,762.17	1,834.37
	95,479.10	**71,911.99**
Less:- Amount transferred to Capital Work-in-Progress/Capitalised	-	(3.63)
	95,479.10	**71,908.36**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(₹ in Lakhs)

Corporate social responsibility (CSR) expenditure	For the Year ended March 31, 2022	For the Year ended March 31, 2021
i. Amount required to be spent during the year	185.02	79.61
ii. Amount spent during the year	186.30	84.90
iii. (Excess) / Shortfall for the year	(1.28)	(5.29)
iv. Total of previous years shortfall [net]	-	-
v. Details of related party transactions [included in (vii) below]	-	-
- Purchase from Mignonette Creations Pvt. Ltd.	9.98	-
vi. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period/year should be shown separately	-	-
vii. Nature of CSR activities:	-	-
a) Rural Development (including capital assets ₹ 8.89 Lakhs)	34.81	43.58
b) Promoting education	113.00	1.91
c) Eradicating hunger, pverty and malnutrition, promoting health care	3.24	-
d) Woman Empowerment and Vocational Skill	3.74	4.50
e) Preventive Health care & COVID-19 Contribution (including capital assets ₹ 12.25 Lakhs)	31.51	34.91
viii. Reason for shortfall	-	-
a) As at March, 31 2022- No Shortfall	-	-
b) As at March, 31 2021 - No Shortfall	-	-

Note No. 40. Tax Expenses

(₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Current tax (a)	2,110.72	2,839.78
Deferred tax charge /(credit) (b)	2,027.69	1,606.37
Total Tax expenses reported (a+b)	**4,138.41**	**4,446.15**
Reconciliation of tax expenses and accounting profit		
Net Profit before tax	11,908.96	13,792.80
Applicable tax rates (in %)	34.944	34.944
Computed tax expenses	4,161.47	4,819.76
Increase/(reduction) in taxes on account of:		
Income taxable at lower rate /exempt from tax	(36.61)	(103.36)
Non deductible expenses	86.65	156.87
Others including Deferred Tax related to previous years	(73.10)	(427.12)
Income tax expense reported	**4,138.41**	**4,446.15**

Note No. 41. Other Comprehensive Income (net of tax)

(₹ in Lakhs)

	For the year ended March 31, 2022	For the year ended March 31, 2021
Remeasurement of defined benefit plans	103.53	(160.78)
Income tax relating to items that will not be reclassified to profit or loss	(36.18)	55.57
	67.35	**(105.21)**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 42.1. Earning Per Share (EPS) :

The following table reflect the income and shares data used in computation of the basic and diluted earning per share.

(₹ in Lakhs)

Particulars		For the year ended March 31, 2022	For the year ended March 31, 2021
a. Profit for the year		**7,770.55**	**9,346.65**
b. Nominal value of equity shares	in ₹	10.00	10.00
c. No of shares at the beginning of the year	Nos.	2,66,93,780	2,66,93,780
Add: Issued / to be issued during the year		8,03,518	8,03,518
Less: Cancelled/buyback during the year		-	-
No of shares at the end of the year		2,74,97,298	2,74,97,298
d. Weighted average no. of shares outstanding	Nos.	**2,74,97,298**	**2,74,97,298**
e. Effect of dilution *	Nos.	-	-
f. Weighted average no. of shares outstanding for diluted earnings per share	Nos.	**2,74,97,298**	**2,74,97,298**
g. Basic and Diluted Earning Per Share	in ₹	**28.26**	**33.99**

*There have been no transactions involving Equity shares or Potential Equity shares between the reporting date and the date of approval of these financial statements that would have an impact on the outstanding weighted average number of equity shares as at the year end.

Note No. 42.2. Contingent Liabilities and Commitments :

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

(₹ in Lakhs)

	Particulars	As at March 31, 2022	As at March 31, 2021
a.	Claims against the Company not acknowledged as debts		
	- Demand raised by Income Tax Department for Direct tax	2,217.91	2,217.91
	- Demand raised by Excise Department for various matters	3,904.21	3,781.22
	- Demand for Sales Tax, GST, Land Tax and Entry Tax	2,092.70	1,913.77
	- Demand for Differential Royalty on Lime Stone	851.81	851.81
	- Demand for Electricity Duty	-	70.53
	- Bank Guarantee	-	5.00
	- Others	1,195.55	1,167.09

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

c. Rajasthan Sales-tax Authorities has raised demand ₹ 3890.17 lakhs (Previous year ₹ 3890.17 lakhs) and interest thereon ₹ 4246.48 lakhs (Previous year ₹ 4246.48 lakhs) against Sales-tax incentive claimed by the Company in earlier years relying upon direction of BIFR dated 31.05.2007. On appeal, Rajasthan Tax Board has given order in favour of the Company. Thereafter, appeal of Commercial taxes department against the order of Rajasthan Tax Board was also dismissed by Hon'ble Rajasthan High Court vide order dated 23.04.2019 and decided the case in favour of the Company. However, Commercial taxes department filed appeal before Hon'ble Supreme Court against the order of Hon'ble Rajasthan High Court. Pending disposal of the appeal, amount paid under protest has been considered good for recovery.

d. In accordance with the license granted by the Government of Odisha in the year 1986, the erstwhile Mangalam Timber Products Limited ("MTPL") had undertaken plantation on certain Government land. Despite consistent follow up, the Government did not allow the MTPL to harvest the plantation on the pretext that the certain Special Leave Petition filed by the Government of Odisha was pending before the Hon'ble Supreme Court. Hon'ble Supreme Court had dismissed the Special Leave Petition filed by the Government of Odisha. Since the Government of Odisha had not allowed to harvest the plantation done even after the dismissal of Special Leave Petition filed by the Government of Odisha, the MTPL had no alternative but to file a writ petition before the Hon'ble High Court of Odisha seeking direction to allow harvesting of plantations at its own cost by MTPL and also other stipulations

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

regarding rate of royalty and weighment norms. Hon'ble High Court of Odisha vide order dated 8th July, 2004, had disposed off the petition with a direction to the Government of Odisha to settle the representations made to them strictly in accordance with law within a period of six months. In compliance with the direction, the Government of Odisha has reiterated its claim for recovering cost (amount involved is not quantifiable) of plantation on 244.825 hectares. MTPL has denied its liability to any such claim.

e. Pursuant to Rehabilitation Scheme Sanctioned by the Board of Industrial & Financial Reconstruction (BIFR), the erstwhile Mangalam Timber Products Limited ("MTPL") was exempted from payment of electricity duty on power consumed for a period of 10 years from the date of sanction of the scheme. BIFR has discharged the MTPL from the purview of Sick Industrial Companies (Special Provision) Act, 1985. Accordingly, ₹ 197.75 Lakhs being amount paid for the period from 1st April, 2000 to 31st March, 2008 have been shown as Other Advance under "Other Non Current Assets" and the Company has considered good for recovery.

The Company is hopeful of favourable decisions and expect no outflow of resources, hence no provision is made in the books of accounts.

ii. Commitments:

(₹ in Lakhs)

	For the Year ended March 31, 2022	For the Year ended March 31, 2021
(a) Estimated amount of Contracts remaining to be executed on Capital Account (Net of advances) not provided for	458.51	2,465.15

(b) The Company has availed certain government subsidies. As per the terms and conditions, the Company has to comply with certain conditions failing which the Company has to refund amount of subsidies availed along with interest and penalty.

Note No. 42.3. Trade Payables under MSME Development Act, 2006

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

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount due to micro and small enterprises	50.91	16.62
- Interest due thereon	-	-
The amount of interest paid by the buyer under MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

B The Company considers its maximum exposure to liquidity risk with respect to vendors as at March 31, 2022 to be ₹ 17741.50 lakhs (Previous year: ₹ 19403.13 lakhs), which is the fair value of trade payables.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 42.4. Employee Defined Benefits :

A. Defined Contribution Plans

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

(₹ in Lakhs)

	As at March 31, 2022	As at March 31, 2021
i. Contribution to Superannuation fund	142.50	157.39
ii. Contribution to Govt. Provident fund	666.93	648.81
iii. Others [Pension scheme]	206.62	224.01

B. Defined Benefit Plans

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Gratuity liability is being partly contributed to the gratuity fund formed by the Company.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2021. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(₹ in Lakhs)

Particulars		As at March 31, 2022	As at March 31, 2021
I.	**Reconciliation of Defined Benefit Obligations (DBO)**		
	Present value of DBO at the beginning of period	**3,016.33**	**2,801.16**
	Current service cost	210.06	204.84
	Interest cost	202.09	188.23
	Past Service Cost	180.71	-
	Actuarial (Gains)/Losses	(102.85)	142.83
	Benefits paid	(354.66)	(320.73)
	Present value of DBO at the end of period	**3,151.69**	**3,016.33**
II.	**Reconciliation of Fair Value of plan assets during the year**		
	Plan assets at the beginning of period	**2,503.00**	**2,274.97**
	Expected return on plan assets	167.70	153.73
	Actuarial Gains/(Loss)	0.67	(17.95)
	Contribution	366.82	394.84
	Benefits paid	(354.66)	(302.59)
	Plan assets at the end of period	**2,683.53**	**2,503.00**
III.	**Reconciliation of fair value of assets defined and benefit obligation**		
	Present value of Defined Benefit Obligation	3,151.69	3,016.33
	Fair value on plan assets	2,683.53	2,503.00
	Net asset/(liability) recognised in the Balance Sheet	**(468.16)**	**(513.33)**
IV.	**Expenses recognised during the year in Statement of Profit and Loss**		
	Current service cost	390.77	204.84
	Net Interest cost	34.39	34.50
	Total expenses recognised in the Statement of Profit & Loss	**425.16**	**239.34**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(₹ in Lakhs)

Particulars		As at March 31, 2022	As at March 31, 2021
V.	**Amount recognised in Other Comprehensive Income**		
	Re-measurements of the net defined benefit liability/(assets)		
	Actuarial (gain)/loss for the year on Defined Benefit Obligation	(102.85)	142.83
	Actuarial (gain)/loss on Plan Assets (excluding amount included in net interest expense)	(0.67)	17.95
VI.	**Category of plan assets as a % of the total plan assets**		
	Interest based scheme with Insurance companies	100%	100%
VII.	**Actuarial assumptions**		
	Discount rate (%)	7.15	6.70
	Future salary escalation (per annum) (%)	5.50	5.50
	Mortality table (IALM)	2012-14	2012-14
VIII.	**Sensitivity analysis**		
	Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.		
	Effect of change in discount rate - 0.50 % increase	(106.42)	(106.94)
	Effect of change in discount rate - 0.50 % decrease	113.99	114.99
	Effect of change in salary increase - 0.50 % increase	115.27	115.51
	Effect of change in salary increase - 0.50 % decrease	(108.53)	(108.69)

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

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

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

(₹ in Lakhs)

Particulars		As at March 31, 2022	As at March 31, 2021
IX.	**Maturity profile of defined benefit obligation :**		
	Within next twelve months	375.62	418.46
	Between one to five years	898.38	853.87
	Beyond five years	1,877.69	1,744.00
		3,151.69	**3,016.33**
X.	**Expected contribution for the next Annual reporting period.**		
	Service Cost	226.75	215.99
	Net Interest Cost	33.47	24.57
	Expected Expense for the next annual reporting period	**260.23**	**240.56**

XI. Description of Risk Exposures :

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

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

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

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

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

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

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

(₹ in Lakhs)

Particulars		As at March 31, 2022	As at March 31, 2021
XII.	**Weighed average duration of the plan**	11.07	11.71

Note No. 42.5 : Changes in Liabilities from Financing Activities are as under:

As per Ind AS 7, the Company is required to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The Company did not have any material impact on the Statement of Cash Flows except equity shares issued pursuant to the Scheme of Arrangement [Refer Note 43] therefore reconciliation has not been given.

Note No. 42.6. Other Operating income

The income includes investment subsidy and employment subsidy aggregating ₹ 228.00 Lakhs (Previous year ₹ 557.82 Lakhs).

Note No. 42.7. Segment Reporting

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

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

Note No. 42.8. Related Party Transactions

I.	List of related parties		
A	**Key Management Personnel**	(1) Shri A.V. Jalan	Executive Director and Co-Chairperson
		(2) Smt. Vidula Jalan	Executive Director and Co-Chairperson
B	**Additional KMPs (Pursuant to Ind AS 24)**	(1) Smt. Aruna Makhan	Independent & Non Executive Director
		(2) Shri N G Khaitan	Independent & Non Executive Director
		(3) Shri Gaurav Goel	Independent & Non Executive Director
		(4) Shri K C Jain	Independent & Non Executive Director
C	**Associates Companies & Enterprises in which Key Management Personal is able to exercise significant influence**	(1) Vidula Consultancy Service Limited	
		(2) Rambara Trading Private Limited	
		(3) Kurma Trading Private Limited	
		(4) Grandiflora Solutions Private Limited	
		(6) Mignonette Creations Private Limited	
		(6) Rigdom Products Private Limited	
		(7) Aranyani Resources Private Limited	
		(8) Mangalam Pragati Foundation	

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

II. Transactions with Related Parties:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
a. Remuneration to KMP #		
- Short term employee benefits	825.05	879.44
- Defined Contribution Plan	71.28	64.80
# The amount related to gratuity and leave encashment cannot be ascertained separately as these liabilities are provided on actuarial basis for the Company as a whole, hence not included in above.		
b. Dividend Paid		
- Vidula Consultancy Services Ltd.	37.53	23.71
- Shri A.V. Jalan	1.28	0.55
- Smt. Vidula Jalan	1.95	1.00
- Rambara Trading Private Limited	6.33	2.00
c. Rent Income		
- Rambara Trading Private Limited	0.24	0.07
- Kurma Trading Private Limited	0.12	0.04
- Grandiflora Solutions Private Limited	0.18	0.06
- Rigdom Products Private Ltd	0.18	0.06
- Aranyani Resources Pvt Ltd	0.12	-
- Mangalam Pragati Foundation	0.10	-
d. Purchase for CSR Activities		
- Mignonette Creations Pvt. Ltd.	9.98	-
e. Investment in Equity Shares		
- Mangalam Pragati Foundation	1.00	-
f. Donation		
- Mangalam Pragati Foundation	10.00	-

III. Closing Balances :

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Managerial Remuneration		
Shri A.V. Jalan	-	10.63
Smt. Vidula Jalan	0.25	10.76
Director Commission		
Shri A.V. Jalan	120.00	170.00
Smt. Vidula Jalan	120.00	170.00
Smt. Aruna Makhan	9.00	6.47
Shri N G Khaitan	9.00	6.47
Shri Gaurav Goel	9.00	6.47
Shri K C Jain	9.00	6.47
Rent Receivable		
- Grandiflora Solutions Private Limited	0.21	0.06
- Rigdom Products Private Ltd	0.21	0.06
- Mangalam Pragati Foundation	0.12	-

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 42.9. Capital Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies or processes during the year ended March 31, 2022 and March 31, 2021.

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short term deposits. The Company monitors capital using gearing ratio, which is net debt divided by total capital as under:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Borrowings	62,821.88	63,218.95
Less : Cash and Cash Equivalents	6,513.65	8,336.02
Net debts	**56,308.23**	**54,882.93**
Equity Share Capital	2,749.73	2,749.73
Other Equity	71,468.83	64,031.33
Total capital	**74,218.56**	**66,781.06**
Capital and net debt	**1,30,526.79**	**1,21,663.98**
Gearing ratio	**43%**	**45%**

Note No. 42.10. Financial Instrument – Fair Value and Risk Management

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

I. Fair Value Measurement

A. Financial Instrument by category

(₹ in Lakhs)

Particulars	As at March 31, 2022			As at March 31, 2021		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investments						
- Non-Current	-	22.97	-	544.96	21.97	-
- Current	10,427.00	-	-	6,562.10	-	-
Trade Receivables	-	-	3,661.57	-	-	3,887.35
Cash and Cash Equivalents	-	-	6,513.65	-	-	8,336.02
Other Bank Balances	-	-	8,831.40	-	-	8,258.81
Loans	-	-	1,700.00	-	-	4,000.00
Other Financial Assets						
- Non-Current	-	-	2,698.85	-	-	1,402.35
- Current	-	-	1,016.39	-	-	2,152.28
Financial Liabilities						
Borrowings						
- Non-Current	-	-	36,297.38	-	-	41,262.45
- Current	-	-	26,052.83	-	-	21,367.43

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(₹ in Lakhs)

Particulars	As at March 31, 2022			As at March 31, 2021		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Lease Liabilities						
- Non-Current	-	-	337.45	-	-	471.67
- Current	-	-	134.22	-	-	117.40
Trade Payables	-	-	17,741.50	-	-	19,403.13
Other Financial Liabilities						
- Non-Current	-	-	5,195.38	-	-	5,663.61
- Current	-	-	3,870.99	-	-	6,820.90

B. Fair Value Hierarchy

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

a. Recognised and measured at fair value and

b. measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(i) Financial Instruments at FVTPL

(₹ in Lakhs)

Particulars	As at March 31, 2022	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investment in Mutual Funds	10,427.00	10,427.00	-	-

(₹ in Lakhs)

Particulars	As at March 31, 2021	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investment in Mutual Funds	7,107.06	7,107.06	-	-

(ii) Financial Instruments at FVOCI

(₹ in Lakhs)

Particulars	As at March 31, 2022	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	22.97	-	-	22.97

(₹ in Lakhs)

Particulars	As at March 31, 2021	Fair value measurement		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments	21.97	-	-	21.97

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(iii) Financial Instruments at Amortised Cost

(₹ in Lakhs)

Particulars	As at March 31, 2022		As at March 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets designated at Amortized Cost				
Cash and Cash Equivalent	6,513.65	6,513.65	8,336.02	8,336.02
Other Bank Balances	8,831.40	8,831.40	8,258.81	8,258.81
Trade Receivables	3,661.57	3,661.57	3,887.35	3,887.35
Loans	1,700.00	1,700.00	4,000.00	4,000.00
Other Financial assets	3,715.24	3,715.24	3,554.63	3,554.63
Financial Liabilities designated at amortised cost				
Borrowings	62,350.21	62,350.21	62,629.88	62,629.88
Lease Liabilities	471.67	471.67	589.07	589.07
Trade payables	17,741.50	17,741.50	19,403.13	19,403.13
Other Financial Liabilities	9,066.37	9,066.37	12,484.51	12,484.51

Level 1 : Hierarchy includes financial instruments measured using quoted prices. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 : The fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

(iv) Valuation technique used to determine fair value

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

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

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

c. Specific valuation techniques used to value financial instruments include:
   - the use of quoted market prices or dealer quotes for similar instruments
   - the use of net assets value for investments in unquoted mutual funds and equity securities
   - the fair value of forward foreign exchange contracts is determined as per valuation provided by the bank
   - the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

   All of the resulting fair value estimates are included in level 2 except for unlisted equity securities and preference shares, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

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

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
	Unlisted equity shares	
Opening balance	21.97	21.97
Acquisitions during the year	1.00	-
Gain/ (Loss) recognized in Statement of Profit & Loss	-	-
Closing balance	22.97	21.97

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(vi) Valuation Process

The Company has valued investments in equity shares (unlisted) based on net assets value.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

Note No. 42.11. Financial risk management objective and policies

Risk Management Framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of property defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

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

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

a. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic market. The Management impact analysis shows credit risk and impact assessment as low.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The ageing analysis of the receivables has been considered from the date the invoice falls due

(₹ in Lakhs)

Particulars	Neither due nor impaired (including unbilled)	Past due			
		Up to 6 months	6 to 12 months	Above 12 months	Total
As at March 31, 2022	-	3,421.42	5.62	234.53	3,661.57
As at March 31, 2021	-	3,631.84	12.88	242.63	3,887.35

During the year, the Company has made no write-offs of trade receivables, it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off. The Company management also pursue all legal option for recovery of dues wherever necessary based on its internal assessment.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

b. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out in accordance with practice and limits set by the Company. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Financing Arrangement

The Company had access to the following undrawn borrowing facilities at the end of the reporting period :

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Floating rate		
Expiring within one year (bank overdraft and other facilities)	4,810.95	3,276.85
Expiring beyond one year (bank loans)	4,910.69	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in Indian Rupee and have an average maturity within a year.

Maturity profile of Financial Liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments (excluding transaction cost on borrowings).

(₹ in Lakhs)

Financial Liabilities	0-1 year	2-5 year	6-10 year	Above 10 years
As at 31st March 2022				
Borrowings	26,052.83	32,585.78	3,711.60	-
Trade Payables	17,741.50	-	-	-
Other financial liabilities	3,870.99	5,195.38	-	-
Total	**47,665.32**	**37,781.16**	**3,711.60**	**-**
As at March 31, 2021				
Borrowings	21,367.43	34,562.12	6,700.33	-
Trade Payables	19,403.13	-	-	-
Other financial liabilities	6,820.90	5,663.61	-	-
Total	**47,591.46**	**40,225.73**	**6,700.33**	**-**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

c. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, borrowings, etc.

(i) **Foreign currency risk**

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and EURO. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the ₹ cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis. The Company also take help from external consultants who for views on the currency rates in volatile foreign exchange markets.

Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

The summary of quantitative data about the Company's exposure (Unhedged) to currency risk as reported to the management of the Company is as follows :

(₹ in Lakhs)

Particulars of unhedged foreign currency exposure as at the reporting date	Cross Currency	As at March 31, 2022		As at March 31, 2021	
		Foreign Currency (in Lakhs)	(₹ Lakhs)	Foreign Currency (in Lakhs)	(₹ Lakhs)
Trade Payable - USD		25.87	1,960.77	35.94	2,641.65
Trade Payable - EURO		0.15	12.72	0.15	12.93

The following significant exchange rates have been applied

	As at March 31, 2022	As at March 31, 2021
INR / USD	75.8071	73.5047
INR / EURO	84.6599	86.0990

Sensitivity Analysis

Every percentage point changes in the exchange rate for the closing balances between the Indian Rupee and respective currencies would affect the Company's incremental profit before tax and equity, net of tax as per below :

Particulars	%	Year	Profit or (loss)		Equity, net of tax	
			Increase	Decrease	Increase	Decrease
USD	10%	As at March 31, 2022	(196.08)	196.08	(127.56)	127.56
EURO	10%	As at March 31, 2022	(1.27)	1.27	(0.83)	0.83
USD	10%	As at March 31, 2021	(264.17)	264.17	(171.86)	171.86
EURO	10%	As at March 31, 2021	(1.29)	1.29	(0.84)	0.84

(ii) **Interest rate risk**

The Company's exposure to the risk of changes in market interest rates relates primarily to long term debt. To protect itself from the volatility prevailing, the Company maintain its long term borrowing on fixed interest rate through interest rate swap instrument for borrowings in foreign currency, in which it agrees to exchange at specific intervals, the difference between fixed and variable interest amounts calculated by reference to an agreed upon principal amount.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows.

Particulars	Increase/ decrease in basis points	Effect on profit before tax	Effect on Equity, net of tax
As at March 31, 2022	50 basis point	302.06	196.51
As at March 31, 2021	50 basis point	278.02	180.87

(iii) **Commodity price risk**

Commodity price risk for the Company is mainly related to fluctuations in coal and pet coke prices linked to various external factors, which can affect the production cost of the Company. Since the Energy costs is one of the primary costs drivers, any adverse fluctuation in fuel prices can lead to drop in operating margin. To manage this risk, the Company enters into long-term supply agreement for pet coke, identifying new sources of supply etc. There are no derivatives available for pet coke, in the absence, has to be procured at spot prices. Additionally, processes and policies related to such risks are reviewed and controlled by senior management and fuel requirement are monitored by the procurement team.

Note No. 42.12. Leases

a. The Company recognizes the expenses of short-term leases on a straight-line basis over the lease term. During the year, expenses of ₹ 397.57 lakhs (previous year ₹ 306.98 lakhs) related to short-term leases were recognised.

b. On March 31, 2022, lease liabilities were ₹ 471.67 lakhs (Previous Year : ₹ 589.07 lakhs). The corresponding interest expense for the year ended March 31, 2022 was ₹ 59.04 lakhs (Previous Year ₹ 72.20 lakhs). The portion of the lease payments recognized as a reduction of the lease liabilities and as a cash outflow from financing activities amounted to ₹ 176.40 lakhs for the year ended March 31, 2022 (Previous Year ₹ 217.13 lakhs).

c. The maturity profile of the lease liabilities (discounted and undiscounted value) is as follows:

Particulars	0-1 year	1-3 years	3-5 Years	Total
Lease Liabilities (discounted)				
As at March 31, 2022	**134.22**	**337.45**	**-**	**471.67**
As at March 31, 2021	**117.40**	**299.31**	**172.36**	**589.07**
Lease Liabilities (undiscounted)				
As at March 31, 2022	**179.47**	**362.88**	**-**	**542.36**
As at March 31, 2021	**176.44**	**373.43**	**182.44**	**732.31**

d. There are no income from subleasing right-of-use assets nor any gains or losses from sales and leaseback for the year ended March 31, 2022 and March 31, 2021.

e. There are no variable lease payments for the year ended March 31, 2022 and March 31, 2021.

Note No. 42.13. Revenue

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

b. Receivables, assets and liabilities related to contracts with customers

(₹ in Lakhs)

Particulars	As at March 31, 2022	As at March 31, 2021
Trade receivables	3,661.57	3,887.35
Contract assets	-	-
Advances from customers (Contract liabilities)	4,176.67	3,528.35

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

c. Movement in advances / credit balances of customers outstanding as at the beginning of the year :

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening Balance	3,528.35	3,189.72
Less : Revenue recognized during the year from opening balance	2,086.20	1,253.94
Add : Advance received during the year not recognized as revenue	2,734.52	1,592.57
Amounts included in contract liabilities (including on account of credit notes) at the end of the year	**4,176.67**	**3,528.35**

d. The Company presented disaggregated revenue based on the type of goods sold to customers and sales channel. Revenue is recognised for goods transferred at a point of time. The Company believes that the revenue disaggregation best depicts point in time.

Disaggregated revenue information

The disaggregation of the Company's revenue from contracts with customers is as under :

(₹ in Lakhs)

Particulars	As at March, 31 2022	As at March, 31 2021
Sales Channel		
Direct to Customers	1,56,377.49	1,29,930.32
Through Intermediaries	-	-
Revenue as per Statement of Profit and Loss	**1,56,377.49**	**1,29,930.32**

e. Reconciliation of revenue as per contract price and as recognised in Statement of Profit & Loss:

(₹ in Lakhs)

Particulars	As at March, 31 2022	As at March, 31 2021
Revenue as per Contract price*	1,64,412.63	1,36,931.08
Less: Discounts, incentives etc.	8,035.14	7,000.77
Revenue as per Statement of Profit and Loss	**1,56,377.49**	**1,29,930.31**

*excludes investment subsidies of ₹ 228.00 lakhs (Previous Year ₹ 557.82 lakhs) recognised as other operating income.

f. The Company does not provide performance warranty for goods sold, therefore there is no liability towards performance warranty

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 42.14. Events occurring after Balance Sheet Date :

Proposed Dividend

The Board of Directors has proposed a dividend of ₹ 1.50 (Full value) (Previous year ₹ 1.50) (Full value) per equity share of ₹ 10 each and the total proposed dividend amounts to ₹ 412.46 Lakhs (Previous year ₹ 400.41 Lakhs) and same is subject to approval of shareholders at the ensuing Annual General Meeting.

Note No.42.15 Relationship with struck off Companies [as certified by the management]

The following table depicts the details of balances outstanding in respect of transactions undertaken with a company struck-off under section 248 of the Companies Act, 2013:

SN	Nature of Transaction with struck off company	Name Of Struck off Company	Balance Outstanding	Relationship with off company,if any
1	Investment in securities	Nil	Nil	Nil
2	Receivables	Nil	Nil	Nil
3	Payables	Nil	Nil	Nil
4	Share held by struck off company	Rainbow Toners Ltd.	9 Shares having face value of ₹ 10	Nil
5	Other outstanding balance	Nil	Nil	Nil

Note No.42.16 Registration of charge or satisfation with Registrar of Companies

Following charges are pending to be satisfied as on March 31, 2022

SN	Name of Bank	Date of Creation	Amount (₹ lakhs)	Remarks
1	Aditya Birla Finance Limited	26-Mar-18	7500	No objection certificate (NOC) not received from lender

Note No. 43 : Business Combination - Amalgamation of Mangalam Timber Products Limited with the Company

National Company Law Tribunal (NCLT) of Judicature at Jaipur Bench vide their order dated November 03, 2021 sanctioned the Scheme of Arrangement between Mangalam Timber Products Limited ("Transferor Company") with Mangalam Cement Limited ("Transferree Company") and their respective shareholders and creditors, pursuant to the provisions of section 230 to 232 and other provisions of the Companies Act, 2013 ("the Scheme") for the amalgamation of the transferor with the transferee. The Scheme became effective upon filing of certified copies of the Orders of the National Company Law Tribunal of Judicature at Jaipur Bench to Registrar of Companies, Jaipur on November 11, 2021.

The Scheme has appointed date i.e. April 01, 2019 which, inter alia, provides for the amalgamation of Transferor Company and Transferee Company and upon the Scheme becoming effective, the business of the transferor stand transferred to and vested in the Transferee Company with effect from appointed date as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein, subject to any existing lien or lis pendens, which shall be deemed to be modified subject to the provisions of the Scheme.

Accordingly, Financial Statements as at April 01, 2019 (appointed date) has been prepared incorporating the effect of Scheme of Arrangement for amalgamation of Transferor Company with the Transferee Company.

Further, in terms of the scheme, with effect from the appointed date till the effective date, the business of the transferor company has been carried out by the transferee company in and on account of M/s Mangalam Timber Products Limited.

The accounting effect of this Arrangement in the financial statements has been given as under :

(a) the Company has issued and allotted 8,03,518 equity shares of ₹ 10/- each to members existing as on the record date, in the ratio of 1 (one) equity share of ₹ 10/- each of the Company fully paid up for every 22 (twenty two) equity shares of ₹ 10/- each held by the members of the transferor.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(b) The Company has recorded all assets and liabilities of the transferor company vested in it pursuant to the scheme, at the fair values thereof, as valued by the registered value as of the appointed date, in accordance with applicable Ind AS.

(c) Further figures of transferor company have been regrouped and/or rearranged wherever required to align with disclosure parameters of the Company.

A summary of the assets and liabilities duly adjusted for applicable Ind AS and transferred to the company as at appointed date (i.e April 01, 2019) is as follows :

(a) Summary of Assets, Liabilities and Reserve Acquired

Particulars	As at March 31, 2019 (Transferor)	Adjustment for increase / (decrease) in Fair Value and Reclassification	As at April 01, 2019 after fair valuation impacts
	A	B	C = A+B
Assets			
Non-Current Assets			
Property, Plant and Equipment	3,146.61	6,853.25	9,999.86
Capital Work-in-Progress	35.69	(35.69)	-
Intangible Assets	7.30	(7.30)	-
Financial Assets			-
(i) Investments	5.00	16.97	21.97
Deferred Tax Assets (Net)	3,546.18	78.62	3,624.80
Other Non-Current Assets	1,160.50	-	1,160.50
Current Assets			
Inventories	1,513.65	-	1,513.65
Financial Assets			
(i) Trade Receivables	420.25	(226.37)	193.88
(ii) Cash and Cash Equivalents	0.80	-	0.80
(iii) Bank balances other than (ii) above	83.33	-	83.33
(iv) Loans	1.37	-	1.37
(v) Others Financial Assets	25.28	-	25.28
Current tax assets (Net)	79.20	-	79.20
Other Current Assets	268.97	-	268.97
Total Assets (a)	**10,294.14**	**6,679.48**	**16,973.61**
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	3,596.55	-	3,596.55
(iii) Other Financial liabilities	713.04	-	713.04
Provisions	184.37	-	184.37
Current Liabilities			
Financial Liabilities			
(i) Borrowings	3,472.63	-	3,472.63
(ii) Trade Payables	605.95	1,211.99	1,817.94
(iii) Other Financial Liabilities	4,367.76	(1,660.49)	2,707.27
Other Current Liabilities	2,065.43	448.50	2,513.93
Provisions	1.46	-	1.46
Total Liabilities (b)	**15,007.19**	**0.00**	**15,007.19**
Net Assets and Liabilities Acquired as at April 01, 2019 (a-b)	**(4,713.05)**	**6,679.48**	**1,966.43**

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

(b) Consideration			
Equity Share to be issued as per scheme [including payment of fraction] at their fair value			1,886.10
Extinguishment on Equity Shares of transferor company held by the transferee company			58.66
(net of gain recognised in OCI reserve)			
Excess carrying amount of preference shares of transferor company held by transferee company			50.75
Total Consideration	-	-	**1,995.51**
Impact of excess carrying amount of preference shares of transferor company reversed from retained earnings		-	(50.75)
Total Consideration	-	-	**1,944.76**
Capital Reserve / (Goodwill)			**21.67**

*The Transferor Company has unabsorbed depreciations and incurred the tax losses in earlier financial years. As per Scheme, business losses and unabsorbed depreciation were transferred from transferor company to transferee company. The Company has recognised deferred tax on these brought forward business losses and unabsorbed depreciation as on April 01, 2019 as these will be recoverable using the estimated future taxable income of the Company. The unabsorbed depreciation and tax losses can be carried forward as per local tax regulations and the Company expects to recover the same in due course.

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Note No. 44 : Disclosure of Ratios and their Elements as per the requirements of Schedule III to Companies Act 2013 **(₹ in Lakhs)**

Particulars	Numerator	Denominator	As at March 31, 2022	As at March 31, 2021	% of variance	Explanation for change in the ratio by more than 25%
Current ratio	Current Assets	Current Liabilities	1.04	1.05	-0.90	
Debt-equity ratio	Total Debt	Shareholder's Equity	0.85	0.95	-10.59	
Debt service coverage ratio	Earning for Debt Service	Debt service	0.63	0.80	-21.24	
Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	11.02%	15.00%	-26.54	Due to decrease in profit for the year
Inventory turnover ratio	Sales	Average inventory	7.31	6.38	14.54	
Trade receivables turnover ratio	Net Sales	Average trade debtors	41.49	38.15	8.76	
Trade payables turnover ratio	Net Purchases	Average Trade Payables	1.67	1.54	8.72	
Net capital turnover ratio	Net Sales	Working Capital	60.96	41.74	46.05	Due to decrease in working capital
Net profit ratio	Net Profits after taxes	Net Sales	4.96%	7.16%	-30.73	Due to decrease in profit for the year
Return on capital employed	Earning before interest and taxes	Capital Employed	15.00%	18.60%	-19.35	
Return on investment	Dividend or gain on sale of investments	Average investments	0.01	0.00	189.15	Due to increase in fair value of investments

Notes

Notes Annexed to forming part of financial statements for the year ended March 31, 2022

Details of numerator and denominator for computing the Ratios

Particulars	Items included in Numerator/Denominator
Current Assets	Trade Receivables + Inventories + Bank balances and Cash and Cash Equivalents
Current Liabilities	Trade Payables + Short term borrowings + other liabilities payable within 1 year
Earning for Debt Service	Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of property, plant and equipments etc.
Debt service	Interest & Lease Payments + Principal Repayments
Net Profits after taxes	Net Profits after taxes – Preference Dividend (if any)
Average Shareholder's Equity	(Opening + Closing balance) / 2
Average inventory	(Opening + Closing balance) / 2
Net Sales	Net sales consist of gross sales minus sales return.
Average trade debtors	(Opening + Closing balance)/ 2
Net Purchases	Net purchases consist of gross purchases minus purchase return
Average Trade Payables	(Opening Creditors + Closing Creditors / 2)
Net Sales	Total sales minus Sales returns.
Working Capital	Current assets minus current liabilities.
Earning before interest and taxes	Profit After Tax + Depreciation and Amortization Expense + Interest + Non-Operating Expenses
Capital Employed	Tangible Net Worth + Total Debt + Deferred Tax Liability

Note No. 45

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

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

As per our report of even date

As per our report of even date attached

FOR **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E
Bimal Kumar Sipani
Partner
M.No. 088926
Date : May 7, 2022
Place: Noida (Delhi - NCR)

Yaswant Mishra
President (Corporate) & CFO

Manoj Kumar
Company Secretary

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



The Group Logo - As represented by the 21st Century Atlas

Atlas, the Titan - Collective Strength

Atlas, bearer of the heavens is synonymous with vast, all encompassing strength and is used to symbolise the Group's own collective strength. It reflects the combined qualities of astute and dynamic management while emphasising the Group's tenacity, consistency, reliability and overall leadership.

The Sun - Enlightenment and Growth

The Sun, as a source of infinite energy and inspiration, is used here in conjunction with the Atlas head to represent the vitality and powerful presence of the Group - both in its industrial prowess and its financial, technological and intellectual skills.

The Earth Segments - Diversified Activities

Each of the latitudes around the Titan represent various sections- industrial, agricultural, financial and other activities of the Group. As with the infinite variety of the world, so is the strength of the Group, made up of its diverse activities.

The Globe - Global Vision

The Group's global presence and vision is reflected in the entirety of the Earth's sphere.

The Base - Solid Foundations

The strength of the entire edifice depends upon the strength of the foundation embedded in the bedrock, represented here by the Group Name.

The Symmetry - The Resilience, Versatility and Stability

Seen in its entirety, each of the elements - Atlas, the Sun, the Earth divisions, the Globe and the Base, together sum up a well conceptualised and balanced conglomerate.

Strong Foundation • Sustained Growth • Proven Leadership



www.mangalamcement.com

MANGALAM CEMENT LIMITED

CIN: L26943RJ1976PLC001705
Regd. Office: P.O. Aditya Nagar-326520, Morak, Distt. Kota (Rajasthan)
Phone: 07459-233127; Fax: 07459-232036
E.mail: shares@mangalamcement.com
Website: www.mangalamcement.com

Notice

To The Members

NOTICE is hereby given that the 46th Annual General Meeting of the Shareholders of the Mangalam Cement Limited (CIN: L26943RJ1976PLC001705) will be held on **Saturday, the 03rd September, 2022 at 2.00 P.M. Indian Standard Time ("IST")** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"),to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on Equity Shares for the year ended 31st March, 2022.

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

4. To approve the appointment of Statutory Auditor of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution.**

   "RESOLVED THAT, pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s Singhi & Co., Chartered Accountants, Noida (Registration No.: 302049E) be and is hereby re-appointed as Statutory Auditors of the Company, for a second term of 5 (Five) consecutive years to hold office from the conclusion of 46th Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company, at a remuneration of Rs. 22,00,000/- plus taxes as applicable and reimbursement of out of pocket expenses in connection with the audit of the Company for the financial year 2022-23 and further increment(s) for the remaining tenure of the appointment, as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in this behalf.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditor for the financial year ending 31st March, 2023 and in this regard, to consider and, if thought fit to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s J. K. Kabra & Co., the Cost Auditors appointed by the Board of Directors of the Company for the financial year ending 31st March, 2023, be paid the remuneration as set out in the explanatary statement annexed to the Notice.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary to give effect to this resolution."

By Order of the Board,

Manoj Kumar
Company Secretary
Membership No. ACS 22913

Place : Kolkata
Date : 7th May, 2022

NOTES:

1. In view of the continuing of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at the meeting. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 46th AGM of the Company will be held through VC / OAVM. Therefore, Members can attend and participate in the 46th AGM through VC/OAVM only. The deemed venue for proceedings/conducting of the 46th AGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM and voting during the AGM is annexed herewith (Refer point no. 20).
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

   However pursuant to Section 113 of the Companies Act, 2013, Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM to the Scrutinizer by e-mail through its registered e-mail address to ppincha@gmail.com with a copy marked to evoting@nsdl.co.in
4. The Register of members and Share Transfer Books of the Company shall remain closed from August 28, 2022 to September 03, 2022 both the days inclusive on account of Annual General Meeting and dividend payment.
5. Pursuant to the 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), MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made arrangement 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 venue voting on the date of the AGM will be provided by NSDL.
6. In compliance with the aforesaid MCA Circulars, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2021-22 is being sent through permitted mode. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website i.e. www.mangalamcement.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility as well e-voting facility during the AGM) i.e. www.evoting.nsdl.com
7. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The Members can join the AGM through VC / OAVM mode 30 minutes before the scheduled time of commencement of the AGM and 15 minutes after the scheduled time of commencement of the meeting by following the procedure mentioned in the notice.The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. Pursuant to the provisions Sections 124 and 125 of the Companies Act, 2013, dividends for the financial year ended 31st March, 2015 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2015 or any subsequent Financial Year(s) are urged to claim such amount from the Share Department of the Company/Registrar and Share Transfer Agent. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company which can be accessed through the link: http://www.mangalamcement.com/unclaimed_dividend.php
11. Members may claim refund of their dividend from the IEPF Authority which has been transferred in IEPF by following the procedure as prescribed under the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time).

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

13. The Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read with circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with PIN code, bank details, e-mail id and mobile number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA, until above said KYC details are not updated by the Shareholders of the Company.

    The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to Company/RTA:

    i. Form No. ISR-1

    ii. PAN;

    iii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;

    iv Contact details including Postal address with PIN code, Mobile Number, E-mail address;

    v. Bank Account details including Bank name and branch, Bank account number, IFS code;

    vi. For change in Specimen signature, please send Form No. ISR-2.

    Any cancellation or change in nomination shall be provided in Form No.SH-14

    All of above required documents/details shall be provided to Company/RTA at shares@mangalamcement.com/ investor@masserv.com and send the hard copy of documents at the address of registered office of the company or RTA. The shareholders can download the forms mentioned in above said SEBI circulars from the website of the Company at www.mangalamcement.com under Investor Relation tab as well as RTA's website i.e www.masserv.com under download tab.

    A separate communication has already been sent to the respective shareholders.

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

    Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

    i. Issue of duplicate share certificate

    ii. Claim from unclaimed suspense account

    iii. Renewal/Exchange of securities certificate

    iv. Endorsement

    v. Sub-division / splitting of securities certificate

    vi. Consolidation of securities certificates/folios

    vii. Transmission

    viii. Transposition

    For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and Share Transfer Agent ('RTA'). The aforementioned Form shall be furnished in hard copy form.

    Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

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

16. Effective from 1st April, 2020, dividend income is taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investor@masserv.com or shares@mangalamcement.com on/ before 27th August, 2022 Further no tax shall be deducted on the dividend payable to a resident individual shareholder if the total amount of dividend to be received during the financial year 2022-23 does not exceed Rs. 5,000/-. Shareholders may note that tax will be deducted at a higher rate of 20% for resident shareholders, if copy of PAN card is not provided/not available.

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

    o Self-attested copy of PAN card, if any, allotted by the Indian Income Tax authorities. In case PAN is not available, information to be provided under sub-rule (2) of rule 37BC of the Income Tax Rules.

- Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident for the period April 2022 to March 2023.
- Self-declaration in Form 10F, if all the details required in this form are not mentioned in the TRC.
- Self-declaration by the non-resident shareholder of (i) having no permanent establishment in India in accordance with the applicable DTAA, (ii) is the beneficial owner of the dividends, (iii) complies with any other condition prescribed in the relevant DTAA and provisions under the Multilateral Instrument ('MLI') (iv) will not have a place of effective management in India.

The members/shareholders are required to provide above documents/declarations by sending an E-mail to investor@masserv.com or shares@mangalamcement.com on or before 27th August, 2022. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 1961. In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable surcharge and cess.

17. Dividend on Company's Equity Shares for the year ended 31st March, 2022, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source will be made as under:
    (i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Saturday, August 27, 2022.
    (ii) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, August 27, 2022.
18. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through NACH subject to availability of bank account details and 9 digits code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.
19. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the items of business set out in the attached Notice may be transacted through electronic voting system. The Company is providing the facility of casting votes through the electronic voting system from a place other than venue of AGM under an arrangement with NSDL as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 27th August, 2022, i.e. the cut-off date are entitled to vote on the Resolutions set forth in this Notice. **The Remote e-voting period will commence at 9.00 a.m. (IST) on Wednesday, 31st August, 2022 and will end at 05.00 p.m. (IST) on Friday, 02nd September, 2022.** The Notice of the Meeting will also be available on the Company's website: www.mangalamcement.com and the website of NSDL: **www.evoting.nsdl.com**

20. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility,** please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at **https://eservices.nsdl.com** Select **"Register Online for IDeAS"** Portal or click at **https://eservices.nsdl.com /SecureWeb/IdeasDirectReg.jsp**

Type of shareholders	Login Method
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are **https://web.cdslindia.com/myeasi/home/login** or **www.cdslindia.com** and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration** 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at 022- 23058738 or 022-23058542-43
Alternatively you may contact to the Registrar and Share Transfer Agent of the Company at **investor@masserv.com** or at 011-26387281-83	

B) **Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 001 and EVEN is 101456 then user ID is 1014560000001, if Folio No. is B-1 then user ID is 101456B000001.

5. **Password details for shareholders other than Individual shareholders are given below:**

   a) If you are already registered for e-Voting, then you can user 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 in **process for those shareholders whose email ids are not registered**

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 etc.

   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 : Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 ppincha@gmail.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, 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 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President at **evoting@nsdl.co.in**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please refer point no. 13 of the notes to the notice.
2. In case shares are held in demat mode, kindly update your e-mail id with depository participant and for user id and password, please refer the above said e-voting instruction.

   Alternatively shareholder/member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing the necessary documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 for Remote e-voting.

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 by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

AFTER CLICKING ON VC/OAVM LINK, YOU WILL BE REDIRECTED TO 'CISCO' WEBSITE :

In the "Name" field - Put your name.
In the "last name" field - Enter your folio no. as informed in e-mail
In the "Email ID" field - Put your email ID
Event password - nsdl@1234 is pre-field
Click join now button.

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

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

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

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

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE :

* Please download webex application from play store

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

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.

21. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th August, 2022.

22. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2022, will be provided the notice through e-mail after the cut-off date on request of shareholder. Such members may generate their user id and password as explained in the above said e-voting instructions.

23. Members who would like to express their views or ask questions during the AGM may register themselves by sending an e-mail to shares@mangalamcement.com upto 28thAugust, 2022 with name of shareholder, folio/ dpid-clid, email id and number of shares held as on cut-off date. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

24. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again during the AGM.

25. 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.

26. Shri Akshit Kumar Jangid, Practicing Company Secretary (Membership No. FCS- 11285 & CP No. 16300), Partner of M/s. Pinchaa & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

27. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting i.e. 03rdSeptember, 2022.

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

29. The Results of voting will be declared within 2 working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company's website www.mangalamcement.com and NSDL's websitehttps://www.evoting.nsdl.com. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson consider, approves and sign the minutes.

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

31. **Reappointment of Shri A. V. Jalan (DIN: 01455782), Director Retiring by Rotation**

Information about the Appointees pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

At the 44th Annual General Meeting, Shri A. V. Jalan (DIN: 01455782) Co-Chairperson of the Company, was re-appointed as Whole-time Director with effect from 1st April, 2020 for further period of three years. Shri A. V. Jalan aged about 45 years, he is a B. Com (Hons.) from St. Xavier's College, Kolkata. Besides, he has completed a management course in marketing and corporate finance from the London School of Economics, UK. Being involved in the management of manufacturing companies since 1998, he has gained a rich experience in business administration.

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

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

Membership of Committee of Board of listed entities:

Name of the Company	Name of the Committee	Chairman/ Member
Mangalam Cement Ltd	Risk Management Committee	Chairman
	Investment Committee	Member
	CSR Committee	Member
Pilani Investment and Industries Corporation Limited	Audit Committee	Member
	Nomination and Remuneration Committee	Member
	Investment and Finance Committee	Member
	Risk Management Committee	Member
	Asset Liability Management Committee	Member
	Stakeholders Relationship Committee	Member
	Corporate Social Responsibility Committee	Member

Shares held in the Company	:	85,000 Equity Shares
Relationship with other Directors	:	Shri A. V. Jalan, Co-Chairperson (DIN: 01455782) is husband of Smt. Vidula Jalan (DIN: 01474162), Co-Chairperson of the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 04

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

M/s. Singhi & Co., Chartered Accountants, Noida (Registration No.: 302049E) were appointed as the Statutory Auditors of the Company by the Members at the 41st Annual General Meeting ("AGM") held on 02nd September 2017 to hold office from the conclusion of the 41st AGM held in the year 2017 till the conclusion of this ensuing AGM. They are eligible for re-appointment for a second term of 5 years in terms of the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014.

M/s. Singhi & Co., Chartered Accountants, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee having considered various parameters like capability to serve a large organization with multiple manufacturing locations as that of the Company; audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the re-appointment of M/s Singhi & Co. to the Board of Directors of the Company, which the Board has accepted and approved, subject to the approval of the Members. It is proposed that an amount of Rs. 22,00,000/- plus taxes as applicable and reimbursement of out of pocket expenses be paid to M/s Singhi & Co. for audit of accounts of the Company for the financial year ended 31st March 2023, and further increment(s) for the remaining tenure of the re-appointment, as may be recommended by the Audit Committee and approved by the Board of Directors.

None of the Directors, Key Managerial Personnel and their relatives thereof are, in any way, concerned or interested in the said resolution.

The Board of Directors accordingly recommends the Ordinary Resolution set out at item no. 4 of this Notice, for your approval.

Item No.5

The Board of the Directors of the Company on the recommendation of the Audit Committee has approved the re-appointment of M/s. J. K. Kabra & Co., Cost Accountants, New Delhi as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023 pursuant to Section 148 of the Companies Act, 2013 on a remuneration of Rs. 1,46,000/- (Rupees One Lakh and Forty-Six Thousand only) plus taxes as applicable and out of pocket expenses.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial personnel or their relatives are interested in the above resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 5 of this Notice, for your approval.

By Order of the Board,

Manoj Kumar
Company Secretary
Membership No. ACS 22913

Place : Kolkata
Date : 7th May, 2022