



THE INDIA CEMENTS LIMITED

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

SH/B2/

19.08.2019

BSE Limited
Corporate Relationship Dept.
First Floor, New Trading Ring
Rotunda Building, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI 400 023.

Dear Sir(s)/Madam,

Sub.: Annual General Meeting

Ref.: Our letters dated 11.02.2019 and 07.08.2019

This is to inform you that the 73rd Annual General Meeting of the Company will be held at 3.30 P.M. on Thursday, the 12th September 2019, at "Sathguru Gnanananda Hall", Narada Gana Sabha, No.314, T.T.K. Road, Alwarpet, Chennai 600 018.

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

1. Annual Report for the year ended 31st March 2019.
2. Notice convening the 73rd Annual General Meeting of the Company.

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

1. Reappointment of Sri.V.Ranganathan as an Independent Director of the Company; and
2. Alteration of Articles of Association of the Company to bring it in line with the provisions of the Companies Act, 2013.

Thanking you,

Yours faithfully,
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above

Registered Office : Dhun Building, 827, Anna Salai, Chennai - 600 002
www.indiacements.co.in

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Email id: investor@indiacements.co.in





THE
INDIA CEMENTS
LIMITED

ANNUAL REPORT

2019

73rd Annual General Meeting

Date : 12th September 2019 (Thursday)

Time : 3.30 P.M.

Venue : Sathguru Gnanananda Hall,
(Narada Gana Sabha),
No.314, T.T.K.Road, Alwarpet, Chennai 600018.

A REQUEST

The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report to the meeting.

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THE INDIA CEMENTS LIMITED



BOARD OF DIRECTORS

Sri N. Srinivasan	Vice Chairman & Managing Director
Smt. Chitra Srinivasan	
Smt. Rupa Gurunath	Wholetime Director
Sri K. Balakrishnan	(till 28.08.2019)
Sri S. Balasubramanian Adityan	
Sri Basavaraju	
Sri M.R. Kumar	(Nominee of Life Insurance Corporation of India) (till 17.03.2019)
Smt. Lakshmi Aparna Sreekumar	
Sri V. Ranganathan	
Smt. Sandhya Rajan	
Sri N. Srinivasan	(till 31.03.2019)
Sri Suneel Babu Gollapalli	(Nominee of IDBI Bank Limited) (till 15.10.2018)
Sri V. Venkatakrishnan	(Nominee of IDBI Bank Limited) (w.e.f. 15.10.2018)

AUDITORS

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

REGISTERED OFFICE

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

TAMILNADU

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

ANDHRA PRADESH

Chilamkur, Kadapa District
Yerraguntla, Kadapa District.

RAJASTHAN

Nokhla, Banswara District

TELANGANA

Vishnupuram, Nalgonda District
Malkapur, Ranga Reddy District

CORPORATE OFFICE

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

GRINDING UNITS

TAMILNADU
Vallur Village,
Tiruvallur District

MAHARASHTRA
Parli Vaijnath,
Beed District.

RMC UNITS

Tamil Nadu, Karnataka and Telangana

Website: www.indiacements.co.in



THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

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

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

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

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

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventythird Annual General Meeting of The India Cements Limited will be held at 3.30 P.M. on Thursday, the 12th September, 2019, at Sathguru Gnanananda Hall, (Narada Gana Sabha), No.314, T.T.K.Road, Alwarpet, Chennai 600 018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019 and Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 and Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31.03.2019.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt.Chitra Srinivasan (DIN:01094213) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."

SPECIAL BUSINESS:

5. To appoint Sri V.Venkatakishnan as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri V.Venkatakishnan (DIN:08067933) be and is hereby appointed as a Director of the Company subject to retirement by rotation."
6. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri V.Ranganathan (DIN:00550121), a Non-executive Independent Director of the Company, who holds office upto 28th August, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 2 consecutive years from 29.08.2019 to 28.08.2021 and that he shall not be liable to retire by rotation."
7. To consider and, if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS:
"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to requisite approvals, as may be required, the new set of Articles of Association of the Company as submitted to this meeting, which are available on the website of the Company www.indiacements.co.in be and are hereby approved and adopted as the Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company."
"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."
8. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of

₹ 20 Lakhs (Rupees Twenty Lakhs only) payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of applicable tax, travelling and out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the year ending 31st March 2020, be and is hereby ratified.”

NOTES:

1. Explanatory Statement is annexed to the Notice of the Seventythird Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.5 to 8.
2. Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed hereto for Items No.4 to 6 of the Notice convening the 73rd Annual General Meeting of the Company.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights; provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

The Proxy Form, duly completed, stamped and signed, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

Members / Proxies should bring the Attendance Slip, duly filled-in and signed, to attend the meeting.

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 06.09.2019 to 12.09.2019 (both days inclusive).
6. The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 11.10.2019 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 12.09.2019. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.
7. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, [formerly Integrated Enterprises (India) Limited], 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email: corpserv@integratedindia.in.

Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.

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

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



9. Unclaimed dividends upto and including for the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto 1994-95 may claim the same from the Registrar of Companies, Tamil Nadu-I, Chennai, No.26, Haddows Road, Chennai 600006, in the prescribed form which will be supplied by the Company / RTA on request.
10. Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2010-11 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31st March, 2012, 31st March, 2013 and 31st March, 2016 to 31st March, 2018 which remain unpaid or unclaimed for a period of 7 years will be transferred to the IEPF established under Section 125 of the Companies Act, 2013. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2012 to 31st March, 2013 and for the financial years ended 31st March, 2016 to 31st March, 2018 are requested to make their claim forthwith to the Registered / Corporate Office of the Company / RTA.

In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2010-11 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

The Shareholders, who have not encashed / claimed their dividends from the year 2011-12, are advised to contact or write to the Company or to the RTA, Integrated Registry Management Services Private Limited, immediately claiming the dividend. In case, the Company / RTA do not receive any communication from the concerned shareholders, claiming their dividends, the Company shall, in compliance with the said Rules, transfer Dividend for the year 2011-12 and corresponding shares to IEPF account on the due date i.e. 17.09.2019.

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

In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 20.09.2018, the date of the 72nd Annual General Meeting and hosted the same on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

11. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company / RTA.
12. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
13. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), Annual Report along with this Notice of the Annual General Meeting, Attendance Slip and Proxy Form is sent by e-mail to those Members who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

Shareholders are requested to note that the said documents would also be available on the Company's website 'www.indiacements.co.in' from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to write a letter to the Company/RTA or send an e-mail to investor@indiacements.co.in quoting their DP ID and Client ID Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form.

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

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

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

15. **Electronic Voting (e-Voting)**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 73rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-Voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper. In case any member casts his / her vote through ballot at the AGM in addition to remote e-Voting, the voting through remote e-Voting shall be considered as final and vote cast at the AGM through ballot shall be considered as invalid.
- III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on 08.09.2019 (9.00 A.M.) and ends on 11.09.2019 (5.00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 05.09.2019, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- V. Smt.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- VI. The process and manner for remote e-Voting are as under:

Step 1 :Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of The India Cements Limited.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on Toll free No.:1800-222-990 or send a request at evoting@nsdl.co.in.
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 05.09.2019.
- VIII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 05.09.2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.
- IX. A Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- X. 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 voting at the AGM through ballot paper.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than fortyeight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.indiacements.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where equity shares are listed.

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

S.SRIDHARAN
Company Secretary

Place : Chennai
Date : 7th August, 2019



PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO.4 TO 6 OF THE NOTICE CONVENING THE 73RD ANNUAL GENERAL MEETING OF THE COMPANY.

(i)	Name of the Director	: Smt.Chitra Srinivasan
	Director Identification Number (DIN)	: 01094213
	Date of Birth	: 31 st July 1949
	Date of appointment on the Board as Director	: 5 th March 2010
	Category of Directorship	: Promoter, Non-Executive
	Date of last reappointment as Director	: 4 th September 2017
	Expertise in specific functional areas	: Industry
	Qualification	: B.Sc.
	Brief Profile / Experience	: She is a Director of the Company since 2010
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 78580
	List of outside Directorships held in Public Companies	: Nil
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	: Not Applicable
	Relationships between directors inter-se / Key Managerial Personnel	: Spouse of Sri N.Srinivasan, Vice Chairman & Managing Director and Mother of Smt.Rupa Gurunath, Wholetime Director
(ii)	Name of the Director	: Sri V.Venkatakrisnan
	Director Identification Number (DIN)	: 08067933
	Date of Birth	: 16 th June, 1961
	Date of appointment on the Board as Director	: 15 th October, 2018
	Category of Directorship	: Nominee Director of IDBI Bank Ltd.
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Banking
	Qualification	: M.Com.; CAIIB; Graduate CWA
	Brief Profile / Experience	: He has been working in Banking Sector for more than 3½ decades and presently he is General Manager, Trade Finance, IDBI Bank Limited, Chennai. He has varied experience in Corporate Banking, Infrastructure Financing, Retail Banking etc.

Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	300
List of outside Directorships held in Public Companies	:	Nil
Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil
(iii) Name of the Director	:	Sri V.Ranganathan
Director Identification Number (DIN)	:	00550121
Date of Birth	:	10 th November, 1958
Date of appointment on the Board as Director	:	29 th August, 2016
Category of Directorship	:	Independent, Non-Executive
Date of last reappointment as Director	:	Not Applicable
Expertise in specific functional areas	:	Tax and Regulatory Services
Qualification	:	B.Com., C.A., C.S.,
Brief Profile / Experience	:	He has worked for Murugappa Group for 14 years in the areas of Finance, Secretarial and Taxation. He served at Ernst & Young (E&Y) as a Partner after nearly 20 years of service. He also acts as an advisor to the Tax Practice of E&Y.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
List of outside Directorships held in Public Companies	:	Listed Entity: TTK Healthcare Limited Others: Murugappa Management Services Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee – Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil



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

Item No. 5:

The Board recorded at its meeting held on 19th October, 2018, the appointment of Sri V.Venkatakrishnan (DIN:08067933) on the Board of the Company by IDBI Bank Limited in the place of Sri Suneel Babu Gollapalli w.e.f. 15.10.2018. Sri V.Venkatakrishnan will hold office upto the 73rd Annual General Meeting of the Company.

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

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

The Nomination and Remuneration Committee, after considering Sri V.Venkatakrishnan's profile and performance, has recommended his appointment as a Director liable to retirement by rotation and the Board has approved the same. The Board considers that the appointment of Sri V.Venkatakrishnan as a Director, as aforesaid, would be in the best interests of the Company. Hence the Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial Personnel:

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

Item No. 6:

Sri V.Ranganathan (DIN:00550121) was appointed as an Independent Director of the Company for a period of three consecutive years with effect from 29th August, 2016 to 28th August, 2019 and he will hold office as an Independent Director upto 28th August, 2019.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, ("the Act") an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for reappointment of another term on passing a Special Resolution by the Members of the Company.

Sri V.Ranganathan is eligible for reappointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri V.Ranganathan is proposed to be reappointed as an Independent Director for the second and final term of 2 consecutive years with effect from 29th August, 2019.

Considering Sri V.Ranganathan's qualification, acumen, rich experience, expertise in functional areas of finance, accounts, audit and taxation and the contribution made by him during his tenure in the first term of 3 years as an Independent Director, the Nomination and Remuneration Committee, at its meeting held on 7th August, 2019, has recommended to the Board of Directors, his reappointment as an Independent Director for the aforesaid term and the Board of Directors has approved the same.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the reappointment of Sri V.Ranganathan as an Independent Director of the Company. Sri V.Ranganathan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and he is independent of the Management. The Board considers that his reappointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolution as set out in Item No.6 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

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

A copy of the draft letter of reappointment of Sri V.Ranganathan as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.



Interest of Directors and Key Managerial Personnel:

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

Item No.7:

The existing Articles of Association (AoA) of the Company was adopted at the time of incorporation of the Company in 1946 under the Indian Companies Act, 1913 and further amendments were made from time to time. The enactment of the Companies Act, 2013 ("the Act") has necessitated alteration of several articles of the existing AoA of the Company as they are not in conformity with the Act. Certain Regulations are required to be deleted as corresponding provisions are no longer existing in the Act and certain new Regulations are required to be added in order that the AoA has to be in line with the Act. Hence it is considered expedient to replace the existing Articles of Association of the Company with an entirely new set of Articles to be in substitution for and to the entire exclusion of existing Articles of Association.

The Board of Directors at its meeting held on 11th February, 2019, decided (subject to the approval of members) to adopt the new set of Articles of Association in place of and to the entire exclusion of existing Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for alteration of AoA of the Company. Hence, the Board recommends the Special Resolutions as set out in Item No.7 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

Inspection of documents:

The proposed new Articles of Association is available on the website of the Company at www.indiacements.co.in for perusal of Members and the same is available for inspection at the Registered Office / Corporate Office of the Company between 11:00 a.m. to 1:00 p.m. on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

Item No.8:

The Board of Directors at its meeting held on 25th May, 2019, based on the recommendation of the Audit Committee approved the appointment of Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2020 at a remuneration of ₹ 20 lakhs, besides reimbursement of applicable tax, travelling and out of pocket expenses.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence, the Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial Personnel:

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

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

Place : Chennai
Date : 7th August, 2019

S.SRIDHARAN
Company Secretary



TEN YEARS IN BRIEF - FINANCIAL INFORMATION YEAR ENDED 31ST MARCH

		2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	
Sales & Earnings												
1.	Sales and other Income	₹ Lakhs	422169	401134	474181	523155	512324	502857	483359	579404	536013	565896
2.	Profit/(Loss) before tax	₹ Lakhs	53132	8987	38098	25236	(16240)	2945	20031	26002	11611	9342
3.	Cash Generated (internally) (before tax)	₹ Lakhs	72087	33158	63228	53420	11399	28736	41833	51709	37205	34472
Assets @												
4.	Fixed Assets (Net)	₹ Lakhs	462151	487431	427802	448128	426250	367484	350232	710069	696754	689006
5.	Investments	₹ Lakhs	29625	56896	85196	95783	94554	158522	158469	61646	58834	69462
Capital & Reserves												
6.	Share Capital	₹ Lakhs	30717	30718	30718	30718	30718	30718	30718	30815	30815	30990
7.	Reserves and Surplus *	₹ Lakhs	318019	319457	322934	331945	315716	295533	305837	480175	489218	492980
8.	Shareholder's Fund	₹ Lakhs	348736	350175	353652	362663	346434	326251	336555	510990	520033	523970
Net worth, EPS & Dividend												
9.	Net worth per equity share	(₹)	113.53	114.00	115.13	118.06	112.78	106.21	109.56	165.82	168.75	169.07
10.	Earnings per equity share	(₹)	12.49	2.22	9.54	5.32	(5.29)	0.96	4.49	5.45	3.47	2.07
11.	Equity Dividend Per share	(₹)	2	1.50	2	2	-	-	1	1	0.80	0.80

* Figures for the year 2010 to 2016 exclude revaluation reserve and deferred income and after adjustment of deferred revenue expenditure.

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

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

DIRECTORS' REPORT

Your Directors have pleasure in presenting their **Seventy-third Annual Report** together with audited accounts for the year ended 31st March 2019.

	₹ in Crore	
	For the year ended 31 st March	
	2019	2018
FINANCIAL RESULTS		
Profit before Interest, Depreciation & Exceptional Items	668.90	712.22
Less: Finance costs	324.17	340.17
Less: Depreciation / Amortization	251.31	255.94
Profit Before Tax	93.42	116.11
Current Tax	32.45	17.90
MAT credit entitlement	12.66	(0.02)
Deferred Tax	(21.13)	(2.39)
Tax Expenses	23.98	15.49
Profit After Tax	69.44	100.62
Other Comprehensive income (net)	(5.30)	6.29
Total comprehensive income	64.14	106.91
Add : Surplus brought forward from last year	969.29	939.47
Less: Dividend (including Dividend Distribution Tax)	33.50	37.09
Less: Transfer to General Reserve	0.00	40.00
Surplus carried forward	999.93	969.29

SHARE CAPITAL

The paid up equity share capital of the Company has increased to ₹ 309.90 crores as on 31st March, 2019 comprising 30,98,97,201 equity shares of ₹ 10/- each, on allotment of 17,45,000 equity shares at a price of ₹ 50/- per share (including the premium of ₹ 40/- per share) during the year, on exercise of stock options by eligible employees, in terms of Employees Stock Option Scheme, 2016.

EMPLOYEES STOCK OPTION SCHEME, 2016

During the year, 17,45,000 equity shares of ₹ 10/- each were issued and allotted upon exercise of equivalent number of stock options by the option holders in terms of Employees Stock Option Scheme, 2016 (ESOS, 2016). The said shares rank pari passu with other fully paid up equity shares of the Company.

Details of ESOS, 2016, including shares issued and allotted under the said Scheme and also the disclosures in compliance with Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI (SBEB) Regulations), are uploaded in the Company's website.

Messrs.K.S.Rao & Co., Statutory Auditors of the Company, have certified that the ESOS, 2016 has been implemented in accordance with the SEBI (SBEB) Regulations and the resolutions passed by the members approving ESOS, 2016.

DIVIDEND & RESERVES

The Board of Directors has recommended a dividend of ₹ 0.80 per equity share of ₹ 10/- each on 30,98,97,201 equity shares of ₹ 10/- each for the year ended 31st March, 2019 including proportionate dividend on 1,165 equity shares having calls in arrears. The proposed dividend, on approval by the shareholders at the ensuing Annual General Meeting, will be met out of surplus in the Statement of Profit and Loss in the Balance Sheet.

The Company has not transferred any amount to the reserves for the year ended 31st March, 2019.



MANAGEMENT DISCUSSION AND ANALYSIS

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

CORPORATE GOVERNANCE

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

BUSINESS RESPONSIBILITY REPORT (BRR)

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

A report on CSR activities of the Company during 2018-19 is given in Annexure 'G'.

LICENCES & RECOGNITIONS

The Company's Sankari Plant has received a commendation certificate in August 2018 for State Level Award for Industrial Safety and Health. The Chilamkur Plant was granted licence for the Quality Management Systems Certification in accordance with IS/ISO 9001:2015 by the Bureau of Indian Standards. The Yerraguntla Plant was granted licence for the Quality Management Systems Certification in accordance with IS/ISO 9001:2015 and the Environmental Management Systems Certification in accordance with IS/ISO 14001-2015, by the Bureau of Indian Standards. The Dalavoi Plant was granted Licence for Occupational Health and Safety Management System in accordance with IS/ISO 45001-2018 by the Bureau of Indian Standards. The Plant has won the Good Industrial Relations Award for the years 2015 and 2016 and the Awards were presented by the Honourable Labour Minister, Government of Tamil Nadu at a State Award Function held in February '19. The R & D unit at Dalavoi Plant also got the renewal for recognition of our in-house R&D by the Government of India, Ministry of Science and Technology for a further period of 3 years. The Grinding Unit at Chennai was granted licence for the Quality Management Systems Certification in accordance with IS/ISO 9001:2015 and Occupational Health and Safety Management System in accordance with IS/ISO 45001-2018 by the Bureau of Indian Standards. The Banswara Plant was awarded a silver medal by the International Research Institute for Manufacturing Competitiveness for the year 2017-18 during September 2018.

OPERATIONS

The performance of the Company for the year under review has been discussed in detail in the Management Discussion and Analysis section. The cement industry in India is the second largest in the world with a capacity of around 450 million tons. After a long period of low growth scenario in cement demand, the country started witnessing uptrend in cement production and dispatch from the last quarter of the previous fiscal and during the current year the country witnessed a healthy demand growth of 13% as per the information published by Department of Industrial Policy and Promotion (DIPP). South also witnessed a growth of over 19% for the year under review. The overall capacity utilization improved close to 75% on an all India basis. South which has more than 1/3rd of the India's capacity had to be content with a lesser capacity utilization of around 70% and with huge supply overhang in this region, the cement prices remained subdued during most part of the year. This was compounded by the fact that most demand in the south was driven by infrastructural push given by the governments of Andhra Pradesh, Telangana and Maharashtra at a relatively lower price. The year also witnessed substantial increase in the price of petroleum products (upto 17% hike in diesel) and in the price of fuel. The exchange rate of rupee against dollar also went up adding to woes of the industry.

Given the tough market conditions, the performance of the Company can be considered to be satisfactory with a capacity utilization of around 79% as against 70% in the previous year which was better than the industry peers in the South. The overall sales volume was 124.40 lakh tons an increase of 11% as compared to 111.75 lakh tons in the previous year. However, the total revenue was up only by 5% at ₹ 5659 crores due to lesser price realization. With the increase in price of coal and oil, the EBIDTA was lower at ₹ 669 crores (₹ 712 crores), interest and other charges were ₹ 324 crores (₹ 340 crores) while depreciation was ₹ 251 crores (₹ 256 crores). The resultant profit before exceptional items and tax was at ₹ 93 crores against ₹ 116 crores in the previous year.

The shipping division deployed its ship on the coastal movement of cargo and reported improved earnings of ₹ 29 crores as against ₹ 17 crores in the previous year. The performance of RMC division also improved with an increased volume of 3.06 Lakh cu.m against 2.32 Lakh cu.m with corresponding revenue of ₹ 121 crores against ₹ 95 crores in the previous year.

EXPANSION / MODERNISATION

While the Company already got in-principle clearance for capacity upgrades at its Dalavoi and Sankari plants, the same will be taken up based on the demand and supply scenario in the region. As earlier mentioned, the Company has taken steps for putting an additional grinding unit at



Khandwa in Madhya Pradesh with a capacity of around 1.50 Million tons and the surplus clinker from its existing plants will be diverted to this Unit. Necessary approvals have been obtained and the land purchase activities are in progress.

SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

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

POLICY ON DETERMINATION OF MATERIAL SUBSIDIARIES

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

SPRINGWAY MINING PRIVATE LIMITED AND NKJA MINING PRIVATE LIMITED

During the year, Springway Mining Private Limited and NKJA Mining Private Limited became subsidiaries of the Company. The Company has acquired voting rights of these Companies with an objective of setting up of a Cement Plant in the State of Madhya Pradesh.

The land purchase activities for plant and mines have commenced with around 30% of the land purchased sofar. Public hearing activity has been completed and environmental clearance is expected shortly for the mining activities. As regards plant operations, necessary Terms of Reference (TOR) has been obtained and the process of obtaining environmental clearance is in progress.

COROMANDEL ELECTRIC COMPANY LIMITED

The power generation from the Gas power plant at Ramanathapuram further improved during the year due to continuous availability of full quota of gas from Oil and Natural Gas Corporation Limited. The plant's total generation for the year was 209 million KWH as against 201 million KWH in the previous financial year. The Company achieved highest plant load factor of 93.02% as against 89.22% in the previous year. While the Company had sold 22 million KWH of power to the cement plants of The India Cements Limited located in Tamil Nadu, the balance power of 187 million KWH was sold to other group captive consumers. The Company earned a gross income from operations of ₹ 105.40 crores and the net profit was ₹ 3.17 crores for the year under review.

COROMANDEL TRAVELS LIMITED

The Company has operated the flight for a total of 181:50 flying hours during the financial year 2018-19. The Company has earned a total income of ₹ 4.40 crores and incurred a loss of ₹ 27 crores for the year under review. During October 2018, the Company sold the aircraft for a consideration of ₹ 44.16 crores and is in the process of purchasing another aircraft.

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

During the year under review, due to local regulations in Indonesia, one of the subsidiaries of your Company which owned majority shareholding in PT Mitra Setia Tanah Bumbu, Indonesia, had to bring down its shareholding to 49% resulting in this step down subsidiary becoming an associate Company. During the year, PT Mitra Setia Tanah Bumbu, which owns the coal mines has mined and sold 222135 Tonnes of coal, including 103398 Tonnes of coal sold to your Company.

INDIA CEMENTS INFRASTRUCTURES LIMITED

The first phase of the joint development of the property in Coimbatore has been completed and as on date, over 80% of the flats have either been sold or buyers are identified. The Company is in the process of selling the remaining units. The second phase is in progress. In order to improve the marketability of the units and due to regulatory changes, the Company has submitted revised plan to DTCP for their approval.

The Company has not taken up any new projects during the year. However the Company is completing the remaining part of the works already taken up.

ASSOCIATE COMPANIES

COROMANDEL SUGARS LIMITED

For the Second year in succession, India has recorded very high sugar production and it is expected to end 2018-19 season with a production of 330 Lakh Tons, surpassing 2017-18 production of 325 Lakh Tons. The Domestic consumption continues to be around 250 Lakh Tons and hence the very high levels of Inventory is carried impacting the market sentiments and the sugar realisations.

While the Government has taken various initiatives to stabilize the sugar prices by capping the quantity of sugar which the Mills can sell and fixing the Minimum selling price, the mismatch between the rising cost of production and the realisations has affected the financial performance of the Company.



In view of the above, the Company could not take full advantage of the increased crushing of 7.22 Lakh Tons (as against 5.68 Lakh Tons in FY 18), and improved power exports of 401 Lakh units (as against 243 Lakh units in FY 18) achieved during the year. The Sugar production increased to 7.04 Lakh quintals (as against 5.31 Lakh quintals in FY 18) and the sugar sales volume (including exports) was restricted to 4.53 Lakh quintals (4.25 Lakh quintals in FY 18) due to the monthly release mechanism in force from June 18.

While the Company was able to achieve an improved EBITDA of around ₹ 43.51 crores (as against ₹ 36.54 crores achieved in FY 18), the lower realisations coupled with higher finance costs, due to increased working capital, had an impact on the profits of the Company.

With the oversupply scenario expected to continue this year as well, in the absence of any substantial increase in the minimum selling price, the industry's performance is likely to be impacted during the current year.

INDIA CEMENTS CAPITAL LIMITED (ICCL)

The main focus of the Company continues to be on various fee-based activities such as Full Fledged Money Changing [FFMC], Travel & Tours and Forex Advisory Services. The Company's FFMC Division continues to enjoy the status of Authorised Dealers, Category II. The wholly owned subsidiary viz. India Cements Investment Services Limited (ICISL) is in Stock Broking. The consolidated Gross income from operations of ICCL was ₹ 582.59 lakhs during the year under review as against ₹ 665.32 lakhs in the previous year and the consolidated Net profit after tax was ₹ 13.48 lakhs as against ₹ 79.90 lakhs in the previous year. The other comprehensive income for the year was ₹ 1.22 lakhs (Previous Year ₹ 1.35) lakhs). Overall comprehensive income was ₹ 14.70 lakhs for the year as against ₹ 78.55 lakhs in the previous year.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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

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

RISK MANAGEMENT POLICY

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

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

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

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

POLICY ON DEALING WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company other than remuneration in the case of executive directors or sitting fee in the case of others.

TRANSACTIONS WITH RELATED PARTIES

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

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

Details of loans, investments and guarantees covered under Section 186 of the Companies Act, 2013 are given in Note No.40.13 on accounts for the financial year 2018-19.

ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

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

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 1st April, 2019 and the date of this report other than those disclosed in the financial statements.

ANNUAL RETURN

Extract of the Annual Return in Form No. MGT-9 is attached with this Report as Annexure 'J'.

PUBLIC DEPOSITS

Your Company has not been accepting deposits from public and shareholders since 16th September 2013. Deposits totalling ₹ 7.64 lakhs have not so far been claimed by the depositors.

CONSERVATION OF ENERGY, ETC.

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

RESEARCH & DEVELOPMENT

During the year, your Company spent ₹ 116.30 Lakhs towards revenue expenditure on the R&D Department.

DIRECTORS

Under Article 109 of the Articles of Association of the Company, Smt.Chitra Srinivasan retires by rotation at the ensuing Annual General Meeting of the Company and she is eligible for re-appointment.

Sri V.Venkatakrishnan was appointed as a Nominee Director by IDBI Bank Limited with effect from 15.10.2018 in the place of Sri Suneel Babu Gollapalli and he will hold office upto the date of the ensuing Annual General Meeting and the resolution for his election as a director liable to retire by rotation is included under Special Business in the Notice convening the 73rd Annual General Meeting of the Company.

Sri M.R.Kumar, Nominee of Life Insurance Corporation of India and Sri N.Srinivasan (F&R) resigned as Directors with effect from 18.03.2019 and 01.04.2019 respectively.

Under Section 149 of the Companies Act, 2013, Sri K.Balakrishnan and Sri V.Ranganathan were appointed as Independent Directors of the Company for a term of three consecutive years with effect from 29th August, 2016 and their present term of office as Independent Directors of the Company concludes on 28th August, 2019. The Board, based on the recommendation of the Nomination and Remuneration Committee reappointed Sri V.Ranganathan as an Independent Director of the Company to hold office for a second and final term of 2 consecutive years from 29.08.2019 to 28.08.2021, subject to the approval of the shareholders. A special resolution for his reappointment as an Independent Director of the Company is included in the Notice convening the 73rd Annual General Meeting of the Company. Sri K. Balakrishnan has not opted for reappointment due to his official commitments and other engagements.

The Board expresses its appreciation of the valuable contribution made by Sri Suneel Babu Gollapalli, Sri M.R.Kumar, Sri N.Srinivasan (F&R) and Sri K. Balakrishnan during their tenure of Office as directors of the Company.

Brief particulars of Directors eligible for reappointment / appointment are annexed to the Notice convening the 73rd Annual General Meeting of the Company.

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

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



INDEPENDENT DIRECTORS

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

FAMILIARIZATION PROCESS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

"We confirm

1. that in the preparation of the accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. that such Accounting Policies have been selected and applied consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit of the Company for the year ended on that date.
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. that the annual accounts for the year ended 31st March, 2019, have been prepared on a going concern basis.
5. that internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively.
6. that proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems are adequate and operating effectively."

REMUNERATION

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

BOARD MEETINGS

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

EVALUATION OF BOARD / BOARD COMMITTEES

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

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a Policy for selection and appointment of Directors, Key Managerial Personnel (KMP) and other employees and their remuneration for implementation.

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



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

KEY MANAGERIAL PERSONNEL

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

PERSONNEL

Industrial relations continued to remain cordial during the year.

AUDITORS

The Shareholders of the Company at the 71st Annual General Meeting (AGM) held on 4th September, 2017, appointed Messrs K.S.Rao & Co., and Messrs S.Viswanathan, LLP, Chennai, as Statutory Auditors of the Company, to hold office for a period of 5 years from the conclusion of the 71st AGM until conclusion of 76th AGM, subject to ratification of their appointment by the Shareholders at every AGM held after the 71st AGM of the Company. In terms of the provisions of Section 139(1) of the Companies Act, 2013 which was amended by the Companies (amendment) Act, 2017, notified by the Ministry of Corporate Affairs on 7th May, 2018, the requirement of ratification of appointment of Auditors by the Shareholders at every AGM is dispensed with and accordingly, the resolution for ratification of appointment of Auditors is not included in the Notice convening the 73rd Annual General Meeting of the Company. The Company has obtained necessary certificate from the Statutory Auditors confirming their eligibility to continue as the Statutory Auditors of the Company for the financial year 2019-20. The Auditors' Report does not contain any qualification, reservation or other remarks.

INTERNAL AUDITORS

Messrs Capri Assurance and Advisory Services, Gopalaiyer & Subramanian, Kalyanasundaram & Associates, Bala & Co., Brahmayya & Co., P.S.Subramania Iyer & Co. and Chaturvedi SK & Fellows, have been appointed as Internal Auditors for the year 2019-20.

COST AUDITOR

Mr.S.A.Murali Prasad, Cost Accountant, Chennai has been appointed as Cost Auditor for the year 2019-20 at a remuneration of ₹ 20 lakhs. The remuneration is subject to ratification of members and hence is included in the Notice convening the 73rd Annual General Meeting of the Company.

SECRETARIAL AUDITOR

Ms.P.R.Sudha, Practising Company Secretary, has been appointed as Secretarial Auditor of the Company for the year 2019-20. Secretarial Auditor's Report in Form MR-3, as prescribed under Section 204(1) of the Companies Act, 2013 read with Rule-9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as Annexure 'L'. The Secretarial Audit Report does not contain any qualification, reservation or other remarks.

ACKNOWLEDGEMENT

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

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 7th August, 2019



ANNEXURE 'A' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

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

A. Conservation of Energy:

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

- (a) Continuous process diagnostic studies undertaken to improve the outputs of various sections resulting in reduced power and heat consumption.
- (b) Further investments in variable frequency drives are made wherever required to ensure energy saving.
- (c) Raw mill dam ring height reduced resulting in increased output and reduced power consumption.
- (d) Installation of mill chute flaps in 2nd and 3rd stage and revamping of conventional grate plates with modified plates resulting in specific heat reduction.
- (e) Lighting units reduction through replacement of conventional lamps with LED lamps in phase 2 at some of the plants.
- (f) Raw Mill Hybrid Bag House outlet duct modified for reducing pressure drop resulting in power savings.
- (g) Compressed air optimization done through studies resulting in power savings.
- (h) Coal mill existing twin bag house converted to a single bag house.
- (i) Replacement of old compressors in a phased manner with energy efficient screw compressors.
- (j) Replacement of preheater fans with high efficiency fans at one of the units.
- (k) Removed grit separator from cement mill circuit to reduce system pressure drop.
- (l) Detailed illumination survey conducted at some of the plants and colonies for further replacement with energy efficient lamps.
- (m) Old HT breakers retrofitting done with energy efficient breakers.
- (n) Further capacitor banks added to ensure improvement in power factor.
- (o) New energy efficiency cement mill is being installed at Sankar Nagar replacing old cement mills.

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

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

(iii) Further capital investment on energy conservation equipment:

- (a) Automation of packing and loading system to reduce manpower and to reduce power consumption.
- (b) Conversion of Pneumatic conveying system to Belt Bucket Elevator system for silo feed as well as kiln feed to save on power.
- (c) Proposed to install a new grinding mill replacing all the old cement mills at Sankari plant.
- (d) Retrofitting the coolers with high efficiency coolers to reduce heat and power consumption.
- (e) Preheater top cyclone modification and duct modification for reducing exit temperature, pressure drop and improvement in efficiency.
- (f) Replacement of Hammer Crusher with modern crusher.
- (g) Upgradation of Preheater ESP fan motors with VFD motors.
- (h) Installation of lighting sensors and GPS based timer for controlling all the lighting switches at the plants.
- (i) Installation of new grinding system at Khandwa in Madhya Pradesh as part of capacity enhancement programme.
- (j) Installation of additional Waste Heat Recovery System at two more plants.
- (k) Proposed to install further wind mills and also take up investment on solar power as part of energy cost reduction.

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



The above measures that have been undertaken have resulted in a power saving of 2 units per ton of cement and heat consumption by 13 K cals per kg of clinker and the proposal under (iii) are expected to reduce the power by further 3 units per ton of cement and fuel by additional 15 K cals per kg of clinker.

B. Technology Absorption:

Particulars given in Form A annexed.

C. Foreign exchange earnings & outgo:

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

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

(b) Total foreign exchange used and earned:

	Current Year	Previous Year
Earned ₹/Crores	66.95	85.93
Used ₹/Crores	10.47	6.26

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 7th August, 2019



FORM A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

Research and Development (R & D) :

1. Specific areas in which R&D carried out by the Company
2. Benefits derived as a result of above R & D
3. Future plan of actions
4. Expenditure on R & D:
 - (a) Capital
 - (b) Recurring
 - (c) Total
 - (d) Total R&D expenditure as a percentage of total turnover

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

:	Nil
:	A sum of ₹ 116.30 lakhs has been spent during the year for the functioning of R & D department.
:	₹116.30 Lakhs
:	0.02

Technology absorption, adaptation and innovation:

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

Not applicable

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai
Date : 7th August, 2019

ANNEXURE 'B' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF THE ECONOMY

The World economy, after a strong recovery in 2017 with GDP growth of 3.7% in 2017, witnessed a slowdown in 2018, notably in the second half of last year. As per IMF estimates, during 2018, global growth softened to 3.6% mainly due to slower expansion in the second half of 2018 caused by US-China trade tensions, macro-economic stress and financial tightening.

INDIAN ECONOMY: AFTER A BRISK START, GROWTH SLACKENS

At the beginning of last year, Indian economy was expected to sustain the revised GDP growth estimate of 7.2% reported in 2017-18, against the earlier estimate of 6.7%. Aided by macro-economic stability, the economy also started on a brisk note with a healthy GDP growth rate of 8.2% in the first quarter (April-June) of 2018-19 indicating that the economy recovered from the twin shocks of demonetisation and the roll-out of Goods and Services Tax (GST). The higher growth was also helped by the base effect of a lower growth of 5.6% in Q1 in the previous fiscal year.

However, the growth momentum slackened in the second quarter of 2018-19 with a GDP growth of 7.1%. It again slipped to a six quarter low of 6.6% in the third quarter, pulled down largely by the slump in agricultural growth and Government spending.

The trend continued in the fourth quarter and growth slumped to a 20 quarter low of 5.8% belying expectations of improved economic activity with discretionary public spending ahead of General Elections in April- May 2019. As a result, GDP growth for the entire year slipped to a five year low of 6.8%, less than the earlier 7% estimated by Central Statistical Organisation. RBI has also pegged the growth rate less at 7.2% against 7.4% estimated earlier.

In its report, Finance Ministry has said Indian economy remains the fastest-growing major economy. However, the report has traced the slowdown to factors like declining growth in private consumption, tepid increase in fixed investment and muted exports.

SECTORAL PERFORMANCE

During the year 2018-19, to address the stress in the farm sector, Centre and State Governments implemented schemes like direct income transfer for farmers having less than two hectares, loan waivers, increased crop loans and enhanced crop prices. During the year, growth in agriculture and allied sector is estimated at 2.7% against 5% in the previous year.

Aided by the rise in exports and credit growth, the manufacturing sector recorded a growth of 8.1% against 5.9% in the previous year. During the year, while the capacity utilisation improved in major sectors, the new investment activity remained weak.

Industrial growth in February 2019 was the lowest in 20 months and it slowed down to 0.1% compared to 1.44% in January 2019 and 6.9% in February 2018. The decline is largely due to contraction in capital goods and intermediate goods in the manufacturing sector.

The overall growth in terms of Index of Industrial Production (IIP) in 2018-19 is pegged lower at 3.6 % compared to 4.4% in 2017-18.

The overall growth was equally muted in the core sector or infrastructure sector with erratic performance of most of the eight Industries having a weightage of 40.27 per cent in the Index of Industrial Production (IIP). The cumulative growth of core sector in 2018-19 remained same at 4.3 per cent.

However, construction sector posted a turnaround with the Government at the Centre and States giving push to infrastructure, affordable housing, construction of concrete roads and irrigation projects. The construction sector is estimated to have clocked a higher growth of 8.2% up from 5.2% in 2017-18.

Cement sector, by recording a double digit growth last year, bucked the subdued growth in the core sector. After three years of nil or negative growth, cement industry showed signs of recovery from the second half of fiscal 2017-18. This uptrend in demand cycle continued till the third quarter of 2018-19. Even South, which was reeling under pressure, achieved a turnaround last year with a higher growth than other regions.

According to information published by Department of Industrial Policy and Promotion (DIPP), the cement industry registered a double digit growth of 13.31% in cement production at 337.32 million tonnes in 2018-19 compared to 297.71 million tonnes in the previous year. Capacity utilisation also improved in the industry.

As per information available, it is inferred that the growth in South was also estimated at 20% during the period, largely driven by the demand from infrastructure push by Andhra Pradesh and Telangana Governments. But, the supply overhang continued in the south putting pressure on selling prices throughout the year which started recovering from the month of February'19.



EXPORTS, IMPORTS & TRADE BALANCES

During the year, despite the tensions in world trade, India sustained the recovery in exports achieved in the previous year.

Cumulative value of exports in 2018-19 was \$ 331.02 Billion (₹ 23.14 Trillion) against \$ 303.53 Billion (₹ 19.56 Trillion) in the previous year, registering a positive growth of 9.06 per cent in US Dollar terms (₹ 18.29 per cent in Rupee terms). The previous peak level achieved was in 2013-14 with exports of \$314 Billion.

Cumulative value of imports in 2018-19 was USD 507.44 Billion (₹ 35.48 Trillion), against USD 465.58 Billion (₹ 30.01 Trillion) in the previous year, registering a positive growth of 8.99 per cent in US Dollar terms (18.23 per cent in Rupee terms)

The trade deficit during 2018-19 widened to \$ 176.42 Billion mainly due to higher imports of oil and gold against \$ 162.05 Billion in the previous year.

India's foreign exchange reserves stood at \$ 411.9 Billion in the week to March 29, 2019.

On the external front, with spike in crude oil prices and rising imports, current account deficit is estimated to have widened to 2.1% against 1.8% of GDP in the previous year primarily on account of the higher trade deficit.

FISCAL DEFICIT

Earlier, Government had pegged the fiscal deficit at ₹ 6.24 Trillion for 2018-19 or 3.3% of GDP. This was revised to ₹ 6.34 Trillion or 3.4% of GDP in the interim budget for 2019-20 due to the new income transfer scheme announced by NDA Government for farmers from December 2018.

With the shortfall in tax collections being made good by disinvestment proceeds and by curtailing capital expenditure, the revised fiscal deficit target of 3.4% was estimated to have been reached during the year.

INFLATION

During the year, while the headline retail inflation dropped by 1.85%, core inflation remained stable. As per the latest report of Finance Ministry, the headline inflation, measured by using the consumer and wholesale price indices, declined in 2018-19. With the inflation rate remaining well within the 4% limit of RBI, it created room for monetary easing by RBI and attempts through cut in repo rate in February 2019 for easing the bank liquidity. All the same, it has been reported that inflation rate, excluding food and fuel, remained uncomfortably close to 5.5% or at elevated levels for most part of the year.

CEMENT INDUSTRY

India is the second largest cement producer in the world with a capacity of approximately 430 million tons per annum. The Industry which suffered from a low growth scenario in the last few years, started witnessing recovery in demand from the last quarter of the financial year 2017-18. This rebound in growth in cement consumption was aided by the growth in the core sector of about 4.3% during the year under review. According to the information published by the DIPP, the industry witnessed a good year of favourable demand with increased production of over 13% during the year 2018-19 as compared to previous fiscal. Southern region which had been subjected to negative growths in cement demand in the last few years, had recovered to register a growth of over 19% over that of previous year. This growth in South was primarily driven by infrastructural and governmental demand in Andhra Pradesh, Telangana and Karnataka. The growth however was sluggish in Tamilnadu which was affected by the sand mining restrictions for part of year and due to lack of governmental projects.

The capacity utilisation of the industry in general on an all India basis moved closer to 75%. Southern region of India which has highest cement production capacity accounting for nearly one third of the country's total cement capacity, has recorded a capacity utilisation of approximately 70% during the year which had improved from 60% in the previous year. However, the huge supply overhang in the South has affected the price of cement which remained subdued during most part of the year and was much lower when compared with earlier levels. The realisation was also lower due to higher demand from infrastructure and government projects. With the infrastructure and government project demand's proportion being higher in the overall demand structure which had to be met through Ordinary Portland Cement, the overall blended cement proportion also came down for the industry in general resulting in cost push. As per information published, the capacity utilisation elsewhere in the other regions was closer to 80 to 85%.

The year under review saw volatility in exchange rate of rupee against dollar and also increase in crude prices and this volatility had its impact by way of increase in the prices of petroleum products and in the price of petcoke and coal. This again was compounded with the implementation of stringent norms for usage of petcoke by the industry from the environmental agencies together with the ban on its usage in the power plant. With the strict implementation of sox and nox norms and with the increase in price of petcoke, the usage of the same had come down during the year under review for the industry in general. During the month of January'19, the All India Industry-wise wage settlement was also entered into for a period of four years.

The cement demand is expected to grow as per the reports published by various research agencies driven primarily by government push through housing for all, construction of roads, metro rail projects, irrigation projects and low cost scheme announced in the budget. The industry also has started witnessing improvement in selling price from the month of February'19 and this is expected to sustain in the foreseeable future.

The price of fuel has also softened from the month of March'19 which may also favourably impact the bottom line.

COMPANY PERFORMANCE:

The performance of the Company was also in line with the improved performance of the industry with increase in clinker production, cement production and sales which are as under:

	in Lakh Tonnes		
	2018-19	2017-18	increase
Clinker production	91.59	80.09	14%
Cement Production	123.11	111.15	11%
Cement sales	122.83	111.50	10%
Clinker sales	1.57	0.26	
Total sales	124.40	111.76	

The capacity utilisation of the Company for the year improved to 79% from 71% in the previous year. Despite the reduction in blending cement proportion, the clinker to cement ratio was maintained with improved blending efficiency.

As earlier mentioned, the selling price of cement was under tremendous pressure during the first 3 quarters resulting in a lower net plant realisation when compared with the previous year. Added to this, variable cost of the Company also increased by nearly 9% during the year under review on account of substantial increase in the price of fuel and reduction in the usage of petcoke. The steep increase in the price of diesel also resulted in higher mining costs and higher outgo on the outward movement of cement. Increase in the fuel price affected the cost of generation of power.

The proactive steps taken by the Company enabled it to achieve sizable saving in its logistics expenses with an overall reduction of around 5% in its freight and handling expenses. Further, there was some marginal relief in the form of reduction of power by 2 units overall per ton of cement and by reduction of nearly 13 Kcal in specific heat consumption.

As earlier mentioned, the Company's continuous thrust on reducing fixed cost by closing non-core verticals, pruning down manpower and the revised policies for employee benefits and other measures helped in reducing the fixed cost sizably. Despite the double whammy of reduction in NPR and increase in variable cost, the increase in volume together with the results of the measures stated above helped in achieving an EBITDA of ₹ 669 crores against ₹ 712 crores in the previous year. Interest costs were lower at ₹ 324 crores against ₹ 340 crores while depreciation was maintained at ₹ 251 crores (₹ 256 crores). The profit before tax accordingly was at ₹ 93 crores against ₹ 116 crores. After considering other comprehensive items and the tax provision adjustments thereon, the net comprehensive income for the year was ₹ 64 crores against ₹ 107 crores in the previous year.

COST MITIGATION MEASURES AND OTHER IMPROVEMENT MEASURES:

On the cost front, the Company witnessed significant pressure during the year on account of rise in material prices. These were caused by external factors which affected the industry in general. The crude prices substantially went up and the exchange rate fluctuated unfavourably resulting in significant increase in the price of fuel causing increase in power and fuel cost. The increase in price of petroleum products also affected the operating cost of mines and the product distribution expenses. However, lot of proactive steps had been taken by the Company which ensured that the impact was minimal on the operations.

- On the fuel front, the Company used cost effective fuels of coal and Petcoke depending upon their prevailing prices.
- To ensure that the Company is in the carbon emission mitigation map, the clinker to cement ratio was further improved during the year through higher blending efficiency despite marginal reduction in the blending cement proportion.
- The Company also used fully all the fly ash (waste) generated from its power plants in cement manufacture paving way for cost reduction.
- The Company also used other waste materials as part of manufacture like copper slag, chemical gypsum, etc.
- Despite the increase in prices of fuel affecting the cost of generation steeply, the impact of the same was minimised with improvement in the operating efficiency at its thermal plants.



- The power from captive thermal power plants was also improved to 66 crore units from 63 crore units in the previous year.
- The power from Waste Heat Recovery System was also improved to 6 crores units from 4.7 crores units in the previous year and the power from low cost APGPCL (Andhra Pradesh Gas Power Corporation Ltd.) also increased to 11.70 crore units from 10.20 crore units in the previous year.
- All the above measures helped in mitigating the impact of steep increase in the prices of fuel for power and maintaining the operating cost of power at around ₹ 4.80 per unit as against ₹ 4.40 per unit in the previous year.
- The Company also reduced the overall power consumption by 2 units per ton of cement through sustained efforts at all its locations.
- The Company also could achieve a reduction of around 13 Kcal per kg of clinker in its specific heat consumption.
- Almost all the plants recorded further improvements in the clinker output per day during the year under review.
- To comply with the latest emission norms, further investments in bag filters and necessary pollution control equipments were made during the year contributing for the carbon emission reduction.
- The Company also used 1.55 Lakh tons of coal from its own mines in Indonesia for its thermal power plants which constituted around 30% of its total fuel.
- One of the significant achievements during the year was the reduction in logistics cost. With more focused approach and with the help of OR models, the Company could achieve a reduction of 5% in its cement transportation and handling expenses despite the steep increase of 17% in the price of diesel during the course of the year.
- The Company is also in the process of installing energy efficiency cement mill at one of its plants and Waste Heat Recovery System at one more of its plants to reduce the cost further.
- On the fixed cost front, the Company has also taken steps through pruning down manpower further at all its locations and by closing down unviable divisions and effected policy changes and taken such other actions regarding the manpower cost. Despite the significant increase on account of all India wage settlement for the workers, increase in wages for the casual labour, contract labourers as prescribed by various state governments, overall man power cost was significantly reduced during the year on account of above measures.

GREEN ENERGY AND CLEAN DEVELOPMENT MECHANISM

- Your Company's endeavour is to enhance its environment conservation measures and is always aware of the social well-being of the surroundings. Towards this, the Company has taken lot of environment development measures which is a continuous ongoing exercise.
- The Company is the first one to install Waste Heat Recovery System at its Vishnupuram plant which contributed nearly 6 crore units reducing the carbon emission.
- The Company has also installed wind mills of a capacity of 18.65 MW in Tamil Nadu, as part of green power movement which could also be counted for renewable energy obligation.
- The Company was the earliest one in India to get the licence for blended cement production and as part of its mission and vision, the Company has taken steps to improve the blending efficiency in cement through lesser clinker consumption contributing for carbon emission reduction.
- Further steps were taken to install high efficiency bag filters at some more locations duly replacing some of the Electro static precipitators (ESPs) as part of energy management program and emission control.
- All the parameters relating to emissions from various locations in the plant are continuously monitored through Continuous Ambient Air Quality Monitors which are directly linked to the State Pollution Control Boards.
- The Company has also been complying with the revised norms of Nox and Sox emissions and further investments are undertaken to tighten the emissions for waste material usage like petcoke.
- The Company is also on the lookout for using alternative fuels and alternate materials including solid waste, paper waste, agricultural and plastic waste to ensure reduction in carbon emission.
- The fugitive dust emission at all the plants are also being tightly controlled through suitable pollution control equipments/dust suppression systems.
- The Company has taken steps for sustainable development of the surrounding villages by recharging water from mines to village ponds and by creating ponds in the exhausted mines area which are available for local village agricultural developments.
- The Company has also taken steps to refill the exhausted mines with rejects as per the directives from governments enabling the place sustainable for long term vegetation.

- The Company has also taken lot of steps to conserve water through process changes and through recycling of water after treatment from its sewage treatment plants and through rain water harvesting at its plants, mines and colonies.
- Long term sustainable environment is the mission of the Company.

HEALTH AND SAFETY

- Maintaining of health and safety of its constituents is an integral part of the Company. As mentioned earlier, the Company has a very well-defined Safety, Health and Environment (SHE) policy which mentions the objectives, ownership and accountability.
- The health and safety programme covers all its employees, stakeholders including contractors, nearby community, customers, etc.
- Frequent workshops on safety and health management are being conducted at all the factories for the senior management as well as shop floor employees.
- External agencies are also engaged on electrical safety, fire safety and instrumentation safety to adopt best practices.
- The Company has a high level safety review committee comprising of senior management people who periodically visit all the plants and give reports on short comings and suggestions for improvements thereon.
- The Company also provides the regular personal protective equipments to all the executives, staff and workers and stringent rules are framed for adherence of the safety procedures.
- Safety prayer meetings and Oaths taking are being conducted on a day to day basis.
- As regards health of the employees concerned, necessary welfare measures including provision of recreation facilities including GYM, play area for various sports at all locations are provided.
- Medical facilities have also been provided to all the employees at all locations to ensure timely treatment and emergency care done by qualified medical practioners and ambulance kept at strategic location for any emergency.
- As part of health care program, all necessary details pertaining to employees including blood group have been digitised and employees being subjected to medical check-up in periodic intervals in a systematic way.
- In order to ensure safety of the surroundings, safety camps programmes are being conducted in the nearby villages to increase awareness.
- The Company, as part of CSR has also been conducting medical camps at the nearby villages which include eye test, provision of spectacles, free cataract operations, ear check-up and distribution of hearing aids, drunkard rehabilitation schemes, etc.
- Periodical visits are also made to its ware house of the stockists to ensure they adopt all the safety practices while handling products or storing of our products.
- Safety celebrations and safety meets are also organised across all the plants and awards are also given for best adopted safety practices.

BUSINESS RISKS AND OPPORTUNITIES

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

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

The key risk run currently relates to compliance with the new regulations on climate and environment imposed by the Government viz to reduce the burden of green gas emissions including Co2 in the atmosphere. This has necessitated strict implementation of rules relating to Sox and Nox emissions and suspended particulate matter as per the guidelines issued by Ministry of Environment, Forests and Climate Change. The Company is also investing on additional sewage treatment plant and extensive planting of greeneries in and around the plants to protect the environment.

Non-compliance to new standards on emissions is viewed very seriously since it not only involves punitive damages but also may lead to closure of a business. To meet this challenge, the industry has to invest heavily on the capital equipment projects and also on the running and maintenance through primary and secondary abatements process.



Your Company has also invested heavily on the pollution control equipments duly replacing the electro static precipitators with high efficiency bag filters and also carrying out necessary changes that are required in the process to ensure compliance with the above norms.

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

On the cement demand, while in the previous two or three years the demand for cement shrunk, it has started improving from the current fiscal driven by the focus on infrastructure development by the Central Government as well as some of the State Governments. The Company expects this momentum to be sustained. In the recent budget lot of announcements have been made regarding spending on low cost housing for the poor, huge investments on rural electrification together with substantial outlay planned for infrastructure over the next 5 years. This would augur well for the industry in sustaining the demand growth. However, with more than 1/3rd of the cement capacity, the southern region is affected on account of supply overhang resulting in competition for market space causing fluctuations in cement prices.

The peculiar nature of the industry is that it is not only capital intensive but also energy and raw material intensive which constitute a major portion of the operating cost.

With the limestone resources fast depleting, securing a new raw material license has become cumbersome and also time consuming due to amendments introduced by MMDR Regulations. With auctions coming into play, the cost of raw material is also becoming highly prohibitive. Further land acquisition is also becoming more challenging and expensive. Obtaining environment clearances and Forest wild life clearances, which are pre-requisites for commencing the mining and plant activities, are also time consuming and delaying the process of setting up further capacity.

Your Company is guarded against this risk to a major extent with most of the mining licenses being renewed till 2030 as per the guidelines of MMDR Act. The Company has also got sufficient mining areas to take care of the requirements of the Company for the next several decades. In order to ensure continuous availability of quality limestone, the Company is also taking measures to augment resources further by initiating the process for conversion of some of its prospecting licenses into mining leases in the additional areas purchased by it. The Company is also constantly scouting for purchase of additional areas of limestone bearing lands.

The availability of quality fuel at affordable price is also an area of concern for the industry. There has been a shortage of coal in India particularly for cement sector, as priority is given for power sector and the industry has been relying on imported coal and also on Petcoke. During the year under review, the price of imported coal and petcoke increased with consequential impact on the cost.

The upward movement in the dollar rate against rupee during the current year also added to the woes in the form of increased cost of fuel for the plant operations as well as power plant operations.

To leverage against this risk, the Company is buying coal in the spot markets spreading out the purchases throughout the year giving due weightage to cost efficiency of the fuel and has been using coal or petcoke based on the prevailing prices.

Efforts are also being taken to increase the usage of alternate fuel like agricultural waste or other waste. The Company also partly mitigates this risk through usage of Indonesian coal at cheaper price.

As far as other raw materials like Gypsum is concerned, the Company is reasonably secured against this risk through contracts with nearby fertilizer plants and also resort to importing of gypsum which is available in plenty from Thailand. The Company has also got long term contracts for supply of fly ash with the nearby thermal power plants.

Frequent fluctuations in the rupee against dollar exchange rate has also been a cause of concern which has been partially covered through some export earnings while a major portion of the same is being covered through hedging mechanism.

Southern States in India which had been experiencing shortage of power in the past few years have turned out to be power surplus States. The Company is reasonably secured against the power risk with its own thermal power plants in Tamil Nadu, Telangana and Rajasthan, Waste Heat Recovery System at Vishnupuram, Wind Mill of 18.65 MW, availing of power through shareholding in APGPCL at a cheaper cost and Power through its subsidiary which has gas power plant in Ramanathapuram.

Cement is also a freight sensitive commodity and containing the logistics cost in the face of substantial increase in the price of diesel is a big challenge. As earlier mentioned, the Company has taken lot of steps in controlling this cost and despite the steep increase in the price of fuel, the Company has cut down cost by 5% through a slew of measures including development of dedicated fleet of transportation and improvement in its own fleet of vehicles.

Retaining quality man power is also a big challenge which the Company has been able to achieve successfully through improved morale and excellent employer and employee relationship and have inculcated a sense of belonging among employees. The Company has a blend of long serving senior management people along with a blend of youth. The cost of manpower which is also an area of concern has been addressed through various measures taken to rationalise the benefits to employees and also through shutting down non remunerative verticals and such other actions. While there was a wage board settlement during the year entailing every worker additional benefits, increase in contract wages, etc., the Company could bring down overall manpower cost through the above measures.

Legal and regulatory compliance risks are also being addressed through a committee comprising of our legal department and experts and through professional advice from outside agencies which have periodical meetings to ensure proper compliance.

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

OUTLOOK

Global economy is facing slow down with a projected lower growth of 3.3% in 2019 against 3.6 % in 2018 owing to escalating trade disputes, rising debt and tight financial conditions. The crude oil prices have also escalated beyond \$ 75 per barrel.

The stress in the global economy and headwinds appear to have cast a shadow on Indian economy with reports of slow down and decline in consumption in some sectors like automobile and consumer goods and disruption in economic activity, partly caused by the General Elections held in April- May 2019.

Reserve Bank of India has said growth impulses have weakened and there are clear evidences of economic activity losing traction as the GDP growth in Q4 FY 19 slowed down to 5.8%

Lok Sabha Elections have given a decisive mandate in favour of the return of NDA Government led by BJP.

With the new Government expected to pursue development agenda more seriously and giving push to reforms, experts have predicted that the Indian economy is expected to regain the growth momentum and record a higher GDP growth of 7.5% in 2019-20 over 6.8 % in 2018-19.

There are expectations of improvement in Government's spending through fresh investments and gross fixed capital formation and pick up in credit growth, private consumption expenditure and construction activity. The reported good rainfall during south west monsoon season is expected to better the prospects of rural economy.

The full-fledged Union Budget has retained Government's thrust on giving push to infrastructure and housing with higher outlays and tax breaks. RBI is expected to further revise repo rate in the current season in a bid to boost consumption. These measures are expected to further improve construction activity and increase the demand for cement in the near future.

COMPETITION COMMISSION

The Competition Commission of India (CCI) vide its Order dated 20.06.2012 imposed a penalty of ₹ 187.48 Crores on the Company along with penalties on 10 other Cement Companies and Cement Manufacturers' Association (CMA), based on a complaint filed by Builders Association of India, alleging cartelization and abuse of dominance. The Company along with other 10 Cement Companies preferred appeals to The Competition Appellate Tribunal, New Delhi (COMPAT). The COMPAT vide its Order dated 11.12.2015 allowed the appeals and remanded the matter back to Competition Commission on ground of procedural violations by CCI while passing the Order. In the remand proceedings, the CCI, after hearing the parties, passed an Order dated 31.08.2016 wherein penalties imposed on 11 Cement Companies were reaffirmed including a penalty ₹ 187.48 Crores on the Company. Based on legal advice, the Company filed an appeal before the COMPAT along with other 10 Cement Companies. The COMPAT vide its interim Order dated 21.11.2016 admitted the appeals and directed the 11 Cement Companies to deposit 10 % of the penalty amount for grant of interim stay of the CCI Order dated 31.08.2016 till the disposal of appeals. The Company had deposited ₹ 18.75 Crores in accordance with COMPAT's interim Order dated 21.11.2016. The COMPAT (now as "NCLAT" – National Company Law Appellate Tribunal) vide its Final Order dated 25.07.2018 dismissed the Appeals filed by 11 Cement Companies and confirmed the penalties imposed by CCI vide its Order dated 31.08.2016. Based on legal advice, the Company has filed an appeal in Supreme Court challenging the NCLAT order dated 25.07.2018 alongwith other Cement Companies and the Supreme Court vide its interim order dated 05.10.2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. In view of the Supreme Court appeal and based on expert legal opinion, no provision has been made in the above Financial statements. (Without qualifying their report, the Auditors have drawn attention to this matter).

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The role of Human resources has evolved over a period of years. The Company is focussed on having least manpower at all its locations and has been continuously reducing the workforce through multitasking, automation etc. The human relation policies have also been revised with suitable



performance appraisal schemes in order to ensure a strong performance culture and at the same time the focus on developing leaders for future is not sacrificed. Various development programmes including “Leaders of Tomorrow” are conducted by premium institutions for grooming people as per succession policy. Training programmes are also conducted wherever necessary for bridging competency gaps for critical departmental leaders to improve their performance. The industrial relations remained cordial throughout the year at all our plants. As earlier mentioned, the four year wage settlement was also signed during the year for the shop floor employees entailing additional benefits. The overall number of employees on the rolls of the Company as at the end of the year under review was 2288.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

HIGHLIGHTS OF FINANCIAL PERFORMANCE:

	₹ Crores	
	2018-19	2017-18
Net Sales / Income from operations	5627.98	5340.72
Other Income	30.98	19.41
Total Income	5658.96	5360.13
Total Expenditure	4990.06	4647.91
Operating Profit	668.90	712.22
Operating Margin %	11.82%	13.29%
Interest & Finance Charges	324.17	340.17
Depreciation	251.31	255.94
Profit / (Loss) before Exceptional items	93.42	116.11
Exceptional items	--	--
Profit / (Loss) before tax	93.42	116.11
Tax Expenditure/Deferred Tax/MAT	23.98	15.49
Profit / (Loss) after tax	69.44	100.62
Other Comprehensive income/(Expenditure) net	(5.30)	6.29
Total Comprehensive income	64.14	106.91

The sales volume increased by 10% during the year while the gross realisation per ton of cement was lower on account of lower selling price resulting in only a marginal improvement in the top line. With the substantial increase in fuel cost, the operating expenditure was higher resulting in lower margin during the year under review. The interest and other charges were lower due to repayments while the depreciation was at the same level as that of previous year resulting in a lower net profit before tax of ₹ 93 crores against ₹ 116 crores caused by the lower net plant realisation and higher expenditure. The details of increase in cost have been highlighted elsewhere in this report.

CAUTIONARY STATEMENT

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

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 7th August, 2019



ANNEXURE 'C' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

CORPORATE GOVERNANCE

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

A. MANDATORY REQUIREMENTS

1] Company's Philosophy:

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

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

2] Board of Directors:

The Board has 11 members consisting of a Vice Chairman & Managing Director and a Wholetime Director, six Independent Directors and three Non-executive directors of whom one has been nominated by IDBI Bank Limited.

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

During the year 2018-2019, five Board Meetings were held on 25.05.2018, 11.08.2018, 19.10.2018, 09.11.2018 and 11.02.2019. The composition of the Board, attendance at the Board Meetings during the year and the last Annual General Meeting and also the number of other directorships and Committee memberships are given below:

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended (From 01.04.18 to 31.03.19)	Attendance at last AGM	No. of other Directorships held in public companies	No. of Membership (M) / Chairmanship (C) in other Board Committee(s)*
					(As on 31/03/2019)	
1.	Sri N.Srinivasan Vice Chairman & Managing Director	Promoter, Executive Director	5	Yes	5	1 (C)
2.	Smt. Chitra Srinivasan	Promoter, Non-Executive Director	5	Yes	Nil	Nil
3.	Smt. Rupa Gurunath Wholetime Director	Promoter, Executive Director	5	Yes	4	1 (M) & 1 (C)
4.	Sri K.Balakrishnan	Independent, Non-Executive Director	4	No	1	Nil
5.	Sri S.Balasubramanian Adityan	Independent, Non-Executive Director	5	Yes	Nil	Nil
6.	Sri Basavaraju ¹	Independent, Non-Executive Director	4	Yes	1	2 (M)
7.	Smt. Lakshmi Aparna Sreekumar ¹	Independent, Non-Executive Director	4	Yes	Nil	Nil
8.	Sri V.Ranganathan	Independent, Non-Executive Director	4	Yes	1	Nil
9.	Sri N.Srinivasan (F&R) ²	Non-Executive Director	5	Yes	6	4 (C) & 2 (M)
10.	Smt. Sandhya Rajan ¹	Independent, Non-Executive Director	4	Yes	Nil	Nil

Sl. No.	Name of the Director	Category of Directorship	No. of Board meetings attended (From 01.04.18 to 31.03.19)	Attendance at last AGM	No. of other Directorships held in public companies	No. of Membership (M) / Chairmanship (C) in other Board Committee(s)*
					(As on 31/03/2019)	
11.	Sri V.Venkatakrishnan ³ Nominee of IDBI Bank Ltd., in its capacity as Lender	Non-Executive Director	3	NA	Nil	Nil
12.	Sri Arun Datta ⁴	Independent, Non-Executive Director	Nil	NA	NA	NA
13.	Sri N.R.Krishnan ⁴	Independent, Non-Executive Director	1	NA	NA	NA
14.	Sri V.Manickam ⁴	Independent, Non-Executive Director	2	NA	NA	NA
15.	Sri Suneel Babu Gollapalli ⁵ Nominee of IDBI Bank Ltd., in its capacity as Lender	Non-Executive Director	Nil	No	NA	NA
16.	Sri M.R.Kumar ⁶ Nominee of Life Insurance Corporation of India in its capacity as Shareholder	Non-Executive Director	4	No	NA	NA

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

¹ Appointed as an Independent Director of the Board w.e.f. 11.08.2018.

² Ceased to be a Director consequent to the final term of office as Independent Director concluded on 28.08.2018 and appointed as a Non-executive Director w.e.f. 29.08.2018.

³ Appointed as a Director of the Board w.e.f. 15.10.2018 by IDBI Bank Limited.

⁴ Ceased to be a Director consequent to the final term of office as Independent Director concluded on 28.08.2018

⁵ Ceased to be a Director of the Board w.e.f. 15.10.2018, consequent to withdrawal of nomination by IDBI Bank Limited.

⁶ Ceased to be a Director of the Board w.e.f. 18.03.2019, consequent to his resignation and withdrawal of nomination by Life Insurance Corporation of India.

The names of the listed entities in which Directors of the Company hold directorship and category thereof, as at 31st March, 2019, are furnished below:

Sl. No.	Name of the Director	Name of the listed entity in which Directorship held	Category of Directorship
1.	Sri N.Srinivasan	MM Forgings Limited	Independent Director
2.	Sri K.Balakrishnan	The Federal Bank Limited	Independent Director
3.	Sri Basavaraju	Lakshmi Machine Works Limited	Independent Director
4.	Sri N.Srinivasan (F&R)	1. GATI Limited	Independent Director
		2. Essar Shipping Limited	Independent Director
		3. The United Tea Estates Company Limited	Non-Independent Director



Disclosure of relationship between directors inter-se:

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

Independent Directors:

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

During the financial year 2018-2019, Independent Directors met once i.e., on 11.02.2019.

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

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

* Appointed as an Independent Director of the Company w.e.f. 11.08.2018.

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

Familiarisation programmes imparted to independent directors:

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

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

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

Independent Directors are provided with a copy of the latest Memorandum and Articles of Association of the Company, Company’s inhouse journal “Compass”, the latest Annual Report, India Cements Code of Conduct for Directors and Senior Management and ICL Code of Conduct for Prevention of Insider Trading.

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

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

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

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

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

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

Board Evaluation:

In terms of Section 134 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (SEBI (LODR) Regulations), it is required to have a formal annual evaluation of the performance of the Board, its Committees and the Directors individually.

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

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

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

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

3] Audit Committee:

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

The Audit Committee met four times during the year i.e. 25.05.2018, 11.08.2018, 09.11.2018 and 11.02.2019.

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

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

¹ Appointed as Chairman of the Committee w.e.f. 11.08.2018.

² Chairman upto 10.08.2018.

³ Appointed as a Member of the Committee w.e.f. 29.08.2018.

⁴ Ceased to be a Member consequent to the final term of office as Independent Director concluded on 28.08.2018.

The Company Secretary is also Secretary to the Audit Committee.

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

4] Nomination and Remuneration Committee & Policy:

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

During the year 2018-2019, Nomination and Remuneration Committee met four times i.e., on 18.04.2018, 24.05.2018, 10.08.2018 and 28.12.2018 to consider and recommend to the Board on managerial remuneration, appointment of Directors and other matters.



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

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri S.Balasubramanian Adityan, Chairman ¹	1	1
2.	Sri N.Srinivasan (F&R)	4	4
3.	Smt. Sandhya Rajan ²	1	1
4.	Sri N.R.Krishnan ³	3	3
5.	Sri Arun Datta ⁴	3	1

¹ Appointed as Member of the Committee w.e.f. 29.08.2018 and elected as Chairman of the Committee w.e.f. 28.12.2018.

² Appointed as Member of the Committee w.e.f. 29.08.2018.

³ Ceased to be a member and the Chairman consequent to his final term of office as Independent Director concluded on 28.08.2018.

⁴ Ceased to be a member, consequent to his final term of office as Independent Director concluded on 28.08.2018.

5] Remuneration to Directors:

Details of remuneration paid to the Directors for the year ended 31st March, 2019:

(i) Executive Directors:

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

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

Details of remuneration paid to the Executive Directors for the year ended 31st March, 2019:

(₹ Lakhs)

Name & Position	Salary	Perquisites & allowances	Provident Fund	Retirement Benefits	Commission	Others	Total
Sri N.Srinivasan * Vice Chairman & Managing Director	200.00	60.00	72.00	38.33	0.00	6.00	376.33
Smt. Rupa Gurunath Wholetime Director	180.00	54.00	21.60	34.50	0.00	0.00	290.10
Total	380.00	114.00	93.60	72.83	0.00	6.00	666.43

* The maximum remuneration (including Provident Fund and Retirement Benefits) payable to Vice Chairman & Managing Director for the year 2018-19 was ₹ 389.18 Lakhs with reference to net profits in terms of Companies Act, 2013. Against this limit, he restricted his salary to ₹ 376.33 Lakhs.

(ii) Non-Executive Directors:

Remuneration by way of sitting fees is paid to all non-executive directors. The Board of Directors at its meeting held on 25.05.2018 has revised sitting fee payable to non-executive directors for attending each meeting of the Board and Committees thereof as per details given below:

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

*No revision proposed

Particulars of sitting fees including for committee meetings paid to non-executive directors during the financial year 2018-2019 and equity shares of the Company held by them as on 31st March 2019 are as follows:

Name of the Director	Sitting Fees Paid (₹)	No. of Equity Shares
Smt. Chitra Srinivasan	250000	78580
Sri Arun Datta	40000	NA
Sri S.Balasubramanian Adityan	385000	20000
Sri K.Balakrishnan	200000	Nil
Sri Basavaraju	220000	Nil
Smt. Lakshmi Aparna Sreekumar	260000	Nil
Sri V.Ranganathan	280000	Nil
Smt. Sandhya Rajan	290000	Nil
Sri M.R.Kumar (Paid to LIC of India)	200000	NA
Sri N.R.Krishnan	100000	NA
Sri V.Manickam	100000	NA
Sri V.Venkatakrishnan (Paid to IDBI Bank Ltd)	150000	300
Sri N.Srinivasan (F&R)	545000	10

No remuneration other than sitting fee as aforesaid is paid to non-executive Directors. There has been no pecuniary relationship or transactions between the Company and non-executive Directors during the year 2018-2019. There are no stock options available/ issued to any non-executive Directors of the Company. There are no convertible instruments issued to any of the non-executive Directors of the Company.

6] a] Stakeholders Relationship Committee:

During the year 2018-2019, 104 complaints were received from shareholders and investors. All the complaints have generally been resolved to the satisfaction of the complainants, except for disputed cases and sub-judice matters, which would be resolved on final disposal by the Courts / Forums where they are pending. The number of complaints received, disposed of and pending during the year are as under:

Sl. No.	Status	No. of Complaints
1.	Received	104
2.	Disposed of	101
3.	Pending	3

During the financial year 2018-2019, the Stakeholders Relationship Committee met 4 times i.e., on 25.05.2018, 10.08.2018, 09.11.2018 and 11.02.2019. The composition of and attendance at the Stakeholders Relationship Committee meetings are given below:

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

¹ Appointed as a Member of the Committee w.e.f. 29.08.2018 and elected as Chairperson of the Committee w.e.f. 09.11.2018.

² Ceased to be a member and the Chairman consequent to his final term of office as Independent Director concluded on 28.08.2018. Sri S.Sridharan, Company Secretary is the Compliance Officer.



b) Corporate Social Responsibility (CSR) Committee:

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

During the financial year 2018-2019, the CSR Committee met once i.e., on 25.05.2018 to consider and approve CSR budget for CSR activities for the year 2018-2019. The composition of and attendance at CSR Committee meeting are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	1	1
2.	Sri N.Srinivasan (F&R)	1	1
3.	Sri Basavaraju ¹	-	-
4.	Smt. Sandhya Rajan ¹	-	-
5.	Sri N.R.Krishnan ²	1	-

¹ Appointed as a Member of the Committee w.e.f. 29.08.2018.

² Ceased to be a member, consequent to his final term of office as Independent Director concluded on 28.08.2018.

c) Compensation Committee of Board of Directors:

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

18,35,000 stock options were granted to eligible employees under the Employees Stock Option Scheme, 2016 (ESOS, 2016). In terms of the Scheme, the options granted on 01.04.2017 vested with option holders on 01.04.2018 and the same shall be exercised within the period of one year from the date of vesting (i.e.,) on or before 31.03.2019. Each option on such vesting can be exercised by applying for an equity share of ₹ 10/- each fully paid up for a sum of ₹ 50/- (inclusive of premium of ₹ 40/-). The exercise of options shall be in not more than two tranches within a period of one year from the date of the vesting of the options (i.e.,) from 01.04.2018.

During the year 2018-2019, the Committee met once i.e. on 02.05.2018 to allot 7,09,500 Equity Shares of ₹ 10/- each to the Employees who had exercised their 7,09,500 options that vested on 01.04.2018 and with regard to the balance options pending to be exercised, the Board of Directors at its meeting held on 25.05.2018 had authorised the Share Transfer Committee to issue and allot equity shares of ₹ 10/- each of the Company to the option holders on exercise of options, under the ESOS, 2016.

The composition of and attendance at the Compensation Committee meeting is given below:

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

* Ceased to be a member, consequent to the final term of office as Independent Director concluded on 28.08.2018.

d) Share Transfer Committee:

All shares received for transfer were registered in favour of transferees and certificates despatched within prescribed time, wherever the documents received were in order and complete.

During the year 2018-2019, 23,464 Equity Shares were transferred in physical mode in favour of transferees and share certificates were despatched within prescribed time from the date of receipt.

The Board of Directors at its meeting held on 25.05.2018 had authorised the Share Transfer Committee to issue and allot equity shares of ₹ 10/- each of the Company to the option holders on exercise of option, under the ESOS, 2016. The Committee during the year 2018-2019, allotted 10,35,500 equity shares of ₹ 10/- each to the employees, who had exercised their 10,35,500 options. Thus, the Company, including the shares allotted by the Compensation Committee, allotted 17,45,000 equity shares of ₹ 10/- each on exercise of equal number of options by the option holders under the ESOS, 2016.

During the financial year 2018-2019, the Committee met 13 times. The composition of and attendance at the Share Transfer Committee meetings are given below:

Sl. No.	Name of the Member	No. of Meetings held	No. of Meetings attended
1.	Sri N.Srinivasan, Chairman	13	13
2.	Sri N.Srinivasan (F&R)	13	13
3.	Smt. Rupa Gurunath	13	12

7] Annual General Meetings:

The last three Annual General Meetings were held as under:

Year	Type	Location	Date	Time	Special Resolutions passed in the AGM by the Shareholders
2016	AGM	Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.	29.08.2016	10.00 A.M.	Yes
2017	AGM	Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.	04.09.2017	1.30 P.M.	Yes
2018	AGM	Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.	20.09.2018	11.00 A.M.	No

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

No item of business requiring voting by postal ballot is included in the Notice convening the 73rd Annual General Meeting of the Company.

8] Means of Communication:

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

9] General Information for Shareholders:

- (a) Date, Time and Venue of the Annual General Meeting : 12th September, 2019 at 3:30 P.M. at Sathguru Gnanananda Hall, (Narada Gana Sabha), No. 314, T.T.K.Road, Alwarpet, Chennai 600 018.
- (b) Financial year 1st April to 31st March (Provisional) : Will be published on or before:
- Results for Quarter ending June 30, 2019 : 14th August, 2019
- Results for Quarter ending September 30, 2019 : 14th November, 2019
- Results for Quarter ending December 31, 2019 : 14th February, 2020
- Results for Quarter ending March 31, 2020 (audited) : 30th May, 2020
- (c) Dates of Book Closure : 6th September, 2019 to 12th September, 2019 (both days inclusive)
- (d) Dividend payment date : on or before 11th October, 2019

(e) Listing on Stock Exchanges:

- I a) The Company's Equity Shares are listed on the following Stock Exchanges:
- i) BSE Limited, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 (Stock Code : 530005)
- ii) National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 (Stock Code EQ: INDIACEM)
- b) Company's Equity Shares are traded in Group "A" category in BSE Limited.



- c) The Company has paid the Listing Fees for the year 2019-20 to BSE Limited and National Stock Exchange of India Limited where the Company's equity shares are listed.
- II The Company's Global Depository Shares (GDSs) are listed in Luxembourg Stock Exchange, P.O. Box 165, L-2811 Luxembourg, Europe and Listing Fee for the year 2019 has been paid.
- III The equity shares of the Company have been included in the list of equity shares on which derivatives are available for trading in futures and options segment by BSE Limited.

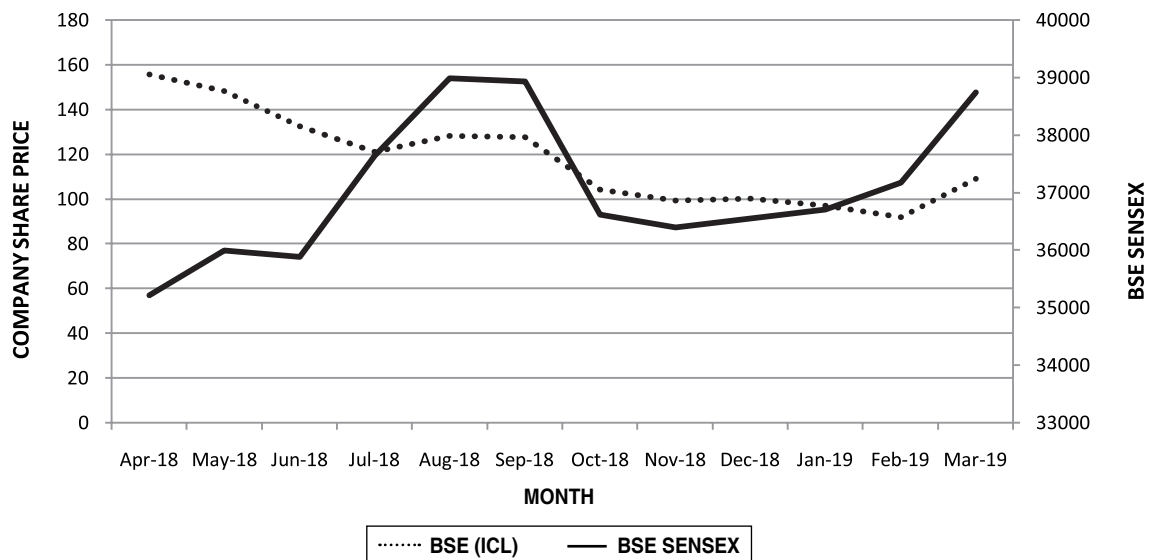
(f) Market Price Data:

(In ₹)

Month	BSE Limited		National Stock Exchange of India Limited	
	High	Low	High	Low
April 2018	155.80	142.10	155.85	142.50
May 2018	148.30	122.05	148.50	121.80
June 2018	132.55	102.45	132.60	102.00
July 2018	121.00	97.35	121.00	97.10
August 2018	128.20	107.35	128.00	107.20
September 2018	127.60	99.30	127.65	99.30
October 2018	104.00	80.05	103.85	79.95
November 2018	99.20	87.25	99.40	87.05
December 2018	100.00	82.60	100.00	82.80
January 2019	97.00	78.15	96.70	78.30
February 2019	91.80	74.85	91.80	74.75
March 2019	109.00	87.50	108.70	88.00

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

COMPANY SHARE PRICE AND BSE SENSEX



(h) There was no suspension from trading in equity shares of the Company during the year 2018-19.

(i) Registrar and Share Transfer Agent:

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

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

(j) Share Transfer System:

Shares lodged in physical form with the Company / RTA till 31.03.2019 were processed and returned, duly transferred, within the prescribed time from the date of receipt and with regard to few cases with incomplete / improper / insufficient documents, the same were considered for transfer on receipt of requisite valid documents. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities and in view of this, the Company has sent individual communication to the shareholders advising them to dematerialize equity shares held by them in physical form.

(k) a) Distribution of Shareholding as on 31st March, 2019:

No. of Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	142385	89.16	16828736	5.43
501 to 1000	9302	5.82	7447018	2.40
1001 to 2000	4267	2.67	6490464	2.09
2001 to 3000	1308	0.82	3384040	1.09
3001 to 4000	602	0.38	2166841	0.70
4001 to 5000	450	0.28	2126835	0.69
5001 to 10000	673	0.42	4979400	1.61
10001 and above	723	0.45	266473867	85.99
TOTAL	159710	100.00	309897201	100.00

b) Pattern of Shareholding as on 31st March, 2019:

Category	No. of Shares	%
Promoters	87421448	28.21
Mutual Funds	71220869	22.98
Alternate Investment Funds	18000	0.01
Foreign Portfolio Investors & Foreign Institutional Investors	41069484	13.25
Financial Institutions/ Banks	481249	0.16
Insurance Companies	16290034	5.26
Bodies Corporate	30431589	9.82
Resident Individuals	54479564	17.58



Category	No. of Shares	%
NRI	3157237	1.02
GDSs	1006968	0.32
Clearing Members	2044958	0.66
Limited Liability Partnerships	66145	0.02
Hindu Undivided Families	1780859	0.57
Trusts	66093	0.02
Investor Education and Protection Fund Authority	360113	0.12
Association of Persons	1301	0.00
Insurance Company registered with IRDA	1290	0.00
Total	309897201	100.00

(l) Dematerialisation of Equity Shares and Liquidity:

As on 31st March, 2019, 99.46% of the Company's Equity Shares have been dematerialized.

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

During the year 2018-2019, the Company had received 587 requests for dematerialisation of shares. The Company has acted upon all valid requests received for dematerialisation during the year 2018-2019.

(m) Outstanding GDRs / ADRs / Warrants or any Convertible Debentures, conversion date and likely impact on equity shares as on 31st March, 2019:

5,03,484 GDSs are outstanding. Each GDS represents two underlying equity shares of ₹ 10/- each (10,06,968 underlying shares represented by GDS constitutes 0.32% of total paid-up equity share capital).

Employees Stock Option Scheme, 2016:

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

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

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

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

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

(o) Plant Locations:

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

- (p) **Address for Correspondence** : The India Cements Limited,
Registered Office:
 “Dhun Building”, 827, Anna Salai,
 Chennai 600 002.
Corporate Office:
 “Coromandel Towers”,
 93, Santhome High Road,
 Karpagam Avenue, R.A. Puram,
 Chennai - 600 028.
 Tel. No. : (091) (044) 28521526/28572100/400
 Fax No. : (091) (044) 28517198
- Corporate Identity Number** : L26942TN1946PLC000931
- Website :** : www.indiacements.co.in
- For Investor Complaints**
- Contact Person : : Sri S. Sridharan, Company Secretary
 Email-Id : : investor@indiacements.co.in

(q) **Credit ratings:**

CARE Ratings Limited vide their letter dated 07.09.2018 has assigned the rating of CARE A; Stable (Single A; Outlook: Stable) for long-term bank facilities and CARE A1 (A One) for Short-term bank facilities of the Company.

10] Other Disclosures :

- a) There are no significant Related Party Transactions during the year of material nature with the promoters, directors or relatives or Key Managerial Personnel etc., potentially conflicting with Company's interests at large. Related Party Transactions are disclosed in the notes to Accounts forming part of this Annual Report.
- b) There were no instances of non-compliance on any matter relating to the capital market, during the last three years.
- c) The Company has adopted the Whistle Blower Policy and established a Vigil Mechanism and it affirms that no personnel have been denied access to the Audit Committee.
- d) **Subsidiary Company:**
 In accordance with Regulation 16(1)(c) of Listing Regulations, the Company has formulated a policy for determining 'material' subsidiaries and the same is available on the website of the Company.
 The Company does not have a “material subsidiary” as defined in 16(1)(c) of Listing Regulations.
- e) In accordance with Regulation 23(1) of Listing Regulations, the Company has formulated a 'Policy on Related Party Transactions' and the same is available on the website of the Company.
- f) Disclosure of commodity price risks and commodity hedging activities: Not applicable.
- g) During the year the Company has not raised any fund through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).
- h) Mrs.P.R.Sudha, Practicing Company Secretary has certified that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority which is annexed.
- i) There is no instance, where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the financial year 2018-2019.



- j) Messrs K.S. Rao & Co. and Messrs S. Viswanathan LLP., Chartered Accountants are the statutory auditors of the Company. Total fees paid for the year ended 31.03.2019 by the Company and its subsidiaries, on a consolidated basis to the statutory auditors including all entities in their network firm/entity of which they are a part is given below:

Particulars	₹ in Lakhs
Statutory Audit fees	60.00
Tax Audit Fees	10.00
Fees for other services	16.15
Total	86.15

- k) The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. There was no complaint of harassment, reported during the year.
- l) As required under Regulation 17(8) of Listing Regulations, the Chief Executive Officer i.e. the Managing Director and the Chief Financial Officer i.e. Executive President (Finance & Accounts) certified to the Board on their review of financial statements and cash flow statements for the financial year ended 31st March 2019 in the prescribed form which is annexed.
- m) Details of information on appointment and re-appointment of directors:
A brief resume, nature of expertise in specific functional areas, relationships between directors inter-se, names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and number of equity shares held in the Company by the Director or for other person on a beneficial basis and other details forms part of the Notice convening the 73rd Annual General Meeting.
- n) Unclaimed Shares:
The Company does not have any share(s) remaining unclaimed, issued pursuant to public / other issues.
- o) ICL Code of Conduct for Directors and Senior Management:
In accordance with the provisions of the Companies Act, 2013 the Company has adopted and implemented a "India Cements Code of Conduct for its Directors and Senior Management". The Code of Conduct has also been posted on the Company's website "www.indiacements.co.in". Affirmation of compliance of Code of Conduct for the financial year 2018-2019 has been received from all the Directors and Senior Management personnel of the Company.
Managing Director of the Company has given declaration to the effect that members of the Board and the senior management personnel have affirmed compliance with Code of Conduct for its Directors and Senior Management which is annexed.
- p) Prohibition of Insider Trading:
In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (PIT Regulations), the Company has adopted the revised "ICL Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" ("the Code") in the place of existing "ICL Code of Conduct for Prevention of Insider Trading". The Code is applicable to Promoters, all Directors, Designated persons and connected Persons and their immediate relatives, who are expected to have access to unpublished price sensitive information relating to the Company.
The Company has also formulated 'A Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. The Company has also formulated a "Policy and Procedures for inquiry in case of leak of Unpublished Price Sensitive Information or Suspected leak of Unpublished Price Sensitive Information".
The aforesaid Code and Policy are posted on the Company's website "www.indiacements.co.in"
- q) i) Investor Education & Protection Fund:
In terms of Section 124 of the Companies Act, 2013, any dividend declared by the Company, which remains unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government.

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

During the financial year, the Company has transferred a sum of ₹ 13.13 lakhs to the IEPF. The said amount represents unclaimed dividend and fixed deposits & interest thereon, which remained unclaimed with the Company for a period of 7 years from their respective due dates of payment.

In compliance with the aforesaid provisions, the Company has also transferred 113425 equity shares of ₹ 10/- each to IEPF in respect of unclaimed dividend for the financial years 2009-10 & 2010-11. It may be noted that all benefits, if any, which may accrue in future on such shares, including bonus shares, dividend, etc. will be credited to IEPF account.

ii) **Transfer of Unclaimed Dividend for 2011-12 / Equity Shares to IEPF:**

The Company has sent individual communication by registered / speed post to those shareholders, who have not encashed / claimed dividends for seven consecutive years since 2011-12 and also published a Notice in the Newspapers requesting the shareholders to claim such unclaimed dividend. A statement containing the details of such shareholders and their Folio No./ DP ID & Client Id has been placed on the Company's website "www.indiacements.co.in" under the heading "Investors Corner".

Shareholders who have not encashed / claimed their dividends from the year 2011-12 are advised to contact or write to the Company or to the Registrar and Share Transfer Agent (RTA), Integrated Registry Management Services Private Limited, immediately in this regard. In case, the Company / RTA do not receive any communication from the concerned shareholders, claiming their dividends, the Company shall, in compliance with the said Rules, transfer the unclaimed dividend for the year 2011-12 and the corresponding shares to IEPF account, after following the procedures laid down therein on the due date i.e. 17.09.2019.

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

r) **Dividend Distribution Policy:**

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

s) **Cost Auditor and Cost Audit Report 2017-2018:**

Name, Membership number & address of Cost Auditor : Sri S.A. Murali Prasad, Membership No.2730
4 (New), Brindavan Street, Chennai 600004.

Filing of Cost Audit Report 2017-2018 with the Central Government : Due date of filing : 23.10.2018
Actual Date of filing : 22.10.2018

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

u) **Green Initiative:**

In terms of the provisions of the Companies Act, 2013, Companies (Accounts) Rules, 2014, Companies (Management and Administration) Rules, 2014, and SEBI (LODR) Regulations, 2015, the annual report along with the notice of the Annual General Meeting is sent by email to those members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

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



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

B. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATIONS:

1. The Board:

A non-executive chairperson may be entitled to maintain a Chairperson's office at the listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties. : The Company does not have a non-executive Chairman.

2. Shareholder Rights:

A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders. : As the Company's half-yearly results are published in leading English newspapers and in Tamil newspaper and also in the Company's website, the same are not sent to the Shareholders of the Company. There is no publication of second half yearly results as the annual results are approved by the Board and then published in the newspapers and also communicated to the shareholders through the Annual Report.

3. Modified opinion(s) in audit report:

The listed entity may move towards a regime of financial statements with unmodified audit opinion. : Nil

4. Separate posts of chairperson and chief executive officer:

The Company may appoint separate persons to the post of chairperson and managing director or chief executive officer. : At present, Vice Chairman & Managing Director is the Chief Executive Officer of the Company.

5. Reporting of Internal Auditor:

The Internal auditor may report directly to the Audit Committee. : The Internal Auditors of the Company report directly to the Audit Committee.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai
Date : 7th August, 2019

CEO AND CFO CERTIFICATION

To

The Board of Directors of The India Cements Limited

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2019 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-19 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have not observed any deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the auditors and the Audit Committee that there are:
 - (i) no significant changes in internal control over financial reporting during the year;
 - (ii) no significant changes in accounting policies during the year; and
 - (iii) no instances of significant fraud where the involvement of management or an employee having a significant role in the Company's internal control system over financial reporting have been observed.

Place : Chennai
Date : 25th May, 2019

N. Srinivasan
Vice Chairman & Managing Director

R. Srinivasan
Executive President (Finance & Accounts)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members of
The India Cements Limited

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company, as stated below, for the Financial Year ending on 31st March, 2019, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment in the Company
1	Sri Narayanaswamy Srinivasan	00116726	15-09-1989
2	Smt. Chitra Srinivasan	01094213	05-03-2010
3	Smt. Rupa Gurunath	01711965	24-09-2007
4	Sri Balakrishnan Krishnamurthy	00034031	29-08-2016
5	Sri Balasubramanian Sivanthi Adityan	00036898	07-12-2015
6	Sri Basavaraju	01252772	11-08-2018
7	Smt. Lakshmi Aparna Sreekumar	08196552	11-08-2018
8	Sri Vijayaraghavachari Ranganathan	00550121	29-08-2016
9	Smt. Sandhya Rajan	08195886	11-08-2018
10	Sri Srinivasan Natesan	00004195	30-09-2006
11	Sri V.Venkatakrisnan	08067933	15-10-2018

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

Place : Chennai
Date : 25th May, 2019

P R SUDHA
FCS No. : 6046
CP No. : 4468



ANNEXURE 'D' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

The India Cements Limited.

We have examined the compliance of conditions of Corporate Governance by The India Cements Limited (the 'Company'), for the year ended March 31, 2019, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations').

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

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For K.S. RAO & CO.,
Chartered Accountants
Firm Registration No. 003109S
M. KRISHNA CHAITHANYA
Partner
Membership No.231282
UDIN: 19231282AAAAAW9192

For S. VISWANATHAN, LLP
Chartered Accountants
Firm Registration No. 004770S / S200025
CHELLA K SRINIVASAN
Partner
Membership No. 023305
UDIN: 19023305AAAABX8723

Place : Chennai.

Date : 7th August, 2019.

ANNEXURE 'E' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

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

This is to certify that all Board members and Senior Management Personnel have affirmed compliance with the India Cements Code of Conduct for Directors and Senior Management for the year ended 31st March, 2019.

for THE INDIA CEMENTS LIMITED

Place : Chennai
Date : 25th May, 2019

N. SRINIVASAN
Vice Chairman &
Managing Director



ANNEXURE 'F' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

BUSINESS RESPONSIBILITY REPORT AS ON 31.03.2019

Section A: General Information about the Company:

- | 1. Corporate Identity Number (CIN) of the Company | : L26942TN1946PLC000931 | | | | | | | | |
|--|--|----------------|------------------------------------|-----------|---------------|-----|------|----------------|------------------------------------|
| 2. Name of the Company | : The India Cements Limited | | | | | | | | |
| 3. Registered address | : "Dhun Building", 827, Anna Salai, Chennai - 600 002. | | | | | | | | |
| 4. Website | : www.indiacements.co.in | | | | | | | | |
| 5. E-mail ID | : investor@indiacements.co.in | | | | | | | | |
| 6. Financial Year reported | : 1 st April 2018 - 31 st March 2019 | | | | | | | | |
| 7. Sector(s) that the Company is engaged in (industrial activity code-wise) | : <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 15%;">Group</th> <th style="width: 15%;">Class</th> <th style="width: 15%;">Sub-class</th> <th style="width: 55%;">Description</th> </tr> </thead> <tbody> <tr> <td>239</td> <td>2394</td> <td>23941
23942</td> <td>Manufacture of
Clinker & Cement</td> </tr> </tbody> </table> | Group | Class | Sub-class | Description | 239 | 2394 | 23941
23942 | Manufacture of
Clinker & Cement |
| Group | Class | Sub-class | Description | | | | | | |
| 239 | 2394 | 23941
23942 | Manufacture of
Clinker & Cement | | | | | | |
| 8. List three key products / services that the Company manufactures / provides (as in balance sheet) | : <ul style="list-style-type: none"> • Cement • Cementitious Products | | | | | | | | |
| 9. Total number of locations where business activity is undertaken by the Company | | | | | | | | | |
| (a) Number of International Locations (Provide details of major 5) | : NIL | | | | | | | | |
| (b) Number of National Locations | : 8 Cement Factories, 2 Grinding Units and Regional Offices and Sales / Marketing Offices in various places. | | | | | | | | |
| 10. Markets served by the Company - Local / State / National / International | : <table border="1" style="width: 100%; border-collapse: collapse; text-align: center;"> <thead> <tr> <th style="width: 25%;">Local</th> <th style="width: 25%;">State</th> <th style="width: 25%;">National</th> <th style="width: 25%;">International</th> </tr> </thead> <tbody> <tr> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> | Local | State | National | International | ✓ | ✓ | ✓ | ✓ |
| Local | State | National | International | | | | | | |
| ✓ | ✓ | ✓ | ✓ | | | | | | |

Section B: Financial details of the Company

- | | |
|--|--|
| 1. Paid-up Capital (INR) | : ₹ 30989.78 Lakhs |
| 2. Total Turnover (INR) | : ₹ 562798.43 Lakhs |
| 3. Total profit after taxes (INR) | : ₹ 6413.57 Lakhs |
| 4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | : The Company has spent ₹ 449.81 Lakhs on CSR activities, constituting 7.01% of profit after tax for 2018-19. |
| 5. List of activities in which expenditure in 4 above has been incurred | : <ul style="list-style-type: none"> (a) Eradication of Poverty; (b) Promotion of Education; (c) Rural Development; (d) Environment; (e) Rural Sports; (f) Promotion of Gender Equality. |

Section C: Other details

- | | |
|--|---|
| 1. Does the Company have any Subsidiary Company / Companies? | : Yes. The Company has 13 Subsidiary Companies viz., <ul style="list-style-type: none"> (1) Industrial Chemicals and Monomers Limited (2) ICL Financial Services Limited (3) ICL Securities Limited (4) ICL International Limited |
|--|---|

- (5) Coromandel Electric Company Limited
 (6) India Cements Infrastructures Limited
 (7) Coromandel Travels Limited
 (8) NKJA Mining Private Limited
 (9) Springway Mining Private Limited
 (10) Coromandel Minerals Pte. Ltd., Singapore.
 (11) Raasi Minerals Pte. Limited
 (12) PT. Coromandel Minerals Resources, Indonesia
 (13) PT Adcoal Energindo, Indonesia
2. Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company?
 If yes, then indicate the number of such subsidiary company(s) : Out of 13 subsidiaries, 2 subsidiaries viz., Coromandel Electric Company Limited and India Cements Infrastructures Limited participate in Business Responsibility initiatives of holding Company.
3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] : No. The other entities with whom the Company does business do not participate in the BR initiatives of the Company.

Section D: BR Information

1. Details of Director / Directors responsible for BR:

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

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

(b) Details of the BR head :

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

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

The nine principles are as under:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.



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

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

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

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	-	-	-	-	-	-	-	-	-
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	-	-	-	-	-	-	-	-	-
3	The Company does not have financial or manpower resources available for the task	-	-	-	-	-	-	-	-	-
4	It is planned to be done within next 6 months	-	-	-	-	-	-	-	-	-
5	It is planned to be done within the next 1 year	-	-	-	-	-	-	-	-	-
6	Any other reason (please specify)	-	-	-	-	-	-	-	-	-

3. Governance related to BR:

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

Annually

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

No.

Section E: Principle-wise performance

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

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

The Company has got a Code of Conduct and Vigil Mechanism that has been approved by the Board of Directors. These are applicable to all the senior management staff of the Company and an annual affirmation on compliance of these Codes is taken from them. The company does not have a policy covering the above principles for outside parties but it persuades all the constituents associated with it to follow the principles of ethics, etc. and corporate governance which is an integral part of the management is given top importance by the company. The business activities of the other subsidiaries or group company are not material in relation to business activities of the company.

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

There were no complaints on ethics / transparency and accountability during the year.

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

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

(a) The Company is strategically focusing and engaged in the manufacture of products and give such services that will enable its customers to build sustainable structures which are more durable in nature, more cost effective and more conducive to human life style. The company is primarily engaged in the production of Ordinary Portland Cement and blended cement which uses fly ash, a natural waste, as an additive contributing for the improvement in the environment. All the products comply with relevant standards applicable.

(b) The Company also concentrates on reducing the use of clinker in the cement thereby resulting in conservation of lime stone and reducing the CO₂ emissions.

(c) The Company also effectively generates power from the waste heat, addressing the carbon emissions, saving of water and fossil fuels in the process of power generation.

(d) Technical services are also provided to its customers namely stockists and builders on the sustainability aspects of its products and various mason meets, engineers meets and plant visits are held to ensure a long term relationship to understand the sustainability of the product.

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

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

The Company continuously strives to reduce the power and fuel consumption per ton of cement. During the year under review through sustained efforts, the power consumption was brought down by 2 KWH per ton of cement and the heat consumption by 13 Kcal per kg of clinker. Through improvement in supply chain management further economies were also achieved in the transport cost of inward materials and logistics cost of outward movement of cement despite the huge increase in the diesel price.

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

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



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

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

The company's procurement policy and selection of vendors are aimed at ensuring sustainable environment, social interest but at the same time, the focus is on cost efficient procurement of quality products.

The major raw-material namely limestone required for the Company is located in the vicinity of the plants resulting in very minimal transport cost with lesser fuel and carbon emission. The company adopts latest mining methods involving the advanced technology of surface mining, etc. resulting in avoidance of drilling and blasting, thereby ensuring sustainability of the environment.

Most of the other raw-materials like fly ash are sourced from the very near thermal power plants and are focused towards buying the same at the cheaper cost with very little freight.

As far as the stores and maintenance items are concerned, the company gives preference in selection of vendors to the people who are associated with company for a long time and who confirm to the principles of sustainability, statutory compliance and non-employment of child labour and also gives preference to the local vendors involving minimal freight on transport of such goods and services adding to the conservation of energy.

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

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

The Company has always given the preference to local vendors for supply of stores, spares, PP bags and repair works. Our contractors who are engaged in the repairs and maintenance of plants are employing workmen from the nearby villages by providing opportunities to them to earn livelihood.

Many small entrepreneurs have put up their workshops nearer to our plants. Our Company engages their services for outside repair jobs.

The local vendors are provided with safety equipments and apparatus and are expected to adhere to the safety procedures of the Company. Long term rate contracts are entered and periodical feedback given to vendors to improve quality, delivery, etc.

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

The Company is engaged in manufacture of cement and power and does not directly discharge any effluent or wastes.

The fly ash from our power plants is entirely used in our cement production. The waste water discharged from the power plant operations is purified, recycled and used for dust separation, gardening and house-keeping in the colony.

The excess heat available from the kiln is also captured by the waste heat recovery plant and used for generation of power at the cheapest cost. All waste materials like copper slag, fly ash, gypsum are being used in the process.

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

The company is also in the process of increasing the usage of alternate fuel and waste materials like plastic waste, paper waste, agriculture waste etc. in its process.

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

- | | | |
|---|---|--|
| 1. Please indicate the Total number of employees. | : | No. of permanent employees is 2288 (Managerial -1302 & Non-Managerial -986) |
| 2. Please indicate the Total number of employees hired on temporary / contractual / casual basis. | : | Average Number of Contract Employees engaged through Registered / Licensed Contractors 1756 (Packing Plant & Other areas)-Mines & security not included. |
| 3. Please indicate the Number of permanent women employees. | : | 27 |
| 4. Please indicate the Number of permanent employees with disabilities | : | 4 |

5. Do you have an employee association that is recognized by management. : Yes. There are recognized trade unions constituted as per the terms of the Trade Unions Act at the Company's manufacturing units.
6. What percentage of your permanent employees is members of this recognized employee association? : Around 35%.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

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

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
- (a) Permanent Employees : Around 60% were given Skill up-gradation Training.
- (b) Permanent Women Employees : Around 70% were given safety training by way of OJT/Mock drills.
- (c) Casual / Temporary / Contractual Employees : 100% safety training. However, details are not available regarding other trainings as they are done by their respective employers.
- (d) Employees with Disabilities : 100% safety training.

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

1. Has the Company mapped its internal and external stakeholders? Yes/No
Yes. The Company has mapped its internal stakeholders as well as external stakeholders.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.
The Company has identified its marginalised stakeholders by way of vendors, stockists, contract workers who are situated in and around its factory locations which are essentially under-developed locations requiring attention. Disabled youth and women are also catered through skill development and women empowerment programme in the nearby communities.
3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.
Most of the Corporate Social Responsibility (CSR) activities undertaken by the Company are towards the welfare of the people and stakeholders in and around our factory locations by providing health and sanitary care, educational facilities and vocational training, infrastructural facilities like road, water, etc. Most of the welfare schemes undertaken by the Company are targeted towards upliftment of the poor and down-trodden and marginalised stakeholders located in and around our factories to enable them to have a sustainable livelihood and aimed at rural development.

Principle 5 Businesses should respect and promote human rights

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



The Company complies with the National and Local Laws as far as the individual rights are concerned. However, there is no specific human rights policy for the time being.

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

No complaints for violation of human rights were received by the Company during the financial year.

Principle 6 Business should respect, protect and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.

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

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

Yes. The Company is committed to reduce Greenhouse Gas (GHG) emissions and have got short-term and long-term targets in this regard. All these targets are aimed at:

- Improving the blended cement ratio and reducing clinker in the overall cement by paving way for carbon reduction.
- Continuous focus on reduction of thermal and electrical energy consumption.
- Installation of Waste Recovery System and renewable energy in the form of windmills.
- Utilization of waste products from its thermal power plants like fly ash to improve the environment.
- Development of ponds and afforestation of the mined area to ensure greener environment.
- Installation of high efficiency bag filters in place of ESPs to ensure emissions are well within the permissible limits and continuous monitoring of the same by relevant authorities.
- Usage of alternate fuel and residue materials in its process to ensure carbon emission reduction.

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

The Company has got a Risk Management Policy and the potential environmental risk and other risks form part of Business Risk Management review, where all such risks are identified and mitigation process are formulated.

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

Yes. The Company had a project registered under Clean Development Mechanism (CDM) for Waste Heat Recovery utilization at its Vishunupuram plant, on which Certified Emission Reduction (CER) certificate has been earned in the past. The Company has also contributed for CDM through improvement in blended cement proportion and installation of windmills and gas-based power plants in Tamil Nadu. The company is also in the process of setting up additional Waste Heat Recovery System at one more of its plant locations and proportion of alternate fuel like usage of waster materials of plastic, paper and agriculture, etc. are also being stepped up.

5. Has the Company undertaken any other initiatives on-clean technology, energy efficiency, renewable energy, etc. Y / N. If yes, please give hyperlink for web page etc.

- (a) As already mentioned, the Company has taken lot of steps towards clean technology, energy efficiency and renewable energy through installation of windmills, waste heat recovery plant, etc. The Company is also in the process of installing two more waste heat recovery plants at its locations to conserve the energy and improve energy efficiency.
- (b) The Company's in-house Research & Development continuously focusing on improving the usage of additives and reducing the clinker in cement to ensure carbon reduction and also focus on value added varieties of cements.
- (c) The company continuously monitor and takes measures for reducing power and fuel consumption. During the year under review, brought down the usage of power by 2 units per ton of cement and heat consumption by 13 Kcal per kg of clinker.
- (d) The company has further replaced some of the ESPs through pollution effective bag filters during the year complying with the emission norms.

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

Yes. Emissions / generated by the Company are within the permissible limits given by the Central and State Pollution Control Boards. There are no significant wastes produced by the company.

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

There are certain environmental proceedings relating to our mines at Sankarnagar and also relating to our plant at Chilamkur pending before the authorities as at the end of 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:

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

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

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

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

The Company, as part of its activities under Corporate Social Responsibility (CSR), has also taken steps for improvement of health and safety of the people in the villages around its factories, conservation of water in the usage of concrete, biodiversity conservation, increased usage of blended cement as sustainable building materials.

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

As part of CSR, the Company has developed detailed programmes focused on developing the neighbourhood and ensuring a better livelihood for the underprivileged people. Towards these programmes, all stakeholder groups are addressed which, inter alia, include promotion of basic education, rural employment, sustainable operations of the public health centres, development of infrastructure like roads, lights, drinking water supply, medical camps and facilities and social reforms, which will ultimately pave way for a sustained livelihood for the neighbourhood. The waste water from the mining are also effectively recycled and are being used to recharge the nearby village ponds and the company has invested for diverting such waste water to these locations.

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

The Company's CSR projects are implemented through an In-house CSR Department. Some of the healthcare and welfare activities are also being undertaken through governmental agencies and private hospitals and NGOs.



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

The Company is generally reviewing the impact assessment of its CSR initiatives, which is reflected in the form of feedback from the beneficiaries.

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

₹ 449.81 Lakhs towards Eradication of Poverty, Promotion of Education, Rural Development, Environment, Rural Sports, Promotion of Gender Equality etc., as detailed in Sl.No.4 under Section B of this Report.

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

Yes. The Company follows a process before undertaking any community development project. These projects are undertaken based on either the request from the community or based on the survey and initiative taken by the Company for improvement of the society and the environment. An assessment report is prepared based on various parameters such as health indicators, literacy levels, population data, state of infrastructure, cost and the benefits that will accrue to the people and based on the importance of such projects, these projects are listed and being implemented one by one.

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.

The top management including Managing Director of the Company have been continuously meeting its stockists, consumers and masons to apprise them on various issues regarding quality, setting time, strength, etc. and also to understand their concerns. Most of the concerns are being reviewed regularly and then resolved immediately then and there to their satisfaction. There were one or two complaints from end-consumers in the previous year, which have been sorted out fully and there are no significant complaints pending as of 31.03.2019 from consumers.

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

The Company displays all the information regarding the product as mandated by Bureau of Indian Standards (BIS) and relevant Local Laws applicable on the cement bag.

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

The Company does not indulge in any anti-competitive activities. There were no complaints pending, other than the item mentioned in Note No.40.2(f) of Notes on Accounts for the year ended 31st March, 2019.

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

The senior management including Chief Executive periodically visit its main customers, namely, stockists, sub-dealers, consumers, as part of the appraisal programme and get the feedback on the satisfaction levels on supply, quality and other terms, etc.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 7th August, 2019

ANNEXURE 'G' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

CORPORATE SOCIAL RESPONSIBILITY (CSR) 2018-19

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

CSR Policy is available at the Company's website www.indiacements.co.in
2. The Composition of CSR Committee :
 1. Sri N. Srinivasan
 2. Sri Basavaraju
 3. Smt. Sandhya Rajan
3. Average net profit of the Company for the last three financial years : ₹ 19666.85 lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above) : ₹ 393.34 lakhs
5. Details of CSR spent during the financial year:
 - a) Total amount to be spent for the financial year : The Company has budgeted to spend ₹ 667 Lakhs towards CSR
 - b) Amount unspent, if any:
 - c) Manner in which the amount spent during the financial year is detailed below:

REPORT ON CSR ACTIVITIES

₹ Lakhs

1	2	3	4	5	6	7	8
Sl. No.	CSR Project / Activity Identified	Sector in which the Project is covered	Projects / Programmes 1. Local area / others 2. Specify the State / district (Name of the District/s, State/s where project / programme was undertaken)	Amount outlay (budget) projects / programs wise	Amount spent on the projects / programs Subheads: 1. Direct expenditure on projects 2. Overheads	Cumulative spent upto the reporting period	Amount spent: Direct / through implementing agency
Detailed below						399.31	Direct

Sector: Eradication of Poverty

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Organise General Health Camps & Awareness programme.	Salem, Ariyalur, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	28.41	17.58
2	"Swachh Bharat Abhiyan" under the Prime Minister scheme - sanitation and awareness through campaign/local NGO.	Banswara-Rajasthan	2.50	1.31



Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
3	Providing of medical apparatus like spectacles, hearing aid etc., to the needy.	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana	7.80	10.65
4	Water purification, desalination, storage, preservation and rain water harvesting.	Tirunelveli, Salem, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh	0.50	0.72
5	Provision of equipment and instruments, medicines, construction and maintenance of rooms and other facilities at Primary Health Centres.	Tirunelveli-Tamilnadu / Banswara-Rajasthan	5.10	16.87
6	Construction of drainage for sewage water, providing drinking water and water pond improvement etc.	Tirunelveli, Ariyalur-Tamilnadu / Ranga Reddy-Telangana	1.12	2.76
7	Providing Inverter with rechargeable tubular batteries for Public Offices, Traffic Signal, Street Light, Installation of CCTV & Computer with Invertors etc.	Tirunelveli, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana	21.39	17.97
8	Flood relief materials - Kerala & Tamil Nadu	Tirunelveli, Salem, Ariyalur-Tamilnadu / Ranga Reddy-Telangana	2.66	8.41
9	Donation of Cement for renovating / reconstructing of Water Canals and other public utilities.	Beed-Maharashtra / Nalgonda-Telangana	10.60	4.56
10	Providing basic needs like Dress materials, Foot wear, Vessels, Tri-cycles etc. to Orphanages, Oldage homes, Blind & differently abled persons etc.	Ariyalur, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana	16.80	3.70
	Total		96.88	84.53

Sector: Promotion of Education

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Providing Technical Education to needy and poor villagers and organise Career counselling programmes.	Thiruvallur-Tamilnadu / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	19.00	10.33
2	Provision of infrastructure to Schools.	Tirunelveli, Salem, Ariyalur, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	31.94	22.05
3	Organising spark and inspire education, educational Tours & exam kits for school children. Distribution of T-shirts for students in rural schools.	Tirunelveli, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh	2.60	2.09
4	Financial Assistance for Poor Students for Higher Education & Assisting Government Schools to fill the Teachers Vacancies.	Tirunelveli, Ariyalur-Tamilnadu / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	13.20	3.60
5	Vocational Training, Abacus Training, Conducting Tailoring Classes, Special coaching classes, Technical know-how, etc. for poor in around the factory vicinity	Tirunelveli, Thiruvallur-Tamilnadu / Ranga Reddy-Telangana / Beed-Maharashtra	7.00	4.27

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
6	Sponsorship for the National Level Workshop on "Status of Petroleum Exploration in India" held at the PG & Research Department of Geology and "NALSA Legal Services" Chaitanya Bharathi Institute of Technology	Tirunelveli-Tamilnadu / Kadapa-Andhra Pradesh	5.50	2.80
7	Science Exhibition to bring awareness & interest in Science.	Tirunelveli-Tamilnadu	1.00	1.79
8	Adoption of the Govt. School through the office of Collector & SDM Banswara under the adoption scheme of Rajasthan Govt.	Banswara-Rajasthan	0.50	0.50
9	Prizes and Scholarships for meritorious students.	Tirunelveli-Tamilnadu / Kadapa-Andhra Pradesh / Beed-Maharashtra	3.20	2.73
	Total		83.94	50.16

Sector: Rural Development

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Provision of infrastructure facilities in the target villages	Tirunelveli, Salem-Tamilnadu / Nalgonda, Ranga Reddy-Telangana / Kadapa-Andhra Pradesh	55.75	5.51
2	Support for Drinking Water & Agriculture etc.	Tirunelveli, Salem-Tamilnadu / Ranga Reddy-Telangana	12.00	0.21
3	Develop and maintenance of Road, Solar Lights Fixing etc.	Ariyalur, Salem-Tamilnadu / Nalgonda-Telangana	95.00	73.21
4	Provide Water Tank and Motor, RO water system to nearby villages for drinking water	Tirunelveli, Ariyalur, Salem-Tamilnadu / Nalgonda-Telangana / Kadapa-Andhra Pradesh	34.39	14.56
5	Construction & Renovation of School, Compound wall, Public Toilet and Bathroom for Ladies near Mines villages	Tirunelveli, Ariyalur, Salem-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana / Beed-Maharashtra	26.75	12.90
6	Construction of Multi-purpose Community Hall, Social Function Centre Building, Bus stop / shelter, Police booth, School room bldg., provision of Bore well with submersible pump and Ground level water tank for villagers.	Tirunelveli, Salem, Ariyalur, Thiruvallur, Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	126.70	51.41
7	Promote Organic Farming concept in the nearby villages for improving crop productivity, farmers health & quality for better livelihood of the villagers.	Banswara-Rajasthan	4.00	3.45
	Total		354.59	161.25



Sector: Rural Sports

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Assistance & financial support to local sports organising agencies in coordination with local sport authorities.	Ariyalur, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	14.41	10.93
2	Conducting Rural Games & Sports	Ariyalur-Tamilnadu / Nalgonda-Telangana / Beed-Maharashtra	2.44	0.63
	Total		16.85	11.56

Sector: Environment

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Organise plantation event on the occasion of Environment Day and Creating awareness on environmental issues	Salem, Ariyalur, Thiruvallur-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda-Telangana / Beed-Maharashtra / Banswara-Rajasthan	13.90	4.53
2	Providing Barbed wire fencing around the Reserve Forest Boundary to prevent the entry of Wild life into Agricultural lands	Tirunelveli-Tamilnadu	2.00	4.80
3	De-silting and deepening of River, Lake, Pond & heightening of Tank bund. Planting of trees and removal of Seemai Karuvelam (Tree)- Road sides and Govt. barren lands	Tirunelveli, Ariyalur-Tamilnadu	14.41	21.22
4	Garden on the road side & Model Eco Park Green initiative. Creating Awareness on Single Use Plastic Ban activities	Tirunelveli, Salem, Ariyalur, Chennai-Tamilnadu	8.05	7.96
5	Veterinary Camp / Organise Cattle Management Camp and provide free medicine, technical assistance and equipment for improving the quality of fodder and also create awareness about using biomass stoves for improving the quality of life.	Kadapa-Andhra Pradesh / Banswara-Rajasthan	3.50	2.51
6	Renovation of Forest Department Awareness boards in and around area. Fixing of road side plastic banner.	Tirunelveli-Tamilnadu	0.00	4.15
7	Adoption of two nearby Panchayat under Rajasthan Government Jal Swavlamban Abhiyan scheme.	Banswara-Rajasthan	7.00	7.09
	Total		48.86	52.26

Sector: Promotion of Gender Equality

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Promoting gender equality and empowering women (SHG), women day celebration, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	Tirunelveli-Tamilnadu / Kadapa-Andhra Pradesh / Ranga Reddy-Telangana / Banswara-Rajasthan	11.00	3.23
2	Skill Development Program for Women - Tailoring Training etc.	Tirunelveli, Ariyalur-Tamilnadu / Nalgonda-Telangana / Kadapa-Andhra Pradesh	4.23	1.23
3	Skill Development for Youth	Tirunelveli, Ariyalur, Thiruvallur-Tamilnadu / Nalgonda-Telangana / Beed-Maharashtra	10.75	4.05
Total			25.98	8.51

Sector: Protection of National Heritage

Sl. No.	CSR Projects / activities identified	Location (District, State)	Budget	Amount Spent
1	Protection of national heritage, art and culture including restoration of buildings, Temples and sites of historical importance and work of art, setting up of public libraries, promotion and development of traditional arts, festival, spiritual and handicrafts organize with the help of local representatives, institutions and NGO .Republic Day, Independence Day, and other social activities in nearby villages	Chennai-Tamilnadu / Kadapa-Andhra Pradesh / Nalgonda, Ranga Reddy-Telangana / Beed-Maharashtra / Banswara-Rajasthan	39.75	31.04
Total			39.75	31.04
Grand Total			666.85	399.31

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

On behalf of the Board

Place : Chennai
Date : 7th August, 2019

N.SRINIVASAN
Chairman, CSR Committee



ANNEXURE 'H' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

FORM AOC-1

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH 2019 PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

PART - A - SUBSIDIARIES

₹ In Lakhs

1	Sl. No.	1	2	3	4	5	6	7	8	9	10	11	
2	Name of the Subsidiary	Industrial Chemicals & Monomers Limited	ICL Securities Limited	ICL Financial Services Limited	ICL International Limited	Coromandel Travels Limited	Coromandel Electric Company Limited	India Cements Infrastructure Limited	NKJA Mining Private Limited	Springway Mining Private Limited	PT Coromandel Minerals Resources, Indonesia	Coromandel Minerals Pte Limited, Singapore *	
3	Date since when subsidiary was acquired	09-04-1992	28-11-1996	08-06-1994	08-06-1994	06-02-2017	27-03-2012	31-01-2013	03-12-2018	03-12-2018	10-07-2008	01-06-2010	
4	Reporting Period for the Subsidiary Accounts	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-03-2019	31-12-2018	31-03-2019	
5	Reporting Currency for the Subsidiary	INR	INR	INR	INR	INR	INR	INR	INR	INR	RP -0.00504	USD-67.93	
6	Share Capital	227.82	613.02	596.20	5.00	6731.00	70.00	5.00	1.00	1.00	128.54	9167.05	
7	Reserves and Surplus	14063.47	1892.29	(1176.86)	(3198.25)	(17232.24)	14683.40	(3155.32)	(7.25)	(197.85)	(2824.55)	424.56	
8	Total Assets	15876.17	15471.57	16019.55	310.77	410.72	23160.06	7755.37	1.02	4172.59	3901.97	11443.08	
9	Total Liabilities	1584.88	12966.26	16600.21	3504.02	10911.96	8406.66	10905.69	7.27	4369.44	6597.99	1843.17	
10	Investments	0.00	12225.08	15299.54	0.00	0.00	3843.00	0.00	0.49	0.00	8.30	224.28	
11	Turnover	1.76	79.79	79.84	205.54	454.15	8997.12	843.46	0.00	10.76	4967.29	16.33	
12	Profit /(Loss) before Taxation	(31.33)	74.23	0.17	(73.50)	(2728.69)	366.87	(1079.38)	(6.41)	(214.06)	(892.42)	(86.32)	
13	Provision for Taxation	0.00	0.00	0.00	0.00	0.00	50.15	0.00	0.00	1.75	0.00	0.00	
14	Profit /(Loss) after Taxation	(31.33)	74.23	0.17	(73.50)	(2728.69)	316.72	(1079.38)	(6.41)	(215.81)	(892.42)	(86.32)	
15	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
16	Extent of Shareholding (%)	98.59%	100%	100%	100%	98.50%	50.14%	100%	100%	51%	100%	100%	
17	No. of Shares	2228191	6130200	5962000	50000	67310000	700000	50000	10000	10000	3000	18986501	
18	Book Value per Share	641.39	40.87	(9.74)	(6386.50)	(15.60)	2107.63	(6300.64)	(62.50)	(1968.50)	(89867.13)	50.52	
Notes :													
1	Yet to commence operation	Commenced	Commenced	Commenced	Commenced	Commenced	Commenced	Commenced	Commenced	Yet to be Commenced	Yet to be Commenced	Commenced	Commenced
2	Liquidated / Sold during the Year	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

* Includes figures of subsidiaries namely Raasi Minerals Pte. Limited, PT Adcoo Energindo and associate PT. Mitra Setia Tanah Bumbu

As per our report of 25th May, 2019

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

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

N. SRINIVASAN
Vice Chairman &
Managing Director

RUPA GURUNATH
Wholetime Director

CHITRA SRINIVASAN
K. BALAKRISHNAN
S. BALASUBRAMANIAN ADITYAN
BASAVARAJU
LAKSHMI APARNA SREEKUMAR
V. RANGANATHAN
SANDHYA RAJAN
V. VENKATAKRISHNAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH 2019 PURSUANT TO SECTION 129 (3) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

PART - B - ASSOCIATES

Sl. No.	Name of Associates / Joint Ventures	Raasi Cement Limited	Coromandel Sugars Limited	India Cements Capital Limited	Unique Receivable Management Private Limited
1	Latest Audited Balance Sheet Date	31-03-2018	31-03-2018	31-03-2018	31-03-2018
2	Date on which the associate was associated or acquired	25-02-2000	15-11-1999	07-02-1997	08-02-2007
3	Shares of Associates held by the Company & its subsidiaries on the year end				
	No. of Shares	239409	7000100	10400000	24600
	Amt. of Investment in Associates (₹ in Lakhs)	0.00	994.80	2544.99	2.46
	Extent of Holding %	28.94%	49.99%	47.91%	49.20%
4	Description of How there is significant Influence	Holding > 20%	Holding > 20%	Holding > 20%	Holding > 20%
5	Reason why the associate is not Consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Net Worth attributable to Shareholding as per Latest audited Balance sheet (₹ Lakhs)	(39.67)	6472.97	1362.97	(4325.91)
7	Profit / Loss for the Year (2018-19)				
	i. Considered in Consolidation (₹ Lakhs)	0.00	(172.13)	6.33	0.00
	ii. Not Considered in Consolidation (₹ Lakhs)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Notes					
1	Yet to commence operation	Commenced	Commenced	Commenced	Commenced
2	Liquidated / Sold during the year	NIL	NIL	NIL	NIL

As per our report of 25th May, 2019

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

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

N. SRINIVASAN
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V. RANGANATHAN
SANDHYA RAJAN
V. VENKATAKRISHNAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019



ANNEXURE 'I' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

Form No. AOC-2

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

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

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

₹ In Lakhs

2 (a) Name(s) of the related party and nature of relationship.	2 (b) Nature of contracts/arrangements/ transactions.	2 (c) Duration of contracts/ arrangements/ transactions.	2(d) Salient terms of the contracts or arrangements or transactions including the value, if any.	2 (e) Date(s) of approval by the Board, if any	2(f) Amount paid as advances, if any (Outstanding as on 31.03.2019)
ICL FINANCIAL SERVICES LIMITED - Subsidiary	Transfer of Equity Shares	Need Based	0.90	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	
ICL INTERNATIONAL LIMITED - Subsidiary	Purchase of Goods	Need Based	6.96	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	
	Receiving of Services	Need Based	163.86	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	
INDIA CEMENTS INFRASTRUCTURES LIMITED - Subsidiary	Sale of Goods	Need Based	30.94	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	10384.00
	Purchase of Goods	Need Based	1.35	25.05.2019	
	Interest on Advances	As per Agreement	876.20	25.05.2019	
	Sale of Land	As per Agreement	145.40	25.05.2019	
COROMANDEL ELECTRIC COMPANY LIMITED - Subsidiary	Renting of Land	As per Agreement	1.42	25.05.2019	
	Receiving of Services	As per Agreement	774.61	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	
	Revenue Sharing	As per Agreement	2371.70	11.02.2019 & 25.05.2019	
NKJA MINING PRIVATE LIMITED - Subsidiary	Acquisition of Shares	As per Agreement	7981.81	25.05.2019	
SPRINGWAY MINING PRIVATE LIMITED- Subsidiary	Acquisition of Shares	As per Agreement	1277.60	25.05.2019	
	Interest on Advances	As per Agreement	60.30	25.05.2019	
COROMANDEL TRAVELS LIMITED - Subsidiary	Receiving of Services	Need Based	444.25	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	
COROMANDEL MINERALS PTE. LIMITED- SINGAPORE - Subsidiary	Advances	As per Agreement			1049.43
PT. COROMANDEL MINERALS RESOURCES, INDONESIA - Subsidiary	Purchase of Goods	Need Based	2773.90	09.11.2018, 11.02.2019 & 25.05.2019	259.04
PT. MITRA SETIA TANAH BUMBU, (MSTB), INDONESIA - Subsidiary (In the last quarter MSTB has become an Associate Co.)	Purchase of Goods	Need Based	1413.29	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	

Form No. AOC-2 (Contd.)

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

2 (a) Name(s) of the related party and nature of relationship.	2 (b) Nature of contracts/arrangements/ transactions.	2 (c) Duration of contracts/ arrangements/ transactions.	2(d) Salient terms of the contracts or arrangements or transactions including the value, if any.	2 (e) Date(s) of approval by the Board, if any	2(f) Amount paid as advances, if any (Outstanding as on 31.03.2019)
COROMANDEL SUGARS LIMITED - Associate	Sale of Goods	Need Based	54.37	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	
	Purchase of Goods	Need Based	13.32	09.11.2018, 11.02.2019 & 25.05.2019	
	Interest on Advances	As per Agreement	535.80	25.05.2019	
INDIA CEMENTS CAPITAL LIMITED - Associate	Receiving of Services	Need Based	300.37	11.08.2018, 09.11.2018, 11.02.2019 & 25.05.2019	396.93
	Interest on Advances	As per Agreement	32.97	25.05.2019	
COROMANDEL SUGARS LIMITED - Associate	Guarentee O/s at the end of the Year	Need Based	14000.00	11.02.2019 & 25.05.2019	

No Guarantee commission has been charged in the case of :

Coromandel Sugars Limited, an associate Company and a Public Limited Company, as the guarantee has been given for the purpose of its availing financial assistance from banks / financial institutions. The guarantee(ies) are valid till the date of repayment of loan.

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 25th May, 2019



ANNEXURE 'J' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products / services	NIC code of the product / service	% to total turnover of the Company
1	Cement / Clinker	2521	97.03

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
4	ICL International Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U51909TN1993PLC026057	Subsidiary	100.00%	Sec.2(87)(ii)
5	Coromandel Electric Company Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U45207TN1997PLC038219	Subsidiary	50.14%	Sec.2(87)(ii)
6	India Cements Infrastructures Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002.	U74999TN2013PLC089487	Subsidiary	100.00%	Sec.2(87)(ii)
7	Coromandel Travels Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	U63040TN2007PLC064854	Subsidiary	98.50%	Sec.2(87)(ii)
8	Springway Mining Private Limited McLeod House, 1 st Floor, 3, Netaji Subhas Road, Kolkata 700001	U10100WB2010PTC152849	Subsidiary	51.00%	Sec.2(87)(ii)
9	NKJA Mining Private Limited 301, Rajnigandha, Green Garden Estate, Near S. P Office, City Centre, Gwalior 474011	U10100MP2012PTC027609	Subsidiary	100.00%	Sec.2(87)(ii)
10	PT. Coromandel Minerals Resources, Epiwalk Office Suite, 5 th Floor Unit B 528, Rasuna Epicentrum Complex, Jakarta Selatan 12940, Indonesia.	Foreign Company 71/1.824.7/2008 (Incorporated in Indonesia)	Foreign Subsidiary	100.00%	Sec.2(87)(ii)
11	Coromandel Minerals Pte. Limited, 24, Raffles Place, #18-00, Clifford Centre, Singapore 048621.	Foreign Company 200918251D (Incorporated in Singapore)	Foreign Subsidiary	100.00%	Sec.2(87)(ii)
12	Raasi Minerals Pte. Limited, 24 Raffles Place #18-00 Clifford Centre, Singapore 048621	Foreign Company 200918260E (Incorporated in Singapore)	Foreign Subsidiary	100.00%	Sec.2(87)(ii)
13	PT Adcoal Energindo, Epiwalk Office Suite, 5 th Floor - Unit B 528, Rasuna Epicentrum Complex, Jl. HR Rasuna Said, Kuningan, South Jakarta 12940, Indonesia	Foreign Company 09.03.1.09.55461 (Incorporated in Indonesia)	Foreign Subsidiary	100.00%	Sec.2(87)(ii)
14	PT Mitra Setia Tanah Bumbu, Epiwalk Office Suite, 5 th Floor - Unit B 528, Rasuna Epicentrum Complex, Jl. HR Rasuna Said, KuninganSouth Jakarta 12940, Indonesia	Foreign Company 09.03.1.05.77198 (Incorporated in Indonesia)	Foreign Associate	49.00%	Sec.2(6)
15	Raasi Cement Limited, White House, Block III B, 3 rd Floor, 6-3-1192/1/1, Kundanbagh, Begumpet, Hyderabad 500016	U26942TG1978PLC002288	Associate	28.94%	Sec.2(6)
16	Coromandel Sugars Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	U15421TN1996PLC035549	Associate	49.99%	Sec.2(6)
17	India Cements Capital Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	L65191TN1985PLC012362	Associate	47.91%	Sec.2(6)
18	Unique Receivable Management Private Limited, 'Dhun Building', 827, Anna Salai, Chennai 600002	U67200TN2002PTC048428	Associate	49.20%	Sec.2(6)



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

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year *				% change during the year**
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1 Indian									
a) Individual/HUF	20015896	0	20015896	6.50	20013956	0	20013956	6.46	(0.04)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	66168057	0	66168057	21.48	66168057	0	66168057	21.35	(0.13)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other Directors & Relatives	749435	0	749435	0.25	1239435	0	1239435	0.40	0.15
Sub-total (A) (1)	86933388	0	86933388	28.23	87421448	0	87421448	28.21	(0.02)
2 Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	86933388	0	86933388	28.23	87421448	0	87421448	28.21	(0.02)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	69121369	34079	69155448	22.44	71187590	33279	71220869	22.98	0.54
b) Banks / FI	408956	6714	415670	0.13	474535	6714	481249	0.16	0.03
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	16558641	250	16558891	5.37	16289784	250	16290034	5.26	(0.11)
g) FII's / FPI's	55785750	40400	55826150	18.12	41047084	22400	41069484	13.25	(4.87)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Alternate Investment Funds	690839	0	690839	0.22	18000	0	18000	0.01	(0.21)
j) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	142565555	81443	142646998	46.28	129016993	62643	129079636	41.66	(4.62)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	28294060	649353	28943413	9.39	29787464	644125	30431589	9.82	0.43
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year *				% change during the year**
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	30598779	1048908	31647687	10.27	37143835	872395	38016230	12.27	2.00
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	10839104	69478	10908582	3.54	16373546	69478	16443024	5.31	1.77
c) Others (specify)									
Directors & Relatives	4000	20000	24000	0.01	310	20000	20310	0.01	0.00
Insurance Company Registered with IRDA	0	0	0	0.00	1290	0	1290	0.00	0.00
Non-Resident Individuals	2916514	16404	2932918	0.95	3143573	13664	3157237	1.02	0.07
Foreign National (Enemy Property)	11854	0	11854	0.00	0	0	0	0.00	0.00
Trust	99338	0	99338	0.03	66093	0	66093	0.02	(0.01)
Hindu Undivided Families	1296742	0	1296742	0.42	1780859	0	1780859	0.57	0.15
Clearing Members	668877	0	668877	0.22	2044958	0	2044958	0.66	0.44
Limited Liability Partnerships	70071	0	70071	0.02	66145	0	66145	0.02	0.00
Association of Persons (AOP)	201	0	201	0.00	1301	0	1301	0.00	0.00
Investor Education and Protection Fund Authority	246688	0	246688	0.08	360113	0	360113	0.12	0.04
Sub-total (B)(2)	75046228	1804143	76850371	24.93	90769487	1619662	92389149	29.82	4.89
Total Public Shareholding (B) = (B)(1) + (B)(2)	217611783	1885586	219497369	71.21	219786480	1682305	221468785	71.48	0.27
C. Shares held by Custodian for GDRs & ADRs									
Global Depository Shares (GDSs)	1721444	0	1721444	0.56	1006968	0	1006968	0.31	(0.25)
Sub-total (C)	1721444	0	1721444	0.56	1006968	0	1006968	0.31	(0.25)
Grand Total (A+B+C)	306266615	1885586	308152201	100.00	308214896	1682305	309897201	100.00	-

* Includes 1745000 equity shares of ₹10/- fully paid up allotted to the employees under Employee Stock Option Scheme, 2016.

** The % change in shareholding is due to increase in paid up equity share capital.

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the Year #
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	EWS Finance & Investments Private Limited	27643432	8.97	0.52	27643432	8.92	3.53	(0.05)
2	Prince Holdings (Madras) Private Limited	25500000	8.28	8.28	25500000	8.23	5.81	(0.05)



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the Year #
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
3	Anna Investments Private Limited	13024625	4.23	3.57	13024625	4.20	3.55	(0.03)
4	Mr. N. Srinivasan	634415	0.21	0.00	1124415	0.36	0.00	0.15
5	Mrs.Chitra Srinivasan	78580	0.03	0.00	78580	0.03	0.00	0.00
6	Ms.Rupa Gurunath	36440	0.01	0.00	36440	0.01	0.00	0.00
7	Mrs.Vidya Subramanian (Trustee)	19954024	6.48	0.00	19954024	6.44	0.00	(0.04)
8	Mr.S.K.Asokh Baalaje	59932	0.02	0.00	59932	0.02	0.00	0.00
9	Mrs.Rajam Krishnamoorthy	1940	0.00	0.00	0	0.00	0.00	0.00
	Total	86933388	28.23	12.37	87421448	28.21	12.89	(0.02)

The % change in shareholding is due to increase in paid up equity share capital.

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

	Shareholding at the beginning of the year		Date wise increase / Decrease in Promoters Shareholding during the year			Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	Date	Reason for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company
EWS Finance & Investments Private Limited	27643432	8.97	-	-	-	27643432	8.92
Prince Holdings (Madras) Private Limited	25500000	8.28	-	-	-	25500000	8.23
Anna Investments Private Limited	13024625	4.23	-	-	-	13024625	4.20
Mr. N. Srinivasan	634415	0.21	27.06.2018 & 28.06.2018	Market Purchase	490000	1124415	0.36
Mrs.Chitra Srinivasan	78580	0.03	-	-	-	78580	0.03
Ms.Rupa Gurunath	36440	0.01	-	-	-	36440	0.01
Mrs.Vidya Subramanian (Trustee)	19954024	6.48	-	-	-	19954024	6.44
Mr.S.K.Asokh Baalaje	59932	0.02	-	-	-	59932	0.02
Mrs.Rajam Krishnamoorthy	1940	0.00	30.03.2019	Deceased	1940	0	0.00
Total	86933388	28.23				87421448	28.21

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Reliance Capital Trustee Co Limited A/C Reliance Focused Equity Fund; Reliance small Cap Fund; Reliance Equity Hybrid Fund; Reliance Growth Fund; Reliance Power & Infra Fund; Reliance Arbitrage Fund; Reliance Equity Savings Fund; Reliance Capital Builder Fund 4 SR A; Reliance Capital Builder Fund 4 SR C; Reliance Capital Builder Fund 2 SR B; Reliance Capital Builder Fund 4 SR D;	18030320	5.85	06/04/2018	Purchase	87500	18117820	5.85	27006563	8.71
				13/04/2018	Purchase	182000	18299820	5.91		
				20/04/2018	Purchase	528500	18828320	6.08		
				27/04/2018	Purchase	300000	19128320	6.17		
				04/05/2018	Purchase	577000	19705320	6.36		
				11/05/2018	Purchase	5500	19710820	6.36		
				18/05/2018	Sale	-38500	19672320	6.35		
				01/06/2018	Purchase	371000	20043320	6.47		
				08/06/2018	Sale	-407900	19635420	6.34		
				22/06/2018	Sale	-1200500	18434920	5.95		
				29/06/2018	Sale	-185500	18249420	5.89		
				20/07/2018	Purchase	860000	19109420	6.17		
				27/07/2018	Purchase	871000	19980420	6.45		
				03/08/2018	Purchase	1682500	21662920	6.99		
				10/08/2018	Purchase	304500	21967420	7.09		
				24/08/2018	Purchase	50000	22017420	7.11		
				07/09/2018	Sale	-45500	21971920	7.09		
				14/09/2018	Sale	-280000	21691920	7.00		
				21/09/2018	Sale	-994500	20697420	6.68		
				28/09/2018	Sale	-651000	20046420	6.47		
				26/10/2018	Purchase	66500	20112920	6.49		
				02/11/2018	Purchase	73500	20186420	6.51		
				09/11/2018	Purchase	31500	20217920	6.52		
				16/11/2018	Sale	-171500	20046420	6.47		
				07/12/2018	Purchase	189000	20235420	6.53		
				14/12/2018	Purchase	1925546	22160966	7.15		
21/12/2018	Purchase	1738097	23899063	7.71						
28/12/2018	Purchase	1004500	24903563	8.04						
18/01/2019	Sale	-9000	24894563	8.03						
22/02/2019	Purchase	58500	24953063	8.05						
01/03/2019	Purchase	126500	25079563	8.09						
15/03/2019	Purchase	1000000	26079563	8.42						
22/03/2019	Sale	-99000	25980563	8.38						
29/03/2019	Purchase	1026000	27006563	8.72						



Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2	Sri Saradha Logistics Private Limited (Formerly Trishul Investments Private Limited)	18101843	5.87	-	-	-	-	-	18101843	5.84
3	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Fund; Aditya Birla Sun Life Small Cap Fund; Aditya Birla Sun Life Arbitrage Fund; Aditya Birla Sun Life Pure Value Fund; Aditya Birla Sun Life Balanced Advantage Fund; India Excel (Offshore) Fund; Aditya Birla Sun Life Infrastructure Fund; Aditya Birla Sun Life Manufacturing Equity Fund; India Advantage (Offshore) Fund; Aditya Birla Sun Life Equity Savings Fund; Aditya Birla Sun Life Emerging Leaders Fund-Series 4	17283760	5.61	06/04/2018	Sale	-638500	16645260	5.37	18023780	5.82
				04/05/2018	Purchase	600000	17245260	5.57		
				15/06/2018	Purchase	600000	17845260	5.76		
				22/06/2018	Purchase	30000	17875260	5.77		
				20/07/2018	Sale	-115500	17759760	5.73		
				07/09/2018	Purchase	1226000	18985760	6.13		
				14/09/2018	Purchase	2000000	20985760	6.77		
				21/09/2018	Purchase	1000000	21985760	7.10		
				28/09/2018	Purchase	476500	22462260	7.25		
				05/10/2018	Sale	-1584500	20877760	6.74		
				26/10/2018	Sale	-549500	20328260	6.56		
				23/11/2018	Sale	-1000000	19328260	6.24		
				30/11/2018	Sale	-805500	18522760	5.98		
				14/12/2018	Purchase	329500	18852260	6.08		
				21/12/2018	Sale	-147000	18705260	6.04		
				28/12/2018	Sale	-6000	18699260	6.03		
				01/02/2019	Sale	-1000000	17699260	5.71		
				08/02/2019	Sale	-1000000	16699260	5.39		
				15/02/2019	Purchase	638500	17337760	5.60		
				01/03/2019	Purchase	1066020	18403780	5.94		
				08/03/2019	Purchase	499500	18903280	6.10		
				15/03/2019	Sale	-800000	18103280	5.84		
				29/03/2019	Sale	-79500	18023780	5.82		
4	ELM Park Fund Limited	15861746	5.15	08/06/2018	Purchase	400000	16261746	5.25	15861746	5.12
				22/06/2018	Purchase	500000	16761746	5.41		
				31/08/2018	Sale	-900000	15861746	5.12		
5	Life Insurance Corporation of India	14795598	4.80	15/02/2019	Sale	-218857	14576741	4.70	14576741	4.70

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
6	L and T Mutual Fund Trustee Limited L and T Infrastructure Fund; L and T Equity Fund; L and T India Value Fund; L and T Large and Midcap Fund; L&T Arbitrage Opportunities Fund; L and T Conservative Hybrid Fund	8094383	2.63	06/04/2018	Purchase	136300	8230683	2.66	7614500	2.46
				20/04/2018	Purchase	7000	8237683	2.66		
				27/04/2018	Purchase	217000	8454683	2.73		
				11/05/2018	Purchase	140000	8594683	2.77		
				18/05/2018	Sale	-115500	8479183	2.74		
				08/06/2018	Sale	-175000	8304183	2.68		
				15/06/2018	Purchase	173700	8477883	2.74		
				24/08/2018	Purchase	255500	8733383	2.82		
				07/09/2018	Sale	-143500	8589883	2.77		
				14/09/2018	Sale	-112000	8477883	2.74		
				21/12/2018	Purchase	63000	8540883	2.76		
				11/01/2019	Sale	-63000	8477883	2.74		
				18/01/2019	Purchase	193500	8671383	2.80		
				25/01/2019	Purchase	40500	8711883	2.81		
				01/02/2019	Purchase	232891	8944774	2.89		
15/02/2019	Sale	-1334774	7610000	2.46						
					4500	7614500	2.46			
7	Sundaram Mutual Fund A/C Sundaram Small Cap Fund; Sundaram Rural And Consumption Fund; Sundaram Emerging Small Cap - Series II; Sundaram Select Microcap Series VIII; Sundaram Emerging Small Cap - Series I; Sundaram Long Term Micro Cap Tax Advantage Fund Series III; Sundaram Select Micro Cap Series XIV; Sundaram Value Fund - Series IX; Sundaram Select Micro Cap Series - XV; Sundaram Select Micro Cap Series XI; Sundaram Select Microcap Series IX; Sundaram Select Micro Cap Series - XVI; Sundaram Select Micro Cap Series XII; Sundaram Value Fund - Series X; Sundaram Select Micro Cap - Series - XVII;	7118250	2.31	06/04/2018	Purchase	335201	7453451	2.41		



Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Sundaram Select Microcap Series X; Sundaram Long Term Micro Cap Tax Advantage Fund Series IV; Sundaram Long Term Tax Advantage Fund - Series - III; Sundaram Value Fund - Series VII; Sundaram Long Term Tax Advantage Fund - Series IV; Sundaram Long Term Micro Cap Tax Advantage Fund - Series V			20/04/2018	Purchase	65206	7518657	2.43	7260765	2.34
				18/05/2018	Purchase	28662	7547319	2.44		
				24/08/2018	Sale	-146515	7400804	2.39		
				31/08/2018	Sale	-200000	7200804	2.32		
				28/12/2018	Purchase	59961	7260765	2.34		
8	Ishares Core Emerging Markets Mauritius Co	1876190	0.61	06/04/2018	Purchase	18396	1894586	0.61		
				13/04/2018	Purchase	15768	1910354	0.62		
				20/04/2018	Purchase	22338	1932692	0.62		
				27/04/2018	Purchase	13140	1945832	0.63		
				08/06/2018	Purchase	143977	2089809	0.67		
				20/07/2018	Purchase	475316	2565125	0.83		
				27/07/2018	Purchase	489215	3054340	0.99		
				03/08/2018	Purchase	96068	3150408	1.02		
				10/08/2018	Purchase	18396	3168804	1.02		
				31/08/2018	Purchase	22484	3191288	1.03		
				07/09/2018	Purchase	8176	3199464	1.03		
				28/09/2018	Purchase	10220	3209684	1.04		
				05/10/2018	Purchase	16352	3226036	1.04		
				02/11/2018	Purchase	658844	3884880	1.25		
				09/11/2018	Purchase	27071	3911951	1.26		
				16/11/2018	Purchase	71102	3983053	1.29		
				23/11/2018	Purchase	81609	4064662	1.31		
30/11/2018	Purchase	42041	4106703	1.33						
07/12/2018	Purchase	156655	4263358	1.38						
14/12/2018	Purchase	7509	4270867	1.38						

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	No. of shares	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
				21/12/2018	Purchase	5006	4275873	1.38		
				11/01/2019	Purchase	78752	4354625	1.41		
				18/01/2019	Purchase	49220	4403845	1.42		
				25/01/2019	Purchase	110745	4514590	1.46		
				01/02/2019	Sale	-340566	4174024	1.35		
				08/02/2019	Sale	-159604	4014420	1.30		
				15/02/2019	Sale	-318741	3695679	1.19		
				22/02/2019	Sale	-29416	3666263	1.18		
				01/03/2019	Sale	-27827	3638436	1.17		
				15/03/2019	Sale	-16076	3622360	1.17		
				22/03/2019	Purchase	3800	3626160	1.17		
				29/03/2019	Purchase	5700	3631860	1.17	3631860	1.17
9	Dimensional Emerging Markets Value Fund	2685958	0.87	01/02/2019	Purchase	53659	2739617	0.88		
				15/02/2019	Purchase	65430	2805047	0.91		
				22/02/2019	Purchase	45860	2850907	0.92		
				15/03/2019	Purchase	369179	3220086	1.04		
				22/03/2019	Purchase	227010	3447096	1.11	3447096	1.11
10	Principal Trustee Co. Private Limited A/C - Principal Mutual Fund - Principal Hybrid Equity Fund; Principal Multi Cap Growth Fund; Principal Tax Savings Fund; Principal Personal Tax Saver Fund; Principal Retirement Savings Fund- Progressive Plan; Principal Retirement Savings Fund - Moderate Plan; Principal Retirement Savings Fund - Conservative Plan;	2110575	0.68	01/06/2018	Purchase	180000	2290575	0.74		
				22/06/2018	Purchase	2577	2293152	0.74		
				06/07/2018	Purchase	78	2293230	0.74		
				20/07/2018	Sale	-62	2293168	0.74		
				03/08/2018	Purchase	57	2293225	0.74		
				14/12/2018	Sale	-112000	2181225	0.70		
				28/12/2018	Sale	-35000	2146225	0.69		
				15/02/2019	Purchase	867000	3013225	0.97		
				22/02/2019	Purchase	240000	3253225	1.05		
				22/03/2019	Sale	-179	3253046	1.05	3253046	1.05



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

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date of transfer	No. of shares	No. of shares	% of total shares of the Company
I	DIRECTORS						
1.	Sri N. Srinivasan, Managing Director & CEO	634415	0.21	27.06.2018 & 28.06.2018	490000	1124415	0.36
2.	Mrs. Chitra Srinivasan	78580	0.03	-	-	78580	0.03
3.	Ms. Rupa Gurunath, Wholetime Director	36440	0.01	-	-	36440	0.01
4.	Sri K. Balakrishnan	-	-	-	-	-	-
5.	Sri S. Balasubramanian Adityan	20000	0.01	-	-	20000	0.01
6.	Sri Basavaraju ^{*1}	NA	NA	-	-	-	-
7.	Ms. Lakshmi Aparna Sreekumar ^{*1}	NA	NA	-	-	-	-
8.	Sri V. Ranganathan	-	-	-	-	-	-
9.	Sri N. Srinivasan (F&R)	-	-	28.08.2018	10	10	0.00
10.	Ms. Sandhya Rajan ^{*1}	NA	NA	-	-	-	-
11.	Sri V Venkatakrishnan ^{*2}	NA	NA	-	-	300	-
12.	Sri Arun Datta ^{*3}	4000	0.00	-	-	NA	NA
13.	Sri N.R. Krishnan ^{*3}	-	-	-	-	NA	NA
14.	Sri M.R.Kumar ^{*4}	-	-	-	-	NA	NA
15.	Sri V. Manickam ^{*3}	-	-	-	-	NA	NA
16.	Sri Suneel Babu Gollapalli ^{*5}	-	-	-	-	NA	NA
II	KMP:						
1.	Sri R. Srinivasan, Chief Financial Officer	25056	0.01	02.05.2018 #	175000	200056	0.06
2.	Sri S. Sridharan, Company Secretary	14674	0.00	11.08.2018 # 27.10.2018 # 30.03.2019	20000 20000 (1000)	53674	0.02

* 1 Appointed as a Director of the Board w.e.f.11.08.2018;

* 2 Appointed as a Director of the Board w.e.f.15.10.2018 by IDBI Bank Limited;

* 3 Ceased to be Director consequent to term of office as Independent Director concluded on 28.08.2018;

* 4 Ceased to be a Director of the Board w.e.f.18.03.2019, consequent to his resignation and withdrawal of nomination by Life Insurance Corporation of India.;

* 5 Ceased to be a Director of the Board w.e.f.15.10.2018, consequent to withdrawal of nomination by IDBI Bank Limited.

Equity shares of ₹10/- each allotted on exercise of stock options granted under the Employees Stock Option Scheme, 2016.

V. INDEBTEDNESS:

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	273178.06	39508.27	0.00	312686.33
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	922.34	11.64	0.00	933.98
Total (i + ii + iii)	274100.40	39519.91	0.00	313620.31
Change in Indebtedness during the financial year				
• Addition	52235.79	2000.00	0.00	54235.79
• Reduction	-24334.95	-3124.57	0.00	-27459.52
Net Change	27900.84	-1124.57	0.00	26776.27
Indebtedness at the end of the financial year				
i) Principal Amount	301078.90	38383.70	0.00	339462.60
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	1107.44	37.64	0.00	1145.09
Total (i + ii + iii)	302186.34	38421.34	0.00	340607.69

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lakhs)

Sl No.	Particulars of Remuneration	Sri N.Srinivasan Managing Director & CEO	Smt. Rupa Gurunath Wholetime Director	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	260.00	234.00	494.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	6.00	0.00	6.00
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	0.00	0.00	0.00
	- others, specify...	-	-	-
5.	Others, please specify (Retirement benefits)			
	• Contribution to Provident Fund	72.00	21.60	93.60
	• Contribution to Gratuity & Superannuation Fund	38.33	34.50	72.83
	• Others	-	-	-
	Total (A)	376.33	290.10	666.43
	Ceiling as per the Act			778.36



B. Remuneration to other directors:

(₹ in Lakhs)

SI No.	Particulars of Remuneration	Name of Director										Total Amount
		Sri Arun Datta	Sri N.R Krishnan	Sri V. Manickam	Sri N. Srinivasan (F&R)	Sri S. Bala Subramanian Adityan	Sri K. Balakrishnan	Sri V Ranganathan	Sri Basavaraju	Smt. Lakshmi Aparna Sreekumar	Smt. Sandhya Rajan	
1.	Independent Directors											
	• Fee for attending board / committee meetings	0.40	1.00	1.00	5.45	3.85	2.00	2.80	2.20	2.60	2.90	24.20
	• Commission	–	–	–	–	–	–	–	–	–	–	–
	• Others, please specify	–	–	–	–	–	–	–	–	–	–	–
	Total (1)	0.40	1.00	1.00	5.45	3.85	2.00	2.80	2.20	2.60	2.90	24.20

(₹ in Lakhs)

SI No.	Particulars of Remuneration	Name of Director			Total Amount	
		Smt. Chitra Srinivasan	Sri M.R.Kumar #	Sri V Venkatakrishnan *		
2.	Other non-executive Directors					
	• Fee for attending board / committee meetings		2.50	2.00	1.50	6.00
	• Commission		–	–	–	–
	• Others, please specify		–	–	–	–
	Total (2)		2.50	2.00	1.50	6.00
	Total (B) = (1 + 2)					30.20
	Total Managerial Remuneration					696.63
	Overall Ceiling as per the Act					NA

Paid to Life Insurance Corporation of India

* Paid to IDBI Bank Limited

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

(₹ in Lakhs)

SI No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Chief Financial Officer	Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	222.75	59.37	282.12
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	151.54	18.60	170.14
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission			
	- as % of profit	–	–	–
	- others, specify...	–	–	–
5.	Others, please specify	–	–	–
	Total	374.29	77.97	452.26

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 1956 / 2013	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	Section 372 A(5) of the Companies Act, 1956	The alleged offence that 'Investment Register' of the Company, not maintained in accordance with the provisions of Section 372 A(5) of the Companies Act, 1956, was compounded.	₹ 1 Lakh	NCLT	–
C. OTHER OFFICERS IN DEFAULT					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai
Date : 7th August, 2019



ANNEXURE “K” TO DIRECTORS’ REPORT FOR THE YEAR ENDED 31ST MARCH, 2019
INFORMATION AS REQUIRED UNDER RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

	2018-19	2017-18
Ratio of remuneration of each director to the median remuneration of employees		
Managing Director	88.34:1	192.15:1
Wholetime Director	68.10:1	108.40:1
Percentage increase in remuneration		
Managing Director	-51.76%	-40.69%
Wholetime Director	-34.08%	-0.37%
Chief Financial Officer (CFO)	-33.84%	550.07%
Company Secretary	62.54%	55.83%
Percentage increase in the median remuneration of employees	4.67%	7.11%
Number of permanent employees on the rolls of the Company	2635	2815
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable	In the case of CFO and Company Secretary, the variable pay during 2016-17 was deferred. Hence the increase in 2017-18.
Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes	Yes

On behalf of the Board

N. SRINIVASAN
Vice Chairman & Managing Director

S. BALASUBRAMANIAN ADITYAN
Director

Place : Chennai

Date : 7th August, 2019

ANNEXURE 'L' TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

Form No.MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To

The Members

THE INDIA CEMENTS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by THE INDIA CEMENTS LIMITED (hereinafter called "The Company") during the financial year 2018-19. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of THE INDIA CEMENTS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by THE INDIA CEMENTS LIMITED for the financial year ended on 31.03.2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) Secretarial Standards (SS-1, SS-2 and SS-3) issued by the Institute of Company Secretaries of India;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vii) Other Laws specifically applicable to the Company :
 - A) Labour laws and its corresponding Rules thereto:
 - a. Factories Act, 1948
 - b. Industrial Disputes Act, 1947
 - c. Payment of Wages Act, 1936
 - d. Minimum Wages Act, 1948
 - e. Employees State Insurance Act, 1948
 - f. The Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - g. The Payment of Bonus Act, 1965
 - h. The Payment of Gratuity Act, 1972
 - i. The Contract Labour (Regulation and Abolition) Act, 1970

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

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

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

I further report that,

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

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

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

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

I further report that:

1. Pursuant to the special resolutions passed by the shareholders through Postal Ballot during Jan 2017 approving the Employees Stock Option Scheme, 2016, (ESOS 2016), the Company has granted 'stock options' to eligible employees on 01.04.2017 and the same got vested with them on 01.04.2018, to be exercised on or before 31.03.2019. The Company has allotted 1745000 equity shares of ₹ 10/- each on exercise of options by the option holders in terms of ESOS 2016 and the paid up equity share capital got increased to ₹ 309.90 Crores during the year.
2. The Company has, during the year, transferred to IEPF authority 62755 equity shares of ₹ 10/- each in respect of unclaimed dividend for the year 2009-10 and 50670 equity shares of ₹ 10/- each in respect of unclaimed dividend for the year 2010-11 in compliance of the provisions of section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the circulars and notifications issued thereto.
3. The Company has, during the year, acquired the controlling stake of 100% in NKJA Mining Private Limited (NKJA) and together with NKJA, the Company holds 51% controlling stake in Springway Mining Private Limited (SMPL) thereby both NKJA and SMPL have become the Company's subsidiaries.

I further report that

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and have relied on the report of statutory auditors and financial statements.
4. Wherever required, I have obtained the management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chennai

Date : 25th May, 2019

P.R. SUDHA

FCS No.6046

CP No.:4468

K.S. RAO & CO.
Chartered Accountants
7-B, 7th Floor, Century Plaza, 560-562,
Anna Salai,
Chennai - 600 018.

S. VISWANATHAN LLP
Chartered Accountants
17, Bishop Wallers Avenue (West)
Mylapore,
Chennai – 600 004.

INDEPENDENT AUDITORS' REPORT

To the Members of

The India Cements Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of The India Cements Limited ("the Company"), which comprise the Balance sheet as at 31st March 2019, the statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statements and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Emphasis of Matter

Without qualifying our report, we draw attention to

(a) Note No.40.4 of the Standalone Ind AS Financial Statements, regarding the order of attachment issued under Prevention of Money laundering Act through which certain assets of the company amounting to ₹ 120.34 Crores have been attached vide provisional attachment Order dated 25th February 2015 which the company is disputing before legal forums. The company has been legally advised that it has strong grounds to defend its position, pending the outcome of the proceedings the impact if any is not ascertainable at this stage.

(b) Note No.40.2(f) of the Standalone Ind AS Financial Statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of Competition Act, 2002 and imposing a penalty of ₹ 187.48 Crores on the Company. On Company's appeal, National Company Law Appellate Tribunal (NCLAT), in its Order passed on 25th July, 2018, has reportedly upheld the CCI's Order. The company appealed against the order before Supreme Court and the Supreme Court vide its Order dated 05th October, 2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Pending the outcome, no adjustments have been made in the Standalone Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition:

Discounts, Incentives and Rebates etc.:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
<p>(i) Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales.</p> <p>(ii) The Company has its presence across different marketing regions within the country and operates in competitive business environment. The company recognises discounts, incentives and rebates at the time of sale. The assessment of discounts, incentives and rebate schemes recognised on sales made during the year is material and considered to be complex and dependent on various performance obligations and market conditions. There is a risk of revenue being affected as a result of variations in assessment of discounts, incentives and rebates recognised on sales.</p> <p>Given the complexity involved in the assessment of provisions required for discounts, incentives and rebates the same is considered as key audit matter.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates by comparing with applicable accounting standards. • Testing the effectiveness of the Company's controls over the calculation of discounts, incentives and rebates based on commitments made. • Obtaining management's assessment of its obligations towards discounts, incentives and rebates accruals under applicable schemes and compared the accruals made with the approved schemes on sample basis. • Examined on a sample basis, all the supporting documentation required for computing the company's obligation towards discounts, incentives and rebates recorded and disbursed during the year including credit notes issued after the year end date to determine whether these were recorded appropriately. • The management's assessment of discounts, incentives and rebates recorded for the current year have been compared with past practices of payments and reversal of such discounts and incentives and rebates to assess the adequacy of provisions made during the current year. • Examining the manual journals posted to discounts, rebates and incentives to identify unusual or irregular items.

2. Litigations and Contingencies

Reasons why the matter was determined to be a key audit matter	Auditor's Response
<p>The Company is subject to a large number of legal and tax related claims which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case in view of its operations spread across various regions within India.</p> <p>Taxation and litigation exposures have been identified as a key audit matter due to the, timescales involved for resolution and the potential financial impact arising out of these on the financial statements given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures. Further significant management judgement is involved in assessing the exposure of each case and eventual obligation on the company and thus there is a risk that such cases may not be adequately provided for or disclosed.</p> <p>These estimates could change substantially over time as new facts emerge and each legal case progress and subsequent judicial guidance emerges or statutory amendments if any with retrospective effects are enacted.</p> <p>(Refer note 40.2 & 40.4 to the standalone Ind AS financial statements).</p>	<p>Our audit procedures included the following: -</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls we have performed tests of such controls. • Obtained the summary of Company's legal and tax cases and critically assessed management's position through discussions with the Legal Counsel and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Inspected external legal opinions (where considered necessary) and other evidence to corroborate management's assessment of the risk profile in respect of pending legal claims and disputes. • Engaged with legal experts to technically appraise the legal positions taken by management with respect to local tax issues. • Assessed whether management assessment of similar cases is consistent across the divisions or that differences in positions are adequately justified. • Assessed the relevant disclosures made within the financial statements to address whether they appropriately reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.

3. Allowance for Receivables:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
<p>Trade receivables of the company comprise mainly receivables in relation to the company's receivables from its customers towards sale of cement and other cement related products and shipping and infrastructure development business. The operating environment in the cement industry and other businesses the company operates has the inherent risks of default on receivables from the company's customers. In particular, in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the provision to be made towards the receivables.</p>	<p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables along confirmation of balances on a sample basis as per the auditing standards and identified any debtors with financial difficulty through discussion with management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information if any and latest correspondence with customers and to consider if any additional provision should be made; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board Report but does not include the standalone Ind AS financial statements and our auditors' report thereon

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

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

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Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditors' 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 (Auditors' Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.

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- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure B” to this report.
- g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 40.2 & 40.4 to standalone Ind AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
3. As required by the section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

M. KRISHNA CHAITHANYA
Partner
Membership No.231282

Place : Chennai
Date : 25th May, 2019

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

CHELLA K. SRINIVASAN
Partner
Membership No.023305

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITORS’ REPORT

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

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

(INR in Lakhs)

Particulars of Land & Building	Value as at 31.03.2019		No of Cases
	Gross Block	Net Block	
Building – Apartment at Delhi	5.70	4.88	1

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

- ii) According to information and explanations given to us the inventories were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect to the loans given, investments made, guarantees given and security provided.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year. However, in regard to the unclaimed deposits the company has complied with the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- vi) The maintenance of cost records has been specified by the central government under section 148(1) of Companies Act, 2013. We have broadly reviewed the cost records maintained by the company pursuant to Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the central government under sub-section (1) of section 148 of Companies Act, 2013, and are opinion that prima facie the prescribed cost records have been made and maintained. We have however not made a detailed examination of the said records with a view to determine whether they are accurate or complete and we have relied on the reports of cost auditors in this regard.
- vii) According to the information and explanations given to us and on the basis of our examination of the books of account in respect of statutory dues:
 - a) The company has generally been regular in depositing undisputed statutory dues, barring few instances of delays in making payment towards Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Duty of Customs, Value Added Tax, Cess and any other Statutory Dues to the appropriate authorities. There were no undisputed amounts payable towards Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Duty of Customs, Cess and any other Statutory Dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, details of dues of Sales tax, Income tax, Service tax, Customs Duty, Excise duty, VAT and Cess, which have not been deposited as on 31st March 2019 on account of any dispute and the forum where disputes are pending is given in Annexure - I.

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

For K.S. RAO & CO.,
Chartered Accountants
Firm Regn No: 003109S
M. KRISHNA CHAITHANYA
Partner
Membership No.231282
Place : Chennai
Date : 25th May, 2019

For S. VISWANATHAN LLP.,
Chartered Accountants
Firm Regn No: 004770S/S200025
CHELLA K. SRINIVASAN
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Annexure - B to the Independent Auditors' Report

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

In conjunction with our audit of the Standalone Ind AS Financial Statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of The India Cements Limited (“the Company”) as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over financial Reporting

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

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Opinion

In our opinion and to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

M. KRISHNA CHAITHANYA
Partner
Membership No.231282

Place : Chennai

Date : 25th May, 2019

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

CHELLA K. SRINIVASAN
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**ANNEXURE - I TO THE INDEPENDENT AUDITORS' REPORT AS MENTIONED IN
PARAGRAPH 3 (VII) (B) OF CARO 2016**

Sl. No.	Nature of the Statute	Nature of Dues	Amount (₹)	Period to which amount relates	Forum where dispute is pending
1	Central Excise Act, 1944	Excise Duty and Service Tax	149617635	Various Periods from 1995-96 to 2008-09	Supreme Court
			213053878	Various Periods from 1994-95 to 2013-14	High Court
			1933917660	Various Periods from 1988-89 to 2017-18	CESTAT
			145221538	Various Periods from 1995-96 to 2017-18	Commissioner / Commissioner (Appeals)
	Sub Total		2441810711		
2	Central Sales Tax Act, 1956 and Sales Tax of Various States	Sales Tax / VAT	25977554	2008-09 & 2013-14	Additional Commissioner (Rev. Petition)
			207365414	Various pendings from 1969-70 to 2013-14	Appeal to High Court
			5853451	1997-98,2005-06 and 2007-08	Deputy Commissioner (Appeals)
			1522444	2014-15	Joint Commissioner (Rev. Petition)
			12884480	Various pendings from 1989-90 to 2008-09	Sales Tax Appellate Tribunal
			4756000	2013-14	Commissioner (Appeals)
	Sub Total		258359343		
3	Customs Duty, 1962	Customs Duty	640246258	2013-14 & 2014-15	CESTAT
			2711742	2017-18	Additional Commissioner of Customs
	Sub Total		642958000		
4	Income Tax Act, 1961	Income Tax	81064938	1996-1997	Supreme Court
			36383000	Various periods from 1982-83 to 1986-87	High Court
			531000	1991-1992	Income Tax Appellate Tribunal
			9902394	2016-2017	Deputy Commissioner of Income Tax
			796048116	2015-2016	CIT Appeals
	Sub Total		923929448		
	Grand Total		4267057502		

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

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Place : Chennai
Date : 25th May, 2019

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BALANCE SHEET AS AT 31ST MARCH 2019

ASSETS	Note No.	Figures as at the end of current reporting period 31 st March, 2019		Figures as at the end of previous reporting period 31 st March, 2018	
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
ASSETS					
1. Non-Current Assets :					
Property, Plant and Equipment	4		668002.83		676968.49
Capital Work in Progress	4		17701.65		17121.79
Investment Property			0.00		0.00
Goodwill	4		0.00		0.00
Other Intangible assets	4		3301.71		2664.25
Intangible Assets under development			0.00		0.00
Financial Assets :					
i. Investments	5	69239.98		58621.48	
ii. Trade Receivables		0.00		0.00	
iii. Loans	6	102732.66		104273.09	
iv. Other financial assets	7	5323.89	177296.53	4941.95	167836.52
Deferred Tax Assets			0.00		0.00
Other Non- Current Assets	8		31784.19		32026.99
Total Non -Current Assets			898086.91		896618.04
2. Current Assets :					
Inventories	9		82321.29		67224.55
Financial Assets :					
i. Investments	10	222.28		212.53	
ii. Trade Receivables	11	72896.60		62947.27	
iii. Cash and Cash Equivalents	12	673.20		836.74	
iv. Loans	13	4280.99		4280.99	
v. Other financial assets		0.00	78073.07	0.00	68277.53
Current Tax Assets (Net)	14		9907.97		13386.51
Other Current Assets	15		42112.86		24372.60
Total Current Assets			212415.19		173261.19
TOTAL ASSETS			1110502.10		1069879.23
EQUITY AND LIABILITIES					
1. Equity:					
(a) Equity Share Capital	16		30989.78		30815.27
(b) Other Equity	17		492980.21		489218.14
Total Equity			523969.99		520033.41
2. Liabilities:					
Non Current Liabilities :					
Financial Liabilities					
i. Borrowings	18	264329.79		279746.64	
ii. Trade Payables		0.00		0.00	
iii. Other financial liabilities		0.00	264329.79	0.00	279746.64
Provisions	19		14036.30		14264.54
Deferred tax liabilities (Net)	20		63082.13		65323.34
Other non-current liabilities	21		2902.31		2841.10
Total Non Current Liabilities			344350.53		362175.62
3. Current Liabilities :					
Financial Liabilities					
i. Borrowings	22	33719.08		15483.29	
ii. Trade Payables	23				
(a) Total Outstanding dues to Micro Enterprises & Small Enterprises		440.90		0.00	
(b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		131191.73		117591.85	
iii. Other financial liabilities	24	56698.01	222049.72	33494.14	166569.28
Provisions	25		17.94		17.94
Current tax liabilities (Net)	26		0.00		0.00
Other current liabilities	27		20113.92		21082.98
Total Current Liabilities			242181.58		187670.20
TOTAL EQUITY AND LIABILITIES			1110502.10		1069879.23

See accompanying Notes to the Financial Statements

As per our report of 25th May, 2019

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

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

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Vice Chairman &
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RUPA GURUNATH
Wholetime Director

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Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

		Figures for the Current reporting period April 2018 - March 2019		Figures for the Previous reporting period April 2017 - March 2018	
INCOME:	Note No.	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Revenue from Operations	28		562798.43		534071.83
Other Income	29		3097.38		1941.06
Total Revenue			565895.81		536012.89
EXPENSES:					
Cost of materials consumed	30		104440.29		90138.09
Purchases of stock-in-trade	31		38.30		1191.42
Changes in inventories of finished goods, work-in-progress	32		(2156.72)		2831.71
Employee benefits expense	33		35713.79		39709.99
Finance costs	34		32417.32		34017.06
Depreciation and Amortisation Expense	4		25130.71		25594.12
Other expenses					
Manufacturing and other Operating Expenses	35	177495.87		156440.24	
Administration and Other Charges	36	14940.63		15341.39	
Selling and Distribution Expenses	37	168417.62		158621.73	
Donations	38	116.29		515.85	
Total Expenses			360970.41		330919.21
Profit / (Loss) before exceptional items and tax			9341.71		11611.29
Exceptional Items			0.00		0.00
Profit / (Loss) before tax			9341.71		11611.29
Tax expense					
Current Tax		3244.71		1790.26	
MAT Credit Entitlement /Utilisation		1266.54		(1.75)	
Deferred Tax		(2113.25)		(239.19)	
Profit / (Loss) for the year from Continuing Operations			6943.71		10061.97
Profit / (Loss) from discontinued Operations			0.00		0.00
Tax Expense of Discontinued Operations			0.00		0.00
Profit / (Loss) from discontinued Operations after tax			0.00		0.00
Profit / (Loss) for the year			6943.71		10061.97
Other Comprehensive Income					
Items that will not be classified into Profit or Loss			(814.89)		962.37
Income tax relating to Items that will not be classified into Profit or Loss			284.75		(333.06)
Items that will be classified into Profit or Loss			0.00		0.00
Income tax relating to Items that will be classified into Profit or Loss			0.00		0.00
Other Comprehensive Income for the year- Total			(530.14)		629.31
Total Comprehensive Income for the year (Comprising Profit / (Loss) and Other Comprehensive Income)			6413.57		10691.28
Earnings per Share for continuing operations : (face value of ₹10/- per equity share):	40.12				
Basic (₹)			2.07		3.47
Diluted (₹)			2.07		3.47
Earnings per Share for discontinued operations : (face value of ₹10/- per equity share):					
Basic (₹)			0.00		0.00
Diluted (₹)			0.00		0.00
Earnings per Share for continuing & discontinued operations : (face value of ₹10/- per equity share):					
Basic (₹)			2.07		3.47
Diluted (₹)			2.07		3.47

See accompanying Notes to the Financial Statements

As per our report of 25th May, 2019

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S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

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

₹ Lakhs

Balance as at March 31, 2017	30815.27
Changes in Equity Share Capital during the year	0.00
Balance as at March 31, 2018	30815.27
Changes in Equity Share Capital during the year	174.51
Balance as at March 31, 2019	30989.78

B. OTHER EQUITY (Refer Note No.17)

₹ Lakhs

	Capital Reserve	Capital Redemption Reserve	Securities Premium	Stock Option Outstanding Reserve	Debenture Redemption Reserve	Deferred Income	Shipping Tonnage Tax Reserve	IndAS Transition Reserve	General Reserve	Surplus in Profit and Loss	Other Comprehensive Income	Total
Balance as at March 31, 2017	16.17	2500.00	147670.92	0.00	48.00	2316.34	90.00	203586.84	30000.00	94494.06	-547.11	480175.22
Add: Profit for the year										10061.97		10061.97
Add: Re-measurement of defined benefit Plans transferred to OCI											629.31	629.31
Add: Additions during the year			0.01	2060.48					4000.00			6060.49
Add/-Less: Transfers to Debenture Redemption Reserve					3461.54				-3461.54			0.00
Add/-Less: Transfers to General Reserve										-4000.00		-4000.00
Less: Dividends										-3708.85		-3708.85
Balance as at March 31, 2018	16.17	2500.00	147670.93	2060.48	3509.54	2316.34	90.00	203586.84	30538.46	96847.18	82.20	489218.14
Add: Profit for the year										6943.71		6943.71
Add: Re-measurement of defined benefit Plans transferred to OCI											-530.14	-530.14
Add: Additions during the year			2660.25									2660.25
Add/-Less: Transfers to Debenture Redemption Reserve					-1201.85				1201.85			0.00
Add/-Less: Transfers to General Reserve				-98.21		-2316.34	-90.00		2504.54			-0.01
Add/-Less: Transfers to Share Premium				-1962.27								-1962.27
Less: Dividends										-3349.47		-3349.47
Balance as at March 31, 2019	16.17	2500.00	150331.18	0.00	2307.69	0.00	0.00	203586.84	34244.85	100441.42	-447.94	492980.21

As per our report of 25th May, 2019

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(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
A. Cash flow from operating activities :				
Net profit/(loss) before exceptional items & tax		9341.71		11611.29
Other Comprehensive Income		(814.89)		962.37
Net profit/(loss) before tax and exceptional items		<u>8526.82</u>		<u>12573.66</u>
Adjusted for :				
Depreciation	25130.71		25594.12	
Provision for Doubtful Debts & Advances	99.36		640.12	
Foreign Exchange	0.82		6.13	
Profit / (Loss) on sale of Investments	(1399.18)		(375.20)	
Profit / (Loss) on sale of Assets	107.98		776.74	
Interest Expense	31566.38		33045.19	
Interest Income	(829.68)		(846.32)	
Dividend Income	0.00		0.00	
Perquisite value of Employees' stock options	0.00		0.00	
Deferred revenue expenditure / income	0.00	54676.39	0.00	58840.78
Operating profit before Working Capital changes		<u>63203.21</u>		<u>71414.44</u>
Trade and other receivables	(28123.15)		(13498.62)	
Inventories	(15096.74)		7275.06	
Trade payables	12531.01	(30688.88)	(14500.46)	(20724.02)
Cash generated from operations		<u>32514.33</u>		<u>50690.42</u>
Direct Taxes		(875.92)		(3843.56)
Cash flow before exceptional items		<u>31638.41</u>		<u>46846.86</u>
Exceptional items		0.00		0.00
Net cash from operating activities	(A)	<u>31638.41</u>		<u>46846.86</u>
B. Cash flow from Investing activities :				
Purchase of Fixed Assets		(17838.16)		(19767.68)
Sale of Fixed Assets		719.01		751.45
[Purchase] / Sale of Investments		(9229.07)		3441.96
Interest received		829.68		846.32
Dividend received		0.00		0.00
Refund by / advances to subsidiaries, Associates and others		1480.38		(14691.42)
Net cash from Investing activities	(B)	<u>(24038.16)</u>		<u>(29419.37)</u>



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019 (Contd.)

	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
C. Cash flow from financing activities :				
Proceeds from issue of share capital		174.51		0.00
Dividend paid		(3358.45)		(3713.31)
Proceeds from long-term borrowings		54235.79		95833.67
Repayment of borrowings		(27459.52)		(75276.24)
Interest paid (net)		(31356.12)		(34112.40)
Net cash from financing activities	(C)	(7763.79)		(17268.28)
Increase / (Decrease) in cash and cash equivalent	(A+B+C)	(163.54)		159.21
Cash and cash equivalent at the beginning of the year		836.74		677.53
Cash and cash equivalent at the close of the year		673.20		836.74

As per our report of 25th May, 2019

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Company Secretary

Place : Chennai
Date : 25th May, 2019

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2019

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

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

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

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

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

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

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

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

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

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

Exemptions availed as per Ind AS 101:

1) Past Business Combination:

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

2) Property, Plant and Equipments:

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

3) Investments in Subsidiaries & Associates:

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

4) Sales Tax Deferrment Loan:

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

5) Fair Value of Financial Assets and Liabilities:

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

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

1 Use of estimates:

The preparation of financial statements in conformity with generally accepted Indian Accounting standards (Ind AS) principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

2 Inventories:

- (a) Raw materials, fuel, stores & spares and packing materials are valued at lower of weighted average cost and Net Realisable Value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost.



- (b) Work-in-progress, Stock-in-trade and Finished goods are valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.
- (c) Construction and Infrastructure Projects are valued at cost or net realisable value whichever is lower.

3 Cash and Cash equivalents:

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

4 Property, Plant and Equipments:

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

5 Foreign Currency Transactions:

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

6 Borrowing Costs:

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

7 Mines Restoration Expenses:

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

8 Revenue Recognition:

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

(a) Revenue from Sale of Goods:

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is

measured at the fair value of consideration received or receivable taking into account the amount of discounts, incentives, volume rebates on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer.

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

(b) Revenue from Freight Services (Charter of ship):

Revenue from ship hiring services which are on time charter is recognised on accrual basis.

(c) Revenue from sale of Power generated:

Income from Power generated from windmills and sale of surplus units generated from captive thermal power plants are recognised upon transmission of energy to the grids.

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

9 Research and Development:

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

10 Investments:

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

11 Employee benefits:

(a) Recognition and measurement of Defined Contribution Plans:

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

(b) Recognition and measurement of Defined Benefit plans:

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

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

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

(c) Other Long Term Employee Benefits:

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

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

12 Tax Expense:

(a) Current income tax is measured and accounted based on the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 at the tax rates applicable for the year.

(b) Deferred Tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is measured and accounted based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date.

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

13 Provisions, Contingent Liabilities & Contingent Assets:

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



(b) Contingent liability is disclosed in books for a present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation and a reliable estimate is not possible.

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

14 Government Grants:

Government grants related to income under State Investment Promotion Scheme linked with VAT / GST payment are recognised in the Statement of Profit and Loss in the period in which there is reasonable assurance that money becomes receivable.

Sales Tax deferral liability to State Governments, which is at a below-market rate of interest, that existed at the transition date is continued to be stated at gross liability, as permitted under IndAS 101.

15 Leases:

As a Lessee:

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. PPE acquired under finance leases are capitalised.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases and are charged to the Statement of Profit and Loss on straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

16 (a) Financial Assets:

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

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

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

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

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

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

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

(b) Financial Liabilities:

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

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

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

NON-CURRENT ASSETS

4. PROPERTY, PLANT AND EQUIPMENT

₹ Lakhs

Particulars	GROSS BLOCK					DEPRECIATION BLOCK					NET BLOCK				
	Balance as at April 01, 2017	Addition 2017-18	Deletion 2017-18	Gross Block as on 31.03.2018	Addition 2018-19	Deletion 2018-19	Gross Block as on 31.03.2019	Balance as at April 01, 2017	Depreciation 2017-18	Depreciation on Deduction 2017-18	Cumulative depreciation as at 31-03-2018	Depreciation on Deduction 2018-19	Cumulative depreciation as at March 31, 2019	Net Block as on March 31, 2019	Net Block as on March 31, 2018
Tangible Assets															
Land	365296.27	547.30	1034.05	364809.52	1892.10	364.01	366337.61	0.00	0.00	0.00	0.00	40.86	36296.75	364009.52	36296.75
Leasehold Land	2053.80	0.00	0.00	2053.80	308.24	0.00	2362.04	97.45	49.61	0.00	147.06	0.00	196.67	1906.74	2165.37
Buildings	52449.31	1402.87	0.00	53852.18	4461.07	4.29	58308.96	8874.98	3889.90	0.00	12764.88	3739.55	16503.97	41087.30	41804.99
Railway Siding	6726.88	14.93	0.00	6741.81	0.00	0.00	6741.81	1288.99	641.36	0.00	1930.35	641.47	2571.82	4811.46	4169.99
Plant and Machinery including Electrical installations ¹	312599.57	3946.22	460.91	316084.88	7242.18	585.24	322741.82	37685.69	18293.56	64.48	55944.77	17912.65	73987.94	260170.11	249153.88
Furniture and Fixtures	1067.18	90.79	37.38	1110.59	929.60	23.71	2016.48	419.09	174.92	16.22	577.79	214.82	783.37	532.80	1233.11
Office Equipments and Computers	2770.56	1230.81	33.50	3967.87	748.74	10.14	4706.47	1042.67	781.60	11.33	1813.14	972.41	2781.13	2154.73	1925.34
Vehicles	1865.52	506.89	111.12	2281.29	148.21	197.84	2211.66	526.26	295.94	56.74	765.46	297.44	958.26	1495.83	1253.40
Total Tangible Assets	744819.09	7739.81	1676.96	750881.94	15730.14	1185.23	765426.85	49935.33	24126.89	148.77	73913.45	23868.81	97424.02	676968.49	668002.83
Intangible Assets															
Computer software	5329.71	1727.44	0.00	7057.15	1899.36	0.00	8956.51	2925.67	1467.23	0.00	4392.90	1261.90	5654.80	2664.25	3301.71
Total Intangible Assets	5329.71	1727.44	0.00	7057.15	1899.36	0.00	8956.51	2925.67	1467.23	0.00	4392.90	1261.90	5654.80	2664.25	3301.71
Capital Work-in-Progress-Tangible															
Total	750148.80	9467.25	1676.96	757939.09	17629.50	1185.23	774833.36	52861.00	25594.12	148.77	78306.35	25130.71	103078.82	696754.53	689006.19

¹ includes ₹ 1479.07 Lakhs of equipments on 'right to use basis', which is depreciated over the useful life asset [Previous Year: ₹1540.63 Lakhs]

Buildings include purchase of flats and leasehold lands for which this document of title are yet to be executed in favour of the Company ₹ 4.88 Lakhs [Previous year ₹5.09 Lakhs]

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

₹ Lakhs

Asset Category	2018-19
BUILDINGS	36.62
PLANT & MACHINERY	168.03
CWIP	327.15
Grand Total	531.80



	No of Shares/ Debentures	Face Value ₹	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
5. NON-CURRENT INVESTMENTS				
1 Investments in Equity Instruments (fully paid up):				
(a) In Subsidiaries: (Unquoted)				
Coromandel Electric Company Limited	24000	10	2.40	1.50
Coromandel Electric Company Limited (Non-dividend bearing equity shares) (Prev. Year: 5000 Shares - ₹ 0.50 Lakhs)	1000	10	0.10	0.50
Industrial Chemicals & Monomers Limited	2196691	10	35.58	35.58
ICL Financial Services Limited	5962000	10	596.20	596.20
ICL Securities Limited	6130200	10	613.02	613.02
ICL International Limited	50000	10	5.00	5.00
PT. Coromandel Minerals Resources, Indonesia	2940	1 USD	125.94	125.94
Coromandel Minerals Pte. Limited, Singapore	18986500		9167.05	9167.05
India Cements Infrastructures Limited	50000	10	5.00	5.00
Coromandel Travels Limited (Net of Provision : ₹ 6531 Lakhs)	65310000	10	0.00	0.00
Coromandel Travels Limited	200000	10	20.00	20.00
NKJA Mining Private Limited (Prev. Year : NIL)	10000	10	7981.82	0.00
Springway Mining Private Limited (Prev. Year : NIL)	200	10	365.78	0.00
Sub total			<u>18917.89</u>	<u>10569.79</u>
(b) In Associates (Unquoted)				
Coromandel Sugars Limited	100	10	0.01	0.01
(c) Other than Subsidiaries / Associates (Unquoted) at Fair values through P&L (FVTPL):				
Andhra Pradesh Gas Power Corp. Limited	5896000	10	9068.05	7709.61
Jagati Publications Private Limited	1111110	10	0.00	0.00
Carmel Asia Holdings Private Limited	190839	10	0.00	0.00
Sub total			<u>9068.05</u>	<u>7709.61</u>
(d) Fully paid Equity Shares of Companies (Quoted):				
Karur KCP Packagings Limited (Fair value thro'P&L)	996500	10	0.00	0.00
(e) Other Investments Fully paid shares of Co-operative Societies Long-term (Unquoted):				
The India Cements Employees Co-operative Stores Limited, Sankarnagar	2500	50	1.25	1.25
The India Cements Employees Co-operative Stores Limited, Sankari	5000	10	0.50	0.50
The India Cements Mines Employees Co-operative Stores Limited, Sankari	5300	10	0.53	0.53
Sub total			<u>2.28</u>	<u>2.28</u>
Total - Investments in Equity			<u>27988.23</u>	<u>18281.69</u>
2 Investments in Preference share capital (Unquoted) :				
Subsidiaries:				
11% Cumulative Redeemable Preferences Shares of Industrial Chemicals & Monomers Limited	5000	100	0.20	0.20
9% Non-Convertible Cumulative Redeemable Preference Shares of Trinetra Cement Limited (Refer Note No.40.4)	1000000	100	1000.00	1000.00
9% Non-Convertible Non-Cumulative Redeemable Preference Shares of Trinetra Cement Limited (Refer Note No.40.4)	8667097	100	8667.10	8667.10
9% Non-Convertible Cumulative Redeemable Preference Shares of Springway Mining Private Limited (Prev. Year : NIL)	9118155	10	911.81	0.00
Total - Investments in Preference share capital			<u>10579.11</u>	<u>9667.30</u>

	No of Shares/ Debentures	Face Value ₹	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
3 Government & Trustee Securities (Unquoted):				
National Savings Certificates			1.45	1.30
Indira Vikas Patra Certificates			0.02	0.02
Total - Government & Trustee Securities			<u>1.47</u>	<u>1.32</u>
4 Investments in Debentures:				
(a) In Subsidiaries:				
Zero% Unsecured Non-Convertible Redeemable Debentures of ICL Financial Services Limited	11210630	100	11210.63	11210.63
Zero% Unsecured Non-Convertible Redeemable Debentures of ICL Securities Limited	12962540	100	12962.54	12962.54
Zero% Unsecured Non-Convertible Redeemable Debentures of ICL International Limited	2948000	100	2948.00	2948.00
Sub total			<u>27121.17</u>	<u>27121.17</u>
(b) In Associates:				
Zero% Unsecured Convertible Debentures of Coromandel Sugars Limited (Refer Note no.40.4(d))	3550000	100	3550.00	3550.00
Sub total			<u>3550.00</u>	<u>3550.00</u>
Total - Investments in Debentures			<u>30671.17</u>	<u>30671.17</u>
Total - Investments			<u>69239.98</u>	<u>58621.48</u>
Aggregate value of:				
Quoted Investments			0.00	0.00
Unquoted Investments			69239.98	58621.48

FINANCIAL ASSETS:

6. LOANS

Loans and Advances to Related Parties - Considered good - Unsecured	25162.14	22317.86
Loans and Advances to Body Corporate - Considered good - Unsecured	76615.99	80940.65
Housing Loan and other Loans to Employees - Considered good - Secured	954.53	1014.58
	<u>102732.66</u>	<u>104273.09</u>

7. OTHER FINANCIAL ASSET

Deposits	5323.89	4941.95
	<u>5323.89</u>	<u>4941.95</u>

8. OTHER NON-CURRENT ASSET

Capital Advances - Considered good - Unsecured	31784.19	32026.99
	<u>31784.19</u>	<u>32026.99</u>



	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
CURRENT ASSETS		
9. INVENTORIES		
Stores / Spares	19316.39	17267.60
Fuel Including coal	35520.53	25177.95
Packing Materials	1993.52	1779.78
Raw Materials	9237.32	8902.41
Work-in-Process	1977.51	1128.12
Semi-finished Goods	10057.32	9686.73
Finished Goods	3158.72	2181.16
Construction and Infrastructure - In Progress	1023.67	1064.48
Stock-in-Trade	36.31	36.32
	<u>82321.29</u>	<u>67224.55</u>
10. CURRENT INVESTMENTS		
Investments in Mutual Fund (Unquoted)	222.28	212.53
	<u>222.28</u>	<u>212.53</u>
11. TRADE RECEIVABLES		
Trade Receivables - Considered good - Secured	0.00	0.00
Trade Receivables - Considered good - Unsecured	72896.60	62947.27
Trade Receivables - Which have significant increase in Credit Risk	0.00	0.00
Trade Receivables - Credit Impaired	3153.09	2575.23
	<u>76049.69</u>	<u>65522.50</u>
Less: Provision For Doubtful Receivables	<u>(3153.09)</u>	<u>(2575.23)</u>
Total - Sundry Debtors, considered good [Net of Security Deposit ₹ 40219.52 Lakhs (As at 31 st March 2018 ₹ 42604.73 Lakhs)]	<u>72896.60</u>	<u>62947.27</u>
12. CASH AND CASH EQUIVALENTS		
Cash on Hand	98.47	158.25
Cash at Banks	567.90	669.35
Fixed Deposit with Scheduled banks	6.83	9.14
Total Cash and Cash Equivalents	<u>673.20</u>	<u>836.74</u>
13. SHORT TERM LOANS		
Other Advances - Financial Asset - Considered good - Unsecured	4280.99	4280.99
	<u>4280.99</u>	<u>4280.99</u>
14. CURRENT TAX ASSETS		
Advance payment of tax (Net of provision)	9907.97	13386.51
	<u>9907.97</u>	<u>13386.51</u>
15. OTHER CURRENT ASSETS		
Advance for goods	6287.75	6474.60
Prepaid Expenses	1610.54	1282.31
Other Advances	34214.57	16615.69
	<u>42112.86</u>	<u>24372.60</u>

16. SHARE CAPITAL

	No. of Shares	Par value per share (₹)	March 2019 ₹ lakhs	No. of Shares	Par value per share (₹)	March 2018 ₹ lakhs
AUTHORISED :						
Equity Shares	529808600	10	52980.86	529808600	10	52980.86
Redeemable Cumulative Preference Shares	7500000	100	7500.00	7500000	100	7500.00
Redeemable Non-Cumulative Preference Shares	81500000	100	81500.00	81500000	100	81500.00
			<u>141980.86</u>			<u>141980.86</u>
ISSUED :						
Equity Shares	309897267	10	30989.73	308152267	10	30815.23
			<u>30989.73</u>			<u>30815.23</u>
SUBSCRIBED AND PAID UP :						
Equity Shares fully paid up						
Opening balance	308150984	10	30815.18	307177340	10	30717.73
Add: Partly paid up shares, subscribed fully during the year	52	10	0.01	100	10	0.01
Add: Subscribed / allotted during the year	1745000	10	174.50	973544	10	97.44
Total issued, subscribed and fully paid up	<u>309896036</u>		<u>30989.69</u>	<u>308150984</u>		<u>30815.18</u>
Equity Shares - subscribed, but not fully paid (other than Directors)						
Opening balance	1217	10	0.09	1317	10	0.10
Less: Partly paid up shares, subscribed fully during the year	52	10	0.00	100	10	0.01
Total -Equity Shares subscribed, but not fully paid	<u>1165</u>		<u>0.09</u>	<u>1217</u>		<u>0.09</u>
Sub total	<u>309897201</u>		<u>30989.78</u>	<u>308152201</u>		<u>30815.27</u>
Total			<u>30989.78</u>			<u>30815.27</u>

List of shareholders holding more than 5% of the equity share capital
(Par value per share is ₹10/-)

Shareholder's name	No. of shares held	% held	March 2019 Total face value ₹ Lakhs	No. of shares held	% held	March 2018 Total face value ₹ Lakhs
EWS Finance & Investments Private Limited	27643432	8.92	2764.34	27643432	8.97	2764.34
Reliance Capital Trustee Co Ltd. A/C Reliance Focused Equity Fund; Reliancesmall Cap Fund; Reliance Equity Hybrid Fund; Reliance Growth Fund; Reliance Power & Infra Fund; Reliance Arbitrage Fund; Reliance Equity Savings Fund; Reliance Capital Builder Fund 4 Sr A; Reliance Capital Builder Fund 4 Sr C; Reliance Capital Builder Fund 2 Sr B; Reliance Capital Builder Fund 4 Sr D.	27006563	8.71	2700.66	18030320	5.85	1803.03
Prince Holdings (Madras) Private Limited	25500000	8.23	2550.00	25500000	8.28	2550.00
Mrs. Vidya Subramanian *	19954024	6.44	1995.40	19954024	6.48	1995.40
Sri Saradha Logistics Private Limited (Formerly Trishul Investments Pvt. Ltd.)	18101843	5.84	1810.18	18101843	5.87	1810.18
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Fund; Aditya Birla Sun Life Small Cap Fund; Aditya Birla Sun Life Arbitrage Fund; Aditya Birla Sun Life Pure Value Fund; Aditya Birla Sun Life Balanced Advantage Fund; India Excel (Offshore) Fund; Aditya Birla Sun Life Infrastructure Fund; Aditya Birla Sun Life Manufacturing Equity Fund; India Advantage (Offshore) Fund; Aditya Birla Sun Life Equity Savings Fund; Aditya Birla Sun Life Emerging Leaders Fund-Series 4	18023780	5.82	1802.38	17283760	5.61	1728.38
ELM Park Fund Limited	15861746	5.12	1586.17	15861746	5.15	1586.17

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



Terms / Rights / restrictions attached to shares

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

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

During the previous year 2017-18, the Company had declared and distributed a dividend of ₹ 0.80 per share.

The Board of Directors has recommended a dividend of ₹ 0.80 per share, for the year 2018-19, which is subject to the approval of the shareholders.

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

Shares reserved for issue under Employees stock option scheme, 2016:

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

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

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
17. OTHER EQUITY		
Capital Reserve	<u>16.17</u>	<u>16.17</u>
Capital Redemption Reserve	<u>2500.00</u>	<u>2500.00</u>
Securities Premium		
Opening balance	147670.93	147670.92
Add : Additions during the year	2660.25	0.01
Closing balance	<u>150331.18</u>	<u>147670.93</u>
Stock Options Outstanding Reserve		
Opening balance	2060.48	0.00
Add : Additions during the year	0.00	2060.48
Less : Transfer to Share Premium	1962.27	0.00
Less : Transfer to General Reserve	98.21	0.00
Closing balance	<u>0.00</u>	<u>2060.48</u>
Debenture Redemption Reserve		
Opening balance	3509.54	48.00
Add : Additions during the year	0.00	3461.54
Less : Transfer to General Reserve	1201.85	0.00
Closing balance	<u>2307.69</u>	<u>3509.54</u>
General Reserve		
Opening balance	30538.46	30000.00
Add : Additions during the year	0.00	4000.00
Add / (Less) : Transfer from Debenture Redemption Reserve	1201.85	(3461.54)
Add : Transfer from Deferred Income	2316.34	0.00
Add : Transfer from Shipping Tonnage Tax Reserve	90.00	0.00
Add : Transfer from Stock Options Outstanding Reserve	98.20	0.00
Closing balance	<u>34244.85</u>	<u>30538.46</u>
Deferred Income (Free Reserve)		
Opening balance	2316.34	2316.34
Less: Transfer / withdrawals	2316.34	0.00
Closing balance	<u>0.00</u>	<u>2316.34</u>
Shipping Tonnage Tax Reserve	<u>90.00</u>	<u>90.00</u>
Less: Transfer / withdrawals	90.00	0.00
Closing balance	<u>0.00</u>	<u>90.00</u>
Ind AS Transition Reserve	<u>203586.84</u>	<u>203586.84</u>
Surplus in Profit & Loss account		
Opening balance	96929.38	93946.95
Add: Profit/(Loss) after tax for the year	6413.57	10691.28
Add: Net profit of the amalgamating entities for the year 2015-16	0.00	0.00
Sub total	<u>103342.95</u>	<u>104638.23</u>



	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
Appropriations		
Dividend (8%) on Equity capital (Proposed for the year 2017-18, paid in 2018-19)	2475.22	3081.53
Dividend Distribution tax	508.79	627.32
Deemed Dividend	303.15	0.00
Dividend Distribution tax on Deemed Dividend	62.31	0.00
Transfer to General Reserve	0.00	4000.00
Transfer to/(from) Debenture redemption reserve	0.00	0.00
Sub total	<u>3349.47</u>	<u>7708.85</u>
Closing balance	99993.48	96929.38
Total - Other Equity	<u>492980.21</u>	<u>489218.14</u>
Other Comprehensive Income (Re-measurement of Defined Benefit Plans):		
Opening Balance	82.20	(547.11)
Additions	(530.14)	629.31
Closing balance	<u>(447.94)</u>	<u>82.20</u>
NON-CURRENT LIABILITIES		
18. LONG-TERM BORROWINGS		
1. Secured (Refer Note No.39)		
a. Term Loans from Banks	222741.92	229598.45
b. Debentures	4615.38	9230.77
c. Others	9158.35	9533.72
2. Unsecured others	27814.14	31383.70
	<u>264329.79</u>	<u>279746.64</u>
19. LONG-TERM PROVISIONS		
Provision for Mines Refilling & Others	7984.09	7984.09
Provision for Unavailed leave	6052.21	6280.45
	<u>14036.30</u>	<u>14264.54</u>
20. DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability arising on account of timing differences on depreciation and others	69017.65	71648.50
Less: Deferred Tax Assets	5935.52	6325.16
Deferred Tax Liability (net)	<u>63082.13</u>	<u>65323.34</u>
21. OTHER LONG-TERM LIABILITIES		
Deposits	2902.31	2841.10
	<u>2902.31</u>	<u>2841.10</u>
CURRENT LIABILITIES		
22. SHORT-TERM BORROWINGS		
Secured:		
Loans Repayable on Demand:		
Cash Credit facilities from Banks	26719.08	10483.29
Unsecured:		
Loans repayable on Demand:		
Unsecured loans from Banks	7000.00	5000.00
	<u>33719.08</u>	<u>15483.29</u>

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
23. TRADE PAYABLES		
[A] Total Outstanding dues to Micro Enterprises & Small Enterprises		
(i) Creditors for Goods	440.90	0.00
	<u>440.90</u>	<u>0.00</u>
[B] Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		
(i) Creditors for Goods	45717.17	38338.91
(ii) Acceptances	35250.21	29955.34
(iii) Other Trade Payables	39317.83	38629.12
(iv) Trade deposits from Customers	10906.52	10668.48
	<u>131191.73</u>	<u>117591.85</u>
Total (A) + (B)	<u>131632.63</u>	<u>117591.85</u>
24. OTHER FINANCIAL LIABILITIES		
(i) Current Maturities - Secured Loans - Banks	34756.77	11260.67
(ii) Current Maturities - Secured Loans - Others	375.37	371.44
(iii) Current Maturities - Unsecured Loans - Others	3569.56	3124.57
(iv) Interest accrued but not due on borrowings	1145.09	933.98
(v) Creditors Capital goods	1420.37	1291.97
(vi) Other Liabilities	15352.53	16422.64
(vii) Dividend payable	70.42	79.40
(viii) Unpaid matured deposits and Interest accrued thereon	7.90	9.47
	<u>56698.01</u>	<u>33494.14</u>
25. SHORT TERM PROVISIONS		
Unpaid Dividend (Provision)	17.94	17.94
26. CURRENT TAX LIABILITIES		
Provision for Income Tax (net)	0.00	0.00
27. OTHER CURRENT LIABILITIES		
Customer Credit Balances	8026.64	11158.03
Other Current Liabilities - Others	12087.28	9924.95
	<u>20113.92</u>	<u>21082.98</u>



	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
28. REVENUE FROM OPERATIONS				
Sales (Effective from July 01, 2017, Sales are recorded net of GST whereas earlier sales were recorded gross of excise duty which formed part of expenses)		543917.00		518290.51
Government Incentive on Sales Tax/ GST		2166.35		473.37
Other Operating Revenues:				
Freight Earnings from Ships		2891.13		1733.71
Value of Power Generated from Wind Farms		1584.82		1688.81
Income from Thermal Power Plant		76.06		148.26
Income from Ready Mix Concrete		12059.44		9286.17
Income from Construction and Infrastructure Projects		90.34		996.82
Trade Sales		13.29		1454.18
Revenue from Operations		<u>562798.43</u>		<u>534071.83</u>
29. OTHER INCOME				
Interest Income	829.68		846.32	
Gain on Sale of Investments	1399.18	2228.86	375.20	1221.52
Other Non Operating Income				
Rent Recovery		29.51		31.40
Profit on Sale of Assets		327.17		37.80
Foreign Exchange translation difference		0.82		6.13
Miscellaneous Income		511.02		644.21
Total Other Income		<u>3097.38</u>		<u>1941.06</u>
30. COST OF MATERIALS CONSUMED				
Raw Material Consumed		8902.41		8965.95
Opening Stock				
Add: Purchases	72629.09		66826.60	
Own Quarrying (Net) (Refer Note No.40.5)	32146.11	104775.20	23247.95	90074.55
Less: Closing Stock		<u>9237.32</u>		<u>8902.41</u>
Total Raw Materials Consumed		<u>104440.29</u>		<u>90138.09</u>
31. PURCHASES OF TRADED STOCK				
Trade Purchases		38.30		1191.42
32. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS				
Opening Stock :				
Work-in-Process	1128.12		902.73	
Semi-finished Goods	9686.73		10733.41	
Finished Goods	2181.16		3769.11	
Stock-in-Trade	36.32		38.62	
Construction & Infrastructure - Projects-in-Progress	1064.48		1484.65	
		<u>14096.81</u>		<u>16928.52</u>
Closing Stock :				
Work-in-Process	1977.51		1128.12	
Semi-finished Goods	10057.32		9686.73	
Finished Goods	3158.72		2181.16	
Stock-in-Trade	36.31		36.32	
Construction & Infrastructure - Projects-in-Progress	1023.67		1064.48	
		<u>16253.53</u>		<u>14096.81</u>
Total (Increase)/Decrease in stock		<u>(2156.72)</u>		<u>2831.71</u>

	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
33. EMPLOYEE BENEFITS EXPENSE				
(a) Employees Other than Directors				
Salaries, Wages and Bonus		27674.90		28154.77
Contribution to Provident Fund		1303.08		1331.01
Gratuity		662.46		1336.84
Superannuation		689.13		2366.10
Employees' Provident Fund Administration Charges		60.84		73.13
Employees' State Insurance Scheme		75.05		72.50
Workmen and Staff Welfare Expenses *		4070.76		6175.37
Unavailed leave (Refer Note No. 40.18)		511.14		(1019.94)
Sub total		<u>35047.36</u>		<u>38489.78</u>
* 2017-18 Figures include ₹ 2060.48 Lakhs of Fringe Benefit arising on account of Employee Stock Option Scheme. Refer Note No. 16 under the heading Terms / Rights / Restrictions attached to Shares				
(b) Directors				
Director's Remuneration				
Managing Director :				
Salary	200.00		450.00	
HRA	60.00		135.00	
Contribution to Provident Fund	72.00		72.00	
Contribution to Gratuity and Superannuation Funds	38.33		115.00	
Commission	0.00		0.00	
Others	6.00	376.33	8.11	780.11
Managerial Remuneration to VC & MD has been restricted to limits permitted under Companies Act, 2013				
Whole Time Director:				
Salary	180.00		180.00	
HRA	54.00		54.00	
Contribution to Provident Fund	21.60		21.60	
Contribution to Gratuity and Superannuation Funds	34.50		34.50	
Commission	0.00		150.00	
Others	0.00	290.10	0.00	440.10
Director's Remuneration -Total		<u>666.43</u>		<u>1220.21</u>
Total Employee benefits expense (a+b)		<u>35713.79</u>		<u>39709.99</u>
34. FINANCE COSTS				
Interest expense		27669.75		26395.22
Other borrowing costs		3896.63		6649.97
Loss on Foreign currency transactions and translations		850.94		971.87
		<u>32417.32</u>		<u>34017.06</u>



	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
35. MANUFACTURING AND OTHER OPERATING EXPENSES				
Stores Consumed		5110.94		4637.69
Power and Fuel ***		164099.26		123887.60
Repairs & Maintenance				
1. Building	38.59		41.02	
2. Machinery	6247.24		9282.80	
3. Others	1962.30	8248.13	2042.92	11366.74
Agency and Port Expenses		37.52		30.17
Excise Duty		0.02		16518.04
		177495.87		156440.24
*** Break up of Thermal Power Cost Captive Consumed				
Description	2018-19	2017-18		
	₹ in Lakhs	₹ in Lakhs		
Power & Fuel	33357.23	29793.32		
Stores and Spares	724.23	363.45		
Salaries and Wages	1379.45	1378.19		
Overheads	51.59	36.32		
Depreciation	4152.64	4147.19		
Total	39665.14	35718.47		
36. ADMINISTRATION AND OTHER CHARGES				
Insurance and P & I Charges		628.06		610.23
Rent		71.27		139.27
Rates and Taxes		1242.36		1150.20
Printing and Stationery		246.79		190.99
Postage, Telephones and Telegrams		381.59		364.26
Other Administration Expenses		11290.16		10777.19
Legal Fees		390.92		465.19
Directors' Sitting Fees		30.25		12.30
Audit Expenses				
Audit Fees		60.00	60.00	
Cost Audit Fees		20.80	17.00	
Certifications/Others		16.65	6.10	
Tax Audit/Other Services		10.00	0.00	
Travel/out of pocket expenses		17.27	14.85	97.95
Amortisation of Deferred Revenue Expenses		0.00		0.00
Loss on sale of assets		435.15		814.54
Diminution in value of Investments (FVTPL)		0.00		79.15
Provision for Doubtful Advances		99.36		640.12
		14940.63		15341.39

	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
37. SELLING AND DISTRIBUTION EXPENSES				
Packing Charges		24428.99		21255.90
Entry Tax		0.00		131.54
Freight outwards		118700.65		109059.65
Handling		8909.73		10336.33
Advertisement		2060.77		4667.20
Others		14317.48		13171.11
		<u>168417.62</u>		<u>158621.73</u>
38. DONATIONS				
The India Cements Educational Society		0.00		400.00
Others		116.29		115.85
		<u>116.29</u>		<u>515.85</u>

Corporate Social Responsibility (CSR) Expenditure:

CSR Expenditure included in Donation:

Donation - Including Contribution to
The India Cements Education Society / Trust

CSR expenditure included in administration and other charges

Total CSR expenditure incurred

CSR Expenses required to be spent as per Section 135 of Companies Act, 2013

Spent towards construction of Asset

Others

	50.50	198.50
	399.31	553.61
	<u>449.81</u>	<u>752.11</u>
	393.34	318.62
	127.32	111.09
	<u>322.49</u>	<u>641.02</u>

39. SECURITY FOR SECURED BORROWINGS

Break up of Borrowings	Non Current Maturities		Current Maturities		Total		Last due date	Principal payment Frequency
	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		
(a) Debentures (Secured) :								
1. HDFC BANK - 1500 Nos, Rated, Unlisted, Secured 10% Redeemable Non-Convertible Debentures of Face Value of INR 10,00,000	4615.38	9230.77	4615.38	4615.40	9230.76	13846.17	26/02/2021	Quarterly
Debentures Total	<u>4615.38</u>	<u>9230.77</u>	<u>4615.38</u>	<u>4615.40</u>	<u>9230.76</u>	<u>13846.17</u>		



SECURITY FOR SECURED BORROWINGS (Contd.)

Break up of Borrowings	Non Current Maturities		Current Maturities		Total		Last due date	Principal payment Frequency
	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		
(b) Term Loans (Secured) :								
From Banks:								
1 IDBI Bank Limited	0.00	8333.34	8333.34	0.00	8333.34	8333.34	01/09/2019	Monthly
2 ICICI Bank Limited	0.00	9475.00	0.00	0.00	0.00	9475.00	Paid	
3 IDBI Bank Limited	28275.00	29103.00	828.00	600.00	29103.00	29703.00	01/10/2028	Quarterly
4 ICICI Bank Limited	14137.45	14550.02	309.28	300.00	14446.73	14850.02	01/10/2028	Quarterly
5 State Bank of India	18578.25	19263.74	526.00	316.66	19104.25	19580.40	01/07/2028	Quarterly
6 Andhra Bank	18582.30	19264.00	526.00	320.35	19108.30	19584.35	01/07/2028	Quarterly
7 Central Bank of India	18599.69	19264.00	526.00	337.86	19125.69	19601.86	01/07/2028	Quarterly
8 ICICI Bank Limited	8076.87	8076.87	0.00	0.00	8076.87	8076.87	30/09/2023	Quarterly
9 Yes Bank Limited	12000.00	18000.00	6000.00	2000.00	18000.00	20000.00	02/02/2022	Quarterly
10 Kotak Mahindra Bank Limited	954.00	2382.00	1428.00	1428.00	2382.00	3810.00	02/12/2020	Quarterly
11 HDFC Bank Limited	0.00	0.00	5500.00	0.00	5500.00	0.00	29/05/2019	Quarterly
12 HDFC Bank Limited	0.00	109.89	109.92	109.92	109.92	219.81	30/03/2020	Monthly
13 Axis Bank Limited	17500.00	20000.00	2500.00	0.00	20000.00	20000.00	31/08/2023	Quarterly
14 Yes Bank Limited	19400.00	19800.00	400.00	200.00	19800.00	20000.00	28/09/2027	Quarterly
15 HDFC Bank Limited	8625.00	9500.00	875.00	400.00	9500.00	9900.00	06/11/2023	Quarterly
16 Kotak Mahindra Bank Limited	9821.13	10713.96	892.83	0.00	10713.96	10713.96	04/12/2022	Monthly
17 ICICI Bank Limited	21725.00	23750.00	0.00	1250.00	21725.00	25000.00	30/11/2022	Quarterly
18 ICICI Bank Limited	16910.00	0.00	2090.00	0.00	19000.00	0.00	30/06/2022	Quarterly
19 ICICI Bank Limited	11385.00	0.00	115.00	0.00	11500.00	0.00	31/03/2026	Quarterly
Less : Prorata Processing Fee	-1827.77	-1987.37	-817.98	-617.51	-2645.75	-2604.88		
Total Secured Loans from Banks	222741.92	229598.45	30141.39	6645.27	252883.31	236243.72		
From Others:								
20 L&T Financial Services Limited	9200.00	9600.00	400.00	400.00	9600.00	10000.00	31/01/2024	Quarterly
Less : Prorata Processing Fee	-41.65	-66.28	-24.63	-28.56	-66.28	-94.84		
Total Secured Loans from Others	9158.35	9533.72	375.37	371.44	9533.72	9905.16		
Total Secured Long-Term borrowings	236515.65	248362.94	35132.14	11632.11	271647.79	259995.05		
UNSECURED:								
From Banks:								
1 HDFC Bank Limited	0.00	0.00	7000.00	5000.00	7000.00	5000.00	13/06/2019	Quarterly
Total Unsecured Loans from Banks	0.00	0.00	7000.00	5000.00	7000.00	5000.00		
From Others:								
2 Interest free Sales Tax Deferral Loans	27814.14	31383.70	3569.56	3124.57	31383.70	34508.27	31/03/2028	Yearly
Total Unsecured Loans from Others	27814.14	31383.70	3569.56	3124.57	31383.70	34508.27		
Total Unsecured Long-Term Borrowings	27814.14	31383.70	10569.56	8124.57	38383.70	39508.27		
SECURED:								
[c] Cash Credit Facilities and other Working Capital Loans from Scheduled Banks	0.00	0.00	26719.08	10483.29	26719.08	10483.29	Various Dates	Yearly
Total Term Liabilities including Current Maturities	264329.79	279746.64	72420.78	30239.97	336750.57	309986.61		

SECURITY FOR SECURED BORROWINGS (Contd.)

SECURITY CLAUSE FOR BORROWINGS

As on 31-03-2019

(a) Debentures:

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

(b) Term Loans:

- Item (b) 1 is secured by way of exclusive first pari passu charge on the immovable & movable fixed assets of the cement grinding unit located at Vallur Village, Ponneri Taluk, Tamil Nadu.
- Items (b) 8, 17, 18 & 19 are secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive Thermal Power Plant at Vishnupuram on pari passu basis with ICICI Bank Term Loans.
- Items (b) 3 to 7 are secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- Items (b) 9 & 14 are secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- Items (b) 10 & 16 are secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- Item (b) 12 is secured by way of an exclusive first charge on the movable fixed assets of all RMC Units.
- Item (b) 13 is secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- Items (b) 15 & 20 are secured by way of first pari passu Charge on both immovable and movable fixed assets of Dalavoi Cement Plant of the Company.
- Item (b) 11 is secured by way of pari passu charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- Item (c) The Working Capital Facilities availed by the Company are secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari passu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders.

As on 31-03-2018

(a) Debentures:

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

(b) Term Loans:

- Item (b) 1 was secured by way of first pari passu charge on the immovable & movable fixed assets of the cement grinding unit located at Vallur Village, Ponneri Taluk, Tamil Nadu.
- Items (b) 2, 8 & 17 were secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive thermal power plant at Vishnupuram on pari passu basis.
- Items (b) 3 to 7 were secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- Items (b) 9 & 14 were secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- Items (b) 10 & 16 were secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- Item (b) 12 was secured by way of an exclusive first charge on the movable fixed assets of all RMC Units
- Item (b) 13 was secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- Items (b) 15 & 20 were secured by way of first pari passu Charge on both immovable and movable fixed assets of Dalavoi Cement Plant of the Company.
- Item (c) The Working Capital Facilities availed by the Company are secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari passu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders



	March 2019	March 2018
	₹ Lakhs	₹ Lakhs
40.1 Estimated amounts of contracts for Capital Expenditure and Commitments (Net of Advances)	13855.84	8684.25
40.2 Monies for which the company is contingently Liab:		
a. Guarantees to Banks / Institutions (including guarantees given on behalf of Subsidiaries and Associates)	14000.00	19350.00
b. Unpaid demands under dispute:		
i) Central Excise & Service Tax	24418.10	11044.67
ii) Sales Tax and Value Added Tax	2583.59	2315.66
iii) Customs Duty	6429.58	6415.38
iv) Income Tax	9239.29	5237.79
The above includes Contingent Liability pertaining to Raasi Cement Ltd. (Residuary Company) for Sales Tax, Income tax and Central Excise aggregating to ₹ 2,249.46 Lakhs (Previous Year ₹ 2,249.46 Lakhs)		
c. Amount paid towards disputed CENVAT / Sales Tax / Income tax Claims pending in different stages of appeal. Management is of the opinion that these are recoverable at values stated.	960.22	740.65
d. Contingent Liability on account of Show Cause Notices issued by Excise & other tax authorities (other than (b) & (c) mentioned above) duly contested.	37566.98	38698.20
e. Other Claims against the Company not acknowledged as debts.	30357.22	26748.84
f. The Competition Commission of India (CCI) vide its Order dated 31.08.2016 imposed a penalty of ₹ 187.48 Crores on the Company. The Company filed an appeal before COMPAT (Now called NCLAT). The COMPAT in its interim order directed the Company to pay 10% of the penalty amount (₹ 18.75 Crores) before granting stay which was deposited by the Company. NCLAT vide its order dated 25/07/2018 dismissed the appeal filed by the Company. Against this the Company has filed an appeal in the Supreme Court challenging the NCLAT order and the Supreme Court vide its Order dated 5-10-2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter, will continue.		
40.3 As at Balance Sheet date, amounts aggregating to ₹ 473.90 Lakhs were due to Micro, Small and Medium Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006.		
Particulars:		
(a) The principal amount remaining unpaid to any supplier at the end of each accounting year;	440.90	
(b) The interest payable thereon on (a);	0.01	
(c) The amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the due date (as per Purchase Order or 45 days whichever is earlier) during each accounting year;	Nil	
(d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year;	33.01	
(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	

The above information has been determined to the extent such parties have been identified on the basis of a information available with the Company and same has been relied upon by the auditors.

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
40.4 Note on PMLA.		
The Authorities have issued an attachment notice under the Prevention of Money Laundering Act, 2002 (PMLA) attaching certain assets of the company for an aggregate value of ₹ 120.34 Crores. The Company filed an appeal against the order of the adjudicating authority specified under PMLA disputing the attachment of assets. The matter is currently sub judice.		
Details of Assets given below:		
a) 886 Sq yards plot with 8000 sq.ft building - Punjagutta, Somajiguda Circle, Hyderabad	211.89	
b) 245.86 Acres of Land - Konauppalapadu Village, Yadki Mandal, Anantapur Dist.	122.93	
c) 10,00,000 9% Non-Convertible Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.*	1000.00	
d) 20,32,260 Convertible Debentures of Coromandel Sugars Ltd.	2032.26	
e) 86,67,097 9% Non-Convertible Non-Cumulative Redeemable Preference Shares in Trinetra Cement Ltd.*	8667.10	
* Not withstanding merger of Trinetra Cement Ltd. with the company, as per the order of NCLT, read with order of High Court of Madras, to the extent of security referred above continues to be held by the company in Trinetra Cement Ltd.		
40.5 [a] Raw Materials consumed:		
Own Quarrying includes:		
(i) Salaries & Wages	2840.61	2337.53
(ii) Stores Consumed	4070.76	3453.73
(iii) Royalty	12912.11	9629.54
[b] Total Consumption of Stores and Spares during the year, including used in own quarrying; Captive Power generation and Repairs & Maintenance.	19628.36	20302.57
40.6 Repairs and maintenance includes Stores & Spares.	8530.85	7575.67
40.7 Detailed Information of goods Sold during the Report Period:		
1 CEMENT:		
Sales – Value of Cement	540733.96	517529.42
Value of White Cement	188.66	645.84
Value of Clinker	5160.74	588.62
	<u>546083.36</u>	<u>518763.88</u>
2 Ready Mix Concrete:		
Sales – Value of RMC	12059.44	9286.17
40.8 Note - Government Subsidy:		
Note on RIPS 2010 - Rajasthan		
Sales revenue includes ₹ 2025.85 Lakhs representing subsidy offered by Government of Rajasthan as a part of Rajasthan Investment Promotion Scheme (RIPS). The incentive was sanctioned in the name of Trinetra Cement Limited which merged with the Company under a Scheme of Amalgamation duly approved by NCLT and High Court of Madras. In respect of the Customized Package of Incentives, Company's request for change in name of beneficiary from Trinetra Cement Limited to The India Cements Limited was approved by the State Empowered Committee (Chaired by Chief Secretary) on 14 th September 18. The approval by the State Cabinet is awaited.		
Investment Subsidy - Maharashtra		
Sales revenue includes ₹ 140.85 Lakhs representing subsidy offered by Government of Maharashtra for Sales Tax Incentive Scheme.		
40.9 Expenditure in Foreign Currency:		
Consultancy Fee	292.56	174.64
Travel Expenses and Others	633.20	451.77



	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
40.10 Details of Raw Materials consumed:		
Quantity in Tonnes:-		
Limestone	12981169	10872662
Gypsum	1190032	995269
Others	3696752	3056975
Value:-		
Limestone	49031.97	37985.13
Gypsum	11565.46	11294.08
Others	36357.59	34683.44
Freight on Inter Unit Transfer of Clinker	7819.69	6175.44
Total	<u>104774.71</u>	<u>90138.09</u>

Cost of Materials consumed includes ₹ 13.66 crores representing claims pertaining to earlier years.

40.11 Auditors Remuneration:

(a) Statutory Auditors:

Audit fees	60.00	60.00
Tax Audit fees	10.00	0.00
Fees for Other Services	16.15	6.10
Expenses reimbursed	17.27	14.32

(b) Cost Auditors:

Audit Fees	20.00	17.00
Fees for Other Services	0.80	0.94
Expenses reimbursed	0.75	0.53

40.12 Earnings Per Share

Profit / (Loss) for the year	6943.71	10061.97
Other Comprehensive Income for the year	(530.14)	629.31
Total Comprehensive Income for the year	6413.57	10691.28
Weighted average no. of ordinary shares for Basic & Diluted EPS	309187262	308151768
Basic & Diluted Earning per Ordinary Share on Profit and Loss	2.25	3.27
Basic & Diluted Earning per Ordinary Share on Other Comprehensive Income	(0.17)	0.20
Basic & Diluted Earning per Ordinary Share on Total Comprehensive Income	2.07	3.47

Equity shares issuable pursuant to ESOS that could potentially dilute basic earnings per share in the future, were not included in the calculation of diluted earnings per share as they are antidilutive for the previous period presented.

The Company had, as on 1st April 2017, granted 1835000 Options to eligible employees under Employees Stock Option Scheme 2016 (Scheme). Out of the above, 1745000 Options were vested on 01.04.2018 and the balance options have been cancelled. The Options so vested were to be exercised within one year from the date of vesting. During the year, upon option holders exercising their Options, the company allotted 17,45,000 equity shares of ₹ 10/- each fully paid up. Consequently the paid up equity share capital stands at ₹ 309.90 Crores.

March 2019 March 2018
₹ Lakhs ₹ Lakhs

40.13 Related Party Disclosures:

Names of the related parties and the nature of the relationship:

(I) Subsidiary Companies

	% of Share Holding & Voting power	
Industrial Chemicals and Monomers Limited, India	98.59%	98.59%
ICL Financial Services Limited, India	100.00%	100.00%
ICL Securities Limited, India	100.00%	100.00%
ICL International Limited, India	100.00%	100.00%
Coromandel Electric Company Limited (CECL), India *	50.14%	50.71%
India Cements Infrastructures Limited, India	100.00%	100.00%
Coromandel Travels Limited (CTL), India	98.50%	98.50%
Coromandel Minerals Pte. Limited, Singapore	100.00%	100.00%
Raasi Minerals Pte. Ltd., Singapore (Control obtained during March 18)	100.00%	100.00%
PT. Coromandel Minerals Resources, Indonesia	100.00%	100.00%
PT Adcoal Energindo, Indonesia (Control obtained during March 18)	100.00%	100.00%
Springway Mining Private Limited, India #	51.00%	0.00%
NKJA Mining Private Limited, India #	100.00%	0.00%

* changes in ownership not resulting in loss of control.

During the year, The company has acquired the 100% voting interest in NKJA Mining Private Ltd. on 03.12.2018 pursuant to which the Company is able to obtain 51% controlling interest in the paid-up equity share capital of Springway Mining Private Limited (a company which owns limestone mining rights), thereby both Springway Mining Private Limited and NKJA Mining Private Limited have become subsidiaries of the Company.

(ii) Associate Companies:

Raasi Cement Limited, India	28.94%	28.94%
Coromandel Sugars Limited, India	49.99%	49.99%
India Cements Capital Limited, India	47.91%	47.91%
Unique Receivable Management Private Limited, India	49.20%	49.20%
PT. Mitra Setia Tanah Bumbu, Indonesia (MSTB)	49.00%	90.00%

During the year, MSTB Indonesia, a step down subsidiary, engaged in mining coal, has become an Associate company.

(iii) Post employment benefit plan trust:

India Cements Gratuity Fund
The India Cements Employees Provident Fund, Chilamkur
The India Cements Employees Provident Fund, Yerraguntla

(iv) Key Management personnel [KMP] as defined under Ind AS 24:

Sri N.Srinivasan – Vice Chairman & Managing Director
Smt.Rupa Gurunath - Whole Time Director
Smt.Chitra Srinivasan - Director
Sri V.Venkatakrishnan / Sri Suneel Babu Gollapalli - IDBI Bank Limited, Nominee Director
Sri M.R.Kumar - LIC Nominee Director (till 17.03.2019)
Sri N.Srinivasan [F & R] - Director
Sri N.R.Krishnan - Director (till 28.08.2018)
Sri Arun Kumar Datta - Director (till 28.08.2018)
Sri V.Manickam - Director (till 28.08.2018)
Sri S Balasubramanian Adityan - Director
Sri Ranganathan V - Director
Sri Balakrishnan K - Director
Smt.Lakshmi Aparna Sreekumar - Director (w.e.f. 11.08.2018)
Smt.Sandhya Rajan - Director (w.e.f. 11.08.2018)
Sri Basavaraju - Director (w.e.f. 11.08.2018)



	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
A. Transactions with Subsidiaries and Associate Companies (excluding reimbursements) during the year:		
Sale of Goods		
India Cements Infrastructures Limited	30.94	70.40
Coromandel Sugars Limited	54.37	245.60
	<u>85.31</u>	<u>316.00</u>
Purchase of Goods		
India Cements Infrastructures Limited	1.35	0.00
Coromandel Sugars Limited	13.32	5.20
PT. Coromandel Minerals Resources	2773.90	5389.17
ICL International Limited	6.96	4.78
PT Mitra Setia Tanah Bumbu	1413.29	2713.44
	<u>4208.82</u>	<u>8112.59</u>
Sale of Land:		
India Cements Infrastructures Ltd.	145.40	288.92
Acquisition of Shares from third parties which resulted in the following companies becoming subsidiaries during the financial year:		
NKJA Mining Pvt. Ltd.	7981.82	0.00
Springway Mining Pvt. Ltd. **	1277.60	0.00
	<u>9259.42</u>	<u>0.00</u>
** Includes Investment in 9% Non-Convertible Cumulative Redeemable Preference Shares of ₹ 911.81 lakhs		
Transfer of Shares in Coromandel Electric Company Ltd.		
ICL Financial Services Ltd.	0.90	2940.00
Revenue sharing receipt		
Coromandel Electric Company Limited	2371.70	1829.47
Rendering of Services		
Coromandel Electric Company Limited	1.42	1.42
Receiving of Services		
Coromandel Electric Company Limited	774.61	937.26
Coromandel Travels Limited	444.25	1349.18
ICL International Limited	163.86	150.18
India Cements Capital Limited	300.37	325.76
	<u>1683.09</u>	<u>2762.38</u>
Interest on Advances		
India Cements Capital Limited	32.97	32.15
India Cements Infrastructures Limited	876.20	778.46
Coromandel Sugars Limited	535.80	527.96
Springway Mining Private Limited	60.30	0.00
	<u>1505.27</u>	<u>1338.57</u>
Remuneration to KMP		
Sri N.Srinivasan – Vice Chairman & Managing Director	376.33	780.11
Smt.Rupa Gurunath - Whole Time Director	290.10	440.10
	<u>666.43</u>	<u>1220.21</u>

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
Disclosure of Key Managerial Personnel compensation in total and for each of the following categories:		
Particulars		
Short Term benefits	500.00	977.11
Post employment benefits	166.43	243.10
TOTAL	666.43	1220.21
Managerial Remuneration to Vice Chairman & Managing Director has been paid for 4 months only.		
Amount due by Vice Chairman & Managing Director as on 31-03-2019, was ₹ 234.40 Lakhs which has since been received.		
Sitting Fee paid to Directors:		
IDBI Bank Limited, Nominee - Sri V. Venkatakrishnan / Sri Suneel Babu Gollapalli	1.50	1.00
LIC Nominee - Sri M.R. Kumar	2.00	0.60
Sri N.Srinivasan [F& R]	5.45	3.20
Sri N.R.Krishnan	1.00	1.20
Sri Arun Kumar Datta	0.40	1.20
Smt.Chitra Srinivasan	2.50	1.00
Sri V.Manickam	1.00	1.10
Sri Basavaraju	2.20	0.00
Sri S Balasubramanian Adityan	3.85	1.50
Sri Ranganathan V	2.80	0.70
Sri Balakrishnan K	2.00	0.80
Smt.Lakshmi Aparna Sreekumar	2.60	0.00
Smt.Sandhya Rajan	2.90	0.00
	30.20	12.30
Dividends paid to KMP:		
Sri N.Srinivasan – Vice Chairman & Managing Director	9.00	6.34
Smt.Rupa Gurunath - Whole Time Director	0.29	0.36
Smt.Chitra Srinivasan - Director	0.63	0.79
Sri S Balasubramanian Adityan	0.16	0.20
	10.08	7.69
Contributions to Post employment benefit plan trust:		
India Cements Gratuity Fund	946.02	867.37
The India Cements Employees Provident Fund, Chilamkur	58.94	66.96
The India Cements Employees Provident Fund, Yerraguntla	21.29	39.56
	1026.25	973.89
B. (i) Outstanding Balances as at the year end		
1. Loans and Advances		
ICL Securities Limited *	(2146.41)	(2116.78)
ICL Financial Services Limited *	5386.90	5446.29
India Cements Infrastructures Limited **	10384.00	9883.41
Coromandel Sugars Limited *	6382.12	5889.53
India Cements Capital Limited *	396.93	367.25
Springway Mining Private Limited *	1875.46	0.00
NKJA Mining Private Limited *	6.07	0.00
PT. Coromandel Mineral Resources, Indonesia **	259.04	259.04
Coromandel Minerals Pte. Limited, Singapore **	1049.43	1049.43



	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
2. Deposit:		
Industrial Chemicals and Monomers Limited ** (Rental Deposit)	1568.60	1539.68
	25162.14	22317.86
3. Receivables / Payables:		
ICL International Limited	546.22	480.00
Coromandel Electric Company Limited	(2968.80)	(2883.78)
Coromandel Travels Limited	4296.77	3004.01
	1874.19	600.23
4. Outstanding balances in Post employment benefit plan trust:		
India Cements Gratuity Fund	(6916.76)	(6755.74)
The India Cements Employees Provident Fund, Chilamkur	(21.96)	(24.93)
The India Cements Employees Provident Fund, Yerraguntla	(10.51)	(13.24)
(ii) Maximum balance outstanding during the year:		
ICL Securities Limited *	(2150.41)	(2116.78)
ICL Financial Services Limited *	5467.60	5446.29
India Cements Infrastructures Limited **	11600.47	9883.41
Coromandel Sugars Limited *	6090.17	7551.52
India Cements Capital Limited *	396.93	367.25
PT. Coromandel Mineral Resources, Indonesia **	259.04	259.04
Coromandel Minerals Pte. Limited, Singapore **	1049.43	1049.43
Springway Mining Private Limited *	1875.46	0.00
NKJA Mining Private Limited *	6.07	0.00
(iii) Interest Rate:		
India Cements Infrastructures Limited	9%	9%
Coromandel Sugars Limited	9%	9%
India Cements Capital Limited	9%	9%
Springway Mining Private Limited	9%	0%
* - Loans		
** - Advances		
Notes:-		
1. Loans to Employees as per Company's policy are not considered.		
2. None of the Loanees / Loanee Subsidiaries have per se made any investment in the shares of the Company. However, pursuant to the scheme of Amalgamation approved by the Honorable High Court of Judicature at Madras, the Company has issued equity shares to the Shareholders of Visaka Cement Industry Limited. [Visaka] . As per the said Order 400 lakh shares of the Company have been allotted in aggregate, to the subsidiaries (199.54 lakh shares) and other loanees (200.46 lakh shares) in exchange for their shares of Visaka. The shares allotted to the subsidiaries are held in a Trust on their behalf.		
C. Guarantee / Securities given to Group Companies:		
Guarantees Issued (Amount represents loan outstanding as on Balance Sheet date)		
Coromandel Sugars Limited	14000.00	15000.00
Coromandel Travels Limited	0.00	4350.00

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
40.14 Leases:		
Operating Lease: Company as Lessee:		
The company has entered into a Lease Agreement with SREI Equipment Finance Limited to get certain equipment (heavy earth moving equipment, pollution control equipment and locomotives) on Operating Lease basis for a tenor of 3 years, with lease rentals payable at monthly interval.		
Lease Rentals Charged during the year	971.05	784.37
Future Minimum lease payments under Non-Cancellable Leases:		
Not later than one year	903.56	971.05
Later than One year and not later than 3 Years	128.10	937.35
Later than 3 Years	Nil	Nil
Note on IND AS 116 - "Leases":		
Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2019, notifying Ind AS 116 "Leases", which replaces Ind AS 17 "Leases".		
The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the Statement of Profit & Loss. The new standard will not have any material impact on the Company's financial statements. The amendment will come into force from April 01, 2019.		
40.15 IND AS 115 - "Revenue form Contacts with Customers":		
Adoption of IND AS 115 w.e.f. of 01/04/2018 will not have any material impact on the Company's financial statements.		
Amount of contract revenue recognised as revenue during the period	90.34	996.82
Details regarding contracts in progress		
Aggregate amount of costs incurred and recognised profits (less recognised losses)	5040.50	6672.80
Amount of customer advances outstanding for contracts in progress	394.34	537.41
Retention amount due from customers for contracts in progress	300.54	495.31
Gross amount due from customers for contract works as an asset	1015.19	1064.48
Gross amount due to customers for contract works as a liability	0	0
40.16 Movement in Provisions:		
(i) Trade Receivables:		
(a) Opening Balance	2575.23	2094.24
(b) Additional Provision made during the year	577.86	509.80
(c) Provision reversed / utilised during the year	0.00	28.81
(d) Closing Balance	3153.09	2575.23
(ii) Mines Refilling & Others:		
(a) Opening Balance	7984.09	7984.09
(b) Additional Provision made during the year	0.00	0.00
(c) Provision reversed / utilised during the year	0.00	0.00
(d) Closing Balance	7984.09	7984.09
(iii) Leave balances:		
(a) Opening Balance	6374.63	8081.96
(b) Additional Provision made during the year	0.00	0.00
(c) Provision reversed / utilised during the year	322.42	1707.33
(d) Closing Balance	6052.21	6374.63



	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
(iv) Distribution made and proposed (Ind AS 1)		
Cash dividend on equity shares:		
Final dividend proposed for the year ended on March 31, 2019 : ₹ 0.80 per share (March 31 2018: ₹ 0.80 per share)	2479.18	2465.22
Dividend Distribution Tax on final dividend	509.60	506.73
Total Dividend	2988.78	2971.95
Proposed Dividends on equity shares are subject to approval at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at March 31.		
(v) Segment Reporting:		
The Principal business of the Company is of manufacturing and sale of cement and cement related products. All other activities of the Company revolve around its main business. The Company have concluded that there is only one operating reportable segment as defined by Ind AS 108, i.e., cement and cement related products.		
(vi) Share Based Payments:		
The Company has granted 18,35,000 options to certain employees under ESOS Scheme details are as under:		
a) Particulars	1 year	
Exercise Period	01-04-2017	
Grant Date	50	
Exercise Price / Share	Equity	
Method of Settlement		
b) Movement of Options Granted:		
Particulars	No. of Options	
Outstanding at the beginning of the year	1835000	
Granted during the year	0	
Exercised during the year	1745000	
Cancelled during the year	90000	
Outstanding at the end of the year	0	
(vii) Effective Rate of Tax - Reconciliation:		
Profit Before Tax & Other Comprehensive Income Before Tax	8526.82	12573.66
Tax @ Marginal Rate (%)	34.94	34.61
Tax Effects of Timing and Permanent Differences (%)	-10.16	-19.64
Tax Expenses as per Books (%)	24.78	14.97

40.17 (I) Financial Risk Management Objectives and Policies:

The Company's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to various risk including market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance to the company. The Company uses derivative financial instruments such as foreign exchange forward contracts that are entered into to hedge foreign currency risk exposure.

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
A. Capital Management:		
Long-Term Debt	264329.78	279746.64
Less: Cash Equivalent	673.20	836.74
Net Debt	<u>263656.58</u>	<u>278909.90</u>
Total Equity	523969.99	520033.41
Net Debt to Equity Ratio	0.50	0.54
B. Interest Rate Risk:		
Sensitivity Analysis:		
An increase of 100 basis points in interest rate at the end of the reporting period for the variable financial instruments will increase / decrease PAT for the year by amount shown below:		
Long-Term interest bearing Borrowing	236515.65	248362.94
Interest incidence on above	24538.60	24226.66
Average Interest Rate	10.58%	10.13%
Impact of Increase in interest by 100 basis points	(2319.00)	(2391.32)
Impact of Decrease in interest by 100 basis points	2319.00	2391.32
C. Company's Foreign Currency Exposure:		
Hedged Foreign Currency		
Trade Payable - USD 23.23 million @ ₹ 71.31 Per USD [Previous Year: USD 12.86 million @ ₹ 64.58 per USD]	16566.80	8303.69
Unhedged Foreign Currency:		
Trade Payable - USD 24.48 million @ ₹ 69.16 per USD [Previous Year: USD 10.54 million @ ₹ 65.18 per USD]	16928.81	6870.73
Trade Receivable - USD 1.01 million @ ₹ 69.29 per USD [Previous Year: USD 1.49 Million @ 65.18 Per USD]	701.38	971.78
Sensitivity Analysis:		
Foreign Currency Sensitivity on Unhedged Exposure:		
₹ 1/- increase in foreign exchange rates will have the following impact on profit before tax	234.65	90.50
Note: If the rate is decreased by 100 bps profit will increase by an equal amount.		
D. Liquidity Risk:		
Borrowings - Variable Interest Rate:		
After 1 Year But <= 5 Years	143214.25	156874.63
After 5 Years	88685.93	82257.57
Less than or Equal to 1 Year	37516.75	12016.82
	<u>269416.93</u>	<u>251149.02</u>
Borrowings - Fixed Interest Rate:		
After 1 Year But <= 5 Years	4615.38	9230.77
After 5 Years	0.00	0.00
Less than 1 Year	4615.38	4615.40
	<u>9230.76</u>	<u>13846.17</u>
Borrowings - Zero Interest Rate:		
After 5 Years	20321.41	23891.01
After 1 Year But <= 5 Years	7492.64	7492.69
Less than 1 Year	3569.57	3124.57
	<u>31383.62</u>	<u>34508.27</u>



(II) Disclosure of Fair Value Measurements:

The Fair Values of Financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair Value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short-term loans from banks and other financial instruments approximate their carrying amounts largely due to their short-term maturities of these instruments.

Financial Instruments by Category ₹ Lakhs

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2019					
Financial Assets:					
Other Investments (Other than Subsidiaries & Associates)	3.75	9290.33	0.00	9294.08	9294.08
Loans and Advances	107013.65	0.00	0.00	107013.65	107013.65
Trade Receivables	72896.60	0.00	0.00	72896.60	72896.60
Cash and Bank balances	673.20	0.00	0.00	673.20	673.20
Other Financial Assets	5323.89	0.00	0.00	5323.89	5323.89
Financial Liabilities:					
Borrowings	298048.87	0.00	0.00	298048.87	298048.87
Trade Payables	131632.63	0.00	0.00	131632.63	131632.63
Other Financial Liabilities	56698.01	0.00	0.00	56698.01	56698.01
As at 31-03-2018					
Financial Assets:					
Other Investments (Other than Subsidiaries & Associates)	3.60	7709.61	0.00	7713.21	7713.21
Loans and Advances	108554.08	0.00	0.00	108554.08	108554.08
Trade Receivables	62947.27	0.00	0.00	62947.27	62947.27
Cash and bank balances	836.74	0.00	0.00	836.74	836.74
Other Financial Assets	4941.95	0.00	0.00	4941.95	4941.95
Financial Liabilities:					
Borrowings	295229.93	0.00	0.00	295229.93	295229.93
Trade Payables	117591.85	0.00	0.00	117591.85	117591.85
Other Financial Liabilities	33494.14	0.00	0.00	33494.14	33494.14

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
- Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

₹ Lakhs

Particulars	Level 1	Level 2	Level 3
Financial Instruments at FVTPL			
Investments in Listed equity securities and Mutual Funds			
As at 31-03-2019	0.00	222.28	0.00
As at 31-03-2018	0.00	0.00	0.00

Particulars	Level 1	Level 2	Level 3
Investments in Unlisted equity securities			
As at 31-03-2019	0.00	9068.05	0.00
As at 31-03-2018	0.00	7709.61	0.00

Valuation techniques used to determine the fair value

The Significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instrument	Valuation Technique	Remarks
Investment in Listed Securities	Market Value	Closing Price as at 31 st March in Stock Exchange
Investment in Unlisted Securities	Market Approach	Based on information provided and considering the availability of information in the public domain.

40.18 A. Employee Benefits:

Leave of absence and encashment:

The Company has different leave plans including paid leave and encashment of leave for employees at different grades and provision has been made in accordance with Ind AS19 (Accounting Standard 15). The total amount of provision available for the unavailed leave balances as at 31st Mar 2019 is ₹ 6,052.21 Lakhs (as at 31st March 2018: ₹ 6,374.63 Lakhs). Liability has been created based on actuarial valuation done during the year, with the Discount rate of 7.41%. Actuarial Valuation differences included in Other Comprehensive Income Nil (as at 31st Mar 2018 - ₹ 96.86 Lakhs).

B. Defined Contribution Plan:

Particulars

Employer's Contribution to Provident Fund

March 2019

₹ Lakhs

1457.52

March 2018

₹ Lakhs

1497.74

C. Defined Benefit Plan:

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits, as per Ind AS 19, are as under:

(a) Contribution to Pension Funds:

The company offers pension plans for managerial grade employees and whole time Directors. While some of the employees are eligible for Defined Benefit Plan of Pension, others are eligible for Defined Contribution Plan of Pension. The Defined Benefit Plans of pension are managed by Life Insurance Corporation of India and the provision has been made on the basis of actuarial valuation.

(b) Gratuity:

The employees are eligible for Gratuity benefits as per the Payment of Gratuity Act, 1972. The Gratuity Scheme is governed by a Trust created for this purpose by the Company. The amount of Contribution to be made is arrived at based on an actuarial valuation done at the Balance Sheet date.



Particulars	As at March 31, 2019		As at March 31, 2018	
	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs
(i) Change in defined benefit obligation:				
Balance at the beginning of the year	6,387.49	7,522.85	6,321.12	7,271.16
Adjustment of:				
Current Service Cost	-	292.40	-	254.66
Past Service Cost	-	-	-	-
Interest Cost	423.69	457.69	442.48	446.19
Actuarial (gains) losses recognised in Other Comprehensive Income:				
- Change in Financial Assumptions	(400.67)	62.61	(699.78)	(154.71)
- Change in Demographic Assumptions	-	-	-	-
- Experience Changes	971.15	181.80	323.68	(334.70)
Benefits Paid	(1,476.63)	(1,118.32)	-	-
Balance at the end of the year	5905.04	7399.03	6387.49	7522.85
(ii) Change in fair Value of assets:				
Balance at the beginning of the year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Re-measurements due to:				
Actual Return on Plan Assets less interest on Plan Assets	-	-	-	-
Contribution by the employer	-	-	-	-
Benefits Paid	-	-	-	-
Balance at the end of the year	-	-	-	-
(iii) Net asset / (liability) recognised in the Balance Sheet:				
Present value of Defined Benefit Obligation	5905.04	7399.03	6387.49	7522.85
Fair Value of Plan Assets	-	-	-	-
Net asset / (liability) in the Balance sheet	(5,905.04)	(7,399.03)	(6,387.49)	(7,522.85)
(iv) Expenses recognised in the Statement of Profit and Loss:				
Current Service Cost	-	292.40	-	254.66
Past Service Cost	-	-	-	-
Interest Cost	423.69	457.69	442.48	446.19
Benefits paid	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Total expense	423.69	750.09	442.48	700.85
Less: Transferred to Pre-operative Expenses	-	-	-	-
Amount charged to the Statement of Profit and Loss	423.69	750.09	442.48	700.85

Particulars	As at March 31, 2019		As at March 31, 2018	
	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs
(v) Re-measurements recognised in other comprehensive Income (OCI):				
Changes in Financial Assumptions	(400.67)	62.61	(699.78)	(154.71)
Changes in Demographic Assumptions	-	-	-	-
Experience Adjustments	971.15	181.80	323.68	(334.70)
Actual return on Plan assets less interest on plan assets amount recognised in other comprehensive Income (OCI)	-	-	-	-
	570.48	244.41	(376.10)	(489.41)
(vi) Sensitivity analysis for significant assumptions:				
Increase / (decrease) in present value of defined benefits obligation at the end of the year				
0.5% increase in discount rate	5800.86	6427.12	6800.78	6438.54
0.5% decrease in discount rate	6013.91	6778.45	7087.28	6740.33
0.5% increase in salary escalation rate	5905.04	6780.07	6387.49	6745.29
0.5% decrease in salary escalation rate	5905.04	6422.77	6387.49	6432.75
0.5% increase in employee turnover rate	-	6617.55	-	-
0.5% decrease in employee turnover rate	-	6578.58	-	-
(vii) Actuarial assumptions:				
Discount Rate (p.a.)	7.50%	7.32%	7.50%	7.50%
Expected Return on Plan Assets (p.a.)	0.00	0.00	0.00	0.00
Turnover Rate	-	-	-	-
Mortality tables	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Salary Escalation Rate (p.a.)	1.00%	2.00%	2.00%	2.00%
Retirement age: For eligible employees	60 years	60 years	60 years	60 years
(viii) Weighted average duration of defined benefit obligation:				
Expected Total Benefit Payments	11.68	8.24	12.50	10.16
a Year 1	1413.22	544.45	1571.41	734.64
b Year 2	1101.29	1100.05	605.78	819.64
c Year 3	1002.68	1186.23	1258.16	980.42
d Year 4	597.53	1011.33	1045.02	736.76
e Year 5	223.12	791.60	542.15	671.30
f Next 5 Years	2069.17	2728.67	1828.07	2063.41

40.19 Previous years' figures have been regrouped wherever necessary.

As per our report of 25th May, 2019

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

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

N. SRINIVASAN
Vice Chairman &
Managing Director

RUPA GURUNATH
Wholetime Director

CHITRA SRINIVASAN
K. BALAKRISHNAN
S. BALASUBRAMANIAN ADITYAN
BASAVARAJU
LAKSHMI APARNA SREEKUMAR
V. RANGANATHAN
SANDHYA RAJAN
V. VENKATAKRISHNAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019

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INDEPENDENT AUDITORS' REPORT

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

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS Financial Statements of The India Cements Limited (hereinafter referred to as “the Company”) and its subsidiaries (the company and its subsidiaries together referred to as “the Group”), and its associates, which comprise the consolidated Balance sheet as at 31st March 2019, the consolidated statement of Profit and Loss (Including Other Comprehensive Income), the consolidated statement of Cash Flow Statements and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on standalone or consolidated financial statements, as applicable, of such subsidiaries and associates as were audited by the other auditors, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2019, and its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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

Emphasis of Matter

Without qualifying our report, we draw attention to

- (a) Note No.40.4 of the Consolidated Ind AS Financial Statements, regarding the order of attachment issued under Prevention of Money laundering Act through which certain assets of the company amounting to ₹ 120.34 Crores have been attached vide provisional attachment Order dated 25th February 2015 which the company is disputing before legal forums. The company has been legally advised that it has strong grounds to defend its position, pending the outcome of the proceedings the impact if any is not ascertainable at this stage.
- (b) Note No.40.2 (f) of the Consolidated Ind AS Financial Statements relating to the order of the Competition Commission of India (CCI), concerning alleged contravention of the provisions of Competition Act, 2002 and imposing a penalty of ₹ 187.48 Crores on the Company. On Company’s appeal, National Company Law Appellate Tribunal (NCLAT), in its Order passed on 25th July, 2018, has reportedly upheld the CCI’s Order. The company appealed against the order before Supreme Court and the Supreme Court vide its Order dated 05th October, 2018 admitted the Company’s appeal and directed that the interim order passed by the Tribunal in the matter, will continue. Pending the outcome, no adjustments have been made in the Consolidated Ind AS Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition:

Discounts, Incentives and Rebates etc.:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
<p>(i) Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales.</p> <p>(ii) The Company has its presence across different marketing regions within the country and operates in competitive business environment. The company recognises discounts, incentives and rebates at the time of sale. The assessment of discounts, incentives and rebate schemes recognised on sales made during the year is material and considered to be complex and dependent on various performance obligations and market conditions. There is a risk of revenue being affected as a result of variations in assessment of discounts, incentives and rebates recognised on sales.</p> <p>Given the complexity involved in the assessment of provisions required for discounts, incentives and rebates the same is considered as key audit matter.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates by comparing with applicable accounting standards. • Testing the effectiveness of the Company's controls over the calculation of discounts, incentives and rebates based on commitments made. • Obtaining management's assessment of its obligations towards discounts, incentives and rebates accruals under applicable schemes and compared the accruals made with the approved schemes on sample basis. • Examined on a sample basis, all the supporting documentation required for computing the company's obligation towards discounts, incentives and rebates recorded and disbursed during the year including credit notes issued after the year end date to determine whether these were recorded appropriately. • The management's assessment of discounts, incentives and rebates recorded for the current year have been compared with past practices of payments and reversal of such discounts and incentives and rebates to assess the adequacy of provisions made during the current year. • Examining the manual journals posted to discounts, rebates and incentives to identify unusual or irregular items.

2. Litigations and Contingencies

Reasons why the matter was determined to be a key audit matter	Auditor's Response
<p>The Company is subject to a large number of legal and tax related claims which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case in view of its operations spread across various regions within India.</p> <p>Taxation and litigation exposures have been identified as a key audit matter due to the, timescales involved for resolution and the potential financial impact arising out of these on the financial statements given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures. Further significant management judgement is involved in assessing the exposure of each case and eventual obligation on the company and thus there is a risk that such cases may not be adequately provided for or disclosed.</p> <p>These estimates could change substantially over time as new facts emerge and each legal case progress and subsequent judicial guidance emerges or statutory amendments if any with retrospective effects are enacted.</p> <p>(Refer note 40.2 & 40.4 to the Consolidated Ind AS financial statements).</p>	<p>Our audit procedures included the following: -</p> <ul style="list-style-type: none"> • Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls we have performed tests of such controls. • Obtained the summary of Company's legal and tax cases and critically assessed management's position through discussions with the Legal Counsel and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Inspected external legal opinions (where considered necessary) and other evidence to corroborate management's assessment of the risk profile in respect of pending legal claims and disputes. • Engaged with legal experts to technically appraise the legal positions taken by management with respect to local tax issues. • Assessed whether management assessment of similar cases is consistent across the divisions or that differences in positions are adequately justified. • Assessed the relevant disclosures made within the financial statements to address whether they appropriately reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.

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3. Allowance for Receivables:

Reasons why the matter was determined to be a key audit matter	Auditor's Response
<p>Trade receivables of the company comprise mainly receivables in relation to the company's receivables from its customers towards sale of cement and other cement related products and shipping and infrastructure development business. The operating environment in the cement industry and other businesses the company operates has the inherent risks of default on receivables from the company's customers. In particular, in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the aging profile, historical payment pattern and the past record of default of the customer. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgements and assumptions, including the credit risks of customers, the timing and amount of realisation of these receivables, are required for the identification of impairment events and the determination of the provision to be made towards the receivables.</p>	<p>We have performed the following procedures in relation to the recoverability of trade receivables:</p> <ul style="list-style-type: none"> • Tested the accuracy of aging of trade receivables at year end on a sample basis; • Obtained a list of outstanding receivables along confirmation of balances on a sample basis as per the auditing standards and identified any debtors with financial difficulty through discussion with management. • Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information if any and latest correspondence with customers and to consider if any additional provision should be made; and • Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.

Other Information

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the company's annual but does not include the Consolidated Ind AS financial statements and our auditors' report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Income, consolidated cash flows and consolidated changes in equity of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the Companies included in the Group and of its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and the estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

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In preparing the Consolidated Ind AS financial statements, the respective management and Board of Directors of the companies included in the Group and its Associates are responsible for assessing the ability of the Group and of its Associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company/Group and its associates or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its associates is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated Ind AS financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group as well as associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the other entities or business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) and (b) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors as noted in 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

We communicate with those charged with governance of the company and such other entities included in the consolidated Ind AS Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements of the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditors' 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.

Other Matters

- a) We did not audit the financial statements of fourteen subsidiaries, whose financial statements reflect total assets of ₹ 108189.96 Lakhs and net assets of ₹ 30492.43 Lakhs as at March 31, 2019, total revenues of ₹ 15656.04 Lakhs and net cash flows amounting to ₹ 1444.98 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. The Consolidated Ind AS financial statements also include the Group's share of net loss of ₹ 5144.22 Lakhs for the year ended 31st March 2019, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors. Our opinion is not modified in respect of this matter.
- b) In respect of the financial information pertaining to the associates considered in the consolidated financial statements for the year ended 31 March 2019 whose financial statements reflect the Group's share of loss aggregating to ₹ 71.85 Lakhs for the year then ended on 31 March 2019 are not audited by us. These financial statements of the aforesaid associates are unaudited and have been furnished to us by the management of the holding company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the aforesaid associates are based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management of the holding company, these financial results are not material to the Group. Our opinion is not modified in respect of this matter.
- c) Our opinion on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, based on our audit and on the consideration of reports of other auditors on separate Ind AS financial statements, and the other financial information of subsidiaries and associates as noted in the 'Other Matters' paragraph, we report to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated Ind AS Financial Statements.
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India are disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company, its subsidiary companies and associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.

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- g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on standalone or consolidated financial statements, as applicable, of the subsidiaries and associates, as noted in the 'Other Matters' paragraph:
- i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 40.2 & 40.4 to Consolidated Ind AS financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or its subsidiary companies and associate companies incorporated in India
- h) As required by the section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and associate companies incorporated in India which were not audited by us, the remuneration paid/provided by the company, its subsidiaries and associate companies to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

M. KRISHNA CHAITHANYA
Partner
Membership No.231282

Place : Chennai
Date : 25th May, 2019

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

CHELLA K. SRINIVASAN
Partner
Membership No.023305

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Annexure - A to the Independent Auditors' Report

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

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of The India Cements Limited (hereinafter referred to as “the Company”) and its subsidiaries, associates, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary and associate companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated Ind AS financial statements over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

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Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors as mentioned in the Other Matters paragraph, the Company and such companies incorporated in India which are its subsidiaries, have, in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated Ind AS financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. As regards the associate companies where consolidation is based on financial statements prepared by management we express our inability to comment on the adequacy and operating effectiveness of internal financial controls over financial reporting.

Other matter

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated Ind AS financial statements over financial reporting in so far as it relates to ten subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

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

M. KRISHNA CHAITHANYA
Partner
Membership No.231282

Place : Chennai
Date : 25th May, 2019

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

CHELLA K. SRINIVASAN
Partner
Membership No.023305

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2019

	Note No.	Figures as at the end of current reporting period 31 st March, 2019		Figures as at the end of previous reporting period 31 st March, 2018	
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
ASSETS					
1. Non-Current Assets :					
Property, Plant and Equipment	4		688589.28		701762.53
Capital Work in Progress	4		19573.68		17572.62
Investment Property			0.00		0.00
Goodwill	4		15267.04		10220.52
Other Intangible assets	4		3301.74		2664.44
Intangible Assets under development			0.00		0.00
Financial Assets :					
i. Investments	5	36889.15		35627.68	
ii. Trade Receivables		0.00		0.00	
iii. Loans	6	95714.24		95527.10	
iv. Other financial assets	7	5454.41	138057.80	5037.95	136192.73
Deferred Tax Assets			283.02		17.00
Other Non-Current Assets	8		31808.47		32027.06
Total Non-Current Assets			<u>896881.03</u>		<u>900456.90</u>
2. Current Assets :					
Inventories	9		84675.95		69465.31
Financial Assets :					
i. Investments	10	222.28		212.53	
ii. Trade Receivables	11	74554.58		64534.01	
iii. Cash and Cash Equivalents	12	4872.23		5354.33	
iv. Loans	13	4173.12		3799.80	
v. Other financial assets		0.00	83822.21	0.00	73900.67
Current Tax Assets (Net)	14		9944.78		13446.40
Other Current Assets	15		54701.73		37307.19
Total Current Assets			<u>233144.67</u>		<u>194119.57</u>
TOTAL ASSETS			<u>1130025.70</u>		<u>1094576.47</u>
EQUITY AND LIABILITIES					
1. Equity:					
(a) Equity Share Capital	16		30989.78		30815.27
(b) Other Equity	17		493608.13		496092.55
Non Controlling Interest			5407.98		3997.19
Total Equity			<u>530005.89</u>		<u>530905.01</u>
2. Liabilities:					
Non Current Liabilities :					
Financial Liabilities					
i. Borrowings	18	269143.11		287815.64	
ii. Trade Payables		0.00		0.00	
iii. Other financial liabilities		0.00	269143.11	0.00	287815.64
Provisions	19		14056.19		14280.16
Deferred tax liabilities (Net)	20		63084.23		65325.44
Other non-current liabilities	21		2906.51		3341.56
Total Non Current Liabilities			<u>349190.04</u>		<u>370762.80</u>
3. Current Liabilities :					
Financial Liabilities					
i. Borrowings	22	35629.94		15598.05	
ii. Trade Payables	23				
(a) Total Outstanding dues to Micro Enterprises & Small Enterprises		440.90		0.00	
(b) Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		134749.52		118648.20	
iii. Other financial liabilities	24	59490.44	230310.80	37382.28	171628.53
Provisions	25		17.94		17.94
Current tax liabilities (Net)	26		181.57		82.12
Other current liabilities	27		20319.46		21180.07
Total Current Liabilities			<u>250829.77</u>		<u>192908.66</u>
TOTAL EQUITY AND LIABILITIES			<u>1130025.70</u>		<u>1094576.47</u>

See accompanying Notes to the Financial Statements

As per our report of 25th May, 2019

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

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

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Vice Chairman &
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RUPA GURUNATH
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Membership No:231282

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Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

BASAVARAJU
LAKSHMI APARNA SREEKUMAR
V. RANGANATHAN
SANDHYA RAJAN
V. VENKATAKRISHNAN
Directors

Place : Chennai
Date : 25th May, 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

		Figures for the Current reporting period April 2018 - March 2019		Figures for the Previous reporting period April 2017 - March 2018	
INCOME:	Note No.	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
Revenue from Operations	28		577037.23		543226.84
Other Income	29		3923.26		2450.43
Total Revenue			580960.49		545677.27
EXPENSES:					
Cost of materials consumed	30		109930.76		94066.60
Purchases of stock-in-trade	31		38.30		1191.42
Changes in inventories of finished goods, work-in-progress	32		(2158.32)		2835.96
Employee benefits expense	33		36521.26		40623.15
Finance costs	34		35041.69		36475.73
Depreciation and Amortisation Expense	4		26474.48		27900.30
Other expenses					
Manufacturing and other Operating Expenses	35	185246.27		159027.11	
Administration and Other Charges	36	16509.76		15583.40	
Selling and Distribution Expenses	37	168264.10		158483.59	
Donations	38	116.29	370136.42	515.85	333609.95
Total Expenses			575984.59		536703.11
Profit / (Loss) before exceptional items and tax			4975.90		8974.16
Exceptional Items			0.00		0.00
Profit / (Loss) before tax			4975.90		8974.16
Tax expense					
Current Tax		3560.88		2442.78	
Less : MAT Credit Entitlement		1266.54		(1.75)	
Deferred Tax		(2377.52)	2449.90	(516.86)	1924.17
Profit / (Loss) for the year from Continuing Operations			2526.00		7049.99
Profit / (Loss) from discontinued Operations			0.00		0.00
Tax Expense of discontinued Operations			0.00		0.00
Profit / (Loss) from discontinued Operations after tax			0.00		0.00
Profit / (Loss) for the year			2526.00		7049.99
Proportionate Profit / (Loss) of Associate Companies					
Share of Profit of Associates			123.82		(109.97)
Minority Interest			(543.79)		(433.89)
Other Comprehensive Income					
Items that will not be classified into Profit or Loss		(817.94)		959.62	
Income tax relating to Items that will not be classified into Profit or Loss		284.75		(333.06)	
Items that will be classified into Profit or Loss		(512.40)		(199.10)	
Income tax relating to Items that will be classified into Profit or Loss		0.00		0.00	
Other Comprehensive Income for the year- Total			(1045.59)		427.46
Proportionate Profit / (Loss) of Associate Companies in Other comprehensive Income					
Share of Profit of Associates			(195.67)		138.05
Minority Interest			0.00		0.00
Total Comprehensive Income for the year			864.77		7071.64
(Comprising Profit / (Loss) and Other Comprehensive Income)					
Earnings per Share for continuing operations : (face value of ₹10/- per equity share):	40.12				
Basic (₹)			0.28		2.29
Diluted (₹)			0.28		2.29
Earnings per Share for discontinued operations : (face value of ₹10/- per equity share):					
Basic (₹)			0.00		0.00
Diluted (₹)			0.00		0.00
Earnings per Share for continuing & discontinued operations : (face value of ₹10/- per equity share):					
Basic (₹)			0.28		2.29
Diluted (₹)			0.28		2.29

See accompanying Notes to the Financial Statements

As per our report of 25th May, 2019

For K.S. RAO & CO., Chartered Accountants Firm Regn. No. 003109S	For S. VISWANATHAN LLP Chartered Accountants Firm Regn. No. 004770S / S200025	N. SRINIVASAN Vice Chairman & Managing Director	RUPA GURUNATH Wholetime Director	CHITRA SRINIVASAN K. BALAKRISHNAN S. BALASUBRAMANIAN ADITYAN BASAVARAJU LAKSHMI APARNA SREEKUMAR V. RANGANATHAN SANDHYA RAJAN V. VENKATAKRISHNAN Directors
M. KRISHNA CHAITHANYA Partner Membership No:231282	CHELLA K. SRINIVASAN Partner Membership No: 023305	R. SRINIVASAN Executive President (Finance & Accounts)	S. SRIDHARAN Company Secretary	

Place : Chennai
Date : 25th May, 2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

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

₹ Lakhs

Balance as at March 31, 2017	30815.27
Changes in Equity share Capital during the year	0.00
Balance as at March 31, 2018	30815.27
Changes in Equity share Capital during the year	174.51
Balance as at March 31, 2019	30989.78

B. OTHER EQUITY (Refer Note No.17)

₹ Lakhs

	Capital Reserve	Capital Redemption Reserve	Securities Premium	Debenture Redemption Reserve	Stock Options Outstanding Reserve	Instruments entirely Equity in nature (Compulsorily Convertible Debentures)	Deferred Income	Shipping Tonnage Tax Reserve	IndAS Transition Reserve	General Reserve	Surplus in Profit and Loss	Other Comprehensive Income	Total
BALANCE AS AT MARCH 31, 2017	16.17	3452.03	147670.92	48.00	0.00	0.00	2316.34	90.00	233309.18	30798.63	67991.87	981.89	486675.03
Add: Profit for the year											6644.18		6644.18
Add: Remeasurement of defined benefit Plans transferred to OCI												427.46	427.46
Add: Gain from translating the financial statements of a foreign operation													0.00
Add/-Less: Transfers to General Reserve										4087.03	-4087.03		0.00
Add/-Less: Transfers to Debenture Redemption Reserve				3461.54						-3461.54			0.00
Add/-Less: Additions / Transfers			0.01		2060.48	3794.70							5855.19
Less: Dividends											-3509.31		-3509.31
BALANCE AS AT MARCH 31, 2018	16.17	3452.03	147670.93	3509.54	2060.48	3794.70	2316.34	90.00	233309.18	31424.12	67039.71	1409.35	496092.55
Add: Profit for the year											1910.36	-512.40	1397.96
Add: Remeasurement of defined benefit Plans transferred to OCI												-533.19	3810.02
Add/-Less: Additions / Transfers		-315.44	2660.25		-2060.48				-900.27	-278.43			-894.37
Add/-Less: Transfers to Debenture Redemption Reserve				-1201.85						1201.85			0.00
Add/-Less: Transfers to General Reserve							-2316.34	-90.00		3141.36			-3608.19
Less: Dividends											-3189.84		-3189.84
Balance as at March 31, 2019	16.17	3136.59	150331.18	2307.69	0.00	3794.70	0.00	0.00	232408.91	35488.90	65760.23	363.76	493608.13

As per our report of 25th May, 2019

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

For S. VISWANATHAN LLP
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(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
A. Cash flow from operating activities :				
Net profit/(loss) before exceptional items & tax		4975.90		8974.16
Exceptional Items		<u>(1330.34)</u>		<u>760.52</u>
Net profit/(loss) before tax and exceptional items		3645.56		9734.68
Adjusted for :				
Depreciation	26474.48		27900.30	
Provision for Doubtful Debts & Advances	99.36		642.23	
Foreign Exchange	0.82		6.13	
Profit / (Loss) on sale of Investments	(1399.18)		(139.04)	
Profit / (Loss) on sale of Assets	1002.12		776.74	
Interest Expense	33730.48		35101.01	
Interest Income	(1611.39)		(1347.04)	
Dividend Income	0.00		0.00	
Perquisite value of Employees' Stock Options	0.00		0.00	
Deferred revenue expenditure / income	0.00	58296.69	0.00	62940.33
Operating profit before Working Capital changes		61942.25		72675.01
Trade and other receivables	(28252.97)		(7856.43)	
Inventories	(15210.64)		7897.54	
Trade payables	10590.43	(32873.18)	(11987.23)	(11946.12)
Cash generated from operations		<u>29069.07</u>		<u>60728.89</u>
Direct Taxes		<u>(1071.31)</u>		<u>(5123.56)</u>
Cash flow before exceptional items		27997.76		55605.33
Exceptional items		0.00		0.00
Net cash from operating activities	(A)	<u>27997.76</u>		<u>55605.33</u>
B. Cash flow from Investing activities :				
Purchase of Fixed Assets		(30437.57)		(20287.88)
Sale of Fixed Assets		8796.33		772.91
(Purchase) / Sale of Investments		56.11		(7817.26)
Interest received		1611.39		1347.04
Dividend received		0.00		0.00
Refund by / advances to Subsidiaries, Associates and others		<u>(255.16)</u>		<u>(4610.64)</u>
Net cash from Investing activities	(B)	<u>(20228.90)</u>		<u>(30595.83)</u>

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019 (Contd.)

	April 2018 to March 2019		April 2017 to March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
C. Cash flow from financing activities :				
Proceeds from issue of share capital		2932.96		0.00
Dividend paid		(3198.82)		(3513.77)
Proceeds from long-term borrowings		57558.45		98172.28
Repayment of borrowings		(31977.52)		(81923.18)
Interest paid (net)		(33566.03)		(36188.77)
Net cash from financing activities	(C)	(8250.96)		(23453.44)
Increase / (Decrease) in cash and cash equivalent	(A+B+C)	(482.10)		1556.06
Cash and cash equivalent at the beginning of the year		5354.33		3798.27
Cash and cash equivalent at the close of the year		4872.23		5354.33

As per our report of 25th May, 2019

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Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019

ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013 OF ENTERPRISES CONSOLIDATED AS SUBSIDIARIES / ASSOCIATES FOR THE YEAR 2018-19

Name of the Entity in the Group	Net Assets i.e., Total Assets minus Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹ in Lakhs)	As % of Consolidated Profit or Loss	Amount (₹ in Lakhs)	As % of Consolidated Other Comprehensive Income	Amount (₹ in Lakhs)	As % of Total Comprehensive Income	Amount (₹ in Lakhs)
The India Cements Limited	98.24	524337.94	35.83	9344.20	-44.01	-530.14	36.29	6416.06
Indian Subsidiaries								
1. Industrial Chemicals and Monomers Limited	2.68	14291.29	-0.12	-31.33	0.00	0	-0.18	-31.33
2. ICL Financial Services Limited	-0.11	-580.66	0.00	0.17	0.00	0	0	0.17
3. ICL Securities Limited	0.47	2505.31	0.28	74.23	0.00	0	0.42	74.23
4. ICL International Limited	-0.60	-3193.25	-0.28	-73.50	0.00	0	-0.42	-73.50
5. Coromandel Electric Company Limited	2.76	14753.40	1.21	316.72	0.00	0	1.79	316.72
6. India Cements Infrastructures Limited	-0.59	-3150.30	-4.14	-1079.37	0.00	0	-6.11	-1079.37
7. Coromandel Travels Limited	-1.97	-10501.24	-10.46	-2728.69	-0.25	-3.05	-15.45	-2731.74
8. NKJA Mining Private Limited	0.00	-6.25	-0.02	-6.41	0.00	0	-0.04	-6.41
9. Springway Mining Private Limited	-0.04	-196.87	-0.83	-215.83	0.00	0	-1.22	-215.83
Foreign Subsidiaries								
1. PT. Coromandel Minerals Resources, Indonesia	-0.42	-2250.73	-1.71	-447.13	-8.13	-97.96	-3.08	-545.09
2. Coromandel Minerals Pte. Limited, Singapore *	1.80	9599.91	-0.33	-86.32	-34.41	-414.44	-2.83	-500.76
Associates:								
1. Coromandel Sugars Limited			0.09	23.54	-16.24	-195.67		
2. India Cements Capital Limited			0.02	6.32				
3. PT.Mitra Setia Tanah Bambu			0.36	93.96				
Non-Controlling Interest in all Subsidiaries								
1. Coromandel Electric Company Limited	0.78	5463.68						
2. Springway Mining Private Limited	-0.02	-96.46						
3. Coromandel Travels Limited		-157.48						
4. Industrial Chemicals and Monomers Limited		198.23						

* Includes figures of subsidiaries namely Raasi Minerals Pte. Limited and PT Adcoal Energindo

As per our report of 25th May, 2019

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Company Secretary

Place : Chennai
Date : 25th May, 2019

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2019

1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

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

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

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

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

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

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

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

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

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

Exemptions availed as per Ind AS 101:

1) Past Business Combination:

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

2) Property Plant and Equipments:

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

3) Investments in Subsidiaries & Associates:

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

4) Sales Tax Deferrment Loan:

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

5) Fair Value of Financial Assets and Liabilities:

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

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

1 Use of estimates:

The preparation of financial statements in conformity with generally accepted Indian Accounting standards (Ind AS) principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions actual results could differ from these estimates.

2 Inventories:

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

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

3 Cash and Cash equivalents:

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

4 Property Plant and Equipments:

- (a) During transition from Indian GAAP to Ind AS on 1st April 2015, the fair value of Property Plant and Equipments (PPE) is considered as the deemed cost of acquisition.
- (b) Additions to Property, plant and equipment are stated at cost of acquisition or construction. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.
- (c) Property, Plant and Equipments (PPE) acquired on hire purchase or on Financial Lease are shown at their principal cost, excluding the interest cost included in these agreements which is charged to revenue over the life of the agreement.
- (d) Depreciation is recognised using straight line method so as to depreciate the carrying value less the residual values over the remaining useful life of the asset(s), other than freehold land and properties under construction, specified in Schedule II to the Companies Act, 2013 or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.
- (e) Capital work-in-progress includes cost of property, plant and equipment under installation/ under development as at the balance sheet date and are carried at cost comprising of direct cost, directly attributable cost and attributable interest.
- (f) Software development costs are capitalised and depreciated along with computers. Software, that are capitalised, are depreciated over 3 years under straight line method.
- (g) Material items such as Spare parts, Stand-by equipments and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 and depreciated.
- (h) Fair value of PPE is ascertained at regular intervals. However, PPE and intangible assets with definite lives, are reviewed for impairment at each Balance Sheet date, if events or changes in circumstances indicate that their carrying values may not be recoverable and impairment, if any, is charged to revenue.

5 Foreign Currency Transactions:

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

6 Borrowing Costs:

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

7 Mines Restoration Expenses:

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

8 Revenue Recognition:

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

(a) Revenue from Sale of Goods:

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

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

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

(b) Revenue from Freight Services (Charter of ship):

Revenue from ship hiring services which are on time charter is recognised on accrual basis.

(c) Revenue from sale of Power generated:

Income from Power generated from windmills and sale of surplus units generated from captive thermal power plants are recognised upon transmission of energy to the grids.

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

9 Research and Development:

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

10 Investments:

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

11 Employee benefits:

(a) Recognition and measurement of defined contribution plans:

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

(b) Recognition and measurement of Defined Benefit plans:

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

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

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

(c) Other Long Term Employee Benefits:

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

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

12 Tax Expense :

(a) **Current income tax** is measured and accounted based on the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 at the tax rates applicable for the year.

(b) Deferred Tax

Deferred tax is provided on all temporary differences at the reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax is measured and accounted based on the tax rates and tax laws enacted or substantively enacted at the Balance Sheet date.

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

13 Provisions, Contingent Liabilities & Contingent Assets:

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

(b) Contingent liability is disclosed in books for a present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation and a reliable estimate is not possible.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

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

14 Government Grants:

Government grants related to income under State Investment Promotion Scheme linked with VAT / GST payment are recognised in the Statement of Profit and Loss in the period in which there is reasonable assurance that money becomes receivable.

Sales Tax deferral liability to State Governments, which is at a below-market rate of interest, that existed at the transition date is continued to be stated at gross liability, as permitted under IndAS 101.

15 Leases:

As a Lessee:

Leases of property, plant and equipment where the Company as lessee has substantially all the risks and rewards of ownership are classified as finance leases. PPE acquired under finance leases are capitalised.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the group as lessee are classified as operating leases and are charged to the Statement of Profit and Loss on straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases

16 (a) Financial Assets:

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

- (i) amortised cost
- (ii) fair value through profit and loss (FVTPL)
- (iii) fair value through other comprehensive income (FVTOCI).

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

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

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

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

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

(b) Financial Liabilities:

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

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

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

CONSOLIDATED ACCOUNTS
NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

NON-CURRENT ASSETS
4 PROPERTY, PLANT AND EQUIPMENT

₹ Lakhs

Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	Balance as at April 01, 2017	Addition 2017-18	Deletion 2017-18	Gross Block as on 31.03.2018	Balance as at April 01, 2017	Depreciation 2017-18	Depreciation on Deduction 2017-18	Cumulative depreciation as at 31.03.2018	Net Block as on March 31, 2018	Net Block as on March 31, 2019
Tangible Assets:										
Land	381614.94	547.30	1034.05	381328.19	0.00	0.00	0.00	0.00	381328.19	384668.01
Lease Hold Land	2053.80	0.00	0.00	2053.80	97.45	49.61	0.00	147.06	1906.74	2165.37
Buildings	52808.44	1808.94	0.00	54617.38	8907.42	3986.87	0.00	12894.29	41723.09	42101.86
Railway Siding	6726.88	14.83	0.00	6741.81	1288.99	641.36	0.00	1930.35	4811.46	4169.99
Plant and Machinery including Electrical installations ¹	325989.42	4163.62	460.91	329592.13	41590.25	20454.49	64.48	61980.26	267611.87	250924.89
Wind Electric Generators	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Ships	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Furniture and Fixtures	1065.44	91.19	37.38	1119.25	421.88	176.98	16.22	582.64	536.61	1238.57
Office Equipments and Computers	2787.17	1233.94	33.79	3987.32	1051.60	787.10	11.61	1827.09	2160.23	1937.74
Vehicles	2085.34	593.41	153.31	2525.44	582.11	336.47	77.48	841.10	1684.34	1382.85
Total Tangible Assets	775231.43	8453.33	1719.44	781965.32	53939.70	26432.88	169.79	80202.79	701782.53	688589.28
Intangible Assets:										
Computer software	5330.39	1727.44	0.00	7057.83	2925.97	1467.42	0.00	4393.39	2664.44	3301.74
Total Intangible Assets	5330.39	1727.44	0.00	7057.83	2925.97	1467.42	0.00	4393.39	2664.44	3301.74
Good Will	2289.91	7930.61	0.00	10220.52	0.00	0.00	0.00	0.00	10220.52	15267.04
Capital Work in Progress-Tangible	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17572.62	19573.68
Capital Work in Progress-Intangible	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	782851.73	18111.38	1719.44	799243.67	56865.67	27900.30	169.79	84598.18	732220.11	726731.74

¹ Includes ₹ 1479.07 Lakhs of equipments on 'right to use basis', which is depreciated over the useful life of asset [Previous Year ₹ 1540.63 Lakhs]
Buildings include purchase of flats and leasehold lands for which this document of title are yet to be executed in favour of the Company ₹ 4.88 Lakhs [Previous year ₹ 5.09 Lakhs]
Total Amount of Borrowing Cost capitalised during the year in accordance with Ind AS 23 is ₹ 531.80 Lakhs [Previous Year ₹ Nil]

Asset Category	2018-19
BUILDINGS	36.62
PLANT & MACHINERY	168.03
CIWP	327.15
Grand Total	531.80

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	No of Shares/ Debentures	Face Value ₹	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
5 NON-CURRENT INVESTMENTS				
OTHER INVESTMENTS				
A. Fully paid Equity Shares of Companies (Quoted):				
Associates				
India Cements Capital Limited	10400000	10	2544.99	2545.76
Other than Associates				
The India Cements Limited (Held in Trust on behalf of subsidiaries)	19954024	10	16730.84	16730.84
Servalakshmi Paper Limited	1693783	10	491.20	491.20
Karur KCP Packagings Limited (Fair value thro'P&L)	996500	10	0.00	0.00
			19767.03	19767.80
B. Shares of Companies - (Unquoted):				
(i) Associates:				
Fully paid Equity Shares:				
Coromandel Sugars Limited	7000100	10	994.80	1149.63
Unique Receivable Management Private Limited	224600	10	2.46	2.46
PT Mitra Setiah Tanah Bumbu	2695		130.32	0.00
Debentures:				
Zero% Unsecured Convertible Debentures of Coromandel Sugars Limited (Refer Note No.40.4d)	3550000	100	3550.00	3550.00
			4677.58	4702.09
(ii) Other than Subsidiaries / Associates (Unquoted) at Fair values through P&L (FVTPL):				
Andhra Pradesh Gas Power Corporation Limited	5896000	10	9068.06	7709.61
ICL Shipping Limited	5000	10	0.50	0.50
Coromandel Packaging Private Limited	460000	10	46.00	46.00
Senka Carbon Private Limited	6450	100	39.38	39.38
TCP Limited	729752	10	556.01	556.01
Sun Paper Mill Limited	325200	10	32.52	32.52
Jagati Publications Private Limited	1111110	10	0.00	0.00
Carmel Asia Holdings Private Limited	190839	10	0.00	0.00
Other than Associates - Total			9742.47	8384.02
C. Government & Trustee Securities (Unquoted):				
National Savings Certificates			1.45	1.30
Indira Vikas Patra Certificates			0.02	0.02
			1.47	1.32
D. Other Investments Fully paid shares of Co-operative Societies Longterm (Unquoted):				
The India Cements Employees Co-operative Stores Limited, Sankarnagar	2500	50	1.25	1.25
The India Cements Employees Co-operative Stores Limited, Sankari	5000	10	0.50	0.50
The India Cements Mines Employees Co-operative Stores Limited, Sankari	5300	10	0.53	0.53
			2.28	2.28
			34190.83	32857.51
Adjustment as per IND AS 28				
1. Increase/ (Decrease) in Value Post Investment				
Coromandel Sugars Limited			3670.51	3842.64
India Cements Capital Limited			(1298.38)	(1304.70)
PT. Mitra Setiah Tanah Bumbu			93.96	0.00
Raasi Cement Limited			0.00	0.00
			2466.09	2537.94
2. Goodwill arising on Investment				
India Cements Capital Limited			234.69	234.69
Unique Receivable Management Private Limited			(2.46)	(2.46)
			232.23	232.23
			36889.15	35627.68
Aggregate value of:				
Quoted Investments			19767.03	19767.80
Unquoted Investments			17122.12	15859.88

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
FINANCIAL ASSETS			11 TRADE RECEIVABLES		
6 LOANS			Trade Receivables - Considered good - Secured	0.00	0.00
Loans and Advances to Related Parties	17932.92	13353.10	Trade Receivables - Considered good - Unsecured	74554.58	64534.01
Loans and Advances to Body Corporate	76816.99	81141.65	Add: Trade Receivables-Credit Impaired	3153.09	2575.23
Housing Loan and other Loans to Employees	964.33	1032.35	Trade Receivables -Which have significant increase in Credit Risk	0.00	0.00
	<u>95714.24</u>	<u>95527.10</u>	Sub Total	<u>77707.67</u>	<u>67109.24</u>
7 OTHER FINANCIAL ASSETS			Less: Provision For Doubtful Receivables	(3153.09)	(2575.23)
Deposits	5391.35	5037.95	Total - Sundry Debtors, considered good	<u>74554.58</u>	<u>64534.01</u>
Other Financial assets	63.06	0.00	[Net of Security Deposit ₹ 40219.52 Lakhs (As at 31 st March 2018 ₹42604.73 Lakhs)]		
	<u>5454.41</u>	<u>5037.95</u>	12 CASH AND CASH EQUIVALENTS		
8 OTHER NON CURRENT ASSETS			Cash on Hand	119.95	163.96
Unsecured and Considered good :	0.07	0.07	Cash at Banks	4043.26	5152.09
Capital Advances	31808.40	32026.99	Fixed Deposit with Scheduled banks	336.58	9.14
	<u>31808.47</u>	<u>32027.06</u>	Earmarked Bank Balances	372.44	29.14
CURRENT ASSETS			Total Cash and Cash Equivalents	<u>4872.23</u>	<u>5354.33</u>
9 INVENTORIES			13 SHORT TERM LOANS		
Stores / Spares	20010.38	18054.45	Other Advances - Financial Asset - Considered good - Unsecured	4173.12	3799.80
Fuel including coal	35520.53	25177.95	14 CURRENT TAX ASSETS		
Packing Materials	1993.51	1779.78	Advance payment of tax (Net of provision)	9944.78	13446.40
Raw Materials	9253.15	8918.62	15 OTHER CURRENT ASSETS		
Work-in-Process	1977.51	1128.12	Advance for goods	6310.88	6927.56
Semi-finished Goods	10057.32	9686.73	Prepaid Expenses	1659.75	1403.23
Finished Goods	3271.19	2291.65	Other Advances	46731.10	28976.40
Construction and Infrastructure - in-Progress	2556.05	2391.69		<u>54701.73</u>	<u>37307.19</u>
Stock-in-Trade	36.31	36.32			
	<u>84675.95</u>	<u>69465.31</u>			
10 CURRENT INVESTMENTS					
Investments in Mutual Fund	222.28	212.53			

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

16. SHARE CAPITAL

	No. of Shares	Par value per share (₹)	March 2019 ₹ lakhs	No. of Shares	Par value per share (₹)	March 2018 ₹ lakhs
AUTHORISED :						
Equity Shares	529808600	10	52980.86	529808600	10	52980.86
Redeemable Cumulative Preference Shares	7500000	100	7500.00	7500000	100	7500.00
Redeemable Non-Cumulative Preference Shares	81500000	100	81500.00	81500000	100	81500.00
			<u>141980.86</u>			<u>141980.86</u>
ISSUED :						
Equity Shares	309897267	10	30989.73	308152267	10	30815.23
			<u>30989.73</u>			<u>30815.23</u>
SUBSCRIBED AND PAID UP :						
Equity Shares fully paid up						
Opening balance	308150984	10	30815.18	307177340	10	30717.73
Add: Partly paid up shares, subscribed fully during the year	52	10	0.01	100	10	0.01
Add: Subscribed / allotted during the year	1745000	10	174.50	973544	10	97.44
Total issued, subscribed and fully paid up	<u>309896036</u>		<u>30989.69</u>	<u>308150984</u>		<u>30815.18</u>
Equity Shares - subscribed, but not fully paid (other than Directors)						
Opening balance	1217	10	0.09	1317	10	0.10
Less: Partly paid up shares, subscribed fully during the year	52	10	0.00	100	10	0.01
Total -Equity Shares subscribed, but not fully paid	<u>1165</u>		<u>0.09</u>	<u>1217</u>		<u>0.09</u>
Sub total	<u>309897201</u>		<u>30989.78</u>	<u>308152201</u>		<u>30815.27</u>
Total			<u>30989.78</u>			<u>30815.27</u>

List of shareholders holding more than 5% of the equity share capital
(Par value per share is ₹10/-)

Shareholder's name	No. of shares held	% held	March 2019 Total face value ₹ Lakhs	No. of shares held	% held	March 2018 Total face value ₹ Lakhs
EWS Finance & Investments Private Limited	27643432	8.92	2764.34	27643432	8.97	2764.34
Reliance Capital Trustee Co Ltd. A/C Reliance Focused Equity Fund; Reliancesmall Cap Fund; Reliance Equity Hybrid Fund; Reliance Growth Fund; Reliance Power & Infra Fund; Reliance Arbitrage Fund; Reliance Equity Savings Fund; Reliance Capital Builder Fund 4 Sr A; Reliance Capital Builder Fund 4 Sr C; Reliance Capital Builder Fund 2 Sr B; Reliance Capital Builder Fund 4 Sr D.	27006563	8.71	2700.66	18030320	5.85	1803.03
Prince Holdings (Madras) Private Limited	25500000	8.23	2550.00	25500000	8.28	2550.00
Mrs. Vidya Subramanian *	19954024	6.44	1995.40	19954024	6.48	1995.40
Sri Saradha Logistics Private Limited (Formerly Trishul Investments Pvt. Ltd.)	18101843	5.84	1810.18	18101843	5.87	1810.18
Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Fund; Aditya Birla Sun Life Small Cap Fund; Aditya Birla Sun Life Arbitrage Fund; Aditya Birla Sun Life Pure Value Fund; Aditya Birla Sun Life Balanced Advantage Fund; India Excel (Offshore) Fund; Aditya Birla Sun Life Infrastructure Fund; Aditya Birla Sun Life Manufacturing Equity Fund; India Advantage (Offshore) Fund; Aditya Birla Sun Life Equity Savings Fund; Aditya Birla Sun Life Emerging Leaders Fund-Series 4	18023780	5.82	1802.38	17283760	5.61	1728.38
ELM Park Fund Limited	15861746	5.12	1586.17	15861746	5.15	1586.17

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

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

Terms / Rights / restrictions attached to shares

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

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

During the previous year 2017-18, the Company had declared and distributed a dividend of ₹ 0.80 per share.

The Board of Directors has recommended a dividend of ₹ 0.80 per share, for the year 2018-19, which is subject to the approval of the shareholders.

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

Shares reserved for issue under Employees stock option scheme, 2016:

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

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

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
17 OTHER EQUITY			Shipping Tonnage Tax Reserve	90.00	90.00
Capital Reserve	16.17	16.17	Less: Transfer / Withdrawals	90.00	0.00
Capital Redemption Reserve			Closing Balance	0.00	90.00
Opening balance	3452.03	3452.03	Instruments entirely Equity in nature (Compulsorily Convertible Debentures)		
Add: Additions during the year	0.00	0.00	Opening Balance	3794.70	0.00
Less: Transfer during the period	315.44	0.00	Transfer / withdrawals	0.00	3794.70
Closing Balance	3136.59	3452.03	Closing balance	3794.70	3794.70
Securities Premium			Ind AS Transition Reserve	232408.91	233309.18
Opening balance	147670.93	147670.92	Surplus in Profit & Loss Account		
Add: Additions during the year	2660.25	0.00	Opening balance	68449.06	68973.76
Add: Calls in arrears received	0.00	0.01	Add: Total Comprehensive Income / (Loss) for the year	864.77	7071.64
Less: Premium on redemption of Bonds	0.00	0.00	Sub Total	69313.83	76045.40
Closing balance	150331.18	147670.93	Appropriations		
Stock Options Outstanding Reserve			Proposed Dividend on Equity capital	2315.59	2881.99
Opening balance	2060.48	0.00	Dividend Distribution tax	508.79	627.32
Add: Additions during the year	0.00	2060.48	Deemed Dividend	303.15	0.00
Less: Transfer to share premium	1962.27	0.00	Dividend Distribution tax on Deemed Dividend	62.31	0.00
Less: Transfer to general reserve	98.21	0.00	Capital Profit on acquisition of Subsidiary	0.00	0.00
Closing Balance	0.00	2060.48	Transfer to General Reserve	0.00	4087.03
Debenture Redemption Reserve			Transfer to/(from) Debenture Redemption Reserve	0.00	0.00
Opening balance	3509.54	48.00	Transfer to Capital Redemption Reserve	0.00	0.00
Add: Additions during the year	0.00	3461.54	Sub total	3189.84	7596.34
Less: Transfer to General Reserve	1201.85	0.00	Closing balance	66123.99	68449.06
Closing balance	2307.69	3509.54	Total - Other Equity	493608.13	496092.55
General Reserve			Other Comprehensive Income (Remeasurement of Defined Benefit Plans)		
Opening balance	31424.12	30798.63	Opening Balance	1409.35	981.89
Add : Additions during the year	4343.21	4087.03	Additions	(1045.59)	427.46
Withdrawals	278.43	3461.54	Closing Balance	363.76	1409.35
Closing balance	35488.90	31424.12			
Deferred Income					
Opening balance	2316.34	2316.34			
Less: Transfer / withdrawals	2316.34	0.00			
Closing balance	0.00	2316.34			

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
NON-CURRENT LIABILITIES					
18 LONG-TERM BORROWINGS					
1. Secured (Refer Note No.39):					
a. Term Loans from Banks	222741.92	233048.45			
b. Debentures	4615.38	9230.77			
c. Others	12818.55	14152.72			
2. Unsecured Loans:					
a. From Banks	0.00	0.00			
b. From Holding Company	0.00	0.00			
c. Others	27814.14	31383.70			
3. Preference Share Capital	1153.12	0.00			
	<u>269143.11</u>	<u>287815.64</u>			
19 LONG-TERM PROVISIONS					
Provision for Mines Refilling & Others	8003.98	7997.60			
Provision for Unavailed leave	6052.21	6282.56			
	<u>14056.19</u>	<u>14280.16</u>			
20 DEFERRED TAX LIABILITY (NET)					
Deferred Tax Liability arising on account of timing differences on depreciation and others	69019.75	71650.60			
Less: Deferred Tax Assets	5935.52	6325.16			
	<u>63084.23</u>	<u>65325.44</u>			
21 OTHER LONG-TERM LIABILITIES					
Deposits	2902.31	2841.10			
Others	4.20	500.46			
	<u>2906.51</u>	<u>3341.56</u>			
CURRENT LIABILITIES					
22 SHORT-TERM BORROWINGS					
a. Cash Credit facilities from Banks	27134.37	10598.05			
b. Unsecured loans from Banks	8495.57	5000.00			
	<u>35629.94</u>	<u>15598.05</u>			
23 TRADE PAYABLES					
[A] Total Outstanding dues to Micro Enterprises & Small Enterprises	440.90	0.00			
(i) Creditors for Goods	0.00	0.00			
	<u>440.90</u>	<u>0.00</u>			
			[B] Total Outstanding dues of creditors other than Micro Enterprises & Small Enterprises		
			(i) Creditors for Goods	46351.76	39134.40
			(ii) Acceptances	35250.21	29955.34
			(iii) Other Trade Payables	42238.98	38889.03
			(iv) Trade deposits from Customers	10908.57	10669.43
				<u>134749.52</u>	<u>118648.20</u>
			Total (A) + (B)	<u>135190.42</u>	<u>118648.20</u>
			24 OTHER FINANCIAL LIABILITIES		
			(i) Current Maturities - Secured Loans - Banks	34756.77	12160.67
			(ii) Current Maturities - Secured Loans - Others	1834.17	1039.44
			(iii) Current Maturities - Unsecured Loans - Others	3928.87	3124.57
			(iv) Interest accrued but not due on borrowings	1147.79	982.50
			(v) Creditors Capital goods	1420.37	1291.97
			(vi) Other Liabilities	16323.69	18693.80
			(vii) Unpaid dividends	70.88	79.86
			(viii) Unpaid matured deposits and Interest accrued thereon	7.90	9.47
				<u>59490.44</u>	<u>37382.28</u>
			25 SHORT TERM PROVISIONS		
			Proposed Dividend	17.94	17.94
			26 CURRENT TAX LIABILITIES		
			Provision for Income Tax	181.57	82.12
			27 OTHER CURRENT LIABILITIES		
			Customer Credit Balances	8166.16	11221.23
			Other Current Liabilities - Others	12153.30	9958.84
				<u>20319.46</u>	<u>21180.07</u>

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	April 2018 - March 2019		April 2017 - March 2018			April 2018 - March 2019		April 2017 - March 2018	
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs
28 REVENUE FROM OPERATIONS									
Sales (Effective from July 01, 2017, Sales are recorded net of GST whereas earlier sales were recorded gross of excise duty which formed part of expenses)		543902.06		521145.47	Closing Stock :				
Government Incentive on Sales Tax/ GST		2166.35		473.37	Work-in-Process	1977.51		1128.12	
Other Operating Revenues:					Semi-finished Goods	10057.32		9686.73	
Freight Earnings from Ships	2891.13		1733.71		Finished Goods	3287.01		2307.85	
Income from Gas Power Plant	9863.76		4732.99		Stock-in-Trade	36.31		36.32	
Value of Power Generated from Wind Farms	1584.82		1688.81		Construction & Infrastructure - Projects-in-Progress	1023.67		1064.48	
Income from Thermal Power Plant	76.06		148.26				16381.82		14223.50
Income from RMC	12043.44		9286.17		Total (Increase)/Decrease in stock		(2158.32)		2835.96
Income from Construction and Infrastructure Projects	90.34		1028.68						
Income from Real estate projects	842.32		1498.03		33 EMPLOYEE BENEFITS EXPENSE				
Aviation Service Receipts	63.95		0.00		(a) Employees other than Directors:				
Trade Sales	3513.00		1491.35		Salaries, Wages and Bonus	28382.30		28953.91	
Revenue from Operations		577037.23		543226.84	Contribution to Provident Fund	1319.89		1350.01	
					Gratuity	668.29		1340.21	
					Superannuation	689.13		2366.10	
					Employees' Provident Fund				
					Administration Charges	61.00		75.10	
					Employees' State Insurance Scheme	75.28		72.77	
					Workmen and Staff Welfare Expenses*	4130.94		6237.85	
					Unavailed leave / leave encashment	528.00		(993.01)	
					Subtotal	35854.83		39402.94	
29 OTHER INCOME									
Dividend Income	0.00		0.00		*2017-18 Figures Include ₹2060.48 Lakhs of Fringe Benefit arising on account of Employee Stock Option Scheme. Refer Note 16 under the heading Terms / Rights / Restrictions attached to Shares				
Interest Income	1611.39		1347.04		(b) Directors:				
Gain on Sale of Investments	1399.18		375.20		Director's Remuneration				
		3010.57		1722.24	Managing Director*:				
Other Non Operating Income					Salary	200.00		450.00	
Rent Recovery	29.51		31.40		HRA	60.00		135.00	
Profit on Sale of Assets	327.17		37.80		Contribution to Provident Fund	72.00		72.00	
Foreign Exchange translation difference	0.82		6.13		Contribution to Gratuity and Superannuation funds	38.33		115.00	
Miscellaneous Income	555.19		652.86		Commission	0.00		0.00	
Total Other Income	3923.26		2450.43		Others	6.00	376.33	8.11	780.11
					* Managerial Remuneration to VC & MD has been restricted to limits permitted under Companies Act, 2013				
30 COST OF MATERIALS CONSUMED					Whole Time Director:				
Raw Material Consumed					Salary	180.00		180.00	
Opening Stock		8902.41		8965.95	HRA	54.00		54.00	
Add: Purchases	78119.56		70755.11		Contribution to Provident Fund	21.60		21.60	
Own Quarrying (Net) (Refer Note No. 40.5)	32146.11	110265.67	23247.95	94003.06	Contribution to Gratuity and Superannuation funds	34.50		34.50	
Less: Closing Stock		9237.32		8902.41	Commission	0.00		150.00	
Total Raw Materials Consumed		109930.76		94066.60	Others	0.00	290.10	0.00	440.10
					Director's Remuneration-Total	666.43		1220.21	
31 PURCHASES OF STOCK IN TRADE					Total Employee benefits expense (a+b)	36521.26		40623.15	
Trade Purchases		38.30		1191.42					
32 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS									
Opening Stock :									
Work-in-Process	1128.12		902.73						
Semi-finished Goods	9686.73		10733.41						
Finished Goods	2307.85		3900.05						
Stock-in-Trade	36.32		38.62						
Construction & Infrastructure - Projects-in-Progress	1064.48		1484.65						
		14223.50		17059.46					

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	April 2018 - March 2019		April 2017 - March 2018		April 2018 - March 2019		April 2017 - March 2018		
	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	
34 FINANCE COSTS									
Interest expense		28792.74		27615.93	Loss on sale of assets	1329.29		814.54	
Other borrowing costs		4937.74		7485.08	Loss on Sale of Investments	0.00		236.16	
Loss on Foreign currency transactions and translations		1311.21		1374.72	Diminution in Value of Investments (FVTPL)	0.00		79.15	
		<u>35041.69</u>		<u>36475.73</u>	Provision for Doubtful Advances	99.36		642.23	
						<u>16509.76</u>		<u>15583.40</u>	
35 MANUFACTURING AND OTHER OPERATING EXPENSES					37. SELLING AND DISTRIBUTION EXPENSES				
Stores Consumed		5646.17		5346.62	Packing Charges	24428.99		21255.90	
Power and Fuel		168824.08		122597.41	Entry Tax	0.00		131.54	
Repairs & Maintenance:					Freight outwards	118536.79		108909.47	
1. Building	38.59		41.02		Handling	8909.73		10337.13	
2. Machinery	6972.45		10019.93		Advertisement	2066.11		4667.20	
3. Others	2513.07	9524.11	2156.74	12217.69	Others	14322.48		13182.35	
Agency and Port Expenses		37.52		30.17		<u>168264.10</u>		<u>158483.59</u>	
Construction Costs		524.52		1588.02	38. DONATIONS				
Aircraft Operating Expenses		689.85		729.16	The India Cements Educational Society	0.00		400.00	
Excise Duty		0.02		16518.04	Others	116.29		115.85	
		<u>185246.27</u>		<u>159027.11</u>		<u>116.29</u>		<u>515.85</u>	
36 ADMINISTRATION AND OTHER CHARGES					Corporate Social Responsibility (CSR) Expenditure:				
Insurance and P&I Charges		644.05		626.73	CSR Expenditure included in Donation				
Rent		73.59		141.13	Donation - Including Contribution to The India Cements Education Society / Trust	50.50		198.50	
Rates and Taxes		1294.64		1159.92	CSR expenditure included in administration and other charges	399.31		553.61	
Printing and Stationery		248.56		192.71	Total CSR expenditure incurred	<u>449.81</u>		<u>752.11</u>	
Postage, Telephones and Telegrams		390.10		374.20	CSR Expenses Required to be spent as per Section 135 of Companies Act, 2013				
Other Administration Expenses		11813.70		10729.46	Spent towards Construction of Asset	393.34		350.05	
Legal Fees		454.61		469.45	Others	127.32		111.09	
Directors' Sitting Fees		30.25		12.32		<u>377.67</u>		<u>672.45</u>	
Audit Expenses									
Audit Fees	66.21		67.18						
Cost Audit Fees	20.80		17.00						
Certifications/Others	17.21		6.25						
Tax Audit/Other Services	10.12		0.12						
Travel/out of pocket expenses	17.27	131.61	14.85	105.40					
39 SECURITY FOR SECURED BORROWINGS									
Break up of Borrowings									
		Non Current Maturities		Current Maturities		Total		Last due date	Principal payment Frequency
		March 2019	March 2018	March 2019	March 2018	March 2019	March 2018		
		₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs	₹ Lakhs		
(a) Debentures (Secured) :									
1	HDFC BANK - 1500 Nos, Rated, Unlisted, Secured 10% Redeemable Non-Convertible Debentures of Face Value of INR 10,00,000	4615.38	9230.77	4615.38	4615.40	9230.76	13846.17	26/02/2021	Quarterly
	Debentures Total	<u>4615.38</u>	<u>9230.77</u>	<u>4615.38</u>	<u>4615.40</u>	<u>9230.76</u>	<u>13846.17</u>		

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

SECURITY FOR SECURED BORROWINGS (Contd.)

Break up of Borrowings	Non Current Maturities		Current Maturities		Total		Last due date	Principal payment Frequency
	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		
(b) Term Loans (Secured) :								
From Banks:								
1 IDBI Bank Limited	0.00	8333.34	8333.34	0.00	8333.34	8333.34	01/09/2019	Monthly
2 ICICI Bank Limited	0.00	9475.00	0.00	0.00	0.00	9475.00	Paid	
3 IDBI Bank Limited	28275.00	29103.00	828.00	600.00	29103.00	29703.00	01/10/2028	Quarterly
4 ICICI Bank Limited	14137.45	14550.02	309.28	300.00	14446.73	14850.02	01/10/2028	Quarterly
5 State Bank of India	18578.25	19263.74	526.00	316.66	19104.25	19580.40	01/07/2028	Quarterly
6 Andhra Bank	18582.30	19264.00	526.00	320.35	19108.30	19584.35	01/07/2028	Quarterly
7 Central Bank of India	18599.69	19264.00	526.00	337.86	19125.69	19601.86	01/07/2028	Quarterly
8 ICICI Bank Limited	8076.87	8076.87	0.00	0.00	8076.87	8076.87	30/09/2023	Quarterly
9 Yes Bank Limited	12000.00	18000.00	6000.00	2000.00	18000.00	20000.00	02/02/2022	Quarterly
10 Kotak Mahindra Bank Limited	954.00	2382.00	1428.00	1428.00	2382.00	3810.00	02/12/2020	Quarterly
11 HDFC Bank Limited	0.00	0.00	5500.00	0.00	5500.00	0.00	29/05/2019	Quarterly
12 HDFC Bank Limited	0.00	109.89	109.92	109.92	109.92	219.81	30/03/2020	Monthly
13 Axis Bank Limited	17500.00	20000.00	2500.00	0.00	20000.00	20000.00	31/08/2023	Quarterly
14 Yes Bank Limited	19400.00	19800.00	400.00	200.00	19800.00	20000.00	28/09/2027	Quarterly
15 HDFC Bank Limited	8625.00	9500.00	875.00	400.00	9500.00	9900.00	06/11/2023	Quarterly
16 Kotak Mahindra Bank Limited	9821.13	10713.96	892.83	0.00	10713.96	10713.96	04/12/2022	Monthly
17 ICICI Bank Limited	21725.00	23750.00	0.00	1250.00	21725.00	25000.00	30/11/2022	Quarterly
18 ICICI Bank Limited	16910.00	0.00	2090.00	0.00	19000.00	0.00	30/06/2022	Quarterly
19 ICICI Bank Limited	11385.00	0.00	115.00	0.00	11500.00	0.00	31/03/2026	Quarterly
20 ICICI Bank Limited	0.00	3450.00	0.00	900.00	0.00	4350.00	Paid	
Less : Prorata Processing Fee	-1827.77	-1987.37	-817.98	-617.52	-2645.75	-2604.88		
Total Secured Loans from Banks	222741.92	233048.45	30141.39	7545.27	252883.31	240593.72		
From Others:								
21 L&T Financial Services Limited	9200.00	9600.00	400.00	400.00	9600.00	10000.00	31/01/2024	Quarterly
22 Housing Development Finance Corporation Limited	3697.00	4665.00	1468.00	668.00	5165.00	5333.00	31/03/2024	Quarterly
Less : Prorata Processing Fee	-78.45	-112.28	-33.83	-28.56	-112.28	-140.84		
Total Secured Loans from Others	12818.55	14152.72	1834.17	1039.44	14652.72	15192.16		
Total Secured Long-Term borrowings	240175.85	256431.94	36590.94	13200.11	276766.79	269632.05		
UNSECURED:								
From Banks:								
1 HDFC Bank Limited	0.00	0.00	7000.00	5000.00	7000.00	5000.00	13/06/2019	Quarterly
2 HDFC Bank Limited	0.00	0.00	1500.00	0.00	1500.00	0.00	06/07/2019	Monthly
Less : Prorata Processing Fee	0.00	0.00	-4.43	0.00	-4.43	0.00		
Total Unsecured Loans from Banks	0.00	0.00	8495.57	5000.00	8495.57	5000.00		
From Others:								
3 Interest free Sales Tax Deferral Loans	27814.13	31383.70	3569.56	3124.57	31383.70	34508.27	31/03/2028	Yearly
4 Others	0.00	0.00	359.32	0.00	359.32	0.00		
Total Unsecured Loans from Others	27814.13	31383.70	3928.88	3124.57	31743.02	34508.27		
Total Unsecured Long-Term Borrowings	27814.13	31383.70	12424.45	8124.57	40238.59	39508.27		
SECURED								
[c] Cash Credit Facilities and other Working Capital Loans from Scheduled Banks								
1. Holding Company	0.00	0.00	26719.08	10483.29	26719.08	10483.29	Various Dates	Yearly
2. Subsidiaries-CECL	0.00	0.00	415.29	114.76	415.29	114.76	Various Dates	Yearly
	0.00	0.00	27134.37	10598.05	27134.37	10598.05		
Total Term Liabilities including Current Maturities	267989.98	287815.64	76149.76	31922.73	344139.75	319738.37		

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

SECURITY FOR SECURED BORROWINGS (Contd.)

SECURITY CLAUSE FOR BORROWINGS

As on 31-03-2019

(a) Debentures:

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

(b) Term Loans:

- Item (b) 1 is secured by way of exclusive first pari passu charge on the immovable & movable fixed assets of the cement grinding unit located at Vallur Village, Ponneri Taluk, Tamil Nadu.
- Items (b) 8, 17, 18 & 19 are secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive Thermal Power Plant at Vishnupuram on pari passu basis with ICI Bank Term Loans
- Items (b) 3 to 7 are secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- Items (b) 9 & 14 are secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- Items (b) 10 & 16 are secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- Item (b) 12 is secured by way of an exclusive first charge on the movable fixed assets of all RMC Units
- Item (b) 13 is secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- Items (b) 15 & 21 are secured by way of first pari passu Charge on both immovable and movable fixed assets of Dalavoi Cement Plant of the Company
- Item (b) 11 is secured by way of pari passu charge on immovable fixed assets situated at No.4/9, Boat Club Road, III Avenue, R.A. Puram, Chennai.
- Item (b) 22 is secured by way of mortgage of a property owned by an associate company
- Item (c) 1 the Working Capital Facilities availed by the Company are secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari passu Charge on the movable properties (other than Current Assets) ranking after the charges created / to be created in favour of the Term Lenders
- Item (c) 2 the Working Capital Facilities of Coromandel Electric Company Limited is secured by first charge on the current assets and second charge on the fixed assets of the said Company

As on 31-03-2018

(a) Debentures:

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

(b) Term Loans:

- Item (b) 1 was secured by way of first pari passu charge on the immovable & movable fixed assets of the cement grinding unit located at Vallur Village, Ponneri Taluk, Tamil Nadu.
- Items (b) 2, 8 & 17 were secured by way of first Charge on the entire immovable and movable fixed assets pertaining to cement plant and Captive Thermal Power Plant at Vishnupuram on pari passu basis.
- Items (b) 3 to 7 were secured by way of first pari passu charge among five Term Lenders on the immovable and movable fixed assets of Sankarnagar Cement Plant & Thermal Power Plant and Malkapur Cement Plant of the Company.
- Items (b) 9 & 14 were secured by way of an exclusive first charge on the immovable and movable fixed assets of Chilamkur Cement Plant of the Company.
- Items (b) 10 & 16 were secured by way of an exclusive charge on the immovable properties of the Company being land and building situated at 142/1 (Old No.93), Santhome High Road, Chennai and further secured by the movable assets pertaining to ship / vessel MV Chennai Selvam and all the ten shares of vessel MV Chennai Selvam.
- Item (b) 12 was secured by way of an exclusive first charge on the movable fixed assets of all RMC Units
- Item (b) 13 was secured by way of an exclusive first charge on the immovable and movable fixed assets of Sankaridurg Cement Plant of the Company.
- Items (b) 15 & 21 were secured by way of first pari passu Charge on both immovable and movable fixed assets of Dalavoi Cement Plant of the Company
- Item (b) 20 was secured by way an exclusive charge/mortgage over the aircraft Falcon-2000 Ex Easy Aircraft including all engines, parts, APU and Aircraft Documents
- Item (b) 22 was secured by way of mortgage of a property owned by an associate company
- Item (c) 1 the Working Capital Facilities availed by the Company were secured by First Pari Passu Charge on the Current Assets of the Cement Business of the Company and by Second Pari passu Charge on the movable properties (other than Current Assets), ranking after the charges created / to be created in favour of the Term Lenders
- Item (c) 2 the Working Capital Facilities of Coromandel Electric Company Limited were secured by first charge on the current assets and second charge on the fixed assets of the said Company

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
40.1 Estimated amounts of contracts for Capital Expenditure and Commitments (Net of Advances).	13866.80	8684.25	(b) The interest payable thereon on (a)	0.01	
40.2 Monies for which the company is contingently Liabie			(c) The amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the due date (as per PO or 45 days whichever is earlier) during each accounting year;	Nil	
a. Guarantees to Bankers (including guarantees given on behalf of Subsidiaries and Associates)	14000.00	19350.00	(d) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act 2006;	Nil	
b. Unpaid demands under dispute			(e) The amount of interest accrued and remaining unpaid at the end of each accounting year;	33.01	
i) Central Excise & Service Tax	24418.10	11044.67	(f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act 2006.	Nil	
ii) Sales Tax and Value Added Tax	2583.59	2315.66			
iii) Custom Duty	6429.58	6415.38			
iv) Income Tax	9239.29	5237.79			
The above includes Contingent liability pertaining to Raasi Cement Ltd. (Residuary Company) for Sales Tax Income tax and Central Excise aggregating to ₹ 2249.46 Lakhs (Previous Year ₹ 2249.46 Lakhs).					
c. Amount paid towards disputed CENVAT / Sales Tax Claims pending in different stages of appeal. Management is of the opinion that these are recoverable at values stated.	960.22	740.65			
d. Contingent Liability on account of Show cause Notices issued by Excise & other tax authorities (other than (b) & (c) mentioned above	37566.98	38698.20			
e. Other claims against the Company not acknowledged as Debts.	34649.22	31040.84			
f. The Competition Commission of India (CCI) vide its Order dated 31.08.2016 imposed a penalty of ₹ 187.48 Crores on the Company. The Company filed an appeal before COMPAT (Now called NCLAT). The COMPAT in its interim order directed the Company to pay 10% of the penalty amount (₹ 18.75 Crores) before granting stay which was deposited by the Company. NCLAT vide its order dated 25/07/2018 dismissed the appeal filed by the Company. Against this the Company has filed an appeal in the Supreme Court challenging the NCLAT order and the Supreme Court vide its Order dated 5-10-2018 admitted the Company's appeal and directed that the interim order passed by the Tribunal in the matter will continue.					
40.3 As at Balance Sheet date, amounts aggregating to ₹ 473.90 Lakhs were due to Micro, Small and Medium Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act 2006.			40.4 Note on PMLA.		
Particulars			The Authorities have issued an attachment notice under the Prevention of Money Laundering Act, 2002 (PMLA) attaching certain assets of the Company for an aggregate value of ₹ 120.34 Crores. The Company filed an appeal against the order of the adjudicating authority specified under PMLA. The matter is currently sub judice.		
(a) The principal amount remaining unpaid to any supplier at the end of each accounting year;	440.90		Details of Assets given below:		
			a) 886 Sq yards plot with 8000 sq.ft building - Punjagutta Somajiguda circle Hyderabad	211.89	
			b) 245.86 Acres of Land-Konauppalapadu Village Yadki Mandal Anantapur Dist.	122.93	
			c) 10,00,000 9% Non Convertible Cum. Redeemable Pref. Shares in Trinetra Cement Ltd.*	1000.00	
			d) 20,32,260 Convertible Debentures of Coromandel Sugars Ltd.	2032.26	
			e) 86,67,097 9% Non-Convertible Non-Cumulative Redeemable Pref. Shares in Trinetra Cement Ltd.*	8667.10	
			* Not withstanding merger of Trinetra Cement Ltd. with the company as per the order of NCLT read with order of High Court of Madras to the extent of security referred above continues to be held by the company in Trinetra Cement Ltd.		

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
40.5 [a] Raw Materials consumed:			40.10 Details of Raw Materials consumed:		
Own Quarrying includes:			Quantity in Tonnes:-		
(i) Salaries & Wages	2840.61	2337.53	Limestone	12981169	10872662
(ii) Stores Consumed	4070.76	3453.73	Gypsum	1190032	995269
(iii) Royalty	12912.11	9629.54	Others	3696752	3056975
[b] Total Consumption of Stores and Spares during the year, including used in own quarrying; Captive Power generation and Repairs & Maintenance.	19628.36	20302.57	Value:-		
40.6 Repairs and maintenance includes Stores & Spares	8530.85	7575.67	Limestone	49031.97	37985.13
40.7 Detailed Information of goods Sold during the Report Period:			Gypsum	11565.46	11294.08
1 CEMENT:			Others	36357.59	34683.44
(a) Sales – Value of Cement	540719.02	517529.42	Freight on Inter Unit Transfer of Clinker	7819.69	6175.44
Value of Clinker	5160.74	588.62	Total	104774.71	90138.09
Value of White Cement	188.66	645.84	Cost of Materials consumed includes ₹ 13.66 crores representing claims pertaining to earlier years.		
	546083.36	518763.88	40.11 Auditors Remuneration:		
(b) Sales - Value of Ready Mix Concrete	12043.44	9249.43	(a) Statutory Auditors:		
2 CALCIUM CARBIDE:			Audit fees	66.21	69.61
Sale Value	Nil	Nil	Tax Audit fees	10.12	0.12
3 TEXTILES:			Fees for Other Services	16.41	5.28
(a) Sales Value Home Textiles	6.30	6.08	Expenses reimbursed	17.27	11.92
(b) Sale Value Non Textiles	28.41	26.32	(b) Cost Auditors:		
4 ELECTRICITY:			Audit Fees	20.80	17.00
Sale Value	9863.76	7501.15	Fees for Other Services	0.80	0.94
5 SALE OF COAL:	2193.39	0.00	Expenses reimbursed	0.75	0.53
6 Real Estate	842.32	1498.03	40.12 Earnings Per Share		
7 Construction and Infrastructure Projects	90.34	1028.68	Profit / (Loss) for the year	2106.03	6506.13
40.8 Note on Government Subsidy:			Other Comprehensive Income for the year	(1241.26)	565.51
RIPS 2010 - Rajasthan			Total Comprehensive Income for the year	864.77	7071.64
Sales revenue includes ₹ 2025.85 Lakhs representing subsidy offered by Government of Rajasthan as a part of Rajasthan Investment Promotion Scheme. The incentive was sanctioned in the name of Trinetra Cement Limited which merged with the Company under a Scheme of Amalgamation duly approved by NCLT and High Court of Madras. In respect of the Customized Package of Incentives, Company's request for change in name of beneficiary from Trinetra Cement Limited to The India Cements Limited was approved by the State Empowered Committee (Chaired by Chief Secretary) on 14 th September 2018. The approval by the State Cabinet is awaited.			Weighted average no. of ordinary shares for Basic & Diluted EPS	309187262	308151768
Investment Subsidy - Maharashtra:			Basic and Diluted Earning per Ordinary Share on Profit and Loss	0.68	2.28
Sales revenue includes ₹ 140.85 Lakhs representing subsidy offered by Government of Maharashtra for Sales Tax Incentive Scheme.			Basic and Diluted Earning per Ordinary Share on Other Comprehensive Income	(0.40)	0.01
40.9 Expenditure in Foreign Currency (on accrual basis):			Basic and Diluted Earning per Ordinary Share on Total Comprehensive Income	0.28	2.29
Consultancy Fee	292.56	174.64	Equity shares issuable pursuant to ESOS that could potentially dilute basic earnings per share in the future were not included in the calculation of diluted earnings per share as they are antidilutive for the previous period presented.		
Travel Expenses and Others	1028.77	750.31	The Company had, as on 1 st April 2017, granted 1835000 Options to eligible employees under Employees Stock Option Scheme 2016 (Scheme). Out of the above, 1745000 Options were vested on 01.04.2018 and the balance options have been cancelled. The Options so vested were to be exercised within one year from the date of vesting. During the year, upon option holders exercising their Options, the company allotted 17,45,000 equity shares of ₹ 10/- each fully paid up. Consequently the paid up equity share capital stands at ₹ 309.90 Crores.		

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
40.13 Related Party Disclosures:					
A. Names of the related parties and the nature of the relationship:					
(i) Associate Companies:					
Raasi Cement Limited, India					
Coromandel Sugars Limited, India					
India Cements Capital Limited, India					
Unique Receivable Management Private Limited, India					
PT. Mitra Setia Tanah Bumbu, Indonesia (MSTB)					
During the year MSTB Indonesia, a step down subsidiary, engaged in mining coal, has become an Associate company.					
(ii) Key Management personnel [KMP]:					
Sri N.Srinivasan – Vice Chairman & Managing Director					
Smt.Rupa Gurunath - Whole Time Director					
Smt.Chitra Srinivasan - Director					
Sri V.Venkatakrishnan / Sri Suneel Babu Gollapalli - IDBI Bank Ltd., Nominee Director					
Sri M.R.Kumar - LIC Nominee Director (till 18.03.2019)					
Sri N.Srinivasan [F& R] - Director					
Sri N.R.Krishnan - Director (till 28.08.2018)					
Sri Arun Kumar Datta - Director (till 28.08.2018)					
Sri V.Manickam - Director (till 28.08.2018)					
Sri S Balasubramanian Adityan - Director					
Sri Ranganathan V - Director					
Sri Balakrishnan K - Director					
Smt.Lakshmi Aparna Sreekumar - Director (w.e.f 11.08.2018)					
Smt.Sandhya Rajan - Director (w.e.f 11.08.2018)					
Sri Basavaraju - Director (w.e.f 11.08.2018)					
(iii) Post employment benefit plan trust:					
India Cements Gratuity Fund					
The India Cements Employees Provident Fund, Chilamkur					
The India Cements Employees Provident Fund, Yerraguntla					
B. Transactions with Associate Companies during the year:					
Associates:					
Sale of Goods					
Coromandel Sugars Limited	54.37	245.60			
Purchase of Goods					
PT Mitra Setia Tanah Bumbu	1413.29	2713.44			
Coromandel Sugars Limited	13.32	5.20			
	1426.61	2718.64			
Receiving of Services					
India Cements Capital Limited	300.37	325.76			
Interest on Advances					
India Cements Capital Limited	32.97	32.15			
Coromandel Sugars Limited	535.80	527.96			
	568.77	560.11			
Remuneration to KMP					
Sri N.Srinivasan – Vice Chairman & Managing Director	376.33	780.11			
Smt.Rupa Gurunath - Whole Time Director	290.10	440.10			
	666.43	1220.21			
Disclosure of Key Managerial Personnel compensation in total and for each of the following categories:					
Particulars					
Short-Term employment benefits	500.00	977.11			
Post employment benefits	166.43	243.10			
TOTAL	666.43	1220.21			
Managerial Remuneration to Vice Chairman & Managing Director has been paid for 4 months only.					
Amount due by Vice Chairman & Managing Director as on 31-03-2019 was ₹ 234.40 Lakhs which has since been received.					
Sitting Fee paid to Directors:					
IDBI Bank Limited, Nominee - Sri V. Venkatakrishnan / Sri Suneel Babu Gollapalli	1.50	1.00			
LIC Nominee - Sri M.R. Kumar	2.00	0.60			
Sri N.Srinivasan [F& R]	5.45	3.20			
Sri N.R.Krishnan	1.00	1.20			
Sri Arun Kumar Datta	0.40	1.20			
Smt.Chitra Srinivasan	2.50	1.00			
Sri V.Manickam	1.00	1.10			
Sri Basavaraju	2.20	0.00			
Sri S Balasubramanian Adityan	3.85	1.50			
Sri Ranganathan V	2.80	0.70			
Sri Balakrishnan K	2.00	0.80			
Smt.Lakshmi Aparna Sreekumar	2.60	0.00			
Smt.Sandhya Rajan	2.90	0.00			
	30.20	12.30			
Dividends paid to KMP					
Sri N.Srinivasan – Vice Chairman & Managing Director	9.00	6.34			
Smt.Rupa Gurunath - Whole Time Director	0.29	0.36			
Smt.Chitra Srinivasan - Director	0.63	0.79			
Sri S Balasubramanian Adityan	0.16	0.20			
	10.08	7.69			
Contributions to Post employment benefit plan trust:					
India Cements Gratuity Fund	946.02	867.37			
The India Cements Employees Provident Fund, Chilamkur	58.94	66.96			
The India Cements Employees Provident Fund, Yerraguntla	21.29	39.55			
	1026.25	973.89			

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
C. a. Outstanding Balances at the year end					
Loans and Advances					
Coromandel Sugars Limited *	13242.07	5889.53			
India Cements Capital Limited *	1819.93	367.25			
PT. Mitra Setia Tanah Bumbu Indonesia (MSTB) *	2870.92	0.00			
Outstanding balances in Post employment benefit plan trust:					
India Cements Gratuity Fund	(6916.76)	(6755.74)			
The India Cements Employees Provident Fund, Chilamkur	(21.96)	(24.93)			
The India Cements Employees Provident Fund, Yerraguntla	(10.51)	(13.24)			
b. Rate of Interest:					
Coromandel Sugars Limited	9%	9%			
India Cements Capital Limited	9%	9%			
* - Loans					
** - Advances					
Notes:-					
1. Loans to Employees as per Company's policy are not considered.					
2. None of the Loanees / Loanee Subsidiaries have per se made any investment in the shares of the Company. Pursuant to the Scheme of Amalgamation approved by the Honorable High Court of Judicature at Madras the Company has issued equity shares to the Shareholders of Visaka Cement Industry Limited. [Visaka] . As per the said Order, 400 lakh shares of the Company have been allotted in aggregate to the subsidiaries (199.54 lakh shares) and other loanees (200.46 lakh shares) in exchange for their shares of Visaka and the same are held in a Trust on their behalf.					
D. Guarantee / Securities given to Group Companies					
Guarantees Issued					
Coromandel Sugars Limited	14000.00	15000.00			
40.14 Leases:					
Operating Lease: Company as Lessee:					
The Company has entered into a Lease Agreement with SREI Equipment Finance Limited to get certain equipment (heavy earth moving equipment pollution control equipment and locomotives) on Operating Lease basis for a tenor of 3 years, with lease rentals payable at monthly interval.					
Lease Rentals Charged during the year	971.05	784.37			
Future Minimum lease payments under Non Cancellable Leases:					
Not later than one year	903.56	971.05			
Later than One year and not later than 3 Years	128.10	937.35			
Later than 3 Years	Nil	Nil			
Note on Ind AS-116 - "Leases":					
Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Amendment Rules, 2019 notifying Ind AS 116 "Leases", which replaces Ind AS 17 "Leases".					
The Standard sets out the principles for the recognition measurement presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. IndAS116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months unless the underlying asset is of low value. Currently operating lease expenses are charged to the Statement of Profit & Loss. The new standard will not have any material impact on the Company's financial statements. The amendment will come into force from April 01, 2019.					
40.15 IND AS 115 - "Revenue from Contracts with Customers"					
Adoption of IND AS 115 w.e.f of 01/04/2018 will not have any material impact on the Company's financial statements.					
Amount of contract revenue recognised as revenue during the period			932.66	2,526.71	
Details regarding contracts in progress					
Aggregate amount of costs incurred and recognised profits (less recognised losses)			7380.89	13,699.58	
Amount of customer advances outstanding for contracts in progress			509.45	567.32	
Retention amount due from customers for contracts in progress			300.54	495.31	
Gross amount due from customers for contract works as an asset			1608.96	1,810.03	
Gross amount due to customers for contract works as a liability			0.00	0.00	
Amount of work in progress and value of inventory			1990.54	2124.89	
40.16 I. Movement in Provisions:					
(i) Trade Receivables					
(a) Opening Balance			2575.23	2094.24	
(b) Additional Provision made during the year			577.86	509.80	
(c) Provision reversed / utilised during the year			0.00	28.81	
(d) Closing Balance			3153.09	2575.23	
(ii) Mines Refilling & Others:					
(a) Opening Balance			7997.60	7984.09	
(b) Additional Provision made during the year			19.89	13.51	
(c) Provision reversed / utilised during the year			0.00	0.00	
(d) Closing Balance			8003.49	7997.60	

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

	March 2019 ₹ Lakhs	March 2018 ₹ Lakhs		March 2019 ₹ Lakhs	March 2018 ₹ Lakhs
(iii) Leave balances:					
(a) Opening Balance	6374.63	8081.96			
(b) Additional Provision made during the year	0.00	0.00			
(c) Provision reversed / utilised during the year	322.42	1707.33			
(d) Closing Balance	<u>6052.21</u>	<u>6374.63</u>			
(iv) Distribution made and proposed (Ind AS 1)					
Cash dividend on equity shares:					
Final dividend proposed for the year ended on March 31, 2019 : ₹ 0.80 per share					
(March 31, 2018 : ₹ 0.80 per share for ₹ 2465.22 Lakhs declared and paid)	2479.18	2465.22			
Dividend Distribution Tax on final dividend	509.60	506.73			
	<u>2988.78</u>	<u>2971.95</u>			
Proposed Dividends on equity shares are subject to approval at the Annual General Meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at March 31.					
(v) Share Based Payments:					
The Company has granted 1835000 options to certain employees under ESOS Scheme details are as under:					
a) Particulars					
Exercise Period	1 year				
Grant Date	01-04-2017				
Exercise Price / Share	50				
Method of Settlement	Equity				
b) Movement of Options Granted:					
Particulars	No. of Options				
Outstanding at the beginning of the year	1835000				
Granted during the year	0				
Exercised during the year	1745000				
Cancelled during the year	90000				
Outstanding at the end of the year	0				
(vi) Effective Rate of Tax - Reconciliation:					
Profit Before Tax & Other Comprehensive					
Income Before Tax	3645.56	9734.68			
Tax @ Marginal Rate (%)	34.94	34.61			
Tax Effects of Timing and Permanent Differences (%)	24.45	-11.42			
Tax Expenses as per Books (%)	59.39	23.19			
40.17 (I) Financial Risk Management Objectives and Policies					
The Group's principal financial liabilities, other than derivatives, comprises of borrowings, trade and other payables. The Group's principal financial assets, other than derivatives include trade and other receivables, investments and cash and cash equivalents that derive directly from its operations.					
The Groups's activities exposes it to various risk including market risk, liquidity risk and credit risk. Overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. Derivative financial instruments such as foreign exchange forward contracts, foreign currency option contracts, principal only swaps that are entered into are used to hedge foreign currency risk exposure..					
A. Capital Management					
Long-Term Debt	267989.98	287815.64			
Less Cash Equivalent	4872.23	5354.33			
Net Debt	<u>263117.75</u>	<u>282461.31</u>			
Total Equity	524597.91	526907.82			
Net Debt to Equity Ratio	0.50	0.54			
B. Interest Rate Risk:					
Sensitivity Analysis:					
An increase of 100 basis points in interest rate at the end of the reporting period for the variable financial instruments will increase / decrease PAT for the year by amount shown below:					
Long-Term interest bearing Borrowing	240175.85	256431.94			
Interest incidence on above	25069.12	25233.31			
Average Interest Rate	10.64%	10.21%			
Impact of Increase in interest by 100 basis points	(2355.60)	(2472.01)			
Impact of Decrease in interest by 100 basis points	2355.60	2472.01			
C. Company's Foreign Currency Exposure					
Hedged Foreign Currency Exposure					
Trade Payable - USD 23.23 million @ ₹ 71.31 Per USD [Previous Year USD 12.86 Million @ ₹ 64.58 per USD]	16566.80	8303.69			
Unhedged Foreign Currency:					
Trade Payable - USD 24.48 million @ ₹ 69.16 per USD [Previous Year USD 10.54 million @ ₹ 65.24 per USD]	16928.81	6870.73			
Trade Receivable - USD 1.01 Million @ ₹ 69.29 per USD [Previous Year USD 2.64 Million @ 66.91 Per USD]	701.38	971.78			
Sensitivity Analysis:					
Foreign Currency Sensitivity on Unhedged Exposure:					
₹ 1/- increase in foreign exchange rates will have the following impact on profit before tax	234.65	90.50			
Note: If the rate is decreased by 100 bps profit will increase by an equal amount.					
D. Liquidity Risk:					
Borrowings - Variable Interest Rate					
After 1 Year But <= 5Years	146874.60	164943.57			
After 5 Years	88685.93	82257.57			
Less than or Equal to 1 Year	40471.11	8584.71			
	<u>276031.64</u>	<u>255785.85</u>			
Borrowings - Fixed Interest Rate					
After 5 Years	0.00	0.00			
After 1 Year But <= 5 Years	4615.38	9230.80			
Less than or Equal to 1 Year	4615.38	4615.40			
	<u>9230.76</u>	<u>13846.20</u>			
Borrowings - Zero Interest Rate					
After 1 Year But <= 5Years	20321.41	23891.01			
After 5 Years	7492.64	7492.69			
Less than or Equal to 1 Year	3928.90	3124.57			
	<u>31742.95</u>	<u>34508.27</u>			

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

(II) Disclosure of Fair Value Measurements

The Fair Values of Financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair Value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, short-term loans from banks and other financial instruments approximate their carrying amounts largely due to their short-term maturities of these instruments.

Financial Instruments by Category

₹ Lakhs

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2019					
Financial Assets:					
Other Investments	3.75	10455.94	0.00	10459.69	10459.69
Loans and Advances	99887.36	0.00	0.00	99887.36	99887.36
Trade Receivables	74554.58	0.00	0.00	74554.58	74554.58
Cash and bank balances	4872.23	0.00	0.00	4872.23	4872.23
Other Financial Assets	5454.41	0.00	0.00	5454.41	5454.41
Financial Liabilities:					
Borrowings	304773.05	0.00	0.00	304773.05	304773.05
Trade Payables	135190.42	0.00	0.00	135190.42	135190.42
Other Financial Liabilities	59490.44	0.00	0.00	59490.44	59490.44
As at 31-03-2018					
Financial Assets:					
Other Investments	3.60	8875.22	0.00	8878.82	8878.82
Loans and Advances	99326.90	0.00	0.00	99326.90	99326.90
Trade Receivables	64534.01	0.00	0.00	64534.01	64534.01
Cash and bank balances	5354.33	0.00	0.00	5354.33	5354.33
Other Financial Assets	5037.95	0.00	0.00	5037.95	5037.95
Financial Liabilities:					
Borrowings	303413.00	0.00	0.00	303413.00	303413.00
Trade Payables	118648.20	0.00	0.00	118648.20	118648.20
Other Financial Liabilities	37382.28	0.00	0.00	37382.28	37382.28

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

The details of financial instruments that are measured at fair value on recurring basis are given below:

₹ Lakhs

Particulars	Level 1	Level 2	Level 3
Financial Instruments at FVTPL			
Investments in Listed equity securities and Mutual Funds			
As at 31-03-2019	0.00	222.28	491.20
As at 31-03-2018	0.00	0.00	491.20

Particulars	Level 1	Level 2	Level 3
Investments in Unlisted equity securities			
As at 31-03-2019	0.00	9068.05	674.41
As at 31-03-2018	0.00	7709.61	674.41

Valuation techniques used to determine the fair value.

The Significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

Nature of Financial Instrument	Valuation Technique	Remarks
Investment in Listed Securities	Market Value	Closing Price as at 31 st March in Stock Exchange
Investment in Unlisted Securities	Market Approach	Based on information provided and considering the availability of information in the public domain.

March 2019 March 2018
₹ Lakhs ₹ Lakhs

March 2019 March 2018
₹ Lakhs ₹ Lakhs

40.18 Employee Benefits

A. Employee Benefits:

Leave of absence and encashment:

The Company has different leave plans including paid leave of absence plans and encashment of leave plans for employees at different grades and provision has been made in accordance with Ind AS 19 (Accounting Standard 15). The total amount of provision available for the unavailed leave balances as at 31st March 2019 is ₹ 6054.86 Lakhs (as at 31st March 2018 : ₹ 6375.03 Lakhs). Liability has been created based on actuarial valuation done during the year, with the Discount rate of 7.41%. Actuarial Valuation differences included in Other Comprehensive Income Nil (as at 31st March 2018- ₹ 96.86 Lakhs).

B. Defined Contribution Plan:

Employer's Contribution to Provident Fund	1474.49	1518.71
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C. Defined Benefit Plan:

The details of parameters adopted for valuation of post-employment benefit plans and leave benefits as per Ind AS 19 are as under:

(a) Contribution to Pension Funds:

The company offers pension plans for managerial grade employees and whole time Directors. While some of the employees are eligible for Defined Benefit Plan of Pension others are eligible for Defined Contribution Plan of Pension. The Defined Benefit Plans of pension are managed by Life Insurance Corporation of India and the provision has been made on the basis of actuarial valuation.

(b) Gratuity:

The employees are eligible for Gratuity benefits as per the Payment of Gratuity Act 1972. The Gratuity Scheme is governed by a Trust created for this purpose by the Company. The amount of Contribution to be made is arrived at based on an actuarial valuation done at the Balance Sheet date.

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs
(i) Change in defined benefit obligation				
Balance at the beginning of the year	6387.49	7537.69	6321.12	7280.52
Adjustment of:				
Current Service Cost	-	294.69	-	297.96
Past Service Cost	-	-	-	-
Interest Cost	423.69	458.73	442.48	446.87
Actuarial (gains) losses recognised in Other Comprehensive Income:				
- Change in Financial Assumptions	(400.67)	62.56	(699.78)	(155.37)
- Change in Demographic Assumptions	-	-	-	-
- Experience Changes	971.15	184.90	323.68	(331.29)
Benefits Paid	(1476.63)	(1117.96)	-	-
Balance at the end of the year	5905.04	7423.12	6387.49	7537.69
(ii) Change in fair Value of assets				
Balance at the beginning of the year	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Re-measurements due to:				
Actual Return on Plan Assets less interest on Plan Assets	-	-	-	-
Contribution by the employer	-	-	-	-
Benefits Paid	-	-	-	-
Balance at the end of the year	-	-	-	-
(iii) Net asset / (liability) recognised in the Balance Sheet				
Present value of Defined Benefit Obligation	5905.04	7423.12	6387.49	7537.69
Fair Value of Plan Assets	-	-	-	-
Net asset / (liability) in the Balance sheet	(5905.04)	(7423.12)	(6387.49)	(7537.69)
(iv) Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	-	294.69	-	297.96
Past Service Cost	-	-	-	-
Interest Cost	423.69	458.73	442.48	446.87
Benefits paid	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Total expense	423.69	753.42	442.48	744.83
Less: Transferred to Pre-operative Expenses	-	-	-	-
Amount charged to the Statement of Profit and Loss	423.69	753.42	442.48	744.83

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs	Pension ₹ Lakhs	Gratuity (Funded) ₹ Lakhs
(v) Re-measurements recognised in other Comprehensive Income (OCI):				
Changes in Financial Assumptions	(400.67)	62.56	(699.78)	(155.37)
Changes in Demographic Assumptions	-	-	-	-
Experience Adjustments	971.15	184.90	323.68	(331.29)
Actual return on Plan assets less interest on plan assets	-	-	-	-
Amount recognised in other comprehensive Income (OCI)	570.48	247.46	(376.10)	(486.66)
(vi) Sensitivity analysis for significant assumptions:				
Increase / (decrease) in present value of defined benefits obligation at the end of the year				
0.5% increase in discount rate	5800.86	6445.75	6800.78	6453.13
0.5% decrease in discount rate	6013.91	6799.72	7087.28	6756.19
0.5% increase in salary escalation rate	5905.04	6801.31	6387.49	6761.13
0.5% decrease in salary escalation rate	5905.04	6441.43	6387.49	6447.34
0.5% increase in employee turnover rate	-	6637.44	-	-
0.5% decrease in employee turnover rate	-	6598.48	-	-
(vii) Actuarial assumptions:				
Discount Rate (p.a.)	7.50%	7.32%	7.50%	7.50%
Expected Return on Plan Assets (p.a.)	0.00	0.00	0.00	0.00
Turnover Rate	-	-	-	-
Mortality tables	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Salary Escalation Rate (p.a.)	1.00%	2.00%	2.00%	2.00%
Retirement age: For eligible employees	60 years	60 years	60 years	60 years
(viii) Weighted average duration of defined benefit obligation	11.68	28.70	12.50	40.20
Expected Total Benefit Payments				
a Year 1	1413.22	544.56	1571.41	735.19
b Year 2	1101.29	1100.18	605.78	820.22
c Year 3	1002.68	1186.39	1258.16	981.01
d Year 4	597.53	1011.51	1045.02	737.41
e Year 5	223.12	791.81	542.15	672.01
f Next 5 Years	2069.17	2741.01	1828.07	2077.22

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

40.19 (i) Consolidation method adopted
These Consolidated Financial Statements (CFS) are prepared in accordance with Ind AS on "Consolidated Financial Statements" (Ind AS 110), "Investments in Associates and Joint Ventures" (Ind AS 28), and "Disclosure of interest in other entities" (Ind AS 112), specified under Section 133 of the Companies Act, 2013.

Name of the Subsidiary Company	2019	2018
	% of Ownership	% of Ownership
ICL Securities Limited, India	100.00	100.00
ICL Financial Services Limited, India	100.00	100.00
ICL International Limited, India	100.00	100.00
Industrial Chemicals & Monomers Limited, India	98.59	98.59
PT Coromandel Mineral Resources, Indonesia *	100.00	100.00
PT Adcoal Energindo, Indonesia	100.00	100.00
Coromandel Mineral Pte Limited, Singapore	100.00	100.00
Rasi Minerals Pte. Limited, Singapore	100.00	100.00
Coromandel Electric Company Limited, India	50.14	50.71
India Cements Infrastructures Limited, India	100.00	100.00
Coromandel Travels Limited, India	98.50	98.50
NKJA Mining Pvt. Limited, India	100.00	0.00
Springway Mining Pvt. Limited, India	51.00	0.00

* Financials considered for the year ended 31st December 2018 and for all others is 31st March 2019

Name of the Associate Company	2019	2018
	% of Ownership	% of Ownership
	Directly or Through Subsidiaries	Directly or Through Subsidiaries
Raasi Cement Limited, India	28.94	28.94
Coromandel Sugars Limited, India	25.06	49.99
India Cements Capital Limited, India	47.91	47.91
Unique Receivable Management Private Limited, India	49.20	49.20
PT. Mitra Setia Tanah Bumbu, Indonesia (MSTB)	49.00	90.00

During the year, MSTB, Indonesia, a step down subsidiary, engaged in mining coal, has become an Associate company.

March 2019 **March 2018**
₹ Lakhs **₹ Lakhs**

(ii) Disclosure of Interest in Subsidiary

Name of the entity:

Coromandel Electric Company Ltd.		
Ownership interest held by the Group	50.14	50.71
Non-controlling Interest (NCI)	49.86	49.29
Accumulated balances of NCI	5407.98	3997.19
Profit allocated to NCI	243.68	433.89
Dividend paid to NCI	Nil	Nil

The summarised separate financial information of subsidiary is as below:

Balance Sheet

Non-current assets	13816.88	12687.77
Current assets	9551.59	8829.26
Total assets	23368.47	21517.03
Non-Current Liabilities	4661.34	5096.51
Current Liabilities	3781.72	1983.84
Total Liabilities	8443.06	7080.35
Total Equity	14925.41	14436.68

Profit and Loss

Revenue	9106.17	8004.69
Profit for the year	488.73	859.67
Other comprehensive income	0	-1.69
Total comprehensive Income	488.73	857.98
Summarised Cash flow		
Cash flows from Operating activities	807.21	(1925.45)
Cash flows from Investing activities	(1403.89)	(4066.93)
Cash flows from Financing activities	945.32	6127.70
Net Increase in Cash and Cash Equivalents	348.65	135.32

(iii) Disclosure of Interest in Associates under equity method

Name of the Associate	Location	Principal Activities of Business
Coromandel Sugars Ltd.	India	Manufacture and Sale of Sugar
		% of Ownership Interest
Coromandel Sugars Ltd.		25.06% 49.99%

CONSOLIDATED ACCOUNTS

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31.03.2019 (Contd.)

Summarised Financial Information for Associates

Balance Sheet	₹ Lakhs					Total Equity
	Non-current Assets	Investment in Associates	Current Assets	Non-Current Liabilities	Current Liabilities	
As at 31-03-2019						
Coromandel Sugars Limited	38567.48	0.00	27919.6	32360.73	21779.37	12346.98
As at 31-03-2018						
Coromandel Sugars Limited	39874.65	0.00	14421.57	30674.76	10606.64	13014.83
Profit and Loss						
Total Revenue	19081.51	20265.75				
Profit Before Tax	-1011.07	-786.40				
Tax Expenses	1181.37	300.80				
Profit after Tax	170.30	-485.60				
Share of Profit in Associate	0.00	0.00				
Other Comprehensive Income	-771.83	544.53				
Total Comprehensive Income	-601.53	58.93				

40.20 The Primary Segment of the Company is Cement and Other Segments are below the required reportable levels as per Ind AS 108.

40.21 The accounting policies adopted by the holding Company have been applied from the financial year 2001-2002 as per IGAAP for the subsidiaries for which IndAS is not applicable. (However consolidation is based on the Ind AS Financial information of such entities prepared in accordance with the accounting policies followed by the parent).

40.22 Previous year's figures have been regrouped wherever necessary.

As per our report of 25th May, 2019

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

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

N. SRINIVASAN
Vice Chairman &
Managing Director

RUPA GURUNATH
Wholetime Director

CHITRA SRINIVASAN
K. BALAKRISHNAN
S. BALASUBRAMANIAN ADITYAN
BASAVARAJU
LAKSHMI APARNA SREEKUMAR
V. RANGANATHAN
SANDHYA RAJAN
V. VENKATAKRISHNAN
Directors

M. KRISHNA CHAITHANYA
Partner
Membership No:231282

CHELLA K. SRINIVASAN
Partner
Membership No: 023305

R. SRINIVASAN
Executive President
(Finance & Accounts)

S. SRIDHARAN
Company Secretary

Place : Chennai
Date : 25th May, 2019



Seventythird Annual General Meeting Venue:
'Sathguru Gnanananda Hall', (Narada Gana Sabha),
No. 314, T.T.K. Road, Alwarpet, Chennai 600 018



THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

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

Corporate Office: 'Coromandel Towers', 93, Santhome High Road,
Karpagam Avenue, R.A.Puram, Chennai – 600 028.

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

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

PROXY FORM

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./DP ID & Client ID :

I/We, being the Member(s) of shares of the above named company, hereby appoint

1. Name : Address :

E-mail Id : Signature : or failing him

2. Name : Address :

E-mail Id : Signature : or failing him

3. Name : Address :

E-mail Id : Signature :

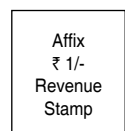
as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Seventythird Annual General Meeting of the Company to be held on Thursday, the 12th September, 2019 at 3.30 P.M at Satguru Gnanananda Hall, (Narada Gana Sabha), No.314, T.T.K. Road, Alwarpet, Chennai 600 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	
Ordinary Business		
1	Adoption of Standalone Audited Financial Statements for the year ended 31.03.2019	Ordinary Resolution
2	Adoption of Consolidated Audited Financial Statements for the year ended 31.03.2019	Ordinary Resolution
3	Declaration of dividend on equity shares for the year ended 31.03.2019	Ordinary Resolution
4	Appointment of a director in the place of Smt.Chitra Srinivasan, who retires by rotation and being eligible, offers herself for reappointment.	Ordinary Resolution
Special Business		
5	Appointment of Sri V.Venkatakishnan as a Director of the Company, liable to retire by rotation.	Ordinary Resolution
6	Re-appointment of Sri V.Ranganathan as an Independent Director of the Company.	Special Resolution
7	Alteration of Articles of Association of the Company.	Special Resolution
8	Ratification of remuneration to Cost Auditor of the Company.	Ordinary Resolution

Signed: day of 2019.

Signature of Shareholder

Signature of Proxyholder(s)



Note: Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. before 3.30 P.M on Tuesday, the 10th September, 2019.

TOWARDS CORPORATE SOCIAL RESPONSIBILITY



Providing drinking Water Facility to Villagers



Construction of restroom at Government School



Pulse Polio Camp



Medical Camp organised through Public Health Department



Certificate course on Tailoring



Coaching class on Tailoring



Distribution of Sports items to students



Providing Furniture to Balwadi Centres

THE INDIA CEMENTS LIMITED

Corporate Office:

“Coromandel Towers”,

93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai - 600 028.

Phone: 044-28521526

Website: www.indiacements.co.in



THE INDIA CEMENTS LIMITED

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

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

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventythird Annual General Meeting of The India Cements Limited will be held at 3.30 P.M. on Thursday, the 12th September, 2019, at Sathguru Gnanananda Hall, (Narada Gana Sabha), No.314, T.T.K.Road, Alwarpet, Chennai 600 018, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2019 and Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 and Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31.03.2019.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt.Chitra Srinivasan (DIN:01094213) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."

SPECIAL BUSINESS:

5. To appoint Sri V.Venkatakrishnan as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri V.Venkatakrishnan (DIN:08067933) be and is hereby appointed as a Director of the Company subject to retirement by rotation."
6. To consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri V.Ranganathan (DIN:00550121), a Non-executive Independent Director of the Company, who holds office upto 28th August, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 2 consecutive years from 29.08.2019 to 28.08.2021 and that he shall not be liable to retire by rotation."
7. To consider and, if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS:
"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to requisite approvals, as may be required, the new set of Articles of Association of the Company as submitted to this meeting, which are available on the website of the Company www.indiacements.co.in be and are hereby approved and adopted as the Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company."
"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."
8. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of

₹ 20 Lakhs (Rupees Twenty Lakhs only) payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of applicable tax, travelling and out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the year ending 31st March 2020, be and is hereby ratified.”

NOTES:

1. Explanatory Statement is annexed to the Notice of the Seventythird Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.5 to 8.
2. Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed hereto for Items No.4 to 6 of the Notice convening the 73rd Annual General Meeting of the Company.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights; provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

The Proxy Form, duly completed, stamped and signed, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

Members / Proxies should bring the Attendance Slip, duly filled-in and signed, to attend the meeting.

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 06.09.2019 to 12.09.2019 (both days inclusive).
6. The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 11.10.2019 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 12.09.2019. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.
7. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, [formerly Integrated Enterprises (India) Limited], 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email: corpserv@integratedindia.in.

Members holding shares in physical form are requested to notify change of address, if any, to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.

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

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



9. Unclaimed dividends upto and including for the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto 1994-95 may claim the same from the Registrar of Companies, Tamil Nadu-I, Chennai, No.26, Haddows Road, Chennai 600006, in the prescribed form which will be supplied by the Company / RTA on request.
10. Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2010-11 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31st March, 2012, 31st March, 2013 and 31st March, 2016 to 31st March, 2018 which remain unpaid or unclaimed for a period of 7 years will be transferred to the IEPF established under Section 125 of the Companies Act, 2013. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2012 to 31st March, 2013 and for the financial years ended 31st March, 2016 to 31st March, 2018 are requested to make their claim forthwith to the Registered / Corporate Office of the Company / RTA.

In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2010-11 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

The Shareholders, who have not encashed / claimed their dividends from the year 2011-12, are advised to contact or write to the Company or to the RTA, Integrated Registry Management Services Private Limited, immediately claiming the dividend. In case, the Company / RTA do not receive any communication from the concerned shareholders, claiming their dividends, the Company shall, in compliance with the said Rules, transfer Dividend for the year 2011-12 and corresponding shares to IEPF account on the due date i.e. 17.09.2019.

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

In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 20.09.2018, the date of the 72nd Annual General Meeting and hosted the same on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

11. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company / RTA.
12. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
13. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), Annual Report along with this Notice of the Annual General Meeting, Attendance Slip and Proxy Form is sent by e-mail to those Members who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

Shareholders are requested to note that the said documents would also be available on the Company's website 'www.indiacements.co.in' from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to write a letter to the Company/RTA or send an e-mail to investor@indiacements.co.in quoting their DP ID and Client ID Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form.

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

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

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

15. **Electronic Voting (e-Voting)**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 73rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-Voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper. In case any member casts his / her vote through ballot at the AGM in addition to remote e-Voting, the voting through remote e-Voting shall be considered as final and vote cast at the AGM through ballot shall be considered as invalid.
- III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on 08.09.2019 (9.00 A.M.) and ends on 11.09.2019 (5.00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 05.09.2019, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- V. Smt.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- VI. The process and manner for remote e-Voting are as under:

Step 1 :Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of The India Cements Limited.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on Toll free No.:1800-222-990 or send a request at evoting@nsdl.co.in.
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 05.09.2019.
- VIII. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 05.09.2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.
- IX. A Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- X. 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 voting at the AGM through ballot paper.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than fortyeight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.indiacements.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where equity shares are listed.

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

S.SRIDHARAN
Company Secretary

Place : Chennai
Date : 7th August, 2019



PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO.4 TO 6 OF THE NOTICE CONVENING THE 73RD ANNUAL GENERAL MEETING OF THE COMPANY.

(i)	Name of the Director	: Smt.Chitra Srinivasan
	Director Identification Number (DIN)	: 01094213
	Date of Birth	: 31 st July 1949
	Date of appointment on the Board as Director	: 5 th March 2010
	Category of Directorship	: Promoter, Non-Executive
	Date of last reappointment as Director	: 4 th September 2017
	Expertise in specific functional areas	: Industry
	Qualification	: B.Sc.
	Brief Profile / Experience	: She is a Director of the Company since 2010
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 78580
	List of outside Directorships held in Public Companies	: Nil
	Chairman / Member of the Committees of Board of Directors of the Company	: Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	: Not Applicable
	Relationships between directors inter-se / Key Managerial Personnel	: Spouse of Sri N.Srinivasan, Vice Chairman & Managing Director and Mother of Smt.Rupa Gurunath, Wholetime Director
(ii)	Name of the Director	: Sri V.Venkatakrisnan
	Director Identification Number (DIN)	: 08067933
	Date of Birth	: 16 th June, 1961
	Date of appointment on the Board as Director	: 15 th October, 2018
	Category of Directorship	: Nominee Director of IDBI Bank Ltd.
	Date of last reappointment as Director	: Not Applicable
	Expertise in specific functional areas	: Banking
	Qualification	: M.Com.; CAIIB; Graduate CWA
	Brief Profile / Experience	: He has been working in Banking Sector for more than 3½ decades and presently he is General Manager, Trade Finance, IDBI Bank Limited, Chennai. He has varied experience in Corporate Banking, Infrastructure Financing, Retail Banking etc.

Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	300
List of outside Directorships held in Public Companies	:	Nil
Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil
(iii) Name of the Director	:	Sri V.Ranganathan
Director Identification Number (DIN)	:	00550121
Date of Birth	:	10 th November, 1958
Date of appointment on the Board as Director	:	29 th August, 2016
Category of Directorship	:	Independent, Non-Executive
Date of last reappointment as Director	:	Not Applicable
Expertise in specific functional areas	:	Tax and Regulatory Services
Qualification	:	B.Com., C.A., C.S.,
Brief Profile / Experience	:	He has worked for Murugappa Group for 14 years in the areas of Finance, Secretarial and Taxation. He served at Ernst & Young (E&Y) as a Partner after nearly 20 years of service. He also acts as an advisor to the Tax Practice of E&Y.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
List of outside Directorships held in Public Companies	:	Listed Entity: TTK Healthcare Limited Others: Murugappa Management Services Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee – Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil



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

Item No. 5:

The Board recorded at its meeting held on 19th October, 2018, the appointment of Sri V.Venkatakrishnan (DIN:08067933) on the Board of the Company by IDBI Bank Limited in the place of Sri Suneel Babu Gollapalli w.e.f. 15.10.2018. Sri V.Venkatakrishnan will hold office upto the 73rd Annual General Meeting of the Company.

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

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

The Nomination and Remuneration Committee, after considering Sri V.Venkatakrishnan's profile and performance, has recommended his appointment as a Director liable to retirement by rotation and the Board has approved the same. The Board considers that the appointment of Sri V.Venkatakrishnan as a Director, as aforesaid, would be in the best interests of the Company. Hence the Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial Personnel:

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

Item No. 6:

Sri V.Ranganathan (DIN:00550121) was appointed as an Independent Director of the Company for a period of three consecutive years with effect from 29th August, 2016 to 28th August, 2019 and he will hold office as an Independent Director upto 28th August, 2019.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, ("the Act") an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for reappointment of another term on passing a Special Resolution by the Members of the Company.

Sri V.Ranganathan is eligible for reappointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri V.Ranganathan is proposed to be reappointed as an Independent Director for the second and final term of 2 consecutive years with effect from 29th August, 2019.

Considering Sri V.Ranganathan's qualification, acumen, rich experience, expertise in functional areas of finance, accounts, audit and taxation and the contribution made by him during his tenure in the first term of 3 years as an Independent Director, the Nomination and Remuneration Committee, at its meeting held on 7th August, 2019, has recommended to the Board of Directors, his reappointment as an Independent Director for the aforesaid term and the Board of Directors has approved the same.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the reappointment of Sri V.Ranganathan as an Independent Director of the Company. Sri V.Ranganathan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and he is independent of the Management. The Board considers that his reappointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolution as set out in Item No.6 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

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

A copy of the draft letter of reappointment of Sri V.Ranganathan as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.



Interest of Directors and Key Managerial Personnel:

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

Item No.7:

The existing Articles of Association (AoA) of the Company was adopted at the time of incorporation of the Company in 1946 under the Indian Companies Act, 1913 and further amendments were made from time to time. The enactment of the Companies Act, 2013 ("the Act") has necessitated alteration of several articles of the existing AoA of the Company as they are not in conformity with the Act. Certain Regulations are required to be deleted as corresponding provisions are no longer existing in the Act and certain new Regulations are required to be added in order that the AoA has to be in line with the Act. Hence it is considered expedient to replace the existing Articles of Association of the Company with an entirely new set of Articles to be in substitution for and to the entire exclusion of existing Articles of Association.

The Board of Directors at its meeting held on 11th February, 2019, decided (subject to the approval of members) to adopt the new set of Articles of Association in place of and to the entire exclusion of existing Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for alteration of AoA of the Company. Hence, the Board recommends the Special Resolutions as set out in Item No.7 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

Inspection of documents:

The proposed new Articles of Association is available on the website of the Company at www.indiacements.co.in for perusal of Members and the same is available for inspection at the Registered Office / Corporate Office of the Company between 11:00 a.m. to 1:00 p.m. on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

Item No.8:

The Board of Directors at its meeting held on 25th May, 2019, based on the recommendation of the Audit Committee approved the appointment of Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2020 at a remuneration of ₹ 20 lakhs, besides reimbursement of applicable tax, travelling and out of pocket expenses.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence, the Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice convening the 73rd Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial Personnel:

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

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

Place : Chennai
Date : 7th August, 2019

S.SRIDHARAN
Company Secretary

**ITEM NO.7 OF THE NOTICE OF THE 73RD ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD ON 12.09.2019**

ARTICLES OF ASSOCIATION (Draft)

OF

THE INDIA CEMENTS LIMITED

(INCORPORATED UNDER THE INDIAN COMPANIES ACT 1913)

CONSTITUTION OF THE COMPANY

- 1 Constitution** The regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company, except in so far as they are inconsistent with the following Articles, which shall be the regulations for the management of the Company.

INTERPRETATION

- 2 Interpretation** The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings, unless excluded by the subject or context:-
- (a) 'Act' or 'the Act' means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and shall be deemed to include Rules, Regulations, Notification, Guidelines, Circulars, clarifications made, issued thereunder / given from time to time.
 - (b) 'Beneficial Owner' means a person or persons, as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
 - (c) 'Board of Directors' or 'The Board' or 'The Board of Directors' or 'the Directors' means the collective body of the Directors, for the time being.
 - (d) 'Company' or 'the Company' when used with reference to this Company shall mean **The India Cements Limited**.
 - (e) 'Depositories Act, 1996' shall include any statutory modification or re-enactment thereof for the time being in force.
 - (f) 'Depository' means a depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.

- (g) 'Dividend' includes any interim dividend.
- (h) 'Equity Share Capital' shall mean all share capital other than the preference share capital.
- (i) 'Financial year' in relation to the Company means, the period commencing on the 1st day of April of a calendar year and ending on the 31st day of March of the next calendar year, in respect whereof financial statement of the Company is made up.
- (j) 'In writing' includes, printing, lithography, typewriting, computer printing and any other usual substitutes for writing, email and any other form of electronic communication / transmission.
- (k) 'Key Managerial Personnel' means such key managerial personnel as defined in the Act.
- (l) 'Member' shall mean Member(s) of the Company holding a share or shares of any class in the share capital of the Company, whose name is entered in the Register of Members of the Company and includes person(s) whose name(s) is/are entered as beneficial owner in the records of the Depository, as defined in Section 2(55) of the Companies Act, 2013.
- (m) 'Month' shall mean a calendar month.
- (n) 'Office' or 'Registered Office' means the Registered Office for the time being of the Company.
- (o) 'Paid-up Share Capital' shall include 'capital credited as paid up'.
- (p) 'Person' shall include any company or association or body of individuals, whether incorporated or not; and shall include limited liability partnerships.
- (q) 'Register' means the Register of Members of Equity or Preference Shares, Register of Debenture holders and other Security holders and also the Register and index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996.
- (r) 'Rules' or 'the Rules' means the applicable rules, as amended from time to time, for the time being in force, prescribed under the relevant Sections of the Act.
- (s) 'Seal' or 'the Seal' shall mean the Common Seal of the Company approved by the Board of Directors from time to time.
- (t) 'SEBI Regulations' shall mean the regulations issued by SEBI from time to time.

- (u) 'Secretarial Auditor' means a Company Secretary in Practice appointed in pursuance of the Act to conduct the Secretarial Audit of the Company.
- (v) 'Section' means a section of the Act.
- (w) 'Securities and Exchange Board of India' or SEBI means the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992.
- (x) 'Security' or 'Securities' means such securities as defined in the Act.
- (y) 'These presents' or 'Articles' or 'regulations' means these Articles of Association as they stand or are altered from time to time and includes the Memorandum of Association where the context so requires.
- (z) 'Video conferencing or other audio-visual' means audio-visual electronic communication facility employed which enables all the persons participating in a Meeting to communicate concurrently with each other without an intermediary and to participate effectively in the Meeting.
- (aa) Words importing the singular shall include the plural and words importing the plural shall include the singular.
- (bb) Words importing the masculine gender shall include the feminine gender and vice versa.
- (cc) Unless the context otherwise requires, the words or expressions defined or contained in these Articles, shall bear the same meaning as defined in the Act and SEBI Regulations in force at the date at which these articles become binding on the Company.

CAPITAL

- 3 Capital and Division thereof** The Share Capital of the Company is as detailed in the capital clause of the Memorandum of Association of the Company.

- 4 Shares under the control of the Board** Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportions and on such terms and conditions and either at a premium or at par for cash or otherwise and at such times as the Board may from time to time think fit and proper.

- 5 Dematerialisation / Rematerialisation of shares**
- (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize / rematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996 and any rules framed thereunder.
- (b) Every person subscribing to securities offered by the Company shall hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of Securities.
- 6 Splitting and consolidation of share certificates**
- The Company may, at the request of the Shareholder, issue two or more new Share Certificates in lieu of an existing Share Certificate comprising the same shares bearing same distinctive numbers and consolidate the shares comprised in two or more share certificates into one share certificate upon production and surrender of the existing share certificates.
- 7 Issue of New Certificate in place of one lost or destroyed etc.**
- (a) If a share certificate be mutilated, torn, defaced, lost or destroyed, a fresh one may be issued in its stead on payment of such fee, if any, as may be determined by the Board and on such terms as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence, as the Board may think fit. But no fee shall be charged for issue of certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized. All such certificates shall be marked 'Duplicate'.
- (b) The purchaser of any share sold by the Company in exercise of the powers on forfeiture of or lien on shares shall not be required to pay any fee for the fresh certificate that may have to be issued by the Company in default of the original holder of such share returning the certificate to the Company. The Board may make arrangements for distinguishing such new certificates from the one not so surrendered.
- (c) The provisions of Articles hereof shall *mutatis mutandis* apply to the Debentures and other Securities of the Company to the extent relevant.
- 8 Member's right to Share Certificates of the Company**
- Every person whose name is entered as a member in the Register of Members shall, without payment, be entitled to a Share Certificate under the Seal specifying the share or shares held by him and the amount paid thereon. The provisions on entitlement and delivery of the Share Certificates shall be in accordance with the Act.

- 9 Issue of Certificates** (a) Every share certificate shall be issued in accordance with the provisions of the Act for the time being in force.
- (b) Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form.
- 10 Issue of shares otherwise than for cash** Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery or appliances supplied or for services rendered or to be rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares or partly paid-up shares otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares subject to the compliance with such procedures as may be prescribed under the Act.
- 11 Acceptance of Shares** An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any shares therein, shall be acceptance of shares within the meaning of these Articles. Every person to whom any shares have been so allotted or who otherwise accepts any shares and whose name is on the Register shall for the purpose of these presents be a Member / Beneficial Owner.
- 12 Liability of joint holders of shares** The joint holders of a share shall severally as well as jointly be liable for the payment of all installments and calls due in respect of such shares.
- 13 Recognition to Registered Holders of Shares** Save as otherwise provided by the Act and these Articles, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly the Company shall not except when ordered by a court of competent jurisdiction or by the statute required, be bound by or to recognize any equitable, contingent, future or partial interest, lien, pledge or charge in any share or any interest in any fractional part of a share, or any other rights in respect of any share except an absolute right to the entirety thereof of the registered holder.
- 14 Board of Directors' right to issue Preference shares** Subject to the provisions of the Act, the Board of Directors may issue preference shares from time to time on such terms and in such manner as considered appropriate.
- The Board of Directors may, at their discretion, issue any portion of the preference shares not already issued, which are liable to be redeemed or converted into equity shares subject to the provisions of the Act, on such terms and conditions as the Board may deem fit.

- 15 Issue of further Shares** The Company shall, subject to the provisions of the Act, issue further shares :
- (i) to the Persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer and the offer shall be deemed to include a right of renunciation of the shares offered to him or any of them in favour of any other person;
 - (ii) to employees under employees' stock option scheme; or
 - (iii) to any persons with the sanction of such requisite resolution passed by the Company in a general meeting, for cash or for a consideration other than cash whether or not those persons include the persons referred to in (i) and (ii) above.
- 16 Issue of Bonus Shares** The Company may, subject to the provisions of the Act, issue fully paid-up bonus shares to its members, in any manner whatsoever, out of (i) its free reserves; (ii) the securities premium account or (iii) the capital redemption reserve account or such other sources as may be prescribed under the Act.
- 17 Issue of Sweat Equity Shares** The Company may issue sweat equity shares subject to the provisions of the Act and any other laws, including the SEBI Regulations, for the time being in force as may be applicable.
- 18 Issue of Equity Shares with differential rights** The Company may issue equity shares with differential rights as to dividend, voting or otherwise, subject to the provisions of the Act.
- 19 Buy back of Shares or other specified Securities** Notwithstanding anything contained in these articles but subject to the provisions of the Act and any other applicable provisions of the act or any other laws, including the SEBI Regulations, for the time being in force as may be applicable, the Company may purchase its own Shares or other specified Securities.
- 20 Variation of rights** If at any time the share capital is divided into different classes of shares, the rights attached to any class of shares (unless otherwise provided by the terms of the issue of that class), Debentures and other Securities to the extent relevant, may, subject to the provisions of the Act, be varied with the consent in writing of such number of the holders of the issued shares / Securities of that class or with the sanction of requisite resolution passed at a separate meeting of the holders of the shares / Securities of that class, as prescribed by the Act.

- 21 Commission for placing Securities** The Company may, at any time, pay commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in or debentures or any other Securities of the Company or his procuring or agreeing to procure subscription, whether absolute or conditional for any share in, or debentures or any other Securities of the Company. Provided that the rate or amount and the manner of disclosure of commission shall be as prescribed in the Act. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or securities or partly in one way and partly in the other.
- 22 Company's lien on shares** The Company shall have first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member, whether solely or jointly with others and upon the proceeds of sale thereof for all monies "whether presently payable or not" called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created, except upon the footing and condition that Articles hereof is to have full effect and such lien shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.
- 23 As to enforcing lien by sale.** For the purpose of enforcing the lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committees, curator bonis or other legal representatives as the case may be and default shall have been made by him or them in the payment of the sum payable as aforesaid for fourteen days after the date of such notice.
- 24 Application of proceeds of sale** The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall be paid to such member, his executors or administrators or assigns or his committee, curator bonis or other legal representatives, as the case may be.
- 25 Validity of sales in exercise of Lien and after Forfeiture** Upon any sale after a forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the

purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the proceeds of sale and after his name has been entered in the Register in respect of such shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the same shall be in damages only and against the Company exclusively.

- 26 Provisions as to lien to apply mutatis mutandis to debentures, etc.** The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other Securities including debentures of the Company.

CALLS ON SHARES

- 27 Board may make Calls** (a) Subject to the provisions of the Act, the Board may, from time to time, make such calls as they think fit upon the members in respect of all monies unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and the member shall pay the amount of every call so made on him to the persons and at the time and place appointed by the Board.
- Calls on shares of same class to be on uniform basis** (b) All calls shall be made on a uniform basis on all shares falling under the same class.
- Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
- 28 Length of notice of call** Each member shall, subject to receiving notice, as prescribed in the Act, specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
- 29 Board may extend time for payment** The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time to all or any of the members as the Board may deem appropriate in any circumstances, but no member shall be entitled to such extension as a matter of right.
- 30 Revocation or postponement of Call** A call may be revoked or postponed at the discretion of the Board.
- 31 Liability of joint holders of shares** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

- 32 Sums payable in fixed instalments to be deemed calls** If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times whether on account of the nominal value of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board, of which due notice had been given and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.
- 33 Date of call** A call shall be deemed to have been made on the date fixed as the date of the making of the call by a resolution of the Board authorizing the call and failing such fixation the call shall be deemed to have been made at the time when the resolution of the Board authorizing the call is passed.
- 34 When interest on calls payable** (a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate not exceeding ten percent or at such lower rate as fixed by the Board from the day appointed for payment thereof to the time of the actual payment.
- Board may waive interest** (b) The Board shall be at liberty to waive payment of or vary the rate of any such interest wholly or in part.
- 35 Payment of calls in advance may carry interest** The Board may, if it thinks fit, receive from any member willing to advance all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the money or monies so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding twelve percent per annum, as may be agreed upon between the member paying the sum in advance and the Board. Such advances shall not confer a right to the dividend or to participate in profits or to any voting rights.
- 36 Partial payment not to preclude forfeiture** Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of the payment of any such moneys shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
- 37 Provisions as to calls apply *mutatis mutandis* to other securities** The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

TRANSFER AND TRANSMISSION OF SHARES

- 38 Transfer** The instrument of transfer of any share in the Company shall be executed both by or on behalf of the transferor and transferee and the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof. In the case of shares held jointly and in case where shares have been transferred to more than one person jointly the transfer deed shall be signed by all the said joint holders or by all the transferees as the case may be.
- 39 Form of transfer** The instrument of transfer shall be in such form as may be prescribed under the Act, from time to time.
- 40 Board may decline to register transfer** The Board may, subject to the right of appeal conferred by the Act, decline to register—
- (a) the transfer of a share to a person of whom they do not approve; or
 - (b) any transfer of shares on which the Company has a lien.
- 41 Board may decline to recognise instrument of transfer** The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in Rules made under the Act;
 - (b) the instrument of transfer, duly stamped, is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
- 42 Register of Transfers and closure thereof**
- (a) The Company shall keep the 'Register of Transfers and Transmission' wherein shall be entered the particulars of every transfer or transmission of any shares.
 - (b) The Share Transfer Books and Register of Members may be closed during such time as the Board thinks fit, not exceeding in the aggregate forty five days in each year, but not exceeding thirty days at any one time, after giving atleast seven days previous notice or such notice as may be prescribed by SEBI, in accordance with the Act and in the manner prescribed in the Rules.
- 43 Provisions relating to transfer of shares apply for debentures and other Securities** The provisions of these articles relating to transfer of shares shall mutatis mutandis apply to debentures and other securities of the Company, to the extent relevant or appropriate.

- 44 Transmission**
- (a) In the event of death of any one or more of the joint holders of any registered shares, the survivor or survivors shall alone be the persons recognised by the Company as having any title to or interest in such shares.
 - (b) In the event of the death of any sole holder or of the death of last surviving holder, the nominee or nominees or the executors or administrators or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representatives of the deceased shareholder.

Provided further that if the member had been a member of a Joint Hindu Family, the Board on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family may recognize the survivors or the Karta thereof as having title to the shares registered in the name of such member.

Provided further that in any case it shall be lawful for the Board in their absolute discretion to dispense with the production of probate or letters of administration or other legal representation upon such terms as to indemnity or otherwise as the Board may deem just.

- 45 Transfer of shares of deceased or insolvent members.**
- Any person becoming entitled to shares in consequence of the death or insolvency of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, may, with the consent of the Board be registered as a member in respect of such shares, or may, subject to the Articles as to transfer hereinbefore contained, transfer such shares.

- 46 Rights of Successor**
- Any person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Company.

- 47 Application for transfer**
- (1) An application for the registration of the transfer of shares may be made either by the transferor or the transferee provided that where such application is made by the transferor no registration shall, in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee in such form as may be

prescribed under the Rules from time to time and subject to the provisions of sub-clause (4), unless objection is made by the transferee within the time prescribed from the date of receipt of the notice, enter in the Register of Members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

Notice to transferee in case of partly paid shares for transfer

- (2) For the purpose of sub-clause (1) notice to the transferee shall be deemed to have been duly given if sent by registered post or such other modes, as prescribed under the Act, to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered in the ordinary course and the transferee gives no objection to the transfer within two weeks from the receipt of notice.

Proper instrument etc., necessary

- (3) It shall not be lawful for the Company to register a transfer of any shares unless a proper instrument of transfer duly stamped, dated and executed by the transferor and the transferee specifying the name, address and occupation, if any, of the transferee has been delivered to the Company by the transferor or transferee within prescribed period along with the certificate and if no such certificate is in existence, along with the letter of allotment or such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

Where original instrument of transfer is lost

Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp required for the instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost or the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

Refusal to register transfer

- (4) If the Company refuses to register the transfer or transmission of any shares, the Company shall within a period as prescribed under the Act from the date on which the instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company send to the transferee and transferor or the person giving intimation of such transmission, the notice of the refusal, giving reason for such refusal.

48 Company's right to register transfer by apparent legal owner

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made, by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares

notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of transfer and may have entered such notice or referred thereto in any record of the Company; and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right or title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in the books of the Company; but the Company shall, nevertheless, be at liberty to have regard to and attend to any such notice and give effect thereto, if the Board shall think fit.

- 49 Provisions relating to transmission of shares apply for debentures and other Securities** The provisions of these articles relating to transmission by operation of law shall mutatis mutandis apply to debentures and other securities of the Company, to the extent relevant or appropriate.
- 50 Provisions on transfer of securities not to apply to securities under Depository** Nothing contained in the Act or the Articles which are inconsistent with the provisions of Depositories Act, 1996 shall apply to a transfer of securities effected by a transferor or transferee both of whom are entered as beneficial owners in the records of a Depository.

FORFEITURE OF SHARES

- 51 If call or instalment not paid, notice may be given** If a member fails to pay any call, or instalment of a call, or any money dues in respect of any share on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, or a judgement or decree in respect thereof remains unsatisfied in whole or in part serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
- 52 Form of notice** The notice shall name a day (not earlier than the expiration of fourteen days from the date of service of the notice) and a place or places on and at which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the call was made will be liable to be forfeited.
- 53 If notice not complied with, shares may be forfeited** If the requirements of any such notice as aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

- 54 Disposal of forfeited shares/ Cancellation of forfeiture** A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit and at any time before a sale or disposal as aforesaid, the forfeiture may be cancelled on such terms as the Board may think fit.
- 55 Liability after forfeiture** A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall nevertheless remain liable to pay and shall forthwith pay the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, together with interest at the rate fixed by the Board, whether such claim be barred by limitation on the date of the forfeiture or not but his liability shall cease if and when the Company receives payment in full of all moneys due in respect of such shares. The Board may, if they shall think fit, waive the payment of such interest or any part thereof.
- 56 Declaration of forfeiture** A duly verified declaration in writing that the declarant is a Director or the Manager or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- The Company on receipt of the consideration, if any, given for the shares on the sale or disposal thereof may execute a transfer of the share in favour of the person to whom the share is sold or disposed of who shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 57 Non-payment of sums payable at fixed times** The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum, which by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, or otherwise, as if the same had been payable by virtue of a call duly made and notified.
- 58 Set off of money due to shareholder** Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls or otherwise.

CONVERSION OF SHARES INTO STOCK

- 59 Conversion of shares into stock and reconversion** Subject to the provisions of the Act, the Board may, with the sanction of the Company previously given in general meeting convert all or any fully paid-up shares into stock and may with the like sanction reconvert any stock into paid-up shares of any denomination.

Where shares are converted into stock, —

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit;

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

- 60 Restriction on Voting Rights** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in respect of his Shares lien has been exercised by the Company.

ALTERATION OF CAPITAL

- 61 Power to increase capital** The Company may, from time to time, with the sanction of the requisite resolution in general meeting, increase the authorised share capital by such sum to be divided into shares of such amount as may be specified in the resolution.

- 62 Alteration of Share Capital** Subject to the provisions of the Act, the Company may with the sanction of the requisite resolution:
 - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

- 63 Reduction of Share Capital** The Company may with the sanction of the requisite resolution reduce its share capital or capital redemption reserve account or share premium account or any other reserve in the nature of share capital in any manner and with and subject to any incident authorised and consent required by law.

GENERAL MEETINGS

- 64 Annual General Meeting** (a) The Company shall in each year hold in addition to any other meetings, a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it.
- Extraordinary General Meetings** (b) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 65 When Extraordinary General Meeting to be called** The Board may, whenever it deems fit, call an Extraordinary General Meeting of the Company.
- If at any time the Directors capable of acting who are sufficient in number to form a quorum are not within India, any director of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
- 66 Extraordinary General Meetings on requisition** The Board shall, at the requisition made by such number of members of the Company required under the Act, proceed to convene an Extraordinary General Meeting of the Company in the manner provided in the Act.

PROCEEDINGS AT GENERAL MEETINGS

- 67 Quorum** The quorum for the General Meeting shall be as provided in the Act and no business shall be transacted at any general meeting unless the requisite quorum is present at the time when the meeting proceeds to business.
- 68 If quorum not present when meeting to be cancelled and when to be adjourned** If within half-an-hour from the time appointed for holding the meeting a quorum is not present, the meeting, if called upon the requisition of members, shall stand cancelled, and in any other case, it shall stand adjourned to the same day in the next week, at the same time and place or to such other date and such other time and place as the Board may determine and if at the adjourned meeting also a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall be the quorum.
- 69 Chairperson of General Meeting** The Chairperson, if any, of the Board of Directors shall preside as Chairperson at every general meeting of the Company.

- 70 When Chairperson absent, choice of another Chairperson** Subject to the provisions above, if there is no such Chairperson, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson, the Directors present shall choose one amongst them as Chairperson; and if no Director is present, or if all the Directors decline to take the chair, then the members present shall elect one of themselves to be Chairperson of the meeting.
- 71 Adjournment of Meeting** The Chairperson may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn that meeting from time to time and subject to the provisions of the Articles hereof from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in the Act, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.
- 72 Casting vote** In the case of an equality of votes, whether on a show of hands and/or electronically and/or on a poll, the Chairperson of the meeting shall have a casting vote in addition to the vote / votes to which he may be entitled as a member.

VOTES OF MEMBERS

- 73 Votes of members** Subject to any rights or restrictions for the time being attached to any class or classes of shares -
- (a) On a show of hands every member present in person shall have one vote.
- (b) On a poll or in an electronic voting, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
- Voting through electronic means** (c) A member may exercise his vote by electronic means in accordance with the provisions of the Act for the time being in force and shall vote only once. A member who has already voted by electronic means shall not be entitled to vote on the same business again in any other manner whether on a poll or otherwise.
- 74 Votes of Joint holders** In the case of joint holders the vote of the first named in the Register of Members of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.

- 75 Votes by Members of unsound mind** A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his Committee or other legal guardian and any such Committee or guardian on a poll, may vote by proxy.
- 76 Restriction on voting rights** (a) No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
- Restriction on exercise of voting rights in other cases to be void** (b) A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
- 77 Equal rights of members** Any member whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
- 78 Proxy permitted on poll** On a poll, votes may be given either personally or by proxy.
- 79 Instrument of proxy** The instrument appointing a proxy shall be in writing, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a body corporate, either under its seal or the hand of an officer or of its attorney duly authorised in writing.
- 80 Proxy need not be a member** Any person whether or not he is a member of the Company, may be appointed as a proxy.
- 81 Instrument of Proxy to be deposited at the Registered Office** The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarised certified copy of that power or authority shall be deposited at the Registered Office of the Company within the time prescribed under the Act for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- 82 Proxy valid after death, etc., of given if not intimated to Company** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer, or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 83 Form of proxy** An instrument appointing a proxy shall be in the form as prescribed in the Rules made under the Act and be duly stamped.

BOARD OF DIRECTORS

- 84 Number of Directors and their appointment** Save as provided in the Act for the time being, the Company shall have not less than five and not more than fifteen directors. The Company may appoint more than fifteen directors after passing requisite resolution at a General Meeting, as provided in the Act.
- 85 Appointment of same individual as Chairperson and Managing Director** Subject to the provisions of the Act and any other laws, including SEBI Regulations that are for the time being in force, the Company may appoint or re-appoint same individual at the same time as the Chairperson of the Company as well as Managing Director or Chief Executive Officer of the Company.
- 86 Independent Directors** The Company shall have independent directors as required under the Act. Such independent directors will be governed by the provisions of the Act and they are not liable to retirement by rotation at the Annual General Meeting.
- 87 Woman Director** The Company shall have women directors as required under the Act.
- 88 Qualification of Directors** A "Director" shall not be required to hold any share in the capital of the Company as his qualification.
- 89 Additional Directors** Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Person as an additional director, provided that the number of directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles hereof.
- 90 Alternate Directors** Subject to the provisions of the Act, the Board of Directors may appoint any person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate Director for a director (hereinafter referred to as the "original director") during his absence for a period of not less than three months from India:
- An alternate director shall not hold office for a period longer than that permissible to the original director and shall vacate the office if and when the original director returns to India. If the term of office of the original director is determined before he so returns to India, the provisions contained in the Act or these Articles for the automatic reappointment of retiring directors in default of another appointment shall apply to the original director and not to the alternate director.
- 91 Board's power to fill up casual vacancy** Subject to the provisions of the Act, if the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board. The Director so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

- 92 Nominee Director** Subject to the provisions of the Act, the Board may appoint any person as a Director nominated by any financial institution(s) and bank(s) in pursuance of the provisions of any law for the time being in force or of any agreement or appointed by any Government or any other Person to represent its interests and the Company shall reimburse the relevant institution in respect of any amounts paid or payable by such institution to the director on account of travelling, accommodation and any other expenses incurred for attending any of the above meetings.
- 93 Sitting fees** The fee payable to the Directors for attending the Meetings of the Board of Directors and Committees thereof shall be such as may be determined by the Board from time to time within the limits prescribed under the Act.
- 94 Reimbursement of Expenses** The Board of Directors shall be entitled to be paid all travelling, halting and other expenses incurred by them in attending and returning from such meeting of the Board, or of any Committee of the Board or for any other purpose whatsoever as may be decided by the Board.
- 95 Remuneration payable to Directors** The remuneration payable to the Directors of the Company, including any Managing or Whole-Time Director or Manager, shall be determined, in accordance with and subject to the provisions of the Act.
- 96 Waiver of amount refundable** In the case of loss or inadequacy of profits, the Board of Directors may waive the recovery of any excess remuneration paid to or drawn by the Directors, subject to the provisions of the Act.

RETIREMENT AND REAPPOINTMENT OF DIRECTORS

- 97 Retirement of Directors** The Board of Directors shall determine the Non-Independent Directors, whose period of Office is or is not liable to determination by retirement by rotation The manner of retirement and reappointment of Directors at the Annual General Meeting shall be in accordance with the provisions of the Act.
- 98 Reappointment of Directors** A retiring director shall be eligible for reappointment in accordance with the provisions of the Act.

POWERS OF DIRECTORS

- 99 General powers of the Board** 1. Subject to the provisions of the Act and these presents, the business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Companies Act, or any statutory modification thereof for the time being in force or by these Articles, required to be exercised by the Company in General Meeting.

2. Without prejudice to the general powers conferred by the last preceding clause and so as not in any way to limit or restrict those powers and without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Board shall, subject to the provisions of the Act, have authorities, that is to say, power:
- (a) To appoint Key Managerial Personnel and Officers for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries and emoluments and to require security in such instances and for such amounts as they think fit.
 - (b) To borrow on mortgage of the whole or any part of the property of the Company or on the bonds, debentures either secured or unsecured, by a charge or mortgage or other securities of the Company, or otherwise, as they may seem expedient, such sums as they may think necessary for the purpose of the Company subject to the provisions of the Act.
 - (c) To split share certificates, letters of allotment and in a 'Rights' issue to split letters of rights into smaller denominations in the same name and to have any such splits certified by an official of the Company.
 - (d) To purchase or otherwise acquire for the Company any property, rights and privileges which the Company is authorised to acquire, at such price and generally on such terms and conditions as they may think fit and at their discretion to pay for any property, rights or privileges acquired by, or services rendered to the Company, either wholly or partly in cash or in shares or in both, or in bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures, debenture stock, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
 - (e) To undertake on behalf of the Company the payment of all rent and the performance of all covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions and otherwise to acquire the freehold or fee simple of all or any of the lands of the Company for the time being held under lease or for an estate less than a freehold estate.

- (f) To sell for cash or on credit, and either wholesale or retail and for ready or future delivery, movable or immovable, or any rights or privileges belonging to the Company, or in which the Company is interested, or which the Company may have received as security, or over which the Company may have any power of disposal and to exchange any such property or rights belonging to the Company for other property or rights.
- (g) Subject where necessary to the consent of the Company in general meeting, to sell property of the Company, for such consideration as they may think fit and in particular for cash or for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (h) To draw, accept, endorse, negotiate, purchase and sell bills of exchange and other negotiable instruments with or without security and to determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- (i) to make advances and loans without any security, or on such security as they may think proper and to take security for already existing debts and to invest and deal with any of the moneys of the Company upon such securities (not being shares in this Company) and in such manner as they may think fit and from time to time to vary or realise such investments.
- (j) To execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purposes of the Company and to make and give receipts, releases and other discharges for moneys or goods or property, received in the usual course of business of the Company, or lent or payable to, or belonging to the Company and for the claims and demands of the Company.
- (k) From time to time and at any time to entrust to and confer upon the Managing Director and/or Whole-Time Director or other officers for the time being of the Company and to authorise or empower them to exercise and perform and by power of attorney under seal to appoint any persons to be the attorneys of the Company and invest them with such of the powers, authorities, duties and discretions exercisable by or conferred or imposed upon the Directors under the Memorandum and Articles of Association of the

Company, as the Directors may think fit and for such time and to be exercised for such objects and purposes and subject to such restrictions and conditions as the Directors may think proper and expedient and either collaterally with or to the exclusion of and in substitution for all or any of the powers, authorities, duties and discretions of the Directors in that behalf, with authority to the Managing Director and/or Whole-Time Director or such other officers or attorneys to sub-delegate all or any of the powers, authorities, duties and discretions for the time being vested in or conferred upon them and from time to time to revoke all such appointments of attorneys, and withdraw, alter or vary all or any of such powers, authorities, duties or discretions.

- (l) To nominate, appoint and at their pleasure remove, discharge, or suspend and to re-employ or replace, for the management of the business of the Company such Key Managerial Personnel, experts, engineers, accountants, agents, sub-agents, bankers, brokers, macadams, solicitors, officers, clerks, servants and other employees for permanent, temporary or special services as the Directors may from time to time think fit and to determine their powers and duties and to fix their emoluments, salaries, wages and bonus and to require security in such instances and to such amount as they think fit and to insure and arrange for guarantees for fidelity of any employee of the Company and to pay such premium on any policy of guarantee which may from time to time become payable.
- (m) To give any officer or other person employed by the Company a commission on the profits of any particular business or transactions, or a share in general or particular profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (n) To appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company any property belonging to the Company, or in which the Company is interested, or for any other purposes and to execute and do all such acts, deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- (o) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages

of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed upon.

- (p) To allow time for the payment or satisfaction of any debts due to the Company and to compound such debts or any claims or demands by or against the Company and to refer any such claims or demands or any matter or dispute in which the Company is interested to arbitration and to observe and perform the awards.
- (q) To institute, conduct, defend, compound or abandon any actions, suits and legal proceedings by or against the Company, or its officers, or otherwise concerning the affairs of the Company and also to compound or compromise or submit to arbitration the same actions, suits and legal proceedings as the Directors in their discretion may think fit and to act on behalf of the Company in all matters relating to bankrupts and insolvents. The Managing Director and/or Whole-Time Director for the time being or any other person duly authorised by the Directors shall be entitled to make, give, sign and execute all and every warrants to sue or defend on behalf of the Company and all and every legal proceeding and submission to arbitration as may be requisite and for the purposes aforesaid the Managing Director and/or Whole-Time Director for the time being or such other person shall be empowered to use their or his own name on behalf of the Company and such Managing Director and/or Whole-Time Director or such other person, whose name shall be so used as aforesaid, shall be saved harmless and indemnified, out of the funds and property of the Company, against all costs and damages which they or he may incur or to be liable to by reason of his name being so used as aforesaid; provided that the Managing Director and/or Whole-Time Director or such other person shall not be entitled to do anything whereby the Directors may be prevented from effectually conducting and bringing to an issue any such action or suit.
- (r) To enter into any agreement with any Government or Authority, Municipal, local or otherwise and obtaining from them any rights, concessions and privileges as the Directors deem fit.
- (s) From time to time to provide for the management and transaction of the affairs of the Company outside the place where the Registered Office or the factory is situated, either in different parts of the Union of India, or in any specified locality in India or outside India in

such manner as they think fit and in particular to establish branches and to appoint any person to be the attorneys or agents or employees of the Company with such powers (including power to sub delegate) and upon such terms as may be thought fit and for that purpose the Company may exercise the powers conferred by the Act, relating to official seal for use abroad and the keeping of a foreign register respectively and such powers shall accordingly be vested in the Directors.

- (t) To open banking accounts with any bank or banks for and in the name of the Company and to operate on the same and to draw cheques on the said banking accounts provided that the Managing Director and/or Whole-Time Director shall be entitled to determine, from time to time, the persons being Directors, or officers or other employees of the Company, who may sign, or draw such cheques on the banking accounts of the Company and sign on the Company's behalf and in its name and for purposes of the Company, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and other documents and to give the necessary instructions to the Company's bankers, whether the amount be overdrawn or not.
- (u) To make and give receipts, release and other discharges for money payable to the Company and for the claims and demands of the Company.
- (v) to invest and deal with any of the monies of the Company upon such shares, securities, debentures, etc. (not being shares in this company) and in such manner as they may think fit and from time to time to vary or realise such investments.
- (w) to lend, deposit, advance or give credit monies belonging to or entrusted to or at the disposal of the Company to such person(s) or company(ies) with or without security, upon such terms as may be thought proper and to guarantee the performance of any contract(s) or obligation(s) and the payment by any such person(s) or company(ies) and generally to give sureties, securities, guarantees and indemnities.
- (x) To provide for the welfare of employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such person by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus, payments towards insurance or other payments

or by creating and from time to time subscribing or contributing to, aiding or supporting provident or other associations, institutions, funds or trusts, or conveniences and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or for any exhibition, or for any public, general or useful objects, to any political party or for any political purpose to any individual or body.

- (y) To give, award or allow any pension, gratuity, or compensation or bonus to any employee of the Company, or his widow, children, or dependents that may appear to the Directors just and proper, whether he, she or they has or have not a legal claim upon the Company; and before recommending any dividend, to set aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities, or compensation, bonuses, or to create any provident or Benefit Fund or insurance Scheme in such or any other manner as the Directors may deem fit.
- (z) To acquire or erect houses or buildings for the officers of the Company, or for transaction of its business or for the employees of the Company or for the purpose of investment or otherwise and to insure against fire or other risks all or any of the insurable property of the Company.
- (aa) From time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.
- (bb) For or in relation to any of the matters aforesaid, or otherwise for the purposes and objects of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute, perform and do and sanction and authorise all such acts, deeds, matters and things in the name and on behalf of the Company, as they may consider expedient.
- (cc) From time to time borrow or acquire for payment any sum or sums of money for the purposes of the Company and may secure the repayment of such sum or sums upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable or redeemable debentures or debenture stock or other securities or any mortgage,

charge or other security on the undertaking or on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

(dd) To pay the cost, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company, or any other Company and subsequent to the registration thereof, including, therein the fees and stamps paid in respect thereof and the cost of advertising, printing, stationery, brokerage, solicitor's charges, furniture and fittings of office and such other cost which the Directors consider may be fairly deemed and treated as preliminary and to place the same to a separate account, to be called the preliminary expenses account and to charge the same to the profits of the Company or to Capital as the Directors may deem expedient.

(ee) And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company excepting such acts and things as by law or by the Memorandum of Association of the Company or by these presents may stand prohibited.

100 Company to contribute to bona fide and charitable funds, etc.

Subject to the provisions of the Act, the Board of Directors of a Company may contribute to *bona fide* charitable and other funds.

101 Charge on uncalled Capital

If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may, by an instrument under the Company's seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him, to make calls on the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall, *mutatis mutandis* apply to calls made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be.

- 102 Successive charge on uncalled capital** Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same, subject to such prior charge and shall not be entitled, by notice to the shareholders or otherwise, to obtain priority over such prior charge.
- 103 Assignability of securities** Subject to the provisions of the Act, debentures or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
- 104 Minutes of proceedings of Meetings and postal Ballot resolutions**
- (1) The Company shall cause minutes of the proceedings of every general meeting of any class of shareholders or creditors and every resolution passed by postal ballot and every meeting of its Board of Directors or of every Committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.
- Discretion of Chairperson on Minutes** (2) The Chairperson of the meeting may exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person or irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.
- Minutes to be evidence** (3) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein
- Inspection of minute books of general meeting** (4) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:
- a) be kept at the registered office of the Company; and
- b) be open to inspection by any member without charge at a reasonable time which will be not less than two hours on every working day other than Sunday.
- Members may obtain copy of minutes** (5) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act, with a copy of any minutes referred to in clause (4) above:

KEY MANAGERIAL PERSONNEL

- 105 Appointment of Key Managerial Personnel of the Company** Subject to the provisions of the Act —
- (i) A Managing Director or Chief Executive Officer or Manager or Whole-time Director, Company Secretary and Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, in accordance with the provisions of the Act.
 - (ii) A director may be appointed as Managing Director, Chief Executive Officer, Whole-time Director, Company Secretary or Chief Financial Officer.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 106 Proceedings of the Board** The Board may meet together, for the conduct of business, adjourn and otherwise regulate their meetings, as they think fit. The Chairperson or in the absence of a Chairperson, the Vice Chairperson or any director with the consent of the Chairperson or the Vice Chairperson, as the case may be, or the Company Secretary upon the direction of the Chairperson or the Vice Chairperson, as the case may be, may at any time summon a meeting of the Board at such times and places as they deem fit.
- 107 Quorum** (1) The quorum for a meeting of the Board of Directors shall be as provided in the Act.
- Adjournment of meeting for want of quorum** (2) If a meeting of the Board cannot be held for want of a quorum then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.
- 108 Participation at Board Meetings** The participation of the Directors in a meeting of the Board may be either in person or through Video Conferencing or audio-visual means or teleconferencing, as may be prescribed in the Act.
- 109 Chairperson** The Board may elect one of its members to be the Chairperson of its meetings and determine the period for which he is to hold such office.
- 110 Vice Chairperson** The Board may elect one among its members to be the Vice Chairperson and determine the period for which he is to hold such office.
- 111 Duties of Chairperson and Vice Chairperson** The Chairperson or, in his absence, the Vice Chairperson shall preside over all the meetings of the Board and regulate the conduct thereof. If at any time both the Chairperson and the Vice Chairperson are not present within fifteen minutes after the time appointed for holding the meeting or being present are not willing to preside over the meeting, the Directors present shall choose one of their number to be Chairperson of such meeting.

- 112 Committee** The Board may, subject to the provisions of the Act, Listing Agreement, SEBI Regulations and of these presents, constitute and delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit. A Committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Board.
- 113 Chairperson of Committee** A Committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside over the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- 114 Questions at Committee Meetings decided by casting vote** Save as otherwise expressly provided in the Act, questions arising at any meeting of the Committee shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- 115 Acts of Board etc., valid in spite of defective appointment of Directors, etc.** All acts done by any meeting of the Board or of a Committee thereof, or by any person acting as a director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
- 116 Directors not to act when their number falls below minimum** The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
- 117 Resolution by circulation** Save as otherwise expressly provided in the Act, a resolution together with necessary papers in writing, circulated to all the Directors as specified in the Act and approved by a majority of Directors or members, who are entitled to vote on the resolution, shall be as valid and effectual as if it had been a resolution passed at a meeting of the Board or of Committee duly convened and held.
- 118 Managing and Whole-time Directors** Subject to the provisions of the Act, the Board shall have the power to appoint and reappoint from time to time one or more Directors to be Managing Director(s) and Whole Time Director(s) of the Company under such designation, for such period, on such terms and conditions and on such remuneration (whether by way of salary, perquisites, commission or participation in profits, or otherwise or partly in one way and partly in another) as the Directors may, under the provisions of the Act, or any other law applicable for the time being in force.

Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 of the Act thereof, the Board may, from time to time, entrust to and confer upon, the Managing Director for the time being, such of the powers exercisable under These Presents by the Board, as it may think fit and may confer such powers of such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks fit, either collaterally with, or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf and may from time to time alter, vary, withdraw or revoke all or any of such powers.

The Whole Time Director(s), who are in whole-time employment of the Company shall be subject to the supervision and control of the Managing Director and exercise such powers as are vested by the Board from time to time.

The Managing / Whole-Time Director(s) shall be subject to the same provisions as to resignation and removal as the other Directors and he shall *ipso facto* and immediately cease to be a Managing / Whole-Time Director if he ceases to hold office as Director.

SEAL

119 Common Seal of the Company The Board may provide for a common seal of the Company. It shall have the power from time to time to destroy the same and substitute a new seal in lieu thereof. The Board may also decide upon discontinuing or dispensing with the common seal in accordance with the Act.

The Board shall provide for safe custody of the seal. The Board may in its discretion determine the documents or instruments for which affixation of the common seal may be necessary.

Such affixation shall be done in the presence of any one of the Directors or Key Managerial Personnel of the Company or such other person authorised by the Board and such Director or Key Managerial Personnel or person authorised by the Board shall sign every document or instrument to which the seal of the Company is so affixed in his presence.

Any document or instrument on which the common seal is not affixed, shall not be construed as invalid.

DIVIDENDS AND RESERVE

120 Dividends The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

121 Interim dividends Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

- 122 Dividends to be paid out of the profits** The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at its discretion, either be employed in the business of the company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 123 Dividend entitlement** (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid-up on the shares in respect whereof the dividend is paid.
- Calls in advance not entitled for dividend** (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this Article as paid on the share.
- Dividend payment in proportion to amount paid-up** (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
- 124 Appropriations of Dividends towards calls in arrears** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 125 No interest on Dividends** No dividend shall bear interest as against the Company.
- 126 Dividends how paid** (1) Any dividend, interest, or other moneys payable in cash in respect of shares may be paid through any electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of the joint holder who is first named on the Register of Members, or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to have discharged its obligation of having made payment if such payment has been made using any of the foregoing permissible means to the recipient thereof.

127 Receipts by Joint holders Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other monies payable in respect of such share.

128 Notice of declaration of dividend Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act and these presents.

CAPITALISATION OF PROFITS

129 Resolution to capitalise

(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Statement of Profit and Loss, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members, who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards -

- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid; or
- (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(3) Free Reserves, Securities Premium Account and Capital Redemption Reserve Account or such other sources as may be prescribed under the Act, may, for the purpose of this Article, be applied in paying up of unissued shares to be issued to the members of the Company as fully paid bonus shares.

- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
- 130 Capitalisation of profits**
- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares, if any; and
- (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power:
- (a) to make such provision by the issue of fractional certificates coupon or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions; and also.
- (b) to authorise any person to enter, on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

AUDIT

- 131 Audit of Financial Statements** Every Balance Sheet and Statement of Profit and Loss of the Company be audited by one or more auditors in accordance with the applicable provisions of the Act.
- 132 Statutory Auditors** The appointment and reappointment, term, rotation, eligibility qualification and disqualification, rights, powers, duties, resignation and removal of Auditors and Audit Report shall be in accordance with the provisions of the Act.
- 133 Audit of Secretarial Records** The Company shall get the secretarial and related records audited in the manner prescribed by the Act.

- 134 Secretarial Auditors** Appointment, reappointment, rotation, removal, resignation, eligibility, qualification, disqualification, remuneration, powers and duties etc. of the Secretarial Auditors and the Secretarial Audit Report shall be in accordance with the provisions of the Act.

SERVICE OF DOCUMENTS AND NOTICE

- 135 Service of documents of company** Service of documents and Notice on a Company or a Member and the manner and mode of service shall be as provided in the Act.

AUTHENTICATION OF DOCUMENTS

- 136 Authentication of documents and proceedings** Save as otherwise provided in the Act or these articles, a document or proceeding requiring authentication by the Company or contracts made by or on behalf of the Company may be signed by any Key Managerial Personnel or an Officer or employee of the Company authorized by the Board and need not be under its seal.

INSPECTION OF BOOKS OF ACCOUNTS

- 137 Inspection of Accounts and Books** The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members not being directors and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meetings.

STATUTORY REGISTER

- 138 Registers and inspection thereof**
- (1) The Company shall keep and maintain at its Registered Office all statutory registers, other than the Register of Members, which shall be maintained by the Registrar & Transfer Agents, for such duration as the Board may decide unless otherwise prescribed and in such manner and containing such particulars as prescribed by the Act.
 - (2) The Registers and copies of annual return shall be open for inspection by any member at a reasonable time which will be not less than two hours on every working day other than Sunday, at the registered office of the Company by the persons entitled thereon on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act.

WINDING UP

139 Winding up

Subject to the applicable provisions of the Act –

If the Company shall be wound up, the liquidator may, with the sanction of the requisite resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or in kind, the whole or any part of the assets of the Company, available for distribution among members (whether they shall consist of the property of the same kind or not).

For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trust for the benefit of the contributories as he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND RESPONSIBILITY

140 Right of Key Managerial Personnel, Officers and Employees to indemnity

(a) Subject to the provisions of the Act, the Key Managerial Personnel, Directors, Officers and Employees of the Company shall be indemnified by the Company out of the funds of the Company to pay all costs, losses and expenses including travelling expenses which such Key Managerial Personnel, Directors, Officers and Employees of the Company may incur or become liable to by reason of any contract entered into or act done by him as such Key Managerial Personnel, Director, officer or employee or in any way in the discharge of his duties in such capacity including expenses.

(b) Subject as aforesaid, the Key Managerial Personnel, Director, Officers and Employees of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under the provisions of the Act in which relief is granted to him by the Court.

141 Indemnity to the Directors for becoming sureties, etc. to the Company

If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

INSURANCE

- 142 Insurance for Key Managerial Personnel, Directors and others** The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Key Managerial Personnel, Directors and others for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL POWER

- 143 General Power in Articles** Wherever in the Act, or any other law for the time being in force it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, or such other law for the time being in force without there being any specific Article in that behalf herein provided.

SECRECY

- 144 Secrecy Clause** Subject to the provisions of this Act, no member shall be entitled to visit or inspect the Company's works without the permission of the Managing Director or to require discovery of or any information respecting any detail of the Company's trading or any matter or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors it will be inexpedient in the interest of the Company to communicate to the public.

Every member of the Board, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company, shall if so required by the Board before entering upon their duties or at any time during their term of office, sign a declaration pledging themselves to observe strict secrecy respecting all transactions of the Company and the state of Accounts and in matters relating thereto and shall by such declaration, pledge themselves not to reveal any of the matters which may come to their knowledge in the discharge of duties except when required to do so by the Board or by Court of law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names Addresses and descriptions of subscribers		Number of shares taken by each subscriber			Name, Address and description of Witness
		Def.	Pref.	Ordy.	
1.	S.N.N.Sankaralinga Iyer, Managing Director, Indo Commercial Bank Ltd., Bishop's Gardens, 4, Greenways Road, Adayar, Madras.	75,000	100	900	T.M.Kasthuri, 5, Smith Road, Mount Road, Madras.
2.	J.M.Doak, C/o A & F Harvey Ltd., Madura.	Nil	150	600	-do-
3.	C.S.Loganathan, Contractor, 10, Mount Road, Madras.	2,000	500	4,000	R.Venkateswaran, Bank Assistant, 107, Armenian Street, G.T., Madras.
4.	H.D. Rajah, General Manager, The Vanguard Insurance Co. Ltd., 'Srinagar', 20, Rajah Road, Thyagarayanagar, Madras.	2,000	800	7,000	-do-
5.	P.Suryanarayana, 'Kamalalaya', 8, Boag Road, Thyagarayanagar, Madras.	2,000	500	4,000	-do-
6.	S.A.Shaffee Mohamed, 'Ashiana', Shaffee Mohamed Road, Cathedral P.O., Madras.	1,000	70	525	-do-
7.	A.Krishnaswami, (Sir Alladi Krishnaswami Iyer) Advocate, 'Ekambra Nivas', Luz, Mylapore, Madras.	Nil	50	400	-do-
	Carried over	82,000	2,170	17,425	

Names Addresses and descriptions of subscribers		Number of shares taken by each subscriber			Name, Address and description of Witness
		Def.	Pref.	Ordy.	
	Brought forward	82,000	2,170	17,425	
8.	N.Rajagopalan, Advocate, 'Norton Lodge', Luz, Mylapore, Madras.	Nil	350	2,600	-do-
9.	M.Subbaraya Aiyer, Advocate, Pelathope, Mylapore, Madras.	Nil	75	700	-do-
10.	S.Rm.Ct.Annamalai Chettiar, Proprietor, Trojan & Co., Stocks & Share Brokers, 13/14, Second line Beach, Madras.	5,000	800	6,000	R Venkateswaran Bank Assistant 107, Armenian Street Madras.
11.	S.Chenniappa Mudaliar, Merchant, Chandra Bhavan, Fort, Erode.	3,000	900	8,100	-do-
12.	S.Krishnan, Merchant, 75, Godown Street, Madras.	2,000	500	4,000	-do-
13.	R.Ramjeedas Iyer, Zamindar of Kannivadi, 49, Jatindas Road, Rash Behari Avenue P.O. Calcutta.	1,000	50	250	-do-
14.	Alladi Kuppuswami, Advocate, 'Ekambra Nivas' Luz Church Road, Mylapore Madras	Nil	50	400	-do-
15.	Rajah, Sri Shunmuga Rajeswara Sethupathi, Rajah of Ramnad, The Palace, Ramnad.	3,000	350	2,600	T.B.Balagopal Advocate Mylapore Madras.
	Carried over	96,000	5,245	42,075	

<i>Names Addresses and descriptions of subscribers</i>		<i>Number of shares taken by each subscriber</i>			<i>Name, Address and description of Witness</i>
		<i>Def.</i>	<i>Pref.</i>	<i>Ord.</i>	
	Brought forward	96,000	5,245	42,075	
16.	V.S.Krishnaswami Prop.V.S.Krishnaswami & Co., Stocks & Sharebrokers, 310-311, Linghi Chetty Street, Madras	2,000	300	2,800	R.Venkateswaran, Bank Assistant, 107, Armenian Street, Madras.
17.	Pandyan Insurance Co.Ltd Madura	Nil	500	Nil	T.M.Kasthuri, 5, Smith Road, Mount Road, Madras.
18.	T.R.Venkatarama Sastri, Advocate, Edward Elliots Road, Mylapore, Madras.	600	20	200	T.V.Rajagopalan, Advocate, Edward Elliots Road, Mylapore, Madras.
	Total	98,600	6,065	45,075	

Shares of the total face value of Rs.22,26,375.

Dated this Eighteenth day of February, 1946