JK CEMENT LIMITED

Registered Office: Kamla Tower, 29/1, Dwarikadheesh Road, Kanpur, U.P.-208001

CIN: L17229UP1994PLC017199

Website: https://www.jkcement.com/; **Email**: shambhu.singh@jkcement.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

ALLAHABAD BENCH

COMPANY SCHEME APPLICATION NO. CA (CAA) 04/ALD/2025]

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of the Scheme of Amalgamation of Toshali Cements Private Limited with J.K. Cement Limited and their respective shareholders and creditors.

JK Cement Limited
A public company limited by shares incorporated under Companies Act, 1956
Having its registered office at:
Kamla Tower, 29/1 Dwarikadheesh Road,
Kanpur Nagar- 208001,
Uttar Pradesh, India
PAN: AABCJ0355R
CIN: L17229UP1994PLC017199

… Transferee Company/Applicant Company No. 2

NOTICE TO THE SECURED AND UNSECURED CREDITORS OF JK CEMENT LIMITED INVITING THEIR OBJECTIONS ON THE PROPOSED SCHEME OF AMALGAMATION OF TOSHALI CEMENTS PRIVATE LIMITED WITH JK CEMENT LIMITED

To,
The Secured and Unsecured Creditors of JK Cement Limited

Notice is hereby given that a Company Application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder for sanctioning the proposed Scheme of Amalgamation of Toshali Cements Private Limited ("**Transferor Company**") with JK Cement Limited ("**Transferee Company**") and their respective shareholders and creditors was filed before NCLT, Allahabad Bench and disposed of vide Order dated 05th March, 2025.

Pursuant to the above mentioned Company Scheme Application ("**NCLT Order**"), the Allahabad Bench of the National Company Law Tribunal, ("**NCLT**" or "**Tribunal**") has directed that a notice of the proposed Scheme of Amalgamation to be published on the Applicant

Company No. 2's website and inform the Stock Exchange to upload on its Portals for information of all the Secured and Unsecured Creditors of the Applicant Company No. 2 for the purpose of inviting their objections/comments to the proposed Scheme of Amalgamation.

A copy of the Scheme of Amalgamation and the Tribunal Order are enclosed herewith.

You are hereby informed that representations, if any, in connection with the proposed Scheme of Amalgamation may be made to the Tribunal within thirty days from the date of publishing of this notice. Copy of the representation may simultaneously be sent to JK Cement Limited at its registered office or email the same to shambhu.singh@jkcement.com..

In case no representation is received within the stated period of thirty days, it shall be presumed that you have no representation to make on the proposed Scheme of Amalgamation.

For J.K. Cement Ltd.

Sd/-
Shambhu Singh
Vice President & Company Secretary
M. No. FCS- 5836

Dated this 24th day of March, 2025
Place: Kanpur

Enclosures: As Above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

ALLAHABAD BENCH

COMPANY SCHEME APPLICATION NO. CA (CAA) 04/ALD/2025]

In the matter of the Companies Act, 2013;

And

In the matter of Sections 230 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

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In the matter of the Scheme of Amalgamation of Toshali Cements Private Limited with J.K. Cement Limited and their respective shareholders and creditors.

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PAN: AABCJ0355R
CIN: L17229UP1994PLC017199

… Transferee Company/Applicant Company No. 2

EXPLANATORY STATEMENT TO THE NOTICE TO THE SECURED AND UNSECURED CREDITORS OF JK CEMENT LIMITED INVITING THEIR OBJECTIONS ON THE PROPOSED SCHEME OF AMALGAMATION OF TOSHALI CEMENTS PRIVATE LIMITED WITH JK CEMENT LIMITED

1. Pursuant to NCLT Order dated 05th March, 2025 passed by the NCLT, Allahabad Bench in the Company Scheme Application No. CA(CAA)/04/ALD/2025 referred to hereinabove (**“NCLT Order”**), a notice of the proposed Scheme of Amalgamation of Toshali Cements Private Limited (“**Transferor Company**”) with JK Cement Limited (“**Transferee Company**”) is published on the Applicant Company No. 2’s website and inform the Stock Exchange to upload on its Portals for information of all the Secured and Unsecured Creditors of the Applicant Company No. 2 for the purpose of inviting their objections/comments to the proposed Scheme of Amalgamation.

2. The Scheme of Amalgamation has been approved by the Board of Directors of the Applicant Company No. 2 at its meeting held on 26th October, 2024.

3. The Scheme, inter alia, provides for amalgamation of the Transferor Company with the Transferee Company, with effect from the Appointed Date being 1st January, 2024, pursuant to the provision of Sections 230 - 232 and/or other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "**Act**") and in accordance with Section 2(1B) of the Income Tax Act, 1961.

Particulars of the Transferor Company:

4. Toshali Cements Private Limited (**CIN:** U26942UP2002PTC211282) (**PAN:** AABCT8989K) is registered as a private company limited by shares, incorporated on 13th August, 2002 under the provisions of the Companies Act, 1956. The registered office of the Company is situated at Kamla Tower, 29/1 Dwarikadheesh Road, Kanpur, Bara Chauraha, Kanpur Nagar- 208001, Uttar Pradesh, India.

5. The Transferor Company is Unlisted Company

6. Toshali Cements Private Limited is engaged in the business of manufacture and sale of grey cement and is a wholly owned subsidiary of J.K. Cement Limited, the Transferee Company.

7. The main objects of the Company are set out in Clause III (a) of its Memorandum of Association. The extracts of the main objects, *inter alia*, are briefly as under:

   1. *"To establish and carry on in India and elsewhere the business to produce, manufacture, treat, process, refine, prepare, import, export, purchase, sell, manipulate, finish, pack, repack, mix, grade, operate and to act as brokers, agents, consultants, merchants, stockiest, distributors, suppliers, providers, collaborators, consignors, C & F agents, indenting agents, job workers, wholesalers, retailers, traders, concessionaries or otherwise to deal in all varieties, specifications, descriptions, applications and uses of cement, whether ordinary, white, colored, Pozzolana, alumina, blast furnace, silica, lime, plaster of paris etc., including gray cement, Portland cement, Portland pozzolana cement, Portland blast furnace slag cement, Portland rapid hardening cement, Portland high alumina cement, Portland oil well cement, special cement, repitix cement, water proof cement, masanory cement, lime pozzolana cement, sagole cement and other allied products.*

   2. *To quarry, mine, excavate, explore, extract, lift, handle, sort, blast, grade, dump, distribute collect, buy, sell, import, export, treat, refine, prepare, manipulate, finish, pack, repack, transport, mix, store, and to act as agent, broker, stockiest, consultant*

engineer collaborator, consignor, franchiser, C & F agent, ware houser or otherwise to deal in lime, clay, granite, sand, concrete, mortar, minerals, whiting, coke fuel, gunny bags, Hessian cloth, paper bags, HDPE Bags, clinker, gypsum, limestone, kankar, sagole, consumables, substances and raw materials required for the manufacturing of cement and to own, explore and take land on lease or acquire, establish, operate, work and maintain quarries, mines, workshops and other works and to do all incidental acts and things necessary for the attainment of the above objects.

3. *To establish and carry on in India or else where the business as manufacturers, producers, wholesalers, retailers, traders, brokers, importers, exporters, suppliers, job workers, contractors, stockiest, distributors, processors, concessionaries and to act as agents, brokers, consultants, collaborators, transporters, consignors, warehouses C & F agents, or otherwise to deal in all shapes, sizes, dimensions, varieties, specifications, applications, uses, descriptions of cement oriented products including pipes, poles, slabs, asbestos sheets, blocks, bricks, prefabricated concrete poles and structures, nets, covers, sleepers, tiles, roofing materials, tanks, sanitary fitting and materials, laminator, black boards, Potteries, earthenware, artificial stones, builder's requisites made out of cement, ready mix concrete, decorative materials and all other goods, articles and things made of cement with other ferrous and non-ferrous materials, their components, raw materials, intermediaries, ingredients and additives of whatsoever nature and to do all such incidental acts and things necessary for the attainment of the foregoing objects.*

4. *To carry on the business of manufacturing, producing, castling, procuring, buying, selling, converting, mining and in any other way dealing in iron ore, iron and steel and to manufacture, buy, sell, import, export in iron ore, pellets, iron, different iron materials and articles, steel, stainless steel, steel castings, pig iron, steel alloys, ingots, billets, slabs, sheets, strips, rounds, bars, flat sections and shapes, brass, copper, aluminum, and other non-ferrous metals and to carry on business as dealers, selling agents, marketing and distributing agents of the ferrous and non-ferrous metals, process materials, steel products, like M.S. rounds, ingots, billets, steel castings, iron ore and to deal in all scraps i.e. mild steel, carbon steel, stainless and other alloy steel scraps."*

8. The authorized, issued, subscribed and paid-up share capital of the Transferor/Amalgamating Company as on 30th September, 2024 is as under:

Authorized Share Capital	**Amount (₹ in crores)**
95,00,000 Equity Shares of ₹ 100 each	95.00
50,00,000 Preference Shares of ₹ 100 each	50.00
Total	**145.00**
Issued, subscribed and paid-up Share Capital	**Amount (₹ in crores)**
93,74,770 Equity Shares of ₹ 100 each	93.75
Total	**93.75**

Subsequent to the above date, there has been no change in the authorized, issued, subscribed and paid up share capital of the Company.

Details of change of name, registered office and objects during the last five years

9. The Registered Office of Toshali Cements Private Limited has been shifted from Gajapati Edifice, 3rd Floor, H. No. 29-2-21&21/A Opp. District Judge Court, Prakasarao Peta, Vishakhapatnam - 530020 in the State of Andhra Pradesh to Kamla Tower, 29/1 Dwarikadheesh Road, Kanpur Nagar- 208001 in the State of Uttar Pradesh vide Order dated 25th September, 2024 passed by the Regional Director (South East Region), Hyderabad.

10. The details of the promoters are as under

#	Name of the Promoter	Address
1.	J.K. Cement Limited	Kamla Tower, Kanpur, U.P.-208001

11. The details of the directors are as under

#	Name of the Director	Address
1.	Dr. Raghavpat Singhania	17, Oak Drive, DLF Chattarpur Farm, Chattarpur, South Delhi, Delhi-110074
2.	Mr. Madhavkrishna Singhania	17, Oak Drive, DLF Chattarpur Farm, Chattarpur, South Delhi, Delhi-110074
3.	Mr. Ajay Kumar Saraogi	House. No. 2-A/175, Azad Nagar, Kanpur Nagar, U.P.- 208002
4.	Mrs. Vidhi Nidhipati Singhania	17, Oak Drive, DLF Chattarpur Farm, Chattarpur, South Delhi, Delhi-110074
5.	Mr. Amit Kothari	M 227, Greater Kailash II, New Delhi, South Delhi 110048

Particulars of the Transferee Company

12. J.K. Cement Limited (**CIN:** L17229UP1994PLC017199) (**PAN:** AABCJ0355R) is registered as a public company limited by shares, incorporated on 24th November, 1994 under the provisions of the Companies Act, 1956. The registered office of the Company is situated at Kamla Tower, Kanpur, U.P. - 208001.

13. Equity Shares of J.K. Cement Limited (Transferee Company) are listed on the National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE) (Collectively referred to as **“Stock Exchanges”**)

14. J.K. Cement Limited is engaged in the business of manufacturing and selling of inter alia grey Cement and cementous products.

15. The main objects of the Transferee Company are set out in Clause III (A) of its Memorandum of Association. The extracts of the main objects, *inter alia*, are briefly as under:

    1. *“To produce, manufacture, treat, process, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockists, distributors and suppliers of all kinds of cement (whether port land, pozzolana, white colored, alumina, blast furnaces, masanory, rapid hardening low heat and all other varieties of cement, silica or otherwise), cement products of any description, such as pipes, poles, slabs, asbestos sheets, blocks, bricks, tiles, garden wares, prefabricated slabs or building materials, and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease connected with the aforesaid products and deal in the crushing and marketing of various minerals, e.g. red oxide ochres, bauxite, barites, calcite, gypsum, laterite, lime stone, all types of clays, soapstone, quarts, marble, granite, iron ore, all types of coal, lignite and silica by taking on lease or otherwise, various mines and putting up machinery for pulverizing the various minerals.*

    2. *To acquire the whole or substantially whole of the undertaking and properties under the Scheme or arrangement under section 391 and 394 of the Companies Act, 1956 or any other Scheme approved by any statutory authority(ies) under any applicable Laws or Acts, of J.K. Synthetics Limited namely J.K. Cement Works, Nimbahera, J.K. Cement Works, Mangrol, J.K. White Cement Works, Gotan, J.K. Power, Bamania. (Clause III(A)(2) altered pursuant to the Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 4th March, 2004).*

    3. *To carry on all or any of the business as manufacturers of and dealers in lime, plasters, refractories, castables, cement paints, ready mix mortars, grinding media, concentrates and all type of building aggregates, clay, sand, minerals, earth, artificial stone and marbles and other chemicals connected with cement and building material industry.*

4. *To carry on the business of builders, contractors, subcontractors, undertaking and executing contracts, works or construction of building-residential commercial and industrial, dams, bridges including roads, highways, railways and airports and other superstructures and installation of all types of structures and foundations etc. whether on B.O.T. (Build operate and transfer) basis or otherwise.*

5. *To carry on business of and as Engineers (Civil, Mechanical, Electrical and otherwise for construction purposes), architects, surveyors, designers, decorators, furnishers, quarry masters, valuers, arbitrators Engineering consultants and to construct, execute, carry out, supervise, maintain, improve, work, develop, control, manage, alter, repair, pull down, restore and remodel, in any part of India or in any part of the world, civil works and their conveniences off all kinds or otherwise assist or take part in the construction, maintenance, development, working control and management thereof.*

6. *To carry on the business of electric power supply Company in all the branches and to construct, lay down, establish, fix and carry out all necessary power stations, wires, lines, accumulators, and works and generate by whatever means, manufacture, accumulate, distribute and supply electricity and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private and to sell power to any board/authority whether private or public.*

7. *To carry on the business of buyers and sellers and to act as agent, distributors, representatives, traders, stockiest, importers, exporters, entitlement, negotiators, supplier and commission agents of products and commodities and material in any form or shape manufactured or supplied by any Company, firm association of persons, body, whether incorporated or not, individual, Government, semi Government, or any local authority, and for that purpose buy, sell, exchange, alter, market, pledge, distribute, or otherwise deal in commodities, goods, manufactures articles materials and things of every description and kind.*

8. *To carry on and undertake the business of finance, investment and trading, hire purchase, leasing, subscribing shares and debentures of other Company and to finance lease operations of all kinds of purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipments that the Company may think fit and to undertake housing finance and financing of all and every kind and description*

and deferred payment of similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, article or commodities."

16. The authorized, issued, subscribed and paid-up share capital of the Transferee/Amalgamated Company as on 30th September, 2024 is as under:

Authorized Share Capital	**Amount (₹ in crores)**
13,00,00,000 Equity Shares of ₹ 10 each	130.00
Total	**130.00**
Issued, subscribed and paid-up Share Capital	**Amount (₹ in crores)**
7,72,68,251 Equity Shares of ₹ 10 each	77.27
Total	**77.27**

Subsequent to the above date, there has been no change in the authorized, issued, subscribed and paid up share capital of the Transferee Company.

Details of change of name, registered office and objects during the last five years

17. There has been no change in Name, Registered Office and Object Clause of Transferee Company during the last five years

18. The details of the promoters are as under:

#	Name of the Promoter	Address
1.	Dr. Raghavpat Singhania	17, Oak Drive, DLF Chattarpur Farms, New Delhi - 110074
2.	Mr. Madhavkrishna Singhania	17, Oak Drive, DLF Chattarpur Farms, New Delhi - 110074
3.	Yadu International Private Limited	Kamla Tower, Kanpur, U.P.- 208001

19. The details of the directors are as under:

#	Name of the Director	Address
1.	Mrs. Sushila Devi Singhania	11, Ganga Kuti, Cantt., Kanpur – 208004
2.	Dr. Nidhipati Singhania	17, Oak Drive, DLF Chattarpur Farms, New Delhi - 110074
3.	Dr. Raghavpat Singhania	17, Oak Drive, DLF Chattarpur Farms, New Delhi - 110074
4.	Mr. Madhavkrishna Singhania	17, Oak Drive, DLF Chattarpur Farms, New Delhi - 110074
5.	Mr. Ajay Kumar Saraogi	2-A/175, Azad Nagar, Kanpur – 208002 (U.P.)
6.	Mr. Ashok Kumar Sharma	704, 3/16A, Kalpana Tower, Vishnupuri, Nawabganj, Kanpur- 208002

#	Name of the Director	Address
7.	Mr. Paul Heinz Hugentobler	Eschenweg 10, 8645, Jona, Switzerland
8.	Mrs. Deepa Gopalan Wadhwa	N-35, Panchsheel Park,Malviya Nagar, New Delhi – 110017
9.	Mr. Saurabh Chandra	A-9, Sector-30, Nithari Road, Gautam Budh Nagar, Noida,U.P. – 201301
10.	Mr. Ashok Sinha	Flat A-2902, Lodha Bellissimo, N M Joshi Marg, Mahalaxmi, Mumbai-400011
11.	Mr. Sudhir Jalan	9, Alipore Road, Kolkata – 700027
12.	Ms Praveen Mahajan	D38, 3rd Floor, South Ex Part 2, New Delhi- 110049
13.	Mr. Rakesh Sethi	Villa No.2, 10/22, S No.103/A, Dantu Street, Behind Babu Khan Arena, Kokapet, K.V. Rangareddy, Telangana-500075
14.	Mr. Mudit Aggarwal	DISCO Compound, GT Road, Ghaziabad-201001

Rationale of the Scheme

20. The circumstances which justify and/or have necessitated the Scheme and the benefits of the same are, inter-alia, as follows:

a) the consolidation of business would create synergies between the businesses of the Applicant Companies, thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilisation of resources;

b) the Scheme would lead to efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth;

c) the consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalisation of administrative expenses/ services as well as reducing multiple legal and regulatory compliances;

d) the Scheme would enable J.K. Cement Limited which has limited presence of marketing of grey cement in eastern India, to position itself in a better equipped manner to service customer needs on the basis their combined portfolio of products and marketing capabilities in eastern India;

e) the consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities. It will also further development and growth for the employees in their future career opportunities;

f) the Scheme would result in augmenting grey cement manufacturing footprint by increasing scale of manufacturing operations and better business potential by accessing new markets, segments, product offerings and customers in eastern India;

g) thus, this Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

Relationship among Companies who are parties to the Scheme

21. Toshali Cements Private Limited (Transferor Company) is Wholly Owned Subsidiary of J.K. Cement Limited (Transferee Company) and both are the parties to the scheme of Amalgamation.

Corporate Approvals and action taken in relation to the Scheme

22. The respective Board of Directors of Toshali Cements Private Limited and J.K. Cement Limited at their meetings held on 26th October, 2024 after detailed deliberation and due consideration, have approved the Scheme of Amalgamation.

23. C.A. (CAA)/04/ALD/2025 along with annexures thereto (which includes the Scheme) was jointly e-filed by the Companies with the NCLT, on 20th December, 2024. The hard copy whereof was filed with the NCLT on 3rd January, 2025.

24. **The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution.**

#	Details	Transferee Company	Transferor Company
1.	Date of Board Meeting	26th October, 2024	26th October, 2024
2.	Name of the directors who voted	1. Mrs. Sushila Devi Singhania	1. Dr. Raghavpat Singhania

#	Details	Transferee Company	Transferor Company
	in favor of the Resolution	2. Dr. Nidhipati Singhania 3. Dr. Raghavpat Singhania 4. Mr. Madhavkrishna Singhania 5. Mr. Ajay Kumar Saraogi 6. Mr. Ashok Kumar Sharma 7. Mr. Paul Heinz Hugentobler 8. Mrs. Deepa Gopalan Wadhwa 9. Mr. Saurabh Chandra 10. Mr. Ashok Sinha 11. Mr. Sudhir Jalan 12. Mr. Mudit Aggarwal 13. Ms. Praveen Mahajan 14. Mr. Rakesh Sethi	2. Mr. Madhavkrishna Singhania 3. Mr. Ajay Kumar Saraogi 4. Mr. Amit Kothari
3.	Name of the directors who voted against the Resolution	Nil	Nil
4.	Name of the directors who did not vote or participate on such resolution	Nil	Mrs. Vidhi Nidhipati Singhania

25. **Explanatory statement disclosing details of the Scheme of Amalgamation:**

#	Particulars	Details
1.	Parties involved in the scheme of amalgamation	Toshali Cements Private Limited and J.K. Cement Limited
2.	Appointed Date	01st January, 2024
3.	Effective Date	Last of the dates on which all the conditions and matters referred to in Clause 23 of the Scheme of Amalgamation occur or have been fulfilled, obtained or waived (if and to the extent possible), as applicable in accordance with the Scheme of Amalgamation.
4.	Details of capital or debt restructuring, if any	N.A.

#	Particulars	Details
5.	Benefits of the compromise or arrangement perceived by the Board of Directors to the company, members, creditors and others (as applicable);	This Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved
6.	Amount due to Creditors	Amount due to Secured Creditors - 5113.55 Crores as on 30th September, 2024 Amount due to Unsecured Creditors - Rs.343.52 Crores as on 30th September, 2024

26. **Effect of the Scheme on Stakeholders**

The effect of the Scheme on various stakeholders, viz., Key Managerial Personnel (KMP), Promoter and Non-promoter Members, Directors, Employees, Creditors is summarized below:

The Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, no shares shall be issued pursuant to the Scheme becoming effective. Thus, there will be no adverse effect of the aforesaid amalgamation pursuant to the Scheme on the shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

This Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved

27. **Disclosure about effect of amalgamation on material interests of Directors and KMP**

No material interest of Directors or KMP involved in the scheme of amalgamation.

28. **Investigation or proceedings, if any, pending against the company under the Companies Act, 2013 and/or Companies Act, 1956:**

No investigations or proceedings is pending against the company under the Companies Act, 2013 and/or Companies Act, 1956.

29. **Details of the availability of the following documents for obtaining extract from or for making/obtaining copies of or for inspection by the creditors, namely:**

The following documents are open for inspection or for obtaining extract from or for making and obtaining copies of by the Unsecured Creditors of the Company at the Registered Office of the Company between 10.30 a.m. (IST) to 2.30 p.m. (IST) on any working days (except Saturdays, Sundays and public holidays) or from the office of our

Advocates, Mr. Rahul Agarwal at Chamber No. 42, High Court or at 74/62, Lal Bahadur Shastri Marg, Allahabad- 211001 between 9 a.m. (IST) to 5 p.m. (IST) on any working days (except Saturdays, Sundays and public holidays):

a) Latest audited financial statements of Toshali Cements Private Limited and J.K. Cement Limited for the year ended 31st March, 2024;

b) Latest unaudited financial statements of Toshali Cements Private Limited and J.K. Cement Limited for six months ended on 30th September, 2024;

c) Copy of the Scheme of Amalgamation as approved by the Board of Directors of Toshali Cements Private Limited and J.K. Cement Limited at their respective meetings held on 26th October, 2024;

d) Certified copy of the order passed by the National Company Law Tribunal, Allahabad Bench, in Company Scheme Application No. **C.A. (CAA) No.04/ALD/2025**, Dated 5th March, 2025;

e) Certificate issued by statutory auditors of both the Transferor and Transferee Company

f) Copies of the Board Report obtained u/s 232(2)(c) of Toshali Cements Private Limited and J.K. Cement Limited.

30. **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the purpose of scheme of compromise or arrangement**.

Notice along with copy of the proposed Scheme and other details will be served upon the following authorities in terms of the NCLT Order:

a) Central Government through Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi;
b) Jurisdictional Registrar of Companies, Kanpur;
c) Income Tax Department having jurisdiction over the Applicant Company and to the Principal Chief Commissioner of Income Tax (PCCIT), Lucknow
d) Official Liquidator, Uttar Pradesh, Prayagraj
e) Stock Exchanges through BSE Limited and the National Stock Exchange of India Limited

For J.K. Cement Ltd.

Sd/-
Shambhu Singh
Vice President & Company Secretary
M. No. FCS- 5836

Dated this 24th day of March, 2025
Place: Kanpur

SCHEME OF AMALGAMATION

(UNDER SECTION 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER)

OF

TOSHALI CEMENTS PRIVATE LIMITED

(AMALGAMATING COMPANY/TRANSFEROR COMPANY)

WITH

J. K. CEMENT LIMITED

(AMALGAMATED COMPANY/TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

A. OVERVIEW OF THE SCHEME

This Scheme of Amalgamation is presented pursuant to provisions of Sections 230 to 232 and other relevant provisions of the 2013 Act (*defined in Part I below*) read with rules made thereunder, as may be applicable and in compliance with Section 2(1B) of the Income Tax Act *(defined in Part I below)*, as applicable for Amalgamation (*defined in Part I below)* of Toshali Cements Private Limited ("**Amalgamating Company**" or **"Transferor Company"**) with J.K. Cement Limited ("**Amalgamated Company**" or **"Transferee Company"**) on a going concern basis with effect from Appointed Date (*defined in Part I below)* being 01st January, 2024 and consequent dissolution of Amalgamating Company without being wound up *(in terms of Part III of the Scheme)*;

Both the Amalgamating Company and the Amalgamated Company are inter-alia engaged in the business of manufacturing and selling of inter alia grey cement and cementous products. The Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company and it is proposed that the Amalgamating Company be amalgamated into and with the Amalgamated Company followed by the dissolution without winding up of the Amalgamating Company and the consequent cancellation of the equity shares held by the Amalgamated Company along with its nominees in the Amalgamating Company.

The Scheme *(defined in Part I below)* involves the Amalgamated Company as holding company and Amalgamating Company, being its wholly owned subsidiary.

B. BACKGROUND OF THE COMPANIES

1. **<u>Toshali Cements Private Limited</u>**

(a) Toshali Cements Private Limited (CIN: U26942UP2002PTC211282) (PAN: AABCT8989K) is registered as a private company limited by shares, incorporated on 13th August, 2002 under the provisions of the 1956 Act (defined in Part I below). The registered office of Amalgamating Company is situated at Kamla Tower, 29/1 Dwarikadheesh Road, Kanpur, Bara Chauraha, Kanpur Nagar- 208001, Uttar Pradesh, India.

(b) Toshali Cements Private Limited is engaged in the business of manufacture and sale of grey cement and is a wholly owned subsidiary of J.K. Cement Limited. The Amalgamating Company is actively pursuing the business of manufacturing grey cement. Presently Amalgamating Company operates an Integrated Grey Cement Plant at Ampavalli, Pottangi Tehsil, Koraput District, Odisha (**"Integrated Plant"**) and a Grinding Unit at Indranipatna Village, Tangi-Choudwar Tehsil, Cuttack District, Odisha (**"Grinding Plant"**) having a total cement capacity of 0.6 MnTPA.

2. **<u>J.K. Cement Limited</u>**

(a) J.K. Cement Limited (**CIN:** L17229UP1994PLC017199) (**PAN:** AABCJ0355R) is a public company limited by shares, incorporated on 24th November, 1994 under the provisions of the 1956 Act *(defined in Part I below)* and is having its registered office at Kamla Tower, Kanpur, Uttar Pradesh, India, 208001.

(b) J.K. Cement Limited is engaged in the manufacturing and selling of inter alia grey Cement and cementous products and it's equity shares are listed on National Stock Exchange of India Limited & The BSE Limited.

(c) The Amalgamated Company is a well-established company manufacturing and marketing grey cement, white cement, white cement based wall putty and other building materials. Its grey cement manufacturing facilities are situated at Nimbahera, Mangrol and Gotan in the State of Rajasthan, Panna in the State of Madhya Pradesh. and Muddapur in the State of Karnataka. Further, its grinding units are situated at Jharli in the State of Haryana, Balasinor in the State of Gujarat , Ujjain in the State of Madhya Pradesh. and Aligarh, Prayagraj & Hamirpur in the State of Uttar Pradesh. Its white cement manufacturing facility is situated at Gotan in the State of Rajasthan. It also has a wall putty manufacturing facility at Gotan in the State of Rajasthan and Katni in the State of Madhya Pradesh.

The Amalgamated Company also has a dual process white cum grey cement with an installed capacity of 0.6 million tonnes per annum White Cement or 1.0 million tonnes per annum Grey Cement in the Free Zone of Emirate of Fujairah, UAE.

C. RATIONALE

1. This Scheme *(defined in Part I below)* is expected to enable consolidation, better realisation of potential of the businesses, yield beneficial results and enhanced value creation for the Companies *(defined in Part I below)* that are parties to this Scheme, their respective shareholders, lenders, employees and other stakeholders. The Scheme is proposed with a view, inter alia, to achieve the following benefits:

(a) the consolidation of business would create synergies between the businesses of the Companies *(defined in Part I below)*, thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilisation of resources;

(b) the Scheme would lead to efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth;

(c) the consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalisation of administrative expenses/ services as well as reducing multiple legal and regulatory compliances;

(d) the Scheme would enable J.K. Cement Limited which has limited presence of marketing of grey cement in eastern India, to position itself in a better equipped manner to service customer needs on the basis their combined portfolio of products and marketing capabilities in eastern India;

(e) the consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities. It will also further development and growth for the employees in their future career opportunities;

(f) the Scheme would result in augmenting grey cement manufacturing footprint by increasing scale of manufacturing operations and better business potential by accessing new markets, segments, product offerings and customers in eastern India;

(g) thus, this Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

2. The respective Board of Directors *(as defined in Part I below)* or duly authorised representatives of J.K. Cement Limited and Toshali Cements Private Limited at their meetings held on 26th October, 2024 after detailed deliberation and due consideration, have approved the Scheme of Amalgamation as provided hereinafter.

D. GENERAL

1. This Scheme is divided into the following parts:

(a) **Part I** provides for the definitions and interpretation;

(b) **Part II** provides for the capital structure of Toshali Cements Private Limited and J.K. Cement Limited;

(c) **Part III** provides for the Amalgamation of Toshali Cements Private Limited with J.K. Cement Limited and matters incidental thereto;

(d) **Part IV** deals with other general terms and conditions as applicable to this Scheme.

PART I – DEFINITIONS AND INTERPRETATION

1. DEFINITIONS AND INTERPRETATION

1.1. In this Scheme, unless inconsistent with the subject or context, the following terms and expressions shall have the following meanings:

"1956 Act" means the Companies Act, 1956 and the rules and regulations made thereunder as may be applicable;

"2013 Act" means the Companies Act, 2013 and the rules and regulations made thereunder, and includes any alterations, modifications, amendments made thereto and/or any re-enactment thereof;

"**Amalgamating Company**" **or "Transferor Company"** means Toshali Cements Private Limited, a wholly owned subsidiary of J.K. Cement Limited ("**Amalgamated Company**" or **"Transferee Company"**), registered as a private company limited by shares, incorporated on 13th August, 2002 under the provisions of the 1956 Act. The registered office of Amalgamating Company is situated at Kamla Tower, 29/1 Dwarikadheesh Road, Kanpur, Bara Chauraha, Kanpur Nagar- 208001, Uttar Pradesh, India.

"**Amalgamated Company**" **or "Transferee Company"** means J.K. Cement Limited, a public company limited by shares and listed on Stock Exchanges, incorporated on 24th November, 1994 under the provisions of the 1956 Act and having its registered office at Kamla Tower, 29/1, Dwarikadheesh Road, Kanpur 208001, Uttar Pradesh, India.

"**Amalgamation**" means the amalgamation of the Amalgamating Company with the Amalgamated Company, on a going concern basis, under Sections 230-232 of the 2013 Act and in accordance with Section 2(1B) of the Income Tax Act, in terms of Part III of the Scheme;

"Applicable Laws" shall mean any national, foreign, provincial, local or other law, statute, notification, bye-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, treaties, decrees, circulars, ordinance, orders, judgements, decisions or instructions having the force of law enacted or issued by any Appropriate Authority, including any statutory modification or re-enactment thereof for the time being in force;

"**Appointed Date**" means 01st January, 2024 or such other date as the Hon'ble NCLT may decide/ approve, being the date with effect from which the Scheme shall become operative and / or be deemed to have become operative as stated herein;

"Authorized Share Capital" shall have the meaning assigned under Section 2(8) of the 2013 Act;

"**Appropriate Authority**" means and includes any governmental body (central, state or local Government), legislative body, statutory body, departmental or public body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau, instrumentality, judicial or arbitral body, or any other authorities operating under the force of law, including but not restricted to the Registrar of Companies, Hon'ble NCLT, the Stock Exchanges, SEBI, Income Tax Authorities, and other applicable authorities to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law as may be relevant in the context;

"**Board of Directors**" or "**Board**" in relation to Companies, as the case may be, means the Board of Directors of such respective company, and shall include a duly constituted committee or sub-committee thereof or any person authorised by such Board of Directors or any person authorised by such committee or sub-committee duly constituted or appointed by the Board and authorised for the purposes of matters pertaining to the Scheme and/or any other matter relating thereto;

"CIN" means Corporate Identification Number issued by the Registrar of Companies;

"Companies" shall collectively mean the Amalgamating Company and the Amalgamated Company;

"Effective Date" shall mean the last of the dates on which all the conditions and matters referred to in Clause 23 occur or have been fulfilled, obtained or waived (if and to the extent possible), as applicable in accordance with the Scheme. References in this Scheme to date of 'this Scheme becoming effective' or 'coming into effect of this Scheme' shall mean the Effective Date;

"**Encumbrance**" means any options, pledge, mortgage, lien, security, interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint or any other encumbrance of any kind or nature whatsoever, and the term "Encumbered" shall be construed accordingly;

"**Income Tax Act**" means the Income Tax Act, 1961 including any amendments made therein or statutory modifications or re-enactments thereof for the time being in force and rules and regulations, circulars, and notifications issued thereunder, each as amended from time to time and to extent in force;

“IND AS” means the Indian Accounting Standards prescribed under Section 133 of the 2013 Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015;

“Legal Proceedings” means proceedings of whatsoever nature, civil or criminal, including any notices, disputes, suits, actions, appeals, arbitrations, execution proceedings, revisions, writ petitions, suits and taxation proceedings, pending before any Court, statutory or quasi-judicial authority or tribunal;

“Liabilities” means all present and future liabilities, whether or not provided in the books of accounts or disclosed in the balance sheet of the Amalgamating Company including contingent liabilities, deferred tax liabilities, secured and unsecured debts (whether in Indian rupees or foreign currency), duties and obligations (including under any licenses or permits or schemes of every kind) of every kind, nature and description whatsoever and howsoever arising, raised or incurred or utilised for its business activities and operations along with any charge, Encumbrance, including bank guarantees thereon;

“**NCLT**” or “**Hon’ble NCLT”** means the Hon’ble Bench of the National Company Law Tribunal at Allahabad and shall include, if applicable, such other forum or authority as may be vested with the powers of a National Company Law Tribunal under 2013 Act;

“**NCLT Sanction Order**” or “**NCLT Order**” means the order of NCLT Allahabad sanctioning the Scheme under Sections 230 to 232 and other applicable provisions of the 2013 Act, including any alterations, modifications, amendments made thereto and supplementary orders/directions in relation thereto;

“PAN” means Permanent Account Number issued by the Income Tax department;

“**Registrar of Companies**” means the Registrar of Companies at Kanpur, Uttar Pradesh;

“**Scheme**” or “**the Scheme**” or “**this Scheme**” or “**Scheme of Amalgamation**” means this Scheme of Amalgamation pursuant to Section 230 to 232 of the 2013 Act and all other applicable provisions thereunder, in its present form, with such modification(s) and amendments as may be made from time to time as per Clause 21, submitted to the NCLT or any other Appropriate Authority with any modification(s) thereto as the NCLT or any other Appropriate Authority may require, direct or approve;

“**SEBI**” means the Securities and Exchange Board of India;

“**Stock Exchanges**” mean the National Stock Exchange of India Limited (“**NSE**”) and The BSE Limited (**“BSE”**), wherein equity shares of J.K. Cement Limited are listed;

1.2. All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the 2013 Act, the Income Tax Act and other Applicable Laws, rules, directions, guidelines, regulations, bye-laws, as the case may be or any statutory modification or re-enactment(s) thereof for the time being in force.

1.3. In this Scheme, unless the context otherwise requires:

(a) words denoting singular shall include plural and vice versa;

(b) headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;

(c) references to the word "include" or "including" shall be construed without limitation;

(d) a reference to an article, clause, section or paragraph is, unless indicated to the contrary, a reference to an article, clause, section or paragraph of this Scheme;

(e) unless otherwise defined, the reference to the word "days" shall mean calendar days;

(f) references to dates and times shall be construed to be references to Indian dates and times;

(g) reference to a document includes an amendment or supplement to, or replacement or novation of that document; and

(h) references to a person include any individual, firm, body corporate (whether incorporated or not), Government, state or agency of a state or any joint venture, association, partnership, works councillor or employee representative body (whether or not having separate legal personality);

(i) references to any of the term taxes, duty, levy, cess in the Scheme shall be construed as reference to all of them whether jointly or severally;

(j) word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them.

(k) any reference to any statute or statutory provision shall include:

i) all subordinate legislations made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment; and

ii) such provision as from time to time amended, modified, re-enacted or consolidated (whether before or after the filing of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the matters contemplated under this Scheme and (to the extent liability there under may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme as set out herein in its present form or with any modification(s), as may be approved or imposed or directed by any authority, unless otherwise specified in the Scheme, shall become operative from the Appointed Date but shall come into effect on the Effective Date. Therefore, for all regulatory and tax purposes, the Amalgamation would be deemed to be operative from the Appointed Date of this Scheme.

PART II – SHARE CAPITAL

3. SHARE CAPITAL

3.1. **Toshali Cements Private Limited (“Amalgamating Company”** or **“Transferor Company”)**

The Capital Structure of Toshali Cements Private Limited as on 30th September, 2024:

A. Authorised Share Capital	**Amount (INR)**
95,00,000 Equity Shares of ₹ 100 each	95,00,00,000
50,00,000 Preference Shares of ₹ 100 each	50,00,00,000
Total	**1,45,00,00,000**
B. Issued, subscribed and paid-up Share Capital	**Amount (INR)**
93,74,770 Equity Shares of ₹ 100 each	93,74,77,000
Total	**93,74,77,000**

All equity shares of the Amalgamating Company are held by the Amalgamated Company along with its nominees, thereby making the Amalgamating Company a ‘Wholly-Owned Subsidiary’ of the Amalgamated Company.

The amalgamating Company is a Private Limited Company.

3.2. **J.K. Cement Limited (“Amalgamated Company”** or **“Transferee Company”)**

The Capital Structure of J.K. Cement Limited as on 30th September, 2024:

A. Authorised Share Capital	**Amount (INR)**
13,00,00,000 Equity Shares of ₹ 10 each	1,30,00,00,000
Total	**1,30,00,00,000**
B. Issued, subscribed and paid-up Share Capital	**Amount (INR)**
7,72,68,251 Equity Shares of ₹ 10 each	77,26,82,510
Total	**77,26,82,510**

The equity shares of the Amalgamated Company are listed on the Stock Exchanges.

There has been no change in the authorised, issued, subscribed and paid up share capital of the Companies post 30th September, 2024 till 26th October, 2024, the date of the Scheme being approved by the respective Board of Directors of the Companies.

PART III – AMALGAMATION OF AMALGAMATING COMPANY WITH AMALGAMATED COMPANY

4. TRANSFER AND VESTING OF THE AMALGAMATING COMPANY INTO AMALGAMATED COMPANY

4.1 Upon the Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company shall stand amalgamated with the Amalgamated Company, as provided in the Scheme, pursuant to Sections 230 to 232 and other applicable provisions of the 2013 Act, and in accordance with Section 2(1B) of the Income Tax Act. Accordingly, all assets, liabilities, contracts, arrangements, employees, permits, licences, records, approvals, etc., of the Amalgamating Company shall, subject to the terms and conditions of this Scheme and, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred and vested in the Amalgamated Company, so as to become as and from the Appointed Date, the Amalgamated Company pursuant to provisions of Sections 230 to 232 of the 2013 Act as a going concern and on an "as-is-where-is-basis", by virtue of and in manner as provided in this part of the Scheme.

4.2 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the Scheme becoming effective with effect from the Appointed Date, and in accordance with the provisions of all Applicable Laws and the 2013 Act:

(a) all the consents, permissions, licenses, certificates, authorities (including for the operation of bank accounts), properties, contracts, claims, title, interest and authorities including accretions and appurtenances, powers of attorneys given by, issued to or executed in favour of the Amalgamating Company, and the rights and benefits under the same shall, insofar as they relate to the Amalgamating Company and all quality certifications and approvals, trademarks, patents, logos, service marks, trade names and applications relating thereto, goodwill, knowhow and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property rights of whatsoever nature and all other interests relating to the goods, services or any other assets being directly and exclusively dealt with by the Amalgamating Company shall, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party for the transfer of the same, shall stand transferred to and vested in the Amalgamated Company.

(b) all the movable assets and the other assets of the Amalgamating Company which are otherwise capable of being transferred to the Amalgamated Company shall be deemed to have been physically handed over by physical delivery or by endorsement and delivery or by constructive delivery, as the case may be, to the Amalgamated Company to the end and intent that the property and benefit therein passes to the Amalgamated Company with effect from the Appointed Date without requiring any deed or instrument of conveyance for transfer of the same. Upon the Scheme becoming effective, such delivery and transfer shall be made on a date mutually agreed upon between the respective Board of Directors or duly authorised representatives of the Amalgamating Company and the Amalgamated Company by way of delivery of possession of the respective documents, as a part of the transfer of the Amalgamating Company as a going concern. In respect of intangible movable assets of the Amalgamating Company, other than those mentioned hereinabove, and actionable claims, sundry debtors, outstanding loans, advances recoverable in cash or kind or for value to be received, bank balances and deposits with any Appropriate Authority and customers, the same shall on and from the Appointed Date stand transferred to and vested in the Amalgamated Company. The Amalgamated Company may, issue/send notices in such form as may deem fit and proper stating that pursuant to the Scheme becoming effective, the relevant debt, loan, advance or other asset, be paid or made good or held on account of the Amalgamated Company, as the person entitled thereto, to the end and intent that the right of the Amalgamating Company to recover or realize the same stands transferred to the Amalgamated Company and that appropriate entries shall be passed in their respective books to record the aforesaid changes.

(c) Upon coming into effect of this Scheme and with effect from the Appointed Date, all the incentives, exemptions, subsidies, concessions, refunds, service tax benefits goods and services tax benefits, deductions under the Income Tax Act, subsidies (including applications for subsidies), grants, special status and other benefits or privileges enjoyed, granted or to be granted by any Appropriate Authority, or availed of by the Amalgamating Company shall, without any further act or deed, vest with and be available to the Amalgamated Company on the same terms and conditions.

(d) All the intangible assets including but not limited to trademarks, brands, logos, distribution networks, non-compete agreements, contractual rights, limestone procurement rights, coal procurement rights, goodwill and intellectual property and rights thereto of any nature whatsoever, including but not limited to registrations, licenses, service marks, copyrights, domain names, trade names, and applications relating thereto and trade secrets pertaining to Undertaking whether or not provided in its books of accounts of Amalgamating Company shall be and stand transferred to and vested in and recorded by the Amalgamated Company so as to become the intangible assets, intellectual property and rights of Amalgamated Company.

(e) Intangible assets and other underlying intangible assets clubbed under the head 'goodwill', if any, shall, for all purposes, be regarded as intangible assets in terms of Explanation 3(b) to section 32(1) of Income Tax Act and shall be eligible for depreciation thereunder at the prescribed rates.

(f) All immovable properties of the Amalgamating Company, including land together with the buildings and structures standing thereon or under construction and rights and interests in said immovable properties of the Amalgamating Company, (whether freehold or leasehold, leave and licensed or otherwise) including any tenancies in relation to warehouses, office space, guest houses and residential premises including those provided to/occupied by employees of the Amalgamating Company, all plant and machineries constructed on or embedded or attached to any such immovable properties, all rights, covenants, continuing rights, title and interest in connection with the said immovable properties, and all documents of title, rights and easements in relation thereto shall upon the Scheme becoming effective, stand transferred to and be vested in and be deemed to have been transferred to and vested in the Amalgamated Company, without any further act or deed done/executed or being required to be done/executed by Amalgamating Company / Amalgamated Company. Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation of the ownership or title, or interest in the immovable properties shall, upon the Scheme becoming effective, be made and duly recorded in the name of Amalgamated Company by the Appropriate Authority pursuant to the sanction of the Scheme by the Hon’ble NCLT in accordance with the terms hereof.

(g) All lease and/or license or rent agreements made or entered into by the Amalgamating Company with various landlords, owners and lessors in connection with the use of the leasehold properties/assets by the Amalgamating Company, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. Amalgamated Company shall continue to pay rent or lease or license fee as provided for in such agreements, and

Amalgamated Company and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants there-under. Without limiting the generality of the foregoing, Amalgamated Company shall also be entitled to refund of security deposits paid under such agreements by the Amalgamating Company. All the rights, title, interest and claims of Amalgamating Company in any of its leasehold properties shall, pursuant to Sections 230 to 232 of the 2013 Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested in Amalgamated Company.

(h) All debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not or disclosed in the balance sheet of the Amalgamating Company as on the Appointed Date shall also stand transferred to and vested in or be deemed to have been transferred to and vested in the Amalgamated Company on a going concern basis, without any further act or deed pursuant to Section 232(3) of the 2013 Act, and the Amalgamated Company does hereby undertake to meet, discharge and satisfy the same on the same terms and conditions as were applicable to Amalgamating Company.

(i) Upon the coming into effect of the Scheme and without prejudice to the aforesaid, all debentures, notes & other instruments of like nature (whether convertible into equity shares or not) issued by the Amalgamating Company, pursuant to the applicable provisions of the 1956 Act or the 2013 Act and other relevant provisions thereunder, without any further act, instrument or deed, become the debentures, notes & other instruments of like nature of the Amalgamated Company on the same terms & conditions, except to the extent modified under the provisions of this Scheme, all rights, powers, duties, obligations in relation thereto shall be and stand transferred to and vested in or be deemed to have been transferred to and vested in and shall be exercised by or against the Amalgamated Company as if it was the issuer of the said instruments. It shall not be necessary to obtain the consent of any person who is a party to contract or arrangement by virtue of which such debentures, notes & other instruments of like nature (whether convertible into equity shares or not) have arisen in order to give effect to the provisions of this Clause. Necessary modification, as may be required would be carried out to the said instruments issued by the Amalgamating Company, if any. Provided that the Amalgamating Company may, at their sole discretion but without being obliged to, give notice in such form as it may deem fit and proper, to such persons, as the case may be, that any debentures, notes & other instruments of like nature (whether convertible into equity shares or not) relating to the Amalgamating Company stands transferred to and vested in the Amalgamated Company and that appropriate modification should be made in their respective books/records to reflect the aforesaid changes.

(j) Where any of the Liabilities and obligations of Amalgamating Company as on the Appointed Date deemed to be transferred to the Amalgamated Company have been discharged by Amalgamating Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Amalgamated Company.

(k) Loans, advances, receivables, payables, and other rights and obligations (including any arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future immediately before the Effective Date become due or remain outstanding between the Amalgamating Company and the Amalgamated Company shall, under the provisions of Sections 230 and 232 of the 2013 Act, without any further act, instrument, deed, cost or charge, stand cancelled and be deemed to have been discharged by such cancellation and consequently, there shall remain no inter-se liability between them and the corresponding appropriate effect shall be given in the books of accounts and records of the Amalgamated Company.

(l) The transfer and vesting of the assets shall be subject to the Encumbrances, if any, affecting the same as hereinafter provided:

i) The Encumbrances, if any, over the assets of Amalgamating Company or any part thereof transferred in terms of this Scheme to the Amalgamated Company, shall after the Effective Date continue to relate and attach to such assets or any part thereof to which they are related or attached to, prior to the Effective Date and such Encumbrances shall not relate to or attach to any of the other assets of Amalgamated Company.

ii) Without prejudice to the foregoing provisions, Amalgamated Company may execute any instruments or documents or do all such acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge, with the Registrar of Companies to give formal effect to the above provisions, if required.

iii) Subject to the necessary consents being obtained in accordance with the terms of this Scheme, the provisions of Clause 4 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

(m) All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Amalgamating Company after the Effective Date shall be accepted by the bankers of the Amalgamated Company and credited to the account of the Amalgamated Company, if presented by the Amalgamated Company. Similarly, the banker of the Amalgamated Company shall honour all cheques issued by Amalgamating Company, presented for payment after the Effective Date. If required, Amalgamating Company shall allow maintaining of bank accounts in its name by the Amalgamated Company for such time as may be determined to be necessary by Amalgamating Company and the Amalgamated Company for presentation and deposition of cheques and pay orders that have been issued in the name of Amalgamating Company.

(n) All necessary records, files, papers, technical and process information, all product and service pricing, costing, commercial and business related information, computer program, drawings and designs, procedure and other manuals, training materials, prospect lists, data, catalogues, quotations, sales and advertising materials, financing and serving related forms, lists and all details of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form of the Amalgamating Company shall be transferred to and handed over to the Amalgamated Company;

(o) All statutory rights and obligations pertaining to the Amalgamating Company would vest in/accrue to Amalgamated Company. Hence, obligation pertaining to Amalgamating Company, prior to the Effective Date, to issue or receive any statutory declaration or any other forms by whatever name called, under Goods and Services Tax Acts, Income Tax Act or any other act for the time being in force, would be deemed to have been fulfilled if they are issued or received by Amalgamated Company and if any form relatable to the period prior to the Effective Date is received in the name of Amalgamating Company, it would be deemed to have been received by Amalgamated Company in fulfilment of their obligations.

5. LEGAL PROCEEDINGS

5.1 All Legal Proceedings of whatsoever nature (legal, taxation and others, including any suits, appeals, arbitrations, execution proceedings, revisions, writ petitions, if any) by or against the Amalgamating Company, as on Appointed Date, shall not abate, be discontinued or be in any way prejudicially affected by reason of the Amalgamation or anything contained in this Scheme but the said proceedings, shall, till the Effective Date be continued, prosecuted and enforced by or against the Amalgamating Company, as if this Scheme had not been made.

5.2 Upon the coming into effect of this Scheme, all suits, actions, and other proceedings including legal and taxation proceedings, (including before any statutory or quasi-judicial authority or tribunal) by or against the Amalgamating Company, whether pending and/or arising on the Effective Date shall be continued and / or enforced by or against the Amalgamated Company as effectually and in the same manner and to the same extent as if the same had been instituted and/or pending and/or arising by or against the Amalgamated Company.

5.3 The Amalgamated Company undertakes to have all suits, claims, actions and Legal Proceedings initiated by or against the Amalgamating Company transferred to its name and to have the same continued, prosecuted, enforced and defended by or against the Amalgamated Company.

5.4 On and from Effective Date, the Amalgamated Company shall have a right, if required, to initiate any Legal Proceedings in relation to any transactions entered into by the Amalgamating Company in the same manner and to the same extent as would or might have been initiated by the Amalgamating Company.

6. CONTRACTS, LICENSES, APPROVALS AND PERMITS

6.1 Upon the coming into effect of the Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, registrations, licenses including those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature, to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue to be in full force and effect on or against or in favour, as the case may be, of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or oblige thereto or thereunder. All such property and rights shall stand vested in Amalgamated Company pursuant to Sections 230 to 232 of the 2013 Act and shall be deemed to have become the property and rights of Amalgamated Company whether the same is implemented by endorsement or delivery and possession or in any other manner.

6.2 Any inter-se contracts between the Amalgamated Company and the Amalgamating Company respectively shall stand cancelled and cease to operate upon the Scheme becoming effective.

6.3 All guarantees provided by any bank in relation to the Amalgamating Company outstanding as on the Effective Date, shall vest in the Amalgamated Company and shall ensure to the benefit of the Amalgamated Company and all guarantees issued by the bankers of the Amalgamating Company at their request favouring any third party shall be deemed to have been issued at the request of the Amalgamated Company and continue in favour of such third party till its maturity or earlier termination.

6.4 Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Amalgamating Company occurs by virtue of this Scheme itself, the Amalgamated Company may, at any time after the coming into effect of the Scheme, in accordance with the applicable provisions of Applicable Laws or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which the Amalgamating Company is a party, or any writings as may be necessary, in order to give effect to the provisions of this Scheme. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company to be carried out or performed.

6.5 Benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company, whether being in the nature of compliances or otherwise under the 2013 Act or any other statute in force at the time shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company.

6.6 The Amalgamated Company shall, at any time after this Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer / obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licences and certificates which were held or enjoyed by the Amalgamating Company. For the avoidance of doubts, it is clarified that if the consent of any third party or Appropriate Authority, is required to give effect to the provisions of this Clause, the said third party or Appropriate Authority shall make and duly record the necessary substitution / endorsement in the name of the Amalgamated Company pursuant to the Scheme becoming effective and upon this Scheme becoming effective the Amalgamated Company shall file appropriate applications / documents with the relevant authorities concerned for information and record purposes and the Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

6.7 In relation to the above, any procedural requirements required to be fulfilled by Amalgamating Company, shall be fulfilled by Amalgamated Company as if it is the duly constituted attorney of Amalgamating Company.

7. TREATMENT OF TAXES

7.1 Upon this Scheme becoming effective, the Amalgamated Company is expressly permitted to prepare consolidated financial statements/ accounts and the consolidated tax returns (prepared in the same manner as would have been prepared had this Scheme been effective on the Appointed Date itself) and to file for the first time and/ or revise, as the case may be, returns/computation along with the prescribed forms, filings and annexures thereto within the time limit as prescribed under section 170A of Income Tax Act and applicable provisions of Service Tax, GST and other tax laws. Further, upon this Scheme becoming effective, the Amalgamated Company is expressly permitted to file/revise returns, filings & annexures under the Tax Laws and to claim refunds and/or credit for taxes paid (including, TDS, TCS, advance tax, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme. It is hereby clarified that MAT Credit entitlement of the Amalgamating Company under Section 115JB of the Income Tax Act read with 115JAA of the Income Tax Act as on the Appointed Date shall also get transferred to the Amalgamated Company, wherever applicable.

7.2 All tax assessment proceedings / appeals of whatsoever nature by or against the Amalgamating Company pending and/or arising at the Appointed Date and relating to the Amalgamating Company shall be continued and/or enforced until the Effective Date against the Amalgamating Company. As and from the Effective Date, the tax proceedings / appeals shall be continued and enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Amalgamating Company.

7.3 Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company and shall continue and/or enforced against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against the 'Amalgamating Company'.

7.4 Upon the Scheme becoming effective, all taxes payable by the Amalgamating Company under the Income Tax Act, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Goods and Services Tax Act, 2017 or other applicable laws/ regulations dealing with taxes/ duties/levies shall be transferred to the account of the Amalgamated Company. Similarly all credits for taxes including Tax deduction and collection at source on income of Amalgamating Company or obligation for deduction or collection of tax at source on any payment made by or to be made by the Amalgamating Company shall be made or deemed to have been made and duly complied with by the Amalgamated Company if so made by Amalgamating Company. Similarly any advance tax payment required to be made for by the specified due dates in the tax laws shall also be deemed to have been made by the Amalgamated Company if so made by the Amalgamating Company. Any refunds under the Tax Laws due to the Amalgamating Company consequent to the assessments made on the Amalgamating Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Amalgamated Company.

7.5 All taxes of any nature, duties, taxes or any other like payments, collections or deductions made by Amalgamating Company to any statutory authorities such as Income-Tax, Sales Tax, Service Tax, GST etc. or any tax deduction/collection at source, tax credits under Tax laws, relating to the period after the Appointed Date up to the Effective date shall be deemed to have been on account of or paid by the Amalgamated Company and the relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated Company upon the passing of the order on this Scheme by the Hon'ble NCLT upon relevant proof and documents being provided to the said authorities.

7.6 Upon the coming into effect of this Scheme and as per the provisions of Section 72A of the Income Tax Act, all accumulated business losses and unabsorbed depreciation, if any, of the Amalgamating Company, as on & up to the Appointed Date, shall be transferred to the Amalgamated Company.

It is expressly clarified that all the accumulated business losses and unabsorbed depreciation as are transferred, shall be eligible to be carried forward and set off in the hands of the Amalgamated Company.

7.7 All compliances under the Tax Laws between the Appointed Date and Effective Date, undertaken by the Amalgamating Company, shall, upon this Scheme coming into effect, be deemed to have been complied with, by the Amalgamated Company. All statutory rights and obligations of the Amalgamating Company would vest in/accrue to the Amalgamated Company. Hence, obligation of the Amalgamating Company, prior to the Effective Date, to issue or receive any statutory declaration or any other forms by whatever name called, under the Tax Laws would be deemed to have been fulfilled if they are issued or received by the Amalgamated Company and if any form relatable to the period prior to the said the Effective Date is received in the name of the Amalgamating Company, it would be deemed to have been received by the Amalgamated Company in fulfilment of its obligations.

8. EMPLOYEES

8.1 Upon the coming into effect of this Scheme, all permanent employees and interns/trainees, if any, as on the Effective Date, who are on the payroll of the Amalgamating Company, including key managerial personnel and contract labourers, if any, shall become employees of the Amalgamated Company with effect from the Effective Date, on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company, without any interruption of service as a result of this Amalgamation and transfer.

8.2 The Amalgamated Company undertakes that for the purpose of payment of any retrenchment compensation and other terminal benefits, if any, including gratuity to the employees of the Amalgamating Company, the past services of such employees with the Amalgamating Company shall also be taken into account and it shall pay the same accordingly, as and when such amounts are due and payable.

8.3 Upon the Scheme becoming effective, the Amalgamating Company will transfer/handover to Amalgamated Company, copies of employment information of all such transferred employees of the Amalgamating Company, including but not limited to, personnel files (including hiring documents, existing employment contracts, and documents reflecting changes in an employee's position, compensation, or benefits), payroll records, medical documents (including documents relating to past or ongoing leaves of absence, on the job injuries or illness, or fitness for work examinations), disciplinary records, supervisory files and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits transferred pursuant to this sub-clause.

8.4 The existing provident fund, employee state insurance contribution, superannuation and gratuity fund, staff welfare scheme, employee stock option plan, incentives, if any, of which the aforesaid employees of the Amalgamating Company, are members or beneficiaries, along with all accumulated contributions therein till the Effective Date, shall, with the approval of the concerned authorities, be transferred to and continued without any break, to be administered by the Amalgamated Company for the benefit of such employees on the same terms and conditions. All benefits and schemes being provided to the transferred employees will be treated as having been continuous and uninterrupted for the purpose of the aforesaid schemes. Accordingly, the provident fund, employee state insurance contribution, superannuation fund and gratuity fund, staff welfare scheme, employee stock option plan dues, if any, of the said employees of the Amalgamating

Company, would be continued to be deposited in the transferred provident fund, employee state insurance contribution, superannuation fund and gratuity fund, staff welfare scheme, employee stock option plan account by the Amalgamated Company. In case necessary approvals are not received or the respective funds are not created by the Effective Date and there is delay, all such amounts shall continue to be administered by the Amalgamating Company as a trustee from the Effective Date till the date of actual transfer and on receiving the approvals, all the accumulated amounts till such date, shall be transferred to the respective funds of the Amalgamated Company in accordance with the approvals that have been obtained.

8.5 The contributions made by the Amalgamating Company in respect of its employees under Applicable Laws, to the provident fund, gratuity fund, leave encashment fund and any other special scheme or benefits created, for the period after the Appointed Date shall be deemed to be contributions made by Amalgamated Company.

8.6 The Amalgamated Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Amalgamating Company with any of its employees prior to Appointed Date and from Appointed Date till the Effective Date.

9. SAVING OF CONCLUDED TRANSACTIONS

Subject to the terms of the Scheme, the transfer and vesting of the Amalgamating Company as per the provisions of the Scheme shall not affect any transactions or proceedings already concluded by the Amalgamating Company on or before the Appointed Date or after the Appointed Date until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things made, done and executed by the Amalgamating Company as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

10. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

10.1. With effect from the Appointed Date and up to and including the Effective Date:

(a) The Amalgamating Company shall carry on and be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions for and on account of, and in trust for, the Amalgamated Company.

(b) All obligations, liabilities, duties and commitments, shall be undertaken and shall be deemed to have been undertaken by Amalgamating Company for and on account of and in trust for Amalgamated Company.

(c) All profits and income accruing or arising to or losses and expenses arising, incurred or accruing to the Amalgamating Company, for the period commencing from the Appointed Date and up to and including the Effective Date, shall for all purposes be treated as and deemed to be the profits, income, losses or expenses, as the case may be, of the Amalgamated Company upon the Scheme becoming effective.

(d) All the benefits (including deduction, if any) availed or Liabilities accrued under the Income Tax Act to the Amalgamating Company, for the period commencing from the Appointed Date and up to and including the Effective Date, shall for all purposes be treated as and deemed to be the benefit availed or Liabilities accrued by the Amalgamating Company on the behalf of and in trust of the Amalgamated Company.

(e) All assets, whether freehold or leasehold, acquired or entitled to use, as the case may be, by Amalgamating Company after the Appointed Date and prior to the Effective Date for operations of the Amalgamating Company or pertaining to the Amalgamating Company shall be deemed to have been acquired in trust for and on behalf of the Amalgamated Company, and shall stand transferred to and vested in the Amalgamated Company upon the coming into effect of this Scheme.

(f) Any of the rights, powers, authorities or privileges exercised by the Amalgamating Company, shall be deemed to have been exercised by the Amalgamating Company for and on behalf of, and in trust for and as an agent of Amalgamated Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Amalgamating Company, shall be deemed to have been undertaken for and on behalf of and as an agent of Amalgamated Company.

(g) Amalgamating Company shall not without the concurrence of Amalgamated Company alienate, charge or otherwise deal with any of its assets except in the ordinary course of its business.

(h) The Amalgamating Company shall carry on its business with reasonable diligence and business prudence and in the same manner as it had been doing hitherto, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

i) When the same is expressly provided in this Scheme;

ii) When the same is in the ordinary course of business as carried on by the Amalgamating Company; or

iii) When written consent of the Amalgamated Company has been obtained in this regard.

(i) Amalgamating Company shall not vary the terms and conditions of employment of any of the employees except in the ordinary course of business or without the prior consent of the Amalgamated Company or pursuant to any pre-existing obligation undertaken by the Amalgamating Company as the case may be;

(j) The Amalgamating Company shall not alter or substantially expand its business, except with the written concurrence of the Amalgamated Company; and

(k) The Amalgamating Company shall not amend its memorandum of association or articles of association, except with the written concurrence of the Amalgamated Company.

11. BOOKS AND RECORDS

All books, records, files, papers, information, databases, and all other books and records, whether in physical or electronic form belonging to, or in the ownership of or in the power or possession/control of any person in connection with the Amalgamating Company, to the extent possible and permitted under Applicable Law, be handed over to Amalgamated Company or any other relevant person.

12. ACCOUNTING TREATMENT IN THE BOOKS OF AMALGAMATED COMPANY

12.1. Upon the effectiveness of this Scheme and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation in its books as per applicable accounting principles prescribed under "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS 103 "Business Combinations" prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, relevant clarifications issued by the Ind AS Transition Facilitation Group (ITFG) of the Institute of Chartered Accountants of India, Circulars issued by the Ministry of Corporate Affairs and other generally accepted accounting principles in India or any other relevant or related requirement under the Act, as applicable:

(a) The Amalgamated Company shall, record in its standalone financial statements, all the assets (including goodwill, if any and other intangible assets), liabilities and reserves, if any, of the Amalgamating Company vested in it pursuant to this Scheme at the respective books values thereof as appearing in the consolidated financial statements of the Amalgamated Company.

(b) Amalgamated Company shall record the reserves of the Amalgamating Company in its standalone financial statements in the same form and at the same values as appearing in the consolidated financial statements of the Amalgamated Company.

(c) Upon coming into effect of this Scheme, to the extent there are inter-corporate loans / advances, deposits balances or other obligations, if any, as between Amalgamated Company and the Amalgamating Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Amalgamated Company for the reduction of any assets or liabilities, as the case may be and there shall be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from Appointed Date.

(d) The value of all investments held by the Amalgamated Company in the Amalgamating Company in any form, shall stand cancelled pursuant to the scheme becoming effective and there shall be no further obligation in that behalf.

(e) The surplus, if any arising after taking the effect of clause (a), clause (b) and clause (d), after adjustment of clause (c), shall be transferred to Capital Reserve in the financial statements of the Amalgamated Company. The deficit, if any arising after taking the effect of clause (a), clause (b), clause (d), after adjustment of clause (c) and adjustment of previously existing credit balance in capital reserve, if any, shall be debited to Retained Earnings in the financial statements of the Amalgamated Company.

(f) In case of any difference in accounting policies between the Amalgamated Company and the Amalgamating Company, the accounting policies followed by the Transferee Company shall prevail.

(g) Comparative financial information in the financial statements of the Amalgamated Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the appointed date.

(h) Any matter not dealt with hereinabove shall be dealt with in accordance with the requirement of applicable Ind AS.

13. ACCOUNTING TREATMENT IN THE BOOKS OF AMALGAMATING COMPANY

Notwithstanding anything to the contrary herein, pursuant to the Scheme becoming effective, the Amalgamating Company, without any further act, instrument or deed, shall stand dissolved without being wound-up. Accordingly, there is no accounting treatment prescribed which would have any impact or need to be reflected in the books of the Amalgamating Company.

14. CONSIDERATION

As the entire paid up share capital of the Amalgamating Company is held by the Amalgamated Company along with its nominees, it is expressly understood that, upon this Scheme becoming effective, there will not be any issue and allotment of securities / or any consideration given by Amalgamated Company in respect of Amalgamation. Consequently, the investment of Amalgamated Company in entire paid-up share capital of the Amalgamating Company shall stand cancelled in the books of Amalgamated Company, pursuant to Amalgamation.

15. COMPLIANCE WITH SECTION 2(1B) OF THE INCOME TAX ACT, 1961

The provisions of this Scheme as they relate to the Amalgamation of the Amalgamating Company with the Amalgamated Company, have been drawn up to comply with the conditions relating to "amalgamation" as defined under Section 2(1B) of the Income Tax Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B) of the Income tax Act at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) of the Income tax Act shall prevail and the Scheme shall stand modified to the extent deemed necessary to comply with Section 2(1B) of the Income Tax Act. Such modifications will, however, not affect the other parts of the Scheme.

16. COMPLIANCE WITH SEBI REGULATIONS

16.1. Since the present Scheme solely provides for amalgamation of the wholly owned subsidiary with its parent company, no approval is required from the Stock Exchanges or SEBI for the Scheme, in terms of provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as prevailing and applicable provisions, if any.

16.2. In terms of the SEBI Regulations r/w SEBI Master Circular, the present Scheme of Amalgamation is only required to be filed with the Stock Exchanges for the purpose of disclosure and dissemination on its website.

17. COMBINATION OF THE AUTHORISED SHARE CAPITAL

17.1. Consequent to and as part of the amalgamation of the Amalgamating Company with the Amalgamated Company herein, the Authorised Share Capital of the Amalgamating Company shall stand merged into and combined with the Authorised Share Capital of the Amalgamated Company pursuant to the Scheme, without any further act or deed pursuant to the provisions of Sections 13, 14, 61, 64 and 232 of the 2013 Act and no separate resolutions or consents and approvals would be required to be passed by the Amalgamated Company, and without payment of any registration or filing fee on such combined Authorised Share Capital, the Amalgamating Company and the Amalgamated Company having already paid such fees. Immediately prior to the Amalgamation, as an integral part of this Scheme, the Authorised Share Capital of the Amalgamating Company comprising of equity shares and preference shares of face value of ₹ 100 (Rupees Hundred) each, shall be split and be reclassified as equity shares and preference shares of face value of ₹ 10 (Rupees Ten) each and get combined with the authorised share capital of the Amalgamated Company. Accordingly, the Authorised Share Capital of the Transferee Company resulting from the amalgamation of the Transferor Company with the Transferee Company shall be a sum of Rs. 275,00,00,000/- (Rupees Two Hundred and Seventy Five Crores) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees ten) each and 5,00,00,000 (Five Crores) Preference Shares of Rs. 10/- (Rupees ten) each.

17.2. Consequently upon the Amalgamation and increase in Authorised Share Capital, Clause V of the Memorandum of Association of the Amalgamated Company upon the coming into effect of this Scheme and without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 14, 61, 64 and Sections 230 to 232 and other applicable provisions of the 2013 Act, as the case may be and be replaced by the following Clause:

"The Authorised Share capital of the Company is Rs. 2,75,00,00,000/- (Rupees Two Hundred and Seventy Five Crores) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees ten) each and 5,00,00,000 (Five Crores) Preference Shares of Rs. 10/- (Rupees ten) each with power to increase or reduce the same. The Company shall have power to increase or reduce its capital, to sub divide or consolidate and to divide its shares in capital for the time being into several classes of shares."

17.3. In the event there is a change in the Authorised Share Capital of either the Amalgamating or Amalgamated Company post the approval of the Scheme by their respective Board of Directors, Clause 17.1 and Clause 17.2 shall stand suitably amended to duly incorporate the change in Authorised Share Capital.

PART IV – GENERAL TERMS & CONDITIONS

18. APPLICATIONS / PETITIONS

18.1. The Companies or any of them as may be required shall, with all reasonable dispatch, make necessary applications &/or petitions before the Hon'ble NCLT under Sections 230 to 232 and other applicable provisions of the 2013 Act, seeking orders for holding and/or conducting of the meetings of their respective shareholders, secured creditors and unsecured creditors, as applicable or dispensation from convening of such meetings, for sanctioning this Scheme with such modifications as may be approved by the Hon'ble NCLT, and for such other order or orders, as the Hon'ble NCLT may deem fit for sanctioning/giving effect to this Scheme.

18.2. It is clarified that the Companies shall be entitled, pending the sanction of the Scheme, to apply to any Appropriate Authority, if required, under any law for such consents and approvals which may be required.

18.3. Upon this Scheme becoming effective, the shareholders and creditors of the Companies (as may be applicable), shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act, as applicable, for giving effect to the provisions contained in this Scheme.

19. VALIDITY OF EXISTING RESOLUTIONS, ETC.

Upon the coming into effect of the Scheme and with effect from the Appointed Date, the resolutions of the Amalgamating Company as are considered necessary by the Board of the Directors of the Amalgamated Company which are validly subsisting be considered as resolutions of the Amalgamated Company. If any such resolutions have any monetary limits approved subject to the provisions of the 2013 Act or of any other applicable statutory provisions, then the said limit, as is considered necessary by the Board of the Directors of the Amalgamated Company, shall be added to the limits, if any, under the like resolutions passed by the Board of Directors or duly authorised representative of the Amalgamated Company.

20. DECLARATION OF DIVIDEND, BONUS AND OTHERS

20.1. During the pendency of the Scheme, the Companies, subject to Clause 20.4 and Clause 20.5 hereinafter, shall be entitled to declare and pay dividend, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date.

20.2. The shareholders of the Companies shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective articles of association including the right to receive dividends.

20.3. For avoidance of doubt it is hereby clarified that nothing in this Scheme shall prevent Companies involved in the Scheme from issuing fully paid up bonus equity shares to its shareholders in accordance with Applicable Laws.

20.4. The Amalgamating Company shall not utilise the profits or income, if any, for any purpose, which is not in the ordinary course of their business, in respect of the period falling on and after the date of approval of this Scheme by the Board of Directors or duly authorised representative, without the prior written consent of the Board of Directors of the Amalgamated Company.

20.5. It is clarified that the aforesaid provisions in respect of declaration of dividend are enabling provisions only and shall not be deemed to confer any right on the shareholders of the Companies to demand or claim any dividend which, subject to the provisions of the 2013 Act, as applicable, shall be entirely at the discretion of the Board of Directors or duly authorised representative of respective Companies, subject to such approval of the shareholders, as may be required.

21. MODIFICATIONS OR AMENDMENTS TO THE SCHEME

21.1. Subject to approval by NCLT, Companies by their respective Board of Directors or their duly authorised representatives, may assent to any modifications / amendments to the Scheme or to any conditions or limitations that the Hon'ble NCLT and / or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors or their duly authorised representatives) and/or effect any other modification or amendment under Applicable Laws jointly and mutually agreed in writing by the Board of

Directors or their duly authorised representatives. The Companies by their respective Board of Directors or their duly authorised representatives be and are hereby authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and / or in any matter concerned or connected therewith.

21.2. The Companies by their respective Board of Directors or their duly authorised representatives be and are hereby authorized to give such directions (acting jointly) as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation hereof or in any matter whatsoever connected therewith, or to adopt any other accounting treatment which is in accordance with Indian Accounting Standards and generally accepted accounting principles as applicable or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to exclude any of those (to the extent permissible by law).'

22. WITHDRAWAL FROM THE SCHEME

22.1. Parties to the Scheme, acting through their respective Board of Directors or their duly authorised representatives, shall each be at liberty to withdraw from this Scheme prior to the Effective Date, in case any condition or alteration imposed by any authority/person is unacceptable to any of them or for the reasons duly approved by Board of Directors or duly authorised representative of the Companies.

22.2. In the event of withdrawal under Clause 22.1 above, no rights and liabilities whatsoever shall accrue to or be incurred inter se to the Companies or their respective shareholders or creditors or employees or any other person as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with Applicable Laws.

22.3. In the event of withdrawal under Clause 22.1 above, the Companies shall take all necessary steps to withdraw this Scheme from the Hon'ble NCLT and any other authority and to make all necessary filings/applications as may be required to withdraw this Scheme.

23. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

23.1. The requisite approval from Odisha Mining Corporation [erstwhile Industrial Development Corporation of Odisha Limited] as may be required, for transfer of Limestone Procurement and Mines Operator Rights of the Amalgamating Company in the name of the Amalgamated Company.

23.2. The Scheme being approved by the requisite majority (in number and value) of the members and/ or creditors, as applicable of the Companies as may be directed by the Hon'ble NCLT or any other competent authority, as may be applicable, subject to any dispensation that may be granted by the Hon'ble NCLT.

23.3. The sanction of the Scheme by the Hon'ble NCLT under Sections 230 to 232 and other applicable provisions of the 2013 Act; and certified copies of the NCLT Sanction Order being filed with the Registrar of Companies/Ministry of Corporate Affairs, by the respective Companies, as may be applicable.

23.4. Accordingly, it is provided that the Scheme, although operative from the Appointed Date, shall become effective on the Effective Date.

24. DISSOLUTION OF AMALGAMATING COMPANY

Notwithstanding anything to the contrary herein, pursuant to the Scheme becoming effective, the Amalgamating Company, without any further act, instrument or deed, shall stand dissolved without being wound-up.

25. EFFECT OF NON-RECEIPT OF APPROVALS

In the event of any of the said sanctions and/or approvals referred to in the preceding Clause 23 above is not being obtained and / or the Scheme not being sanctioned by the Hon'ble NCLT or any other Appropriate Authority and / or the order not being passed or sanctions not being granted by Hon'ble NCLT as aforesaid before 31st March, 2026 or within such further period or periods as may be agreed upon from time to time by the Board of Directors or duly authorised representative of the Companies which are parties to the Scheme, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights, obligations and / or Liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in Applicable Laws.

26. WHEN THE SCHEME COMES INTO OPERATION

26.1. Amalgamated Company shall carry on and shall be authorized to carry on, with effect from the Appointed Date, the business of the Amalgamating Company. For the purposes of giving effect to the sanction of the Scheme by the Hon'ble NCLT, the Amalgamated Company shall at any time pursuant to such order be entitled to get the recordal of change in the legal right(s) upon the Amalgamation of the Amalgamating Company, in accordance with the provisions of the Sections 230 to 232 and/or the other applicable provision of the 2013 Act, as the case may be. The Amalgamated Company is and shall always be deemed to have been authorized to execute any pleadings, applications, and forms as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of the Scheme.

26.2. The Companies shall be entitled to, amongst others, file/ or revise its income tax returns/ computation of income after giving effect of Amalgamation, as applicable in terms of Section 170A of the Income Tax Act, TDS/TCS returns, goods and services tax, professional tax or any other statutory returns, if required, credit for advance tax paid, self-assessment tax paid, tax deducted at source, tax collected at source, claim for sum prescribed under Section 43B of the Income Tax Act on payment basis either by the Amalgamating Company or by Amalgamated Company after Appointed Date previously disallowed in the hands of the Amalgamating Company respectively under the Income Tax Act, claim for deduction of provisions written back by Amalgamated Company previously disallowed in the hands of the Amalgamating Company, credit of foreign taxes paid/ withheld, if any, pertaining to the Amalgamating Company, as may be required consequent to implementation of this Scheme and where necessary to give effect to this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum. The Amalgamated Company shall have the right to claim refunds, tax credits, set-offs and/or adjustments relating to the income or transactions entered into by them by virtue of this Scheme with effect from Appointed Date. The taxes or duties paid by, deduction and benefits claimed by, for, or on behalf of the Amalgamating Company relating to the period on or after Appointed Date, shall be deemed to be the taxes or duties paid by and deduction and benefit claimed by the Amalgamated Company and Amalgamated Company shall be entitled to claim credit or refund for such taxes or duties and deduction and benefit as available to the Amalgamating Company.

26.3. Any advance tax, self-assessment tax, and/or TDS credit/ TCS credit available or vested with the Amalgamating Company, including any taxes paid and taxes deducted at source and deposited by the Amalgamating Company on inter se transactions during the period between Appointed Date and the Effective Date, shall be treated as tax paid by Amalgamated Company respectively and shall be available to Amalgamated Company for set-off against its liability under the Income Tax Act and any excess tax so paid shall be eligible for refund together with interest. Further, TDS/TCS deposited, TDS/TCS certificates issued by/to or TDS/TCS returns filed by the Amalgamating Company on transactions other than inter-se transactions during the period between Appointed Date and the Effective Date, as applicable, shall continue to hold good as if such TDS/TCS amounts were deposited, TDS/TCS certificates were issued by/to and TDS/TCS returns were filed by Amalgamated Company respectively. Any TDS deducted or TCS collected by, or on behalf of the Amalgamating Company on inter se transactions will be treated as tax deposited by Amalgamated Company.

26.4. Transfer and vesting of the Amalgamating Company, on-going concern basis, in terms of Part III of the Scheme, is not a sale in the course of business.

27. SEVERABILITY

27.1. If any provision or part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board of Directors or duly authorised representative of the Companies, affect the validity or implementation of the other provisions and parts of this Scheme.

27.2. In the event of any inconsistency between any of the terms and conditions of any earlier arrangement amongst the Companies and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall have overriding effect and shall prevail.

28. COSTS, CHARGES, EXPENSES AND STAMP DUTY

28.1. In the event of the Scheme not being sanctioned by the Hon’ble NCLT, the Scheme shall become null and void and in that case no rights or liabilities whatsoever shall accrue to or be incurred inter-se by the parties or their shareholders or creditors or employees or any other person. In the event of the Scheme not being sanctioned by the Hon’ble NCLT, each party shall bear and pay its respective costs, charges and expenses for and/or in connection with the Scheme.

28.2. Subject to Clause 28.1 above, all costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) arising out of, or incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by Amalgamated Company and charged to the profit and loss account as an expense. Stamp duty and any other charges, if applicable pursuant to this Scheme shall be borne by the Amalgamated Company and charged to the profit and loss account as an expense.

K.S. RAO & Co
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Toshali Cements Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Ind AS Standalone financial statements of Toshali Cements Private Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of cash flow and the Statement of Changes in Equity for the year then ended, notes to the Ind AS financial statements, including a summary of material accounting policies and other explanatory information. (hereinafter referred to as "Standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, 2024, its profit including other comprehensive income and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to note no. 10, note no. 19 and note no. 20 to the Standalone financial statements regarding non-receipt of confirmations of balance from customers (Advance from Customers, Security Deposits (including interest accrued) and Trade receivables). Management is confident that no adjustments are required for carrying value of customer balances. Accordingly, no adjustments were made to carrying value of customer balances in the Standalone financial statements. Our opinion is not modified in respect of this matter.

Material uncertainty related to going concern

We draw attention to note 44 to the standalone financial statements with regard to accumulated losses and erosion of net worth of the Company and the Company's current liabilities exceeded current assets as at the balance sheet date and the Company has incurred net cash loss during the current and previous year. These conditions indicate material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, the standalone financial statements of the company have been prepared on a going concern basis for the reasons stated in the said note. Our opinion is not modified in respect of this matter.

P. Parthasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Flat No. 601A, Golden Green Apartments, Irrum Manzil Colony, Hyderabad - 500 082.
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Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the management report, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone 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.

Responsibility of Management for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

K.S. RAO & Co. Chartered Accountants HYDERABAD

P. Parthasaradhi

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" 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. Except for the possible effects of the matters stated in the paragraph (i) (vi) below on reporting under Rule 11(g) regarding audit trail as fully explained in said paragraph on audit trail, 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;

P. Paadhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

c. The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of cash flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
f. The matters relating to the maintenance of accounts and other matters connected therewith as stated in the paragraph (i) (vi) below on reporting under Rule 11(g) regarding audit trail as fully explained in said paragraph on audit trail.
g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company with reference to these Standalone financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report;
h. As the Company is a Private Limited Company, in our opinion, provisions of section 197 of the act regarding managerial remuneration read with Schedule V to the act is not applicable to it;
i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
   i. The Company has disclosed the impact of pending litigations as at 31 March, 2024 on its financial position note in its financial statements – Refer Note 30 to the standalone financial statements;
   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
   iv.
      a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

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c) In our opinion and Based on the audit procedures conducted by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. During the year the company has neither declared nor paid any dividend. Hence, commenting regarding compliance of section 123 of the Companies Act,2013 doesn't arise.

vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.
Based on our examination which included test checks, except the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the said software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for K S Rao & Co.,
Firms' Registration Number: 003109S
Chartered Accountants

P. Pardhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

(Pardhasaradhi Rao P)
Partner
Membership Number: 224777
UDIN: 24224777BKGVNO8292

Place: Hyderabad
Date: 30 April, 2024

Annexure - 1 to Independent Auditors' Report

Referred to in paragraph 1 under **Report on Other Legal and Regulatory Requirements** of the Independent Auditors' Report of even date to the members of Toshali Cements Private Limited on the Standalone financial statements for the year ended March 31, 2024.

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) **(a)** **(A)** In our opinion, the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) In our opinion, the company is maintaining proper records showing full particulars of intangible assets.

(b) The Property, Plant and Equipment and right-of-use assets are physically verified by the Management according to a phased programme designed to cover all the assets over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such.

(c) In our opinion, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in note 3 to the standalone financial statements are held in the name of the company.

(d) Since the Company is following cost model for recording the Property, Plant and Equipment (including right-of-use assets) and intangible assets, the company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or Intangible Assets or both during the year. Accordingly, reporting under paragraph 3(i)(d) of the order doesn't arise.

(e) In our opinion, neither any proceedings have been initiated nor pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder. Accordingly, reporting under paragraph 3(i)(e) of the order doesn't arise.

(ii) **(a)** The management has conducted physical verification of inventory at reasonable intervals to cover all categories of inventory during the year. In our opinion coverage and procedure adopted by the management for such verification is appropriate. During such verification the management has not noticed any discrepancies more than 10% in any aggregate for each class of inventory.

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(b) In the following instances the quarterly returns or statements filed by the company with banks are not in agreement with the books of account of the Company (read with Note 39 to the standalone financial statements).

(All amount in INR in Crores, unless otherwise stated)

Quarter ended	Inventory	Ageing of Trade Receivables			Trade Payables
		Upto 90 Days	More than 90 days	Total	
30 June 2023					
Statement filed with banks	15.73	5.02	1.46	6.48	0.94
Books of Account	6.50	5.02	1.46	6.48	4.25
30 September 2023					
Statement filed with banks	16.78	3.65	1.27	4.92	0.96
Books of Account	6.79	3.65	1.27	4.92	4.02
31 December 2023					
Statement filed with banks	15.10	5.64	1.73	7.37	0.82
Books of Account	6.95	5.64	1.73	7.37	3.82
31 March 2024: for the Quarter ended 31 March, 2024 the Company has not filed statements with banks					

(iii) During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties except (i) interest free unsecured loan given to subsidiary company repayable on demand, outstanding as at 31 March 2024 of INR 37.00 lakhs and maximum amount outstanding at any point of time during the year INR.50.00 lakhs and (ii) Investment in Mutual funds which are not prejudicial to the company interest.

(iv) (a) the Company has not given any loan to directors.
(b) the Company has neither given any loan, guarantee or provided any security nor made any investments through more than two layers of investment companies.
Hence, reporting under paragraph 3(iv) of the order doesn't arise.

(v) (a) the Company has not accepted any deposits within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and the rules framed thereunder and (b) no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal against the Company. Hence, reporting under paragraph 3(v) of the order doesn't arise.

(vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the

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Central Government of India, the maintenance of cost records has been specified under sub-section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) **(a)** **(A)** Undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess have not regularly deposited by the company with the appropriate authorities.

(B) There were no undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) Details of dues of sales tax, income tax, service tax, customs duty, excise duty, value added tax and cess, which have not been deposited as on 31 March, 2024 on account of any dispute and the forum where disputes are pending is given in Annexure – A and outstanding as on 31 March, 2024.

(viii) In our opinion, there were no transactions to be recorded in the books of account which were either surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence, reporting under paragraph 3(viii) of the order doesn't arise.

(ix) **(a)** **(A)** The company has not defaulted in repayment of loans and payment of interest accrued thereon in respect of term loans from State Bank of India and Loans on hypothecation of vehicles from Sundaram finance limited and ICICI Bank Limited.

(B) The Company has defaulted in repayment of loans and payment of interest accrued thereon in respect of (i) Fast Track Loan from Tata Motors Finance Limited, (ii) loans on hypothecation of vehicles from Tata Motors Finance Limited and Tata Motors Finance Solutions Limited and (iii) Unsecured loan from Mezzequity Software Services Limited. Refer Annexure – B to this Order regarding defaults in repayment of Loans and Interest accrued thereon.

(C) During the year, the company has extended redemption of debentures along with payment of interest accrued thereon from 02 September 2023 to 02 March 2024. For the reasons mentioned in Note No. 15 to the Standalone Financial Statements the Company has not created Debenture Redemption Reserve as required under Section 71(4) of the companies act 2013 as amended read with Rule 18(7) of the companies (Share capital and Debentures) Rules, 2014.

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(b) We report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) During the year as the company not obtained money by way of term loans except short term loan from directors during the year. Hence, reporting under paragraph 3(ix)(c) of the order doesn't arise.

(d) On an overall examination of the standalone financial statements of the company, we report that funds raised on short-term basis have not been used for long-term purposes by the company.

(e) On an overall examination of the standalone financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary company. The Company has no joint ventures or associate companies.

(f) We report that the company has not raised loans during the year on the pledge of securities held in its subsidiary company and the Company has no joint ventures or associate companies.

(x) (a) The Company has not raised any moneys by way of initial public offer / further public offer (including debt instruments). Hence, reporting under paragraph 3(x)(a) of the order doesn't arise.

(b) During the year the company has not made any preferential allotment or private placement of shares except issue of preference shares under rights issue and conversion of preference shares into equity to existing share holders and the company has utilized funds raised by way of optionally convertible debentures for the purposes for which they were raised.

(xi) (a) We have neither come across any instance of fraud by the Company or on the Company, noticed or reported during the year, nor we have been informed of any such case by the Management.

(b) We have not filed any report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.

(xii) The Company is not a Nidhi Company. Hence, the Nidhi Rules, 2014 are not applicable to it. Therefore, the provisions of Paragraph 3(xii) (a), 3(xii) (b) and 3(xii) (c) of the Order are not applicable to the Company.

(xiii) The transactions by the Company with related parties are in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in Note no. 33 to the

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standalone financial statements as required under Indian Accounting Standard (AS) 24 "Related Party Disclosures" specified under Section 133 of the Act.

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

(b) We have considered the internal audit reports of the company issued till date, for the period under audit.

(xv) During the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

(xvi) **(a)** The provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company as neither the company's financial assets constitute more than 50 per cent of the total assets nor income from financial assets constitute more than 50 per cent of the gross income. Accordingly, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of paragraph 3(xvi) (a) of the Order are not applicable to the Company.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities. Therefore, the provisions of paragraph 3(xvi) (b) of the Order are not applicable to the Company.

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

(d) The Group has no Core Investment Companies in it.

(xvii) In our opinion, the company has incurred cash losses INR 8.71 Crores in the financial year and INR 8.88 Crores in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, the reporting under paragraph 3 (xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans including change in management and support from holding company and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the

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date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is no assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due. Further refer paragraph "Material uncertainty related to going concern" of our audit report.

(xx) The Company is suffering from continuous losses and the company did not have average net profits during the immediate three preceding financial years. Accordingly, the company was not required to spend any amount towards Corporate Social Responsibility (CSR) during the year and the company has no unspent CSR amounts which required either spend or transfer to funds as specified in Schedule VII to the Companies Act, 2013. Accordingly, provisions of Sec 135(5) and Section 135(6) of the act was not applicable to the company for the year under report.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

for K S Rao & Co.,
Firms' Registration Number: 003109S
Chartered Accountants

K.S. RAO & CO. Chartered Accountants HYDERABAD

P. Pardhasaradhi

(Pardhasaradhi Rao P)
Partner
Membership Number: 224777
UDIN: 24224777BKGVNO8292

Place: Hyderabad
Date: 30 April, 2024

Annexure - A to the Independent Auditors' Report as mentioned in Paragraph 3 (vii) (b) of Annexure - 1 to Independent Auditors' Report

Name of the statute	Nature of due	Amount (Rs. In Crores)	Amount paid under protest (Rs. In Crores)	Period to which the amount relates	Forum where the dispute is pending
The Orissa Value Added Tax (Amendment) Act, 2005	Section 42	0.69	0.17	01-04-2005 to 31-03-2009	Additional Commissioner, Cuttack
	Section 43	0.05	0.02	01-04-2005 to 31-03-2010	
	Section 50 (5)	0.14	0.00	01-04-2005 to 31-08-2009	Commissioner, Cuttack
	Section 50 (5)	0.02	0.00	01-10-2015 to 31-03-2016	Joint Commissioner of Commercial Taxes, Jeypore, Koraput Circle
	Section 50 (5)	0.22	0.04	01-04-2016 to 30-06-2017	
The Central Sales Tax Act, 1956	Rule 12(4) of The Central Sales Tax (Orissa) Rules, 1957	0.07	0.02	01-04-2014 to 30-09-2015	Joint Commissioner of Commercial Taxes, Jeypore, Koraput Circle
		0.04	0.02	01-10-2015 to 31-03-2016	
		0.52	0.11	01-04-2016 to 30-06-2017	
		0.02	0.00	01-04-2014 to 30-09-2015	
The Odisha Entry Tax Act, 1999	Section 9C	0.29	0.08	01-04-2005 to 31-08-2009	Additional Commissioner, Cuttack
		0.08	0.03		Commissioner, Cuttack
		0.05	0.01	01-04-2014 to 30-09-2015	Joint Commissioner of Commercial Taxes, Jeypore, Koraput Circle

P. Parthasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Name of the statute	Nature of due	Amount (Rs. In Crores)	Amount paid under protest (Rs. In Crores)	Period to which the amount relates	Forum where the dispute is pending
The Central Sales Tax (Andhra Pradesh) Rules, 1957	Rule 14(A)-7 of 16, The Central Sales Tax (Andhra Pradesh) Rules, 1957	0.84	0.07	2009-10	Civil Court - Visakhapatnam
Central Excise Act, 1944	Rule 5 of CENVAT Rules, 2004	0.20	-	August,2008 to December, 2008	Custom Excise & Service Tax Appellate Tribunal, Bangalore
Income Tax Act, 1961	Section 143	0.44	-	Asst. Year 2010-11	Income Tax Appellate Tribunal, Hyderabad
		0.11	-	Asst. Year 2012-13	Commissioner of Income Tax (Appeals), Hyderabad
		0.15	-	Asst. Year 2017-18	Assistant Commissioner of Income Tax, Hyderabad
Service Tax Act, (The Finance Act, 1994)	Short payment of Service Tax under GTA	0.03	-	October, 2005 to Febraury, 2006	Custom Excise & Service Tax Appellate Tribunal, Bangalore
Goods and Services Tax Act, 2017	Section 140	0.06	0.01	01-03-2017 to 31-07-2017	Assistant Commissioner, Central Excise and GST

P. Pardhasaradhi

K.S. RAO & CO. Chartered Accountants HYDERABAD

Annexure-B

(All amounts in INR Crores, unless otherwise stated)

Tata Motors Finance Limited - Fast Track Loan

Due Date of Instalment	Principal Amount	Interest Amount	Instalment Amount	Date of Payment	Delay in Number of Days
15-04-23	0.01	0.00	0.02	27-04-23	12
15-05-23	0.01	0.00	0.02	01-06-23	17
15-06-23	0.01	0.00	0.02	30-06-23	15
15-07-23	0.02	0.00	0.02	31-07-23	16
15-08-23	0.02	0.00	0.02	31-08-23	16
15-09-23	0.02	0.00	0.02	27-09-23	12
15-10-23	0.02	0.00	0.02	30-10-23	15
15-11-23	0.02	0.00	0.02	25-11-23	10
15-12-23	0.02	0.00	0.02	20-12-23	5
15-01-24	0.02	0.00	0.02	29-01-24	14
15-02-24	0.02	0.00	0.02	28-02-24	13

Tata Motors Finance Limited - Vehicle Loan (CDR 11)

Due Date of Instalment	Principal Amount	Interest Amount	Instalment Amount	Date of Payment	Delay in Number of Days
11-06-23	0.06	0.00	0.06	19-06-23	8
11-08-23	0.06	0.00	0.06	12-08-23	1
11-02-24	0.06	0.00	0.06	12-02-24	1

Tata Motors Finance Limited - Vehicle Loan (AMP 10)

Due Date of Instalment	Principal Amount	Interest Amount	Instalment Amount	Date of Payment	Delay in Number of Days
11-04-23	0.06	0.01	0.07	27-04-23	16
11-05-23	0.06	0.01	0.07	02-06-23	22
11-06-23	0.06	0.01	0.07	30-06-23	19
11-07-23	0.06	0.01	0.07	31-07-23	20
11-08-23	0.06	0.01	0.07	31-08-23	20
11-09-23	0.06	0.01	0.07	29-09-23	18
11-10-23	0.06	0.01	0.07	30-10-23	19
11-11-23	0.06	0.01	0.07	25-11-23	14
11-12-23	0.06	0.01	0.07	25-12-23	14
11-01-24	0.06	0.01	0.07	12-02-24	32
11-02-24	0.07	0.01	0.07	28-02-24	17

P. Pardhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Tata Motors Finance Limited - Vehicle Loan (16 TYRE TRUCKS)

Due Date of Instalment	Principal Amount	Interest Amount	Instalment Amount	Date of Payment	Delay in Number of Days
15-04-23	0.04	0.01	0.05	27-04-23	12
	-	0.00	0.00	30-04-23	15
15-05-23	0.04	0.01	0.05	01-06-23	17
	0.00	0.00	0.00	30-05-23	15
15-06-23	0.04	0.01	0.05	30-06-23	15
15-07-23	0.04	0.01	0.05	31-07-23	16
15-08-23	0.04	0.01	0.05	31-08-23	16
15-09-23	0.04	0.01	0.05	28-09-23	13
15-10-23	0.05	0.01	0.05	30-10-23	15
15-11-23	0.05	0.01	0.05	28-11-23	13
15-12-23	0.05	0.01	0.05	20-12-23	5
15-01-24	0.05	0.01	0.05	30-01-24	15
15-02-24	0.05	0.01	0.05	28-02-24	13
15-03-24	0.05	0.00	0.05	28-03-24	13

P. Paadhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Mezzequity Software Services Limited –

a) Unsecured loan - INR 2.70 Crores

Due Date of Instalment	Accumulated Principal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01-04-2019	0.14	-	-	21-02-2024	1788
01-05-2019	0.27	-	-	21-02-2024	1758
01-06-2019	0.41	0.02	0.02	21-02-2024	1727
01-07-2019	0.54	0.02	0.05	21-02-2024	1697
01-08-2019	0.68	0.02	0.07	21-02-2024	1666
01-09-2019	0.81	0.02	0.10	21-02-2024	1635
01-10-2019	0.95	0.02	0.12	21-02-2024	1605
01-11-2019	1.08	0.02	0.15	21-02-2024	1574
01-12-2019	1.22	0.02	0.17	21-02-2024	1544
01-01-2020	1.35	0.02	0.20	21-02-2024	1513
01-02-2020	1.49	0.02	0.22	21-02-2024	1482
01-03-2020	1.62	0.02	0.24	21-02-2024	1453
01-04-2020	1.76	0.02	0.27	21-02-2024	1422
01-05-2020	1.89	0.02	0.29	21-02-2024	1392
01-06-2020	2.03	0.02	0.32	21-02-2024	1361
01-07-2020	2.16	0.03	0.34	21-02-2024	1331
01-08-2020	2.30	0.03	0.37	21-02-2024	1300
01-09-2020	2.43	0.02	0.39	21-02-2024	1269
01-10-2020	2.57	0.03	0.42	21-02-2024	1239
01-11-2020	2.70	0.97	1.39	21-02-2024	1208

b) Unsecured loan - INR 1.00 Crore

Due Date of Instalment	Accumulated Principal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01-10-2019	0.05	0.02	0.02	21-02-2024	1605
01-11-2019	0.10	0.01	0.03	21-02-2024	1574
01-12-2019	0.15	0.01	0.04	21-02-2024	1544
01-01-2020	0.20	0.01	0.04	21-02-2024	1513
01-02-2020	0.25	0.01	0.05	21-02-2024	1482
01-03-2020	0.30	0.01	0.06	21-02-2024	1453
01-04-2020	0.35	0.01	0.07	21-02-2024	1422
01-05-2020	0.40	0.01	0.08	21-02-2024	1392
01-06-2020	0.45	0.01	0.09	21-02-2024	1361
01-07-2020	0.50	0.01	0.10	21-02-2024	1331
01-08-2020	0.55	0.01	0.11	21-02-2024	1300

P. Pardhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Due Date of Instalment	Accumulated Principal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01-09-2020	0.60	0.01	0.12	21-02-2024	1269
01-10-2020	0.65	0.01	0.13	21-02-2024	1239
01-11-2020	0.70	0.01	0.14	21-02-2024	1208
01-12-2020	0.75	0.01	0.14	21-02-2024	1178
01-01-2021	0.80	0.01	0.15	21-02-2024	1147
01-02-2021	0.85	0.01	0.16	21-02-2024	1116
01-03-2021	0.90	0.01	0.17	21-02-2024	1088
01-04-2021	0.95	0.01	0.18	21-02-2024	1057
01-05-2021	1.00	0.30	0.48	21-02-2024	1027

c) Unsecured loan - INR 0.50 Crores

Due Date of Instalment	Accumulated Principal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01-03-2021	0.13	0.02	0.02	21-02-2024	1088
01-04-2021	0.25	0.00	0.02	21-02-2024	1057
01-05-2021	0.38	0.00	0.03	21-02-2024	1027
01-06-2021	0.50	0.15	0.17	21-02-2024	996

d) Unsecured loan - INR 0.90 Crores

Due Date of Instalment	Accumulated Principal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01-05-2021	0.13	0.03	0.03	21-02-2024	1027
01-06-2021	0.26	0.01	0.03	21-02-2024	996
01-07-2021	0.39	0.01	0.04	21-02-2024	966
01-08-2021	0.51	0.01	0.05	21-02-2024	935
01-09-2021	0.64	0.01	0.06	21-02-2024	904
01-10-2021	0.77	0.01	0.07	21-02-2024	874
01-11-2021	0.90	0.22	0.29	21-02-2024	843

P. Parthasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

e) Unsecured loan - INR 3.00 Crores

Due Date of Instalment	Accumulated Principal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01-01-2020	0.05	0.02	0.02	21-02-2024	1513
01-02-2020	0.10	0.03	0.05	21-02-2024	1482
01-03-2020	0.15	0.03	0.08	21-02-2024	1453
01-04-2020	0.20	0.03	0.10	21-02-2024	1422
01-05-2020	0.25	0.03	0.13	21-02-2024	1392
01-06-2020	0.30	0.03	0.16	21-02-2024	1361
01-07-2020	0.35	0.03	0.19	21-02-2024	1331
01-08-2020	0.40	0.03	0.21	21-02-2024	1300
01-09-2020	0.45	0.03	0.24	21-02-2024	1269
01-10-2020	0.50	0.03	0.27	21-02-2024	1239
01-11-2020	0.55	0.03	0.30	21-02-2024	1208
01-12-2020	0.60	0.03	0.32	21-02-2024	1178
01-01-2021	0.65	0.03	0.35	21-02-2024	1147
01-02-2021	0.70	0.03	0.38	21-02-2024	1116
01-03-2021	0.75	0.03	0.41	21-02-2024	1088
01-04-2021	0.80	0.03	0.43	21-02-2024	1057
01-05-2021	0.85	0.03	0.46	21-02-2024	1027
01-06-2021	0.90	0.03	0.49	21-02-2024	996
01-07-2021	0.95	0.03	0.52	21-02-2024	966
01-08-2021	1.00	0.03	0.54	21-02-2024	935
01-09-2021	1.05	0.03	0.57	21-02-2024	904
01-10-2021	1.10	0.03	0.60	21-02-2024	874
01-11-2021	1.15	0.03	0.62	21-02-2024	843
01-12-2021	1.20	0.03	0.65	21-02-2024	813
01-01-2022	1.25	0.03	0.68	21-02-2024	782
01-02-2022	1.30	0.02	0.70	21-02-2024	751
01-03-2022	1.35	0.03	0.73	21-02-2024	723
01-04-2022	1.40	0.03	0.76	21-02-2024	692
01-05-2022	1.45	0.03	0.79	21-02-2024	662
01-06-2022	1.50	0.03	0.81	21-02-2024	631
01-07-2022	1.55	0.03	0.84	21-02-2024	601
01-08-2022	1.60	0.03	0.87	21-02-2024	570
01-09-2022	1.65	0.03	0.89	21-02-2024	539
01-10-2022	1.70	0.03	0.92	21-02-2024	509
01-11-2022	1.75	0.03	0.95	21-02-2024	478
01-12-2022	1.80	0.03	0.98	21-02-2024	448
01-01-2023	1.85	0.03	1.00	21-02-2024	417

P. Paddhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

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

Meaning of Internal Financial Controls With reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls With reference to Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control with reference to financial statements 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.,
Firms' Registration Number: 003109S
Chartered Accountants

K.S. RAO & Co. Chartered Accountants HYDERABAD

P. Pardhasaradhi

(Pardhasaradhi Rao P)
Partner
Membership Number: 224777
UDIN: 24224777BKGVNO8292

Place: Hyderabad
Date: 30 April, 2024

Toshali Cements Private Limited
Standalone Balance Sheet as at 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Particulars	Note No	As at 31 March, 2024	As at 31 March, 2023	As at 1 April, 2022
Assets				
Non-current assets				
Property, plant and equipment	3	69.88	75.40	81.63
Capital work-in-progress	3	1.45	1.45	1.86
Intangible assets	4	0.07	0.13	0.20
Right of use assets	5	1.71	1.73	1.75
Non-current financial assets				
- Investments	6	0.21	0.21	0.21
- Other financial assets	7	2.93	3.10	3.17
Deferred tax asset	17	1.27	-	-
Total non-current assets		**77.52**	**82.02**	**88.82**
Current assets				
Inventories	9	7.45	8.67	8.84
Financial assets				
- Trade receivables	10	5.66	4.85	3.67
- Cash and cash equivalents	11	4.52	0.33	0.37
- Bank balances other than cash and cash equivalents	12	0.10	0.10	0.08
- Investments	6	0.32	0.31	0.01
- Other financial assets	7	1.37	1.73	1.18
Other current assets	8	3.96	3.69	6.56
Total current assets		**23.38**	**19.68**	**20.71**
Total assets		**100.90**	**101.70**	**109.53**
Equity and liabilities				
Equity				
Equity share capital	13	93.75	68.32	68.32
Other equity	14	(81.40)	(127.63)	(110.71)
Total equity		**12.35**	**(59.31)**	**(42.39)**
Liabilities				
Non-current liabilities				
Financial liabilities				
- Borrowings	15	64.78	45.71	40.37
- Lease liabilities	38	0.36	0.36	0.36
Provisions	16	0.35	0.30	-
Deferred tax liability (net)	17	-	0.25	1.23
Total non-current liabilities		**65.49**	**46.62**	**41.96**
Current liabilities				
Financial liabilities				
- Borrowings	15	1.90	40.75	43.39
- Lease liabilities	38	0.04	0.04	0.04
- Trade payables - Total outstanding dues of :	18			
: micro and small enterprises		1.00	1.99	1.69
: other than micro and small enterprises		1.89	2.20	4.03
- Other financial liabilities	19	15.91	56.21	54.72
Provisions	16	0.22	0.36	0.72
Other current liabilties	20	2.10	12.84	5.37
Total current liabilities		**23.06**	**114.39**	**109.96**
Total liabilities		**88.55**	**161.01**	**151.92**
Total equity and liabilities		**100.90**	**101.70**	**109.53**
Corporate Information	1			
Summary of Material Accounting Policies	2			

The accompanying notes form an integral part of the Standalone Financial Statements
This is the Standalone Balance Sheet referred to our report of even date

for K S Rao & Co.,
Chartered Accountants
Firm Registration No. 003109S

K.S. RAO & CO. Chartered Accountants HYDERABAD

P. Pardhasaradhi

Pardhasaradhi Rao P
Partner
Membership No.: 224777

For and on behalf of the Board of Directors
of Toshali Cements Private Limited

Ajay Kumar Saraogi
Director
DIN: 00130805

Madhavkrishna Singhania
Director
DIN: 07022433

Place: Hyderabad
Date: 30 April 2024

Toshali Cements Private Limited
Standalone Statement of Profit and loss for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Particulars	Note No	for the year ended 31 March, 2024	for the year ended 31 March,2023
Revenue			
Revenue from operations	21	66.05	69.45
Other income	22	0.21	4.33
Total Revenue		**66.26**	**73.78**
Expenses			
Cost of materials consumed		13.13	9.27
Changes in inventories of finished goods and work-in-progress	23	1.08	(1.70)
Employee benefit expense	24	10.45	10.16
Finance costs	25	5.65	7.07
Depreciation and amortization	26	5.72	6.06
Other expenses	27	45.00	60.81
Total expenses		**81.03**	**91.67**
Loss before exceptional items		**(14.77)**	**(17.89)**
Less : Exceptional items	29	31.09	-
Profit/ (loss) before tax		**16.32**	**(17.89)**
Tax expense:			
Current tax		-	-
Deferred tax	17	(1.50)	(0.98)
Profit/(loss) for the year		**17.82**	**(16.91)**
Items that will not be reclassified to profit or loss			
Re-measurement of defined benefit plans		(0.09)	(0.02)
Fair Value of equity instruments through other comprehensive income		0.02	0.01
Tax on above		0.02	0.00
Total Other comprehensive income/(loss) for the year , net of tax		**(0.05)**	**(0.01)**
Total comprehensive income/ (loss) for the year (including profit/ (loss) for the year and total other comprehensive income/(loss) for the year), net of tax		**17.77**	**(16.92)**
Earnings per share (in INR)	28		
Basic		20.32	(24.77)
Diluted		18.60	(19.96)
General Information	1		
Summary of Material Accounting Policies	2		

The accompanying notes form an integral part of the Standalone Financial Statements
This is the Standalone Statement of Profit and Loss referred to our report of even date

for K S Rao & Co.,
Chartered Accountants
Firm Registration No. 003109S

K.S. RAO & Co. Chartered Accountants HYDERABAD

P. Pardhasaradhi

Pardhasaradhi Rao P
Partner
Membership No.: 224777

For and on behalf of the Board of Directors
of Toshali Cements Private Limited

Ajay Kumar Saraogi
Director
DIN: 00130805

Madhavkrishna

Madhavkrishna Singhania
Director
DIN: 07022433

Place: Hyderabad
Date: 30 April 2024

Toshali Cements Private Limited

Standalone Statement of changes in equity for the year ended 31 March 2024

(All amounts in INR in Crores, unless otherwise st

a) Equity Share Capital (Refer note no.13)

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 1 April, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Issued, Subscribed and paid up of Equity Shares of INR 100/- each						
Shares outstanding at the beginning of the year	68,32,000	68.32	68,32,000	68.32	63,32,000	6
Add: Shares issued during the year	-	-	-	-	5,00,000	
Add: Conversion of preference shares into equity shares	25,42,770	25.43				
Shares outstanding at the end of the year	**93,74,770**	**93.75**	**68,32,000**	**68.32**	**68,32,000**	6

b) Other equity (Refer note no.14)

Particulars	Reserves and surplus		Other comprehensive income	Equity component of		Total
	Retained earnings	Capital Reserve	Equity instruments through OCI	Compulsorily Convertible Non-Cumulative Preference Shares	Convertble Debentures	
Balance as at 01 April 2022	**(131.31)**	**13.45**	-	**7.14**	-	**(11**
Add: Loss for the year	(16.91)	-	-	-	-	(1
Add: Fair value of equity instruments through other comprehensive income	-	-	0.01	-	-	
Add: Re-measurement gains/(losses) on defined benefit plans	(0.01)	-	-	-	-	(
Balance as at 31 March 2023	**(148.23)**	**13.45**	**0.01**	**7.14**	-	**(12**
Add: Profit for the year	17.82	-	-	-	-	1
Add: Fair value of equity instruments through other comprehensive income	-	-	0.02	-	-	
Add: Re-measurement gains/(losses) on defined benefit plans	(0.07)	-	-	-	-	(
Less: Conversion of preference shares into equity shares	-	-	-	(7.14)	-	(
Add: Fair value of 0.01% Compulsorily Convertible Debentures	-	-	-	-	35.60	3
	(130.48)	**13.45**	**0.02**	-	**35.60**	**(8**

Corporate Information — Note 1

Summary of Material Accounting Policies — Note 2

The accompanying notes form an integral part of the Standalone financial statements of Changes in Equity referred to in our report of even date

for K S Rao & Co.,
Chartered Accountants
Firm Registration No. 003109S

K.S. RAO & CO. Chartered Accountants HYDERABAD

P. Pardhasaradhi

Pardhasaradhi Rao P
Partner
Membership No.: 224777

Place: Hyderabad
Date: 30 April 2024

For and on behalf of the Board of Directors
of Toshali Cements Private Limited

Ajay Kumar Saraogi
Director
DIN: 00130805

Madhavkrishna
Madhavkrishna Singhania
Director
DIN: 07022433

Toshali Cements Private Limited

Standalone Cash Flow Statement for the year ended 31 March,2024

(All amounts in INR in Crores, unless otherwise stated)

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
A. Cash Flow from Operating Activities:		
Profit/(Loss) before tax	**16.32**	**(17.89)**
Exceptional items	(31.09)	-
	(14.77)	**(17.89)**
Adjustments for:		
Depreciation and Amortisation	5.72	6.06
Interest	5.65	7.07
Baddebts and Debit balance Written off	0.25	3.20
Provision for expected credit loss	0.05	0.32
Provision for inventory recoverability	-	0.65
Capital Works in Progress Written Off	-	0.41
Interest Earned	(0.19)	(0.17)
Gain on redumption of Mutual Funds	(0.00)	-
Excess Provisions/Credit Balances Written Back	-	(2.80)
Profit on sale of asset	(0.02)	(1.30)
Operating loss before working capital changes	**(3.31)**	**(4.45)**
Adjustments for:		
(Increase) / Decrease in Inventory	1.22	(0.48)
(Increase) / Decrease in Trade receivables	(0.86)	(2.72)
(Increase) / Decrease in Other financial assets	0.29	(0.43)
(Increase) / Decrease in Other assets	(0.43)	2.92
(Decrease) / Increase in Trade payables	(1.29)	(0.72)
(Decrease) / Increase in Other financial liabilities	(5.68)	(1.77)
(Decrease) / Increase in Other liabilities	(10.73)	7.47
(Decrease) / Increase in provisions	(0.18)	(0.08)
Cash Generated from Operations	**(20.97)**	**(0.26)**
Taxes (Paid)/Refund Received (net)	0.16	(0.05)
Net Cash used in Operations	**(20.81)**	**(0.31)**
B. Cash Flow from Investing Activities:		
Purchase of Property, plant and equipment including Capital Work in progress, Capital Advances and Capital Creditors	(0.14)	-
Proceeds from sale of Property, plant and equipment	0.04	1.56
Fixed deposits with Banks	(0.01)	(0.01)
Investment in Mutual Funds	-	(0.29)
Proceeds from redemption of Mutual Funds	0.01	-
Interest Received	0.19	0.11
Net Cash Flow from Investing Activities (B)	**0.09**	**1.37**

P. Parthasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Toshali Cements Private Limited
Standalone Cash Flow Statement for the year ended 31 March,2024

(All amounts in INR in Crores, unless otherwise stated)

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
C. Cash Flow from Financing Activities:		
Proceeds from issue of Equity Shares-Conversion of preference shares	25.43	-
Conversion of Preference shares into Equity shares	(25.43)	-
Proceeds from issue of Debentures	72.63	-
Repayment of Debentures	(6.00)	-
Proceeds from issue of Preference shares	29.00	-
Term Loan Paid	(2.82)	(1.19)
Fasttrack loan repaid	(0.19)	(0.16)
Increase / (decrease) in Working Capital Loans	(13.94)	0.25
Repayment of Vehicle Loans	(3.11)	(3.31)
Unsecured loans received	18.94	7.11
Repayment of Unsecured loans	(60.41)	-
Payment of Lease liability	(0.04)	(0.04)
Interest Paid	(9.15)	(3.76)
Net Cash Flow from/ (used in) Financing Activities (C)	**24.91**	**(1.10)**
Net Increase in cash and cash equivalents (A+B+C)	**4.19**	**(0.04)**
Cash and Cash equivalents at beging of the year	**0.33**	**0.37**
Cash and Cash equivalents at end of the year	**4.52**	**0.33**

for K S Rao & Co.,
Chartered Accountants
Firm Registration No. 003109S

K.S. RAO & Co. Chartered Accountants HYDERABAD

P. Pardhasaradhi

Pardhasaradhi Rao P
Partner
Membership No.: 224777

Place: Hyderabad
Date: 30 April 2024

For and on behalf of the Board of Directors
of Toshali Cements Private Limited

Ajay Kumar Saraogi
Director
DIN: 00130805

Madhavkrishna Singhania
Director
DIN: 07022433

Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024

1 Company Information

Toshali Cements Private Limited ("the company") was incorporated on 13 August, 2002 in accordance with the provisions of the Companies Act, 1956. The Company is engaged in the business of Manufacture and Sale of Cement with the brand name "Gajapati".

2 Basis of preparation and Summary of significant accounting policies

2.1 Basis of preparation of financial statements

These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 ('The Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant rules as amended thereafter.

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

The financial statements are presented in Indian Rupees ("Rs./INR") and all the values are rounded off to the nearest crores, except where otherwise indicated.

Current versus Non-current classification

The Company presents assets and liabilities in the balance sheet based on current or non-current classification.
An asset is clasified as current when it is:
- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is clasified as current when:
- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the sale of goods and services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.2 Use of estimates and Judgements

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these standalone financial statements have been disclosed in Note 2.3 to Standalone Financial Statements.

P. Padmavathi

K.S. RAO & CO. Chartered Accountants HYDERABAD

2.3 Critical accounting accounting judgements, estimates and assumptions

a) Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

b) Impairment of non-financial asset

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow (DCF) model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

c) Impairment of financial asset

The impairment provision for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

d) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities disclosed in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using appropriate valuation techniques. The inputs for these valuations are taken from observable sources where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of various inputs including liquidity risk, credit risk, volatality etc. Changes in assumptions/judgements about these factors could affect the reported fair value of financial instruments. The Company has considered Weighted Average Cost of Capital (WACC) rate of respective periods in which transaction had occurred for measuring deposit, being financial liabilities , at amortised cost.

During the year, the company issued Compulsorily Convertible Debentures (CCDs) with the coupon rate of 0.01 % per annum, payable annually and with a tenure of eighth anniversary from closing date.The CCDs shall be convertible into equity shares of the company on the occurance of following events:

i.If J.K.Cements Limited as its sole and absolute option issues a conversion notice at any time during the tenure of the CCDs

ii.Up on the occurance of a Liquidity Event; and/or

iii.On the Conversion due date.

The CCDs shall be convertible into the number of equity shares as set out in the conversion note subject to valuation undertaken prior to conversion in accordance with applicable law.

The company classified these CCDs as financial liability. The fair value of liability is calculated by discounting with the WACC and balance amount is recognised in other equity.

P. Pardhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

e) Allowance for doubtful receivables and Expected credit loss

Trade receivables do not carry interest and are stated at their nominal values as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experiences. Individual trade receivables are written off when management deems them not collectible.

f) Provisions and Contingencies

Provisions: A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liability: A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent asset: A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable.

Summary of material accounting policies

The principal accounting policies applied in the preparation of these standalone financial statements are set out below. These policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.4 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into the account contractually defined terms of payment for product and excluding taxes or duties collected on behalf of the government.

Revenue from contract with customer

Income from sale of goods

Income from sale of goods is recognized when control of the sales of goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those sale of goods. The Company has generally concluded that it is the principle in its revenue arrangements, because it typically controls the sale of goods before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of various discounts and schemes offered by the Company as part of contract.

P. Paadhasaradhi

K.S. RAO & Co. Chartered Accountants HYDERABAD

Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024

Variable consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognizes changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of goods provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

The Company provides retrospective volume rebates and pricing incentives to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most expected value method for contracts. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Cost to obtain a contract

The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in Sales Commission expense under other expenses) because the amortization period of the asset that the Company otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised

Other operating income

Income from sale of services, primarily relates to revenue from mining operations, is recognised as and when the underlying services are performed. There was no changes in the point of recongnition of revenue upon adoption of Ind AS 115.

Significant financing component

In certain cases, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115 "Revenue from contracts with customers", 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 sale of goods to the customer and when the customer pays for the sales will be one year or less.

The Company also receives deposits from customers for rendering sales and repayable on demand. These deposits are not discounted as these deposits are not repayable on fixed term.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for sale of services transferred to the customer (which consists of unbilled revenue). If the Company performs services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before the payment of the consideration is due). Refer to accounting policies of financial assets in financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer sale of goods/services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers sales to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

P. Padharaodh

K. RAO & Co. Chartered Accountants HYDERABAD

Finance and other income

Finance income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets.

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. While calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit loss.

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.5 Property, plant and equipment

Property, plant and equipment are stated at cost, net of credit availed in respect of any taxes, duties less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Expenditure directly relating to construction / erection activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the construction/erection cost to the extent such expenditure is related to construction/erection or is incidental thereto. Subsequent expenditure incurred on existing Property, plant and equipment is added to their book value only if such expenditure increases the future benefits from the existing assets beyond their previously assessed standard of performance.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not ready for use as intended by the management before such date are disclosed under 'Capital work-in-progress'.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of profit and loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. A gain or loss arising on de recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of profit and loss when the asset is derecognised.

Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Depreciation is provided on the straight-line method, based on the useful life of the assets as estimated by the management.

Asset Category	Useful life
Buildings	3 to 60 years
Plant and Equipment	25 years
Laboratory Equipment	10 years
Electrical Installations	10 years
Furniture and Fixtures	10 years
Office Equipment	5 years
Computers	3 years
Vehicles	4 to 10 years

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and equipment over the estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

RAO & Co. Chartered Accountants HYDERABAD

P. Poodhasaradhi

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

2.6 Intangible assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 3 years.

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

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

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

2.7 Impairment of Non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods/ years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

2.9 Borrowing cost

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

S. RAO & CO. Chartered Accountants HYDERABAD

P. Paddhasaradhi

2.10 Financial Instruments

a) Financial assets

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

▶ Debt instruments at amortised cost

▶ Debt instruments at fair value through other comprehensive income (FVTOCI)

▶ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

▶ Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

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

Debt instrument through FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent Solely payment of Principal and interest

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument through FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

P. Padhabaradh

K.S. RAO & Co. Chartered Accountants HYDERABAD

Equity investments through FVTOCI

All equity investments in scope of Ind AS 109 "Financial Instruments" are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 "Business combinations" applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from Other comprehensive Income to Profit or loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and Loss.

Impairment of financial assets

In accordance with Ind AS 109, "Financial Instruments" the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 revenue from contracts with customers

c) Loan commitments which are not measured as at FVTPL

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

▶ All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument

▶ Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

▶ Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

▶ Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

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b) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss and Other Comprehensive Income

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 "Financial Instruments". Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

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

Loans and borrowings

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

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

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

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c) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Fair Value Through Other Comprehensive Income	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in Other Comprehensive Income is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
Fair Value Through Profit and Loss	Fair Value Through Other Comprehensive Income	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
Fair Value Through Other Comprehensive Income	Fair Value Through Profit and Loss	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified to Statement of Profit and Loss at the reclassification date.

e) Offsetting financial instruments

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

2.13 Fair value of financial instruments

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

• In the principal market for the asset or liability or

• In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

• Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

• Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

• Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.14 Dividend to equity-holders

The company recognises a liability to make dividend distributions to equity holders on its date of approval by the shareholders.

2.15 Inventories

a) Raw material, stores and consumables

Inventories of raw material, stores and consumables are valued at the lower of cost and net realisable value. Cost includes expenses incurred in bringing such material to its present location and condition and is determined on a weighted average basis.

b) Work-in-Progress and Finished goods

Work-in-Progress are valued at cost, based on weighted average and Finished goods are valued at lower of cost, based on weighted average or realisable value. Cost of finished goods and work-in-progress includes cost of materials, direct labour and an appropriate portion of overheads to bring the inventory to the present location and condition. The net realizable value of work-in-progress is determined with reference to the selling price of related finished goods. Raw materials and other supplies held for use in production of inventories are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

2.16 Trade and other receivables

Trade receivables are recognized initially at transaction price. They are subsequently measured at amortized cost using the effective interest method, net of provision for impairment, if the effect of discounting is considered material. The carrying amounts, net of provision for impairment, reported in the statement of financial position approximate the fair value due to their short realization period. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The provision is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the receivables' original effective interest rate. The amount of the provision is recognized in the statement of profit and loss.

2.17 Investment in bank deposits

Investments in bank deposits represent term deposits placed with banks earning a fixed rate of interest. Investments in bank deposits with maturities of less than one year are disclosed as current assets and more than one years as non-current assets. At the reporting date, these deposits are measured at amortized cost using the effective interest method.

2.18 Cash and cash equivalents

Cash and cash equivalents include cash in hand and at bank, and short–term deposits with an original maturity period of three months or less.

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2.19 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period/year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternative Tax (MAT)

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, MAT asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement.

2.20 Employee benefits

a) Defined contribution plan

Provident Fund and and Employees State Insurance

Retirement and other employee benefits in the form of provident fund and Employees State Insurance Contribution are defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the period when the contributions to the respective funds are due.

b) Defined benefit obligation

Gratuity plan

Gratuity is a post-employment defined benefit obligation. Defined benefit obligation are calculated by an independent actuary, using the projected unit credit method annually. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income.

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Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

▶ The date of the plan amendment or curtailment, and

▶ The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

▶ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and

▶ Net interest expense or income

Compensated absence

The company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

2.21 Provisions, Contingent liabilities and Contingent assets

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. In case warranty costs cannot be reliably estimated/identifiable Company is not making any provision for warranty costs.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

Contingent liabilities are disclosed when there is a probable obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, and such liability that may arise is termed as a contingent liability.

Liquidated damages are accounted for as and when claimed.

Contingent assets

Contingent asset: A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

2.22 Leases

The Company has applied Ind AS 116 using the modified retrospective approach.

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

· the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

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· the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

· the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:

- the Company has the right to operate the asset; or
- the Company designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

As a lessee

Under Ind AS 116:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

· fixed payments, including in-substance fixed payments;

· variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

· amounts expected to be payable under a residual value guarantee; and

· the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets:

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less and leases of low-value assets.

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As a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease

2.24 Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.25 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

2.26 Investment in subsidiaries and joint ventures

A entity is termed as a subsidiary if the company controls the entity. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Company has accounted for its investment in subsidiaries, associates and joint ventures at cost.

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Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Note No. 3

Particulars	Land	Buildings	Plant and Equipment	Laboratory Equipment	Electrical Installations	Furniture and Fixtures	Office Equipment	Computers	Vehicles	Total Property, Plant &	Capital Work-In progress
Cost / Deemed Cost											
As at 01 April 2022	**0.39**	**17.15**	**80.26**	**0.67**	**9.01**	**0.87**	**0.90**	**0.33**	**19.27**	**128.85**	**1.86**
Additions during the year	-	-	-	-	-	-	-	-	-	-	
Disposals during the year	0.19	-	-	-	-	-	-	-	1.45	1.64	0.41
As at 31 March 2023	**0.20**	**17.15**	**80.26**	**0.67**	**9.01**	**0.87**	**0.90**	**0.33**	**17.82**	**127.21**	**1.45**
Additions during the year			0.10				0.04			0.14	0.16
Disposals during the year									0.36	0.36	0.16
As at 31 March 2024	**0.20**	**17.15**	**80.36**	**0.67**	**9.01**	**0.87**	**0.94**	**0.33**	**17.46**	**126.99**	**1.45**
Accumulated depreciation											
Up to 01 April 2022	-	**3.54**	**26.20**	**0.36**	**6.08**	**0.75**	**0.78**	**0.28**	**9.23**	**47.22**	-
Charge for the year	-	0.52	2.91	0.04	0.87	0.02	0.05	0.02	1.54	5.97	-
On Disposals	-	-	-	-	-	-	-	-	1.38	1.38	-
Up to 31 March 2023	-	**4.06**	**29.11**	**0.40**	**6.95**	**0.77**	**0.83**	**0.30**	**9.39**	**51.81**	-
Charge for the year		0.52	2.92	0.04	0.57	0.02	0.02	0.01	1.54	5.64	
On Disposals									0.34	0.34	
Up to 31 March 2024	-	**4.58**	**32.03**	**0.44**	**7.52**	**0.79**	**0.85**	**0.31**	**10.59**	**57.11**	
Net Block											
As at 01 April 2022	0.39	13.61	54.06	0.31	2.93	0.12	0.12	0.05	10.04	81.63	1.86
As at 31 March 2023	0.20	13.09	51.15	0.27	2.06	0.10	0.07	0.03	8.43	75.40	1.45
As at 31 March 2024	0.20	12.57	48.33	0.23	1.49	0.08	0.09	0.02	6.87	69.88	1.45

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Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Capital work in progress ageing

As at 31 March 2024	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	0.09	1.36	1.45
Gross	-	-	**0.09**	**1.36**	**1.45**

As at 31 March 2023	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	0.09	-	1.36	1.45
Gross	-	**0.09**	-	**1.36**	**1.45**

As at 01 April 2022	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.09	-	0.04	-	0.13
Projects temporarily suspended	-	-	1.73	-	1.73
Gross	**0.09**	-	**1.77**	-	**1.86**

Note: The project 33KV Line is temporarily suspended due to NHAI road expansion and the company is in discussion with Electricity board and also the IPICOL (Industrial promotion council of Odisha) to commence the work.

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Toshali Cements Private Limited

Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Note No. 4

Intangible Assets

Particulars	Computer Software
Cost / Deemed Cost	
As at 01 April 2022	**1.46**
Additions during the year	-
Disposals during the year	-
As at 31 March 2023	**1.46**
Additions during the year	-
Disposals during the year	-
As at 31 March 2024	**1.46**
Accumulated Amortisation	
Up to 01 April 2022	**1.26**
Charge for the year	0.07
On Disposals	-
Up to 31 March 2023	**1.33**
Charge for the year	0.06
On Disposals	-
Up to 31 March 2024	**1.39**
Net Block	
As at 01 April 2022	0.20
As at 31 March 2023	0.13
As at 31 March 2024	0.07

Note No. 5

Right of Use Assets

Particulars	Land (refer note below)
Cost / Deemed Cost	
As at 01 April 2022	2.04
Additions during the year	-
Disposals during the year	-
As at 31 March 2023	**2.04**
Additions during the year	
Disposals during the year	
As at 31 March 2024	**2.04**
Accumulated depreciation	
Up to 01 April 2022	0.29
Charge for the year	0.02
On Disposals	-
Up to 31 March 2023	**0.31**
Charge for the year	0.02
On Disposals	
Up to 31 March 2024	**0.33**
Net Block	
As at 01 April 2022	1.75
As at 31 March 2023	1.73
As at 31 March 2024	1.71

Note: Cost of land includes

a) INR 1.30 premium paid to the Orissa Industrial Infrastructure Development Corporation and stampduty against land admeasuring 33.50 acres taken on lease for 90 years for establishment of Cement Grinding Unit at choudwar.

b) INR 0.06 paid to Governor for the State of Odisha for transfer of Lease Hold Rights of land measuring 68.16 acres taken on lease for 90 years for plant at ampavalli.

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Note No. 6 **Investments**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 1 April, 2022
Non-current			
Valued at Amortised Cost			
Trade - Unquoted			
Domestic			
Subsidiary Company:			
19,999 (2023: 19,999, 2022: 19,999) Equity shares of INR 100 each in Toshali Logistics Private Limited	0.20	0.20	0.20
Investments in Government securities:			
National Savings Certificates (Refer note (i) below)	0.01	0.01	0.01
Total	**0.21**	**0.21**	**0.21**
Current			
Valued at Fair Value through Other Comprehensive Income			
Investments in Mutual Funds (At cost)			
Nil units (2023: 271, 2022: 271) of Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan	-	0.01	0.01
995 units (2023: 995, 2022: Nil) of SBI Magnum Low Duration Fund Regular Growth (Refer note (ii) below)	0.32	0.30	-
Total	**0.32**	**0.31**	**0.01**
Aggregate value of quoted investments: cost	0.28	0.29	0.01
: market value	0.32	0.31	0.01
Aggregate amount of unquoted investments	0.21	0.21	0.21

(i) Lodged with Department of Mines, Koraput and Asst Commissioner of Central Excise
(ii) Margin money deposits along with Investment in Mutual Funds-SBI Magnum Low Duration Fund Regular Growth are against guarantee given by banks.

Note No. 7 **Other Financial Assets**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 1 April, 2022
Non-Current			
Balances with Banks in (maturing beyond 12 months)			
: Fixed Deposits (Refer note (i) below)	0.05	0.04	0.04
: Margin money deposits (Refer note (ii) below)	0.01	0.01	0.02
Deposits Recoverable	2.87	3.05	3.11
Total	**2.93**	**3.10**	**3.17**
Current			
Interest Accrued	0.15	0.15	0.09
Deposits Recoverable	0.67	0.94	0.14
Advance to : Employees	0.03	0.14	0.17
: Others	0.15	-	0.28
Other Receivables	-	-	-
Total	**1.37**	**1.73**	**1.18**

(i) Fixed Deposits includes INR 0.07 (2023: 0.04 , 2022: 0.02) given as security deposits to various government agencies.
(ii) Margin money deposits are against guarantees given by banks

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Note No. 8 **Other Assets**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 1 April, 2022
Current			
Advances to Suppliers	1.05	0.99	3.98
Balances with Government Departments			
: paid under protest (refer note no 30)	0.56	0.55	0.47
: other balances	0.83	0.43	0.43
Income Tax Refund Receivable, Advance tax and Tax Deducted at Source (net of provisions) including paid under protest Rs.0.69 (2023: 0.55, 2022: 0.55)	1.31	1.47	1.42
Prepaid expenses	0.21	0.25	0.26
Total	**3.96**	**3.69**	**6.56**

Note No. 9 **Inventory**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
(Valued at lower of Cost and Net realisable value)			
Raw materials (at cost)	0.77	0.14	0.75
Packing Material (at cost)	0.62	0.47	1.06
Stores and spares (at cost)	2.98	3.31	3.24
Fuel including fuel in transit INR Nil (2023: 0.44 crores, 2022: Nil) (at cost)	0.46	1.05	1.79
Work-in-progress (at lower of cost / net realisable value)	1.67	2.50	1.39
Finished goods (at lower of cost / net realisable value)	0.95	1.20	0.61
Total	**7.45**	**8.67**	**8.84**

During the year ended 31 March 2024 INR 0.39 (2023: 0.57, 2022:0.09) was recognised as an expense for inventories carried at net realisable value.

Note No. 10 **Trade Receivables**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Secured, Considered Good	1.16	1.42	1.17
Unsecured, Considered Good	4.50	3.43	2.50
Unsecured, Considered Doubtful	0.96	0.91	2.57
Less: Provision for Expected Credit Loss	(0.96)	(0.91)	(2.57)
Total	**5.66**	**4.85**	**3.67**

Reconciliation of Provision for Expected Credit Loss

Particulars	As at 31 March, 2024	As at 31 March, 2023
Opening provision for impairement allowance	(0.91)	(2.57)
Changes in impairment allowance	(0.05)	1.66
Closing provision for impairment allowance	**(0.96)**	**(0.91)**

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Trade receivable ageing as on 31 March 2024

As at 31 March 2024	Receivables outstanding from the date they became due for payment						
	Not due	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade receivables							
(i) considered good	2.43	2.53	0.48	0.23			5.67
(ii) considered doubtful	0.11	0.04	0.12	0.06	0.16	0.06	0.55
(b) Disputed Trade Receivables							
(i) considered good	-	-	-	-	-	-	-
(ii) considered doubtful	-	-	-	-	-	0.41	0.41
Gross receivables	**0.11**	**2.57**	**0.60**	**0.29**	**0.16**	**0.47**	**6.62**
Less: Provision for Doubtful debts							0.96
Net receivables							**5.66**

Trade receivable ageing as on 31 March 2023

As at 31 March 2023	Receivables outstanding from the date they became due for payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade receivables							
(i) considered good	1.49	3.04	0.28	0.01	0.03	-	4.85
(ii) considered doubtful	0.09	0.10	0.02	0.04	0.07	0.05	0.37
(b) Disputed Trade Receivables							
(i) considered good	-	-	-	-	-	-	-
(ii) considered doubtful	-	-	-	-	0.14	0.40	0.54
Gross receivables	**1.58**	**3.14**	**0.30**	**0.05**	**0.24**	**0.45**	**5.76**
Less: Provision for Doubtful debts							0.91
Net receivables							**4.85**

Trade receivable ageing as on 31 March 2022

As at 31 March 2022	Receivables outstanding from the date they became due for payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade receivables							
(i) considered good	-	3.60	0.07	-	-	-	3.67
(ii) considered doubtful	-	-	0.14	0.16	0.13	1.61	2.04
(b) Disputed Trade Receivables							
(i) considered good	-	-	-	-	-		-
(ii) considered doubtful	-	-	0.09	0.04	0.10	0.30	0.53
Gross receivables	**-**	**3.60**	**0.30**	**0.20**	**0.23**	**1.91**	**6.24**
Less: Provision for Doubtful debts							2.57
Net receivables							**3.67**

Note No. 11 **Cash and Cash Equivalents**

Particulars	**As at 31 March, 2024**	**As at 31 March, 2023**	**As at 01 April, 2022**
Cash in hand	0.09	0.12	0.09
Cash Equivalents			
Balances with banks in current accounts	4.43	0.21	0.28
Total	**4.52**	**0.33**	**0.37**

Note No. 12 **Bank balances other than cash and cash equivalents**

Particulars	**As at 31 March, 2024**	**As at 31 March, 2023**	**As at 01 April, 2022**
Balances with Banks in (maturing between 3 to 12 months)			
: Fixed deposits (Refer note (i) below)	0.02	0.04	0.02
: Margin money deposits (Refer note (ii) below)	0.08	0.06	0.06
Total	**0.10**	**0.10**	**0.08**

(i) Fixed Deposits includes INR 0.07 crores (2023: 0.04 crores, 2022: 0.02 crores) given as security deposits to various government agencies.

(ii) Margin money deposits are against guarantees given by banks

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Note No. 13

Share Capital

A) Equity Shares

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Authorised:						
Equity Shares of INR 100/- each	95,00,000	95.00	69,00,000	69.00	69,00,000	69.00
Total	**95,00,000**	**95.00**	**69,00,000**	**69.00**	**69,00,000**	**69.00**
Issued, Subscribed and paid up:						
Equity Shares of INR 100/-each	93,74,770	93.75	68,32,000	68.32	68,32,000	68.32
Total	**93,74,770**	**93.75**	**68,32,000**	**68.32**	**68,32,000**	**68.32**

B) Preference Shares

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Authorised:						
10% Cumulative Redeemable Preference Shares of INR 100/- each (Refer Note (vi), (vii) & (viii) below)	-	-	18,70,000	18.70	18,70,000	18.70
10% Compulsorily Convertible Non-Cumulative Preference Shares of INR 100/- each (Refer Note (ix), (x) & (xi) below)	-	-	7,30,000	7.30	7,30,000	7.30
9% Optionally Convertible Non- Cumulative Redeemable Preference Shares of INR 100/- each (Refer Note (xii), (xiii) & (xiv) below)	50,00,000	50.00	-	-	-	-
Total	**50,00,000**	**50.00**	**26,00,000**	**26.00**	**26,00,000**	**26.00**
Issued, Subscribed and paid up:						
10% Cumulative Redeemable Preference Shares of INR 100/- each (Refer Note (vi), (vii) & (viii) below)	-	-	18,29,010	18.29	18,29,010	18.29
10% Compulsorily Convertible Non-Cumulative Preference Shares of INR 100/- each (Refer Note (ix), (x) & (xi) below)	-	-	7,13,760	7.14	7,13,760	7.14
9% Optionally Convertible Non- Cumulative Redeemable Preference Shares of INR 100/- each (Refer Note (xii), (xiii) & (xiv) below)	29,00,000	29.00	-	-	-	-
Total	**29,00,000**	**29.00**	**25,42,770**	**25.43**	**25,42,770**	**25.43**

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(All amounts in INR in Crores, unless otherwise stated)

i. Shareholders of the Company in their Extra Ordinary General Meeting held on
(a) 30 June, 2023 are approved for reclassification of Authorized Capital and alteration of capital clause in Memorandum of Association of the company to enable the conversion of the Preference shares from Cumulative Redeemable Preference Shares (CRPS) to Compulsorily Convertible Non- Cumulative Preference shares (CCPS), followed by conversion of such CCPS into equity shares of Rs. 100/- each fully paid up and conversion of CCPS into Equity Shares of Rs. 100/- each fully paid up.

Consequent to Reclassification the Authorised share capital of the Company is INR 95.00 (Rupees Ninety Five Crore Only) divided into 95,00,000 (Ninety Five Lakh) Equity Shares of Rs.100/- (Rupees Hundred Only) each.

(b) 18 March, 2024 are approved for increase of Authorized Capital and capital clause in Memorandum of Association of the company from INR 95.00 (Rupees Ninety Five Crore Only) to INR 145.00 (Rupees One Hundred and Forty-Five Crores Only) divided into 95,00,000 (Ninety Five Lakh) Equity Shares of Rs.100/- (Rupees Hundred Only) each and 50,00,000 (Fifty Lakh) Preference shares of Rs.100/- each.

ii. Details of equity share holders holding more than 5% of total number of equity shares

Name of the Share Holder	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
M S R V Prasad	-	-	-	-	28,99,438	42.44
Mukesh Manubhai Patel	-	-	-	-	18,87,610	27.63
M J Patel Family Private Trust	-	-	33,76,000	49.41	11,62,598	17.02
M Rajyalakshmi	-	-	34,56,000	50.59	3,39,216	4.97
J. K. Cement Limited	93,74,764	100.00	-	-	-	-

iii. Reconciliation of Number of Equity Shares Outstanding:

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	68,32,000	68.32	68,32,000	68.32	63,32,000	63.32
Add: Shares issued during the year	-	-	-	-	5,00,000	5.00
Add: Conversion of preference shares into equity shares (Refer note (xv)(a) below)	25,42,770	25.43	-	-	-	-
Shares outstanding at the end of the year	**93,74,770**	**93.75**	**68,32,000**	**68.32**	**68,32,000**	**68.32**

iv. Rights, preferences and restrictions attached to equity shares including declaration of dividend:
The company has one class of equity shares having par value of INR 100 per share. Equity shares have one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all creditors and preference shareholders, in proportion to their shareholding.

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(All amounts in INR in Crores, unless otherwise stated)

v. Equity Shares held by promoter

Name of promoter/shareholder *	As at 31 March 2024			As at 31 March 2023			As at 01 April, 2022		
	Number of shares	%	% Change during the year	Number of shares	%	% Change during the year	Number of shares	%	% Change during the ye
M S R V Prasad	-	-	-	-	0.00%	100.00%	28,99,438	42.44%	8.62%
Bimal Manubhai Patel	-	-	-	-	0.00%	100.00%	3,25,792	4.77%	0.00%
Mukesh Manubhai Patel	-	-	-	-	0.00%	100.00%	18,87,610	27.63%	13.24%
M Rajyalakshmi	-	-	100.00%	34,56,000	50.59%	90.18%	3,39,216	4.97%	0.00%
M. Rohith Prasad	-	-	-	-	0.00%	100.00%	1,37,346	2.01%	0.00%
M J Patel Family Private Trust	-	-	100.00%	33,76,000	49.41%	65.56%	11,62,598	17.02%	0.00%
J. K. Cement Limited	93,74,764	100.00%	-	-	-	-	-	-	-

vi. Details of share holders holding more than 5% of total number of 10% Cumulative Redeemable Preference shares

Name of the Share Holder	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
M S R V Prasad	-	-	-	-	5,68,665	31.09%
M Rajyalakshmi	-	-	12,71,385	69.51%	4,68,515	25.62%
M Rohith Prasad	-	-	-	-	2,34,205	12.81%
Bimal Manubhai Patel	-	-	-	-	1,37,000	7.49%
Mukesh Manubhai Patel	-	-	-	-	1,49,500	8.17%
M J Patel Family Private Trust	-	-	5,57,625	30.49%	2,71,125	14.82%

vii. Reconciliation of 10% Cumulative Redeemable Preference Shares of INR 100/- each Outstanding:

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	18,29,010	18.29	18,29,010	18.29	18,29,010	18.29
Less: Conversion of preference shares into equity shares (Refer note (xv)(a) below)	(18,29,010)	(18.29)	-	-	-	-
Shares outstanding at the end of the year	-	-	**18,29,010**	**18.29**	**18,29,010**	**18.29**

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(All amounts in INR in Crores, unless otherwise stated)

viii. 10% Cumulative Reedemable Preference shares held by promoters

Name of promoter/shareholder *	As at 31 March 2024			As at 31 March 2023			As at 01 April, 2022		
	Number of shares	%	% Change during the year	Number of shares	%	% Change during the year	Number of shares	%	% Change during the ye
MSRV Prasad	-	-	-	-	-	100.00%	5,68,665	31.09%	-
M. Rajyalakshmi	-	-	100.00%	12,71,385	69.51%	63.15%	4,68,515	25.62%	-
Bimal Manubhai Patel	-	-	-	-	-	100.00%	1,37,000	7.49%	-
Mukesh Manubhai patel	-	-	-	-	-	100.00%	1,49,500	8.17%	-
M. Rohit Prasad	-	-	-	-	-	100.00%	2,34,205	12.81%	-
M J Patel Family Private Trust	-	-	100.00%	5,57,625	30.49%	51.38%	2,71,125	14.82%	-

ix. Details of share holders holding more than 5% of total number of 10% Compulsorily convertible Non-cumulative Preference shares

Name of the Share Holder	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
M J Patel Family Private Trust	-	-	7,13,760	100.00%	7,13,760	100.00%

x. Reconciliation of 10% Compulsorily Convertible Non-Cumulative Preference Shares of INR 100/- each Outstanding:

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	7,13,760	7.14	7,13,760	7.14	7,13,760	7.14
Less: Conversion of preference shares into equity shares	(7,13,760)	(7.14)	-	-	-	-
Shares outstanding at the end of the year	-	-	**7,13,760**	**7.14**	**7,13,760**	**7.14**

xi. 10% Compulsorily Convertible Non-Cumulative Preference Shares held by promoters

Name of promoter/shareholder *	As at 31 March 2024			As at 31 March 2023			As at 01 April, 2022		
	Number of shares	%	% Change during the year	Number of shares	%	% Change during the year	Number of shares	%	% Change during the ye
M J Patel Family Private Trust	-	-	100.00%	5,57,625	30.49%	51.38%	2,71,125	14.82%	-

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(All amounts in INR in Crores, unless otherwise stated)

xii. Details of share holders holding more than 5% of total number of 9% Optionally Convertible Non cumulative Redeemable Preference shares

Name of the Share Holder	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
J. K. Cement Limited	29,00,000	100%	-	-	-	-

xiii. Reconciliation of 9% Optionally Convertible Non cumulative Redeemable Preference shares of INR 100/- each Outstanding:

Particulars	As at 31 March, 2024		As at 31 March, 2023		As at 01 April, 2022	
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	-	-	-	-	-	-
Add: Issued during the year	29,00,000	29.00	-	-	-	-
Shares outstanding at the end of the year	**29,00,000**	**29.00**	-	-	-	-

xiv. 9% Optionally Convertible Non cumulative Redeemable Preference shares held by promoters

Name of promoter/shareholder *	As at 31 March 2024			As at 31 March 2023			As at 01 April, 2022		
	Number of shares	%	% Change during the year	Number of shares	%	% Change during the year	Number of shares	%	% Change during the year
M J Patel Family Private Trust	-	-	100.00%	5,57,625	30.49%	51.38%	2,71,125	14.82%	-

xv. Rights, preferences and restrictions attached to preference shares including declaration of dividend:

a) The company has three class of 10% Cumulative Redeemable preference shares having par value of INR 100 per share.

1) 4,46,100 class-A 10% Cumulative Redeemable Preference Shares are redeemable on 31 March, 2026.
2) 2,67,660 class-B 10% Cumulative Redeemable Preference Shares are redeemable on 31 March, 2026.
3) 11,15,250 class-C 10% Cumulative Redeemable Preference Shares are redeemable on 31 March, 2026.

The Company has issued and allotted 18,29,010-10% Cumulative Redeemable Preference shares of face value of INR 100 each on 31 March, 2006 and are redeemable by 31st March, 2026 (latest). Up on request of the Preference shareholders, the Equity shareholders and Preference share holders in their respective Extra Ordinary General Meetings held on 30 June, 2023 are approved for

1) variation of terms and conditions for conversion of Cumulative Redeemable Preference Shares (CRPS) to 18,29,010 10% Compulsorily Convertible Non- Cumulative Preference shares (CCPS) and

2) conversion of 10% Compulsorily Convertible Non- Cumulative Preference shares (CCPS) into 18,29,010 equity shares of Rs.100/- each

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(All amounts in INR in Crores, unless otherwise stated)

The Board of Directors in their meeting held on 30th June, 2023 have approved for the conversion of 7,13,760 -10% Compulsorily Convertible Non Cumulative Preference shares (CCPS) into 7,13,760 equity shares of Rs.100/- each.

On 28th June 2023, due to financial conditions of the company, the preference shareholders waived off the accumulated dividend.

Consequent to conversion, the Issued and Paid up Equity Capital of the Company is increased from existing INR 68.32 (Rupees Sixty Eight Crore Thirty Two Lakh Only) to INR 93.75 (Rupees Ninety Three Crore Seventy Four Lakh and Seventy Seven Thousand Only) and the Issued and Paid up Preference Capital of the Company be reduced from existing INR 25.43 (Rupees Twenty Five Crore Forty Two Lakh Seventy Seven Thousand Only) to INR Nil.

b) During the year, the company has issued 29,00,000 - 9% optionally convertible non - cumulative redeemable preference shares of INR 100/- each with the approval of shareholders in their Extra Ordinary General Meeting dated 18 March 2024. These preference shares are convertible into equity shares at the option of holder and tenure is 5 years.

xvi. Reclassification of Authorized Share Capital and Change the nomenclature and other terms of Preference Shares

During the FY 2019-20 the Company, to comply with memo of Reserve Bank of India under Foreign Direct Investment Rules, has reclassified the original 26,00,000 - 10 % Cumulative Redeemable Preference Shares of Rs.100/- each as 18,70,000 - 10 % Cumulative Redeemable Preference Shares of INR 100/- each and 7,30,000 - 10% Compulsorily Convertible Non-Cumulative redeemable Preference Shares of INR 100/- each.

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Toshali Cements Private Limited
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Note No. 14

Other Equity

Particulars	**Capital Reserve**	**Surplus in Statement of Profit and Loss**	**Other comprehensive income**	**Equity component of Compulsorily Convertible Non-Cumulative Preference Shares**	**Equity Component of Convertble Debentures**	**Total**
Balance as at 01 April 2022	**13.45**	**(131.30)**	-	**7.14**	-	**(110.71)**
Add: loss for the year	-	(16.91)	-		-	(16.91)
Add: Fair value equity instruments through other comprehensive income	-	-	0.01	-	-	0.01
Less: Re-measurement gains/(losses) on defined benefit plans	-	(0.02)	-	-	-	(0.02)
Balance as at 31 March 2023	**13.45**	**(148.23)**	**0.01**	**7.14**	-	**(127.63)**
Add: Profit for the year	-	17.82	-	-	-	17.82
Less: Conversion of preference shares into equity shares	-	-	-	(7.14)	-	(7.14)
Add: Fair value equity instruments through other comprehensive income	-	-	0.02	-	-	0.02
Less: Re-measurement gains/(losses) on defined benefit plans	-	(0.07)	-	-	-	(0.07)
Add: Fair value of 0.01% Compulsorily Convertible Debentures	-	-	-	-	35.60	35.60
Balance as at 31 March 2024	**13.45**	**(130.49)**	**0.03**	-	**35.60**	**(81.40)**

1. General Reserve: General reserve is created from time to time by way of transfer of profits from retained earnings.
2. Capital Reserve: Capital reserve represents profit on sale of land at bayyavaram village.
3.Equity component of Compulsorily Convertible Non-Cumulative Preference Shares is represents equity portion of compond financial instrument
4.Equity Component of Convertible Debentures is fair value of 0.01% Compulsorily Convertible Debentures

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Note No. 15 **Borrowings**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Non-Current			
Secured			
Loans on hypothecation of vehicles from Financial Institutions and others (Refer note (i) below)	0.15	2.01	5.14
Fasttrack Loan from Others (Refer note (ii) below)	-	0.08	0.27
Term Loans from State Bank of India (Refer note (iii) below)	-	1.62	2.91
Unsecured			
Loans from others (Refer note (iv) below)	0.38	23.71	24.91
9% Optionally Convertible Non-Cumulative Reedemable Preference Shares of INR 100/- each (Refer note (v) below)	29.00	-	-
0.01 % Compulsorily convertible Debentures (Refer note (vii) below)	35.25	-	-
10% Cumulative Reedemable Preference Shares(Refer note no.13 (xv))	-	18.29	7.14
Total	**64.78**	**45.71**	**40.37**
Current			
A. Loans repayable on demand			
a. Secured			
Cash Credit Facility from State Bank of India (Refer note (viii) below)	0.02	13.96	13.71
b. Unsecured			
Loans from others (Refer note (iv) below)	-	10.11	3.00
B. Current maturities of long term borrowings			
: 600 (2023: 460, 2022: 460) 11 %Redeemable Non-convertible Debentures (Refer note (vi) below)	-	4.60	4.60
: Loans on hypothecation of vehicles from Financial Institutions and others (Refer note (i) below)	1.79	3.04	3.22
: Fasttrack Loan from Others (Refer note (ii) below)	0.09	0.19	0.16
: Term loan from State Bank of India (Refer note (iii) above)	-	1.20	1.10
: Unsecured loan from others (Refer note (iv) below)	-	7.65	6.45
: 10% Cumulative Reedemable Preference Shares (Refer note no.13 (xv))	-	-	11.15
Total	**1.90**	**40.75**	**43.39**

(i) Loans on hypothecation of vehicles:

A) Tata Motors Finance Limited:

a) INR 3.15 (amount outstanding as on 31 March, 2024 INR 0.01, 31 March, 2023 INR 0.72 and 31 March, 2022 INR 1.49) repayable in 68 monthly instalments from Oct, 2018 and carries Interest @ 9.66% per annum

b) INR 3.25 (amount outstanding as on 31 March, 2024 INR 0.62, 31 March, 2023 INR 1.38 and 31 March, 2022 INR 2.06) repayable in 68 monthly instalments from June, 2019 and carries Interest @ 9.66% per annum

c) INR 2.09 (amount outstanding as on 31 March, 2024 INR 0.64, 31 March, 2023 INR 1.19 and 31 March, 2022 INR 1.73) repayable in 46 monthly instalments from July, 2021 and carries Interest @ 9.66% per annum

B) Tata Motors Finance Solutions Limited:

INR 2.00 (amount outstanding as on 31 March, 2024 INR nil, 31 March, 2023 INR 0.51 and 31 March, 2022 INR 1.11) repayable in 42 monthly instalments from July' 2020 and carries Interest @ 9.66% per annum

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C) Sundaram Finance Limited :

a) INR 0.24 (amount outstanding as on 31 March, 2024 INR nil, 31 March, 2023 INR 0.03 and 31 March, 2022 INR 0.12) repayable in 36 Monthly instalments from Sept, 2020 and carries interest @ 10.20% per annum

b) INR 0.09 (amount outstanding as on 31 March, 2024 INR nil, 31 March, 2023 INR 0.01 and 31 March, 2022 INR 0.05) repayable in 36 Monthly instalments from Sept, 2020 and carries interest @ 9.92% per annum

c) INR 0.15 (amount outstanding as on 31 March, 2024 INR nil, 31 March, 2023 INR 0.03 and 31 March, 2022 INR 0.08) repayable in 36 Monthly instalments from Oct, 2020 and carries interest @ 10.20% per annum

d) INR 0.08 (amount outstanding as on 31 March, 2024 INR nil, 31 March, 2023 INR 0.02 and 31 March, 2022 INR 0.04) repayable in 36 Monthly instalments from Nov,2020 and carries interest @ 10.20% per annum

D) ICICI Bank Limited:

a) INR 1.90 (amount outstanding as on 31 March, 2024 INR 0.62, 31 March, 2023 INR 1.10 and 31 March, 2022 INR 1.55) repayable in 48 Monthly instalments from June, 2021 and carries interest @ 7.45% per annum

b) INR 0.15 (amount outstanding as on 31 March, 2024 INR 0.05, 31 March, 2023 INR 0.09 and 31 March, 2022 INR 0.12) repayable in 48 Monthly instalments from June, 2021 and carries interest @ 7.45% per annum

(ii) Fasttrack Loan from Tata Motors Finance Limited:

Fasttrack Loan of INR 0.52 (amount outstanding as on 31 March, 2024 INR 0.09 31 March, 2023 INR 0.27 and 31 March, 2022 INR 0.43) repayable in 48 installments starting from Septemer, 2020 and carries Interest @ 13.92% per annum

(iii) Term Loans from State Bank of India

a) Guaranteed Emergency Credit Line (GECL) INR 3.22 (amount outstanding as on 31 March, 2024 nil, 31 March, 2023 INR 1.20 and 31 March, 2022 INR 2.39) and carries interest rate between 7.40% to 9.60%,which is to be repaid in 36 installments @ INR 8.95 Lakhs starting from June, 2021.

b) Guaranteed Emergency Credit Line.2 (GECL.2) INR 1.62 (amount outstanding as on 31 March, 2024 nil, 31 March, 2023 INR 1.62 and 31 March, 2022 INR 1.62) and carries interest interest rate between 7.40% to 9.60%,which is to be repaid in 36 installments @ INR 4.50 Lakhs starting from December, 2023.

(iv) Unsecured Loans from others:

A) Unsecured loan from related parties

1.Un-secured loans from Mezzequity Software Solutions Limited carries interest @12% per annum.

a) INR nil (2023: INR 2.70, 2022: INR 2.70) repayable in 20 Equal Monthly Installments, starting from April, 2019;

b) INR nil (2023: 1.00, 2022: 1.00) repayable in 20 Equal Monthly Installments, starting from October, 2019;

c) INR nil (2023: INR 3.00, 2022: INR 3.00) repayable in 60 Equal Monthly Installments, starting from January, 2020;

d) INR nil (2023: INR 0.50, 2022: INR 0.50) repayable in 4 Quarterly Instalments starting from March, 2021;

e) INR nil (2023: INR 0.90, 2022: INR 0.90) repayable in 7 Quarterly Instalments starting from May, 2021 and

f) INR nil (2023: INR nil, 2022: INR nil) repayable on demand.

2. Sri Saradhi Studios Private Limited of INR nil (2023: INR 1.00, 2022: INR 1.00) is repayable on demand and carries interest @12% per annum.

3. Touchstone Fincap Limited of INR nil (2023: INR nil, 2022: INR nil) is repayable on bullet repayment and carries interest @14% per annum.

B) Unsecured loan from others

Chaitu Engineering Private Limited of INR nil (2023: INR 2.00, 2022: INR 2.00) is repayable on demand within 3 years and carries interest @13% per annum

Unsecured Loans from Directors and their relatives are repayable after Repayment of borrowings from others. Considering the financial position of the company Unsecured Loans from Directors and their relatives are considered as non current.

(v) 9% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 100/- each:

During the year, the company has issued 29,00,000 9% optionally convertible non - cumulative redeemable preference shares of INR 100/- each with the approval of shareholders in their Extra Ordinary General Meeting dated 18 March 2024. These preference shares are convertible into equity shares at the option of holder and tenure is 5 years.

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(vi) 11 %- 600 (2023: 460, 2022: 460) Redeemable Non-convertible Debentures:

Secured by land measuring Acres 6.92 Guntas situated at Arikathota Village, Ramabhadrapuram Mandal, Vijayanagaram District, Andhra Pradesh. 200 Nos 11% Redeemable Non-convertible Debentures are initially Redeemable at par at the end of 2 years from the date of allotment i.e., 05 March, 2021 i.e 04 March 2023 and 260 Nos Redeemable at par on 03 March 2023, which is extended to 02 March 2024 on the same terms. During the financial year, the company issued 65 Nos and 75 Nos 11% Redeemable Non-convertible Debentures with the approval of shareholders in their Extra Ordinary General Meeting held on 05th June 2023.

The Company is suffering with continuous cash losses including current and previous years of the Company which resulted in non-availability of profits for distribution of dividend, the Company has not created Debenture Redemption Reserve and Debenture Redemption Fund as required under Section 71(4) of the companies act 2013 as amended read with Rule 18(7) of the companies (Share capital and Debentures) Rules, 2014.

(vii) 0.01% Compulsorily Convertible Debentures:

During the year, the company has issued 70,85,222 Compulsorily Convertible Debentures (CCDs) with the coupon rate of 0.01 % per annum, payable annually and with a tenure of eighth anniversary from closing date.

(viii) Cash Credit Facility from State Bank of India

Secured by first charge on all current assets, present and future of the Company and Collaterally secured by extension of first charge on all the fixed assets located at Ampavalli, Salur and Komatipalli (movable and Immovable) existing and proposed. Further the loan is personally Guaranteed by the Chairman of the Company in his personal capacity.

Rate of Interest: State Bank of India Base Rate plus 1.50% i.e., 8.50% per annum.

Details of continuing default as at 31 March, 2024 in respect of borrowings and interest:

a) Mezzequity Software Solutions Limited - Unsecured Loan - INR 2.70

Due Date of Installment	Accumulated Prinicpal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/04/2019	0.14	-	-	21/02/2024	1788
01/05/2019	0.27	-	-	21/02/2024	1758
01/06/2019	0.41	0.02	0.02	21/02/2024	1727
01/07/2019	0.54	0.02	0.05	21/02/2024	1697
01/08/2019	0.68	0.02	0.07	21/02/2024	1666
01/09/2019	0.81	0.02	0.10	21/02/2024	1635
01/10/2019	0.95	0.02	0.12	21/02/2024	1605
01/11/2019	1.08	0.02	0.15	21/02/2024	1574
01/12/2019	1.22	0.02	0.17	21/02/2024	1544
01/01/2020	1.35	0.02	0.20	21/02/2024	1513
01/02/2020	1.49	0.02	0.22	21/02/2024	1482
01/03/2020	1.62	0.02	0.24	21/02/2024	1453
01/04/2020	1.76	0.02	0.27	21/02/2024	1422
01/05/2020	1.89	0.02	0.29	21/02/2024	1392
01/06/2020	2.03	0.02	0.32	21/02/2024	1361
01/07/2020	2.16	0.03	0.34	21/02/2024	1331
01/08/2020	2.30	0.03	0.37	21/02/2024	1300
01/09/2020	2.43	0.02	0.39	21/02/2024	1269
01/10/2020	2.57	0.03	0.42	21/02/2024	1239
01/11/2020	2.70	0.97	1.39	21/02/2024	1208

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b)Mezzequity Software Solutions Limited - Unsecured Loan - INR 1.00

Due Date of Installment	Accumulated Prinicpal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/10/2019	0.05	0.02	0.02	21/02/2024	1605
01/11/2019	0.10	0.01	0.03	21/02/2024	1574
01/12/2019	0.15	0.01	0.04	21/02/2024	1544
01/01/2020	0.20	0.01	0.04	21/02/2024	1513
01/02/2020	0.25	0.01	0.05	21/02/2024	1482
01/03/2020	0.30	0.01	0.06	21/02/2024	1453
01/04/2020	0.35	0.01	0.07	21/02/2024	1422
01/05/2020	0.40	0.01	0.08	21/02/2024	1392
01/06/2020	0.45	0.01	0.09	21/02/2024	1361
01/07/2020	0.50	0.01	0.10	21/02/2024	1331
01/08/2020	0.55	0.01	0.11	21/02/2024	1300
01/09/2020	0.60	0.01	0.12	21/02/2024	1269
01/10/2020	0.65	0.01	0.13	21/02/2024	1239
01/11/2020	0.70	0.01	0.14	21/02/2024	1208
01/12/2020	0.75	0.01	0.14	21/02/2024	1178
01/01/2021	0.80	0.01	0.15	21/02/2024	1147
01/02/2021	0.85	0.01	0.16	21/02/2024	1116
01/03/2021	0.90	0.01	0.17	21/02/2024	1088
01/04/2021	0.95	0.01	0.18	21/02/2024	1057
01/05/2021	1.00	0.30	0.48	21/02/2024	1027

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c) Mezzequity Software Solutions Limited - Unsecured Loan - INR 3.00

Due Date of Installment	Accumulated Prinicpal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/01/2020	0.05	0.02	0.02	21/02/2024	1513
01/02/2020	0.10	0.03	0.05	21/02/2024	1482
01/03/2020	0.15	0.03	0.08	21/02/2024	1453
01/04/2020	0.20	0.03	0.10	21/02/2024	1422
01/05/2020	0.25	0.03	0.13	21/02/2024	1392
01/06/2020	0.30	0.03	0.16	21/02/2024	1361
01/07/2020	0.35	0.03	0.19	21/02/2024	1331
01/08/2020	0.40	0.03	0.21	21/02/2024	1300
01/09/2020	0.45	0.03	0.24	21/02/2024	1269
01/10/2020	0.50	0.03	0.27	21/02/2024	1239
01/11/2020	0.55	0.03	0.30	21/02/2024	1208
01/12/2020	0.60	0.03	0.32	21/02/2024	1178
01/01/2021	0.65	0.03	0.35	21/02/2024	1147
01/02/2021	0.70	0.03	0.38	21/02/2024	1116
01/03/2021	0.75	0.03	0.41	21/02/2024	1088
01/04/2021	0.80	0.03	0.43	21/02/2024	1057
01/05/2021	0.85	0.03	0.46	21/02/2024	1027
01/06/2021	0.90	0.03	0.49	21/02/2024	996
01/07/2021	0.95	0.03	0.52	21/02/2024	966
01/08/2021	1.00	0.03	0.54	21/02/2024	935
01/09/2021	1.05	0.03	0.57	21/02/2024	904
01/10/2021	1.10	0.03	0.60	21/02/2024	874
01/11/2021	1.15	0.03	0.62	21/02/2024	843
01/12/2021	1.20	0.03	0.65	21/02/2024	813
01/01/2022	1.25	0.03	0.68	21/02/2024	782
01/02/2022	1.30	0.02	0.70	21/02/2024	751
01/03/2022	1.35	0.03	0.73	21/02/2024	723
01/04/2022	1.40	0.03	0.76	21/02/2024	692
01/05/2022	1.45	0.03	0.79	21/02/2024	662
01/06/2022	1.50	0.03	0.81	21/02/2024	631
01/07/2022	1.55	0.03	0.84	21/02/2024	601
01/08/2022	1.60	0.03	0.87	21/02/2024	570
01/09/2022	1.65	0.03	0.89	21/02/2024	539
01/10/2022	1.70	0.03	0.92	21/02/2024	509
01/11/2022	1.75	0.03	0.95	21/02/2024	478
01/12/2022	1.80	0.03	0.98	21/02/2024	448
01/01/2023	1.85	0.03	1.00	21/02/2024	417
01/02/2023	1.90	0.02	1.03	21/02/2024	386
01/03/2023	1.95	0.03	1.05	21/02/2024	358
01/04/2023	2.00	0.03	1.08	21/02/2024	327
01/05/2023	2.05	0.03	1.11	21/02/2024	297
01/06/2023	2.10	0.03	1.14	21/02/2024	266
01/07/2023	2.15	0.03	1.16	21/02/2024	236
01/08/2023	2.20	0.03	1.19	21/02/2024	205
01/09/2023	2.25	0.03	1.22	21/02/2024	174
01/10/2023	2.30	0.03	1.24	21/02/2024	144
01/11/2023	2.35	0.03	1.27	21/02/2024	113
01/12/2023	2.40	0.03	1.30	21/02/2024	83
01/01/2024	2.45	0.03	1.33	21/02/2024	52
01/02/2024	2.50	0.02	1.34	21/02/2024	21

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d) Mezzequity Software Solutions Limited - Unsecured Loan - INR 0.50

Due Date of Installment	Accumulated Prinicpal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/03/2021	0.13	0.02	0.02	21/02/2024	1088
01/04/2021	0.25	0.00	0.02	21/02/2024	1057
01/05/2021	0.38	0.00	0.03	21/02/2024	1027
01/06/2021	0.50	0.15	0.17	21/02/2024	996

e)Mezzequity Software Solutions Limited - Unsecured Loan - INR 0.90

Due Date of Installment	Accumulated Prinicpal Amount	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/05/2021	0.13	0.03	0.03	21/02/2024	1027
01/06/2021	0.26	0.01	0.03	21/02/2024	996
01/07/2021	0.39	0.01	0.04	21/02/2024	966
01/08/2021	0.51	0.01	0.05	21/02/2024	935
01/09/2021	0.64	0.01	0.06	21/02/2024	904
01/10/2021	0.77	0.01	0.07	21/02/2024	874
01/11/2021	0.90	0.22	0.29	21/02/2024	843

f)Mezzequity Software Solutions Limited - Unsecured Loan - INR 2.40

Due Date of Installment	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/07/2023	0.01	0.01	21/02/2024	236
01/08/2023	0.01	0.01	21/02/2024	205
01/09/2023	0.01	0.02	21/02/2024	174
01/10/2023	0.01	0.02	21/02/2024	144
01/11/2023	0.01	0.03	21/02/2024	113
01/12/2023	0.01	0.04	21/02/2024	83
01/01/2024	0.01	0.04	21/02/2024	52
01/02/2024	0.00	0.05	21/02/2024	21

Due Date of Installment	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/08/2023	0.01	0.01	21/02/2024	205
01/09/2023	0.01	0.01	21/02/2024	174
01/10/2023	0.01	0.02	21/02/2024	144
01/11/2023	0.01	0.02	21/02/2024	113
01/12/2023	0.01	0.03	21/02/2024	83
01/01/2024	0.01	0.03	21/02/2024	52
01/02/2024	0.00	0.04	21/02/2024	21

Due Date of Installment	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/10/2023	0.01	0.01	21/02/2024	144
01/11/2023	0.00	0.01	21/02/2024	113
01/12/2023	0.00	0.02	21/02/2024	83
01/01/2024	0.00	0.02	21/02/2024	52
01/02/2024	0.00	0.03	21/02/2024	21

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Due Date of Installment	Interest Amount	Accumulated Interest Amount	Date of Payment	Delay in Number of Days
01/10/2023	0.01	0.01	21/02/2024	144
01/11/2023	0.01	0.01	21/02/2024	113
01/12/2023	0.01	0.02	21/02/2024	83
01/01/2024	0.01	0.02	21/02/2024	52
01/02/2024	0.00	0.03	21/02/2024	21

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Note No. 16 **Provisions**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Provision for employee retirement benefits (Refer Note No. 32)			
Non-Current			
: Leave Encashment	0.35	0.30	-
Total	**0.35**	**0.30**	-
Current			
: Gratuity	-	0.13	0.20
: Leave Encashment	0.22	0.23	0.52
Total	**0.22**	**0.36**	**0.72**

Note No. 17 **Deferred tax liabilities (Net)**

The company has accounted for deferred tax in accordance with the Indian Accounting Standard (Ind AS) – 12 "Income Taxes" issued by the Institute of Chartered Accountants of India.

Major components of Deferred tax assets and liabilities arising on account of timing differences as on 31 March, 2024 are as under:

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Deferred tax liability on account of:			
Depreciation	10.53	10.97	11.22
	10.53	**10.97**	**11.22**
Deferred tax asset on account of:			
Unabsorbed depreciation	11.37	10.34	9.06
Provision for: Gratuity	-	0.03	0.05
: Leave Encashment	0.15	0.14	0.13
Provision for doubtful debts	0.25	0.19	0.71
Provision for bonus	0.03	0.02	0.04
	11.80	**10.72**	**9.99**
Net deferred tax Liability/(Asset) (Net)	**(1.27)**	**0.25**	**1.23**
Deferred tax asset accruing for the year	**(1.52)**	**(0.98)**	**(1.21)**

As at 31 March 2022 & 31 March 2023 the company has not recognised deferrred tax asset on carried forward business losses due to lack of convincing evidence, as continuous operational losses.

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Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Note No. 18 **Trade Payables**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Dues to: Small and Micro Enterprises *	1.00	1.99	1.69
: Other than Small and Micro Enterprises	1.89	2.20	4.03
Total	**2.89**	**4.19**	**5.72**

* Based on information available with the company. Refer Note No. 33.

Trade Payables Ageing:

As at 31 March 2024	Outstanding for following periods from due date of payment					Total
	No Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Dues						
(i)Micro and small enterprises	-	0.76		0.22	0.02	1.00
(ii)Other than micro and small enterprises	-	1.21	0.48	-	0.20	1.89
(b) Disputed Dues	-	-	-	-	-	-
(i) Micro and small enterprises	-	-	-	-	-	-
(ii) other than micro and small enterprises	-	-	-	-	-	-
Total	-	**1.97**	**0.48**	**0.22**	**0.22**	**2.89**

As at 31 March 2023	Outstanding for following periods from due date of payment					Total
	No Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Dues						
(i)Micro and small enterprises	-	1.15	0.84	-	-	1.99
(ii)Other than micro and small enterprises	-	1.08	0.90	0.08	0.14	2.20
(b) Disputed Dues	-	-	-	-	-	-
(i) Micro and small enterprises	-	-	-	-	-	-
(ii) other than micro and small enterprises	-	-	-	-	-	-
Total	-	**2.23**	**1.74**	**0.08**	**0.14**	**4.19**

As at 31 March 2022	Outstanding for following periods from due date of payment					Total
	No Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a) Undisputed Dues	-	-	-	-	-	-
(i)Micro and small enterprises	-	1.69	-	-	-	1.69
(ii)Other than micro and small enterprises		3.48	0.09	0.07	0.39	4.03
(b) Disputed Dues	-	-	-	-	-	-
(i) Micro and small enterprises	-	-	-	-	-	-
(ii) other than micro and small enterprises	-	-	-	-	-	-
Total	-	**5.17**	**0.09**	**0.07**	**0.39**	**5.72**

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Note No. 19 — **Other Financial liabilities**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Current			
Interest accured on preference shares	-	31.09	29.26
Interest accrued but not due on borrowings	0.01	0.04	0.05
Interest accured and due	-	3.50	2.08
Security Deposits from Dealers (including interest accrued) (Refer Note (i) below)	6.14	7.12	9.54
Capital Creditors	0.18	0.18	0.18
Due to Staff	0.40	0.39	0.47
Liabilities for: expenses	9.06	10.12	11.23
: other finance	0.12	3.77	1.91
Total	**15.91**	**56.21**	**54.72**

Note: (i) Customer balances, Advances from customers and Security deposits from dealers (including interest accrued) are subject to Confirmations and there by reconciliation. Management is confident that no adjustments are required to the carrying value of customer balances.

Note No. 20 — **Other current liabilities**

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 01 April, 2022
Advances from customers (Refer Note (i) below)	2.10	12.84	5.37
Total	**2.10**	**12.84**	**5.37**

Note: (i) Customer balances, Advances from customers and Security deposits from dealers (including interest accrued) are subject to Confirmations and there by reconciliation. Management is confident that no adjustments are required to the carrying value of customer balances.

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(All amounts in INR in Crores, unless otherwise stated)

Note No. 21 — Revenue from operations

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Revenue from contracts with customers		
Sale of cement	63.13	67.51
Other operating income		
Mine Operating Income	2.14	1.22
Scrap sale	0.78	0.72
Total	**66.05**	**69.45**

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Revenue as per contract for Sale of products manufacturred	68.53	70.95
Less: Discounts/Price Adjustments	(5.40)	(3.44)
	63.13	**67.51**
Timing of revenue recognition		
At a point in time	63.91	68.23
Over time	2.14	1.22
	66.05	**69.45**

Assets and liabilities related to contracts with customers	As at 31 March, 2024	As at 31 March, 2023
Trade receivables	5.66	4.85
Contract liabilities	2.10	12.84

Note No. 22 — Other Income

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Interest earned on deposits with banks and others	0.19	0.17
Excess Provisions and Credit Balances Written Back	-	2.80
Profit on Sale of Assets	0.02	1.30
Gain on Mutual Funds	0.00	-
Insurnace Claim Received	-	0.06
Total	**0.21**	**4.33**

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Notes to Standalone financial statements for the year ended 31 March, 2024

Note No. 23

Changes in inventories of finished goods and work-in-progress

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Opening Stock of: Work-in-Progress	2.50	1.39
: Finished Goods	1.20	0.61
	3.70	**2.00**
Closing Stock of: Work-in-Progress	1.67	2.50
: Finished Goods	0.95	1.20
	2.62	**3.70**
Changes in inventories	**1.08**	**(1.70)**

Note No. 24 **Employee Benefits**

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Salaries and Wages	6.35	6.25
Contribution to provident and other funds	0.29	0.22
Staff welfare expenses	0.16	0.16
Payment to Contractors / Outsourced Labour	3.65	3.53
Total	**10.45**	**10.16**

Note No. 25 **Finance Costs**

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Interest on : Working capital facilities	1.35	1.24
: Term Loan	0.19	0.30
: Debentures	0.92	0.51
: Loan from others	1.79	1.35
: Security Deposit from Customers	0.13	0.17
: Preference shares	-	1.83
: Lease Liability	0.04	0.04
Interest others	0.85	0.72
Hire Purchase Finance Charges	0.38	0.81
Other borrowing costs	0.00	0.10
Total	**5.65**	**7.07**

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Notes to Standalone financial statements for the year ended 31 March, 2024

Note No. 26 **Depreciation and Amortisation**

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Depreciation on :		
Property, plant and equipment (Refer note no.3)	5.64	5.97
Right of Use Assets (Refer note no.5)	0.02	0.02
Amortisation on Intangible Assets (Refer note no.4)	0.06	0.07
Total	**5.72**	**6.06**

Note No. 27 **Other Expenses**

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Consumption of Packing Material and Stores	3.87	4.50
Expenses for mining operations	3.26	4.13
Power and fuel	17.76	22.60
Rent and Hire Charges	0.28	0.32
Repairs to: buildings	0.03	-
: machinery	0.15	0.34
: others	0.49	0.83
Insurance	0.63	0.56
Rates and taxes	0.60	0.52
Trucks Maintenance	6.47	9.70
Provision for inventory recoverability	-	0.65
Frieght and Forwarding Charges	8.33	9.49
Payment to Auditors: Statutory audit	0.02	0.01
: Tax audit	0.01	0.01
Legal and Professional Charges	0.34	0.27
Commission on sales	0.78	0.63
Advertisement and Business Promotion	0.06	0.45
Travelling and Conveyance	0.33	0.44
Communication Costs	0.16	0.19
Security Services Costs	0.72	0.79
Donations	0.01	-
Provision for Expected Credit Loss	0.05	0.32
Bad Debts and Debit Balances off	0.07	3.20
Deposits Written Off	0.18	-
Capital Works in Progress Written Off	-	0.41
General expenses	0.40	0.45
Total	**45.00**	**60.81**

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(All amounts in INR in Crores, unless otherwise stated)

Note No. 28 **Earnings per share**

Basic Earnings per share (EPS) are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Profit/ (loss) attributable to equity holders	17.77	(16.92)
Weighted average number of Equity shares	87,42,551	68,32,000
Earnings per share – Basic (per share) (in INR)	20.32	(24.77)
Adjusted Profit/ (loss) attributable to equity holders including potential ordinary shares	18.14	(15.09)
Weighted average number of Equity shares including potential ordinary shares	97,53,675	75,62,000
Earnings per share – Diluted (per share) (in INR)	18.60	(19.96)

Note No. 29 **Exceptional Items**

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Written back of dividend payable on preference shares	31.09	-
Exceptional Items	**31.09**	-

* On 28th June 2023, due to financial conditions of the company, the preference shareholders waived off the accumulated dividend.

Note No. 30 **Commitments and Contingent liabilities**

a. Contingent liabilities to the extent not provided for

Particulars	As at 31 March, 2024	As at 31 March, 2023
Guarantees given by banks	1.07	1.07
Odisha Value Added Tax [INR 0.37 (2023: INR 0.37) Paid under protest]	1.82	1.82
Odisha Entry Tax [INR 0.11 (2023: INR 0.11) Paid under protest]	0.37	0.37
Andhra Pradesh Value Added Tax [INR 0.07 (2023: INR 0.07) Paid under	0.84	0.84
Central Excise	0.20	0.20
Service Tax	0.03	0.03
Income Tax	0.69	0.55
Goods and Service Tax [INR 0.01 Paid under protest]	0.06	-

ix)Assistant Commissioner (CT) Intelligence & LTU, Vishakhapatnam raised a demand for interest of INR: 1.27 (2023: INR 1.27) due to delay in payment of deferment of sales for the period 1999-2002. The Company has preferred appeal before Sales Tax Appellate Tribunal, which is pending for disposal. However, the company paid the same under protest and charged to revenue.

x) The Company's dues as on 31 March 2020 towards Goods and Services Tax, Duty of Excise and Service Tax are subject to penalty at the discretion of the concerned authorities. Pending receipt of demands of such penalty the Company has not provided for the same.

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Note No. 31 **Segment Reporting**

In accordance with Indian Accounting Standard (Ind AS) 108 on "Operating Segments", segment information has one segment of cement, therefore no separate disclosure on segment information is given in these financial statements.

Note No. 32 **Employee Benefits**

(1) Defined Contribution Plans

a. Provident Fund

b. Employees' State Insurance

The Company has recognised following amounts as expense in the Statement of Profit and Loss and Expenditure incurred during the construction period:

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Included in Contribution to Provident and Other Funds		
Employer's Contribution to Provident Fund	0.22	0.25
Contribution to Employees' State Insurance	0.02	0.02

(2) Defined Benefit Plans

a. Compensated Absences : (Included as part of Salaries, Wages and Bonus)

Compensated benefits are payable to all eligible employees of the Company.

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Charged to Statement of Profit and Loss	0.26	0.04

Benefit Obligation at the end of the year (refer note no.16)

Particulars	As at 31 March, 2024	As at 31 March, 2023
Non-Current Liability	0.35	0.30
Current liability	0.22	0.23
Total	**0.57**	**0.53**

b. Gratuity :

The Company has a funded defined benefit gratuity plan. Every employee who has completed five years or more of service eligible for payment of gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act,1972 as amended. The Company makes annual contributions under a group gratuity plan to Life Insurance Corporation of India ("LIC") of an amount advised by LIC.

The plan exposes the Company to actuarial risks such as interest rate risk, investment risk, longevity risk and inflation risk.

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The following table sets out the funded status of the gratuity and the amounts recognized in the Company's financial statements as at 31 March 2024 and as at 31 March 2023:

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Change in benefit obligation		
Benefit Obligation at the beginning of the year	0.72	0.63
Interest Cost	0.04	0.04
Current Service Cost	0.06	0.07
Benefits Paid	(0.24)	(0.04)
Actuarial (gain) / loss	0.09	0.02
Benefit Obligation at the end of the year	**0.67**	**0.72**
Change in plan assets		
Fair Value of plan assets at the beginning of the year	0.59	0.52
Actual return on plan assets	0.05	0.04
Return on plan assets greater/(lesser) than discount rate	-	-
Contributions	0.43	0.07
Benefits paid	(0.24)	(0.04)
Plan Value of the assets at the end of the year	**0.83**	**0.59**
Funded status (surplus) / deficit with LIC fund	**(0.16)**	**0.13**

Expenses recognised in the statement of profit and loss for the year

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Current service cost	0.06	0.07
Interest cost on benefit obligation (Net)	(0.01)	0.01
Total expenses included in employee benefits expense	**0.05**	**0.08**

Recognised in other comprehensive income for the year

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Changes in financial assumptions	0.01	0.01
Experience variance (i.e.Actual experience Vs assumptions)	0.08	0.01
Return on plan assets, excluding amount recognised in net interest expense	-	-
Recognised in other comprehensive income	**0.09**	**0.02**

Major categories of Planned Assets (as percentage of Total Plan Assets)

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Fund managed by the Insurer	100%	100%

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Senstivity Analysis

Sensitivity analysis is determined based on the expected movement in liability if the assumptions were not proved to be true on different count. Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	As at 31 March, 2024	As at 31 March, 2023
Defined Benefit Obligation (Base)	0.67	0.72

Particulars	As at 31 March, 2024	As at 31 March, 2023
Discount Rate (-/+ 0.5%)		
Decrease	0.04	0.74
Increase	(0.03)	0.71
(% change compared to base due to sensitivity)		
Decrease	5.60%	2.35%
Increase	(5.00%)	(2.23%)
Salary Growth Rate (-/+1%)		
Decrease	-0.03	-0.03
Increase	0.04	0.04
(% change compared to base due to sensitivity)		
Decrease	(5.10%)	(4.47%)
Increase	5.70%	4.91%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Maturity profile of defined benefit obligation

Particulars	As at 31 March, 2024	As at 31 March, 2023
Within the next 12 months (next annual reporting period)	0.14	0.29
Between 2 and 5 years	0.30	0.22
Beyond 5 years	0.27	0.62

The weighted- average assumptions used to determine net periodic benefit cost

Particulars	As at 31 March, 2024	As at 31 March, 2023
Discount rate	7.36%	6.63%
Increase in compensation levels	5.00%	4.00%
Mortality Rate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2012-14)
Withdrawal rate:	5.00%	5.00%

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Notes :

(i) The actuarial valuation of plan assets and the present value of the defined benefit obligation were carried out as on March 31, 2024. The present value of the defined benefit obligation and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(ii)As per para 83 of Indian Accounting Standard (Ind AS) 19 "Employee Benefits" requires that the rate used to discount post-employement benefit obligations (both funded and unfunded) determined by reference to market yields at the end of the reporting period on government bonds. The currency and terms of the government bonds are consistent with the currency and estimated term of the post-employment benefit obligations.

(iii) The salary escalation rate is arrived at after taking into consideration the seniority, the promotion and other relevant factors, such as, demand and supply in employment market.

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Note No. 33 **Related party disclosures**

Related party transactions have been disclosed in accordance with Indian Accouting Standards (Ind AS) 24 "Related Party Disclosures"

(a) Names of the related parties and description of the relationship

Name of related parties	Nature of Relationship
Sri. VSC Bose (upto 21 Feb 2024) Smt. Sushila Manubhai Jethabhai Patel (upto 21 Feb 2024) Sri. Dhananjay Tekmalkar (upto 21 Feb 2024) Ajay Kumar Saraogi (from 21 Feb 2024) Raghavpat Singhania (from 21 Feb 2024) Madhavkrishna Singhania (from 21 Feb 2024)	Key Management Personnel
Sri Mukesh Manubhai Patel (upto 21 Feb 2024) Smt. Rajyalakshmi (upto 21 Feb 2024)	Relatives of Key Management Personnel
J.K. Cements Private Limited	Holding Company
Toshali Logistics Private Limited	Subsidiary
Marto Pearl Alloys Private Limited (upto 21 Feb 2024) M J Patel Family Private Trust Volta Impex Private Limited (upto 21 Feb 2024) Volta Fashions Private Limited (upto 21 Feb 2024) Volta Green Structures Private Limited (upto 21 Feb 2024) Volta Estates Private Limited (upto 21 Feb 2024) Pridhvi Edifices Private Limited (upto 21 Feb 2024) Design Tribe (India) Private Limited (upto 21 Feb 2024) Sri Saradhi Studios Private Limited (upto 21 Feb 2024) Mezz Equity Software Solutions Limited (upto 21 Feb 2024) Touchstone Trust (upto 21 Feb 2024) Touchstone Fincap (upto 21 Feb 2024) Suraj Laboratories Private Limited (upto 21 Feb 2024) Aluminium Industries Limited (upto 21 Feb 2024) Volta Tours and Travels Pvt Ltd (upto 21 Feb 2024)	Enterprises in which the Key Management personnel and their relatives are interested

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b) Transactions during the year	for the year ended 31 March, 2024	for the year ended 31 March,2023
Remuneration		
Sri. VSC Bose	0.09	0.11
Sri. Dhananjay Tekmalkar	0.16	0.06
Rent and Maintenance		
Pridhvi Edifices Private Limited	0.12	0.12
Purchase of castings		
Marto Pearl Alloys Private Limited	-	0.92
Unsecured loan repaid		
Sri Mukesh Manubhai Patel	20.74	-
Sri. M. S. R. V. Prasad	17.71	-
Sri Saradhi Studios Private Limited	1.00	-
Mezz Equity Software Solutions Limited	17.45	-
Touchstone Fincap	1.50	-
Unsecured loan taken		
Smt. Rajyalakshmi	-	1.25
Sri. M. S. R. V. Prasad	-	4.12
Sri Mukesh Manubhai Patel	8.09	1.74
Mezz Equity Software Solutions Limited	9.35	-
Transfer of Loan		
Sri. M. S. R. V. Prasad to Smt. Rajyalakshmi	-	1.00
Interest on unsecured loans		
Mezz Equity Software Solutions Limited	1.45	0.97
Sri Saradhi Studios Private Limited	0.11	0.12
Touchstone Fincap	0.03	-
Sale of Scrap		
Marto Peral Alloys Private Limited	0.62	0.61
Logistic Services		
Toshali Logistics Private Limited	0.64	0.87
Reimbursement of expenses		
Toshali Logistics Private Limited	0.41	0.93
Pridhvi Edifices Private Limited	-	0.00
Debentures Issued		
Touchstone Trust	1.40	-
J.K. Cements Limited	70.85	-
Debentures Redeemed		
Touchstone Trust	6.00	-
Preference Shares Issued		
J.K. Cements Limited	29.00	-
Preference Shares Converted into Equity		
M Rajyalakshmi	12.71	-
M J Patel Family Private Trust	12.71	-
Advance from Customers		
Suraj Laboratories Private Limited	2.60	6.95
Interest on Debentures		
J.K. Cements Limited*	0.00	-
Touchstone Trust	0.54	0.51

*Represents INR 7,551/-

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C) Balances	As at 31 March, 2024	As at 31 March, 2023
Remuneration Payable		
Sri. VSC Bose	-	0.01
Sri. Dhananjay Tekmalkar	-	-
Unsecured loan Payable		
Sri. M. S. R. V. Prasad	-	16.46
Smt. Rajyalakshmi	-	1.25
Smt. Sushila Manubhai Jethabhai Patel	-	-
Sri. Mukesh Manubhai Patel	-	12.65
Sri Saradhi Studios Private Limited	-	1.00
Mezz Equity Software Solutions Limited	-	8.10
Interest on unsecured loans		
Mezz Equity Software Solutions Limited	-	2.90
Sri Saradhi Studios Private Limited	-	0.10
Advance to Supplier		
Toshali Logistics Private Limited	0.37	0.50
Receivable		
Toshali Logistics Private Limited	0.02	0.01
Payable		
Pridhvi Edifices Private Limited	0.01	0.25
Martopearl Alloys Private Limited	-	0.84
Suraj Laboratories Private Limited	-	6.95
Aluminium Industries Limited	-	0.08
Debentures		
Touchstone Trust	-	4.60
J.K. Cements Limited (undiscounted)	70.85	-
Preference shares		
J.K. Cements Limited	29.00	-
M Rajyalakshmi	-	12.71
M J Patel Family Private Trust	-	12.71
Interest accrued on Debentures		
J.K. Cements Limited	0.00	-
Touchstone Trust	-	0.51

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Note No. 34

Details of total outstanding dues to Micro and Small Enterprises as per MSMED Act, 2006:

As per the information available with the Company there are no dues to suppliers under "Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)". Hence the disclosures, if any, relating to amounts unpaid as at the yearend together with interest payable as required under the said Act could not be furnished.

Particulars	**As at 31 March, 2024**	**As at 31 March, 2023**
Principal amount	1.00	1.99
Interest due thereon		
Total at the end of the accounting year	1.00	1.99
Interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amount of payments made to the supplier beyond the appointed day during the year		
Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid at the end of the year		
Further interest remaining due and payable in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance of deductible expenditure under Sec 23 of the MSMED Act, 2006	-	-

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Note No. 35 **Fair Values**

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values;

Particulars	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Amortised cost	Fair value	Amortised cost	Fair value	Amortised cost	Fair value
Assets						
Non-Current						
Investments	0.21	0.21	0.21	0.21	0.21	0.21
Other Financial Assets	2.93	2.93	3.10	3.10	3.17	3.17
Current						
Trade receivables	5.66	5.66	4.85	4.85	3.67	3.67
Cash and bank balances	4.62	4.62	0.43	0.43	0.45	0.45
Investments	0.28	0.32	0.29	0.31	0.01	0.01
Other financial assets	1.37	1.37	1.73	1.73	1.18	1.18
Total	**15.07**	**15.11**	**10.61**	**10.63**	**8.69**	**8.69**
Liabilities						
Non-Current						
Borrowings	100.38	64.78	45.71	45.71	40.37	40.37
Current						
Borrowings	1.90	1.90	40.75	40.75	43.39	43.39
Trade payables	2.89	2.89	4.19	4.19	5.72	5.72
Other financial liabilities	15.91	15.91	56.21	56.21	54.72	54.72
Total	**121.08**	**85.48**	**146.86**	**146.86**	**144.20**	**144.20**

i) The management assessed that fair value of trade receivables, trade payables and other liabilities approximate their carrying amounts mainly due to the short-term maturities of these instruments.Long-term fixed-rate and variable-rate receivables/advances are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics. Based on this evaluation, allowances will be taken into account for the expected credit losses of such receivables.
The company has arrived fair value of 0.01% Debentures by discounting with the WACC and balance amount is recognised in other equity.

ii) The fair value of the financial assets and liabilities is stated 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.

iii) The fair values of the Company's interest-bearing borrowings and loans are determined by using Discounted Cash Flow method using discount rate that reflects the issuer's borrowing rate at the end of the reporting period. The company's non-performance risk as at 31 March 2024 was assessed to be insignificant.

Note No. 36 **Fair value hierarchy**

Level 1 – Quoted prices(unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly
Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair values of all the financial assets and liabilities are measured at Level 3 except Cash and Bank balances and Investments in qouted mutual funds which are measured at Level 1.

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Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Note No. 37

Financial risk management

The Company's activities expose it to a variety of financial risks; market risk, credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The financial instruments of the Company, other than derivatives, comprise loans from banks and financial institutions, demand deposits, short-term bank deposits, trade and other receivables, other payables.

(i) Market risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of volatility of prices in the financial markets. Market risk can be further segregated as: (a) Business risk (b) Foreign exchange risk and (c) Interest rate risk.

a) Business risk

Concentrations arise when a number of counterparties are engaged in similar business activities, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly

b) Foreign exchange risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The majority of Company's revenue and cost is generated or incurred in local currencies (primarily in Indian Rupees).Hence, the company is exposed to less foreign currency risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company is exposed to risk of change in market interest rates as it borrows funds at floating interest rates.

The company have few borrowings with floting rate and any change in such interest rate will not have an material impact on the financial statements.

(ii) Credit risk

Credit risk is the risk that a counter-party will not meet its obligation to the Company, leading to a financial loss. The Company's credit risk arises from Trade receivable on sales to customers, balances with the bankers and other receivables, primarily and includes advances paid to suppliers. The Company assesses the credit quality of the customer based on such parties financial position and other information.

(a) Trade receivables

Average credit period on sales of products is 45 to 60 days. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on a detailed study of credit worthiness and accordingly individual credit limits are defined/modified.

(b) Balance with banks

The Company maintains banking relationships with only creditworthy scheduled banks. Consequently, the credit risk on the bank deposits is considered not significant.

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Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

(iii) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and maintaining adequate credit facilities.

Liquidity risk is that the Company might be unable to meet its obligations. The Company's approach to managing liability is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring losses or risking damage to the Company's reputation.

The following are the undiscounted contractual maturities of financial liabilities, including estimated interest payments but excludes non-financial liabilities such as tax liabilities and advance from customers and other liabilities.

Liquidity risk

As at 31 March, 2024	On demand and Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
Borrowings	1.90	0.15	29.00	70.85	101.90
Trade payables	2.89	-	-	-	2.89
Other financial liabilities	15.91	-	-	-	15.91
Total	**20.70**	**0.15**	**29.00**	**70.85**	**120.70**

As at 31 March, 2023	On demand and Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Over 5 years
Borrowings	33.70	3.05	49.71	-	86.46
Trade payables	4.19	-	-	-	4.19
Other financial liabilities	56.21	-	-	-	56.21
Total	**94.10**	**3.05**	**49.71**	-	**146.86**

As at 31 March, 2022	On demand and Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Over 5 years
Borrowings	44.10	5.17	34.49	-	83.76
Trade payables	5.72	-	-	-	5.72
Other financial liabilities	54.72	-	-	-	54.72
Total	**104.54**	**5.17**	**34.49**	-	**144.20**

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Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Note No. 38

Leases

The Company has
(a) applied single discounting rate to a portfolio of leases with reasonably similar characteristics.
(b) treated the leases with remaining lease term of less than 12 months as if they are "short term leases".
(c) not applied the requirements of Ind AS 116 for leases of low value assets.
(d) used hindsight in determining the lease term if the contract contains options to extend or terminate the lease.

i) Amounts recognised in Statement of Profit and losss

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Interest on lease liabilities	0.04	0.04
Expenses relating to short-term leases	0.28	0.32
Depreciation on Right of Use Assets	0.02	0.02
Total	**0.34**	**0.38**

ii) The impact of change in accounting policy on statement of Profit and loss due to adoption of Ind AS 116 is as given below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on Lease Liability	0.04	0.04
Amortization on Right of Use Assets	0.02	0.02
Less: Lease rental expenses	(0.04)	(0.04)
Impact on Statement of profit and loss	**0.02**	**0.02**

iii)The following is the movement in lease liabilities during the year ended March 31, 2022

Particulars	As at 31 March, 2024	As at 31 March, 2023
Balance at the beginning	0.40	0.40
Interest cost accrued during the year	0.04	0.04
Less: Payment of Lease liabilities including interest	(0.04)	(0.04)
Balance at the end	**0.40**	**0.40**

iv) Maturity analysis of Lease Liabilities on an undiscounted basis:

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Less than one year	0.04	0.04
One to Five years	0.14	0.14
More than Five years	2.43	2.46
Total undiscounted lease liabilities	**2.61**	**2.64**

v) Amounts recognised in the statement of cash flows:

Particulars	for the year ended 31 March, 2024	for the year ended 31 March,2023
Payment of Lease liability	(0.04)	(0.04)

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Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Note No. 39

The Company has borrowings from banks on the basis of security of current assets. Below are the variances from quarterly returns of current assets filed by the Company with banks and with the books of accounts.

Quarter	Particulars	As per statements filed with banks	As per Books of Account	Variance	Reasons for variance
Qtr-1	Inventory	15.73	6.50	9.23	Refer Note (1) below
	Ageing of Trade Receivables				
	Upto 90 days	5.02	5.02	-	
	More than 90 days	1.46	1.46	-	
	Trade receivables	6.48	6.48	-	
	Trade payables	0.94	4.25	(3.31)	Refer Note (2) below
Qtr-2	Inventory	16.78	6.79	9.99	Refer Note (1) below
	Ageing of Trade Receivables			-	
	Upto 90 days	3.65	3.65	-	
	More than 90 days	1.27	1.27	-	
	Trade receivables	4.92	4.92	-	
	Trade payables	0.96	4.02	(3.06)	Refer Note (2) below
Qtr-3	Inventory	15.10	6.95	8.15	Refer Note (1) below
	Ageing of Trade Receivables			-	
	Upto 90 days	5.64	5.64	-	
	More than 90 days	1.73	1.73	-	
	Trade receivables	7.37	7.37	-	
	Trade payables	0.82	3.82	(3.00)	Refer Note (2) below

Note: The Company not submitted returns for Qtr ended 31 March 2024

Note (1): While valuing the inventory at net realisable value in books of accounts the company considered deterioation of quality of material. Where as while submitting the statement submitted to bank the inventory is valued at cost.

Note (2): Error occurred in classification of vendor balances while submitting the details of balances of suppliers for raw materials to State Bank of India.

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Toshali Cements Private Limited
Notes to Standalone financial statements for the year ended 31 March, 2024
Note No. 40

Ratios	Numerator	Denominator	Current Year	Previous Year	% of Variance	Reason for Variance
a) Current Ratio	Current Assets	Current Liabilities	1.01	0.17	489.32%	Refer Note-1
b) Debt-Equity Ratio	Borrowings (Non-current and Current)	Total Equity	5.40	(1.46)	(470.52%)	Refer Note-2
c) Debt Service Coverage Ratio	Profit after taxes (excluding exceptional items) + depreciation and amortizations + Interest + other adjustments	Interest Cost + Principal repayment	(0.21)	(0.32)	(34.28%)	Refer Note-1
d) Return on Equity Ratio	Profit for the year	Average Total Equity	(0.76)	0.33	(328.12%)	Refer Note-2
e) Inventory turnover Ratio	sales	Average Inventory	7.83	7.71	1.58%	Not applicable as below the threshold limit
f) Trade Receivable turnover Ratio	Revenue from operations (net)	Average of Trade Receivables	12.57	16.30	(22.90%)	Not applicable as below the threshold limit
g) Trade Payables turnover Ratio	Purchases	Average Trade Payables	2.09	1.36	53.90%	Refer Note-1
h) Net Capital turnover Ratio	Revenue from operations (net)	Current Assets - Current Liabilities	206.41	(0.73)	(28247.93%)	Refer Note-1
i) Net profit Ratio	Profit for the year	Revenue from operations	0.27	(0.24)	(210.77%)	Refer Note-2
j) Return on Capital employed	Profit before Tax + Finance cost	Tangible Net Worth + Total Debt + Deferred Tax Liability	0.28	(0.40)	(170.13%)	Refer Note-2
k) Return on investment	Income generated from investments	Weighted average investments	-	-	-	Not applicable

Note:
1.During the year, the company was aquired by J.K.Cements Limited and company raised funds by way for issue of debentures and preference shares for repayment of shortterm borrowings and other dues.
2.Fair value recognition of 0.01% Compulsorily Convertible Debentures and writeback of interest on cumulative preference shares.

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(All amounts in INR in Crores, unless otherwise stated)

Note No. 41

Net debts reconciliation (Changes in liabilities arising from financing activities) as required under Indian Accounting Standards (Ind AS) - 7 "Statement of Cash Flow"

Particulars	Non-current borrowings	current borrowings	Total
Total liabilities from financing activities as at 1 April 2022	**40.37**	**43.39**	**83.76**
Cash flows	(5.81)	8.51	2.70
Other non-cash movements	11.15	(11.15)	-
Total liabilities from financing activities as at 31 March 2023	**45.71**	**40.75**	**86.46**
Cash flows	73.34	(38.85)	34.49
Unwinding of interest on 0.01 % Compulsorily convertible Debentures	(0.38)	-	(0.38)
Conversion of preference shares into equity shares	(18.29)	-	(18.29)
Fair value adjustments	(35.60)	-	(35.60)
Total liabilities from financing activities as at 31 March 2024	**64.78**	**1.90**	**66.68**

Note No. 42 **First Time adoption to Ind AS**

The Company has adopted Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 01 April 2023. Previous periods have been restated to Ind AS.In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, the Company has presented Reconciliation between net loss as previously reported under Previous GAAP and Ind AS for the year ended 31 March 2023 and Reconciliation of equity as previously reported under Previous GAAP and that computed under Ind AS as at 01 April 2022 and 31 March 2023.

1. Reconciliation between net loss as previously reported under Previous GAAP and Ind AS for the year ended 31 March 2023

Particulars	Notes	Year ended March 31, 2023
Net loss under previous GAAP (a)		(14.75)
Ind AS Adjustments:		
Fair value gain on current investments	i	0.01
Net Impact on Right of Use Assets	ii	(0.00)
Interest on Cumulative Preference shares	iii	(1.83)
Provision for Expected Credit Loss	iv	(0.32)
Others		(0.02)
Deferred tax on Ind AS adjustments		(0.01)
Total (b)		**(2.17)**
Net loss under Ind AS (a) + (b)		**(16.92)**

2. Reconciliation of equity as previously reported under Previous GAAP and that computed under Ind AS

Particulars	Notes	As at April 01, 2022	Year ended March 31, 2023
Equity reported under Previous GAAP (a)		(88.66)	(103.41)
Ind AS Adjustments:			
Fair value gain on current investments	i	-	0.01
Net Impact on Right of Use Assets	ii	(0.07)	(0.08)
Interest on Cumulative Preference shares	iii	(29.26)	(31.09)
Provision for Expected Credit Loss	iv	0.15	(0.17)
Equity component of Compulsorily Convertible Non-Cumulative Preference Shares		7.14	7.14
Others		-	(0.03)
Deferred tax on Ind AS adjustments		-	(0.01)
Total (b)		**(22.05)**	**(24.23)**
Equity reported under Ind AS (a) + (b)		**(110.71)**	**(127.63)**

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Toshali Cements Private Limited

Notes to Standalone financial statements for the year ended 31 March, 2024

(All amounts in INR in Crores, unless otherwise stated)

Notes:

i. Under previous IGAAP the current investments are measured at lower of cost or fairvalue. Under Ind AS Investments have been assessed at fair values and fair value gain/(loss) has been recognised

ii.The Company recognised right of use assets on lease land using the modified retrospective method of adoption and recognised net impact of INR 0.07 recognised as right of use assets.

iii.Under previous IGAAP dividend on Cumulative redeemable preference shares are not recognised due to losses.Under Ind AS Cumulative redeemable preference shares are classified as financial liability and measured at amortised cost using the effective interest rate.The cumulative interest liability of INR 29.26 as on date of adoption is recognised in other equity.

iv.The trade receivables were assessed for possible credit risks and provision has been created for expected credit loss as at the transition date amounting to INR 0.15

Note No. 43

Shareholders of Toshali Cements Private Limited are entered into Share Purchase Agreement with J.K. Cement Ltd. This agreement entails the acquisition of 100% equity shares of Toshali Cements Private Limited for a cash consideration of INR 157 Crores, as reduced by the amount payable on closing towards the promoter group loan at the closing on 05 June 2023. The effectiveness of this transaction is upon the fulfillment/achievement of Conditions Precedents (CP) outlined in the Share Purchase Agreement.

Upon the satisfactory completion of the Conditions Precedents, Toshali Cements Private Limited become a subsidiary of J.K. Cement Ltd with effect from 21st February 2024.

Note No. 44

The Company has accumulated losses and the Company has incurred net cash loss during the current and previous year. These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, in the opinion of the management after considering its proposals viz.,

i. the Company has received "in principal" approval from The High Level Clearance Authority (HLCA), Govt of Odisha for the proposed expansion the clinker capacity to 1.75 MTPA and cement grinding capacity to 1.40 MTPA at Ampavalli in Koraput district with a investment of INR 1382.72 Crores subject to standard conditions as per letter dated 21st September 2023.

ii. the Company has received "in principal" approval from The State Level Single Window Clearance Authority (SLSWCA), Govt of Odisha for t proposed expansion of cement grinding capacity from 0.40 MTPA to 1.75 MTPA with addition of 1.35 MTPA at Choudwar, Cuttack with an investment of INR 525.46 Crores subject to standard conditions as per letter dated 13th June' 2023

iii.successfully winning the bid for limestone raising for 10 years extendable as long as production continues and

iv. Six lane highway sanctioned by Govt of India as part of Visakhapatnam Raipur economic corridor which shall pass by one of the units of the Company making the area an industrial hub and reducing distance to Visakhapatnam will help company to reduce cost of production.

Hence, the standalone financial statements of the Company have been prepared on a going concern basis.

Note No. 45 **Additional information as required under schedule III**

a) Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in note-3 to the standalone financial statements, are held in the name of the company.

b) Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets during the current or previous year. As described in the note no. 3 the company is following cost model as its accounting policy for the valuation of Property, Plant & Equipment and Intangible Assets.

c) Loans or advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment

d) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder

e) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

f) Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

g) Registration of charges or satisfaction of charge with Registrar of Companies (ROC)

There are no charges or satisfaction of charge yet to be registered with Registrar of Companies (ROC) beyond the statutory period

h) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

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i) Utilisation of borrowed funds and share premium

(i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

(ii) The Company has not received any fund from any party(Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

j) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account

k) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year

Note No. 46 **The Code on Social Security, 2020**

The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette on 29th September, 2020. The Code is not yet effective and rules thereunder are yet to be notified. Impact if any of the changes will be assessed and recognized in the period in which said Code becomes effective and the rules framed thereunder are notified.

As per our report of even date
for K S Rao & Co.,
Chartered Accountants
Firm Registration No. 003109S

K.S. RAO & Co. Chartered Accountants HYDERABAD

P. Pardhasaradhi

Pardhasaradhi Rao P
Partner
Membership No.: 224777

Place: Hyderabad
Date: 30 April 2024

For and on behalf of the Board of Directors
of Toshali Cements Private Limited

Ajay Kumar Saraogi
Director
DIN: 00130805

Madhavkrishna Singhania
Director
DIN: 07022433

Independent Auditor's Report

To The Members of J.K. Cement Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of J.K. Cement Limited ("the Company"), which comprise the Balance sheet as at 31 March 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material 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 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 31 March 2024, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone 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 Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Emphasis of Matter on CCI Case ('EOM')

We draw attention to Note 37A to the standalone financial statements wherein it has been stated that the Competition Commission of India ('CCI') has imposed penalty of ₹ 128.54 Crores ('first matter') and ₹ 9.28 Crores ('second matter') in two separate orders dated 31 August 2016 and 19 January 2017 respectively for alleged contravention of provisions of Competition Act 2002 by the Company. The Company has filed appeals against the above orders.

The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated 25 July 2018. Post order of the NCLAT, CCI issued a revised demand notice dated 7 August 2018 of ₹ 154.92 Crores consisting of penalty of ₹ 128.54 Crores and interest of ₹ 26.38 Crores. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended 31 March 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matters
Impairment assessment of Investments in J.K. Cement (Fujairah) FZC, a wholly owned subsidiary	
(a) (as described in note 4A, 4(i) and 4(ii) of the standalone financial statements)	
As at 31 March 2024 the Company has an investment in J. K. Cement (Fujairah) FZC ('JKCF'), a wholly owned subsidiary of ₹ 692.15 Crores. J. K. Cement Works (Fujairah) FZC (step down subsidiary) ('JKCWF') is incurring losses and its entire net worth is eroded. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment was required to be recognised. During the current year, JKCF has cancelled part of its share capital considering inability to repay. The Company has written down cost of investment by ₹ 404.00 Crores against previously recognised provision for impairment, as determined on FIFO basis and assessed that there is no additional impairment / further reversal of previously recognised impairment. For the purposes of the above impairment testing, value in use has been determined by forecasting and discounting future cash flows. Furthermore, the value in use is highly sensitive to changes in some of the inputs used for forecasting the future cash flows. Further, the determination of the recoverable amount of the investments in JKCF involved judgments due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments in JKCF, was determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included the following: • Gained an understanding of the impairment assessment process, and evaluated the design and tested the operating effectiveness of controls. • Assessed the accounting and tax treatment for share capital reduction by JKCF. • Assessed the Company's valuation methodology applied in determining the recoverable amount. • Assessed the assumptions of the cash flow forecasts including weighted average cost of capital, expected growth rates and terminal growth rates used. • Discussed potential changes in inputs as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were appropriate. • Involved specialists to assist us in auditing the valuation methodologies and sensitivity testing of key assumptions used by management in determining the recoverable value headroom. • Tested the arithmetical accuracy of the valuation model. • Assessed the relevant disclosures made within the standalone financial statements.
Claims, litigations and contingent liabilities	
(as described in note 36 of the consolidated Ind AS financial statements)	
As of 31 March 2024, the Company has disclosed contingent liabilities of ₹ 719.19 Crores (excluding amount of ₹ 137.82 Crores and interest of ₹ 26.38 Crores related to CCI case covered in EOM para above) relating to tax and legal claims. There are several pending legal and regulatory cases against the Company across various jurisdictions. Accordingly, management exercises its judgement in estimation of provision required in respect of such cases and by evaluating uncertain tax positions. The evaluation of management's judgements, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the ranges of potential financial settlement have been a matter of most significance during the current year audit. Furthermore, the Company has operations across many jurisdiction and is subject to taxation related litigations as per local tax regulations. Evaluation of the outcome of the taxation related matters, and whether the risk of loss is remote, possible or probable, requires judgement by management given the complexities involved. Accordingly, due to large number of claims and complexity/ judgement involved in outcome of these litigations. Claims, litigations and contingent liabilities was determined to be a key audit matter in our audit of the standalone financial statements.	Our audit procedures included the following: • Obtained details of completed tax assessment and demands for the assessment years under dispute as of 31 March 2024 • Gained an understanding of the management process of identification of claims, litigations and contingent liabilities, estimates with regard to the existing tax disputes and uncertain tax positions and evaluated the design and tested the operating effectiveness of key controls. • Obtained the summary of Company's legal and tax cases and assessed management's position through discussions with the legal head, tax head and Company's management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Inspected external legal opinions and other evidence to corroborate management's assessment of the risk profile in respect of legal claims and uncertain tax positions. • Engaged tax specialists to assess management's application and interpretation of tax legislation affecting the Company, and to consider the quantification of exposures of Uncertain tax position and settlements arising from disputes with tax authorities in the various tax jurisdictions. • Assessed the relevant disclosures made within the standalone financial statements.

Key audit matters	How our audit addressed the key audit matters
Revenue Recognition – Discounts, incentives, rebates etc. (as described in note 27 of the standalone financial statements)	
For the year ended 31 March 2024 the Company has recognised revenue from sale of goods of ₹ 10,563.16 Crores. Revenue is measured net of discounts, incentives, rebates etc. earned by customers on the Company's sales. Due to the Company's presence across different marketing regions within the country and the competitive business environment, the estimation of the various types of discounts, incentives and rebate schemes to be recognised based on sales made during the year is material and considered to be complex and judgemental and dependent on various performance obligations and market conditions. Therefore, there is a risk of revenue being misstated as a result of faulty estimations over discounts, incentives and rebates. Accordingly, given the complexity and judgement involved in the assessment of provisions required for discounts, incentives and rebates, Revenue recognition – Discounts, incentives, rebates etc. was determined to be a key audit matter in our audit of the Standalone financial statements.	Our audit procedures included the following: • Considered Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. • Assessed the design and tested the operating effectiveness of internal controls with regards to approvals, calculation, provision and disbursement of discounts, incentives and rebates. • Performed sample test of supporting documentation for computation of discounts, incentives and rebates recorded and/or disbursed during the year including credit notes issued after the year end date. • Performed analytical review and compared the management's assessment of discounts, incentives and rebates recorded for the current year with historical trends of payments and reversal of such discounts, incentives and rebates to assess the appropriateness and adequacy of provisions made during the current year. • Performed sample test of manual journals posted to discounts, incentives and rebates to identify unusual or irregular items. • Assessed the relevant disclosures made within the standalone financial statements.

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

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

Our opinion on the standalone 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive profit/(loss), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone 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 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 with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone 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 financial statements for the financial year ended 31 March 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of erstwhile wholly owned subsidiary for the year ended 31 March 2023 (refer note 46), whose financial statements include total assets of ₹ 3,177.32 Crores as at 31 March 2023, and total revenues of ₹ 330.45 Crores and net cash inflows of ₹ 147.87 Crores for the year ended 31 March 2023, as considered in the standalone financial statements which have been audited by independent auditor of such erstwhile wholly owned subsidiary and auditor's reports for such annual financial statements have been furnished to us by the management. Our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included for the above period in respect of such erstwhile wholly owned subsidiary, is based solely on the reports of independent auditor of such erstwhile wholly owned subsidiary. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" 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 except for the matters stated in the paragraph (j)(vi) below on reporting under Rule 11(g);

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

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

   (e) The matter described in Emphasis of Matter on CCI case' paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;

   (f) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March2024 from being appointed as a director in terms of Section 164 (2) of the Act;

   (g) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (j)(vi) below on reporting under Rule 11(g)

   (h) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (i) In our opinion, the managerial remuneration for the year ended 31 March 2024 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

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

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 37A to the standalone 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

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

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

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

v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. As stated in Note 16 to the standalone financial statements, the Board of Directors of the Company, have proposed final dividend for the year which is subject to the approval of the members of the Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, as stated in Note 45 to the standalone financial statements, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the software except for direct changes to database using certain access rights where audit trail feature is in the process of being enabled. Wherever audit trail is enabled, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of accounting software. Accordingly, we are unable to comment further with regard to the audit trail matters.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Vij
Partner
Membership Number: 095169
UDIN: 24095169BKFNCY4186

Place of Signature: Gurugram
Date: 12 May 2024

Annexure 1

referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: J.K. Cement Limited ('the Company')

In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) Property, plant and equipment have been physically verified by the management during the current year under a regular programme of verification in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31 March 2024.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Discrepancies of 10% or more in the aggregate for each class of inventory were not noticed in respect of such verification. Inventories lying with third parties amounting to ₹ 44.30 Crores have been confirmed by them as at 31 March 2024 and discrepancies were not noticed in respect of such confirmations.

(b) The Company has been sanctioned working capital limits in excess of ₹ five Crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks and are in agreement with the books of accounts of the Company. The Company does not have sanctioned working capital limits in excess of ₹ five Crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.

(iii) (a) The Company has made investments in companies and has not made investments in firms, Limited Liability Partnerships or any other parties. During the year the Company has provided loans to employees as detailed in the table below:

(₹ in Crores)

Particulars	Loans
Aggregate amount granted/provided during the year	
- Others	10.40
Balance outstanding as at balance sheet date in respect of above cases	
- Others	8.75

Other than above, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to any companies, firms, Limited Liability Partnerships or any other parties.

(b) During the year the investments made and the terms and conditions of the grant of all such loans to employees are not prejudicial to the Company's interest.

(c) The Company has granted loans to employees only where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There are no amounts of loans granted to employees which are overdue for more than ninety days.

(e) There were no loans granted to employees which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable. Further, investments made and guarantees provided in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, related to the manufacture of goods, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable.

(vii) (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Crores)*	Period to which Amount relates	Forum where the dispute is pending
The Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry tax	3.14	2005-2006 to 2009-2010	Supreme Court
The Bihar Tax on Entry of Goods into Local Areas for Consumption, Use or Sale Therein Act, 1993	Entry Tax	0.77	2011-12 and 2015-2016	Appellate Authorities
Nagar Palika Adhiniyam, 1959	Octroi	2.17	1985-86 to 1989-90	High Court
Central Excise Act, 1944	Excise Duty	4.19	1989-1990	Supreme Court
	Excise Duty	13.05	2006-08	High Court
	Excise Duty	0.98	2013-14	Tribunal(s)
Custom Tariff Act, 1975	Custom	0.79	2012-13	Additional commissioner of custom (Kutch)
Finance Act, 2008 (State)	Environment & Health Cess	51.15	2008-2009 to 2015-2016	High court
Sales tax/value added tax (VAT)	Sales Tax, VAT, interest and Penalty	1.78	2007-08 to 2009-10	Supreme Court
	Sales Tax, VAT, interest and Penalty	98.43	2014-15 to 2017-18	High Court
	Sales Tax, VAT, interest and Penalty	0.38	2013-14	High Court
	Sales Tax, VAT, Interest and Penalty	0.32	2009-2010 to 2011-2012 and 2013-2014	Appellate Authorities

Name of the statute	Nature of the dues	Amount (₹ in Crores)*	Period to which Amount relates	Forum where the dispute is pending
Goods and Service tax Act	Goods and Service tax, Interest and Penalty	1.55	2017-18 to 2022-23	Appellate Authorities
	Goods and Service tax, Interest and Penalty	5.48	2017-18	Appellate Authorities
	Goods and Service tax, Interest and Penalty	0.37	2017-18	Assistant Commissioner, KGST
	Goods and Service tax, Interest and Penalty	0.07	2017-18	STO, Jammu Circle
	Goods and Service tax, Interest and Penalty	6.35	2018-19	Deputy Commissioner, Audit, Jaipur
	Goods and Service tax, Interest and Penalty	0.61	2018-19	STO, Ghatak, Ahmedabad
Income-tax Act, 1961	Income Tax	10.87	AY 2007-2008 to AY 2008-2009	High Court
	Income Tax	20.90	AY 2018-2019 to AY 2020-2021	Appellate Authorities
	Income Tax	85.08	AY 2022-2023	Appellate Authorities
	Income Tax	170.14	AY 2020-2021	Appellate Authorities
	Income Tax	175.48	AY 2021-2022	Appellate Authorities
Rajasthan Finance Act, 2006	Land Tax	12.03	2006-2007 to 2013-2014 and 2019-2020 to 2021-2022	Supreme Court
The Mines and Minerals (Development and Regulation) Act, 2011	Special Charges	3.54	2011-12 to 2023-24	High Court
The Mines and Minerals (Development and Regulation) Act, 2015	NMET	0.48	2014- 15 to 2016-17	High Court
Electricity Rules 2005	Electricity duty, water cess and Urban cess	17.19	2009-10 to 2022-2023	High Court

* Net of amounts paid under protest/ adjusted against refunds of ₹ 31.66 Crores.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer, further public offer (including debt instruments). Accordingly, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares fully or partially or optionally convertible debentures during the year under audit. Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Accordingly, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order are not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 43 to the standalone financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of Section 135 of the Act. This matter has been disclosed in note 44 to the standalone financial statements.

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of Section 135 of Companies Act. This matter has been disclosed in note 44 to the standalone financial statements.

(xxi) The requirement to report on clause 3(xxi) of the Order is not applicable to the standalone financial statements of the Company.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Vij
Partner
Membership Number: 095169
UDIN: 24095169BKFNCY4186

Place of Signature: Gurugram
Date: 12 May 2024

Annexure 2

To the Independent Auditor's Report of Even Date on the Standalone Financial Statements of J. K. Cement Limited

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

We have audited the internal financial controls with reference to standalone financial statements of J.K. Cement Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31 March 2024, 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 issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Vij
Partner
Membership Number: 095169
UDIN: 24095169BKFNCY4186

Place of Signature: Gurugram
Date: 12 May 2024

Standalone Balance Sheet

as at 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023*
ASSETS			
Non-current assets			
Property, plant and equipment	2	7,773.52	6,998.66
Capital work-in-progress	2	415.18	590.20
Intangible assets	3	115.97	116.01
Right-of-use assets	3(i)	192.11	186.69
Financial assets:			
(i) Investments	4	1,371.11	944.86
(ii) Other financial assets	5	184.68	297.98
Other non-current assets	6	161.82	177.16
Total non-current assets		**10,214.39**	**9,311.56**
Current assets			
Inventories	7	1,067.53	863.54
Financial assets:			
(i) Investments	8	99.83	70.82
(ii) Trade receivables	9	460.40	410.76
(iii) Cash and cash equivalent	10	97.20	239.15
(iv) Bank balances other than (iii) above	11	680.46	574.06
(v) Other financial assets	12	1,308.45	792.16
Current tax assets (net)	13	47.20	35.69
Other current assets	14	297.19	517.55
Assets classified as held for sale		11.90	8.04
Total current assets		**4,070.16**	**3,511.77**
Total assets		**14,284.55**	**12,823.33**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	77.27	77.27
Other equity	16	5,276.12	4,562.42
Total equity		**5,353.39**	**4,639.69**
Liabilities			
Non-current liabilities			
Financial liabilities:			
(i) Borrowings	17	4,177.22	4,100.71
(ii) Lease liabilities	17d	43.61	39.49
(iii) Other financial liabilities	18	473.91	413.65
Provisions	19	51.73	48.09
Deferred tax liabilities (net)	20	1,053.92	812.98
Other non-current liabilities	21	98.37	116.04
Total non-current liabilities		**5,898.76**	**5,530.96**
Current liabilities			
Financial liabilities:			
(i) Borrowings	22	1,000.74	816.04
(ii) Lease liabilities	22a	10.25	9.65
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	23	208.47	97.84
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	23	600.70	655.37
(iv) Other financial liabilities	24	265.82	253.75
Other current liabilities	25	842.58	729.14
Provisions	26	103.84	90.89
Total current liabilities		**3,032.40**	**2,652.68**
Total liabilities		**8,931.16**	**8,183.64**
Total equity and liabilities		**14,284.55**	**12,823.33**
*Restated (Refer note 46)			
Material Accounting Policies	1		

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

For and on behalf of the Board of Directors of
J. K. Cement Limited

per **Sanjay Vij**
Partner
Membership No: 095169

Ashok Kumar Sharma
Director
DIN: 00057771

Sushila Devi Singhania
Chairperson
DIN: 00142549

A.K. Saraogi
Dy Managing Director and CFO
DIN: 00130805

Dr. Raghavpat Singhania
Managing Director
DIN: 02426556

Place: Gurugram
Dated: 12 May 2024

Shambhu Singh
Company Secretary
Membership No: F5836

Madhavkrishna Singhania
Dy Managing Director and CEO
DIN: 07022433

Standalone Statement of Profit and Loss

for the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

	Notes	For the year ended 31 March 2024	For the year ended 31 March 2023*
Income			
Revenue from operations	27	10,918.05	9,310.25
Other income	28	135.32	85.13
Total income (I)		**11,053.37**	**9,395.38**
Expenses			
Cost of materials consumed	29	1,618.94	1,418.55
Purchase of traded goods		307.62	150.19
Changes in inventories of finished goods, work-in-progress and traded goods	30	(208.19)	(24.35)
Employee benefits expenses	31	709.80	575.32
Finance costs	32	436.59	295.57
Depreciation and amortisation expenses	33	485.90	392.24
Power and fuel(net)		2,459.72	2,449.13
Freight and forwarding expenses	34	2,301.62	1,932.81
Other expenses	35	1,723.49	1,488.19
Total Expenses (II)		**9,835.49**	**8,677.65**
Profit before exceptional items & tax expense (I) - (II)		**1,217.88**	**717.73**
Exceptional Items	46(iii)	5.50	-
Profit before tax		**1,212.38**	**717.73**
Tax expense			
Current tax	20	143.32	142.09
Adjustment of tax relating to earlier periods (net)	20	(1.36)	-
Deferred tax	20	239.78	72.96
Total tax expense	20	**381.74**	**215.05**
Profit for the year (III)		**830.64**	**502.68**
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss			
Remeasurement gains/(losses) on defined benefit plans		(1.60)	5.05
Income tax relating to remeasurement of defined benefit plans		0.56	(1.75)
Other comprehensive income/(loss) for the year, net of tax (IV)		**(1.04)**	**3.30**
Total comprehensive income for the year, net of tax (III + IV)		**829.60**	**505.98**
Earnings per equity share (Face value of ₹ 10 each)	36		
Basic (in ₹)		107.50	65.06
Diluted (in ₹)		107.50	65.06
*Restated (Refer note 46)			
Material Accounting Policies	1		

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

For and on behalf of the Board of Directors of
J. K. Cement Limited

per **Sanjay Vij**
Partner
Membership No: 095169

Ashok Kumar Sharma
Director
DIN: 00057771

Sushila Devi Singhania
Chairperson
DIN: 00142549

A.K. Saraogi
Dy Managing Director and CFO
DIN: 00130805

Dr. Raghavpat Singhania
Managing Director
DIN: 02426556

Place: Gurugram
Dated: 12 May 2024

Shambhu Singh
Company Secretary
Membership No: F5836

Madhavkrishna Singhania
Dy Managing Director and CEO
DIN: 07022433

Standalone Statement of Changes in Equity

for the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

(a) Equity share capital

	As at 31 March 2024	As at 31 March 2023
Balance at the beginning of the year (77,268,251 Equity shares of ₹ 10 each issued, subscribed and fully paid)	77.27	77.27
Changes in equity share capital during the year	-	-
Balance at the end of the year (77,268,251 Equity shares of ₹ 10 each issued, subscribed and fully paid)	77.27	77.27

(b) Other equity

	Reserves and Surplus				
	Securities premium	Debenture redemption reserve	General reserve	Retained earnings (including Other comprehensive income/(loss))	Total
	(Refer note 16)	(Refer note 16)	(Refer note 16)	(Refer note 16)	
Restated balance as at 01 April 2022 (Refer note 46)	**756.80**	**33.64**	**1,303.25**	**2,078.65**	**4,172.34**
Profit for the year	-	-	-	502.68	502.68
Other comprehensive income for the year, net of tax	-	-	-	3.30	3.30
Total comprehensive income for the year	**-**	**-**	**-**	**505.98**	**505.98**
Transfer to/(from)	-	-	200.00	(200.00)	-
Transfer to/(from)	-	(13.07)	-	13.07	-
Dividend paid	-	-	-	(115.90)	(115.90)
Balance as at 31 March 2023	**756.80**	**20.57**	**1,503.25**	**2,281.80**	**4,562.42**
Profit for the year	-	-	-	830.64	830.64
Other comprehensive (loss) or the year, net of tax	-	-	-	(1.04)	(1.04)
Total comprehensive income for the year	**-**	**-**	**-**	**829.60**	**829.60**
Adjustment during the year					
Transfer to/(from)	-	-	200.00	(200.00)	-
Transfer to/(from)	-	(13.07)	-	13.07	-
Dividend paid	-	-	-	(115.90)	(115.90)
Balance as at 31 March 2024	**756.80**	**7.50**	**1,703.25**	**2,808.57**	**5,276.12**

Material Accounting Policies (Refer note 1)

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

per **Sanjay Vij**
Partner
Membership No: 095169

Place: Gurugram
Dated: 12 May 2024

For and on behalf of the Board of Directors of
J. K. Cement Limited

Ashok Kumar Sharma
Director
DIN: 00057771

Sushila Devi Singhania
Chairperson
DIN: 00142549

A.K. Saraogi
Dy Managing Director and CFO
DIN: 00130805

Dr. Raghavpat Singhania
Managing Director
DIN: 02426556

Shambhu Singh
Company Secretary
Membership No: F5836

Madhavkrishna Singhania
Dy Managing Director and CEO
DIN: 07022433

Standalone Statement of Cash flow

for the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

		For the year ended 31 March 2024	For the year ended 31 March 2023*
A.	**Cash Flow From Operating Activities**		
	Profit before tax	1,212.38	717.73
	Adjustment for:-		
	Depreciation and amortisation expenses	485.90	392.24
	Net loss on disposal of property, plant & equipment	10.02	11.44
	Interest paid	431.55	286.96
	Interest received	(115.61)	(57.85)
	Bad debts written off	0.04	-
	Expected credit loss for trade receivables/advances	1.57	5.64
	Gain on fair valuation/sale of investment (net)	(7.07)	(3.51)
	Government grants	(18.31)	(20.02)
	Other non cash adjustment	(6.07)	(15.36)
	Net (gain)/loss on foreign currency transactions and translation	(1.94)	1.01
	Operating Profit Before Working Capital Changes	**1,992.46**	**1,318.28**
	Working capital adjustments:-		
	Increase in trade payables	63.97	98.14
	Increase in other financial liabilities	106.53	15.61
	Increase in other liabilities	112.52	124.54
	Increase in provisions	14.99	16.84
	(Increase)/Decrease in inventories	(203.99)	243.84
	(Increase) in trade receivables	(51.25)	(24.40)
	(Increase) in other financial assets	(203.13)	(125.27)
	Decrease/(Increase) in other assets	214.60	(103.54)
	Cash Generated From Operations	**2,046.70**	**1,564.04**
	Less: Income tax paid	(151.75)	(161.70)
	Net Cash Flow From Operating Activities	**1,894.95**	**1,402.34**
B.	**Cash Used In Investing Activities**		
	Proceeds from maturity of fixed deposit	1,561.91	1,138.63
	Investment in Fixed Deposits	(1,843.21)	(1,467.18)
	Purchase of property, plant and equipment and intangible assets	(1,105.50)	(1,542.06)
	Proceeds from disposal of property, plant and equipment	4.71	8.29
	Purchase of investments in subsidiaries	(179.59)	(388.67)
	Purchase of investments other than in subsidiaries	(1,217.79)	(652.65)
	Sale of investments other than in subsidiaries	953.50	775.04
	Interest received	86.34	57.07
	Net Cash (Used In) Investing Activities	**(1,739.63)**	**(2,071.53)**

Standalone Statement of Cash flow
for the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

		For the year ended 31 March 2024	For the year ended 31 March 2023*
C.	**Cash Used In Financing Activities****		
	Proceeds from non current borrowings	859.21	1,571.00
	Repayment of non current borrowings	(816.11)	(371.04)
	Proceeds from current borrowings (net)	206.36	15.66
	Payment towards principal portion of lease liability	(10.85)	(10.13)
	Interest paid on lease liability	(4.18)	(2.85)
	Interest Paid	(415.88)	(275.28)
	Dividend paid	(115.82)	(115.89)
	Net Cash (Used In)/Flow From Financing Activities	**(297.27)**	**811.47**
	Net (Decrease)/Increase In Cash and Cash Equivalents (A+B+C)	**(141.95)**	**142.28**
	Cash and Cash Equivalent at the beginning of the year (note 10)	239.15	96.87
	Cash and Cash Equivalent at the end of the year (note 10)	97.20	239.15
		(141.95)	**142.28**

*Restated (Refer note 46)

** Refer note 17c for change in financing activities.

Notes:

i Cash and cash equivalent includes cash in hand and bank balances including fixed deposits with original maturity of upto 3 months.

ii The Statement of cash flows has been prepared in accordance with 'Indirect method' as set out in Ind AS-7-'Statement of cash flows'.

Material Accounting Policies (Refer note 1)

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our report of even date attached
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

For and on behalf of the Board of Directors of
J. K. Cement Limited

per **Sanjay Vij**
Partner
Membership No: 095169

Ashok Kumar Sharma
Director
DIN: 00057771

Sushila Devi Singhania
Chairperson
DIN: 00142549

A.K. Saraogi
Dy Managing Director and CFO
DIN: 00130805

Dr. Raghavpat Singhania
Managing Director
DIN: 02426556

Place: Gurugram
Dated: 12 May 2024

Shambhu Singh
Company Secretary
Membership No: F5836

Madhavkrishna Singhania
Dy Managing Director and CEO
DIN: 07022433

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

I. Corporate Information

J.K. Cement Limited ("J K Cement Limited" or "the Company") is a public limited company domiciled in India and has its registered office at Kamla Tower, Kanpur, Uttar Pradesh – 208001. J.K. Cement Limited's equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company is engaged in the manufacturing and selling of Cement and allied products.

II. Material Accounting Policies

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

1. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III).

These are Company's separate financial statements.

These financial statements were approved and authorised for issue by the Board of Directors on 12.05.2024

2. Basis of measurement

The financial statements have been prepared on a historical cost basis except the following assets and liabilities which are measured on fair value basis:

- Certain financial assets and liabilities that is measured at fair value (Refer note 40) Correct as Refer note 41
- Defined benefit liability/(assets): fair value of plan assets less present value of defined benefit obligation (Refer note 39)

3. Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest Crores up to two decimal places, except when otherwise indicated.

4. Use of judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses, and the accompanying disclosures, and the disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A. Judgements

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

- **Provision and contingencies**

  The assessment undertaken in recognising provision and contingencies have been made in accordance with Ind AS 37, 'Provisions, contingent liabilities and contingent assets'. The evaluation of the likelihood of the contingent events has required best judgement by management regarding the probability of exposure to potential loss.

B. Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below, the company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future development, however, may change due to market change or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occurred.

Taxes:

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

To determine the future taxable profits, reference is made to the latest available profit forecasts. The Company is having MAT credit that may be used to offset taxable income.

MAT credit entitlement is recognised to the extent it is probable that taxable profit will be available against which the MAT credit can be utilised.

Significant management judgement is required to determine the amount of MAT credit that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Further details on taxes are disclosed in note 20.

Useful lives of property, plant and equipment

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry, and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

Post-retirement benefit plans

Employee benefit obligations (gratuity obligations) are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rates, future salary increases and Mortality rates. Due to the complexities involved in the valuation and its long term natures, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities recorded in the balance sheet in respect of which quoted prices in active markets are available and measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Leases-Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available.

Provision for expected credit losses of trade receivables

The Company makes provision of expected credit losses on trade receivables using a provision matrix. The provision matrix is based on its historical observed default rates, adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and Company makes appropriate provision wherever outstanding is for longer period and involves higher risk.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the company's trade receivables and contract assets is disclosed in Note 41 (II) Financial risk management objective and policies.

Provision for mines reclamation

The Company has recognised a provision for mines reclamation based on its best estimates. In determining the fair value of the provision, assumptions and estimates are made in relation to the expected future inflation rates, discount rate, expected cost of reclamation of mines, expected balance of reserves available in mines and the expected life of mines.

Litigations and contingencies

In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. A provision is recognised when the Company has a present obligation as a result of past events and it is probable that the Company will be required to settle that obligation. Where it is management's assessment that the outcome cannot be reliably quantified or is uncertain, the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. When considering the classification of legal or tax cases as probable, possible or remote, there is judgement involved. This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of specific applicable law, and the likelihood of settlement. Management uses in-house and external legal professionals to make informed decision. Although there can be no assurance regarding the final outcome of the legal proceedings, the Company does not expect them to have a materially adverse impact on the Company's financial position or profitability.

5. Classification of Assets and Liabilities as Current and Non-Current

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

- Expected to be realised or intended to be sold or consumed in normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realised within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

6. Property, plant and equipment (PPE)

Recognition and measurement

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

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Subsequent Measurement

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

Expenditure during construction period:

Expenditure/Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as capital advances under "Other non-current assets.

Depreciation

Depreciation on Property, plant and equipment (PPE) is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management based on technical estimates). The assets residual values and useful lives are reviewed at each financial year end and adjusted prospectively, if appropriate.

Tangible Assets	Useful Life (In years)
Factory building (including roads)	03-30 Years
Non factory building (including roads)	05-60 Years
Plant and machinery	05-40 Years
Vehicles	08 Years
Furniture and fixtures	10 Years
Office equipment	05 Years
Railway sidings	15 Years

The Company, based on technical assessment made by technical expert and management estimate, depreciates Buildings and certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Machinery spares are depreciated on straight line basis over the remaining useful life of related plant and equipment or useful life of spare part, whichever is lower.

The management believes that the estimated useful lives are realistic and reflect approximation of the period over which the assets are likely to be used.

7. Intangible assets

Intangible Assets are stated at cost less accumulated amortisation and impairment loss, if any. Intangible assets are amortised on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 3 years.

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

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

Mining rights are Amortised over the period of respective Mining Agreement and or on the basis of material extraction (proportion of material extracted per annum to total mining reserve).

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

8. Financial instruments

A financial instrument is any contract that gives rise to asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

Financial Assets

Initial recognition and measurement

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

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value through other comprehensive income (FVOCI) or fair value through Profit and Loss Account (FVTPL) on the basis of either Company's business model for managing the financial assets or Contractual cash flow characteristics of the financial assets.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

Business model assessment

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

Debt instruments at amortised cost

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

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

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

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

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

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

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

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit and loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value and all changes in fair value are recorded in FVTPL. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI and fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

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

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

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

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

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and at FVOCI.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity revert to recognising impairment loss allowance based on 12 month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

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

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial Liabilities measured at amortised cost

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

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

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

Financial guarantee contracts

Financial guarantee contract issued by the Company is contracts that require a payment to be made to reimburse the holder for a loss it incurs because, the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind

AS 109, and the transaction amount recognised less cumulative amortisation.

Derecognition of financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

9. Inventories

Inventories are valued as follows:

Raw materials, packing materials, stores and spares and traded goods	Lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a moving weighted average basis. Materials and other items held for use in the production of inventories are at cost not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.
Work-in-progress, finished goods	Lower of cost and net realisable value. Cost includes cost of direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a moving weighted average basis.
Waste	At net realisable value

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

10. Investment in subsidiary and joint venture

Investment in subsidiaries and joint venture are carried at cost / fair value as per the requirement of IND AS 32-Financial Instruments: Presentation and IND AS 109-Financial Instruments in the separate financial statements. Investment carried at cost is tested for impairment as per IND AS 36-Impairment of Assets. Investments in subsidiaries and JV are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of investments exceeds its recoverable amount.

11. Provisions, Contingent Liabilities and Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognised in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Mines Restoration Expenditure

The expenditure on restoration of the mines based on technical estimates by Internal/External specialists is recognised in the accounts. The total estimated restoration expenditure is apportioned over the estimated quantity of mineral resources (likely to be made available) and provision is made in the accounts based on minerals mined during the year.

12. Revenue Recognition

The Company derives revenues primarily from sale of Cement and allied products.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation.

The disclosure of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 4.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the goods or services before transferring them to the customer.

Revenue excludes amounts collected on behalf of third parties.

Sale of goods

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been delivered to the specific location (delivery). Following delivery, the customer has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Company when the goods are delivered to the customer or their agent as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold is net of variable consideration on account of various discounts and schemes offered by the Company as part of contract.

Variable consideration

If the consideration in a contract includes a variable amount, estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company recognises changes in the estimated amount of variable consideration in the period in which the change occurs. Some contracts for the sale of goods provide customers with volume rebates and pricing incentives, which give rise to variable consideration.

The Company provides retrospective volume rebates and pricing incentives to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most expected value method for contracts. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Cost to obtain a contract

The Company pays sales commission to its selling agents for each contract that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in advertisement and sales promotion expense under other expenses) because the amortisation period of the asset that the Company otherwise would have used is one year or less.

Costs to fulfil a contract i.e. freight, insurance and other selling expenses are recognised as an expense in the period in which related revenue is recognised.

Critical judgements

The Company's contracts with customers include promises to transfer goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

(a) Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

Other revenue streams

Interest Income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in Other income in the statement of profit and loss.

13. Government Grants and Subsidies

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

Government grants that compensate the Company for expenses incurred are recognised in profit or loss as income on a systematic basis in the periods in which the expense is recognised.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

14. Employee benefits

(i) Short term employee benefits

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

Accumulated compensated absences which are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are treated as short-term benefits. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

(ii) Defined contribution plans

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

a) Provident fund

The Company makes specified monthly contributions towards Provident Fund and Employees State Insurance Corporation ('ESIC'). The contribution is recognised as an expense in the Statement of Profit and Loss during the period in which employee renders the related service.

b) Superannuation scheme

Certain employees of the Company are eligible for participation in defined contribution plans such as superannuation. Contributions towards these funds are recognised as an expense periodically based on the contribution by the Company, since Company has no further obligation beyond its periodic contribution.

(iii) Defined benefit plans

The company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The company has following defined benefit plans:

Gratuity

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary and contributes to the Gratuity Trust fund formed by the Company. The contributions made are recognised as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognised in the Balance Sheet. Re-measurements are recognised in the Other Comprehensive Income, net of tax in the year
in which they arise.

(iv) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in profit or loss in the period in which they arise.

The company has following long term employment benefit plans:

Leave Encashment

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

15. Foreign currency transactions

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

16. Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

17. Taxes

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

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if, the Company:

a) Has a legally enforceable right to set off the recognised amounts; and

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit nor loss and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

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

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

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

The carrying amount of deferred tax asset is reviewed on each reporting date.

Deferred tax assets and liabilities are offset only if:

a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and

b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognises MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Goods and service taxes (GST) paid on acquisition of assets or on incurring expenses.

Expenses and assets are recognised net of the amount of goods and service taxes paid, except:

- when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.
- when receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets or liabilities in the balance sheet.

18. Leases

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

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use asset includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are amortised over their actual lease period as per lease deed.

Leasehold Land is amortised over the primary lease period.

Free hold Mining Land is depleted according to the 'unit of production' method by reference to the ratio of extraction of limestone in the year to the related reserves of limestone.

Limestone reserves are estimated by the management based on the internal best estimates or independent expert's valuation as considered appropriate. These estimates are reviewed at least annually.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 19 section-Impairment of non-financial assets.

ii) **Lease Liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) **Short-term leases and leases of low-value assets**

The Company applies the short-term lease recognition exemption to its short-term leases of warehouses, machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

19. Impairment of non-financial assets

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

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

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

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

20. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the company. Refer note 38 for segment information presented.

21. Cash and cash equivalents

Cash and cash equivalents comprise cash at Bank and on hand and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

22. Exceptional item

Items of income or expense of non-routine are presented separately when their nature and amount of such significance and is relevant to an understanding of the entity's financial performance.

23. Earnings Per Share (EPS)

Basic earnings per share are computed by dividing the profit for the year by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit for the year by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus elements in a rights issue, share split and reverse share split (consolidation of shares) that have changed the no of equity shares outstanding without a corresponding change in resources.

24. Effective Interest Method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income / interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts / payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

25. Non-current assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortised.

26. Incentives under the State Industrial Policy

The Company's manufacturing units in various States are eligible for incentives under the respective State Industrial Policy. The Company accrues these incentives as refund claims in respect of GST paid, on the basis that all attaching conditions were fulfilled by the Company and there is reasonable assurance that the incentive claims will be disbursed by the State Governments.

27. New and amended standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standard) Amendment Rules, 2023 dated 31 March 2023, to amend the following Ind AS which are effective for annual beginning on or after 01 April 2023. The Company applied for the first time these amendments.

(i) Definition of Accounting Estimates- Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's standalone financial statements.

(ii) Disclosure of Accounting Policies- Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's standalone financial statements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction- Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 01 April 2022.

28. Standards notified but not yet effective

There are no new standards that are notified, but not yet effective, upto the date of issuance of the Company's standalone financial statements.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

2. Property, plant and equipment

As at 31 March 2024

Particulars	Cost				Accumulated depreciation				Carrying value	
	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2024	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Tangible Assets										
Freehold land	728.30	174.93	-	903.23	-	-	-	-	728.30	903.23
Building	1,064.24	72.48	(0.08)	1,136.64	273.04	42.88	(0.05)	315.87	791.20	820.77
Plant and equipment	7,317.86	967.15	(85.94)	8,199.07	2,006.12	390.70	(67.37)	2,329.45	5,311.73	5,869.62
Vehicles	87.79	28.36	(3.10)	113.05	24.34	11.53	(1.22)	34.65	63.45	78.40
Furniture and fixtures	46.57	5.08	(0.03)	51.62	30.95	2.60	(0.01)	33.54	15.62	18.08
Office Equipment	10.03	1.86	(0.03)	11.86	5.39	1.49	(0.04)	6.84	4.64	5.02
Railway sidings	140.67	-	-	140.67	62.45	8.56	-	71.01	78.22	69.66
Rolling stock	0.89	-	-	0.89	0.85	-	-	0.85	0.04	0.04
Other assets	10.16	5.13	(0.04)	15.25	4.71	1.84	-	6.55	5.45	8.70
Total	**9,406.51**	**1,254.99**	**(89.22)**	**10,572.28**	**2,407.85**	**459.60**	**(68.69)**	**2,798.76**	**6,998.66**	**7,773.52**
Capital work-in-progress (Refer note iii)	590.20	936.61	(1,111.63)	415.18	-	-	-	-	590.20	415.18
Total	**590.20**	**936.61**	**(1,111.63)**	**415.18**	**-**	**-**	**-**	**-**	**590.20**	**415.18**

As at 31 March 2023

Particulars	Cost				Accumulated depreciation				Carrying value	
	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2023	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Tangible Assets										
Freehold land	553.19	176.13	(1.02)	728.30	-	-	-	-	553.19	728.30
Building	926.69	138.32	(0.77)	1,064.24	237.76	35.64	(0.36)	273.04	688.93	791.20
Plant and equipment	5,673.47	1,676.09	(31.70)	7,317.86	1,704.77	312.73	(11.38)	2,006.12	3,968.70	5,311.74
Vehicles	57.77	37.10	(7.08)	87.79	21.07	8.41	(5.14)	24.34	36.70	63.45
Furniture and fixtures	41.84	4.82	(0.09)	46.57	28.40	2.60	(0.05)	30.95	13.44	15.62
Office Equipment	6.75	3.44	(0.16)	10.03	4.51	1.03	(0.15)	5.39	2.24	4.64
Railway sidings	137.66	3.01	-	140.67	53.99	8.46	-	62.45	83.67	78.22
Rolling stock	0.89	-	-	0.89	0.85	-	-	0.85	0.04	0.04
Other assets	7.59	2.76	(0.19)	10.16	3.54	1.31	(0.14)	4.71	4.05	5.45
Total	**7,405.85**	**2,041.67**	**(41.01)**	**9,406.51**	**2,054.89**	**370.18**	**(17.22)**	**2,407.85**	**5,350.96**	**6,998.66**
Capital work-in-progress (Refer note iii)	1,030.47	1,501.63	(1,941.90)	590.20	-	-	-	-	1,030.47	590.20
Total	**1,030.47**	**1,501.63**	**(1,941.90)**	**590.20**	**-**	**-**	**-**	**-**	**1,030.47**	**590.20**

(i) Property, plant & equipment pledged as security: Refer note 17a for information on property, plant & equipment pledged as security by the Company.

(ii) The amount of borrowing cost that has been capitalised during the year ended 31 March 2024 was ₹ 5.17 Crores (31 March 2023: ₹ 52.19). The rate used to determine the amount of borrowing costs eligible for capitalisation ranged between 8.00% to 8.05% for the year ended 31 March 2024.

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(All amounts are in Rupees Crores, unless otherwise stated)

(iii) The table below provides details regarding the ageing for Capital work-in-progress

As at 31 March 2024

Particulars	Amount in CWIP in a period of				Total As at 31 March 2024
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	387.74	25.00	-	-	412.74
Projects Temporarily suspended	1.15	1.29	-	-	2.44
Total	**388.89**	**26.29**	**-**	**-**	**415.18**

As at 31 March 2023

Particulars	Amount in CWIP in a period of				Total As at 31 March 2023
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	571.70	17.30	-	-	589.00
Projects Temporarily suspended	0.85	0.35	-	-	1.20
Total	**572.55**	**17.65**	**-**	**-**	**590.20**

(iv) Contractual obligation-Refer note 37(B) for disclosure of contractual commitment for the acquisition of Property, plant & equipment.

3. Intangible Assets

As at 31 March 2024

Particulars	Cost				Accumulated depreciation				Carrying value	
	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2024	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Intangible Assets										
Computer Software	15.48	4.15	-	19.63	12.97	2.18	-	15.15	2.51	4.48
Mining Rights	123.09	1.03	-	124.12	9.59	3.04	-	12.63	113.50	111.49
Total	**138.57**	**5.18**	**-**	**143.75**	**22.56**	**5.22**	**-**	**27.78**	**116.01**	**115.97**

As at 31 March 2023

Particulars	Cost				Accumulated depreciation				Carrying value	
	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2023	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Intangible Assets										
Computer Software	14.55	0.93	-	15.48	11.31	1.65	-	12.96	3.24	2.52
Mining Rights	123.09	-	-	123.09	6.57	3.03	-	9.60	116.52	113.49
Total	**137.64**	**0.93**	**-**	**138.57**	**17.88**	**4.68**	**-**	**22.56**	**119.76**	**116.01**

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

3 (i). Right-of-use assets

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

As at 31 March 2024

Particulars	Cost				Accumulated depreciation				Carrying value	
	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2024	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2024	As at 31 March 2023	As at 31 March 2024
Leasehold land	191.51	11.00	(0.09)	202.42	50.89	8.05	(0.03)	58.91	140.62	143.52
Buildings	63.96	16.32	(1.56)	78.72	17.89	13.03	(0.79)	30.13	46.07	48.59
Total	**255.47**	**27.32**	**(1.65)**	**281.14**	**68.78**	**21.08**	**(0.82)**	**89.04**	**186.69**	**192.11**

As at 31 March 2023

Particulars	Cost				Accumulated depreciation				Carrying value	
	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2023	Opening	Addition	(Disposal)/ Adjustment	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023
Leasehold land	188.26	3.25	-	191.51	43.26	7.63	-	50.89	145.00	140.62
Buildings	51.21	20.63	(7.88)	63.95	14.37	9.59	(6.07)	17.89	36.84	46.07
Other Equipment	0.32	-	(0.32)	-	0.16	0.16	(0.32)	-	0.16	-
Total	**239.79**	**23.88**	**(8.20)**	**255.47**	**57.79**	**17.38**	**(6.39)**	**68.78**	**182.00**	**186.69**

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

Set out below are the carrying amounts of lease liabilities and the movements during the year:

	As at 31 March 2024	As at 31 March 2023
Opening Balance	49.14	39.34
Addition	16.32	20.63
Deletions	(0.75)	(0.70)
Accretion of Interest	4.18	2.85
Payment of lease liabilities	(15.03)	(12.98)
Closing Balance	**53.86**	**49.14**
Current	10.25	9.65
Non-current	43.61	39.49

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2024 and 31 March 2023 on an undiscounted basis.

	As at 31 March 2024	As at 31 March 2023
Less than one year	14.59	14.49
One to five years	43.36	34.00
More than five years	14.47	18.99
	72.42	**67.48**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The average borrowing rate of 8% has been applied to lease liabilities recognised in the balance sheet.

The following are the amounts recognised in profit or loss:

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation expense of right-of-use assets	13.03	10.86
Interest expense on lease liabilities	4.18	2.85
Expense relating to short-term leases & leases of low-value assets (included in other expenses)	27.67	23.49
Total amount recognised in profit or loss	**44.88**	**37.20**

The Company had total cash outflows for leases of ₹ 15.03 Crores (including interest payment of ₹ 4.18 Crores) [31 March 2023: ₹ 12.98 Crores (including interest payment of ₹ 2.85 Crores)]. The Company also had non-cash additions to right-of-use assets and lease liabilities of ₹ 16.32 Crores (31 March 2023 ₹ 20.63 Crores).

Reclassification:

The Company has reclassified Mining rights from head 'Leasehold land' under 'Right-of-use assets' to 'Mining rights' under 'Intangible assets' of ₹ 92.37 Crores (Gross block: ₹ 94.27 Crores; Accumulated depreciation: ₹ 1.90 Crores) as at 01 April 2022. The management believes that such reclassification does not have any material impact on information presented in the balance sheet at the beginning of the preceding period. Accordingly, the Company has not presented third balance sheet in the financial statements.

(All amounts are in Rupees Crores, unless otherwise stated)

4. Non-Current Financial Assets–Investments

		As at 31 March 2024	As at 31 March 2023
A.	**Investment in equity instruments (fully paid-up)**		
	Unquoted		
	Subsidiary Companies (at cost)		
	-361,532 (31 March 2023: 440,000) equity shares of J. K. Cement (Fujairah) FZC (Face value AED1000 each) (Refer note i & ii)	692.15	787.68
	Less: Provision for impairment in the value of investment (Refer note i & ii)	(54.38)	(458.38)
	-154,400,000 (31 March 2023: 85,400,000) equity shares of J.K. Maxx Paints Ltd. (Erstwhile J. K. Paints & Coatings Ltd.) (Face value ₹ 10 each)	154.40	85.40
	-9,374,770 (31 March 2023: Nil) equity shares of Toshali Cements Private Ltd. (Face value ₹ 100 each) (Refer note iii)	10.75	-
	Others (at FVTPL)		
	-472,663 (31 March 2023: 303,702) equity shares of Atria Wind Power (Chitradurga) Pvt. Ltd. (Face value ₹ 100 each)	10.43	7.62
	-6,213,073 (31 March 2023: 5,496,372) equity shares of Nay Energy Private Ltd. (Face value ₹ 10 each)	7.27	6.25
	-20,445 (31 March 2023: 20,445) equity shares of FP Centaurus Private Ltd. (Face value ₹ 10 each)	3.50	3.50
	-29,765 (31 March 2023: 2600) equity shares of Clean Max Matahari Private Ltd.(Face value ₹ 10 each)	4.51	0.00
	-8,000 (31 March 2023: 8,000) equity shares of ReNew Wind Energy AP Private Ltd. (Face value ₹ 10 each)	0.08	0.08
	-1,530,000 (31 March 2023: 1,530,000) equity shares of Amplus RJ Solar Private Ltd. (Face value ₹ 10 each)	1.53	1.53
	-530,570 (31 March 2023: Nil) equity shares of AMP Solar Urja Private Ltd. (Face value ₹ 10 each)	0.53	-
	-16,060,000 (31 March 2023: Nil) equity shares of O2 Renewable Energy V Private Ltd. (Face value ₹ 10 each)	16.06	-
	-166,405 (31 March 2023: Nil) equity shares of FPEL Ujwal Private Ltd. (Face value ₹ 10 each)	3.18	-
B.	**Investment in preference shares (fully paid up)**		
	Unquoted		
	Subsidiary Companies		
	Considered as Equity (at cost)		
	-200,000,000 (31 March 2023: 200,000,000) 7% Non-cumulative compulsory convertible preference shares of J.K. Maxx Paints Ltd. (Erstwhile J. K. Paints & Coatings Ltd.) (Face value ₹ 10 each)	200.00	200.00
	-Nil (31 March 2023: 148,169) 3% Non-cumulative 11 years convertible preference shares of J.K. Cement (Fujairah) FZC (Face value AED1000 each) (Refer note iv)	-	308.48
	At FVTPL		
	-2,900,000 (31 March 2023: Nil) 9% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Toshali Cements Private Ltd. (Face value ₹ 100 each) (Refer note v)	29.00	-
C.	**Investments in Debentures (fully paid up)**		
	Subsidiary Companies		
	Deemed investment (equity portion) in compulsorily convertible debentures		
	Toshali Cements Private Ltd.	35.60	-
	At FVTPL		
	-70,85,222 (31 March 2023: Nil), 0.01% compulsorily convertible debentures of Toshali Cements Private Ltd. (Face value ₹ 100 each) (Refer note vi)	35.25	-

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(All amounts are in Rupees Crores, unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
	Others (at FVTPL)		
	Quoted		
	-150 (31 March 2023: Nil), 7.8925% Bajaj Finance Ltd. (Face value ₹ 1,000,000 each)	14.94	-
	-1,000 (31 March 2023: Nil), 9.03% 360 One Prime Ltd. (Face value ₹ 100,000 each)	10.00	-
	-1,000 (31 March 2023: Nil), 8.9% Bharti Telecom (Face value ₹ 100,000 each)	10.01	-
	-2,000 (31 March 2023: Nil), 8.285% Tata Capital Financial Services (Face value ₹100,000 each)	20.05	-
	Unquoted		
	-47,772 (31 March 2023: 27,000) 0.01% Compulsory Convertible debentures in AMP Solar Urja Private Ltd. (Face value ₹ 1000 each)	4.78	2.70
	-1,000 (31 March 2023: Nil), 8.80% Motilal Oswal Finvest Ltd. (Face value ₹ 100,000 each)	10.00	-
D.	**Investments in Bonds (fully paid up)**		
	Quoted		
	Others(at FVTPL)		
	-30 (31 March 2023: Nil), 8.64% Union Bank of India Perpetual Bond (Face value ₹ 10,000,000 each)	30.05	-
	-250 (31 March 2023: Nil), 7.73% State Bank of India Perpetual Bond (Face value ₹ 1,045,948 each)	24.80	-
	-65 (31 March 2023: Nil), 8.44% Indian BankSR Perpetual Bond (Face value ₹ 1,000,000 each)	6.46	-
	-50 (31 March 2023: Nil), 8.57% Bank of India Perpetual Bond (Face value ₹ 10,000,000 each)	50.02	-
	-250 (31 March 2023: Nil), 8.50% Canara Bank Perpetual Bond (Face value ₹ 1,000,000 each)	25.00	-
	-150 (31 March 2023: Nil), 9.04% Bank of India Perpetual Bond(Face value ₹ 1,000,000 each)	15.14	-
		1,371.11	**944.86**
	Aggregate amount of quoted investment	**206.47**	**-**
	Aggregate amount of market value of quoted investment	**206.47**	**-**
	Aggregate amount of unquoted investment	**1,164.64**	**944.86**
	Aggregate amount of impairment in the value of investment	**54.38**	**458.38**

i Movement in provision for impairment in value of investment

	As at 31 March 2024	As at 31 March 2023
Opening balance	458.38	458.38
Less: Provision for impairment in earlier years	(404.00)	-
Closing balance	**54.38**	**458.38**

ii J. K. Cement Works (Fujairah) FZC ('JKCWF') a step-down subsidiary of J. K. Cement (Fujairah) FZC ('JKCF') had been incurring losses for the past several years since its incorporation and its net worth had significantly eroded. In the earlier years, based on business valuation of JKCWF by an independent external valuer, the company had recognised provision towards impairment in carrying value of investment in JKCF of ₹ 458.38 Crores as at 31 March 2023. Among other matters, these losses indicate a permanent reduction in value of investments.

During the current year, JKCWF has cancelled 2,26,637 Non-cumulative Redeemable Preferential Shares ('RPS') of AED 1000 each held by JKCF and JKCF has also cancelled 2,26,637 equity shares of AED 1000 each held by the Company, considering inability of JKCWF/JKCF to repay/service part of RPS/Equity held by JKCF/Company. Post-cancellation, JKCF continue to be wholly owned subsidiary and JKCF continue to hold ninety percent shareholding in JKCWF.

The Company has written off cost amounting to ₹ 404.00 Crores determined on FIFO basis of 2,26,637 cancelled equity shares, net of related impairment provision/ reversal of impairment previously recognised, to the statement of profit and loss. The management has evaluated that there is no additional impairment / further reversal of previously recognised impairment is required.

(All amounts are in Rupees Crores, unless otherwise stated)

iii The Company has acquired 100% control in Toshali Cements Private Limited for purchase consideration of ₹ 10.75 Crores on 21 February 2024 and has become wholly owned subsidiary.

iv Converted to equity shares in current year.

v The preference share will be converted to equity shares or redeemed at the option of the Company ay any time on or before expiry of 5 years.

vi The debentures will be converted to equity shares at the option of the Company at any time on or before expiry of 8 years.

5. Non-Current Financial Assets–Others

	As at 31 March 2024	As at 31 March 2023
(Unsecured, Considered good)		
(Carried at Amortised Cost)		
Fixed deposits with remaining maturity of more than 12 months from the reporting date*	3.74	159.48
Vehicle Loan Recoverable	8.09	6.53
Security Deposits**	172.65	127.46
Share Application Money#	0.20	4.51
	184.68	**297.98**

* Includes ₹ 3.74 Crores (31 March 2023 ₹ 4.43 Crores) pledged against overdraft /other commitments.

** Majorly includes deposits with State Electricity boards, tender money deposits and godown/office deposits.

Share application money of ₹ 0.20 Crores paid to AMP Solar Urja Private Ltd. in current year is against issuance of 20000 equity shares & 1800 Debentures is expected to be alloted in FY 2024-25.

No loans due from directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due from firms or private companies respectively in which any director is a partner or a director or a member.

6. Other Non-Current Assets

	As at 31 March 2024	As at 31 March 2023
(Unsecured, Considered good)		
Capital advances	109.48	130.58
Advances other than capital advances		
Prepaid expenses	7.26	6.74
Deferred employee compensation	1.03	0.88
Advance to employees	5.58	4.41
Deposit under protest with Government authorities	38.47	34.55
	161.82	**177.16**

No advances are due from directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due from firms or private companies respectively in which any director is a partner or a director or a member.

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(All amounts are in Rupees Crores, unless otherwise stated)

7. Inventories

	As at 31 March 2024	As at 31 March 2023
(Valued at lower of cost and net realisable value)		
Raw materials (net of provisions for slow and non-moving inventories of ₹ 4.08 Crores (31 March 2023: ₹ 6.49 Crores))	117.08	99.06
Work-in-process	255.31	101.21
Finished goods	142.05	105.74
Traded goods	22.38	4.60
Fuel (net of provisions for slow and non-moving inventories of ₹ 2.15 Crores (31 March 2023: ₹ 2.00 Crores))	194.05	158.28
Packing material (net of provisions for slow and non-moving inventories of ₹ 0.76 Crores (31 March 2023: ₹ 0.87 Crores))	23.07	21.39
Consumable stores and spares (net of provisions for slow and non-moving inventories of ₹ 49.12 Crores (31 March 2023: ₹ 31.56 Crores))	269.29	256.19
Goods in transit:		
-Raw materials	6.25	3.29
-Fuel	37.86	113.16
-Consumable stores and spares	0.19	0.62
	1,067.53	**863.54**

Refer note 17a(2) & 22 for information on inventories pledged as security by the Company.

8. Current Financial Assets–Investments

		As at 31 March 2024	As at 31 March 2023
A.	**Investment in Mutual Funds (fully paid up)**		
	Quoted (at FVTPL)		
	-Nil (31 March 2023: 60,066.714) units of Axis Liquid Fund-Direct Growth (CFDGG)	-	15.02
	-Nil (31 March 2023: 19,999,000.05) units of SBI FMP-Series 69 (367 days) Regular growth	-	20.60
	-Nil (31 March 2023: 211,021.442) units of Axis Over Night Fund Direct Growth (ONDGG)	-	25.02
	-28,384,173.392 (31 March 2023: Nil) units of Axis Ultra Short Term fund Direct Growth	40.31	-
B.	**Investments in Bonds (fully paid up)**		
	Quoted (at FVTPL)		
	-50 (31 March 2023: Nil) 9.15% PNB Perpetual Bond (Face value ₹ 1,010,520 each)	5.00	-
C.	**Investments in Debenture (fully paid up)**		
	Quoted (at FVTPL)		
	-Nil (31 March 2023: 45) Shree Ram Finance Limited (Face value ₹ 1,000,000 each)	-	5.13
	-Nil (31 March 2023: 35) L&T INFRA Debt Fund (Face value ₹ 1,000,000 each)	-	5.05
	-2,500 (31 March 2023: Nil) 87.79% HDFC (Face value ₹ 100,000 each)	24.94	-
	-100 (31 March 2023: Nil) 9.25% Shriram Finance(Face value ₹ 1,000,000 each)	10.01	-
D.	**Investments in Commercial Paper (fully paid up)**		
	Quoted (at FVTPL)		
	-400 (31 March 2023: Nil) Motilal Oswal Finvest Ltd. (Face value ₹ 500,000 each)	19.57	-
		99.83	**70.82**
	Aggregate amount of quoted investments	**99.83**	**70.82**
	Aggregate amount of market value of quoted investment	**99.83**	**70.82**

(All amounts are in Rupees Crores, unless otherwise stated)

9. Current Financial Assets–Trade Receivables

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
Considered good-secured	96.02	118.98
Considered good-unsecured	364.38	291.59
-Related Party (Refer note 40)	-	0.19
Receivables-unsecured credit impaired	17.01	15.45
	477.41	**426.21**
Less: Provision for impairment of trade receivables	(17.01)	(15.45)
	460.40	**410.76**

Trade receivables Ageing Schedule

As at 31 March 2024

Particulars		Outstanding for following periods from due date of payment						
		Total 31 March 2024	Current but not due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years
(i)	Undisputed Trade receivables-Considered Good	460.40	369.53	56.94	27.59	3.35	0.59	2.40
(ii)	Undisputed Trade receivables-credit impaired	4.70	-	2.81	1.77	-	0.07	0.05
(iii)	Disputed Trade receivables-credit impaired	12.31	-	0.02	0.07	1.33	0.63	10.26
		477.41	**369.53**	**59.77**	**29.43**	**4.68**	**1.29**	**12.71**
(iv)	Undisputed Trade receivables-Provision for impairment	(4.70)	-	(2.81)	(1.77)	-	(0.07)	(0.05)
(v)	Disputed Trade receivables-Provision for impairment	(12.31)	-	(0.02)	(0.07)	(1.33)	(0.63)	(10.26)
		460.40	**369.53**	**56.94**	**27.59**	**3.35**	**0.59**	**2.40**

As at 31 March 2023

Particulars		Outstanding for following periods from due date of payment						
		Total 31 March 2023	Current but not due	Less than 6 months	6 months -1 year	1-2 Years	2-3 Years	More than 3 Years
(i)	Undisputed Trade receivables-Considered Good	410.76	313.02	49.12	41.91	2.69	0.10	3.92
(ii)	Undisputed Trade receivables-credit impaired	4.32	-	2.00	0.72	0.81	0.33	0.46
(iii)	Disputed Trade receivables-credit impaired	11.13	-	-	0.98	0.79	0.31	9.05
		426.21	**313.02**	**51.12**	**43.61**	**4.29**	**0.74**	**13.43**
(iv)	Undisputed Trade receivables-Provision for impairment	(4.32)	-	(2.00)	(0.72)	(0.81)	(0.33)	(0.46)
(v)	Disputed Trade receivables-Provision for impairment	(11.13)	-	-	(0.98)	(0.79)	(0.31)	(9.05)
		410.76	**313.02**	**49.12**	**41.91**	**2.69**	**0.10**	**3.92**

Refer note 17a(2) & 22 for information on trade receivable pledged as security by the Company.

No trade receivable are due from directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due from firms or private companies respectively in which any director is a partner or a director or a member.

There are no unbilled receivables, hence the same is not disclosed in the ageing schedule.

Trade receivables are non-interest bearing and are generally on terms of maximum 90 days.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

10. Current Financial Assets–Cash and cash equivalent

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
Balance with banks:		
In current accounts	55.88	73.92
In EEFC accounts	0.20	9.40
Fixed deposits with original maturity of upto 3 months	41.01	155.55
Cash on hand	0.11	0.28
	97.20	**239.15**

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

11. Current Financial Assets–Other Bank Balances

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
Earmarked balance with bank for unclaimed dividends#	1.83	1.75
Fixed deposits with original maturity of more than 3 months but upto one year*	678.63	572.31
	680.46	**574.06**

Earmarked unpaid dividend accounts are restricted in use as it relates to unpaid & unclaimed dividends.

* Fixed Deposits having original maturity of more than 3 months but upto one year includes deposits of ₹ 94.89 Crores (31 March 2023: ₹ 118.78 Crores) pledged against overdraft /other commitments.

12. Current Financial Assets–Others

	As at 31 March 2024	As at 31 March 2023
(Unsecured Considered Good, unless otherwise stated)		
(Carried at Amortised Cost)		
Other loans and advances		
Considered good	7.59	12.38
Considered doubtful	0.34	3.58
Less: Allowance for doubtful loans and advances	(0.34)	(3.58)
Advance to employees	3.78	4.21
Government grants receivable	330.86	169.26
Fixed deposits with original maturity of more than 12 months and remaining maturity of less than 12 months from the reporting date*	908.41	577.77
Interest accrued on fixed deposits	57.81	28.54
	1,308.45	**792.16**

* Fixed Deposits due upto one year having original maturity period more than 12 months includes deposits of ₹ 116.87 Crores (31 March 2023: ₹ 107.82 Crores) pledged against overdraft /other commitments.

13. Current Tax Assets (net)

	As at 31 March 2024	As at 31 March 2023
Advance tax (net)	47.20	35.69
	47.20	**35.69**

(All amounts are in Rupees Crores, unless otherwise stated)

14. Other Current Assets

	As at 31 March 2024	As at 31 March 2023
(Unsecured Considered Good)		
Balances with Government authorities	176.12	322.16
Prepaid expenses	24.32	29.41
Advance to employees	2.69	1.90
Advances to suppliers	93.56	163.79
Deferred employee compensation	0.50	0.29
	297.19	**517.55**

No advances are due from directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due from firms or private companies respectively in which any director is a partner or a director or a member.

15. Equity Share capital

	As at 31 March 2024	As at 31 March 2023
Authorised:		
13,00,00,000 (31 March 2023: 8,00,00,000) equity shares of ₹ 10/-each)	130.00	80.00
Issued, subscribed & fully paid up:		
7,72,68,251 (31 March 2023: 7,72,68,251) equity Shares of ₹ 10/-each)	77.27	77.27
	77.27	**77.27**

a. Terms and rights attached to equity shares

There are only 1 class of equity shares having a par value of ₹ 10 each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

b. Reconciliation of number of shares outstanding at the beginning and end of the year:

	Number of Shares	Amount
Outstanding as at 01 April 2022	7,72,68,251	77.27
Equity Shares issued during the year	-	-
Outstanding as at 31 March 2023	**7,72,68,251**	**77.27**
Equity Shares issued during the year	-	-
Outstanding as at 31 March 2024	**7,72,68,251**	**77.27**

c. Shareholders holding more than 5% shares in the Company

Equity shares of ₹ 10 each fully paid	As at 31 March 2024	
	No. of Shares	Percentage
M/s Yadu International Ltd.	3,10,50,918	40.19%
Smt. Kavita Y Singhania	38,69,650	5.01%
Kotak Small Cap Fund	42,46,929	5.50%

Equity shares of ₹ 10 each fully paid	As at 31 March 2023	
	No. of Shares	Percentage
M/s Yadu International Ltd.	3,10,50,918	40.19%
Shri. Abhishek Singhania	38,95,276	5.04%
Smt. Kavita Y Singhania	38,69,650	5.01%
Investment Trust Fidelity Series	42,54,631	5.51%

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(All amounts are in Rupees Crores, unless otherwise stated)

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date is Nil.

d. Detail of shares held by promoters (Legal & beneficiary ownership)

As at 31 March 2024

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Gaur Hari Singhania with Vasantlal D. Mehta & Raghubir Prasad Singhania	20	-	20	0.00	-
2	Sushila Devi Singhania	33,35,957	-	33,35,957	4.32	-
3	Kalpana Singhania	4,65,362	(96,162)	3,69,200	0.48	(20.66)
4	Nidhipati Singhania	44,928	800	45,728	0.06	1.78
5	Madhavkrishna Singhania	2,50,210	(2,50,000)	210	0.00	(99.92)
6	Raghavpat Singhania	2,50,210	(2,50,000)	210	0.00	(99.92)
7	Ajay Kumar Saraogi	3,340	-	3,340	0.00	-
8	Amrita Saraogi	3,000	-	3,000	0.00	-
9	Pushpa Saraogi	5,048	-	5,048	0.01	-
10	G.H.Securities Private Ltd.	20	-	20	0.00	-
11	Yadu International Ltd.	3,10,50,918	-	3,10,50,918	40.19	-
12	Yadu Securities Private Ltd.	40	-	40	0.00	-
13	Vidhi Nidhipati Singhania	-	5,00,000	5,00,000	0.65	-
	Total	**3,54,09,053**	**(95,362)**	**3,53,13,691**	**45.71**	

As at 31 March 2023

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
1	Gaur Hari Singhania with Vasantlal D. Mehta & Raghubir Prasad Singhania	20	-	20	0.00	-
2	Sushila Devi Singhania	33,35,957	-	33,35,957	4.33	-
3	Kalpana Singhania	4,72,862	(7,500)	4,65,362	0.60	(1.59)
4	Nidhipati Singhania	42,428	2,500	44,928	0.06	5.89
5	Madhavkrishna Singhania	2,50,210	-	2,50,210	0.32	-
6	Raghavpat Singhania	2,50,210	-	2,50,210	0.32	-
7	Ajay Kumar Saraogi	3,340	-	3,340	0.00	-
8	Amrita Saraogi	3,000	-	3,000	0.00	-
9	Kailash Nath Khandelwal jointly with Radha Rani Khandelwal	1,000	(1,000)	-	0.00	(100.00)
10	Pushpa Saraogi	5,048	-	5,048	0.01	-
11	Radha Rani Khandelwal jointly with Kailash Nath Khandelwal	500	(500)	-	0.00	(100.00)
12	G.H.Securities Private Ltd.	20	-	20	0.00	-
13	Yadu International Ltd.	3,10,36,918	14,000	3,10,50,918	40.19	0.05
14	Yadu Securities Private Ltd	40	-	40	0.00	-
	Total	**3,54,01,553**	**7,500**	**3,54,09,053**	**45.83**	

(All amounts are in Rupees Crores, unless otherwise stated)

16. Other equity

		As at 31 March 2024	As at 31 March 2023
a.	**Securities premium**		
	Balance at the beginning of the year	756.80	756.80
	Changes during the year	-	-
	Balance at the end of the year	**756.80**	**756.80**
b.	**Debenture redemption reserve**		
	Balance at the beginning of the year	20.57	33.64
	Less: Transfer to retained earnings	(13.07)	(13.07)
	Balance at the end of the year	**7.50**	**20.57**
c.	**General reserve**		
	Balance at the beginning of the year	1,503.25	1,303.25
	Add: Transfer from retained earnings	200.00	200.00
	Balance at the end of the year	**1,703.25**	**1,503.25**
d.	**Retained earnings (including Other comprehensive income)**		
	Balance at the beginning of the year	2,281.80	2,078.65
	Add: Profit for the year	830.64	502.68
	Add/(Less): Other comprehensive income/(loss) for the year	(1.04)	3.30
	Less: Transfer to general reserve	(200.00)	(200.00)
	Add: Transfer from debenture redemption reserve	13.07	13.07
	Less: Dividend paid on equity shares	(115.90)	(115.90)
		2,808.57	**2,281.80**
		5,276.12	**4,562.42**

Debenture Redemption Reserve (DRR)

For the debentures issued and outstanding, the Company has created DRR in accordance with requirement of section 71 of the Companies Act 2013. However, pursuant to a Ministry of Corporate Affairs notification dated 16 August 2019 amending Section 71 of the Companies Act, 2013 and Rule 18 (7) of the Companies (Share Capital and Debentures) Rules, 2014, the Company is not required to maintain DRR for debentures issued and accordingly has applied the said change in provision to debentures issued prospectively post 31 March 2020.

General Reserve

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

Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Retained earnings

Retained earnings represents all accumulated net income netted by all dividends paid to shareholders. Retained earnings includes re-measurement gain/(loss) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss. Retained earnings is a free reserve available to the Company.

Other Comprehensive Income

Remeasurement of defined benefit plans

Remeasurements of defined benefit plans represents the following as per Ind AS 19, Employee Benefits:

(a) actuarial gains and losses

(b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

(c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset)

Dividend

The following dividends were paid by the Company for the year.

	31 March 2024	31 March 2023
Final dividend paid for the year ended 31 March 2023 ₹ 15.00 per share (31 March 2022: ₹ 15.00 per share)	115.90	115.90
	115.90	**115.90**

After the reporting date, the board of directors confirms the proposed divided as final dividend. The dividends have not been recognised as liabilities and there are no tax consequences.

	31 March 2024	31 March 2023
Proposed dividend for the year ended 31 March 2024 ₹ 20.00* per share (31 March 2023: ₹ 15.00 per share)	154.54	115.90
	154.54	**115.90**

* The Board of Directors have recommended a total dividend of ₹ 20.00 per equity share of face value of ₹ 10.00 per share (200%) for the financial year (FY) 2023-24, which includes a special dividend at the rate of ₹ 5.00 per equity share to mark the golden jubilee of commencement of grey cement production and 40 years of commencement of white cement production.

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings (including lease liabilities), less cash and cash equivalent, fixed deposits and current investments.

	As at 31 March 2024	As at 31 March 2023
Non current borrowings (Refer note 17)	4,177.22	4,100.71
Current borrowings (Refer note 22)	1,000.74	816.04
Current investments (Refer note 8)	(99.83)	(70.82)
Cash and cash equivalent (Refer note 10)	(97.20)	(239.15)
Fixed deposits (Refer note 5, 11 & 12)	(1,590.78)	(1,309.56)
Lease liabilities (Refer note 17d & 22a)	53.86	49.14
Net debt	**3,444.01**	**3,346.36**
Total equity (Refer note 15 & 16)	5,353.39	4,639.69
Capital and net debt	**8,797.40**	**7,986.05**
Gearing ratio	**39.15%**	**41.90%**

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

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 31 March 2023.

(All amounts are in Rupees Crores, unless otherwise stated)

17. Non-Current Financial Liabilities–Borrowings

		As at 31 March 2024	As at 31 March 2023
	(Carried at amortised cost)		
	Secured		
a.	Non convertible debentures	210.69	383.49
	Less: Current maturities of non convertible debentures (Refer note 22)	(105.00)	(174.00)
b.	Term loans from banks in local currency	4,246.83	4,015.40
	Less: Current maturities of term loans (Refer note 22)	(300.64)	(246.35)
c.	Vehicle loans	7.74	16.36
	Less: Current maturities of vehicle loans (Refer note 22)	(5.56)	(8.80)
d.	VAT loans from Government	123.16	111.05
	Total Secured	**4,177.22**	**4,097.15**
	Unsecured		
e.	Deferred sales tax liabilities	4.30	11.57
	Less: Current maturities of deferred sales tax liabilities (Refer note 22)	(4.30)	(8.01)
	Total Unsecured	**-**	**3.56**
		4,177.22	**4,100.71**

17a. Particulars of Securities, Repayment & Interest

Loan's Securities	Repayment Frequency	Tenure/ Year of Maturity	Rate of Interest linked to	Carrying Amount	
				As at 31 March 2024	As at 31 March 2023
1) Secured Non Convertible Debentures					
Non Convertible Debentures(NCDs): ₹ 210.00 Crores (31 March 2023: ₹ 384.00 Crores)					
i) NCDs having balance of ₹ 60.00 Crores (31 March 2023: NCDs aggregating ₹ 134.00 Crores)	Annual	2025-26	Fixed Rate 9.65%	60.00	80.00
Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of movable PPE pertaining to Company's existing cement plant at village Muddapur Karnataka	Annual	2023-24	Fixed Rate 10.50%	-	19.50
	Annual	2023-24	Fixed Rate 11.00%	-	34.50
ii) Security for NCDs for ₹ 50.00 Crores (31 March 2023: ₹ 150.00 Crores) Secured by first pari-passu charge on the fixed assets related to Company's Grey Cement Plants (excluding mining land, mining leases and vehicles) at (a) Nimbahera having capacity of 3.25 Mn.tpa (b) Mangrol line 1 in the state of Rajasthan.	Semi Annual	2024-25	Fixed Rate 7.36%	50.00	150.00
iii) Security for NCDs for ₹ 100.00 Crores (31 March 2023: 100.00 Crores) Secured by first pari-passu charge on the immovable and movable fixed assets (excluding mining land, mining lease and vehicles) of Grey Cement Plant situated at village Muddapur, Karnataka.	Semi Annual	2027-28	Fixed rate 7.90%	100.00	100.00
Sub Total (1)				**210.00**	**384.00**

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for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

Loan's Securities	Repayment Frequency	Tenure/ Year of Maturity	Rate of Interest linked to	Carrying Amount	
				As at 31 March 2024	As at 31 March 2023
2) Secured Term Loans from Banks					
Term Loan as shown includes ₹ 3.08 Crores (31 March 2023: ₹ 3.33 Crores) towards amortised expenses.					
a) Secured by pari-passu first charge on the Company's PPE (movable & immovable) by way of equitable mortgage on immovable assets and hypothecation on movable PPE, related to company's existing plant at Nimbahera, Mangrol & Gotan white. i) Company's Existing Plant at Nimbahera. ii) Company's Existing Plant at Mangrol. iii) Company's Existing White Cement Plant at Gotan consisting of White Cement plant and Thermal Power Plant	Quarterly	2023-24	MCLR+Spread	-	15.59
b) Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land & vehicles and hypothecation of all movable PPE, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.	Quarterly	2028-29	T-Bill+Spread	79.37	97.04
c) Subservient / Residual Charge on current assets of the Company namely inventories and book debts (both present and future)	Quarterly	2027-28	MCLR+Spread	152.00	120.00
d) Subservient / Residual Charge on current assets of the Company namely inventories and book debts (both present and future)	Quarterly	2027-28	MCLR+Spread	184.00	200.00
e) Secured against exclusive charge on entire movable PPE (by way of hypothecation) and on immovable PPE (by way of equitable mortgage) related to the Wall Putty project at Katni, Madhya Pradesh (excluding current assets and mining land, if any).	Quarterly	2023-24	MCLR + Spread	-	13.00
f) Secured by First charge by way of equitable mortgage, on all the immovable properties, both present and future pertaining to, the new cement Plant at Mangrol, Rajasthan (save and except mining land) including captive power plant of 25 MW and waste heat recovery based power plant of 10 MW and split Grinding Unit at Jharli, Haryana and hypothecation of all the movable PPE of the above plants (save and except Current Assets), both present and future and second charge on all current assets, present and future, pertaining to the above plants (subject to prior charge created or to be created on the Current Assets in favour of the Working Capital Lenders for securing the Working Capital Facilities).	Quarterly	2030-31	MCLR / T-Bill / Repo + Spread	768.29	869.52

(All amounts are in Rupees Crores, unless otherwise stated)

Loan's Securities	Repayment Frequency	Tenure/ Year of Maturity	Rate of Interest linked to	Carrying Amount As at 31 March 2024	Carrying Amount As at 31 March 2023
g) (i) Secured by pari-passu first charge by way of equitable mortgage of the immovable properties,present and future, pertaining to the Mangrol 3rd Line clinker unit, Mangrol WHR Plant, Aligarh Grinding unit and Balasinor Grinding unit but excluding mining land. (ii) First pari-passu charge with existing lenders by way of equitable mortgage of the immovable properties present and future, pertaining to the Mangrol expanded Grinding unit and Nimbahera expanded Grinding unit but excluded the mining land. (iii) Secured by pari passu first charge by way of hypothecation of the movable fixed assets both present and future, pertaining to the Mangrol 3rd Line clinker unit, Mangrol WHR Plant, Aligarh Grinding unit and Balasinor Grinding unit, (save and except the current assets and vehicles). (iv) First pari-passu charge by way of hypothecation of the movable fixed assets, both present and future, pertaining to Mangrol expanded Grinding unit and Nimbahera expanded Grinding unit (save and except the current assets and vehicles). (v) Secured by second charge by way of hypothecation of the current assets pertaining to Mangrol 3rd line clinker unit, Mangrol WHR Plant, Aligarh Grinding unit, Balasinor Grinding unit, Mangrol Expanded Grinding unit and Nimbahera Expanded Grinding unit both present and future (subject to prior charge created or to be created on the current assets in favour of borrower's bankers for securing their working capital advances.).	Quarterly	2032-33	MCLR / T-Bill + Spread	1,017.05	1,091.64
h) Secured by First charge by way of equitable mortgage of the immovable properties, both present and future, pertaining to integrated unit at Panna, Madhya Pradesh and Grinding unit at Hamirpur, Uttar Pradesh (save and except mining land) and hypothecation of all the movable fixed assets pertaining to project (save and except current assets and vehicles), both present and future including movable plant and machinery, furniture, fixtures and all other movable fixed assets related to the Project.	Quarterly	2036-37	MCLR / T-Bill / Repo + Spread	1,679.22	1,611.94
i) Subservient Charge on current assets and second charge on any one fixed assets (immovable / movable) of the Company	Quarterly	2025-26	T-Bill+Spread	24.98	-
j) Secured by First pari-passu charge by way of equitable mortgage / hypothecation of the immovable and movable fixed assets acquired out of the Project Loan, related to 1.50 Mn. tpa Grinding Unit at village Madhavgarh, Tehsil Ghatiya, District Ujjain, Madhya Pradesh.	Quarterly	2033-34	MCLR	155.00	-

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

Loan's Securities	Repayment Frequency	Tenure/ Year of Maturity	Rate of Interest linked to	Carrying Amount	
				As at 31 March 2024	As at 31 March 2023
k) Secured by first pari passu charge on specified fixed assets pertaining to Grey Cement plant at Prayagraj, Uttar Pradesh (Project under implementation). Charge on movable fixed assets has already been created by hypothecation. Creation of charge on immovable fixed assets is under process.	Quarterly	2031-32	T-Bill / Repo+Spread	190.00	-
Sub Total (2)				**4,249.91**	**4018.73**
3) Secured Vehicle loans from Banks					
Secured by hypothecation of vehicles.	Monthly	3 years	Fixed Rate	7.74	16.36
4) Secured VAT loans from Government					
Secured by second pari passu charge by way of equitable mortgage of land building and plant and machinery pertaining to J.K. Cement Works, Muddapur,Karnataka and bank guarantee.The availment of said scheme is still continued.	Bullet payment at the time of maturity	10 years	Interest Free	123.16	111.05
5) Unsecured Deferred sales tax liabilities					
Unsecured interest free Deferred sales tax liabilities	Quarterly	2024-25	Interest Free	4.30	11.57
Total (1) + (2) + (3) + (4) + (5)				**4,595.11**	**4,541.71**
Less: Amortised expenses				(2.39)	(3.84)
Less: Shown in current maturities of long term debt (Refer note 22)				(415.50)	(437.16)
Balance shown as above				**4,177.22**	**4,100.71**

17b. Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the year presented

	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalent (Refer note 10)	97.20	239.15
Fixed Deposits (Refer note 5, 11 & 12)	1,590.78	1,309.56
Current investments (Refer note 8)	99.83	70.82
Current borrowings (Refer note 22)	(1,000.74)	(816.04)
Non current borrowings (Refer note 17)	(4,177.22)	(4,100.71)
Lease liabilities (Refer note 17d & 22a)	(53.86)	(49.14)
Net Debt	**(3,444.01)**	**(3,346.36)**

(All amounts are in Rupees Crores, unless otherwise stated)

17c. Changes in liabilities arising from financial activities

	Current borrowings	Non-Current borrowings (including current maturity of long term debt)	Lease liabilities (including current and non current)
Opening balance as at 01 April 2022	363.22	3,354.17	39.35
Addition on account of new leases during the year	-	-	20.62
Deletion on account of leases during the year	-	-	(0.70)
Cash flow (net)	15.66	1,199.96	(12.98)
Interest expenses	-	-	2.85
Changes in fair values	-	(16.26)	-
As at 31 March 2023	**378.88**	**4,537.87**	**49.14**
Addition on account of new leases during the year	-	-	16.32
Deletion on account of leases during the year	-	-	(0.75)
Cash flow (net)	206.36	43.10	(15.03)
Interest expenses	-	-	4.18
Changes in fair values	-	11.75	-
As at 31 March 2024	**585.24**	**4,592.72**	**53.86**

17d. Non-Current Financial Liabilities–Lease

	As at 31 March 2024	As at 31 March 2023
(Carried at amortised cost)		
Lease liabilities [Refer note 3(i)]	43.61	39.49
	43.61	**39.49**

18. Non-Current Financial Liabilities–Others

	As at 31 March 2024	As at 31 March 2023
(Carried at amortised cost)		
Security deposits	473.91	413.65
	473.91	**413.65**

19. Non-Current Provisions

	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits		
-Leave Encashment	32.18	30.57
Provision for mines restoration charges*	19.55	17.52
	51.73	**48.09**

***Provision for mines restoration charges:**

Opening balance	17.52	10.07
Addition during the year	2.03	7.45
Closing balance	**19.55**	**17.52**

The Company provides for the expenditure to reclaim the quarries used for mining in the Statement of Profit and Loss based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mine. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

20. Deferred tax liabilities (net)

A. The balance comprises temporary differences attributable to:

	As at 31 March 2024	As at 31 March 2023
Deferred tax liabilities		
Property, plant and equipment and intangible assets	1,149.48	946.72
Right-of-use assets	16.98	16.10
Deferred tax assets		
Unabsorbed depreciation & losses	-	82.74
Provision for employee benefits	13.02	12.64
Provision for trade receivables, other advances and inventories	26.50	20.95
Provision for contingencies and others	15.87	15.54
Lease liabilities	18.82	17.17
MAT credit entitlement	38.33	0.80
	1,053.92	**812.98**

B. Movement in deferred tax balances

	As at 31 March 2023	Recognised in P&L charge/(credit)	Recognised in OCI charge/(credit)	As at 31 March 2024
Deferred tax liabilities				
Property, plant and equipment and intangible assets	946.72	202.75	-	1,149.48
Right-of-use assets	16.10	0.89	-	16.98
Sub-total (a)	**962.82**	**203.64**	**-**	**1,166.46**
Deferred tax assets				
Unabsorbed depreciation & Losses	82.74	(82.74)	-	-
Provision for employee benefits	12.64	(0.18)	0.56	13.02
Provision for trade receivables, other advances and inventories	20.95	5.55	-	26.50
Provision for contingencies and others	15.54	0.33	-	15.87
Lease liabilities	17.17	1.65	-	18.82
Sub-total (b)	**149.04**	**(75.39)**	**0.56**	**74.21**
Deferred tax liability (a)-(b)	**813.78**	**279.03**	**(0.56)**	**1,092.25**
MAT credit entitlement	0.80	37.53	-	38.33
Deferred tax liability (net)	**812.98**	**241.50**	**(0.56)**	**1,053.92**

	As at 31 March 2022	Recognised in P&L charge/(credit)	Recognised in OCI charge/(credit)	As at 31 March 2023
Deferred tax liabilities				
Property, plant and equipment and intangible assets	859.78	86.94	-	946.72
Right-of-use assets	12.93	3.17	-	16.10
Sub-total (a)	**872.71**	**90.11**	**-**	**962.82**
Deferred tax assets				
Unabsorbed depreciation & Losses	-	82.74	-	82.74
Provision for employee benefits	12.65	1.74	(1.75)	12.64
Provision for trade receivables, other advances and inventories	8.52	12.43	-	20.95
Provision for contingencies and others	17.32	(1.78)	-	15.54
Lease liabilities	13.75	3.42	-	17.17
Sub-total (b)	**52.24**	**98.55**	**(1.75)**	**149.04**
Deferred tax liability (a)-(b)	**820.47**	**(8.44)**	**1.75**	**813.78**
MAT credit entitlement	82.20	(81.40)	-	0.80
Deferred tax liability (net)	**738.27**	**72.96**	**1.75**	**812.98**

(All amounts are in Rupees Crores, unless otherwise stated)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relates to income taxes levied by the same tax authority.

C. Amounts recognised in profit or loss

	For the year ended 31 March 2024	For the year ended 31 March 2023
Current tax expense*		
-Current year	143.32	142.09
-Earlier year tax adjustments	(3.08)	-
	140.24	**142.09**
Deferred tax charge/(credit)		
Origination and reversal of temporary differences		
-Current year	239.78	72.96
-Earlier year tax adjustment	1.72	-
	241.50	**72.96**
Total tax expenses	**381.74**	**215.05**
Earlier year tax adjustments:		
Current tax expense	(3.08)	-
Deferred tax charge	1.72	-
	(1.36)	**-**

* The Government of India on 20 September 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new section 115BAA in the Income-tax Act, 1961, which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective, 01 April 2019, subject to certain conditions. The Company is continuing to provide for income tax at old rates, considering available unutilised minimum alternative tax credit and other tax benefits/holidays.

In calculating the tax provisions, the Company has considered certain deductions under section 80IA as being deductible for tax purposes based on expert opinion and other court rulings in similar matters. Accordingly management has determined that no provision is required to be recognised for these deductions.

D. Amounts recognised in other comprehensive Income

	For the year ended 31 March 2024			For the year ended 31 March 2023		
	Before tax	Tax (Expense)/ Income	Net of tax	Before tax	Tax (Expense)/ Income	Net of tax
Remeasurements of defined benefit liability	(1.60)	0.56	(1.04)	5.05	(1.75)	3.30
	(1.60)	**0.56**	**(1.04)**	**5.05**	**(1.75)**	**3.30**

E. Reconciliation of tax expense and the accounting profit multiplied by the applicable tax rate(s)

	For the year ended 31 March 2024		For the year ended 31 March 2023	
	Rate	Amount	Rate	Amount
Profit before tax	34.94%	1,212.38	34.94%	717.73
Tax using the Company's domestic tax rate		423.65		250.80
Tax effect of:				
Non-deductible expenses and difference in tax rate		11.80		12.98
Tax-exempt income & incentives		(52.35)		(48.73)
Adjustments in earlier years tax		(1.36)		-
		381.74		**215.05**
Income tax expenses reported in statement of profit & loss		**381.74**		**215.05**

At effective income tax rate of 31.49% (31 March 2023: 29.96%)

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

21. Other non-current liabilities

	As at 31 March 2024	As at 31 March 2023
Deferred income from government grants	98.37	116.04
	98.37	**116.04**

Government grants have been received against the purchase of certain items of property, plant and equipment and sales tax loan. There are no unfulfilled conditions or contingencies attached to these grants.

Opening balance		
Current (Refer note 25)	18.25	14.63
Non current	116.04	111.41
	134.29	126.04
Received during the year	1.57	27.90
Amortised during the year	(18.39)	(19.65)
Closing balance	117.47	134.29
Current (Refer note 25)	19.10	18.25
Non-current	98.37	116.04
	117.47	**134.29**

22. Current Financial Liabilities–Borrowings

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
Loan repayable on demand (Secured)*		
-From banks	585.24	378.88
Current maturities of long-term debt (Refer note 17)	415.50	437.16
	1,000.74	**816.04**

* Loan repayable on demand are secured by first charge on current assets of the Company namely inventories, book debts and second charge on PPE of the Company except the PPE pertaining to J.K. Cement Works, Gotan, J.K. Cement Works, Balasinor, J.K. Cement Works, Katni and the assets having exclusive charge of other lenders.Second charge on fixed assets at Karnataka plant shall rank pari passu with the State Govt. of Karnataka for interest free loan against VAT payable by the Borrower.

22a. Current Financial Liabilities–Lease

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
Lease liabilities [Refer note 3(i)]	10.25	9.65
	10.25	**9.65**

23. Current Financial Liabilities–Trade Payables

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer note 42)	208.47	97.84
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	600.70	655.37
	809.17	**753.21**

(All amounts are in Rupees Crores, unless otherwise stated)

Trade payable Ageing Schedule

As at 31 March 2024

Particulars	Outstanding for following periods					
	Total 31 March 2024	Unbilled	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years
(i) Micro enterprises and small enterprises	208.47	-	204.94	2.08	0.33	1.12
(ii) Creditors other than micro enterprises and small enterprises	600.70	193.28	398.84	2.63	0.65	5.30
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	809.17	**193.28**	**603.78**	**4.71**	**0.98**	**6.42**

As at 31 March 2023

Particulars	Outstanding for following periods					
	Total 31 March 2023	Unbilled	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years
(i) Micro enterprises and small enterprises	97.84	-	94.09	2.56	1.02	0.17
(ii) Creditors other than micro enterprises and small enterprises	655.37	192.08	446.66	10.04	2.59	4.00
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	753.21	**192.08**	**540.75**	**12.60**	**3.61**	**4.17**

Based on the information available with the Company regarding the status of suppliers as defined under MSMED Act, 2006, there was no principal amount overdue and no interest was payable to the Micro, Small and Medium Enterprises on 31 March 2024 as per the terms of contract.

Trade payables are non-interest bearing and are generally on terms of below 90 days.

For explanations on the Company's credit risk management processes, refer to note 41.

24. Current Financial Liabilities–Others

	As at 31 March 2024	As at 31 March 2023
(Carried at Amortised Cost)		
Employee dues	9.60	16.55
Interest accrued but not due on borrowings	2.56	4.39
Unpaid dividends*	1.74	1.66
Unclaimed fraction money	0.09	0.09
Security deposits**	79.54	45.19
Project creditors	131.19	163.65
Temporary book overdraft	1.36	1.97
Others	39.74	20.25
	265.82	**253.75**

* Unpaid dividend does not include amount due and outstanding to be credited to Investor Education and Protection Fund.

** Balance includes security deposit received from the retailers & interest due on security deposits.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

25. Other Current Liabilities

	As at 31 March 2024	As at 31 March 2023
Contract liability*		
Advance from customers	142.08	152.32
Other liability		
Statutory dues payable	164.02	143.61
Deferred income from government grants	19.10	18.25
Others**	517.38	414.96
	842.58	**729.14**

*The contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended 31 March, 2024

**It includes Retention price and Liability towards dealers incentive relates to the accrual and release of in-kind discount.

26. Current Provisions

	As at 31 March 2024	As at 31 March 2023
Employee benefits		
-Gratuity (Refer note 39)	11.27	3.51
-Leave Encashment	5.06	5.78
Contingency*	87.51	81.60
	103.84	**90.89**

* Movement of provision during the year as required by Ind AS-37 "Provisions, Contingent Liabilities and Contingent Asset"

Provision for Contingency

Opening Balance	81.60	72.36
Add: Provision during the year (net)	6.17	9.24
Less: Utilisation during the year	(0.26)	-
Closing Balance	**87.51**	**81.60**

27. Revenue from operations

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue from contracts with customers		
Sale of finished goods	10,254.10	8,742.66
Sale of traded goods	309.06	351.25
Total (i)*	**10,563.16**	**9,093.91**
Other operating revenues		
Claims realised	0.57	1.49
Government grants	266.95	133.28
Sale of scrap	28.83	23.33
Miscellaneous income	58.54	58.24
Total (ii)	**354.89**	**216.34**
Revenue from operations [(i) + (ii)]	**10,918.05**	**9,310.25**

(All amounts are in Rupees Crores, unless otherwise stated)

*** Reconciliation of Revenue as per Contract Price and as recognised in the Statement of Profit and Loss.**

	For the year ended 31 March 2024	For the year ended 31 March 2023
Revenue as per Contract Price	12,306.17	10,459.07
Less: Discounts and Incentives**	(1,743.01)	(1,365.16)
Total Revenue from operations	**10,563.16**	**9,093.91**

** Includes variable considerations which are included in the transaction price determined at the inception of the contract.

Disaggregated revenue information

a. The Company is primarily in the business of manufacture and sale of cement. The product shelf life being short, all sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/delivery. The amounts receivable from customers are generally on terms of 0 to 90 days. There is no significant financing component in any transaction with the customers.

b. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration.

c. The Company does not provide performance warranty for products, therefore there is no liability towards performance warranty.

d. The management determines that the segment information reported in Note 38 is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 Revenue from contract with customers.

	For the year ended 31 March 2024	For the year ended 31 March 2023
Segment-cement and allied products		
Sale of finished goods and traded goods	10,563.16	9,093.91
Total revenue from contracts with customers	**10,563.16**	**9,093.91**
India	10,543.70	9,072.11
Outside India	19.46	21.80
Total revenue from contracts with customers	**10,563.16**	**9,093.91**

28. Other Income

	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest income from financial assets measured at amortised cost		
-from bank deposits	107.38	57.07
-from others	8.23	0.78
Gain on fair valuation/sale of investment (net)	7.07	3.51
Government grants*	4.34	7.44
Miscellaneous income	6.36	16.33
Net gain on foreign currency transactions and translation	1.94	-
	135.32	**85.13**

* Government grants income on account of capital subsidy recognised over the period of useful life of property, plant and equipment against which the grant is received.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

29. Cost of Materials Consumed

	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening inventory (A)	102.35	263.91
Purchases (B)	1,639.92	1,256.99
Closing inventory (C)	(123.33)	(102.35)
Total (A+B+C)	**1,618.94**	**1,418.55**

30. Changes in Inventories of Finished Goods, Work-in-Progress and Traded Goods

	For the year ended 31 March 2024	For the year ended 31 March 2023
Closing inventory		
Work-in-progress	255.31	101.21
Finished goods	142.05	105.74
Traded goods	22.38	4.60
Total (A)	**419.74**	**211.55**
Opening inventory		
Work-in-progress	101.21	92.02
Finished goods	105.74	92.64
Traded goods	4.60	2.54
Total (B)	**211.55**	**187.20**
Total (B-A)	**(208.19)**	**(24.35)**

31. Employee Benefits Expense

	For the year ended 31 March 2024	For the year ended 31 March 2023
Salaries and wages	620.81	502.62
Contribution to provident and other funds	46.45	40.02
Staff welfare expenses	42.54	32.68
	709.80	**575.32**

32. Finance Costs

	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest expenses	419.22	324.66
Interest expenses on Lease liabilities	4.18	2.85
Other borrowing costs (includes bank charges, etc.)	4.47	4.74
Unwinding of discounts	13.32	11.64
Loss on forward Contract	0.57	2.86
Exchange differences regarded as an adjustment to borrowing costs	-	1.01
	441.76	**347.76**
Less: Interest Capitalised (Refer note 2)	(5.17)	(52.19)
	436.59	**295.57**

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

33. Depreciation and Amortisation Expense

	For the year ended 31 March 2024	For the year ended 31 March 2023
Depreciation on property, plant and equipment (Refer note 2)	459.60	370.18
Amortisation on intangible assets (Refer note 3)	5.22	4.68
Depreciation on Right of use assets (Refer note 3(i))	21.08	17.38
	485.90	**392.24**

34. Freight and Forwarding Expenses

	For the year ended 31 March 2024	For the year ended 31 March 2023
On finished products	2,041.72	1,738.14
On clinker transfer	259.90	194.67
	2,301.62	**1,932.81**

35. Other Expenses

		For the year ended 31 March 2024	For the year ended 31 March 2023
Packing material consumed		385.70	393.05
Stores and spares consumed		223.94	146.00
Repairs and maintenance:			
-Buildings		17.23	18.69
-Plant and machinery		157.01	122.17
-Others		1.87	1.11
Other manufacturing expenses		9.38	9.46
Rent		27.67	23.49
Lease rent and hire charges		0.09	0.04
Rates and taxes		8.75	12.67
Insurance		21.59	24.36
Travelling and conveyance #		90.53	66.86
Corporate social responsibility expenses (Refer note no 44)		20.88	26.83
Bad trade receivables / advances / deposits written off		0.04	0.00
Expected Credit loss for trade receivables/advances		1.57	5.63
Loss on disposal of property, plant & equipment		10.37	12.42
Legal & Professional expenses		120.46	105.90
Sales promotion and other selling expenses		259.54	210.66
Advertisement and publicity		103.14	82.42
Miscellaneous expenses #/*		263.73	226.43
Write off of investment (Refer note 4(i)&(ii))	404.00		
Less: Provision for impairment in earlier years (Refer note 4(i)&(ii))	(404.00)	-	-
		1,723.49	**1,488.19**

 # Details of Payments to Statutory Auditors

As auditor:		
Audit fees	2.30	1.86
For other services		
Certification fees and other matters	0.59	0.35
Re-imbursement of expenses	0.15	0.11
	3.04	**2.32**

* Includes political party contribution amounting to ₹ 5.00 Crores (31 March 2023: ₹ 5.00 Crores)

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

36. Earning Per Share

	For the year ended 31 March 2024	For the year ended 31 March 2023
Total profit for the year attributable to equity shareholders	830.64	502.68
Weighted average number of equity shares of ₹ 10/-each (In Crores)	7.73	7.73
Earning Per Share-Basic and Diluted (in ₹)	107.50	65.06

Basic earning per share amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

37. Contingent liabilities, contingent assets and commitments

				As at 31 March 2024	As at 31 March 2023
A.	**Contingent liabilities in respect of:**				
	1.	Claim against the Company not acknowledged as debts includes show cause notices pertaining to excise duty, interest which is included in point no. 5 below and others (cash flow is dependent on court decision pending at various level)		29.15	43.67
	2.	There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated 28 February 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Company is evaluating and seeking legal inputs regarding various interpretative issues and its impact. As a matter of caution, the Company has applied the judgement on a prospective basis from the date of the SC order. The Company will update its provision for the period prior to the Supreme Court judgement, on receiving further clarity on the subject.		-	-
		Other for which the Company is contingently liable			
	3.	In respect of disputed demands for which Appeals are pending with Appellate Authorities/Courts – no provision has been considered necessary by the Management			
		a)	Excise duty and Octroi*	21.45	6.78
		b)	GST, Sales Tax and Entry Tax*	123.40	111.78
		c)	Income Tax (primarily on account of disallowance of transfer pricing adjustments for claims u/s 80 IA in respect of power undertakings and corporate guarantee, non grant of MAT credit, erroneous imposition of interest depreciation on goodwill and additional depreciation on power plants etc.)	466.96	31.88
	4.	In respect of interest on “Cement Retention Price” realised in earlier years		13.74	13.53
	5.	The Competition Commission of India ('CCI') has imposed penalty of ₹ 128.54 Crores ('first matter') and ₹ 9.28 Crores ('second matter') in two separate orders dated 31 August 2016 and 19 January 2017 respectively for alleged contravention of provisions of Competition Act 2002 by the Company. The Company has filed appeals against the above orders. The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated 25 July 2018. Post order of the NCLAT, CCI issued a revised demand notice dated 7 August 2018 of ₹ 154.92 Crores consisting of penalty of ₹ 128.54 Crores and interest of ₹ 26.38 Crores (included under 'Claim against the Company not acknowledged as debts'). The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.		137.82	137.82
	6.	In respect of land tax levied by state government of Rajasthan		0.15	0.15
	7.	In respect of demand of Railway Administration pending with Jodhpur High Court		2.75	2.66
	8.	In respect of charges on account of electricity duty, water cess and urban cess etc. levied by Ajmer Vidyut Vitran Nigam Ltd. (AVVNL)		63.76	57.38
	9.	In respect of Environmental and Health Cess (including interest)		21.21	19.02
	10.	In respect of Workmen Compensation Act Case no. 55/2020		0.06	0.06

(All amounts are in Rupees Crores, unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
	11. In respect of S.B. Civil Misc. Appeal no. 919/2013	0.02	0.02
	12. In respect of J.K. Cement Vs Jagdish Jatia & Others 89/2019	0.03	0.03
	13. In respect of J.K. Cement Vs G.M.(Eastern)Railway Kolkata & Others 32/05 & 33/05, case nos 5299/2019 and 5312/2019	0.52	0.52
	14. Renewal Energy Purchase Contract termination	2.74	-
	*Disputes are primarily on account of disallowances of input credits, entry tax (including interest & penalty), etc.		
B.	**Commitments**		
	Capital commitment	318.56	244.81
C.	**Contingent assets**		
	Insurance Claims	5.04	4.09
	Refund expected in legal cases	4.42	2.19

38. Segment information

Segment information is presented in respect of the Company's key operating segments. The operating segments are based on the Company's management and internal reporting structure.

Operating Segments

The Company's Board of Directors have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any new facility.

Board of Directors reviews the operating results at company level, accordingly there is only one Reportable Segment for the Company which is "Cement and allied products".

Entity wide disclosures

A. Information about geographical areas

Non-current assets (Property, plant and equipment, Intangible assets and other non-current assets) are in India.

	For the year ended 31 March 2024	For the year ended 31 March 2023
India	10,543.70	9,072.11
Outside India	19.46	21.80

B. Information about major customers (from external customers)

The Company has not derived revenues from single customer during the year as well as during previous year which amount to 10% or more of the entity's revenues.

39. Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

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

	For the year ended	
	31 March 2024	31 March 2023
Contribution to government Provident Fund	22.94	19.49
Contribution to Superannuation Scheme	3.26	3.52
Contribution to Family Pension Fund	7.57	6.81

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Group Gratuity Trust (J. K. Cement Gratuity Fund) registered under Income Tax Act-1961.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2024. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

	31 March 2024	31 March 2023
Net defined benefit obligation	80.85	74.33
Total employee benefit asset	69.58	70.82
Net defined benefit liability	11.27	3.51

B. Movement in net defined benefit (asset) liability–Gratuity (Funded)

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	31 March 2024			31 March 2023		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Opening Balance	74.33	70.82	3.51	78.42	76.07	2.35
Included in profit or loss						
Current service cost	9.52	-	9.52	8.30	-	8.30
Interest cost (income)	5.12	4.98	0.14	4.70	4.63	0.07
	14.64	**4.98**	**9.66**	**13.00**	**4.63**	**8.37**
Included in OCI						
Remeasurements loss (gain)						
Actuarial loss (gain) arising from:						
-financial assumptions	0.61	-	0.61	(4.41)	-	(4.41)
-experience adjustment	(1.39)	-	(1.39)	(1.18)	-	(1.18)
-return on plan assets excluding interest income	-	(2.38)	2.38	-	(0.54)	0.54
	(0.78)	**(2.38)**	**1.60**	**(5.59)**	**(0.54)**	**(5.05)**
Other						
Contributions paid by the employer	-	3.89	(3.89)	-	2.30	(2.30)
Benefits paid	(10.30)	(10.30)	-	(9.06)	(9.20)	0.14
Acquisition adjustment	2.96	2.57	0.39	(2.44)	(2.44)	-
	(7.34)	**(3.84)**	**(3.50)**	**(11.50)**	**(9.34)**	**(2.16)**
Closing Balance	**80.85**	**69.58**	**11.27**	**74.33**	**70.82**	**3.51**

(All amounts are in Rupees Crores, unless otherwise stated)

C. Plan assets

The plan assets are managed by the Gratuity Trust formed by the Company. The management of 100% of the funds is entrusted according to norms of Gratuity Trust, whose pattern of investment is available with the Company.

	As at 31 March 2024	As at 31 March 2023
Government of India Securities (Central and State)	51.76%	50.21%
High quality corporate bonds (including Public Sector Bonds)	42.20%	38.22%
Equity shares of listed companies	1.01%	0.55%
Cash (including Special Deposits)	-	11.02%
Property	5.03%	-

D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	31 March 2024	31 March 2023
Discount rate	7.10%	7.10%
Mortality	IALM (2006-08)	IALM (2006-08)
Turnover rate: Staff	10% of all ages	10% of all ages
Turnover rate: Worker	1% of all ages	1% of all ages
Expected rate of future salary increase	First Year-7% Thereafter-10%	First Year-7% Thereafter-10%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 March 2024, the weighted-average duration of the defined benefit obligation was 8 years (as at 31 March 2023: 7 years).

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Gratuity

	31 March 2024		31 March 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(5.69)	6.60	(4.93)	5.70
Expected rate of future salary increase (1% movement)	5.02	(4.81)	4.52	(4.26)
	(0.67)	**1.79**	**(0.41)**	**1.44**

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

The actuarial demographic assumptions taken for the calculation are as follows

	31 March 2024		31 March 2023	
Withdrawal Rate	Staff	10%	Staff	10%
	Workers	1%	Workers	1%
Mortality Rate	Indian Assured Lives		Indian Assured Lives	
	Mortality (2006-08)Ultimate		Mortality (2006-08)Ultimate	

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

F. Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level.

Changes in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the scheme's bond holdings.

Life expectancy: The pension obligations are to provide benefits for the life of the member, so increase in life expectancy will result in increase in plans liability. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the company's ALM objective is to match assets to the pension obligations under the employee benefit plan term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of assets at reporting date consists of government and corporate bonds, although the Company also invests in equities, cash and mutual funds. The Company believes that equities offer the best returns over the long term with an acceptable level of risk.

G. The expected benefit payments in future years:

	31 March 2024	31 March 2023
Within the next 12 months (next annual reporting period)	9.83	8.68
Between 2 and 5 years	31.81	39.33
Between 5 and 10 years	31.26	54.95
Beyond 10 years	89.62	252.32
Total expected payments	**162.52**	**355.28**

H. The expected employer contribution in the next year

	31 March 2024	31 March 2023
Within the next 12 months (next annual reporting period)	11.27	3.51

I. Social Security Code

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment had released draft rules for the Code on Social Security, 2020 on 13 November 2020. The Company will assess the impact and its evaluation once the subject rules are notified. The Company will give appropriate impact in its financial statements in the period in which, the Code becomes effective.

40. Related parties

(1) (A) Subsidiary Companies

i)	J. K. Cement (Fujairah) FZC	Wholly-owned Subsidiary
ii)	J. K. Cement Works (Fujairah) FZC	Step down Subsidiary
iii)	J. K. White Cement (Africa) Ltd.	Step down Subsidiary
iv)	JK Maxx Paints Ltd. (Erstwhile J. K. Paints & Coatings Ltd.)	Wholly-owned Subsidiary
v)	Acro Paints Ltd.	Step down Subsidiary
vi)	Toshali Cements Private Ltd.(w.e.f. 21February 2024)	Wholly-owned Subsidiary
vii)	Toshali Logistics Private Ltd.(w.e.f. 21.February 2024)	Step down Subsidiary

(B) Directors, Key Management Personnel & their Relatives:

i)	Smt. Sushila Devi Singhania	Chairperson and Non-Executive Non Independent Director
ii)	Dr. Nidhipati Singhania	Vice-Chairman and Non-Executive Non Independent Director
iii)	Dr. Raghavpat Singhania	Managing Director
iv)	Shri Madhavkrishna Singhania	Dy Managing Director and CEO
v)	Shri Ajay Kumar Saraogi	Dy Managing Director and CFO
vi)	Shri Rakesh Sethi (w.e.f. 06 March 2024)	Non-Executive Independent Director
vii)	Shri Sudhir Jalan	Non-Executive Non Independent Director
viii)	Mr. Paul Heinz Hugentobler	Non-Executive Non Independent Director
ix)	Smt. Deepa Gopalan Wadhwa	Non-Executive Independent Director
x)	Shri Ashok Sinha	Non-Executive Independent Director
xi)	Shri Saurabh Chandra	Non-Executive Independent Director
xii)	Shri Mudit Aggarwal	Non-Executive Independent Director
xiii)	Shri Ajay Narayan Jha (till 08 February 2024)	Non-Executive Independent Director
xiv)	Shri Satish Kumar Kalra (till 14 February 2024)	Non-Executive Independent Director
xv)	Shri Ashok Kumar Sharma (w.e.f. 01 April 2023)	Non-Executive Independent Director
xvi)	Ms. Praveen Mahajan (w.e.f. 15 February 2024)	Non-Executive Independent Director
xvii)	Shri Shambhu Singh	Company Secretary

(C) Enterprises significantly influenced by Directors, Key Management Personnel & their Relatives with whom we have made transactions during the year

i) Yadu International Ltd.
ii) Lohia Packaging Solution(Division Lohia)
iii) Lala Kamlapat Singhania Education Centre
iv) Yadupati Singhania Foundation (Erstwhile J. K. Cement Nimbahera Foundation)
v) J. K. Gotan Foundation
vi) Kailash Nagar Education Society
vii) Yadupati Singhania Vocational Education Foundation
viii) Sir Padampat Singhania University
ix) J K Cement(Western) Ltd.
x) Jaykaycem (Northern) Ltd.
xi) J K Paints and Pigments Limited (Erstwhile Jaykaycem (Eastern) Ltd.)

Trust under common control

xii) J. K. Cement Gratuity Fund
xiii) J. K. Cement Employees Superannuation Fund

(D) The Company holds more than 20% in the Companies listed below. However, the Company does not exercise significant influence or control on decision of investees. Hence they are not being construed as associates companies.

		% of holdings	
		31 March 2024	31 March 2023
i)	O2 Renewables Energy V Private Ltd.	42.00%	-
ii)	Nay Energy V Private Ltd.	26.00%	26.00%
iii)	FP Centaurus Private Ltd.	34.91%	34.91%
iv)	Clean Max Matahari Private Ltd.	26.00%	26.00%

Notes to the Standalone Financial Statements

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(All amounts are in Rupees Crores, unless otherwise stated)

(2) a) Following are the transactions with related parties as defined under section 188 of Companies Act 2013 and Ind AS 24 on arm length basis

	31 March 2024	31 March 2023
(A) Subsidiary Companies		
(i) J. K. Cement (Fujairah) FZC (Wholly-owned Subsidiary)		
-Amount paid as application money for 3% Non-cumulative convertible preference shares	-	103.27
- Allotment of 3% Non cumulative convertible preference shares	-	127.98
- Equity share capital reduction (Refer note 4(i)&(ii))	404.00	-
(ii) J. K. Cement Works (Fujairah) FZC (Step down Subsidiary)		
- Purchases	38.83	33.27
- Amount payable	3.01	-
(iii) J. K. White Cement (Africa) Ltd. (Step down Subsidiary)		
- Sale of Putty	-	1.79
(iv) JK Maxx Paints Ltd. (Erstwhile J. K. Paints & Coatings Ltd.) (Wholly-owned Subsidiary)		
- Incorporation expenses	-	7.81
- Amount receivable	-	0.07
- Investment made	69.00	285.40
- Reimbursement expenses	4.25	-
- Advance given against purchase	2.76	-
- Purchases (inclusive of GST)	101.65	-
(v) Acro Paints Ltd. (Step down Subsidiary)		
- Payment received	-	1.05
- Sale of white cement (inclusive of GST)	1.35	1.02
- Purchases (inclusive of GST)	3.79	0.01
- Amount receivable (Trade receivable)	-	0.19
- Amount payable	0.31	-
(vi) Toshali Cements Ltd.		
- 9% Optionally Convertible Non- Cumulative Redeemable Preference Shares	29.00	-
- Investment in compulsory convertible debentures	70.85	-
- Investment in equity shares	10.75	-
(B)(i) Directors, Key Management Personnel & their Relatives (Except Chairperson, Vice Chairman, Managing Director and Dy Managing Director)		
i) Other Directors		
- Commission	1.44	1.26
- Sitting Fees	0.42	0.35
- Paid to other Director Mr. Paul Heinz Hugentobler on professional capacity.	1.09	1.23
ii) Shri Shambhu Singh (Company Secretary)		
- Remuneration	1.18	0.88
(B)(ii) Chairperson, Vice Chairman, Managing Director and Dy Managing Director(including salary and commission)		
i) Smt Sushila Devi Singhania (Chairperson)		
- Commission	0.30	0.25
- Sitting Fees	0.05	0.05
- Rent paid	0.09	0.09

(All amounts are in Rupees Crores, unless otherwise stated)

		31 March 2024	31 March 2023
ii)	Dr. Nidhipati Singhania (Vice-Chairman)		
	- Commission	0.25	0.20
	- Sitting Fees	0.04	0.02
	- Rent paid	0.21	0.09
iii)	Dr. Raghavpat Singhania (Managing Director)		
	- Remuneration	24.60	16.13
iv)	Shri Madhavkrishna Singhania (Dy Managing Director and CEO)		
	- Remuneration	23.96	15.49
v)	Shri Ajay Kumar Saraogi (Dy Managing Director and CFO)		
	- Remuneration	9.67	9.13
(C)	**Enterprises Significantly influenced by Directors & Key Management Personnel & their relatives**		
(i)	Yadu International Ltd.		
	- Lease Rent paid	0.50	0.50
	- Advertisement paid	1.89	-
(ii)	Lohia Packaging Solution(Division Lohia)		
	- Purchase of Packing material	-	0.27
(iii)	Lala Kamlapat Singhania Education Centre		
	- Donation	-	2.10
	- Sale of cement	0.02	0.46
(iv)	Yadupati Singhania Foundation (Erstwhile J. K. Cement Nimbahera Foundation)		
	- Charity Collected & paid	-	13.44
	- Donation	15.00	12.00
(v)	J. K. Gotan Foundation		
	- Charity Collected & paid	-	3.09
(vi)	Kailash Nagar Education Society		
	- School Fees	-	0.72
(vii)	Yadupati Singhania Vocational Education Foundation		
	- Donation	-	2.00
(viii)	Sir Padampat Singhania University		
	- Services received and payment made	-	0.19
	- Sale of goods	0.08	0.11
(ix)	J K Paints and Pigments Limited (Erstwhile Jaykaycem (Eastern) Ltd.)		
	- Reimbursement made	-	0.01
(x)	J K Cement(Western) Ltd.		
	- Reimbursement made	-	0.00
(xi)	Jaykaycem (Northern) Ltd.		
	- Reimbursement made	-	0.00
	Trust under common control		
(xii)	J. K. Cement Gratuity Fund		
	- Contribution made	11.26	3.51
(xiii)	J. K. Cement Employees Superannuation Fund		
	- Contribution made	3.51	3.41

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(All amounts are in Rupees Crores, unless otherwise stated)

	31 March 2024	31 March 2023
(D) The Company holds more than 20% in the Companies listed below. However, the Company does not exercise significant influence or control on decision of investees. Hence they are not being construed as associates companies. These investments are included in Note 4 Investments under equity instruments-others (at FVTPL)		
(i) O2 Renewables Energy V Private Ltd.		
- Investment in equity shares	16.06	-
- Power purchased	26.89	-
- Amount payable	1.09	-
(ii) Nay Energy V Private Ltd.		
- Investment in equity shares	1.02	2.07
- Redemption of Preference shares	2.00	-
- Power purchased	8.79	6.37
- Amount payable	0.64	0.46
(iii) FP Centaurus Private Ltd.		
- Power purchased	8.55	0.70
- Amount payable	0.97	0.63
- Investment in equity shares	-	3.49
(iv) Clean Max Matahari Private Ltd.		
- Investment in equity shares	-	4.51
- Power purchased	2.18	-
- Amount payable	0.42	-

b) Outstanding as on date

	31 March 2024	31 March 2023
Commission Payable to Managing Director & Dy Managing Directors	44.00	28.00

c) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

d) Compensation of key management personnel of the Company

	31 March 2024	31 March 2023
- short-term employee benefits	59.41	41.63
- other long-term benefits	-	-
	59.41	**41.63**

Post employment benefit such as gratuity which are actuarially determined on an overall basis are not disclosed separately.

(All amounts are in Rupees Crores, unless otherwise stated)

41. Financial instruments – Fair values and risk management

I. Fair value measurements

A. Financial instruments by category

	As at 31 March 2024			As at 31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	432.42	-	-	92.50	-	-
Other financial assets	-	-	1,493.13	-	-	1,090.14
Trade receivables	-	-	460.40	-	-	410.76
Cash and cash equivalent	-	-	97.20	-	-	239.15
Other bank balances	-	-	680.46	-	-	574.06
	432.42	**-**	**2,731.19**	**92.50**	**-**	**2,314.11**
Financial liabilities						
Non current borrowings	-	-	4,177.22	-	-	4,100.71
Lease liability	-	-	53.86	-	-	49.14
Other non-current financial liabilities	-	-	473.91	-	-	413.65
Current borrowings	-	-	1,000.74	-	-	816.04
Trade payables	-	-	809.17	-	-	753.21
Other current financial liabilities	-	-	265.82	-	-	253.75
	-	**-**	**6,780.72**	**-**	**-**	**6,386.50**

B. Fair value hierarchy

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

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

	As at 31 March 2024			
	Quoted Prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets				
Assets measured at fair value and for which fair value are disclosed				
Investments				
Equity shares	-	-	47.09	47.09
Mutual Funds, Bonds & Debentures	306.30	-	79.03	385.33
Other financial assets	-	1,493.13	-	1,493.13
Trade receivables	-	460.40	-	460.40
Cash and cash equivalent	-	97.20	-	97.20
Other bank balances	-	680.46	-	680.46

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(All amounts are in Rupees Crores, unless otherwise stated)

	As at 31 March 2024			
	Quoted Prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	306.30	**2,731.19**	**126.12**	**3,163.61**
Financial liabilities				
Liabilities for which fair values are disclosed				
Non current borrowings	-	4,177.22	-	4,177.22
Lease liabilities	-	53.86	-	53.86
Other non-current financial liabilities	-	473.91	-	473.91
Current borrowings	-	1,000.74	-	1,000.74
Trade payables	-	809.17	-	809.17
Other current financial liabilities	-	265.82	-	265.82
	-	**6,780.72**	**-**	**6,780.72**

Financial assets and liabilities measured at fair value - recurring fair value measurements

	As at 31 March 2023			
	Quoted Prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets				
Assets measured at fair value and for which fair value are disclosed				
Investments				
Equity shares	-	-	18.98	18.98
Mutual Funds, Bonds & Debentures	70.82	-	2.70	73.52
Other financial assets	-	1,090.14	-	1,090.14
Trade receivables	-	410.76	-	410.76
Cash and cash equivalent	-	239.15	-	239.15
Other bank balances	-	574.06	-	574.06
	70.82	**2,314.11**	**21.68**	**2,406.61**
Financial liabilities				
Liabilities for which fair values are disclosed				
Non current borrowings	-	4,100.71	-	4,100.71
Lease liabilities	-	49.14	-	49.14
Other non-current financial liabilities	-	413.65	-	413.65
Current borrowings	-	816.04	-	816.04
Trade payables	-	753.21	-	753.21
Other current financial liabilities	-	253.75	-	253.75
	-	**6,386.50**	**-**	**6,386.50**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds, bonds and debentures that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted securities.

(All amounts are in Rupees Crores, unless otherwise stated)

Particulars	Valuation technique	Significant unobservable inputs	Change	Sensitivity of the input to fair value
Atria Wind Power (Chitradurga) Private Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
Nay Energy Private Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
FP Centaurus Private Limited	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
Clean Max Matahari Private Limited	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
ReNew Wind Energy AP (Private) Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
AMP Solar Urja Private Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
Amplus RJ Solar Private Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
O2 Renewable Energy V Private Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material
FPEL Ujwal Pvt. Ltd.	DCF method	Cost is approximate estimate of fair value	-	Sensitivity is not likely to be material

There are no transfers between level 1 and level 2 during the year.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

C. Fair value of financial assets and liabilities measured at amortised cost

	As at 31 March 2024		As at 31 March 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Other financial assets	1,493.13	1,493.13	1,090.14	1,090.14
Trade receivables	460.40	460.40	410.76	410.76
Cash and cash equivalent	97.20	97.20	239.15	239.15
Other bank balances	680.46	680.46	574.06	574.06
	2,731.19	**2,731.19**	**2,314.11**	**2,314.11**
Financial liabilities				
Non current borrowings	4,177.22	4,178.86	4,100.71	4,104.51
Lease liability	53.86	53.86	49.14	49.14
Other non current financial liabilities	473.91	457.20	413.65	425.08
Current borrowings	1,000.74	1,000.74	816.04	816.04
Trade payables	809.17	809.17	753.21	753.21
Other current financial liabilities	265.82	265.82	253.75	253.75
	6,780.72	**6,765.65**	**6,386.50**	**6,401.73**

The carrying amounts of trade receivables, trade payables, current borrowings, cash and cash equivalent, other bank balances, other current financial liabilities/ assets are considered to be the same as their fair values, due to their short-term nature.

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(All amounts are in Rupees Crores, unless otherwise stated)

Valuation technique used to determine fair value

The fair value of the financial assets and liabilities is included 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. The following methods and assumptions were used to estimate the fair values:

(a) The fair value of unquoted non current investments and other non current financial liabilities/assets (majorly Security deposits) are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

(b) Fair value of current investment in mutual funds are based on market observable inputs i.e. Net Asset Value at the reporting date.

(c) The fair values of the Company's interest-bearing borrowings were determined by using Discounted Cash Flow (DCF) method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period.

(d) The fair value of lease liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

II. Financial risk management

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

- credit risk;

- liquidity risk; and

- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers including deposits with banks and financial institutions.

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Risk Management Committee.

In monitoring customer credit risk, customers are accompanied according to their credit

(All amounts are in Rupees Crores, unless otherwise stated)

characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

A default on financial assets is when the counterparty fails to make contractual payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors. The Company holds security deposits against trade receivables of ₹ 107.55 Crores (31 March 2023: ₹ 125.08 Crores) and as per the terms and condition of the agreements, the Company has the right to encash the bank guarantee or adjust the security deposits in case of defaults.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables

During the year based on specific assessment, the Company recognised bad debts and advances of ₹ 0.04 Crores (31 March 2023:0.00 Crores). The year end trade receivables do not include any amounts with such parties.

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 9.

Reconciliation of loss allowance provision–Trade Receivables

	As at 31 March 2024	As at 31 March 2023
Opening Balance	15.45	12.09
Less: Provision written back and bad debts written off during the year	(0.01)	(0.05)
Add: Provision made during the year	1.57	3.41
Closing Balance	**17.01**	**15.45**

Reconciliation of loss allowance provision–Other Receivables

	As at 31 March 2024	As at 31 March 2023
Opening Balance	3.58	1.36
Less: Provision written back and bad debts written off during the year	(3.24)	-
Add: Provision made during the year	-	2.22
Closing Balance	**0.34**	**3.58**

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2024 and 31 March 2023 is the carrying amounts as shown in Note 4,5,8,10,11 & 12. The Company has not recorded any further loss during the year in these financial instruments and cash deposits as these pertains to counter parties of good credit ratings/credit worthiness.

A default on financial assets is when the counterparty fails to make contractual payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations

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(All amounts are in Rupees Crores, unless otherwise stated)

associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalent on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	As at 31 March 2024	As at 31 March 2023
Floating rate		
Expiring within one year (bank overdraft and other facilities)	-	-
Expiring beyond one year (bank loans)	330.00	80.00
	330.00	**80.00**

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in Indian National Rupee ('INR') and have an average maturity of Nil years (as at 31 March 2023 - Nil years).

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

	Carrying Amounts 31 March 2024	Contractual cash flows			
		Total	Less than 1 year	1–5 years	More than 5 years
Financial liabilities					
Non current borrowings	4,177.22	4,179.61	-	2,149.25	2,030.36
Lease liabilities	53.86	72.42	14.59	43.36	14.47
Other non-current financial liabilities	473.91	473.91	-	473.91	-
Current borrowings	1,000.74	1,000.74	1,000.74	-	-
Trade payables	809.17	809.17	809.17	-	-
Other current financial liabilities	265.82	265.82	265.82	-	-
Total financial liabilities	**6,780.72**	**6,801.67**	**2,090.32**	**2,666.52**	**2,044.83**

(All amounts are in Rupees Crores, unless otherwise stated)

	Carrying Amounts 31 March 2023	Contractual cash flows			
		Total	Less than 1 year	1–5 years	More than 5 years
Financial liabilities					
Non current borrowings	4,100.71	4,107.22	-	1,515.39	2,591.83
Lease liabilities	49.14	67.48	14.50	33.99	18.99
Other non-current financial liabilities	413.65	413.65	-	413.65	-
Current borrowings	816.04	816.04	816.04	-	-
Trade payables	753.21	753.21	753.21	-	-
Other current financial liabilities	253.75	253.75	253.75	-	-
Total financial liabilities	**6,386.50**	**6,411.35**	**1,837.50**	**1,963.03**	**2,610.82**

iv. Market risk

Market risk comprises of Interest rate risk, commodity risk and currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk primarily include trade and other receivables, trade and other payables and borrowings.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

Commodity Price Risk

The Company is exposed to commodity price risk arising out of fluctuation in prices of raw materials (flyash, gypsum and laterite) and fuel (coal and pet coke). Such price movements, mostly linked to external factors, can affect the production cost of the Company. To manage this risk, the Company take steps such as monitoring of prices, optimising fuel mix and pursue longer and fixed price contracts, where considered necessary. Additionally, processes and policies related to such risks are controlled by central procurement team and reviewed by the senior management.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company manages its foreign currency risk by taking foreign currency forward contracts, if required

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

	As at 31 March 2024					As at 31 March 2023				
	USD	EUR	GBP	AED	CHF	USD	EUR	GBP	AED	CHF
Trade receivables	14,195.95	-	-	-	-	1,88,299.60	-	-	-	-
Trade payables	63,83,409.03	4,77,589.46	3,403.82	6,60,791.90	52,500.00	25,84,192.04	4,47,056.00	-	1,48,278.00	-

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(All amounts are in Rupees Crores, unless otherwise stated)

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023
USD 1	82.79	80.33	83.37	82.22
EUR 1	89.81	83.71	90.22	89.61
AED 1	22.54	21.87	22.70	22.39
GBP 1	104.04	96.83	105.29	101.87
CHF 1	91.92	89.19	92.52	89.56

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian National Rupee ('INR') against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Profit or loss, before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2024				
USD (10% movement)	5.31	(5.31)	3.45	(3.45)
EUR (10% movement)	0.43	(0.43)	0.28	(0.28)
GBP (10% movement)	0.00	(0.00)	0.00	(0.00)
AED (10% movement)	0.15	(0.15)	0.10	(0.10)
CHF (10% movement)	0.05	(0.05)	0.03	(0.03)
31 March 2023				
USD (10% movement)	1.97	(1.97)	1.28	(1.28)
EUR (10% movement)	0.40	(0.40)	0.26	(0.26)
AED (10% movement)	0.03	(0.03)	0.02	(0.02)

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Company policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. During 31 March 2024 and 31 March 2023, the Company's borrowings at variable rate were mainly denominated in Indian National Rupee ('INR').

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Nominal Amount	
	31 March 2024	31 March 2023
Fixed-rate instruments		
Financial assets	2,083.50	1,623.81
Financial liabilities	819.80	936.12
	2,903.30	**2,559.93**
Variable-rate instruments		
Financial assets	1,249.69	1,012.98
Financial liabilities	4,832.07	4,394.28
	6,081.76	**5,407.26**

(All amounts are in Rupees Crores, unless otherwise stated)

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit or loss, before tax		Equity, net of tax	
	100 bp increase	100 bp decrease	100 bp increase"	100 bp decrease
31 March 2024				
Variable-rate instruments	(45.41)	45.41	(29.54)	29.54
Cash flow sensitivity	**(45.41)**	**45.41**	**(29.54)**	**29.54**
31 March 2023				
Variable-rate instruments	(25.82)	25.82	(16.80)	16.80
Cash flow sensitivity	**(25.82)**	**25.82**	**(16.80)**	**16.80**

42. Details of dues to micro and small enterprises as defined under the MSMED, 2006

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended 31 March 2024 and 31 March 2023 are given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

	Particulars	As at 31 March 2024	As at 31 March 2023
i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	208.47	97.84
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

Dues to Micro and Small Enterprises have been determined to the extent declarations received from vendors.

43. Ratio Analysis and its elements

Ratio	Numerator	Denominator	31 March 2024	31 March 2023	% change	Explanation for variation above 25%
Debt-Equity Ratio (in Times)	Non current borrowings + current borrowings	Total Equity	0.97	1.06	(9%)	
Debt Service Coverage Ratio (in Times)	Profit before interest and Depreciation but after tax	Principal Debt Repayments + Gross Interest	2.07	1.63	27%	The debt service coverage ratio has been increased due to decrease in principle repayment due in next year and increase in profit during the current year.
Interest Service Coverage Ratio (in Times)	Profit before interest and Depreciation and tax	Gross Interest	4.95	4.87	2%	
Current Ratio (in Times)	Total Current Assets	Total Current Liabilities-Current maturities of non current borrowings	1.56	1.59	(2%)	

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(All amounts are in Rupees Crores, unless otherwise stated)

Ratio	Numerator	Denominator	31 March 2024	31 March 2023	% change	Explanation for variation above 25%
Long Term Debt to Working Capital (in Times)	Non current borrowings + Current maturities of non current borrowings	Total Current Assets-(Total Current Liabilities -Current maturities of non current borrowings)	3.16	3.50	(10%)	
Bad debts to Account Receivable Ratio (in %)	Bad debts provided	Average Trade Receivables	0.35	1.36	(74%)	The bad debt to account receivable ratio has been decreased as during current year there was less provision created for doubtful debts
Current Liability Ratio (in Times)	Total Current Liabilities-Current maturities of non current borrowings	Total Liabilities	0.29	0.27	9%	
Total Debts to Total Assets (in Times)	Non current borrowings + Current borrowings	Total Assets	0.36	0.38	(5%)	
Trade Receivables Turnover Ratio (in Times)	Revenue from contracts with customers	Average Trade Receivables	23.38	21.96	6%	
Inventory Turnover Ratio (in Times)	Revenue from contracts with customers	Average Inventories	10.94	9.23	19%	
Operating Margin (in %)	Profit before interest, Depreciation and tax and non operational income	Total operating income	18.36	14.18	30%	The Operating Margin Ratio has been increased due to increase in operating profit.
Net Profit Margin (in %)	Profit for the year	Total Income	7.51	5.35	40%	The Net Profit Margin Ratio has been increased due to increased in profit for the year.
Asset cover ratio for Secured NCDs (in Times)	Net Assets covered	Outstanding Secured NCDs	24.87	12.20	104%	The Asset cover ratio for Secured NCDs Ratio has been increased due to reduction in outstanding debenture liability
Return on Equity (in %)	Profit for the year	Total equity	15.52	10.83	43%	The Return on Equity Ratio has been increased due to increase in profit for year.
Return on Capital Employed (in %)	Profit for the year	Total equity+Non current borrowings+Current maturities of non current borrowings+Deferred tax liabilities+Deferred income on government grants	7.48	4.97	51%	The Return on Capital Employed Ratio has been increased due to increase in profit for year.
Trade Payable Turnover Ratio (in Times)	Revenue from contracts with customers	Average Trade Payables	13.52	12.79	6%	
Net Capital Turnover Ratio (in Times)	Revenue from contracts with customers	Net Working Capital	7.27	7.02	4%	
Return on Investment Ratio (in %)	Income generated from invested fund	Average Investment	3.75	2.55	47%	The Return on Investment Ratio has been increased due to increase in income from investment

(All amounts are in Rupees Crores, unless otherwise stated)

44. Corporate Social Responsibility

Particulars		For the year ended 31 March 2024		For the year ended 31 March 2023	
		In Cash	Yet to be paid in cash	In Cash	Yet to be paid in cash
i)	Gross amount required to be spent by the Company during the year	20.35	-	21.18	-
ii)	Amount approved by the Board to be spent during the year	20.88	-	26.83	-
iii)	Amount spent on:				
	a) Construction/acquisition of any asset	-	-	15.34	-
	b) On purposes other than (a) above	20.88	-	11.49	-

Amount of expenses excess spent

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening Balances	5.71	0.06
Amount required to be spent during the year	20.35	21.18
Amount spent during the year	20.88	26.83
Closing Balances	**6.24**	**5.71**

Balance of CSR provision/CSR expenses not yet paid in cash

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Opening Balances	-	-
Provision made during the year	20.88	26.83
Payment made during the year	(20.88)	(26.83)
Closing Balances	**-**	**-**

Nature of CSR expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Community Welfare	5.16	0.57
Education	10.60	5.86
Environmental Sustainability	0.15	0.21
Health Care	0.72	10.52
Livelihood Development	1.80	0.52
Rural Development	2.45	7.55
Sports	-	1.02
Art & Culture	-	0.04
Animal welfare	-	0.53
Closing Balances	**20.88**	**26.83**

45. The Company uses SAP accounting software for maintaining its books of account which has a feature of recording audit trail facility and the same has operated throughout the year for all relevant transactions recorded in the software except for direct changes to database using certain access rights where audit trail feature is in the process of being enabled. Wherever audit trail is enabled, there has not been any instance where audit trail feature has been tampered with, in respect of the accounting software.

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46. Business combination

Merger of Jaykaycem (Central) Ltd. with J.K. Cement Ltd.

i. The scheme of amalgamation, of Jaykaycem (Central) Ltd.('JCCL')(engaged in the business of manufacturing and selling of cement)('Transferor') with J.K. Cement Ltd. ('JKCL')('Transferee'), was approved by the Hon'ble National Company Law Tribunal ('NCLT') on 20 July 2023, with the appointed date of the scheme as 01 April 2021. During the current year, the Company has received requisite approvals which has confirmed that all substantial conditions prescribed in the scheme have been fulfilled and accordingly, the Company has filed certified copy of NCLT order with the Registrar of Companies on 01 August 2023 ('Effective date') making the Scheme effective. Pursuant to the scheme becoming effective all assets and liabilities of the Transferor (JCCL) got transferred and vested with the Transferee (JKCL) with effect from 01 April 2021 i.e. the appointed date.

ii. The comparative of the previous year figures of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income) and Statement of Cash Flows have been restated from the beginning of the previous year i.e. 01 April 2022 to give effect of the said scheme in accordance with the "Pooling of interest method" of accounting laid down in Appendix C of Ind AS 103 - Business Combinations, read with Ind AS 10 – Events after the Reporting Period. The audited financial statement of erstwhile JCCL for the year ended 31 March 2023 were audited by the independent auditor of erstwhile JCCL.

The merger has resulted in transfer of assets and liabilities in accordance with the terms of the Scheme at the following summarised values:

Particulars	As at 01 April 2022
ASSETS	
Non-current assets	
Property, plant and equipment	192.20
Capital work-in-progress	959.45
Intangible assets	92.37
Right-of-use assets	0.44
Deferred tax assets	0.22
Financial assets:	
Other financial assets	4.17
Other non-current assets	128.20
Current assets	
Financial assets:	
(i) Cash and cash equivalent	32.44
(ii) Bank balances other than (i) above	3.95
(iii) Other financial assets	0.10
Current tax assets (net)	0.54
Other current assets	160.00
Total assets (a)	**1,574.08**
Liabilities	
Non-current liabilities	
Financial liabilities:	
Borrowings	489.00
Current liabilities	
Financial liabilities:	
(i) Borrowings	1.00
(ii) Trade payables	0.04
(iiii) Other financial liabilities	65.62
Other current liabilities	1.38
Total liabilities(b)	**557.04**
Fair value of identifiable net assets (a)-(b) = (c)	**1,017.04**
Cost of the investment in the Transferor (JCCL) (d)	1,019.09
Net impact transfer to other equity (c)-(d) = (e)	**(2.05)**

(All amounts are in Rupees Crores, unless otherwise stated)

Below is the summary of restatement of previous year figures:

a. **The impact of above restatement on Revenue, Profit, Earnings per share and Cash flows, as reported for the previous year figures is as follows:**

Particulars	Reported for the year ended 31 March 2023	Restated for the year ended 31 March 2023	Increase/ (decrease)
Revenue from operations	8,998.60	9,310.25	(311.65)
Profit before tax	800.26	717.73	82.53
Profit after tax	562.54	502.68	59.86
Earnings per share (₹)	72.80	65.06	7.74
Cash flow			
Net cash flow from operating activities	1,537.97	1,402.34	135.63
Net cash flow (used in) investing activities	(1,174.45)	(2,071.53)	897.08
Net cash flow (used in) financing activities	(369.11)	811.47	(1,180.58)

b. Reconciliation of other equity:

Particulars	As at 01 April 2022
As reported in previous periods	4,174.39
Adjustments on account of amalgamation:	
- Retained earnings:	(2.05)
As restated for the effect of amalgamation	**4,172.34**

iii. Exceptional Items:

Other direct costs (Rates & taxes) of ₹ 5.50 Crores relating to amalgamation of JCCL with the Company was provided and incurred during the year ended 31 March 2024, has disclosed this as an exceptional item during the year ended 31 March 2024.

Note: Accounting treatment of the arrangements:

Business combination is accounted for using the 'pooling of interests' method as per Appendix C of Ind AS 103 - Business Combinations as notified under Section 230 to 232 of the Companies Act, 2013 and same is in line with the approved scheme, which involves the following:

(a) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. Accordingly, business combinations is accounted with effect from 01 April 2022.

(b) The asset, liabilities and reserves are recognised at carrying values as appearing consolidated financial statements of the Company.

(c) The value of investment in the Transferor (JCCL) in the books of the Company shall be cancelled.

(d) No adjustments are made to reflect fair values, or recognise any new assets or liabilities.

(e) Inter-company balances as at 31 March 2022 have been eliminated.

(f) The difference between the net assets of the Transferor (JCCL) transferred to Company, after making adjustment specified in (c) and (d) shall be adjusted in 'Other Equity' of the Company.

Notes to the Standalone Financial Statements

for notes the year ended 31 March 2024

(All amounts are in Rupees Crores, unless otherwise stated)

47. Additional regulatory information required by Schedule III

(i) Details of benami property held

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(ii) Borrowing secured against current assets

The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

(iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) Relationship with struck off companies

The Company has not made any transactions during the year with the companies struck off under Companies Act, 2013 or Companies Act, 1956. However, there are certain old balances lying in books of account as mentioned below:

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding
H M Tubes And Containers Pvt. Ltd.	Trade Payable	0.00
Impulse Contractors Pvt. Ltd.	Trade Payable	0.00
Xtreme Buildchem Pvt. Ltd.	Trade Receivables	0.04
Anju Paints Pvt. Ltd.	Trade Receivables	0.01
Shree Gajapati Paints Pvt. Ltd.	Trade Receivables	0.01
Horizon Agro Chem Ltd.	Trade Receivables	0.00

(v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(vi) Utilisation of borrowed funds and share premium

The Company has not advanced or lend or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

(vii) Utilisation of borrowings availed from banks and financial institution

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(All amounts are in Rupees Crores, unless otherwise stated)

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Valuation of Property, plant and equipment, intangible asset

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(xi) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

48. Absolute amounts less than ₹ 50,000 are appearing in the Standalone Financial Statements as "0.00" and more then 50,000 to 1,00,000 are appearing in the Standalone Financial Statements as "0.01" due to presentation in Crores.

As per our report of even date attached
For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

For and on behalf of the Board of Directors of
J. K. Cement Limited

per **Sanjay Vij**
Partner
Membership No: 095169

Ashok Kumar Sharma
Director
DIN: 00057771

Sushila Devi Singhania
Chairperson
DIN: 00142549

A.K. Saraogi
Dy Managing Director and CFO
DIN: 00130805

Dr. Raghavpat Singhania
Managing Director
DIN: 02426556

Place: Gurugram
Dated: 12 May 2024

Shambhu Singh
Company Secretary
Membership No: F5836

Madhavkrishna Singhania
Dy Managing Director and CEO
DIN: 07022433

Toshali Cements Private Limited
CIN: U26942AP2002PTC039450
Registered Office : Gajapati Edifice, 3rd Floor, H.No.29-2-21&21/A Opp. Dist Judge Court, PrakasaraoPeta
Vishakhapatnam, Andhra Pradesh, India, 530020
Ph.: 0674-3514339
Website: www.toshalicement.com

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2024

		Three Months Ended			Half Year Ended		Year Ended
		30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024
		Unaudited	Unaudite	Unaudit	Unaudite	Unaudited	Audited
I	Revenue from Operations	18.78	16.15		34.93		6.44
II	Other Income	0.11	0.39		0.56		0.18
III	Total Income (I+II)	18.89	16.54	-	35.49	-	6.62
IV	Expenses						
	a) Cost of materials consumed	5.55	4.79		10.34		2.79
	b) Payment to contractor	(1.29)	1.29		-		0.32
	b) Purchases of stock in trade	-	-		-		
	c) Changes in inventories of finished goods,work in progress and stock in trade	(1.54)	(2.58)		(4.12)		(1.73)
	d) Employee benefits expenses	4.28	1.54		5.82		1.13
	e) Finance costs	0.03	0.21		0.24		0.44
	f) Depreciation and amortisation expense	1.53	1.17		2.70		0.59
	g) Power and fuel	6.52	6.85		13.37		3.03
	h) Freight and forwarding expenses	2.34	2.24		4.58		(0.01)
	i) Other expenses	5.25	5.10		10.35		1.87
	Total Expenses (a to i)	22.67	20.61	-	43.28	-	8.43
V	Profit from Operations before other Income,Finance	(3.78)	(4.07)	-	(7.79)	-	(1.81)
VI	Exceptional Items	-		-	-	-	
VII	Profit/(Loss) before tax (V-VI)	(3.78)	(4.07)	-	(7.79)	-	(1.81)
VIII	Extraordinary items (Net of Tax Expense)	-	-	-	-	-	-
	b) Deferred Tax						(0.06)
	c) Earlier Years Tax Adjustments		-				
VIII	Tax Expense	-	-	-	-	-	(0.06)
XI	Net Profit from Ordinary Activities after Tax (9-10)	(1.64)	(4.07)		(7.79)	-	(1.75)
X	Other Comprehensive Income /(Loss)		-				
	Items that will not be reclassified to profit and loss in subsequent period, net of tax						(0.01)
	Other Comprehensive Income /(Loss) for the period, net of tax	-	-	-	-	-	(0.01)
XI	Total Comprehensive Income / (Loss) for the period, net of tax (IX+X)	(1.64)	(4.07)	-	(5.71)	-	(1.76)
XII	Paid-up equity share capital	93.75	93.75		93.75	-	93.75
	(Face value of ₹ 100/- per share)						93.75
XIII	Other Equity (Excluding Revaluation Reserves)	-	-	-	-		
XIV	Basic Earnings Per Share(of ₹100/-each) (Not Annualized except year ended)	(1.75)	(4.34)	-	(6.09)	-	(2.00)

Cont.

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Statement of Assets and Liabilities :

(₹ in Crores)

Sl. No.	Particulars	STANDALONE 30.09.2024 (Unaudited)	STANDALONE 31.03.2024 (Audited)
	ASSETS		
1	**Non-Current Assets**		
	Property, plant and equipment	68.34	69.88
	Capital work-in-progress	8.37	1.45
	Intangible assets	0.70	0.07
	Right-of-use assets	0.32	1.71
	Financial assets:		
	(i) Investments	0.20	0.21
	(ii) Other financial assets	14.71	2.93
	Deferred tax Assets	1.27	1.27
	Total non-current assets	**93.91**	**77.52**
2	**Current assets**		
	Inventories	17.70	7.45
	Financial assets:		
	(i) Investments	-	5.66
	(ii) Trade Receivables	8.43	4.52
	(iii) Cash and cash equivalents	5.47	0.10
	(iv) Bank Balances other than (iii) above	0.33	0.32
	(v) Other financial assets	3.74	1.37
	Other current assets	2.56	3.96
	Total current assets	**38.23**	**23.38**
	Total Assets	**132.14**	**100.90**
	EQUITY AND LIABILITIES		
1	**Equity**		
	Equity share capital	93.75	93.75
	Other equity	6.08	(81.40)
	Total equity	**99.83**	**12.35**
2	**Non-Current Liabilities**		
	Financial Liabilities:		
	(i) Borrowings	1.03	64.78
	(ii) Lease Liabilities	0.40	0.36
	Provisions	-	0.35
	Total non-current liabilities	**1.43**	**65.49**
3	**Current liabilities**		
	Financial liabilities:		
	(i) Borrowings	2.10	1.90
	(ii)Lease liabilities	-	0.04
	(iii)Trade payables		
	a)Total outstanding dues of micro enterprises and small enterprises	0.12	1.00
	b)Total outstanding dues of creditors other than micro enterprises and small enterprises	3.00	1.89
	(iv)Other financial liabilities (Creditors including amount payable to Holding Co. JK Cement)	23.29	15.91
	Other current liabilities	0.50	2.10
	Provisions	1.87	0.22
	Total Current Liabilities	**30.88**	**23.06**
	Total Equity and Liabilities	**132.14**	**100.90**

Cont.

Statement of Cash flow :

(₹ in Crores)

Sl. No.	Particulars	STANDALONE Half Year Ended 30.09.2024 (Unaudited)	Half Year Ended 30.09.2023 (Unaudited)
A	**Cash Flow from Operating Activities**		
	Net Profit before tax	(7.79)	-
	Exceptional items	-	
		(7.79)	-
	Adjustment for :-		
	Depreciation and Amortisation	2.70	-
	Interest	0.24	-
	Interest Earned	(0.44)	-
	Gain on redumption of Mutual Funds	(0.01)	-
	Excess Provisions/Credit Balances Written Back	(0.11)	-
	Operating Profit Before Working Capital Changes	(5.41)	-
	Movements in working capital :-		
	(Increase) Decrease in Inventory	(10.25)	-
	(Increase) / Decrease in Trade receivables	(2.77)	-
	(Increase) / Decrease in Other financial assets	(14.17)	-
	(Increase) / Decrease in Other assets	1.40	-
	(Decrease) / Increase in Trade payables	0.22	-
	(Decrease) / Increase in Other financial liabilities	7.38	-
	(Decrease) / Increase in Other liabilities	(0.23)	-
	(Decrease) / Increase in provisions	0.28	-
	Cash Generated From Operations	(23.55)	-
	Less : Income tax paid (inclusive of tax deducted at source)	0.02	
	Net Cash From operating activities	(23.53)	-
B	**Cash Used in Investing Activities**		
	Purchase of Property, plant and equipment including Capital Work in progress, Capital Advances and Capital Creditors	(7.31)	-
	Proceeds from sale of Property, plant and equipment	0.04	-
	Proceeds from bank balances with FD & margin money	0.10	-
	Cash flow from investment	0.01	-
	Interest Received	0.56	-
	Net Cash Used In Investing Activities	(6.60)	-
C	**Cash used in Financing Activities**		
	Redemption of Preference shares	(29.00)	-
	Proceeds from issue of optionally convertible Debentures(OCD)	60.00	-
	proceeds from loans and advances	1.03	-
	Increase in borrowings	0.20	-
	Repayment of Unsecured loans	(0.53)	-
	Interest on debenture paid	(0.38)	-
	Interest Paid	(0.24)	-
	Net Cash (Used in)/From Financing Activities	31.08	-
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	0.95	-
	Cash and Cash Equivalents at the beginning of the year	4.52	-
	Cash and Cash Equivalents at the end of the year	5.47	-

Cont.

Notes :

1. These financial results have been prepared in accordance with recognition and measurement of Indian Accounting Standards (Ind-AS) as prescribed under section 133 of Companies

2. The above results have been approved by the Board of Directors at their meeting held on 15.10.2024.

3. The Company is suffereing with Continous cash losses including Current period and Previous Years of the company which resulted in non-availablity

4. During the Current Quarter ended September 2024, the Company discovered that the Compulosry Convertible Debentures amounting to Rs. 35.25 Crores was shown under the head

Particulars	Restated 31-03-2024	Reported 31-03-2024
Other Equity	-46.15	(81.40)
Borrowings	29.53	64.78

For and on behalf of the Board of Directors

A.K. Saraogi
Director
DIN: 00130805

Place : Kanpur
Dated : 15.10.2024

JK Cement Ltd.
CIN: L17229UP1994PLC017199
Registered Office
Kamla Tower, Kanpur - 208001, U.P., India
+91-512-2371478 to 85 +91-512-2399854
shambhu.singh@jkcement.com
www.jkcement.com

JKCL/35/SE/2024-25 (BM-6/24) 26th October, 2024

The Bombay Stock Exchange Ltd. Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code:532644 (ISIN.INE 823G01014) Through BSE Listing Centre	**National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Scrip Code: JKCEMENT (ISIN.INE 823G01014) Through : NEAPS**

Dear Sir(s),

Outcome of the Board Meeting

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended, we wish to inform you that the Board of Directors of the Company in their Meeting (No. 6 of 2024) held early today has interalia :-

(a) considered, approved and taken on record the unaudited standalone and consolidated financial results for the quarter and half year ended 30th September, 2024. Pursuant to Regulation 33 read with Regulation 52 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended, we enclose herewith aforesaid Results along with Limited Review Report. A copy of the above is being uploaded on the Company's website www.jkcement.com.

(b) considered and approved the Scheme of Amalgamation of M/s. Toshali Cements Pvt. Limited (**"Amalgamating Company"**) (**a wholly owned subsidiary of the Company**) with the Company and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (**"Scheme"**). The Scheme inter alia provides for the amalgamation of the Amalgamating Company with the Company, and dissolution of the Amalgamating Company without winding up. The Scheme is inter alia subject to the sanction of National Company Law Tribunal (NCLT), Allahabad Bench, shareholders/creditors, as may be directed by the NCLT and such other regulatory / statutory authorities, as may be required. In terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 dated July 13, 2023, we are furnishing herewith the details of the Scheme as **Annexure - 1**. The Scheme as approved by the Board would be available on the website of the Company at www.jkcement.com after submission of the same with the Stock Exchanges.

(c) in-principle approved selling of entire equity shares of Toshali Logistics Pvt. Ltd (step down subsidiary of JKCL) to a Carrier /transporter Company. Consequent to the above, Toshali Logistics Pvt. Ltd will cease as the subsidiary of Toshali Cements Pvt. Ltd and step-down subsidiary of the Company. The Buyer and the sale consideration is being finalised, hence details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, are not furnished now.

The meeting commenced at 1.00 P.M.(IST) and concluded at 4.00 P.M. (IST)

Kindly take a note of the same and inform the Members accordingly.

Yours faithfully,
For J.K. Cement Ltd.,

SHAMBHU SINGH Digitally signed by SHAMBHU SINGH Date: 2024.10.26 16:12:23 +05'30'

(Shambhu Singh)
Vice President & Company Secretary.
FCS 5836

Encl**:** As above

Annexure I – Brief details of Amalgamation/Merger

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Remarks</th></tr>
<tr><td>a.</td><td>Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.</td><td>Toshali Cements Private Limited ("Amalgamating Company") (a wholly owned subsidiary of J.K. Cement Limited)

Standalone as on 31.03.2024 (Amt. in INR)
<table>
<tr><th>Total assets</th><th>Net worth</th><th>Revenue from Operations</th></tr>
<tr><td>100.90 Cr.</td><td>12.35 Cr.</td><td>66.05 Cr.</td></tr>
</table>
J.K. Cement Limited (“Amalgamated Company”)

Standalone as on 31.03.2024 (Amt. in INR)
<table>
<tr><th>Total assets</th><th>Net worth</th><th>Revenue from Operations</th></tr>
<tr><td>14284.55 Cr.</td><td>5353.59 Cr.</td><td>10918.06 Cr.</td></tr>
</table></td></tr>
<tr><td>b.</td><td>Whether the transaction would fall within related transactions? If yes, whether the same is done at “arms’ length”</td><td>The Amalgamating Company is wholly owned subsidiary of the Amalgamated Company and as such both the Companies involved in the transaction are related parties to each other.

However, in terms of General Circular No. 30/2014 dated July 17, 2014, issued by Ministry of Corporate Affairs (“MCA Circular”), the transactions arising out of compromises, arrangements and amalgamations under the Companies Act, 2013 (“Act”), will not attract the requirements of Section 188 of the Act.

Further, in terms of Regulation 23(5)(b) of the Listing Regulations, any transaction entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, is exempted from the provisions of Regulation 23(2), (3) & (4) of Listing Regulations.

Further, upon amalgamation of the Amalgamating Company with the Amalgamated Company the shares held by the Amalgamated Company in the Amalgamating Company will stand cancelled and no consideration shall be issued by the Amalgamated Company.</td></tr>
<tr><td></td><td>Area of business of the entity(ies)</td><td><u>J.K. Cement Limited</u></td></tr>
</table>

		(a) J.K. Cement Limited (**CIN:** L17229UP1994PLC017199) is a public company limited by shares, incorporated on 24th November, 1994 under the provisions of the Companies Act, 1956 and is having its registered office at Kamla Tower, Kanpur, Uttar Pradesh, India, 208001. (b) J.K. Cement Limited's equity shares are listed on National Stock Exchange of India Limited & The BSE Limited. (c) The Amalgamated Company is a well-established company manufacturing and marketing grey cement, white cement, white cement based wall putty and other building materials. Its grey cement manufacturing facilities are situated at Nimbahera, Mangrol and Gotan in the State of Rajasthan, Panna in the State of Madhya Pradesh. and Muddapur in the State of Karnataka. Further, its grinding units are situated at Jharli in the State of Haryana, Balasinor in the State of Gujarat , Ujjain in the State of Madhya Pradesh. and Aligarh, Prayagraj & Hamirpur in the State of Uttar Pradesh. Its white cement manufacturing facility is situated at Gotan in the State of Rajasthan. It also has a wall putty manufacturing facility at Gotan in the State of Rajasthan and Katni in the State of Madhya Pradesh. **<u>Toshali Cements Private Limited</u>** (a) Toshali Cements Private Limited is registered as a private company limited by shares, incorporated on 13th August, 2002 under the provisions of the Companies Act, 1956. The registered office of Toshali Cements Private Limited is situated at Kamla Tower, 29/1, Dwarikadheesh Road, Kanpur – 208001, U.P.. (b) Toshali Cements Private Limited is engaged in the business of manufacture and sale of grey cement and is a wholly owned subsidiary of J.K. Cement Limited. The Amalgamating Company is actively pursuing the business of manufacturing grey cement. Presently Amalgamating Company operates an Integrated Grey Cement Plant at Ampavalli, Pottangi Tehsil, Koraput District, Odisha (**"Integrated Plant"**) and a Grinding Unit at Indranipatna Village, Tangi-Choudwar Tehsil, Cuttack District, Odisha (**"Grinding Plant"**) having a total cement capacity of 0.6 MnTPA.
d.	Rationale for amalgamation/merger	This Amalgamation is expected to enable consolidation, better realisation of potential of the businesses, yield

		beneficial results and enhanced value creation for the Companies that are parties to this Scheme, their respective shareholders, lenders, employees and other stakeholders. The Amalgamation is proposed with a view, inter alia, to achieve the following benefits: (a) the consolidation of business would create synergies between the businesses of the Companies, thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilisation of resources; (b) the Amalgamation would lead to efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth; (c) the consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalisation of administrative expenses/ services as well as reducing multiple legal and regulatory compliances; (d) the Amalgamation would enable J.K. Cement Limited which has limited presence of marketing of grey cement in eastern India, to position itself in a better equipped manner to service customer needs on the basis their combined portfolio of products and marketing capabilities in eastern India; (e) the consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities. It will also further development and growth for the employees in their future career opportunities; (f) the Amalgamation would result in augmenting grey cement manufacturing footprint by increasing scale of manufacturing operations and better business potential by accessing new markets, segments, product offerings and customers in eastern India; (g) thus, this Amalgamation is in the interest of the shareholders, creditors, employees, and other stakeholders of

		each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.
e.	In case of cash consideration – amount or otherwise share exchange ratio.	The Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company. Upon the scheme becoming effective, the shares held by the Amalgamated Company in the Amalgamating Company will stand cancelled and there shall be no consideration for the amalgamation of the Amalgamating Company with the Amalgamated Company.
f.	Brief details of change in shareholding pattern (if any) of listed entity.	Post the Scheme becoming effective, the Amalgamating Company shall be dissolved without being wound up. Accordingly, the change in shareholding pattern of the Amalgamating Company shall not be applicable. There will not be any change in the equity shareholding pattern of the Amalgamated Company, pursuant to the Scheme as the Amalgamating Company is a wholly owned subsidiary of the Amalgamated Company.

S.R. BATLIBOI & CO. LLP
Chartered Accountants

67, Institutional Area
Sector 44, Gurugram - 122 003
Haryana, India

Tel: +91 124 681 6000

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
J.K. Cement Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of J.K. Cement Limited (the "Company") for the quarter ended September 30, 2024 and year to date from April 01, 2024 to September 30, 2024 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. **Emphasis of Matter on CCI Matter**

We draw attention to Note 5(i) and 5(ii) in the accompanying statement of unaudited standalone financial results wherein it has been stated that the Competition Commission of India ('CCI') has imposed penalty of Rs. 128.54 Crores ('first matter') and Rs. 9.28 Crores ('second matter') in two separate orders dated August 31, 2016 and January 19, 2017 respectively for alleged contravention of provisions of Competition Act, 2002 by the Company. The Company has filed appeals against the above orders.

S.R. Batliboi & Co. LLP Gurugram

The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated July 25, 2018. Post order of the NCLAT, CCI issued a revised demand notice dated August 7, 2018 of Rs. 154.92 Crores consisting of penalty of Rs. 128.54 Crores and interest of Rs. 26.38 Crores. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

In the second matter, demand has been stayed and the matter is pending for the hearing before NCLAT. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

Our conclusion is not modified in respect of this matter.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

S.R. Batliboi & Co. LLP Gurugram

per Sanjay Vij
Partner
Membership No.: 095169

UDIN: 24095169BKFNFM2380

Place: Dubai - United Arab Emirates
Date: October 26, 2024

A SOLID LEGACY OF TRUST

J.K. Cement Ltd.

CIN No. : L17229UP1994PLC017199
Registered Office : Kamla Tower, Kanpur-208 001 (U.P.)
Ph. : +91 512 2371478 to 81 ; Fax : +91 512 2399854/ 2332665
website: www.jkcement.com e-mail: shambhu.singh@jkcement.com

STATEMENT OF STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2024

(₹ in Crores)

Sl. No.	Particulars	Three Months Ended			Half Year Ended		Year Ended
		30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue from operations	2,391.66	2,643.09	2,570.72	5,034.75	5,194.31	10,918.05
II	Other income	36.81	43.80	27.75	80.61	57.04	135.32
III	**Total Income (I+II)**	**2,428.47**	**2,686.89**	**2,598.47**	**5,115.36**	**5,251.35**	**11,053.37**
IV	**Expenses**						
	a) Cost of materials consumed	322.86	370.34	397.57	693.20	805.47	1,618.94
	b) Purchase of traded goods	103.32	85.12	67.88	188.44	114.39	307.62
	c) Changes in inventories of finished goods, work-in-progress and traded goods	10.22	(8.39)	(43.17)	1.83	(65.24)	(208.19)
	d) Employee benefits expenses	203.65	199.16	164.98	402.81	331.46	709.80
	e) Finance costs	119.64	106.56	109.07	226.20	214.53	436.59
	f) Depreciation and amortisation expenses	126.26	124.45	119.64	250.71	237.40	485.90
	g) Power and fuel (net)	458.65	536.85	595.20	995.50	1,257.14	2,459.72
	h) Freight and forwarding expenses	536.76	590.81	503.98	1,127.57	1,062.75	2,301.62
	i) Other expenses	483.46	390.22	437.62	873.68	839.25	1,723.49
	Total Expenses (a to i)	**2,364.82**	**2,395.12**	**2,352.77**	**4,759.94**	**4,797.15**	**9,835.49**
V	**Profit before exceptional items and tax (III-IV)**	**63.65**	**291.77**	**245.70**	**355.42**	**454.20**	**1,217.88**
VI	Exceptional items	-	-	-	-	15.00	5.50
VII	**Profit before tax (V-VI)**	**63.65**	**291.77**	**245.70**	**355.42**	**439.20**	**1,212.38**
	a) Current tax	11.01	51.46	37.12	62.47	73.11	143.32
	b) Adjustment of tax relating to earlier periods (net)	-	-	-	-	3.63	(1.36)
	c) Deferred tax	7.44	37.63	29.65	45.07	57.23	239.78
VIII	**Total tax expense**	**18.45**	**89.09**	**66.77**	**107.54**	**133.97**	**381.74**
IX	**Profit after tax (VII-VIII)**	**45.20**	**202.68**	**178.93**	**247.88**	**305.23**	**830.64**
X	**Other Comprehensive Income/(loss)**						
	Items that will not be reclassified to profit and loss in subsequent period, net of tax	(0.26)	(0.26)	0.82	(0.52)	1.64	(1.04)
	Other Comprehensive Income/(loss) for the period, net of tax	**(0.26)**	**(0.26)**	**0.82**	**(0.52)**	**1.64**	**(1.04)**
XI	**Total Comprehensive Income for the period, net of tax (IX+X)**	**44.94**	**202.42**	**179.75**	**247.36**	**306.87**	**829.60**
XII	Paid-up equity share capital (Face value of ₹ 10/- per share)	77.27	77.27	77.27	77.27	77.27	77.27
XIII	**Other Equity (Excluding Revaluation Reserves)**	-	-	-	-	-	**5,276.12**
XIV	**Basic and Diluted Earnings Per Share(of ₹10/-each) (Not Annualized except year ended)**	5.85	26.23	23.16	32.08	39.50	107.50

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J.K. CEMENT LIMITED * KANPUR *

Notes:

1 **Statement of Assets and Liabilities :**

(₹ in Crores)

Sl. No.		As at 30.09.2024 (Unaudited)	As at 31.03.2024 (Audited)
	ASSETS		
1	**Non-current assets**		
	Property, plant and equipment	8,035.00	7,773.52
	Capital work-in-progress	493.66	415.18
	Intangible assets	113.63	115.97
	Right-of-use assets	186.81	192.11
	Financial assets:		
	(i) Investments	1,451.08	1,371.11
	(ii) Other financial assets	252.13	184.68
	Other non-current assets	270.41	161.82
	Total non-current assets	**10,802.72**	**10,214.39**
2	**Current assets**		
	Inventories	1,234.51	1,067.53
	Financial assets:		
	(i) Investments	144.04	99.83
	(ii) Trade receivables	645.86	460.40
	(iii) Cash and cash equivalents	75.93	97.20
	(iv) Bank balances other than (iii) above	292.52	680.46
	(v) Other financial assets	1,320.45	1,308.45
	Current tax assets (net)	87.40	47.20
	Other current assets	309.15	297.19
	Total current assets	**4,109.86**	**4,058.26**
	Assets classified as held for sale	12.05	11.90
	Total assets	**14,924.63**	**14,284.55**
	EQUITY AND LIABILITIES		
1	**Equity**		
	Equity share capital	77.27	77.27
	Other equity	5,368.94	5,276.12
	Total equity	**5,446.21**	**5,353.39**
2	**Liabilities**		
i	**Non-current liabilities**		
	Financial liabilities:		
	(i) Borrowings	4,247.81	4,177.22
	(ii) Lease liabilities	39.10	43.61
	(iii) Other financial liabilities	491.20	473.91
	Provisions	52.15	51.73
	Deferred tax liabilities (net)	1,098.71	1,053.92
	Other non-current liabilities	175.15	98.37
	Total non-current liabilities	**6,104.12**	**5,898.76**
ii	**Current liabilities**		
	Financial liabilities:		
	(i) Borrowings	1,317.13	1,000.74
	(ii) Lease liabilities	11.51	10.25
	(iii)Trade payables		
	a)Total outstanding dues of micro enterprises and small enterprises	112.30	208.47
	b)Total outstanding dues of creditors other than micro enterprises and small enterprises	622.31	600.70
	(iv) Other financial liabilities	312.78	265.82
	Other current liabilities	899.75	842.58
	Provisions	98.52	103.84
	Total current liabilities	**3,374.30**	**3,032.40**
	Total liabilities	**9,478.42**	**8,931.16**
	Total equity and liabilities	**14,924.63**	**14,284.55**

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S.R. Batliboi & Co. LLP, Gurugram

for Identification

J. K. CEMENT LIMITED * KANPUR *

2 **Statement of Cash flow :**

(₹ in Crores)

		Half Year Ended 30.09.2024 (Unaudited)	Half Year Ended 30.09.2023 (Unaudited)
A	**Cash Flow From Operating Activities**		
	Profit before tax	355.42	439.19
	Adjustment for :-		
	Depreciation and amortization expenses	250.71	237.40
	Net loss on disposal of property, plant & equipment	3.92	2.24
	Interest paid	223.43	213.16
	Interest received	(64.83)	(50.56)
	Expected credit loss for trade receivables/advances	3.06	1.09
	Gain on fair valuation/sale of investment (net)	(5.74)	(3.07)
	Government grants	(10.52)	(8.44)
	Other non cash adjustment	(2.72)	4.33
	Net gain on foreign currency transactions and translation	(1.15)	(0.75)
	Operating Profit Before Working Capital Changes	**751.58**	**834.59**
	Working capital adjustments :-		
	(Decrease) in trade payables	(70.69)	(0.85)
	Increase in other financial liabilities	59.44	121.41
	Increase in other liabilities	144.47	49.35
	(Decrease)/Increase in provisions	(5.70)	5.47
	(increase) in inventories	(166.98)	(158.09)
	(increase) in trade receivables	(188.52)	(145.89)
	(increase) in other financial assets	(114.23)	(94.50)
	(increase)/Decrease in other assets	(16.01)	101.35
	Cash Generated From Operations	**393.36**	**712.84**
	Less : Income tax paid	(102.67)	(71.33)
	Net Cash Flow From Operating Activities	**290.69**	**641.51**
B	**Cash Used In Investing Activities**		
	Proceeds from maturity of fixed deposits	575.37	425.33
	Investment in fixed deposits	(135.76)	(455.02)
	Purchase of property, plant and equipment and intangible assets	(693.37)	(494.71)
	Proceeds from disposal of property, plant and equipment	7.72	0.59
	Purchase of investments in subsidiaries	(56.00)	(20.00)
	Purchase of investments other than in subsidiaries	(843.92)	(332.73)
	Sale of investments other than in subsidiaries	781.68	339.88
	Interest received	47.74	24.32
	Net Cash (Used In) Investing Activities	**(316.54)**	**(512.34)**
C	**Cash Used In Financing Activities**		
	Proceeds from non current borrowings	444.43	225.43
	Repayment of non current borrowings	(379.16)	(254.39)
	Proceeds from current borrowings (net)	316.10	134.84
	Payment towards principal portion of lease liability	(5.63)	(5.32)
	Interest paid on lease liability	(2.14)	(2.07)
	Interest paid	(214.53)	(201.15)
	Dividend paid	(154.49)	(115.91)
	Net Cash Flow From/(Used In) From Financing Activities	**4.58**	**(218.57)**
	Net (Decrease) In Cash and Cash Equivalents (A+B+C)	**(21.27)**	**(89.40)**
	Cash and cash equivalents at the beginning of the year	97.20	239.15
	Cash and cash equivalents at the end of the year	75.93	149.75
		(21.27)	**(89.40)**

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J.K. CEMENT LIMITED

3 The above unaudited standalone financial results of the Company for the quarter and half year ended September 30, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 26 October 2024. The statutory auditors have conducted limited review of the same.

4 The above unaudited standalone financial results of the Company have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind-AS") as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (the "Listing Regulations").

5 (i) "Competition Commission of India (CCI)" vide its order dated 31 August 2016 imposed a penalty of ₹128.54 Crores on the Company. The Company's appeal was heard by National Company Law Appellate Tribunal (NCLAT) and vide its order dated 25 July 2018 upheld CCI's order. The Company has filed statutory appeal before the Hon'ble Supreme Court, which vide its order dated 05 October 2018 has admitted the appeal and directed that the interim order of stay passed by the NCLAT in this matter will continue for the time being. The Company, backed by legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of account.

5 (ii) In a separate matter, CCI imposed penalty of ₹ 9.28 Crores vide order dated 19 January 2017 for alleged contravention of provisions of Competition Act, 2002 by the Company. On Company's appeal, NCLAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT. The Company, backed by legal opinion, believes it has a good case and accordingly no provision has been considered in the books of account.

6 The Government of India on September 20 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new section 115BAA in the Income-tax Act, 1961, which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective, April 1 2019, subject to certain conditions. The Company is continuing to provide for income tax at old rates, considering available unutilised minimum alternative tax credit and other tax benefits/holidays.

7 Additional disclosures as per Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015:

(₹ in Crores)

Particulars of Non Convertible Debentures	Prev due date for payment of Interest	Prev due date for payment of Principal	Next due date & Amt. for payment of interest on NCD's		Next due date & Amt. for payment of Principal on NCD's	
INE823G07193-dt.06.05.2015-9.65%-Qrtly	06-08-2024	06-05-2024	06-11-2024	0.73	06-05-2025	30.00
INE823G07219-dt.21.03.2023-7.90%-Hlf. Yrly	21-09-2024	21-09-2024	21-03-2025	3.43	21-03-2025	12.50
				4.16		**42.50**

Sl. No.	Particulars	Three Months Ended			Half Year Ended		Year Ended
		30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
(a)	Debt-Equity Ratio (in Times)	1.02	0.93	1.04	1.02	1.04	0.97
(b)	Debt Service Coverage Ratio (in Times)	1.87	1.81	2.29	1.96	1.95	2.07
(c)	Interest Service Coverage Ratio (in Times)	2.61	4.96	4.38	3.71	4.24	4.95
(d)	Capital Redemption Reserve (₹ In Crores)	NA	NA	NA	NA	NA	NA
(e)	Net Worth (₹ In Crores)	5446.21	5,555.81	4830.66	5446.21	4830.66	5353.39
(f)	Net Profit after Tax (₹ In lacs)	45.20	202.68	178.93	247.88	305.23	830.64
(g)	Basic and Diluted Earnings Per Share for the period/year	5.85	26.23	23.16	32.08	39.5	107.50
(h)	Current Ratio (in Times)	1.39	1.48	1.48	1.39	1.48	1.56
(i)	Long Term Debt to Working Capital (in Times)	4.05	3.22	3.79	4.05	3.79	3.16
(j)	Bad Debts to Account Receivable Ratio (in %)	0.31	0.16	0.21	0.54	0.22	0.35
(k)	Current Liability Ratio (in Times)	0.31	0.32	0.29	0.31	0.29	0.29
(l)	Total Debts to Total Assets (in Times)	0.37	0.35	0.38	0.37	0.38	0.36
(m)	Trade Receivables Turnover Ratio (in Times), Annualized	13.69	17.50	18.41	17.06	20.10	23.38
(n)	Inventory Turnover Ratio (in Times), Annualized	7.60	8.98	10.08	8.47	10.65	10.94
(o)	Operating Margin (in %)	11.40	18.12	17.37	0.15	16.35	18.36
(p)	Net Profit Margin (in %)	1.86	7.54	6.89	4.85	5.81	7.51
(q)	Asset Cover Ratio for Secured NCDs (in Times)	44.46	29.72	18.15	44.46	18.15	24.87
(r)	Debenture Redemption Reserve (₹ In lacs)	7.50	7.50	20.57	7.50	20.57	7.50
(s)	Securities Premium (₹ In lacs)	756.80	756.80	756.80	756.80	756.80	756.80

Ratios have been calculated as follows:
a) Debts Equity Ratio:- (Non current borrowings + current borrowings) /Total Equity
b) Debts Service Coverage Ratio:- Profit before interest and Depreciation but after Tax/(Principal Debt Repayments + Gross Interest)
c) Interest Service Coverage Ratio:- Profit before interest and Depreciation and Tax/Gross Interest
e) Net Worth:- Total equity
h) Current Ratio:- Total Current Assets /(Total Current Liabilities-Current maturities of Non current borrowings)
i) Long Term Debt to Working Capital:- (Non current borrowing + Current maturities of non current borrowings) /(Total Current Assets-(Total Current Liabilities -Current maturities of non current borrowings))
j) Bad Debts to Account Receivable Ratio (in %):- Bad debts provided /Average Trade receivables
k) Current Liability Ratio :-(Total Current Liabilities-Current maturities of non current borrowings/ Total Liabilities
l) Total Debts to Total Assets :- (Non current borrowings + Current borrowings) /Total Assets
m) Trade Receivables Turnover Ratio :- (Revenue from contracts with customers/Average Trade Receivables), Annualized
n) Inventory Turnover Ratio :-(Revenue from contracts with customers /Average Inventories), Annualized
o) Operating Margin :- Profit before interest , Depreciation and tax and non operational income/ Total operating income
p) Net Profit Margin :- Net Profit After tax/ Total Income
q) Asset Cover Ratio for Secured NCDs :- Net Assets covered/ Outstanding Secured NCDs
i) The long term rating for the debt instruments of the Company has been maintained by CARE Ratings as CARE AA+ (Double A+) .
ii) The Company continues to maintain more than 100% asset cover for the secured NCDs issued by it.

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J.K. CEMENT LIMITED
KANPUR

8 The Board of Directors have approved a scheme of amalgamation involving amalgamation of Toshali Cement Private Ltd ('wholly owned subsidiary company') with J.K. Cement Ltd. under section 230 to 232 and other applicable provisions of the Companies Act, 2013 subject to requisite approvals.

9 The Board of Directors have given principle approval for the sale of 100% shares of its step down subsidiary namely Toshali Logistic Private Ltd. and the management has been authorised to identify the potential buyers and seek requisite approvals according to law of land.

10 The Company is engaged in one business segment only i.e. cement and allied products.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J.K. CEMENT LIMITED * KANPUR *

For and on behalf of the Board of Directors

Dr. Raghavpat Singhania
Managing Director
DIN No. 02426556

Place : Dubai - United Arab Emirates
Dated : 26 October 2024

S.R. BATLIBOI & CO. LLP
Chartered Accountants

67, Institutional Area
Sector 44, Gurugram - 122 003
Haryana, India

Tel: +91 124 681 6000

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
J.K. Cement Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of J.K. Cement Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") for the quarter ended September 30, 2024 and year to date from April 01, 2024 to September 30, 2024 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

S.No.	Company Name	Relationship
1	J.K. Cement Limited	Holding Company
	Subsidiaries	

S. R. Batliboi & Co. LLP Gurugram

2	J.K. Cement (Fujairah) FZC	Wholly owned subsidiary of J.K. Cement Limited
3	J.K. Cement Works (Fujairah) FZC	Subsidiary company of J.K. Cement (Fujairah) FZC
4	J.K. White Cement (Africa) Limited	Wholly owned subsidiary of J.K. Cement Works (Fujairah) FZC
5	JK Maxx Paints Limited (erstwhile JK Paints and Coatings Limited)	Wholly owned subsidiary of J.K. Cement Limited
6	Toshali Cements Private Limited	Wholly owned subsidiary of J.K. Cement Limited
7	Toshali Logistics Private Limited	Wholly owned subsidiary of Toshali Cements Private Limited

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 7 and 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. **Emphasis of Matter on CCI Matter**

We draw attention to Note 5(i) and 5(ii) in the accompanying statement of consolidated unaudited financial results, wherein it has been stated that the Competition Commission of India ('CCI') has imposed penalty of Rs. 128.54 Crores ('first matter') and Rs. 9.28 Crores ('second matter') in two separate orders dated August 31, 2016 and January 19, 2017 respectively for alleged contravention of provisions of Competition Act 2002 by the Company. The Company has filed appeals against the above orders.

The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated July 25, 2018. Post order of the NCLAT, CCI issued a revised demand notice dated August 7, 2018 of Rs. 154.92 Crores consisting of penalty of Rs. 128.54 Crores and interest of Rs. 26.38 Crores. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts. Our conclusion is not modified in respect of this matter.

Our conclusion is not modified in respect of this matter.

S. R. Batliboi & Co. LLP Gurugram

7. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of:

   - 6 subsidiaries, whose unaudited interim financial results and other unaudited financial information reflects total assets of Rs. 2,470.47 Crores as at September 30, 2024 and total revenues of Rs. 251.60 Crores and Rs. 470.50 Crores, total net profit after tax of Rs. 86.16 Crores and Rs. 63.18 Crores, total comprehensive profit of Rs. 86.16 Crores and Rs. 63.18 Crores for the quarter ended September 30, 2024 and the period ended on that date respectively, and total cash inflows of Rs. 2.42 Crores for the period from April 01, 2024 to September 30, 2024 as considered in the Statement which have been reviewed by their respective independent auditors.

   The independent auditor's reports on unaudited interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

8. Certain of these subsidiaries are located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Holding Company's management. Our conclusion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

Our conclusion on the Statement in respect of matters stated in para 7 and 8 above is not modified with respect to our reliance on the work done and the reports of the other auditors.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

S.R. Batliboi & Co. LLP Gurugram

per Sanjay Vij
Partner
Membership No.: 095169

UDIN: 24095169BKFNFN1714

Place: Dubai - United Arab Emirates
Date: October 26, 2024

JKCement

A SOLID LEGACY OF TRUST

J.K. Cement Ltd.

CIN No. : L17229UP1994PLC017199
Registered Office : Kamla Tower, Kanpur-208 001 (U.P.)
Ph. : +91 512 2371478 to 81 ; Fax : +91 512 2399854/ 2332665
website: www.jkcement.com e-mail: shambhu.singh@jkcement.com

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER, 2024

(₹ In Crores)

Sl. No.	Particulars	Three Months Ended			Half Year Ended		Year Ended
		30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue from operations	2,560.12	2,807.57	2,752.77	5,367.69	5,515.40	11,556.00
II	Other income	37.78	44.74	29.33	82.52	60.92	145.06
III	**Total Income (I+II)**	**2,597.90**	**2,852.31**	**2,782.10**	**5,450.21**	**5,576.32**	**11,701.06**
IV	**Expenses**						
	a) Cost of materials consumed	388.08	430.38	442.36	818.46	882.12	1,789.49
	b) Purchases of traded goods	56.17	64.30	46.59	120.47	86.45	247.56
	c) Changes in inventories of finished goods, work-in-progress and traded goods	7.30	(15.77)	(30.58)	(8.47)	(45.76)	(202.38)
	d) Employee benefits expenses	224.54	218.62	182.88	443.16	366.81	783.78
	e) Finance costs	122.81	110.50	115.01	233.31	224.06	453.13
	f) Depreciation and amortisation expenses	146.29	147.27	140.74	293.56	279.18	572.62
	g) Power and fuel (net)	492.82	569.72	633.16	1,062.54	1,324.18	2,590.42
	h) Freight and forwarding expenses	575.45	619.46	536.16	1,194.91	1,120.36	2,416.15
	i) Other expenses	531.79	434.66	475.24	966.45	906.48	1,871.18
	Total Expenses (a to i)	**2,545.25**	**2,579.14**	**2,541.56**	**5,124.39**	**5,143.88**	**10,521.95**
V	**Profit before exceptional items and tax (III-IV)**	**52.65**	**273.17**	**240.54**	**325.82**	**432.44**	**1,179.11**
VI	Exceptional Items - (gain)/loss (Refer note 10)	(102.35)	-	-	(102.35)	15.00	5.50
VII	**Profit before tax (V-VI)**	**155.00**	**273.17**	**240.54**	**428.17**	**417.44**	**1,173.61**
	a) Current tax	11.12	51.95	37.55	63.07	73.81	146.81
	b) Adjustment of tax relating to earlier periods (net)	1.26	(0.27)	-	0.99	3.63	1.86
	c) Deferred tax	6.47	36.67	27.26	43.14	53.55	235.01
VIII	**Total tax expense**	**18.85**	**88.35**	**64.81**	**107.20**	**130.99**	**383.68**
IX	**Profit after tax (VII-VIII)**	**136.15**	**184.82**	**175.73**	**320.97**	**286.45**	**789.93**
	Attributable to : Equity Holders of the J.K.Cement Ltd.	125.83	185.31	175.36	311.14	287.27	790.83
	: Non Controlling Interest	10.32	(0.49)	0.37	9.83	(0.82)	(0.90)
X	**Other Comprehensive Income/(loss)**						
	Items that will not be reclassified to profit and loss in subsequent period, net of tax	2.20	0.47	9.47	2.67	8.98	8.01
	Other Comprehensive Income/(loss) for the period, net of tax	**2.20**	**0.47**	**9.47**	**2.67**	**8.98**	**8.01**
	Attributable to: Equity Holders of the J.K.Cement Ltd.	2.18	0.03	10.03	2.21	9.01	8.21
	: Non Controlling Interest	0.02	0.44	(0.56)	0.46	(0.03)	(0.20)
XI	**Total Comprehensive Income for the period, net of tax (IX+X)**	**138.35**	**185.29**	**185.20**	**323.64**	**295.43**	**797.94**
	Attributable to : Equity Holders of the J.K.Cement Ltd.	128.01	185.34	185.39	313.35	296.28	799.04
	: Non Controlling Interest	10.34	(0.05)	(0.19)	10.29	(0.85)	(1.10)
XII	Paid-up equity share capital (Face value of ₹ 10/- per share)	77.27	77.27	77.27	77.27	77.27	77.27
XIII	**Other Equity (Excluding Revaluation Reserves)**	-	-	-	-	-	5,289.87
XIV	**Basic and Diluted Earnings Per Share(of ₹10/-each) (Not Annualized except year ended)**	16.28	23.98	22.69	40.27	37.18	102.35

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J.K. CEMENT LIMITED KANPUR

Notes:

1 **Statement of Assets and Liabilities :**

(₹ in Crores)

Sl. No.	Particulars	CONSOLIDATED As at 30.09.2024 (Unaudited)	CONSOLIDATED As at 31.03.2024 (Audited)
	ASSETS		
1	**Non-current assets**		
	Property, plant and equipment	8,905.22	8,598.55
	Capital work-in-progress	514.80	463.94
	Intangible assets	217.50	226.82
	Right-of-use assets	189.06	312.69
	Intangible assets acquired through business combination	160.23	160.23
	Financial assets:		
	(i) Investments	292.10	268.13
	(ii) Other financial assets	276.60	191.42
	Other non-current assets	276.58	163.87
	Total non current assets	**10,832.09**	**10,385.65**
2	**Current assets**		
	Inventories	1,390.76	1,181.55
	Financial assets:		
	(i) Investments	155.50	100.15
	(ii) Trade receivables	793.96	566.32
	(iii) Cash and cash equivalents	113.71	174.39
	(iv) Bank Balances other than (iii) above	304.87	692.14
	(v) Other financial assets	1,335.80	1,313.44
	Current tax assets (net)	89.31	48.11
	Other current assets	346.36	328.03
	Total current assets	**4,530.27**	**4,404.13**
	Assets classified as held for sale	12.47	12.32
	Total assets	**15,374.83**	**14,802.10**
	EQUITY AND LIABILITIES		
1	**Equity**		
	Equity share capital	77.27	77.27
	Other equity	5,448.68	5,289.87
	Equity attributable to equity holders of the J.K. Cement Ltd.	**5,525.95**	**5,367.14**
	Non controlling interests	(35.21)	(45.50)
	Total equity	**5,490.74**	**5,321.64**
2	**Liabilities**		
i	**Non-current liabilities**		
	Financial Liabilities:		
	(i) Borrowings	4,247.81	4,177.37
	(ii) Lease liabilities	114.27	188.45
	(iii) Other financial liabilities	491.20	473.91
	Provisions	66.83	66.70
	Deferred tax liabilities (net)	1,120.73	1,075.58
	Other non-current liabilities	175.15	98.37
	Total non-current liabilities	**6,215.99**	**6,080.38**
ii	**Current liabilities**		
	Financial liabilities:		
	(i) Borrowings	1,357.28	1,061.17
	(ii) Lease liabilities	18.67	122.44
	(iii) Trade payables		
	a) Total outstanding dues of micro enterprises and small enterprises	112.42	211.25
	b) Total outstanding dues of creditors other than micro enterprises and small enterprises	812.52	719.82
	(iv) Other financial liabilities	324.63	275.99
	Other current liabilities	943.56	905.30
	Provisions	99.02	104.11
	Total current liabilities	**3,668.10**	**3,400.08**
	Total liabilities	**9,884.09**	**9,480.46**
	Total equity and liabilities	**15,374.83**	**14,802.10**

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J. K. CEMENT LIMITED * KANPUR *

2 Statement of Cash flow :

(₹ in Crores)

Sl. No.	Particulars	CONSOLIDATED Half Year Ended 30.09.2024 (Unaudited)	CONSOLIDATED Half Year Ended 30.09.2023 (Unaudited)
A	**Cash Flow from Operating Activities**		
	Net profit before tax	428.17	417.44
	Adjustment for :-		
	Depreciation & amortization expenses	293.56	279.18
	Net loss on discard of property, plant & equipment	3.92	2.77
	Interest paid	228.17	219.45
	Interest received	(66.23)	(54.32)
	Bad debts written off	0.14	-
	Expected credit loss for trade receivables/advances	3.52	1.65
	Gain on fair valuation/sale of investment (net)	(5.91)	(3.07)
	Government grants	(10.52)	(8.44)
	Other non cash adjustment	(2.72)	4.34
	Net (gain)/loss on foreign currency transactions and translation	(1.15)	2.12
	Operating Profit Before Working Capital Changes	**870.95**	**861.12**
	Working capital adjustments :-		
	(Decrease)/Increase in trade payables	(2.26)	45.37
	Increase in other financial liabilities	6.37	126.44
	Increase in other liabilities	125.56	57.86
	(Decrease)/Increase in provisions	(5.76)	6.25
	(Increase) in inventories	(209.21)	(139.38)
	(Increase) in trade receivables	(231.30)	(166.63)
	(Increase) in other financial assets	(126.18)	(95.27)
	(Increase)/Decrease in other assets	(22.38)	93.67
	Cash Generated From Operations	**405.79**	**789.43**
	Less : Income tax paid	(102.97)	(73.56)
	Net Cash Flow From Operating Activities	**302.82**	**715.87**
B	**Cash Used in Investing Activities**		
	Proceeds from maturity of fixed deposits	666.59	436.22
	Investment in fixed deposits	(244.23)	(475.78)
	Purchase of property, plant and equipment and intangible assets	(745.02)	(510.94)
	Proceeds from disposal of property, plant and equipment	7.79	0.98
	Purchase of investments	(861.06)	(332.73)
	Sale of investments	787.85	339.88
	Interest received	49.58	26.98
	Net Cash (Used In) Investing Activities	**(338.50)**	**(515.39)**
C	**Cash used in Financing Activities**		
	Proceeds from non current borrowings	444.43	225.44
	Repayment of non current borrowings	(380.13)	(254.82)
	Proceeds from current borrowings (net)	296.65	84.15
	Payment towards principal portion of lease liability	(13.67)	(6.83)
	Interest paid on lease liability	(5.61)	(6.23)
	Interest paid	(215.37)	(203.57)
	Dividend paid	(154.49)	(115.91)
	Net Cash (Used In) Financing Activities	**(28.19)**	**(277.77)**
	Net (Decrease) in Cash and Cash Equivalents (A+B+C)	**(63.87)**	**(77.29)**
	Cash and cash equivalents at the beginning of the year	174.39	257.14
	Exchange rate fluctuation reserve on conversion	3.19	7.33
	Cash and cash equivalents at the end of the year	113.71	187.18
		(63.87)	**(77.29)**

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J. K. CEMENT LIMITED KANPUR

3 The above unaudited consolidated financial results of the Group for the quarter and half year ended 30 September 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 26 October 2024.The statutory auditors have conducted limited review of the same.

4 These consolidated financial results of the Group include, the results of three subsidiaries located in India, three subsidiaries located outside India [together referred as the "Group"] . The above unaudited consolidated financial results of the Group have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind-AS") as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (the "Listing Regulations"). The said financial results of the Group have been prepared in accordance with "Ind AS 110-Consolidated financial statements".

5(i) "Competition Commission of India (CCI)" vide its order dated 31 August 2016 imposed a penalty of ₹128.54 Crores on the Parent Company. The Parent Company's appeal was heard by National Company Law Appellate Tribunal (NCLAT) and vide its order dated 25 July 2018 upheld CCI's order. The Parent Company has filed statutory appeal before the Hon'ble Supreme Court, which vide its order dated 05 October 2018 has admitted the appeal and directed that the interim order of stay passed by the NCLAT in this matter will continue for the time being. The Parent Company, backed by legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of account.

5(ii) In a separate matter, CCI imposed penalty of ₹ 9.28 Crores vide order dated 19 January 2017 for alleged contravention of provisions of Competition Act, 2002 by the Parent Company. On Parent Company's appeal, NCLAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT. The Parent Company, backed by legal opinion, believes it has a good case and accordingly no provision has been considered in the books of account.

6 The Government of India on 20 September 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new section 115BAA in the Income-tax Act, 1961, which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective, 01 April 2019, subject to certain conditions. The Group is continuing to provide for income tax at old rates, considering available unutilised minimum alternative tax credit, unabsorbed depreciation & business losses and other tax benefits/holidays.

7 The Group is submitting the quarterly consolidated financial results in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended read with circular no.CIR/CFD/CMD1/44/2019 dated 29 March 2019.

8 Additional disclosures as per Regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 :

Sl. No.	Particulars	Three Months Ended			Half Year Ended		Year Ended
		30.09.2024 Unaudited	30.06.2024 Unaudited	30.09.2023* Unaudited	30.09.2024 Unaudited	30.09.2023* Unaudited	31.03.2024 Audited
(a)	Debt-Equity Ratio (in Times)	1.02	0.94	1.05	1.02	1.05	0.98
(b)	Debt Service Coverage Ratio (in Times)	1.91	1.82	2.37	1.98	1.99	2.10
(c)	Interest Service Coverage Ratio (in Times)	2.65	4.91	4.43	3.71	4.24	4.95
(d)	Capital Redemption Reserve (₹ In Crores)	NA	NA	NA	NA	NA	NA
(e)	Net Worth (₹ In Crores)	5,490.74	5,506.93	4,620.80	5,490.74	4,820.80	5,321.64
(f)	Net Profit after Tax (₹ In Crores)	136.15	184.82	175.73	320.97	286.45	789.93
(g)	Basic and Diluted Earnings Per Share for the period/year ended (₹)	16.28	23.98	22.69	40.27	37.18	102.35
(h)	Current Ratio (in Times)	1.40	1.42	1.41	1.40	1.41	1.48
(i)	Long Term Debt to Working Capital (in Times)	3.61	3.23	3.91	3.61	3.91	3.20
(j)	Bad Debts to Account Receivable Ratio (in %)	0.29	0.17	0.27	0.50	0.28	0.47
(k)	Current Liability Ratio (in Times)	0.33	0.34	0.31	0.33	0.31	0.31
(l)	Total Debts to Total Assets (in Times)	0.36	0.34	0.36	0.36	0.36	0.35
(m)	Trade Receivables Turnover Ratio (in Times), Annualized	12.27	15.62	16.44	14.83	18.41	20.66
(n)	Inventory Turnover Ratio (in Times), Annualized	7.32	8.66	9.46	8.10	10.24	10.39
(o)	Operating Margin (in %)	11.09	17.32	16.96	14.35	15.86	17.82
(p)	Net Profit Margin (in %)	5.24	6.48	6.32	5.89	5.14	6.75
(q)	Asset Cover Ratio for Secured NCDs (in Times)	42.54	27.34	16.58	42.54	16.58	22.84
(r)	Debenture Redemption Reserve (₹ In Crores)	7.50	7.50	20.57	7.50	20.57	7.50
(s)	Securities Premium (₹ In Crores)	756.80	756.80	756.80	756.80	756.80	756.80

*The ratios has been restated wherever applicable for matter stated in note 9 below.

Ratios have been calculated as follows:

a) Debts Equity Ratio:- (Non current Borrowings+Current Borrowings)/Total Equity

b) Debts Service Coverage Ratio:- Profit before interest and Depreciation but after Tax/(Principal Debt Repayments + Gross Interest)

c) Interest Service Coverage Ratio:- Profit before interest and Depreciation and Tax/Gross Interest

e) Net Worth:- Total equity

h) Current Ratio:- Total Current Assets /(Total Current Liabilities-Current maturities of Non current Borrowings)

i) Long Term Debt to Working Capital:- (Non Current Borrowings + Current maturities of Non Current Borrowings) /(Total Current Assets-(Total Current Liabilities -Current maturities of Non Current Borrowings))

j) Bad Debts to Account Receivable Ratio :- Bad Bebts provided /Average Trade receivables

k) Current Liability Ratio :- (Total Current Liabilities-Current maturities of Non Current Borrowings)/ Total Liabilities

l) Total Debts to Total Assets :- (Non Current Borrowings + Current Borrowings) /Total Assets

m) Trade Receivables Turnover Ratio :- (Revenue from contracts with customers /Average Trade Receivables), Annualized

n) Inventory Turnover Ratio :-(Revenue from contracts with customers /Average Inventories), Annualized

o) Operating Margin :- Profit before interest , Depreciation and tax and non operational income/ Total operating income

p) Net Profit Margin :- Net Profit After tax/ Total Income

q) Asset Cover Ratio for Secured NCDs :- Net Assets covered/ Outstanding Secured NCDs

i. The long term rating for the debt instruments of the Company has been maintained by CARE Ratings as CARE AA+ (Double A+) .

ii. The Company continues to maintain more than 100% asset cover for the secured NCDs issued by it.

Cont.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J. K. CEMENT LIMITED KANPUR

9 J.K. Maxx Paints Limited, a wholly owned subsidiary of J.K. Cement Limited ("the Holding Company") had acquired 100% control in Acro Paints Limited for a consideration of ₹ 266.55 Crores on 06 January 2023. During the quarter ended 31 December 2023, the Group has completed PPA assessment on the basis of inputs of Independent Valuer for fair value of assets and liabilities acquired. Accordingly fair value of various intangible assets, goodwill and deferred tax liabilities as on the date of acquisition i.e. 06 January 2023 have been finalised at ₹ 101.05 Crores, ₹ 160.23 Crores and ₹ 25.43 Crores respectively. The impact of aforesaid allocation on these results are as under:

(₹ in Crores)

Particulars	Three Months Ended 30.09.2023		Half year Ended 30.09.2023	
	Reported	Restated	Reported	Restated
Depreciation and amortisation expenses	137.06	140.74	271.82	279.18
Deferred tax charge	28.18	27.26	55.40	53.55
Profit after tax	178.48	175.73	291.95	286.44
Basic and Diluted Earnings Per Share	23.05	22.69	37.89	37.18

10 During the current quarter, the step-down subsidiary has entered into addendum lease agreement with the landlord whereby fixed lease rentals and variable lease rent in form of sales royalty has been modified. This addendum supersedes all previous agreements and modification adjustment has been recorded in the Right-of-use of assets, lease liabilities and liability towards sales royalty, resulting in exceptional gain of 102.35 Crores i.e. ₹ 60.91 Crores in lease liabilities and ₹ 41.44 Crores in sales royalty.

11 The Board of Directors of Holding Company have approved a scheme of amalgamation involving amalgamation of its wholly owned subsidiary namely Toshali Cement Private Ltd. with J.K. Cement Ltd. under section 230 to 232 and other applicable provisions of the Companies Act, 2013 subject to requisite approvals.

12 The Board of Directors of Holding Company have given principle approval for the sale of 100% shares of its step down subsidiary namely Toshali Logistic Private Ltd. and the management has been authorised to identify the potential buyers and seek requisite approvals according to law of land.

13 The Group is engaged in one business segment only i.e. cement and allied products.

S.R. Batliboi & Co. LLP, Gurugram

for Identification

J. K. CEMENT LIMITED KANPUR

For and on behalf of the Board of Directors

Dr. Raghavpat Singhania
Managing Director
DIN: 02426556

Place : Dubai - United Arab Emirates
Dated : 26 October 2024

TOSHALI CEMENTS PVT. LTD.
(Manufacturers of High Quality GAJAPATI & TOSHALI Brand Cement)
Wholly owned subsidiary of J.K. Cement Ltd.
CIN: U26942UP2002PTC211282
Corp. Off. : Prism Tower, 6th Floor, Ninaniya Estate, Gwal Pahari, Gurugram- 122102. Haryana

TOSHALI CEMENTS PRIVATE LIMITED

Report of Board of Directors of the Company u/s 232(2)(c) of the Companies Act, 2013 on effect of Scheme of Amalgamation

1. BACKGROUND

1.1 The Board of Directors (**"Board"**) of Toshali Cements Private Limited (**"Company"** or **"Transferor Company"**) at its' meeting held on 26th October, 2024 have considered and approved the proposed Scheme of Amalgamation of the Company with J.K. Cement Limited (**"Transferee Company"**) and their respective shareholders and creditors (**"Scheme"**) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**"the Act"**), as applicable and having Appointed Date as 1st January, 2024.

1.2 The Transferor Company is a wholly owned subsidiary of Transferee Company. Therefore, no consideration is proposed to be discharged pursuant to the Scheme.

1.3 In terms of Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel and promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties, if any, is required to be enclosed with the notice of the meeting(s) to be sent to the shareholders and/or creditors, for obtaining their consent on the proposed merger of the Company with the Transferee Company. This report of the Board is accordingly being made in pursuance to the requirements as explained above.

2. DOCUMENTS PLACED BEFORE THE BOARD:

While deliberating on the Scheme, the Board had, inter-alia, considered and took on record the following necessary documents:

(a) Draft Scheme;

(b) Certificate on Accounting Treatment being issued by M/s Gupta Vaish & Co., the Statutory Auditor of the Company, confirming that the accounting treatment contained in the Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Ind AS notified under Section 133 of the Act, read with relevant rules thereunder and other Generally Accepted Accounting Principles and MCA circular, in terms of proviso to Section 230(7) and 232(3) of the Act (**"Auditor's Certificate"**).

TOSHALI CEMENTS PVT. LTD. KANPUR

Registered Off. : 29/1, Dwarka Dhesh Road, Kamla Tower, Kanpur, Uttar Pradesh, 208001, India
Ph. +91 512 - 2371478 - 85, Fax: +91 512 2399854, email: shambhu.singh@jkcement.com
Works Unit-I : Ampavalli-764039, Pottangi Tahsil, Koraput Dist., Odisha State, (Near Sunki Off. NH-43) Phone : 8480332063 / 8480332062
Unit-II : Village-Indranipatna, P.O. : Chasapara, Dist.: Cuttak, Odisha State - 754027 Mob. : +91-7608000133

3. **RATIONALE / BENEFITS OF THE PROPOSED TRANSACTION**

3.1 This Scheme is expected to enable consolidation, better realisation of potential of the businesses, yield beneficial results and enhanced value creation for the Companies that are parties to this Scheme, their respective shareholders, lenders, employees and other stakeholders. The Scheme is proposed with a view, inter alia, to achieve the following benefits:

a) the consolidation of business would create synergies between the businesses of the Companies, thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilisation of resources;

b) the Scheme would lead to efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth;

c) the consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalisation of administrative expenses/ services as well as reducing multiple legal and regulatory compliances;

d) the Scheme would enable J.K. Cement Limited which has limited presence in eastern India, to position itself in a better equipped manner to service customer needs on the basis their combined portfolio of products and marketing capabilities in eastern India;

e) the consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities. It will also further development and growth for the employees in their future career opportunities;

f) the Scheme would result in augmenting manufacturing footprint by increasing scale of manufacturing operations and better business potential by accessing new markets, segments, product offerings and customers in eastern India;

g) thus, this Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

TOSHALI CEMENTS PVT. LTD. KANPUR

Registered Off. : 29/1, Dwarka Dhesh Road, Kamla Tower, Kanpur, Uttar Pradesh, 208001, India
Ph. +91 512 - 2371478 - 85, Fax: +91 512 2399854, email: shambhu.singh@jkcement.com
Works Unit-I : Ampavalli-764039, Pottangi Tahsil, Koraput Dist., Odisha State, (Near Sunki Off. NH-43) Phone : 8480332063 / 8480332062
Unit-II : Village-Indranipatna, P.O. : Chasapara, Dist.: Cuttak, Odisha State - 754027 Mob. : +91-7608000133

4. EFFECT OF SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

The Transferor Company is a wholly owned subsidiary of the Transferee Company. Hence, no shares shall be issued pursuant to the Scheme becoming effective. Thus, there will be no adverse effect of the aforesaid amalgamation pursuant to the Scheme on the shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

5. SHARE EXCHANGE RATIO AND VALUATION DIFFICULTIES

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved on account of merging into the Transferee Company and no shares will be issued to the shareholders of the Transferor Company as the said Transferor Company is a wholly-owned subsidiary of the Transferee Company. Since pursuant to the Scheme, there will be no issuance of shares from the Transferee Company to Transferor Company, there is no valuation exercise required to be undertaken by the Transferee Company or the Transferor Company to determine the share exchange ratio.

6. ADOPTION OF THE REPORT BY THE BOARD

The directors of the Company have adopted this report after noting and considering the information set forth in the report. The Board is entitled to make relevant modifications to this report, if required and such modification or amendments shall be deemed to form part of this report.

By Order of the Board
For Toshali Cements Private Limited

TOSHALI CEMENTS PVT. LTD. KANPUR

Ajay Kumar Saraogi
Director
DIN – 00130805

Dated 26th October, 2024

Registered Off. : 29/1, Dwarka Dhesh Road, Kamla Tower, Kanpur. Uttar Pradesh, 208001, India
Ph. +91 512 - 2371478 - 85, Fax: +91 512 2399854, email: shambhu.singh@jkcement.com
Works Unit-I : Ampavalli-764039, Pottangi Tahsil, Koraput Dist., Odisha State, (Near Sunki Off. NH-43) Phone : 8480332063 / 8480332062
Unit-II : Village-Indranipatna, P.O. : Chasapara, Dist.:.Cuttak, Odisha State - 754027 Mob. : +91-7608000133

J.K. CEMENT LIMITED

Report of Board of Directors of the Company u/s 232(2)(c) of the Companies Act, 2013 on effect of Scheme of Amalgamation

1. BACKGROUND

1.1 The Board of Directors (**"Board"**) of J.K. Cement Limited **("Company"** or **"Transferee Company")** at its' meeting held on 26th October, 2024 have considered and approved the proposed Scheme of Amalgamation of Toshali Cements Private Limited **("Transferor Company")** with the Company and their respective shareholders and creditors (**"Scheme"**) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (**"the Act"**), as applicable, and having Appointed Date as 1st January, 2024.

1.2 The Transferor Company is a wholly owned subsidiary of the Company. Therefore, no consideration is proposed to be discharged pursuant to the Scheme.

1.3 In terms of Section 232(2)(c) of the Act, a report adopted by the Board of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel and promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties, if any, is required to be enclosed with the notice of the meeting(s) to be sent to the shareholders and/or creditors, for obtaining their consent on the proposed merger of Transferor Company with the Company. This report of the Board is accordingly being made in pursuance to the requirements as explained above.

2. DOCUMENTS PLACED BEFORE THE BOARD:

2.1 While deliberating on the Scheme, the Board had, inter-alia, considered and took on record the following necessary documents:

(a) Draft Scheme;

(b) Certificate on Accounting Treatment being issued by S.R. Batliboi & Co. LLP, Statutory Auditor of the Company, confirming that, except for the possible effects of matter stated in Paragraph 11 of the Accounting Treatment Certificate, the accounting treatment contained in the Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Ind AS notified under Section 133 of the Act, read with relevant rules thereunder and other Generally Accepted

Accounting Principles and MCA circular, in terms of proviso to Section 230(7) and 232(3) of the Act. (**"Auditor's Certificate"**)

3. **RATIONALE / BENEFITS OF THE PROPOSED TRANSACTION**

3.1 This Scheme is expected to enable consolidation, better realisation of potential of the businesses, yield beneficial results and enhanced value creation for the Companies that are parties to this Scheme, their respective shareholders, lenders, employees and other stakeholders. The Scheme is proposed with a view, inter alia, to achieve the following benefits:

(a) the consolidation of business would create synergies between the businesses of the Companies, thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilisation of resources;

(b) the Scheme would lead to efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth;

(c) the consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalisation of administrative expenses/ services as well as reducing multiple legal and regulatory compliances;

(d) the Scheme would enable J.K. Cement Limited which has limited presence in eastern India, to position itself in a better equipped manner to service customer needs on the basis their combined portfolio of products and marketing capabilities in eastern India;

(e) the consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities. It will also further development and growth for the employees in their future career opportunities;

(f) the Scheme would result in augmenting manufacturing footprint by increasing scale of manufacturing operations and better business potential by accessing new markets, segments, product offerings and customers in eastern India;

(g) thus, this Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

J.K. CEMENT LIMITED KANPUR

Shambhu Singh

JK Cement Ltd.
CIN: L17229UP1994PLC017199
Registered Office
Kamla Tower, Kanpur-208001, U.P., India
+91-512-2371478 to 85 +91-512-2399854
shambhu.singh@jkcement.com
www.jkcement.com

4. **EFFECT OF SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS**

The Transferor Company is a wholly owned subsidiary of the Company. Hence, no shares shall be issued pursuant to the Scheme becoming effective. Thus, there will be no adverse effect of the aforesaid amalgamation pursuant to the Scheme on the shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company.

5. **SHARE EXCHANGE RATIO AND VALUATION DIFFICULTIES**

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved on account of merging into the Company and no shares will be issued to the shareholders of the Transferor Company as the said Transferor Company is a wholly-owned subsidiary of the Company. Since pursuant to the Scheme, there will be no issuance of shares from the Company to Transferor Company, there is no valuation exercise required to be undertaken by the Company or the Transferor Company to determine the share exchange ratio.

6. **ADOPTION OF THE REPORT BY THE BOARD**

The directors of the Company have adopted this report after noting and considering the information set forth in the report. The Board is entitled to make relevant modifications to this report, if required and such modification or amendments shall be deemed to form part of this report.

By Order of the Board
For J.K. Cement Limited

Shambhu Singh

Shambhu Singh
Vice President & Company Secretary
M. No. FCS-5836

J. K. CEMENT LIMITED * KANPUR *

Dated 26th October, 2024

Corporate Office
Prism Tower, Ninaniya Estate, Gwal Pahari, Gurugram, Haryana-122102
+0124-6919000
prismtower@jkcement.com
www.jkcement.com

To,
The Board of Directors,
Toshali Cements Private Limited
Kamla Tower, 29/1 Dwarikadheesh Road,
Kanpur, Bara Chauraha,
Kanpur Nagar- 208001,
Uttar Pradesh, India

Certificate on the Proposed Accounting Treatment specified in Clause 13 of Part III of the Scheme of Amalgamation of Toshali Cements Private Limited with J.K. Cement Limited and their respective shareholders and creditors ("Scheme") under Section 230-232 of the Companies Act, 2013

1. We, Gupta Vaish & Co, the Statutory Auditors of Toshali Cements Private Limited **("the Company" or "Transferor Company")**, having its registered office at the above mentioned address, have been requested by the Company to certify, that the accounting treatment proposed to be followed by the Transferor Company in **Clause 13 of Part III** of the Scheme amongst the Company and J.K. Cement Limited **("Transferee Company")** and their respective shareholders and creditors, pursuant to Section 230-232 of the Companies Act, 2013 (**"the Act"**) and other applicable provisions of the Act, with effect from Appointed Date 1st January, 2024 **("Appointed Date"),** is in compliance with the applicable Indian Accounting Standards (**"Ind AS"**) notified under Section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles in India, read with General Circular No 09/2019 issued by the Ministry of Corporate Affairs dated August 21, 2019 (**"MCA Circular"**).

2. For ease of references **Clause 13 of Part III** of the Scheme duly authenticated by the Company is attached herewith as **"Annexure A"** to this Certificate and initialled by us only for the purposes of identification.

Management's Responsibility

3. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Ind AS notified under Section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles in India, read with the MCA Circular, is that of the Board of Directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme, and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

4. Our responsibility is to examine and report whether the proposed Accounting Treatment to be followed by the Transferor Company contained in **Clause 13 of Part III** of the Scheme complies with the applicable Ind AS notified under Section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles in India, read with the MCA Circular. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the Statutory Auditors of any financial statements of the Company.

Our responsibility is restricted to proposed accounting treatment to the extent it relates to accounting in the books of the Company and it does not get extended to accounting treatment in the books of other companies, if any.

5. We have conducted our examination of the Scheme in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (**"the ICAI"**). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Certificate.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (**SQC**) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements issued by the ICAI. Further, our examination did not extend to any other parts and aspects of a legal or proprietary nature in the Scheme.

Opinion

7. Based on our examination, as above, and the information and explanations given to us, upon the effectiveness of this Scheme and with effect from the Appointed Date, the Transferor Company shall stand dissolved without being wound up, without any further act, instrument or deed. Accordingly, there is no accounting treatment prescribed which would have any impact or need to be reflected in the books of the Amalgamating Company.

Restriction on Use

8. The Certificate is issued at the request of the Company pursuant to the proviso to Section 230(7) and Section 232(3) of the Act for onward submission to the statutory authorities including NCLT. This Certificate should not be used by any other person or for any other purpose without written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

For, Gupta Vaish & Co
Chartered Accountants
ICAI Firm Registration No. **0005087C**

RAJENDRA GUPTA
[Partner]
Membership No. **073250**

RAJENDRA KUMAR GUPTA
Digitally signed by RAJENDRA KUMAR GUPTA

UDIN: 24073250BKELWU2522
Place: KANPUR
Date: 29/11/2024

ANNEXURE – A

Extract of Clause 13 of the Scheme of Amalgamation

ACCOUNTING TREATMENT IN THE BOOKS OF AMALGAMATED COMPANY

Notwithstanding anything to the contrary herein, pursuant to the Scheme becoming effective, the Amalgamating Company, without any further act, instrument or deed, shall stand dissolved without being wound-up. Accordingly, there is no accounting treatment prescribed which would have any impact or need to be reflected in the books of the Amalgamating Company.

S.R. BATLIBOI & CO. LLP
Chartered Accountants

67, Institutional Area
Sector 44, Gurugram - 122 003
Haryana, India

Tel: +91 124 681 6000

Independent Auditor's Report on the accounting treatment in the proposed scheme of amalgamation under Sections 230 to 232 of the Companies Act, 2013, relevant rules thereunder and SEBI Master circular SEBI/HO/ CFD/POD-2/P/CIR/2023/93

November 28, 2024

The Board of Directors
J.K. Cement Limited
Kamla Tower, Kanpur -208001
Uttar Pradesh

1. This Report is issued in accordance with the terms of our service scope letter dated October 18, 2024 and master engagement agreement dated July 22, 2022 with the J.K. Cement Limited (hereinafter the "Company") pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onwards submission to the Bombay Stock Exchange (BSE), National Stock Exchange (NSE), National Company Law Tribunal (NCLT) and other regulatory authorities in connection with the scheme of amalgamation as mentioned in paragraph 2 below.

2. We, S.R. Batliboi & CO. LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the management of the Company, to examine the accounting treatment given in clause 12.1 of Part III of the attached Proposed Scheme of Amalgamation (the "Proposed Scheme" or "Proposed Scheme of Amalgamation") between the Company and Toshali Cements Private Limited, in terms of the provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI Master Circular SEBI/HO/ CFD/POD-2/P/CIR/2023/93 ('SEBI Master Circular'), for compliance with the applicable accounting standards prescribed under section 133 of the Companies Act, 2013, relevant rules thereunder and other generally accepted accounting principles in India (collectively referred to as 'applicable accounting standards'), read with General Circular No 09/2019 issued by the Ministry of Corporate Affairs dated August 21, 2019 (MCA Circular). The accounting treatment as prescribed in the proposed scheme has been included in Annexure A.

Management's Responsibility

3. The preparation of the Proposed Scheme is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The proposed Scheme has been approved by the Board of Directors.

4. The management of the Company is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also provides relevant information to the NCLT.

Auditors Responsibility

5. Pursuant to the requirements of Section 230 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and SEBI Master Circular, our responsibility is to provide reasonable assurance in the form of an opinion on

whether the proposed accounting treatment as contained in the Annexure A is in compliance with the applicable accounting standards read with MCA circular.

6. We audited the financial statements of the Company as of and for the financial year ended March 31, 2024, on which we issued an unmodified audit opinion with emphasis of matter para vide our reports dated May 12, 2024. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Companies Act, 2013 and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Annexure A in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

9. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof for the purpose of this report. Accordingly, we do not express such opinion. Further, our examination did not extend to any aspects of legal or propriety nature of the Scheme and other compliances thereof. Nothing contained in this report, nor anything said or done in the course of, or in connection with the services that are subject to this report, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, our procedures included the following in relation to the Annexure A:

    a. Obtained and read the draft Scheme and the proposed accounting treatment specified therein.
    b. Examined whether the proposed accounting treatment as per clause of the Scheme is in compliance with the Applicable Accounting Standards read with MCA Circular.
    c. Performed necessary inquiries with the management and obtained necessary representations from the management.

Basis for qualified opinion

11. We draw attention to Clause 12.1 of Part III of the Scheme (attached herewith as Annexure A) which describes that the common control business combination is proposed to be accounted on the Appointed Date defined therein instead of the acquisition date which is at variance from the relevant requirements of Ind-AS 103, Business Combinations.

Qualified opinion

12. Based on the procedures performed by us, as referred in paragraph 10 above, and according to the information and explanations given to us, except for the possible effects matters stated in paragraph 11 above, we are of the opinion that the proposed accounting as contained in the Annexure A, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable accounting standards notified by the Central Government under section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles and MCA circular.

Restriction on Use

13. This report has been issued at the request of the Company and is addressed to and provided to the Board of Directors pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onwards submission to the Bombay Stock Exchange (BSE), National Stock Exchange (NSE) and any other regulatory authority in connection with the Scheme, and should not be used for any other person or purpose or distributed to anyone or referred to in any document. Our examination relates to the matters specified in this report, and does not extend to the Company as a whole. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

Sanjay Vij
Digitally signed by Sanjay Vij
DN: cn=Sanjay Vij, c=IN, o=Personal, email=sanjay.vij@srb.in
Date: 2024.11.28 20:04:09 +05'30'

per Sanjay Vij
Partner
Membership Number: 095169
UDIN: 24095169BKFNGF4172
Date: November 28, 2024

ANNEXURE – A

Extract of Clause 12.1 of Part III of the Scheme of Amalgamation

12.1 Upon the effectiveness of this Scheme and with effect from the Appointed Date, the Amalgamated Company shall account for the amalgamation in its books as per applicable accounting principles prescribed under "Pooling of Interest Method" of accounting as laid down in Appendix C of Ind AS 103 "Business Combinations" prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, relevant clarifications issued by the Ind AS Transition Facilitation Group (ITFG) of the Institute of Chartered Accountants of India, Circulars issued by the Ministry of Corporate Affairs and other generally accepted accounting principles in India or any other relevant or related requirement under the Act, as applicable:

(a) The Amalgamated Company shall, record in its standalone financial statements, all the assets (including goodwill, if any and other intangible assets), liabilities and reserves, if any, of the Amalgamating Company vested in it pursuant to this Scheme at the respective books values thereof as appearing in the consolidated financial statements of the Amalgamated Company.

(b) Amalgamated Company shall record the reserves of the Amalgamating Company in its standalone financial statements in the same form and at the same values as appearing in the consolidated financial statements of the Amalgamated Company.

(c) Upon coming into effect of this Scheme, to the extent there are inter-corporate loans / advances, deposits balances or other obligations, if any, as between Amalgamated Company and the Amalgamating Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Amalgamated Company for the reduction of any assets or liabilities, as the case may be and there shall be no accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from Appointed Date.

(d) The value of all investments held by the Amalgamated Company in the Amalgamating Company in any form, shall stand cancelled pursuant to the scheme becoming effective and there shall be no further obligation in that behalf.

(e) The surplus, if any arising after taking the effect of clause (a), clause (b) and clause (d), after adjustment of clause (c), shall be transferred to Capital Reserve in the financial statements of the Amalgamated Company. The deficit, if any arising after taking the effect of clause (a), clause (b), clause (d), after adjustment of clause (c) and adjustment of previously existing credit balance in capital reserve, if any, shall be debited to Retained Earnings in the financial statements of the Amalgamated Company.

(f) In case of any difference in accounting policies between the Amalgamated Company and the Amalgamating Company, the accounting policies followed by the Transferee Company shall prevail.

(g) Comparative financial information in the financial statements of the Amalgamated Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the appointed date.

(h) Any matter not dealt with hereinabove shall be dealt with in accordance with the requirement of applicable Ind AS.

Extract of Clause 1.1 of Part I of the Scheme of Amalgamation

"Appointed Date" means 01st January, 2024 or such other date as the Hon'ble NCLT may decide/ approve, being the date with effect from which the Scheme shall become operative and / or be deemed to have become operative as stated herein;

For and on behalf of J.K. Cement Limited

ANOOP KUMAR SHUKLA

Digitally signed by ANOOP KUMAR SHUKLA
Date: 2024.11.28 18:59:52 +05'30'

Anoop Shukla
President (Accounts & Consolidation)

IN THE NATIONAL COMPANY LAW TRIBUNAL

ALLAHABAD BENCH, PRAYAGRAJ

CA (CAA) No.04/ALD/2025
(First Motion)

(Under Section 230 to 232 and other Applicable Provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements& Amalgamations) Rules, 2016 and other applicable rules made thereunder)

IN THE MATTER OF SCHEME OF AMALGAMATION OF:

Toshali Cements Private Limited

Registered office at Kamla Tower, 29/1
Dwarikadheesh Road, Bara Chauraha,
Kanpur Nagar- 208001, Uttar Pradesh, India.
PAN: AABCT8989K
CIN: U26942UP2002PTC211282

...Transferor Company/Applicant Company No. 1

with

JK Cement Limited

Registered office at:
Kamla Tower, Dwarikadheesh Road,
Kanpur Nagar- 208001, Uttar Pradesh, India
PAN: AABCJ0355R
CIN: L17229UP1994PLC017199

...Transferee Company/Applicant Company No.2

And

Their Respective Shareholders and Creditors.

Order Pronounced on: 05.03.2025

-Sd-

-Sd-

CORAM:

Sh. Praveen Gupta : Member (Judicial)

Sh. Ashish Verma : Member (Technical)

Appearances:

Mr. Rahul Agarwal, Adv. : For the Applicant Companies

ORDER

1. This is a first motion joint Application filed by the Applicant Companies namely - **Toshali Cements Private Limited** (Transferor Company/Applicant Company No. 1) and **JK Cement Limited** (Transferee Company/Applicant Company No. 2) under Sections 230 & 232 of the Companies Act, 2013 (the Act), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, in relation to the Scheme of Amalgamation of Toshali Cements Private Limited with JK Cement Limited. The said Scheme is attached as **Annexure 1** of the Application.

2. The Applicant Companies have prayed for dispensation of the requirement of convening meetings of the Equity Shareholders and Secured Creditors of Applicant Company No. 1 and Equity Shareholders, Secured Creditors and Un-Secured Creditors of Applicant Company No. 2. The Applicant Companies have also prayed for convening of meeting of Un-Secured Creditors of Applicant Company No. 1 through Video Conferencing/Other Audio Visual Means (**"VC/OAVM"**) with facility of remote e-voting under the supervision of this Tribunal; and to pass necessary directions for convening, holding and conducting of such meeting.

3. The Applicant Company No. 1 is engaged in the business of manufacture and sale of grey cement. Presently, the Applicant Company No. 1 operates an Integrated Grey Cement Plant at Ampavalli, Pottangi Tehsil, Koraput District, Odisha and a Grinding Unit at Indranipatna Village, Tangi-Choudwar Tehsil, Cuttack District, Odisha having a total cement capacity of 0.6 MnTPA.

4. The Applicant Company No. 2 is a well-established company manufacturing and marketing grey cement, white cement, white cement based wall putty and other building materials/cementitious products. Its integrated grey cement manufacturing facilities are situated at Nimbahera, Mangrol and Gotan in the State of Rajasthan, Panna in the State of Madhya Pradesh and Muddapur in the State of Karnataka. Further, its grinding units are situated at Jharli in the State of Haryana, Balasinor in the State of Gujarat, Ujjain in the State of Madhya Pradesh and Aligarh, Prayagraj & Hamirpur in the State of Uttar Pradesh. Its integrated white cement manufacturing facility is situated at Gotan in the State of Rajasthan. It also has a wall putty manufacturing facility at Gotan in the State of Rajasthan and Katni in the State of Madhya Pradesh. The Applicant Company No. 2 also has an integrated dual process white cum grey cement manufacturing unit with an installed capacity of 0.6 million tonnes per annum White Cement or 1.0 million tonnes per annum Grey Cement in the Free Zone of Emirate of Fujairah, UAE.

5. The Applicant Company No. 2's equity shares are listed on the National Stock Exchange of India Limited & The BSE Limited (**"Stock Exchanges"**).

6. The Applicant Companies have their respective registered offices in the State of Uttar Pradesh and hence are under the jurisdiction of the Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj. Accordingly, the Transferor Company and the Transferee Company are joint Applicants in the present Application.

7. The Applicant Company No. 1 is a Wholly Owned Subsidiary of the Applicant Company No. 2.

8. The Scheme is expected to enable consolidation, better realization of potential of the businesses, yield beneficial results and enhanced value creation for the

Applicant Companies, their respective shareholders, lenders, employees and other stakeholders. The Scheme is proposed with a view, inter alia, to achieve the following benefits:

a. The consolidation of business would create synergies between the businesses of the Applicant Companies thereby enabling pooling of financial, marketing, technical, distribution and other resources along with optimum utilization of resources.

b. Efficient and economical cost management, cost savings, better alignment, coordination and streamlining of day-to-day operations of the units and will provide a larger and stronger base for potential future growth.

c. Consolidation of business would result in simplification of the existing corporate structure and eliminate administrative duplications, consequently rationalization of administrative expenses/ services as well as reducing multiple legal and regulatory compliances

d. The Scheme would enable J.K. Cement Limited which has limited presence of marketing of grey cement in eastern India, to position itself in a better equipped manner to service customer needs on the basis their combined portfolio of products and marketing capabilities in eastern India;

e. Consolidation of business would allow for streamlined decision making process, help in better utilization of human resources and providing access to a larger and more diverse talent pool leading to improved expertise, skills and capabilities. It will also further development and growth for the employees in their future career opportunities.

f. The Scheme would result in augmenting grey cement manufacturing footprint by increasing scale of manufacturing operations and better business potential by accessing new markets, segments, product offerings and customers in Eastern India.

g. The Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders of each of the Companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

9. It is stated that the Board of Directors of the Applicant Companies in their respective meetings held on 26th October, 2024, have duly considered and unanimously approved the proposed Scheme of Amalgamation. The copy of the Board Resolutions of both the Applicant Companies are annexed with the Application as **Annexure 10**.

10. The appointed date of the Scheme is 01.01.2024 as mentioned in Clause 1 of Part I - *Definitions and Interpretatio*n of the Scheme of Amalgamation which is annexed as **Annexure 1** with the application.

11. It is submitted that in terms of the provisions of Section 230(7) and Section 232(3) of the Act, the Applicant Company No. 2 has filed Certificate dated 28.11.2024 issued by its Statutory Auditors, certifying that the Scheme is in compliance with all the Accounting Standards prescribed under Section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles in India, read with General Circular No. 09/2019 issued by the Ministry of Corporate Affairs dated August 21, 2019 (MCA Circular); SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the same is annexed as **Annexure 11** with Application.

12. It is submitted that in terms of the provisions of Section 230(7) and Section 232(3) of the Act, the Applicant Company No. 1 has filed Certificate dated 29.11.2024 issued by its Statutory Auditors, certifying that the Scheme is in compliance with all the Accounting Standards prescribed under Section 133 of the Act read with relevant rules thereunder and other Generally Accepted Accounting Principles in India, read with General Circular No. 09/2019 issued by the Ministry of Corporate Affairs dated August 21, 2019 (MCA Circular); SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015 and circulars issued thereunder and the same is annexed as **Annexure 12** with Application.

13. It is further submitted that Applicant Company No. 1 is a wholly owned subsidiary of the Applicant Company No. 2. Since, it is an amalgamation of a Wholly Owned Subsidiary with its Holding Company, no new shares will be issued as consideration pursuant to the Scheme of Amalgamation. Hence, no Report on Valuation of Shares or Share Exchange Ratio is required for the proposed Scheme of Amalgamation.

14. It is submitted that the Scheme (**Annexure 1** of the Application) also takes care of the interests of the workmen and staff (employees) of the Applicant Companies, by virtue of Clause 8 of Part III - *Amalgamation of Amalgamating Company with Amalgamated Company* of the Scheme.

15. It is stated by the Applicants that there is no legal proceeding, inquiry, inspection, investigation,

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prosecution, litigation pending before any court of law or Tribunal against any of the Applicant Companies which may have any impact on the Scheme of Amalgamation or vice versa.

16. It is further submitted there is no sectoral regulator in any of the Applicant Companies whose approval may be required for the sanction of the Scheme of Amalgamation except the statutory authorities, i.e., (a) the Central Government through the office of the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi; (b) the Registrar of Companies, Uttar Pradesh, Kanpur; (c) the Official Liquidator, Uttar Pradesh, Prayagraj; and (d) the Income Tax Department.

17. It is also submitted that the proposed Scheme of Amalgamation will not attract the requirement relating to obtaining approval from Competition Commission of India as per the relevant provisions of the Competition Act, 2002. Hence, no intimation to or approval from the Competition Commission of India (CCI) is required for the present Scheme of Amalgamation.

18. It is also stated that the proposed Scheme of Amalgamation will not attract the requirement for obtaining prior approval of the Stock Exchanges as the same is exempt under Regulation 37(6) of SEBI (LODR) Regulations, 2015. In light of this, the listed company, i.e., Applicant Company No. 2 is only required to file the Scheme with the Stock Exchanges for the purposes of disclosure. A copy of the disclosure with respect to the Scheme as submitted by the Applicant Company No. 2 with Stock Exchanges is annexed as **Annexure 22** to the Application.

19. The Applicant Company No.1 is wholly owned subsidiary of the Transferee Company in which shares of Applicant Company are held by the following shareholders: -

List of Equity Shareholders as on 30.9.2024

S. No.	Name of the Shareholder	Address	Folio No./DP ID-Client ID	Number Of Equity Shares Held	Amount Paid up Rs.	%
1	M/s J.K Cement Limited	Kamla Tower, Kanpur,UP-208001	IN301330-19859578	937476400	937476400	100 %
2	Dr. NidhiPati Singhanis	17, Oak Drive, DLF Chattarpur, South Delhi-Delhi-110074	IN300888-14414884	1*	100	0
3	Dr. Raghavpat Singhania	17, Oak Drive, DLF Chattarpur, South Delhi-Delhi-110074	IN301330-20931689	1*	100	0
4	Mr. Madhavkrishna Singhania	17, Oak Drive, DLF Chattarpur, South Delhi-110074	IN3010330-21013732	1*	100	0
5	Mr. Ajay Kumar Saraogi	2-A/175,Azad Nagar, Kanpur, U.P-208002	IN300556-10015178	1*	100	0
6	Mr. Prashant Seth	112/2-A, Raj Tower, Flat No. 304, Benajhabar Road, Kanpur-UP-208002	IN300556-10023477	1*	100	0

7	Mr. Shambhu Singh	Flat No. 1001, Tirumala Residency, House o. 7/17, Raina Market, Tilak Nagar, Kanpur, UP-208002	IN301330-21094503	1*	100	0
		Total		**9374770**	**937477000**	**100 %**

***Nominee Director**

20. The Applicant Company No. 1 obtained Consent Affidavits from all its Equity Shareholders and sole Secured Creditor for the proposed Scheme of Amalgamation. Detail of the same is given below:

Company	**No. of Shareholders**	**Consent Given**	**No. of Secured Creditors**	**Consent Given**
Transferor Company	**7**	*All* [**Annexure 14** to the Application]	**1***	*All*

21. As per the 'List of Secured Creditors of the Applicant Company No. 1/Transferor Company as on 30th September, 2024 as certified by an

Independent Chartered Accountant' annexed with the Application as **Annexure 15**, Applicant Company No. 1 had 3 (three) Secured Creditors, namely, State Bank of India, ICICI Bank Limited and Tata Motors Finance Limited. However, after the filing of the Application with this Tribunal on 20th December, 2024, the dues towards ICICI Bank Limited and Tata Motors Finance Limited have been discharged in full and 'No Dues Certificate' have been obtained from them, which have been brought on record before the Hon'ble Tribunal by way of **Annexures S.A.-2** and **Annexures S.A.-3** to Supplementary Affidavit dated 31.01.2025 filed with this Tribunal on 05.02.2025. Consent Affidavit from the remaining Secured Creditor Being State Bank of India is annexed as **Annexure 16** to the Application and Letter of Authorization in favour of Mr. Praveen Agarwal (Chief Manager - Overseas Branch, Civil Lines, Kanpur; Employee ID – 7595433) by whom the consent affidavit had been issued on behalf of State Bank of India has been brought on record as **Annexure S.A.-1** to the Supplementary Affidavit.

22. Applicant Company No. 1 has 252 Un-secured creditors as on 30.09.2024 having outstanding dues of ₹1,42,74,25,620/-, whose meeting is required to be convened.

23. The Applicants have submitted that the Transferee Company is not required to obtain Consent Affidavits from its Shareholders, Secured Creditors and Unsecured Creditors and convene their respective meetings for the proposed Scheme of Amalgamation in view of the following:

a. There is no compromise or arrangement whatsoever between the Transferee Company and its shareholders or creditors within the meaning of Sections 230 or 232 of the Companies Act, 2013.

b. The Transferor Company is a wholly owned (100%) subsidiary of the Transferee Company itself and no shares whatsoever is to be issued in consideration by the Transferee Company in terms of the Scheme.

c. The Scheme thus does not involve any re-organisation or restructuring of the capital of the Transferee Company.

d. By virtue of the Scheme, there will be no change in control and management of the Transferee Company.

e. The aggregate assets of the Transferor Company and Transferee Company are also more than sufficient to meet all their liabilities.

f. The rights of the shareholders and creditors of the Transferee Company are thus not affected in any manner whatsoever by the Scheme.

g. This Tribunal in a similar case in Company Application CA (CAA) No. 21/ALD/2023 *[**Re: T N S Hotels and Resorts Private Limited and Mirza International Limited**]* held that the Transferee Company is not required to obtain consent affidavits or convene meetings of its Equity Shareholders, Secured and Un-Secured Creditors.

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h. Various Benches of the Hon'ble Tribunal, in several cases, have held that when the Transferor Company is a wholly owned subsidiary of the Transferee Company, requirement of obtaining consents from Shareholders, Secured Creditors and Un-Secured Creditors of the Transferee Company are not mandatory; and meetings of Shareholders, Secured Creditors and Un-Secured Creditors of the Transferee Company were dispensed with in such cases.

i. Copies of some of the Orders passed by this Hon'ble NCLT in the following cases have been enclosed with the petition:

- Jaykaycem (Central) Limited (Transferor Company) with J.K. Cement Limited (Transferee Company) ***[CA(CAA)/1/2022*** *and* ***CP(CAA)/4/2022]***

- Hobbits International Foods Private Limited & Sunrise Sheetgrah Private Limited (Transferor Companies) with ITC Limited (Transferee Company) [***CA 273/ALD/2020*** *and* ***CP 02/ALD/2021***].

24. Based on the above, the Applicants have prayed for dispensation of the requirement of convening meetings of the Equity Shareholders and Secured Creditors of Applicant Company No. 1 and Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company No. 2 for the purpose of considering and approving the Scheme of Amalgamation. The Learned Counsel of the Applicant Companies, however, fairly submitted that the Transferee Company is open to publish notice of the proposed Scheme of Amalgamation on the Applicant Company No. 2's website and inform the Stock Exchange to upload on its Portals for information of all its Secured Creditors and Un-Secured Creditors inviting their objections/comments to the Scheme. The same has also been recorded in the order dated 20.02.2025 by this bench, wherein the following observations were made:

"*ORDER*

...

2. Ld. Counsel for the Applicant Companies further submits that since the amalgamation is only of the transferor company which is wholly owned subsidiary of the transferee company as aforesaid, therefore there may not be a necessity to hold the meeting of the shareholders as well as the secured/unsecured creditors of the transferee company being the holding company of the transferor company, and in that view, the notices however would be flashed on the website of the company. Apart from this, the notification would also be flashed by requesting to the concerned stock exchange on their portal as well as on the dedicated platforms, if any."

25. The Applicant Companies have also prayed for convening of meeting of Un-Secured Creditors of Applicant Company No. 1 through Video Conferencing/Other Audio Visual Means with facility of remote e-voting under the supervision of this

Tribunal; and to pass necessary directions for convening, holding and conducting of such meeting.

26. We have carefully perused the documents filed by the Applicants and considered the averments made in support of the dispensation of meetings.

27. Accordingly, the directions of this Bench in the present case are as under:

I. **In relation to the Transferor Company/Applicant Company No. 1:**

a. The meeting of the Equity Shareholders of Applicant Company No. 1/Transferor Company is dispensed herewith, keeping in view that all Equity Shareholders have given their consents by way of affidavits.

b. The meeting of the Secured Creditor of Applicant Company No. 1/Transferor Company is dispensed herewith, keeping in view that its sole Secured Creditor has given its consent by way of an affidavit.

c. The meeting of the Un-Secured Creditors of Applicant Company No. 1/Transferor Company shall be convened as prayed by way of VC/OAVM on **Saturday, 26.04.2025 at**

11:00 am for the purpose of considering, and, if thought fit, approving the said Scheme of Arrangement, with or without modification. The quorum of the meeting of the Unsecured Creditors shall be in accordance with the provisions of Companies Act and the rules made thereunder. Since the meeting of the Un-secured creditors of Applicant Company No. 1 is to be held through VC/OAVM, physical attendance of the Un-secured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Un-secured creditors will not be available.

II. In relation to the Transferee Company/Applicant Company No. 2:

a. The meeting of the Equity Shareholders of Transferee Company/Applicant Company No. 2 is dispensed herewith, keeping in view of the averments made by the Applicant Transferee Company.

b. The meeting of the Secured Creditors of Transferee Company/Applicant Company No. 2 is dispensed herewith, keeping in view of the averments made by the Applicant

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Transferee Company.

c. The meeting of the Un-Secured Creditors of Transferee Company/Applicant Company No. 2 is dispensed herewith, keeping in view of the averments made by the Applicant Transferee Company.

d. As submitted by the Learned Counsel of the Applicant Companies, the Applicant Company No. 2 will publish notices of the proposed Scheme of Amalgamation for all the Secured Creditors and Un-Secured Creditors by way of publishing on the Applicant Company No. 2's website and the Stock Exchange Portals, inviting their objections/comments to the proposed Scheme of Amalgamation which may be filed with this Tribunal within a period of **30 (Thirty) days** from the date of publishing such notice.

III. In case the required quorum as noted above for the meeting is not present at the commencement of the meeting, the meeting shall be adjourned by 30 minutes and thereafter the persons shall be deemed to constitute the quorum.

IV. **Mr. Rajasekhar V.K**, Mobile No. 8420463344 and email-id: rajasekhar.vk@gmail.com is appointed as the Chairperson of the meeting to be held, as aforesaid. The Chairperson shall be paid a sum of ₹2,00,000/- for conducting the aforesaid meeting as Chairperson.

V. **Mr. Deependra Mohan**, Mobile No. 9319100624 and email-id: sngagra@gmail.com is appointed as the Alternate Chairperson of the meeting to be held, as aforesaid. The Alternate Chairperson shall be paid a sum of ₹1,50,000/-.

VI. The Chairperson shall have all other powers under the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 read with the other applicable rules and provisions in relation to conduct of the meetings, including for deciding procedural questions that may arise at the meeting(s) or at any adjournment thereof, or any other matter relating to the meetings, including an amendment to the Composite Scheme of Arrangement, if any, proposed by any persons.

VII. **Mr. Abhishek Mishra**, Mobile No. 9452739057 and email-id: abhishekmishra1612@gmail.com is appointed as the Scrutinizer of the meeting to be held, as aforesaid. The Scrutinizer shall be paid a sum of ₹1,00,000/- to act as Scrutinizer for the aforesaid meeting.

VIII. The fee of the Chairperson/Alternate Chairperson and Scrutinizer shall be borne by the Resulting Company.

IX. Apart from the above remuneration, the Resulting Company shall make necessary and proper arrangements for travel/transport, stay, and other allied expenses.

X. At least 30 (thirty) clear days before the date of the meeting to be held, as aforesaid, notice convening the said meeting by VC/OAVM on the day, date and time aforesaid, along with all documents required to be sent with the same, including a copy of the said Scheme, a copy of the Explanatory statement required to be sent under Section 230 of the Companies Act, 2013, shall be sent to each of the Unsecured Creditors of the Applicant Company No. 1 having outstanding dues greater than or equal to ₹50,000 as on the 'cut-off date' as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by registered post or speed post or through courier at their respective or last known addresses or by e- mail to the registered e-mail address as per the records of the Applicant Company No. 1. The said notice shall be posted on the website, if any, of such Applicant Company No. 1.

XI. It is further directed that along with the notices for convening meeting of Un-secured creditors, the Applicant Company No. 1 shall also send statements explaining the effect of the Scheme on the creditors, shareholders, key managerial personnel, promoters and non-promoter members, etc. along with the effect of the Scheme of Amalgamation on any material interests of the Directors of the Applicant Companies provided under sub-section (3) of Section 230 of the Act.

XII. It is further directed that the supplementary Unaudited Financial Statements of the Applicant Companies as on 30.09.2024 shall also be circulated along with the Notice of the aforesaid meetings in terms of Section 232(2)(e) of the Companies Act, 2013.

XIII. With respect to the meeting of the Un-secured creditors of the Applicant Company No. 1, the 'cut-off date' for determining the eligibility to vote and value of votes shall be **28.02.2025**. The value of the votes cast shall be reckoned and scrutinized with reference to the said dates. The value and number of each of the Unsecured Creditors of the Applicant Company No. 1 shall be in accordance with the books and records of the Applicant Company No. 1 and as on the cut-off date, where entries in the books/register are disputed, the Chairperson shall determine the value for purposes of the said meetings and his decision in that behalf would be final.

XIV. At **least 30 (thirty) clear days** before the meeting to be held, as aforesaid, an advertisement of the notice of meeting at the place, day and time aforesaid, stating that copies of the Scheme and the statement containing necessary details required to be filed pursuant to Section 230 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and that the Explanatory Statement & other Annexures to the notice for convening meeting of Un-secured creditors can be obtained free of charge at the registered office of the Applicant Company No. 1, shall be published once each in the "Business Standard" (Kanpur edition) in English and "Dainik Jagran" (Kanpur edition) in Hindi as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

XV. It shall be the responsibility of the Applicant companies to ensure that the notices are sent under the signature and supervision of the Chairperson and that the Applicant Companies shall file their affidavits in the Tribunal at 7 days before the date fixed for the meetings.

XVI. Voting is allowed on the proposed Scheme through remote e-voting process in compliance with the guidelines issued by the Ministry of Corporate Affairs in this regard.

XVII. A person, including a Body Corporate, entitled to attend and vote in the meeting, as aforesaid, may do so through an authorized representative, provided a letter of authorization by the Board of Directors or a certified copy of the resolution passed by the Board of Directors or other governing body of such Body Corporate authorizing such representative to attend and vote at the Meeting through VC/ OAVM on its behalf along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at abhishekmishra1612@gmail.com with a copy marked to the Applicant Company No. 1 on the Applicant Company No. 1's email address not later than **48 (forty-eight) hours** before the time for holding such meeting.

XVIII. The resolution for approval of the Scheme of Amalgamation put to vote in a meeting shall, if passed by a majority of persons representing three- fourths in value of the Unsecured Creditors, shall be deemed to have been duly passed on the date of such meeting under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

XIX. The votes cast shall be scrutinized by the Scrutinizer. The Scrutinizer's report will contain his/her findings on the compliance to the directions given in Para X to XVIII above.

XX. The Chairperson shall be responsible to report the result of the meetings to the Tribunal in Form No. CAA-4, as per Rule 14 of the Companies (Compromises, Arrangements and

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Amalgamations) Rules, 2016 within 7 (seven) working days of the conclusion of the meetings. The Chairperson would be fully assisted by the authorized representative/Company Secretary of the Applicant Company No. 1 and the Scrutinizer, who will assist the Chairperson/Alternate Chairperson in preparing and finalizing the Reports.

XXI. The Applicant Companies shall individually and in compliance of sub-section (5) of Section 230 of the Act and Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 send notices in Form No. CAA-3 along with copy of the Scheme, Explanatory Statement and the disclosures mentioned in Rule 6 of the "Rules" to (i) Central Government through the Regional Director (Northern Region), Ministry of Corporate Affairs, New Delhi; having email id – rd.north@mca.gov.in (ii) Jurisdictional Registrar of Companies-Kanpur; having email id – roc.kanpur@mca.gov.in (iii) Income-Tax Department having jurisdiction over the Applicant Companies by mentioning the PAN number of the Applicant Companies and to the Principal Chief Commissioner of Income Tax

(PCCIT), Lucknow being the nodal officer, having email id – lucknow.pccit@incometax.gov.in ; (iv) the Official Liquidator, Uttar Pradesh, Prayagraj having email id – ol.allahabad@mca.gov.in and to such other Sectoral Regulator(s) governing the business of the Applicant Companies, if any, stating that report on the same, if any, shall be sent to this Tribunal within a period of 30 days from the date of receipt of such notice and copy of such report shall be simultaneously sent to the Applicant Companies, failing which it shall be presumed that they have no objection to the proposed Scheme of Amalgamation.

XXII. The Applicant Companies shall furnish a copy of the Scheme free of charge within one day of any requisition for the Scheme of amalgamation made by any unsecured creditor entitled to attend the meeting as aforesaid.

XXIII. The Authorized Representative of the Applicant Companies shall furnish an Affidavit of Service of Notice of Meeting and publication of advertisement and compliance of all directions contained herein at least seven days before the date fixed for the meeting.

XXIV. All the aforesaid directions are to be complied

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with strictly in accordance with the applicable laws including forms and formats contained in the Rules as well as the provisions of the Companies Act, 2013 by the Applicant Companies.

28. The Second Motion petition shall be filed within 7 days from the date of submission of the report by the Chairperson in accordance with the provisions of rule 15 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

29. With the aforesaid directions, this First Motion Application stands disposed off. A copy of this order be supplied to the learned counsel for the Applicant Companies who in turn shall supply a copy of the same to the Chairperson and the Scrutinizer immediately.

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(ASHISH VERMA)
Member (Technical)

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(PRAVEEN GUPTA)
Member (Judicial)

Date: 05.03.2025