



**Date: 19<sup>th</sup> June, 2025**

To,  
**BSE Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400 001  
corp.relations@bseindia.com  
**Scrip Code - 532323**

**Sub: Annual Report for the FY 2024-25 including Notice of the 39<sup>th</sup> Annual General Meeting ('AGM') of the Company - Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

This is to inform that the 39<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Monday, 14<sup>th</sup> day of July, 2025 at 03:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), we enclose herewith the Annual Report of the Company for the FY 2024-25 which includes the Notice convening the 39<sup>th</sup> Annual General Meeting of the Company which is being sent simultaneously only through electronic mode to the Members, who have registered their e-mail addresses with the Company/Depositories.

The Annual Report which includes the Notice of 39<sup>th</sup> AGM is also uploaded on the Company's website [www.shivacement.com](http://www.shivacement.com) and the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).

The above is for your kind information and record.

Thanking You,

Yours sincerely,  
**For Shiva Cement Limited**

**Ishika Sharma**  
**Company Secretary**

**SHIVA CEMENT LIMITED**

CIN L26942OR1985PLC001557

Registered Office address- Village Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh, Odisha- 770018.

E-mail-id: corporate@shivacement.com | Phone (Off.): 0661-2461300 | Website: [www.shivacement.com](http://www.shivacement.com)

**STRONG  
ROOTS.  
SUSTAINABLE  
RISE.**



Shiva Cement Limited  
Annual Report 2024-25



A true visionary,  
A legendary industrialist,  
A great philanthropist,  
A legacy that will always be cherished!



Shri O.P. Jindal

7<sup>th</sup> August, 1930 - 31<sup>st</sup> March, 2005  
Founder and Visionary, O. P. Jindal Group



His life was an inspirational journey leading millions to follow the  
enlightened path.

We will always carry on his values, an epitome of indomitable courage,  
endurance and integrity, his legacy will always remain with us.

As we take leaps towards the future, we are fully committed to honour his  
vision and keep his legacy alive & carrying it forward to greater heights.

# STRONG ROOTS. SUSTAINABLE RISE.

Resilience. That is how we navigated the challenging FY 2024-25 cement sector environment. We leveraged adversity to strengthen our operational and sustainable foundation. We made significant strides in our 1 MTPA grinding unit project which is set up being in Sambhalpur, Odisha, which is nearing completion, and targeting commissioning by first half of FY26. This initiative will enhance clinker utilisation and fortify our integrated supply chain, positioning us to meet the growing cement demand.

Our commitment to sustainability is evident from the adoption of advanced technologies like the Waste Heat Recovery System (WHRS) and co-processing, which optimises operations while significantly reducing our environmental footprint.

The successful utilisation of our rights issue proceeds shows our strategic foresight through investment in growth projects for long-term profitability. Our robust partnership with JSW Cement continues to provide us with demand and revenue visibility. With a fortified foundation and clear vision for sustainability, Shiva Cement is well-positioned to seize opportunities that will arrive as the market starts to recover. We have strong roots and we will achieve a sustainable rise.



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Know more  
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<https://shivacement.com>

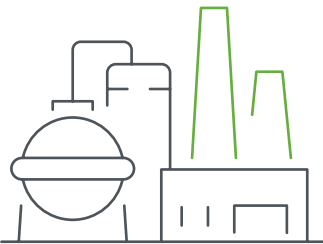
# QUANTIFYING OUR PROGRESS



## Financial highlights

**₹ 31,117.22 Lakhs**

Our revenue



## Manufacturing Capacity

**4,000 TPD**

Clinker Capacity

**8.9 MW**

Waste heat powerplant capacity



## Employees

**220**

Total number of employees

**NIL Hours**

Lost time injuries

**47,136  
Manhours**

Safety training hours



## CSR

**₹ 153.14 Lakhs**

CSR spending

\*Spent by JSW Cement Limited, Holding Company.

**1,16,903**

Number of beneficiaries

About Shiva Cement

# CEMENTING SUSTAINABLE FUTURE

Shiva Cement is a subsidiary of JSW Cement Limited, which is part of the esteemed JSW Group. Established in 1985 in Odisha, the company has grown into a dynamic cement (clinker) value chain player in east India. Shiva Cement leverages its strategic location, robust raw material reserves, and synergies with JSW Cement to build a sustainable future for its stakeholders.



## KEY ADVANTAGES



### Strategic location

We are situated near the borders of three states: Odisha, Chhattisgarh, and Jharkhand.



### Synergies with the parent

Our manufacturing facility serves as a vital feeder to JSW Cement's eastern plants



### Proximity to raw materials

We are close to abundant raw materials like limestone, slag, fly ash



### Excellent connectivity

State highway – 2 Km

Nearby railway stations

Sonakhan 19 km

Sagra 24 km

We adopt best-in-class practices and leverage JSW Cement's industry leadership to strengthen our competitive edge, driving operational excellence and market expansion in the region.

## VISION

We, at Shiva Cement, share a vision to emerge as an innovative, cost-efficient and socially responsible organisation to augment growth along with that of our stakeholders and serve the nation. Shiva Cement is a strategic investment to make its parent company, JSW Cement, a 5.1 MTPA (Million Tonne Per Annum) player in the eastern part of the country and a 20.6 MTPA player across India to grow further. With a state-of-the-art setup for manufacturing sustainable products, we endeavour to support India's growth as an industrially advanced nation and achieve India's vision of 'Viksit Bharat' by 2047.

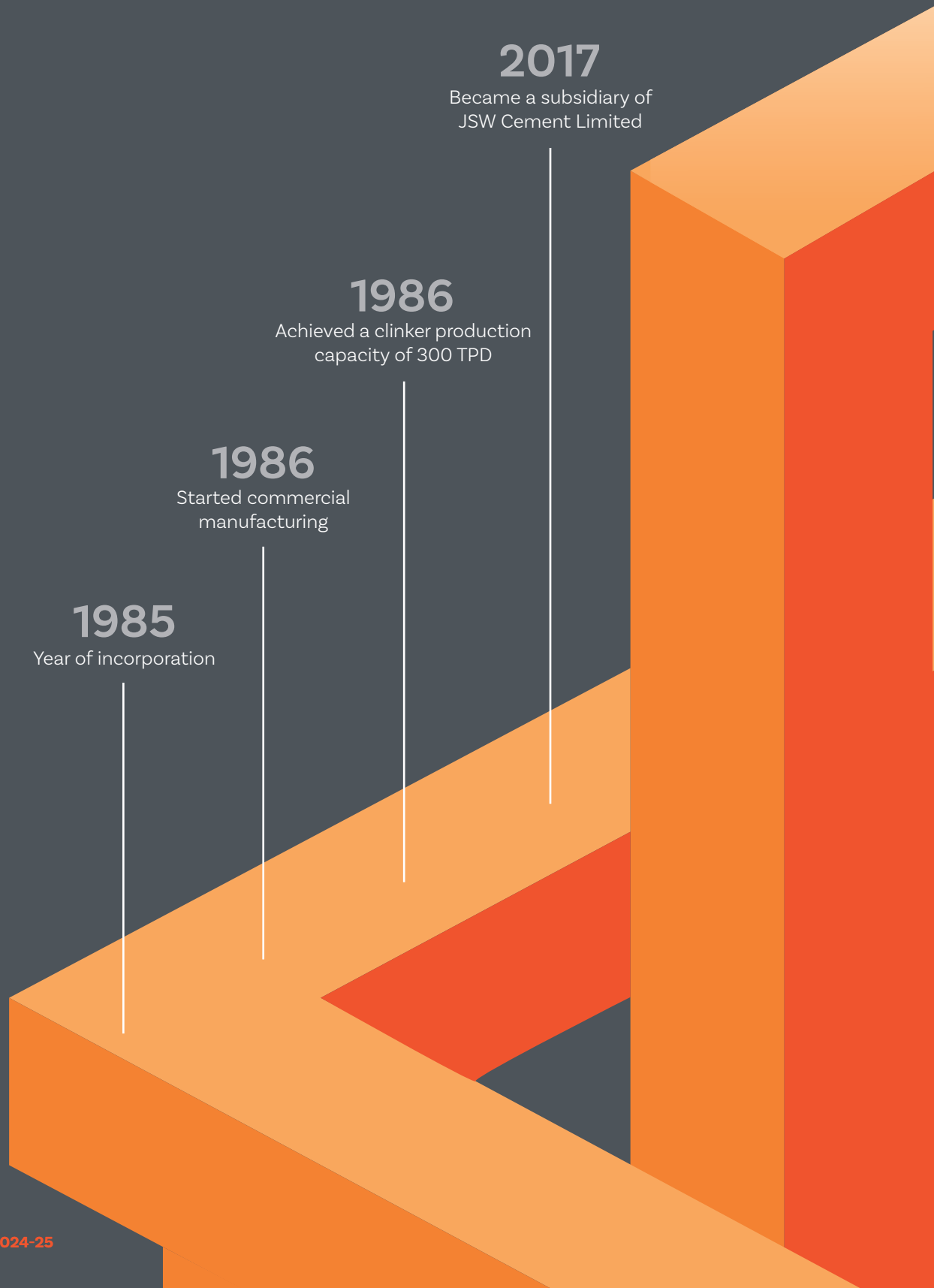


### Partnering growth with Grinding Facility

Shiva Cement is taking strides towards its vision of sustainable growth through a landmark 1 MTPA cement grinding unit at Sambhalpur, Odisha, set for completion in first half of FY26. This facility harnesses cutting-edge technology to bolster our production capacity. We aim to deliver superior cement solutions, drive regional development and uphold environmental responsibility through this expansion. This will expand our footprint in eastern India and empower us to lead the industry with innovation and excellence.

Our Journey

# STEPPING STONES OF SUCCESS



# 2018

Contributions to the upliftment of neighbouring communities through initiatives in education, healthcare, sustainable livelihoods, and rural development

# 2020

Began expansion of a new clinkerisation plant

# 2023

Inaugurated clinkerisation plant

# MESSAGE FROM THE WHOLE-TIME DIRECTOR AND CEO



Dear shareholders,

**As we reflect on the year gone by, I am pleased to share Shiva Cement's journey amidst a challenging yet transformative year. Our focus on sustainability, operational excellence and long-term growth positions us strongly for the future, despite short-term headwinds.**

## Macroeconomic landscape

The Indian cement industry in general and the eastern cement industry in particular faced a turbulent fiscal. National and Odisha state elections impacted federal as well as state infrastructure spending. The cement dispatches in India amount to 467 Mln MT in FY 2024-25 as against 445 Mln MT in FY 2023-24 (5% growth Pan India). The East region saw stronger headwinds with dispatches of 75.71 Mln MT in FY 2024-25 against 73.3 Mln MT in the previous year. The offtake of cement was especially impacted in the first two quarters of the fiscal. However, volumes and prices started recovering at the end of Q4. Anticipated increase in infrastructure spending along with strengthening rural consumption demand augurs well for the cement sector entering FY2025-26.

## The year under review

Our revenue for FY 2024-25 amounted to ₹ 31,117.22 lakhs, down from ₹ 34,681.23 lakhs in the previous year. Despite the hurdles in the form of adverse impact on production and clinker prices, we achieved operational efficiencies through debottlenecking measures and strengthening our supply chain further. We are in the process of efficiently moving our clinker through a newly constructed railway siding at "Sagra" to JSW Cement's Salboni facility. This will not only achieve some cost savings, but also make the outgoing



**Sustainability is at the heart of our operations. We use fly ash, red mud and SPC (spent pot liner) in the production of clinker, thus aligning with the circular economy. We achieved a Thermal Substitution Rate (TSR) of 15%-16% in FY 2024-25, up from 4%-5% in the previous year**

supply chain very reliable. This strategic investment will utilise 45%-50% of our clinker internally, enabling forward integration into blended cement production, optimising costs and reducing market volatility risks. This unit, expected to break even in 3-4 years, will strengthen our presence in Odisha and Jharkhand, where market assessment indicates strong long-term demand.

### Our strengths

**Synergies with parent:** JSW Cement provides us access to robust resources, enhancing operational efficiencies and market reach. The synergy supports our supply chain as well as sales of surplus clinker, ensuring financial stability.

**Strategic location:** We have proximity to high-demand markets in eastern India. Our upcoming grinding unit will leverage this advantage to service western Odisha and Jharkhand effectively.

**Robust governance:** Our commitment to transparent and ethical governance ensures trust, aligning with industry best practices and regulatory standards.

**Information technology:** Investments in IT systems have streamlined operations from supply chain management to real-time monitoring, enhancing decision-making and efficiency.

### Sustainability: A core pillar

Sustainability is at the heart of our operations. We use fly ash, red mud and SPC (spent pot liner) or blast furnace in the production of clinker, thus aligning with the circular economy. We achieved a Thermal Substitution Rate (TSR) of 15%-16% in FY 2024-25, up from 4%-5% in the previous year. We co-process non-recyclable plastic waste (NRPW), and RDF, from municipal sources to bring plastic to the end of its life in our factories, giving us plastic negative positive status and EPR credits that can be monetised. Additionally, our waste heat recovery systems now contribute approximately 50% of our power needs, reducing our carbon footprint. Our commitment to workplace safety has yielded exemplary results this year,

with zero fatalities and an excellent Lost Time Injury Frequency Rate (LTIFR). This accomplishment reflects our belief and efforts towards facilitating the safe return of every team member each day.

Our CSR initiatives focused on sustainable livelihoods, health and rural development in nearby villages. Through livelihood projects, we empowered local communities while health and rural initiatives addressed critical needs.

### Future outlook

Looking ahead, despite a challenging year, we are optimistic about FY2025-26 and beyond. The milestone of producing 1 MTPA cement will enable us to produce blended cement, optimise costs and derisk from market volatility. With a stable government and increased infrastructure spending, we anticipate robust cement demand in eastern India driven by rural housing and infrastructure projects. Our focus on cost leadership, sustainability and operational excellence will ensure that we capitalise on these opportunities. We remain focused on our long-term goals and are poised for growth, delivering value to our shareholders.

I extend my heartfelt gratitude to our employees, shareholders, customers, partners and local communities for their trust and support. With our ambition to drive sustainable growth and contribute to India's infrastructure story, we will continue to build a stronger, more efficient Shiva Cement.

Thank you,

**Manoj Kumar Rustagi**

Whole-Time Director & CEO

Operating context

# RESPONDING TO SECTORAL TRENDS

With over 10% of global installed capacity in cement production, India is the second-largest cement producer in the world after China. The Indian cement industry is projected to grow at a CAGR of ~5% from 2024 to 2029, reaching 5.09 billion tonnes by 2028-29, driven by demographic, economic, and infrastructural trends.



### India's demographic changes: Increasing demand for housing

India as the world's most populous nation, with its population projected to reach 1.5 billion by 2030 and 1.7 billion by 2050. As per the Economic Survey 2023-24, 40% of India's population will reside in urban areas by 2030, from approximately 35% today. This urban shift is amplifying demand for residential, commercial, and infrastructural development and in turn increasing demand for cement.

A report by the Confederation of Indian Industry (CII) and Knight Frank highlights that India's growing population, rising economic prosperity, and evolving aspirations will result in a cumulative affordable housing shortage of 31.2 million units by 2030. This deficit underscores the urgent need for large-scale construction to bridge the gap, particularly under initiatives like the Pradhan Mantri Awas Yojana (PMAY), which aims to deliver millions of homes in both rural and urban areas.

**The Indian cement sector, driven by environmental concerns as well as regulations, is increasingly prioritising sustainability as a key trend.**

### Infrastructure push by the government

The Indian government, in the budget 2025, allocated ₹ 11.21 trillion for infrastructure development, continuing its focus on building state-of-the-art infrastructure. This augurs well for the cement sector.

### Enhanced focus towards sustainability

The Indian cement sector, driven by environmental concerns as well as regulations, is increasingly prioritising sustainability as a key trend. Cement manufacturers are adopting innovative practices such as increasing the use of alternative fuels and raw materials (AFR) like industrial waste and biomass, to reduce reliance on fossil fuels and lower CO<sub>2</sub> emissions. More and more companies are producing blended cement, incorporating fly ash and slag in the production process. Additionally, they are investing in energy-efficient technologies, waste heat recovery systems, and renewable energy sources to optimise resource use and to align with India's net-zero goals by 2070.

### Consolidation

The cement sector has undergone significant consolidation in recent years following a series of acquisitions due to rising input costs, the need for economies of scale and increasing competition. Smaller regional players have been absorbed by larger conglomerates, leading to more concentration in the market. The top five players are expected to hold 55% by March 2025 as per ICRA . The trend is expected to continue as the industry matures further, with mid-sized players either scaling up or becoming acquisition targets in the evolving landscape.

## SHIVA CEMENT'S RESPONSE

We are strategically aligning to capitalise on growth opportunities created by India growth story. Shiva Cement has always remained at the forefront of sustainable cement production, commissioning a Waste Heat Recovery System (WHRS), enhancing energy efficiency and reducing its carbon footprint. The Shiva Cement plant is designed to achieve capacity with the lowest possible Specific Power and Fuel Consumption and can be considered as one of the most sustainable manufacturing units of JSW Cement.

## Sustainability

# A JOURNEY TOWARDS GREENER TOMORROW

**At Shiva Cement, sustainability is the core of our operations. Since resuming operations in early 2023, Shiva Cement has made significant strides in its sustainability journey. The plant has been actively implementing a variety of initiatives aimed at reducing its environmental footprint, improving resource efficiency and improving social well-being.**

### Alternative Raw Materials

Embracing the circularity philosophy, in alignment with JSW Cement, Shiva Cement has been working diligently to minimise the use of virgin resources by incorporating alternative raw materials, all the while maintaining product quality. During FY2024-25, we successfully utilised a range of alternative materials such as Flue Dust, Red Mud, and Spent Pot Liner (SPL) replacing ~4% of our total raw material requirements. This helped us conserve natural Iron Ore and Bauxite.

### Clean Energy Sources

The high energy-intensive clinkering process, offers significant potential for energy efficiency improvements. In mid-2023, Shiva Cement commissioned a Waste Heat Recovery System (WHRS) to capture and reuse the excess heat generated from the kiln and clinker cooler to generate electricity. Last fiscal more than 55% of the plant's power needs are met through WHRS, helping avoid approximately 18,000 tonnes of CO<sub>2</sub> emissions annually.

### Alternative Fuels and Raw Materials (AFR)

To further support a circular economy and reduce dependence on conventional fossil fuels and virgin raw materials, Shiva Cement

Limited started utilising Alternative Fuels (AF) into its clinkering process. Following a waste co-processing trial in FY2023-24, the plant increased its usage significantly in FY2024-25. The plant used 37,000 tonnes of waste, achieving a ~13.5% Thermal Substitution Rate (TSR) in just one year. This transition resulted in a reduction of ~28,000 tonnes of CO<sub>2</sub> emissions and also saving precious coal resources.

### Extended Producer Responsibility (EPR) Compliance and Plastic Negative Index

As a clinkering unit, the plant does not fall under the BO (Brand Owner) category under the Extended Producer Responsibility (EPR) regulations. However, we are a registered Plastic Waste Processor (PWP). In FY2024-25, the plant has processed around ~34,000 tonnes of plastic waste, equivalent to approximately 10,000 tonnes of EPR credits. This not

only helped reduce CO<sub>2</sub> emissions by ~25,000 tonnes but will also contribute to potential revenue generation. It further helped divert plastic waste from landfills and contributing to the conservation of natural resources without compromising product quality or process efficiency. These actions have positioned JSW Cement to achieve a plastic negative index greater than seven times.

### Rainwater Harvesting and Water Conservation

Water stewardship remains a key priority for Shiva Cement Limited. Though we harvest water at our mining sites for internal use but the plant currently relies on groundwater as its primary water source. At company level, JSW Cement is working towards becoming >5x water positive by 2030. Aligning with this aim, in FY2024-25, we implemented a rainwater harvesting system with a rooftop



**~13.5%** Thermal Substitution Rate (TSR)



collection and storage facility with a capacity of approximately 11,000 m<sup>3</sup>. The harvested rainwater will be used for process and utility needs, reducing our dependence on freshwater sources and contributing to groundwater recharge. Going forward, we are working on developing more recharge facilities within the premises.

### Human Rights Impact Assessment

In 2024, Shiva Cement Limited conducted a Human Rights Impact Assessment as part of our ongoing efforts to strengthen social and governance practices. This assessment involved various training sessions, focused group discussions, and one-on-one interactions with approximately 220 individuals. The outcome has led to the identification of key initiatives aimed at ensuring safe, fair, and inclusive working conditions, while promoting diversity and equality across our operations.

### Carbon Capture Utilisation Pilot Project at Shiva Cement

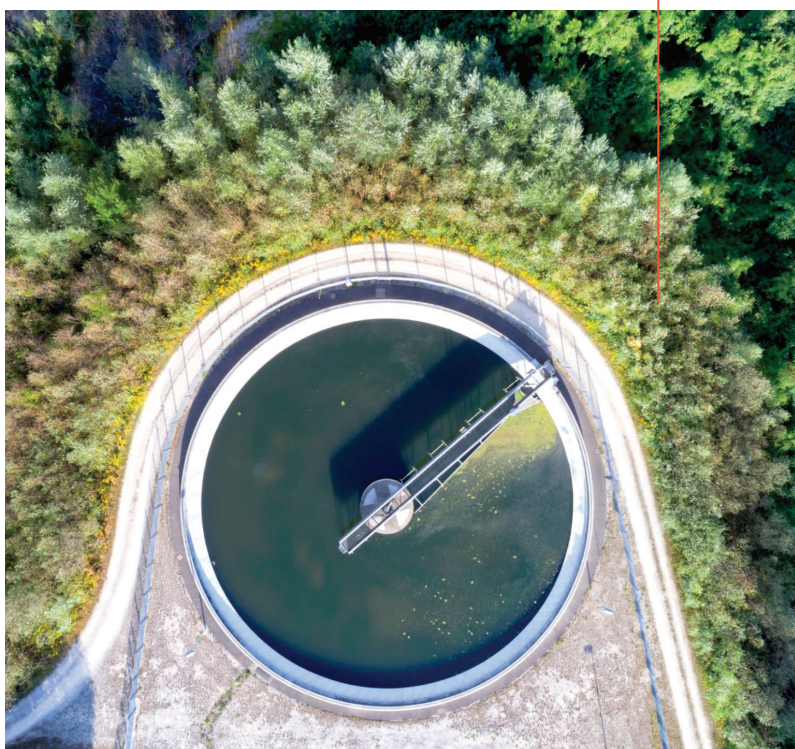
In FY2024-25, we collaborated with IIT Kanpur to submit a pilot

project proposal in response to a unique call launched by the Energy and Sustainable Technology (CEST) Division of Department of Science and Technology (DST) for mobilising Academia-Industry Consortia proposals for deployment of Carbon Capture Utilisation (CCU) in Cement Sector. The pilot, among 5 testbeds which got recently approved and received grant, showcases carbon-negative mineralisation, a

**Owing to our decarbonisation efforts, we have reduced our emissions intensity by ~4% in FY2024-25 vs FY2023-24. Going forward, we plan to further increase our green energy portfolio through solar power procurement, enhance our TSR and implement our first CCU pilot successfully**

method that locks CO<sub>2</sub> into solid minerals. This pilot will be completed in 3 years, and post successful completion, will provide opportunity to Shiva Cement to commercialise the technology to produce 'low carbon clinker' with minimal cost impact.

All the above initiatives demonstrate our commitment to sustainable manufacturing practices and align with our broader environmental and social commitments, including energy conservation, emissions reduction, and water security and social well-being. As we continue on this journey, we remain dedicated to advancing sustainability and contributing to a greener, more resilient future. Owing to our decarbonisation efforts, we have reduced our emissions intensity by ~4% in FY2024-25 vs FY2023-24. Going forward, we plan to further increase our green energy portfolio through solar power procurement, enhance our TSR and implement our first CCU pilot successfully.



Corporate social responsibility

# EMPOWERING OUR COMMUNITIES

## HEALTH



### Objectives

- Ensure 100% of institutional deliveries and immunization
- Elimination of TB from the community
- Provide medical assistance to people suffering from eye disorders
- Provide quality healthcare services to people

### Activities

- Provide TB nutritional food for TB patients of Bargaon and Kutra Block under TB Mukta Bharat Abhiyan
- 02 awareness sessions on electrical safety
- Free vision correction camp in 27 DIZ villages
- Conducted menstrual health and hygiene awareness in 21 villages
- Conducted Free Medical health camp at DIZ villages
- Continue to provide lab facilities to the villagers at CHC

### Outcomes

#### 187 TB Patients

Received nutritional support

#### 112 Villages

Participants in an electrical safety program

#### 1,850 Women

Received personal hygiene kits

#### 3,781 Patients

Treated and provided free medicine

#### 48,876

Patients benefited through the lab facility

### Eyecare

#### 6,747

People screened

#### 5,996

Spectacles provided

#### 46

Cataract surgeries performed

## EDUCATION



### Objectives

- Ensuring 0% dropout of students
- Develop proper infrastructure for students
- Improve learning outcomes of children
- Ensure quality education for all
- Promote the hidden talents of students at different levels

### Activities

- Drinking water provision in 04 schools
- Sleeping beds support for 03 residential schools
- Support to organise district-level kabaddi championship
- Continue to provide education through Digital Boards and school bus facilities
- Set up kitchen gardens in 98 Anganwadi Centers
- Regional Environment cum Mineral exposure visit for students
- Vision correction camp organised for students
- Honoured school students secured good scores in the HSC examination

### Outcomes

**455 students**

Provision of safe drinking water

**260 students**

Provision of sleeping beds

**1,420 students**

Participants in the kabaddi tournament

**120 students**

Availing the school bus facility

**4,018 students**

Anganwadi students are receiving nutritious diets through kitchen gardens

**146 students**

Participation to mineral exposure visit to Khatkurbahal mines

**1,201 students**

Eye screening

**127 students**

Received spectacles from Vision correction camp

**₹ 28 lakhs**

mobilised from DMF for the **322** HSC meritorious students of DIZ school

## LIVELIHOOD



### Objectives

- Create livelihood opportunities for the underprivileged
- Collaboration with the government to provide financial assistance
- Improve productivity to increase farmer income, soil health, skill, and knowledge

### Activities

- 398 women have been trained in tailoring, mushroom cultivation, fisheries, livestock rearing, and basket-making
- Provided training and hand-holding support to 367 (263M & 104F) farmers for cultivating vegetables on 532 acres
- 103 farmers started using Cold storage unit
- Partnered with the Horticulture Dept to introduce polyhouse farming and Drip irrigation
- 5,600 fruit-bearing saplings distributed at 24 villages
- 4 solar irrigation structures were developed

### Outcomes

**₹ 38.93 lakhs**

Earned by 203 women through fish farming, mushroom cultivation and tailoring unit

**₹ 4.30 – ₹ 5.70 lakhs**

Earned by 367 farmers from vegetable farming with drip facility

**₹ 13.47 lakhs**

Profit after doubling income for 103 farmers through the cold storage unit



## WOMEN EMPOWERMENT CASE STUDY



**Mrs. Sanchita Ekka, an underprivileged woman from Telighana village, has emerged as a successful agri-entrepreneur after receiving training and high-quality agricultural inputs from the Company. With renewed skills and confidence, she has launched a commercial vegetable farming venture on 5 acres of land.**

She now cultivates seven varieties of vegetables, including okra, sunflower, bitter gourd, cowpea, cauliflower, chili, and brinjal. This diversified approach has significantly enhanced her productivity and marketability.

As a result of her dedication and the support received, her annual income increased from ₹1.70 lakhs to ₹3.10 lakhs marking a substantial improvement in her family's livelihood and financial stability.

Mrs. Ekka's story stands as a shining example of how empowerment through agriculture can uplift lives and pave the way for rural prosperity.



## Board of Directors

# PROVIDING THE RIGHT GUIDANCE



Manoj Kumar Rustagi is the Whole-time director and CEO of our Company. He has been associated with our parent Company since October 1, 2016. He holds a bachelor's degree in engineering from the Birla Institute of Technology & Science. He has also completed a post graduate programme in Management from the Indian School of Business. He was previously associated with IBM India Private Limited, Jindal Steel & Power Limited, Jindal Strips Limited and Satyam Computer Services Limited. He has 29 years of experience in the areas of steel manufacturing and information technology. He is also the Chief Sustainability Officer of our parent Company, i.e. JSW Cement Limited.

**Mr. Manoj Kumar Rustagi**  
Whole-time Director & CEO



Narinder Singh Kahlon, aged 58 years, is the Non-Executive – Non-Independent Director of our Company. He holds a bachelor's degree in commerce from Punjab University. He has also passed the final examination held by the Institute of Chartered Accountants of India. He was previously associated with Karam Chand Thapar & Bros (Coal Sale) Limited, Bhushan Limited, Haldia Petrochemicals Limited, JSW Bengal Steel Limited and South West Port Limited. He is also the Director - Finance and Commercial and Chief Financial Officer of our parent Company, JSW Cement Limited. He has been associated with the JSW Group since December 31, 2007 and has been associated with our Company since February 28, 2017. He has over 27 years of experience in financial accounting, auditing, central excise and custom and sales tax laws.



**Mr. Narinder Singh Kahlon**  
Non-Executive - Non-Independent Director



Mr. Jagdish Toshniwal holds a B.E. in mechanical engineering from the Birla Institute of Technology & Science, Pilani. He has nearly 46 years of a successful career with diverse roles distinguished by commended performance in the cement industry with visionary leadership, high achievement orientation, innovative capabilities, strong business acumen, a thorough cement professional having exposure in plant operations, greenfield/ brownfield project, marketing, procurement, and business development. He has worked with Ambuja Cement Limited and Heidelberg Cement India Private Limited. Toshniwal worked as a managing director at Wonder Cement from January 2015 till March 31, 2021. He was responsible for managing the Company's entire business, including plant operations, project planning and execution, sales, and marketing across nine states, setting up processes, developing the organisation for the Company's rapid growth, and developing business strategies.

**Mr. Jagdish Toshniwal**  
Non-Executive - Independent Director





**Ms Sudeshna Banerjee**  
Non-Executive -  
Independent Director

Sudeshna Banerjee is a seasoned business leader and entrepreneur with over 17 years of experience in project management, business development, and technology-driven training solutions. With a strong foundation in science and technology—holding a Master's in Zoology, a PGDCA in Computer Science, and an Executive MBA in Entrepreneurship from the Indian School of Business—she blends analytical rigor with strategic foresight.

In 2007, she founded DIGITECH-HR to bridge the gap between technology and human resource development. Under her leadership, the firm evolved into PS Digitech-HR (India) Pvt. Ltd., where she now serves as Managing Director. She is known for building high-performance teams, driving innovation, and steering organizational growth through dynamic market shifts.

Her leadership is marked by precision, professionalism, and an unwavering commitment to excellence. A forward-thinker, she continues to champion industry best practices and cutting-edge solutions in the engineering services and project management space.



Mr. Sanjay Sharma graduated from REC, Rourkela (NIT), with a B.Sc (Hons). in Metallurgy. He has over four decades of effective experience in mega integrated steel plants with specialisation in Rolling Mills Technology, its Process & development of multiple profiles with consistent production & productivity. Over the years, his job profile was enriched with a variety of jobs, including Plant Management and Steel Plant consultant services. As Chairman of TPM (Total Predictive Maintenance) and Head of the QIPs Jury (Quality Improvement Projects like SMILE, KAIZEN), he has made a significant contribution. He has a rare combination of plant management, managerial, and operational experience, as well as advanced talents in strategy planning, international process implementations, commissioning, derivatives turnarounds, new set-ups, and resource allocation.



**Mr. Sanjay Sharma**  
Non-Executive - Independent Director



**Mr. Shouvik Chakraborty**  
Non-Executive - Non-Independent Director

Shouvik holds a Bachelor's degree in Civil Engineering from Bangalore University and has completed his Master's in Business Administration. Shouvik has more than twenty-five years of rich experience in the field of Cement sales and marketing. In the past he had been associated with Star Cement Limited where he was heading sales and marketing function for East and North East, Adhunik Cement Limited, Cement Manufacturing Company Limited, UltraTech Cement Limited (Erstwhile L&T Cement) and Ambuja Cement. Currently he is associated with JSW Cement managing the Sales and Marketing activities of the Eastern India operation.

 Chairperson  Member

 Audit committee  Stakeholder relationship committee  CSR committee  Risk committee  
 Project review committee  Nomination and remuneration committee  Finance committee  Rights issue committee

# OUR AWARDS

**Shiva Cement has been recognised for its outstanding commitment to safety, environmental stewardship and operational excellence. These accolades reflect our commitment to fostering a safe, sustainable and high performing workplace.**

## **List of Awards & Certificates received by Shiva Cement in FY 2024-25**

- CII-EHS Excellence Awards 2024 (Bronze Category)
- International Safety Award (Merit) from the British Safety Council
- Greentech Safety Excellence Award for Workplace Safety
- Green Enviro Safety Excellence Award for Workplace Safety (Gold Category)
- Kalinga Safety Excellence Award by NSC-2024 (Gold Category)
- Mines Safety Award-2024 by DGMS Bhubaneswar to North Block Mines
- Greentech Global EHS Award for best practices in EHS
- IMS Certificates for ISO 9001, 14001 & 45001



# CORPORATE INFORMATION

**Mr. Manoj Kumar Rustagi**

Whole-time Director and CEO

**Mr. Narinder Singh Kahlon**

Non-Executive Director

**Mr. JC Toshniwal**

Independent Director

**Ms. Sudeshna Banerjee**

Independent Director

**Mr. Sanjay Sharma**

Independent Director

**Mr. Shouvik Chakraborty**

Non-Executive Director

**Mr. Girish Menon**

Chief Financial Officer

**Ms. Ishika Sharma**

Company Secretary

**Auditors**

Shah Gupta & Co.  
Chartered Accountant  
Mumbai

**Registrar & Transfer Agent**

KFin Technologies Limited  
Selenium Tower B,  
Plot Nos. 31 & 32,  
Financial District  
Nanakramguda,  
Serilingampally Mandal,  
Hyderabad - 500032

**Registered Office**

Village Telighana,  
PO: Birangatoli,  
Tehsil-Kutra,  
District-Sundargarh,  
Odisha - 770018  
Website:  
[www.shivacement.com](http://www.shivacement.com)

**Plant Site**

Village Telighana  
PO: Birangatoli, Kutra,  
District - Sundargarh, Odisha

**Mines**

Village Khatkurbahal  
Via: Kutra  
District - Sundargarh (Odisha)

**Bankers**

Axis Bank Limited  
Indian Bank  
DBS Bank  
Canara Bank

# Management Discussion and Analysis

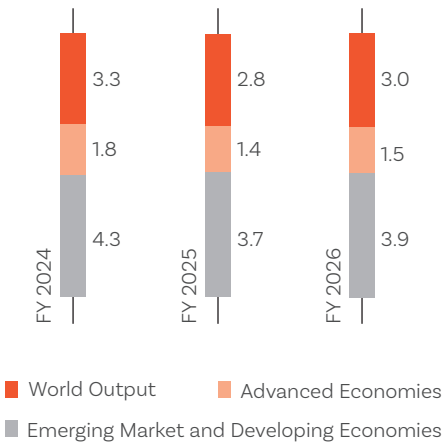


## Global Economy

The world economy in 2024 demonstrated resilience amid rising trade uncertainties. Economic growth was primarily driven by declining inflation and a shift toward more accommodative monetary policies. While global financial conditions remained generally supportive, they differed across regions. According to the IMF’s ‘World Economic Outlook’, global GDP growth slowed to 3.3%, with varied growth rates across different regions.

In 2024-25, the global economy faced rising trade tensions, persistent inflation, and elevated sovereign debt levels. Geopolitical conflicts and climate-related disruptions further strained supply chains and energy markets. While monetary policies began easing, growth remained uneven across regions. These challenges underscored the need for resilience, innovation, and adaptive strategies in navigating economic uncertainty.

Real GDP Growth



**Government reforms, substantial investments in physical and digital infrastructure, and initiatives like 'Make in India' and the Production-Linked Incentive (PLI) scheme have played a vital part in improving the country's growth path and encouraging self-reliance.**

Despite these challenges, the US economy achieved 2.8% growth, driven by a strong labour market and easing inflation. The Eurozone experienced slower growth of 0.9%, including a slight reduction in Germany. Emerging markets, especially those in Asia, maintained stronger growth, reaching 4.2% overall, driven by investments in technology and infrastructure. China's economy grew by 4.8%, supported by government policy and a recovering property sector.

Global inflation is decreasing, estimated at 5.7% in 2024, down from 6.7% in 2023. Advanced economies are expected to reach this target faster than emerging markets and developing economies, where the decrease may be slower. Inflation in advanced economies should average 2.6% in 2024, likely reaching target levels by late 2025. Emerging markets will see a slower, though positive, trend.

### Outlook

The world economy is expected to continue growing at a consistent pace, with forecasts of 3.3% growth in both 2025 and 2026. This optimistic view is supported by strong growth in the United States and significant emerging economies.

US growth is expected to dip at 1.8% in 2025 before slowing to 1.7% in 2026 as labour market conditions change and consumer spending reduces. The Eurozone is expected to fall at 0.8% in 2025 and increasing to 1.2% in 2026, driven by higher consumer spending and lower inflation. Growth in developed economies overall is expected to remain steady at around 1.4-1.5% during this time.

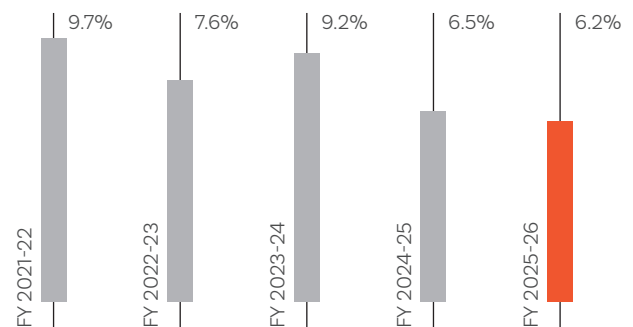
Although global disinflation continues, some areas are seeing slow progress due to persistently high inflation. Global inflation is predicted to fall to 4.3% in 2025 and 3.6% in 2026, with developed economies expected to reach their targets ahead of others. Monetary policies are likely to differ across regions.

(Source: WEO)

### Indian Economy

India's economy continued to expand steadily in FY 2024-25, maintaining its position as one of the world's fastest-growing major economies. Real GDP is estimated at 6.5% in FY 2024-25, following a significant 9.2% growth in FY 2023-24. This consistent growth reflects the country's strong economic foundations, supportive government policies, an expanding services sector, and high domestic demand, leading to increased confidence in India's long-term growth potential.

Government reforms, substantial investments in physical and digital infrastructure, and initiatives like 'Make in India' and the Production-Linked Incentive (PLI) scheme have played a vital part in improving the country's growth path and encouraging self-reliance.



The services sector continued to grow strongly, at 7.2% in FY 2024-25, supported by positive activity across sectors such as finance, property, professional services, public administration, and defence.

India's economic standing continues to improve, now ranking as the world's fifth-largest economy by nominal GDP and third-largest by purchasing power parity (PPP). National targets aim for a US\$ 5 trillion economy by FY 2027-28 and a US\$ 30 trillion economy by 2047. These goals are intended to be reached through infrastructure investment, ongoing policy adjustments, and widespread technology implementation. The 2025-26 capital investment budget reflects this aim, rising to ₹11.21 lakh crore, which represents 3.1% of GDP.

### Outlook

India's economy is expected to expand between 6.3% and 6.8% in FY 2025-26. By 2030, India is projected to become the world's third-largest economy, propelled by infrastructure investment, private capital expenditure, and the growth of financial services. Continued policy changes are expected to support this long-term growth.

This favourable outlook is supported by India's demographic advantages, increased capital investment, forward-thinking policies, and strong consumer demand. Increased rural

spending, aided by easing inflation, also contributes to this trend. The government's emphasis on capital expenditure, fiscal responsibility, and growing business and consumer confidence supports both investment and consumption.

Initiatives like Make in India 2.0, Ease of Doing Business reforms, and the PLI scheme aim to promote infrastructure, manufacturing, and exports, positioning India as a global manufacturing centre. With inflation expected to meet targets by 2025, a more flexible monetary policy is anticipated. Infrastructure development and public policies will drive capital formation, while rural demand will be supported by initiatives like PMGKAY.

(Source: PIB, MoSPI, Economic Survey)

### Union Budget 2025-26

The Union Budget 2025-26 offers a well-balanced and growth-oriented financial strategy, designed to address both current and future economic needs. By increasing disposable income, prioritising infrastructure development, and encouraging domestic manufacturing, the budget creates a base for ongoing economic expansion while maintaining fiscal responsibility.

A significant aspect is the increased income tax exemption limit of ₹12 lakhs annually, which will substantially increase disposable income for middle-class households. This change is expected to boost consumer spending and savings, directly benefiting salaried individuals and contributing to economic growth. The focus on infrastructure, a key development driver, includes substantial investments in roads, railways, and urban infrastructure. These investments will improve connectivity, create employment, and stimulate demand in related industries.

The budget also supports the Production Linked Incentive (PLI) scheme, focusing on sectors like electronics and textiles, and works alongside the "Make in India" initiative to establish India as a global manufacturing hub. Changing India Post into a driver of the rural economy will improve logistics and financial inclusion, further connecting rural areas to the wider economy.

The government's commitment to clean mobility and renewable energy is shown through extended subsidies under the FAME India Phase II scheme and investments in EV charging infrastructure, encouraging a greener economy. With a targeted fiscal deficit of 4.4% of GDP for FY 2025-26, reduced from 4.8%, the government shows its commitment to fiscal prudence, ensuring that growth-focused changes are implemented sustainably.

**In 2024, the global cement market was valued at approximately US\$ 403.70 billion, with projections indicating growth at a Compound Annual Growth Rate (CAGR) of 5.40% between 2025 and 2034, potentially reaching US\$ 683.07 billion by 2034.**

## Industry Overview

### Global Cement Industry

In 2024, the global cement market was valued at approximately US\$ 403.70 billion, with projections indicating growth at a Compound Annual Growth Rate (CAGR) of 5.40% between 2025 and 2034, potentially reaching US\$ 683.07 billion by 2034. This expansion is primarily driven by urbanisation, infrastructure development, and a surge in construction activities across emerging economies.

Despite these growth prospects, the industry faced challenges in 2024, with global cement consumption languishing 9% below pre-pandemic levels. Factors such as high interest rates, a downturn in China's real estate sector, and weakened demand in mature markets contributed to this decline. However, a mild recovery is anticipated in 2025, with expected growth in global cement consumption ranging between 1% and 2%, excluding China. This optimism is fuelled by anticipated interest rate cuts, which are projected to rejuvenate housing demand, particularly in Western Europe and the United States.

Regionally, the Middle East, India, and Africa are poised for increased cement demand, while markets in Turkey, China, and Europe may experience stagnation or decline.

The industry's profitability has seen improvement, attributed to stable pricing and reduced input costs. Additionally, there is a growing emphasis on sustainable practices, with the global green cement and concrete market projected to grow at a CAGR of 3.3% between 2023 and 2030, reaching a value of US\$ 990 million by 2030.

(Source: Expert Market Research, World Cement, World Cement Association, Global Cement)



## Indian Cement Industry

It was a transformative period for India's cement industry, marked by strategic consolidations, capacity enhancements, and adaptive strategies in response to market fluctuations in FY 2024-25.

The Indian cement sector closed FY 2024-25 with a 6.3% volume growth. While the first half of the fiscal year saw modest 1.7% year-on-year growth to 212 million metric tonnes (MMT) due to factors like general elections, extended monsoons, and slower private capital expenditure, the second half marked a strong turnaround. Volumes in H2 FY 2024-25 increased by a healthy 10.7% YoY, reaching 241 MMT, as construction activity picked up. Capacity additions during the year stood at 32 to 35 MMT per annum (MTPA).

For FY 2025-26, cement volumes are projected to expand by 6% to 7%. This growth anticipates increased demand from both the housing and infrastructure sectors. Capacity addition in the sector is forecast to rise to 43 to 45 million MTPA. Large cement companies are actively expanding their capacities, through both internal growth and acquisitions, to strengthen their market position in view of this expected demand.

India's cement industry, the world's second-largest producer, experienced a period of consolidation and strategic expansion, despite facing challenges such as moderate capacity utilisation and declining sales realisation. The industry's installed capacity stood at approximately 553 MTPA in FY 2024-25, with production levels reaching 298 MTPA. Projections indicate that by the end of FY 2025-26, an additional 63-70 MTPA will be added by the end of FY 2025-26.

According to ICRA the per capita cement consumption growth is at 4-5% in FY 2024-25, reaching 445-450 million metric

tonnes. It has declined from the earlier due to slower-than-expected construction activity during the first half of the year due to the elections followed by heavy monsoons.

Of all industrial sectors in India, the cement industry has the greatest potential for Waste Heat Recovery Systems (WHRS), exceeding 1 GW. Approximately 99%, of India's cement production facilities utilise dry manufacturing technology. For every million tonne of cement produced and used, the Indian cement industry creates 20,000 downstream employment opportunities.

The cement sector's growth has been influenced by several key factors. Increased government spending on infrastructure projects, including housing schemes and urban development, has boosted demand for cement. This commitment to infrastructure is evident in the government's allocation of ₹11.21 lakh crore (approximately US\$ 129.54 billion) for infrastructure development in the coming fiscal year. Rapid urbanisation has also led to a surge in housing requirements, particularly in urban and semi-urban areas, further driving cement consumption. Finally, industry consolidation, has also played a pivotal role, with major players engaging in significant mergers and acquisitions to enhance market share and operational efficiency.

Recent government foreign policies have encouraged investment from international cement companies like Lafarge-Holcim, Heidelberg Cement, and Vicat Cement. The sector's growth is also supported by the easy access to essential raw materials, including limestone and coal.

Per capita cement consumption in India stood at approximately ~290 Kgs in FY 2024-25, significantly lower than the global average of 540 Kgs. This indicates substantial potential for increased consumption as the country's infrastructure and housing sectors continue to develop.



## Industry Drivers

### ■ Infrastructure Development

The 2025-26 Union Budget has allocated ₹11.21 lakh crore for the infrastructure sector, which is expected to significantly boost cement demand. This substantial investment presents a prime opportunity for cement manufacturers to expand their market share and increase production to meet the growing needs of large-scale infrastructure projects.

With an allocation of ₹96,777 crore for urban development in the 2025-26 budget, marking a 17% increase from the previous year, the cement industry stands to benefit from increased construction activities in urban areas. The focus on transport and housing in urban development projects will likely lead to a surge in cement consumption.

The budget has also allocated ₹1,16,292 crore specifically for roads and bridges, representing a 5% increase over the previous year's revised estimates. This continued focus on enhancing road connectivity provides a steady stream of opportunities for cement manufacturers to supply materials for these extensive projects.

Government schemes such as the Pradhan Mantri Awas Yojana (PMAY) continue to drive demand for affordable housing. The cement industry can capitalise on this opportunity by supplying materials for the construction of millions of affordable homes, particularly in rural areas where housing demand is increasing.

### ■ Export Expansion

Indian cement manufacturers have the opportunity to expand their export footprint, particularly in regions such as Africa, the Middle East, and Southeast Asia, where infrastructure development is booming. The competitive pricing and quality of Indian cement can be leveraged to capture market share in these regions.

### ■ Sustainable Production Practices

The growing emphasis on sustainability offers opportunities for cement manufacturers to develop and market eco-friendly products. The use of alternative raw materials like fly ash, slag, and pozzolans can help reduce carbon footprints and appeal to environmentally conscious buyers.

### ■ Railway Infrastructure Development

With the government allocating ₹2.4 lakh crore for railways in the recent budget, cement manufacturers can expect increased demand from railway infrastructure projects. This presents an opportunity to supply cement for the construction of new railway lines, stations, and related infrastructure.

### ■ Public-Private Partnerships

Further, the government's emphasis on public-private partnerships for infrastructure development opens up opportunities for cement companies to engage in long-term supply contracts and potentially participate in project execution.

### ■ Rural Market Expansion

The focus on rural housing demand under schemes like PMAY offers an opportunity for cement manufacturers to expand their presence in rural markets, which have traditionally been underserved.

## Outlook

The Indian cement industry is positioned for a strong recovery in the second half of FY 2025-26, driven by pent-up demand, a rebound in government capital expenditure, and a revival in rural housing demand. The industry anticipates an 8% growth in sales, supported by increased infrastructure spending and housing demand.

To meet the rising needs of infrastructure and housing, Indian cement producers, according to CRISIL Ratings, plan to add 150-160 MT of capacity between FY 2024-25 and FY 2027-28. This follows the 119 MT of annual capacity added in the previous five years. It is anticipated that cement use will reach 450.78 MT by the end of FY 2026-27.

However, challenges persist, including maintaining capacity utilisation levels and managing input costs. The industry's ability to navigate these challenges while capitalising on growth opportunities will be crucial in sustaining its upward trajectory.

(Source: CMA, jmbaxico.com, Reuters, Business Standard, Economic Times)

## Company Overview

Shiva Cement Limited (herein referred to as 'the Company'), an affiliate of the well-known JSW Group, was founded in 1985. Clinker production and related product trade are the company's activities. In an effort to become the market leader in the area, the Company has expanded its clinker production capacity to 1.36 MTPA in order to meet the new prospects in the eastern India markets.

The company's production plant is ideally situated in Odisha, giving it a competitive edge because of its close proximity to important markets and a wealth of raw material resources. The Company can provide clinker to JSW Group's eastern operations in Salboni, West Bengal, and Jajpur, Odisha, because to its advantageous position. In Khatkurbahal, Odisha, the company has captive limestone quarries with sufficient reserves, guaranteeing a steady supply of high-quality raw materials for the future. The company has the ability to grow because to its cutting-edge infrastructure and excess core equipment capacity.

In May 2024, Shiva Cement successfully raised ₹40,000 lakh through a rights issue, priced at ₹40 per share, including a premium of ₹38 per share. The proceeds have been allocated towards loan repayment, general corporate purposes, and covering share issue expenses. This capital infusion has strengthened the company's financial position, enabling it to pursue growth opportunities and enhance shareholder value.

## Operational & Financial Overview

### Operational Highlights FY 2024-25

1. Commissioned the AFR circuit and achieved Thermal Substitution Rate (TSR) of 13.62% by using 38,120 MT RDF/MSW and contributed towards Swachh Bharat Mission.
2. 27,131 MW generated through the Waste Heat Recovery System, with an overall contribution 60% of Plant requirement.
3. The Company constructed a rainwater harvesting system with a capacity of 11,000 cubic metres.
4. The Company has achieved zero Lost Time Injuries (LTI) and completed 47,136 hours of safety training.
5. We achieved highest clinker production of 1,37,072 MT in March 2025, operating at an impressive average rate of 4,427 TPD, with the specific heat consumption of 740 kcal/kg of clinker and specific power consumption of 43.09 kWh/MT of clinker.

### Financial Performance

Particular	FY 2024-25	FY 2023-24	Change %
Gross Turnover	31,117.22	34,681.23	(-)10.28
Operating EBITDA	(1,135.55)	3,899.27	(-)115.93
Other Income	673.61	236.22	
Depreciation & Amortisation	4,207.34	3,148.92	33.61
Finance Cost	11,540.42	10,149.21	13.71
Loss before exceptional items	(16,209.69)	(9,162.64)	76.91
Loss for the year	<b>(14,247.66)</b>	<b>6,832.48</b>	<b>108.53</b>

The Company's operating EBITDA is ₹ (-) 1,135.55 lakhs as against ₹ 3,899.27 lakhs in FY 2023-24, reporting negative operating EBITDA decrease by 123% on Y-o-Y basis.

### Other Financial Statement Line Items

Particular	FY 2024-25	FY 2023-24	Change %
Raw Material Cost	9,311.03	7,705.32	20.84%
Employee Benefits Expense	2,731.72	1,649.80	65.58%
Power and Fuel Cost	12,962.55	13,687.44	-5.30
Profit/(Loss) on Asset Written-off*	(514.21)	4.62	-11,230.09
Other Expense	3,596.91	2,716.88	32.40%
Finance Cost	11,540.42	10,149.21	13.71%
Depreciation and Amortisation Expense	4,207.34	3,148.92	33.61%

\* We have incurred a Loss on Assets write-off amounting to ₹ 514.21 lakhs in FY 2024-25, mainly on account of writing off the residual value of the assets whose life was already exhausted.

### Other Non-Current Assets

Particular	FY 2024-25	FY 2023-24	Change %
Other Non-Current Assets	15,433.02	9,540.24	63%

### Inventories

Particular	FY 2024-25	FY 2023-24	Change %
Raw materials	74.35	27.08	175%
Semi-finished goods	1,668.96	647.70	158%
Finished goods including stock in transit	2,171.62	2,082.07	4.30%
Stores and spares	1,969.33	453.34	334%
Fuel	580.89	1,250.35	(-) 54%
	6,465.15	4,460.54	45%

### Trade Receivables

Particular	FY 2024-25	FY 2023-24	Change %
Trade Receivables	57.84	-	100%

### Non-Current Liabilities

Particular	FY 2024-25	FY 2023-24	Change %
Borrowings	1,34,577.64	1,39,650.72	(4)%

### Current Liabilities

Particular	FY 2024-25	FY 2023-24	Change %
Borrowings	6,800.00	2,664.10	155%
Other Financial Liabilities	4,893.25	5,614.05	(-)13%

### Trade Payable

Particular	FY 2024-25	FY 2023-24	Change %
Trade Payables	6,329.21	5,789.21	9%
Other Current Liabilities	5,078.36	13,793.41	63%

### Capital Employed

Particular	FY 2024-25	FY 2023-24	Change %
Total Capital Employed	1,51,713.64	1,27,638.04	18%
Average Return on Capital Employed	(3.52)%	0.86%	N.A.

### Own Funds

Particular	FY 2024-25	FY 2023-24	Change %
Total Equity	10,336.00	(14,676.78)	9%

## Other Key Financial Indicators

Particulars	Ratios for the year ended		Variance (%)	Change in ratio in excess of 25% compared to preceding year
	31.03.2025	31.03.2024		
Current Ratio (times)	0.65	0.50	32%	Increase due to increase in inventories
Net Debt Equity Ratio (times)	13.68	(9.70)	(-)241%	Equity has been infused by way of Rights issue at a premium and partial repayment of Loan.
Debt Service Coverage Ratio (times)	0.25	N.A.	85%	Reduced due to reduction in operational profit and repayment of debt.
Return on Equity (%)	N.A.	N.A.	-	The ratio is not applicable since Average Shareholders Equity is negative
Inventory Turnover Ratio (Days)	66	51	28%	Due to increase in value of Cost of goods sold compared to previous year.
Trade Receivable Turnover Ratio (Days)	-	-	-	There is no trade receivable as all sales are done against advance.
Trade Payable Turnover Ratio (Days)	81	46	77%	Due to increase in Trade payable.
Net Capital Turnover Ratio (times)	(3.86)	(2.46)	57%	Reduced due to increase in working capital and reduction in net sales.
Net Profit Ratio (%)	(0.46)	(0.20)	133%	Ratio reduced due to increase in Loss after tax and reduction in net Sales.
Return on Capital Employed (%)	(3.52)	0.86	508%	Reduced due to increase in capital employed from Rights issue and reduction in EBIT.
Return on Investment (%)	(0.81)	3.14	126%	Reduced due to increase in average capital employed from Rights issue and reduction in operating EBIDTA.
Operating Profit Margin (%)	(15.01)	2.84	(-)628%	Reduction due to decrease in operating profit primarily due to decrease in sales price.
Interest Coverage Ratio	(0.40)	0.10	(-)5%	Reduction due to decrease in EBIT and increase in interest cost during the year.

## Outlook (Way forward)

The Indian cement industry, the world second-largest, is set for significant growth, driven by infrastructure projects and urban development. Cement demand is projected to grow by 6-7% year-on-year in FY 2024-25, supported by GDP growth, rising income and growing workforce. With recent tax cuts and sustained government investments in infrastructure, including roads, housing, and urban development programmes such as the PM Awas Yojana (Grameen) and the Smart Cities Mission will further boost the Cement demand.

The Company is focused on improving its operational performance by undertaking following measures:

- Commissioning of dedicated Railway siding at Sagra for smooth and sustainable movement of Clinker, Raw Material and Fuel.
- Commissioning of 1 MTPA grinding unit to set up footprint in western Odisha.
- Usage of various Alternative Raw Materials (ARMs) like DRI Kiln Hot ESP dust, Lime sludge etc. in order to replace alumina and iron source.
- Installation of Trommel screen in AFR circuit for improving Municipal / sewerage waste (MSW) & Refuse

derived fuel (RDF) usage into Pyro process and achieve improvement on the fuel cost.

- Installation of 1TPD Carbon Capture Utilisation & Storage [CCUS] project in technical collaboration with Indian institute of Technology - Kanpur (IITK) envisages to scale up and deploy the Integrated Carbon Capture and Mineralisation [ICCM] technology at pilot scale and conduct pilot studies using multiple waste streams upon carbonation while capturing CO<sub>2</sub> from flue gas.

**Cement demand is projected to grow by 6-7% year-on-year in FY 2024-25, supported by GDP growth, rising income and growing workforce. With recent tax cuts and sustained government investments in infrastructure, including roads, housing, and urban development programmes such as the PM Awas Yojana (Grameen) and the Smart Cities Mission will further boost the Cement demand.**

## Risk Management and Mitigation

In order to properly analyse the Company's business risks, it has a strong risk management policy. It is also in charge of promptly and efficiently identifying, evaluating, mitigating, and reporting business risks while also taking advantage of business opportunities.

The Company understands that in order to protect the interests of its stakeholders and shareholders, accomplish its goals, and promote sustainable growth, it is critical to manage and mitigate emerging and detected risks. The company drives enterprise risk management (ERM) using a holistic strategy that combines top-down and bottom-up tactics. It is an annual exercise aimed at identifying key risks and opportunities, enhancing the Company's capability to build a sustainable business and fostering a strong, cross-functional risk intelligence ecosystem.

The Board oversees the Enterprise Risk Management framework to make sure that:

- Expected risks are handled carefully in order to plan for the best possible outcomes and be ready for unfavourable ones
- Putting deliberate strategy and plans into action, giving decisive actions priority
- Unintended risks are avoided, reduced, transferred (as in insurance), or shared (via subcontracting), and include performance, incident, process, and transaction risks. Among other things, executive and strategic management, rules, procedures, built-in system controls, MIS, and internal audit reviews all help to reduce the likelihood or effect of these hazards

Across a number of areas, including business, production, raw materials, infrastructure and logistics, operations, finance, the environment, safety, and statutory compliance, the company has identified key risks and implemented mitigation procedures and measures. Periodically, these procedures and policies are reviewed and updated.



The key risks and their corresponding mitigation measures are mentioned below:

Risk	Impact	Mitigation
<b>Industry risk</b> 	<p>The cement industry is inherently vulnerable to imbalances between supply and demand. Furthermore, it experiences cyclical fluctuations in its end-user sectors.</p>	<ul style="list-style-type: none"> <li>Government investment in infrastructure, industry, and housing is currently driving favourable demand and supply conditions for the cement industry</li> <li>The company aims to expand its market share and cultivate stronger customer relationships by providing high-quality products</li> <li>A continuous focus on cost optimisation and enhanced market understanding through marketing insights are key priorities</li> </ul>
<b>Raw material risk</b> 	<p>Difficulties in obtaining sufficient raw materials with suitable quality, such as limestone, combined with increasing costs for these materials, energy, coal, and pet coke, may drive up input costs, negatively affecting the company's operations and profits.</p>	<ul style="list-style-type: none"> <li>The company manages risk by:</li> <li>Monitoring commodity markets</li> <li>Exploring diverse sourcing options.</li> <li>Securing raw materials through access to captive limestone mines</li> <li>Maintaining sufficient inventory to ensure a continuous limestone supply</li> <li>Developing long-term supplier relationships for consistent supply and timely information on future trends</li> <li>Staying informed about government policies and developments in sourcing countries</li> <li>Appointed consultant for giving optimum utilisation of resource (i.e. limestone deposits), feasibility report and sensitive analysis</li> </ul>
<b>Infrastructure and logistics risk</b> 	<p>The cement industry experiences logistical challenges due to higher freight costs and the need for sufficient infrastructure and rail freight capacity.</p>	<ul style="list-style-type: none"> <li>The company addresses these challenges by:</li> <li>Optimising logistics costs and using the most cost-effective transport methods.</li> <li>Building an additional railway siding to handle increased volumes.</li> <li>Installing an overhead belt conveyor for limestone transport.</li> <li>Allocating budgets and prioritising resources to meet current and future infrastructure development needs.</li> </ul>
<b>Environment, health &amp; safety (EHS) risk</b> 	<p>Growing environmental concerns and regulatory requirements regarding greenhouse gas (GHG) emissions could limit the company's operations. The industry also faces strict labour laws and health and safety regulations.</p>	<ul style="list-style-type: none"> <li>The company mitigates these risks by:</li> <li>Holding monthly top-level safety meetings to review safety, fatal accidents, and near misses.</li> <li>Closely monitoring and complying with environmental regulations.</li> <li>Regularly tracking technological advances and future standards.</li> <li>Making safety a mandatory Key Result Area (KRA) for employees.</li> <li>Providing safety training, mock drills, best practices, and safety audits.</li> <li>Establishing fire prevention and management procedures.</li> <li>Implementing robust security measures, including security checkpoints, entry passes/ID cards, access control systems, and CCTV surveillance in key areas.</li> <li>Providing medical facilities and health insurance for employees and their families.</li> <li>Conducting safety walk-downs with all Heads of Departments (HODs) and evaluating road safety through rewards and recognition.</li> <li>Performing pre-qualification assessments and CARES (Contractor Assessment and Rating for Excellence in Safety) validation for contractors.</li> <li>Providing annual health check-ups for all employees.</li> </ul>
<b>Human resource risk</b> 	<p>Human resources risks include a shortage of skilled workers, high staff turnover, unionisation, work stoppages, and rising labour costs.</p>	<ul style="list-style-type: none"> <li>The company mitigates this risk by:</li> <li>Maintaining positive employee relations.</li> <li>prioritising the hiring, training, and retention of skilled workers.</li> </ul>
<b>Financial risk</b> 	<p>The company's financial health may be affected by interest rate exposure, commodity price volatility, and low cash flow.</p>	<ul style="list-style-type: none"> <li>The company mitigates this risk by:</li> <li>Linking project loans to the 1-year MCLR rate with an annual reset.</li> <li>Monitoring external events that could affect financial performance.</li> <li>Regularly reviewing financing, pricing, and procurement policies, taking into account exposure, emerging situations, past performance, and other factors.</li> <li>Actively monitoring internal performance and cash flow through regular internal meetings and maintaining strong operational discipline to control cost increases.</li> </ul>

## Human Resource

As the role of human resources changes, the Company aims to optimise efficiency and maintain lean staffing levels through strategies such as multitasking and automation, targeting ongoing workforce reductions. Employees are key to all business operations, and the Company's human resource policies are designed to attract, develop, and retain talent. The Company also uses third-party staffing agencies to provide contract labour for its manufacturing facility operations. Regular employee training sessions cover various aspects of manufacturing operations, machine use, operations flow, quality management, and workplace safety. As of March 31, 2025, the Company had 220 permanent employees.

## Internal Controls, Audit & Internal Financial Controls

### Internal Control

The Company has an internal control system appropriate to its size and business activities. This system, comprising policies and procedures, aims to ensure efficient operational management in line with the Company's strategic goals. It covers governance, compliance, audit, control, and reporting, forming an integral part of the Company's corporate governance. Key features of the internal control systems are:

- Documented policies, guidelines, authority levels, and approval processes for all key Company functions.
- Complete compliance with laws, regulations, standards, and internal procedures.
- Protection of Company assets and resources, and minimisation of potential losses.
- Maintenance of accounting system integrity, ensuring accurate and authorised transaction recording and reporting.
- Preparation and monitoring of annual budgets.
- Reliable financial and operational information. The Audit Committee, a sub-committee of the Board of Directors with Independent Directors, regularly reviews audit plans, key audit findings, the adequacy of internal controls, compliance with Accounting Standards, and other relevant matters.
- The internal control systems and procedures are designed to help identify and manage risks, verify compliance, and raise awareness of controls.

### Internal Audit

Shiva Cement Limited's internal audit function uses leading global standards and international best practices. The Company has a dedicated internal audit department reporting to the Audit Committee which consists of Independent Directors with relevant expertise. Extensive delegation of authority within the team allows for effective checks and balances. The internal audit team has access to all organisational information, and the Internal Audit function's scope and authority are detailed in the Internal Audit Charter. For objectivity and independence, the Internal Audit function reports to the Audit Committee Chairman.

The Internal Audit Department creates a risk-based audit plan, approved by the Audit Committee. Audit frequency is based on the risk ratings of different areas and functions. The internal team carries out the audit plan and regularly reviews it, adding areas of increasing importance due to emerging industry trends and the Company's growth. The Audit Committee also uses internal feedback and external events to develop the audit plan. Process owners implement corrective actions in their areas based on internal audit reports, and significant audit observations and corrective actions are reported to the Audit Committee. The Audit Committee also meets independently with the statutory auditor and management to assess the suitability and effectiveness of internal financial controls.

### Internal Financial Controls

As per Section 134(5)(e) of the Companies Act, 2013, the Directors are responsible for ensuring the Company has a system of internal financial controls. This gives the Directors reasonable assurance about the suitability and effectiveness of controls for reporting, operational, and compliance risks. The Company has established systems and a framework, including clear delegation of authority, policies and procedures, effective IT systems aligned with business needs, risk-based internal audits, a risk management framework, and a whistle-blower mechanism.

A framework has been developed and implemented to ensure internal controls over financial reporting, covering entity-level policies, processes, and Standard Operating Procedures (SOPs). Entity-level policies include anti-fraud policies (such as a code of conduct, confidentiality, and a whistle-blower policy) and other policies addressing organisational structure, insider trading, HR policies, etc. The Company has also created SOPs for each process. During the year, controls were tested, and no significant weaknesses in design or effectiveness were found.

### Cautionary Statement

The Management Discussion and Analysis may contain some statements describing the Company's objectives, expectations or predictions, which involve a number of risks and uncertainties. Actual results may differ materially from those expressed or implied. Key risks and uncertainties that could impact the Company's operations include domestic demand and supply, conditions affecting selling prices, new capacity additions, availability and costs of critical raw materials, changes in government policies and tax laws, economic development of the country, and other factors which are material to the business operations of the Company.

This MD&A should not be considered as a recommendation that any investor should subscribe for or purchase any of the Company's shares. The Company makes no representation or warranty, express or implied, as to and does not accept any responsibility or liability with respect to the fairness, accuracy, completeness or correctness of any information or opinions contained herein. Investors are advised to exercise due care and caution while interpreting these statements.

# DIRECTORS' REPORT

Dear Members,

We are pleased to present **39<sup>th</sup> Annual Report** for the financial year ended on 31<sup>st</sup> March, 2025. The operational performance during the year is as below.

## 1. Financial/Operational Performance:

Particulars	31.03.2025	31.03.2024
<b>Turnover</b>	31,117.22	34,681.23
Operating EBITDA	(1,135.55)	3,899.27
Other Income	673.62	236.22
Finance Cost	11,540.42	10,149.21
Depreciation & Amortization	4,207.34	3,148.92
<b>Profit/(Loss) before exceptional Item</b>	<b>(16,209.69)</b>	<b>(9,162.64)</b>
<b>Profit (Loss) before Taxation</b>	<b>(16,209.69)</b>	<b>(9,162.64)</b>
Tax Expense/benefits	(1,962.03)	(2330.16)
<b>Profit (Loss) after Taxation</b>	<b>(14,247.66)</b>	<b>(6,832.48)</b>

### Highlights of performance:

The total production of Clinker during the year under review was 9.03 lakh MT as compared to production of 9.65 lakh MT (including trial run production of 2.25 lakh MT) in the previous year, recording a decrease of 6% over previous year. The total sales of Clinker during the year under review was 9.05 lakh MT as compared to sales of 9.38 lakh MT (including trial run sales of 2.06 lakh MT) in the previous year, recording a decrease of 4% over previous year.

During the year, the Company has allotted 10,00,00,000 equity shares under Rights Issue process at a price of ₹40 per share (including premium of ₹38 per share). The net proceeds from the Rights Issue have been utilized for repayment of loans and for General Corporate purposes.

During the year, the Company has received new sanction for term loan of ₹ 25,000.00 lakhs from DBS Bank Limited. This loan sanction is towards project expansion of 1 Million tons cement grinding unit. As against the sanction limit, term loan amounting to ₹2,500.00 lakhs have been received during the year. Total term loan received for ₹7,598.00 lakhs and repaid for ₹ 3,400.00 lakhs during the year. Cumulative term loan balance as on 31<sup>st</sup> March, 2025 is ₹70,799.84 lakhs.

Further, during the year, the company has borrowed fund for ₹25,931.00 lakhs from its holding company JSW Cement Limited for general corporate purpose and repaid ₹31,658.62 lakhs out of the rights issue proceeds. Cumulative borrowed fund balance as on 31<sup>st</sup> March, 2025 is ₹64,031.47 lakhs.

During the year total interest amounting ₹10,462.83 lakhs (FY 2023-24: ₹8,832.46 lakhs) has been charged to revenue profit & loss account and ₹394.84 lakhs (FY 2023-24: ₹3,179.33 lakhs) has been capitalized. During the year company has paid interest due amount for ₹10,793.78 lakhs (FY 2023-24 - ₹10,552.11 lakhs) to bank as well as to its holding company.

## 2. Transfer to Reserves:

During the financial year under review the Board has not proposed to transfer any amount to reserves.

## 3. Dividend:

As your Company has incurred a net loss during the year Board of Directors has not recommended any dividend for the year.

## 4. Financial Statement:

The Audited Financial Statements of the Company, which form a part of this Annual Report, have been prepared in accordance with the provisions of the Companies Act, 2013, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Indian Accounting Standards.

## 5. Prospects:

Management Discussions and Analysis, covering prospects is provided as a separate section in this Annual Report.

## 6. Holding, Subsidiary & Associate Company:

Your Company does not have any subsidiary nor any associate company. The Company has a holding company as on 31<sup>st</sup> March, 2025 namely JSW Cement Limited. The net worth of JSW Cement Limited as on 31<sup>st</sup> March, 2025 is ₹2,856.59 crores.

## 7. Fixed Deposits:

Your Company has neither accepted nor renewed any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the rules made there under during the period under review.

## 8. Credit Rating:

Your Company's commitment to financial discipline and prudent management is underscored by its consistently strong credit ratings from leading rating agency. During the year, the Company's credit rating was "CRISIL A+ (CE)/Stable (Reaffirmed)" rating on the long term bank facilities the Company by CRISIL.

## 9. Extract of Annual Return:

Pursuant to Section 92(3) read with section 134(3) (a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed and accessible on the website of the Company at [www.shivacement.com](http://www.shivacement.com).

## 10. Share Capital:

The Company's Authorised Share capital during the financial year ended 31<sup>st</sup> March, 2025, remained at ₹ 280,00,00,000 (Rupees Two Hundred Eighty crores only) comprising of ₹ 80,00,00,000 (Rupees Eighty crores only) equity share capital divided into 40,00,00,000 (Forty Crore) Equity Shares of ₹ 2/- (Rupee Two only) each; and ₹ 200,00,00,000 (Rupees Two Hundred crore only) preference share capital divided into 2,00,00,000 (Two crores) Preference Shares of ₹100/- (Rupees Hundred Only) each.

The paid-up share capital of the Company was ₹ 159,00,00,000 (Rupees One Hundred Fifty Nine Crores Only) comprising of 29,50,00,000 (Twenty-Nine Crores Fifty Lakhs) Equity shares of ₹ 2/- (Rupees Two only) each amounting to ₹ 59,00,00,000 (Rupees Fifty Nine Crores Only) and One crore 1% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 100 (Rupee Hundred only) each amounting to ₹ 100 crores (Rupees Hundred crore only). During the year under review, the Board vide resolution dated 13<sup>th</sup> May 2024, approved rights issue allotment of 10,00,00,000 (Ten Crore) Equity Shares of face value ₹ 2 each (Rupees Two only) each at an issue price of ₹40 per Equity Share. Therefore the paid up share capital of the Company was increased.

Further, your Company has not issued any shares with differential rights.

## 11. Committees of Board:

The Company has constituted various Committees of the Board as required under the Companies Act, 2013 and the Listing Regulations. For details like composition, number of meetings held, attendance of members, etc. of such Committees, please refer to

the Corporate Governance Report which forms part of this Annual Report.

## 12. Board Meeting:

The Board meets to discuss and decide on Company/ business policy and strategy apart from other business. A tentative date of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation as permitted by law, which are ratified in the next Board meeting.

During the year under review, the Board of Directors met eight times on 25<sup>th</sup> April, 2024, 13<sup>th</sup> May, 2024, 25<sup>th</sup> July, 2024, 13<sup>th</sup> August, 2024, 21<sup>st</sup> October, 2024, 21<sup>st</sup> January, 2025, 04<sup>th</sup> February, 2025, and 27<sup>th</sup> March, 2025. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report. The maximum interval between two meetings did not exceed 120 days as prescribed under Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI(LODR) Regulations, 2015"] and Secretarial Standard SS-1.

## 13. Disclosure under Regulation 32 (7A) of the SEBI(LODR) Regulations, 2015:

During the year under review, the Board vide resolution dated 13<sup>th</sup> May 2024, approved the allotment of Rights Issue of 10,00,00,000 (Ten Crore) Equity Shares of face value ₹2 each (Rupees Two only) each at an issue price of ₹40 per Equity Share. The Company has raised fund of ₹400 crore through rights issue of equity shares. There has been no deviation in the utilization of Issue proceeds from the objects as stated in the Letter of Offer for Rights Issue.

Further other than above mentioned, no funds were raised by the Company through Preferential allotment or by way of a Qualified Institutions Placement during the F.Y. 2024-25.

## 14. Compliance with Secretarial Standards:

During the year under review, the Company has complied with Secretarial Standards 1 and 2, issued by the Institute of Company Secretaries of India.

## 15. Directors' Responsibility Statement:

Pursuant to the provisions of section 134(5) of the Companies Act, 2013, your Directors hereby state and confirm that:

## Directors' Report

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis; and
- e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 16. Declaration of Independence of Directors:

Your Company has received necessary declaration from each of the Independent Directors under Section 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience of all Independent Directors on the Board. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

### 17. Auditors and Auditor's Report:

#### A. Statutory Auditors and Auditor Report:

Members of the Company at the 36<sup>th</sup> Annual General Meeting ("AGM") held on 12<sup>th</sup> September, 2022, approved the re-appointment of M/s. Shah Gupta & Co, Chartered Accountants (Firm Registration No. 109574W), as the statutory auditors of the Company for a term of five years to hold office commencing from the conclusion of the 36<sup>th</sup> AGM until the conclusion of 41<sup>st</sup> AGM of the Company to be held in the calendar year 2027.

The Notes on financial statements referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's Report for the year under review does not contain any qualification, reservation, adverse remark, or disclaimer. The Auditor's Report is enclosed with the financial statements forming part of this Annual Report.

#### B. Secretarial Auditors and Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had re-appointed M/s. Sunil Agarwal & Co., Practicing Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company for the financial year 2024-25.

The Secretarial Audit Report (issued by Sunil Agarwal & Co., Company Secretaries) for the Financial Year 2025 does not contain any qualification, reservation or adverse remark and is attached to this report as Annexure A. Further, the Secretarial Auditors have not reported any fraud under Section 143(12) of the Act.

Pursuant to amended provisions of Regulation 24A of the SEBI (LODR) Regulations and subject to your approval being sought at the ensuing AGM the M/s. SR Agarwal & Associates, Company Secretaries, Mumbai (CP No. 3286; Peer Review Unit No. 3600/2023) has been appointed by the Board as Secretarial Auditors of the Company to undertake the Secretarial Audit of your Company for the first term of five (5) consecutive years from FY 2025-26 till 2029-30. Secretarial Auditors have confirmed that they are not disqualified to be appointed as a Secretarial Auditor and are eligible to hold office as Secretarial Auditor of your Company. Brief details of M/s. SR Agarwal & Associates, Company Secretaries, are separately disclosed in the Notice of ensuing AGM.

#### C. Reporting of Frauds by Auditors:

During the FY 2024-25, neither the Statutory Auditors nor the Secretarial Auditor have reported to the Audit Committee of the Board, under Section 143(12) of the Act, any instances of fraud committed against the

Company by its officers or employees, the details of which would need to be mentioned in this Report.

#### **18. Listing with Stock Exchanges:**

The Company is listed on Bombay Stock Exchange Limited (BSE), Mumbai. The annual listing fees for the year 2024-25 has been paid to the Stock Exchange where the Company's shares are listed.

#### **19. Consolidated Financial Statements:**

The Company does not have any subsidiaries so there is no need to prepare consolidated financial statement.

#### **20. Particulars of loans or guarantees given, securities provided or investments made under Section 186 of the Companies Act, 2013:**

During the year under review, the Company has not given loans or guarantees, securities provided or investments made under Section 186 of the Companies Act, 2013.

#### **21. Report on Performance of Subsidiaries, Associates and Joint Venture Companies:**

As per the provision of first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the Company is required to attach along with its financial statements a separate statements containing the salient features of financial statements of its subsidiaries in Form AOC-1.

The Company does not have any Subsidiaries, Associates and Joint Venture Companies. Hence, the details of performance of Subsidiary/ Associate/ Joint venture and their contribution to overall performance on Company is not applicable.

#### **22. Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013:**

During the year under review, the Company revised its Policy on Materiality of Related Party Transactions as also Dealing with Related Party Transactions, in accordance with the amendments to applicable provisions of law / Listing Regulations.

The Company's Policy on Materiality of Related Party Transactions as also dealing with Related Party Transactions, as approved by the Board, is available on the website of the Company at the link: [www.shivacement.com](http://www.shivacement.com).

During the year under review, all other contracts / arrangements / transactions entered into during the financial year 2024-25 by the Company with Related Parties were in the ordinary course of business and on an arm's length basis. Related Party Transactions which are in the ordinary course of business and on an

arm's length basis, of repetitive nature and proposed to be entered into during the financial year are placed before the Audit Committee for prior omnibus approval. A statement giving details of all Related Party Transactions, as approved, is placed before the Audit Committee for review on a quarterly basis.

All Related Party Transactions (RPT) and subsequent material modifications are placed before the Audit Committee for its review and approval. Prior omnibus approval is obtained for RPT which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length. All RPT are subjected to independent review by a reputed accounting firm to establish compliance with the requirements under the Act, and Listing Regulations.

The Company has developed a framework for the purpose of identification and monitoring of such Related Party Transactions. The details of transactions / contracts / arrangements entered into by the Company with Related Parties during the financial year under review are set out in the Notes to the Financial Statement. The disclosure of material RPTs as required to made under Section 134 in Form AOC-2 is attached as Annexure B to this Report.

#### **23. Change in nature of business:**

During the financial year under review, there has been no change in the nature of business of the Company.

#### **24. Material changes and commitment affecting the financial position of the Company:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

#### **25. Particulars regarding Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

A statement containing necessary information, as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 Companies Act, 2013 is annexed hereto in Annexure-C.

#### **26. Disclosure related to policy:**

##### **A. Company's policy on Directors', KMP & other employees' appointment and remuneration:**

The Company has formulated, amongst other, the Policies on the Directors', KMP & other employees' appointment including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under sub-section (3) of Section

# Directors' Report

178 of the Act. The salient features of the Remuneration Policy forms part of Corporate Governance Report and detailed policy has also been published on the website [www.shivacement.com](http://www.shivacement.com).

## B. Risk Management Policy:

Your Company in line with its business plan and risk appetite, has adopted a robust Risk Management Policy, to identify, assess, monitor and address the full spectrum of risks applicable and mitigate & manage such risks, including the combined impact of those risks. The policy has been drafted in line with the Company's business operations with an objective to develop a 'risk intelligent' culture that drives informed decision making and builds resilience to adverse developments while ensuring that opportunities are exploited to create value for all stakeholder. The Company has constituted a Risk Management Committee in accordance with the requirements of SEBI Listing Regulations to, inter alia, monitor the risks and their mitigating actions. Risks related to internal controls, compliances & systems are reviewed in detail by the Audit Committee. All risks including investment risks are reviewed in the meetings of the Board of Director.

## C. Dividend Distribution Policy:

In terms of the provisions of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), your Company has formulated and adopted a Dividend Distribution Policy, which is available on the Company's website and can be accessed at [www.shivacement.com](http://www.shivacement.com).

## D. Corporate Social Responsibility:

The Company believes in inclusive growth to facilitate creation of a value based and empowered society through continuous and purposeful engagement with society around. The provisions of the Corporate Social Responsibility under section 135 of the Companies Act, 2013 are not applicable to the Company. However, the CSR activities are undertaken by the parent company i.e. JSW Cement Limited on behalf of the Company. Therefore, the details about the initiatives taken by the Company on Corporate Social Responsibility during the year under review have not been appended as Annexure to this Report.

The Company has CSR policy and CSR Committee to review the activities undertaken by the parent company i.e. JSW Cement Limited on behalf of the Company.

The CSR Policy formulated is uploaded on the website of the Company at [www.shivacement.com](http://www.shivacement.com).

## 27. Vigil Mechanism:

Pursuant to the provisions of Section 177 (9) of Companies Act, 2013, the Board of Directors has established a committee to provide adequate safeguard against victimization & to protect interest of the directors and employees to report their genuine concerns. The Company has uploaded the code of conduct in relation to the employees & directors on its website ([www.shivacement.com](http://www.shivacement.com)).

## 28. Evaluation of Board, Committees and Board Members pursuant to provisions of the Companies Act, 2013:

Good Governance requires Boards to have effective processes to evaluate their performance. The evaluation process is a constructive mechanism for improving effectiveness of Board, maximizing strengths and tackling weaknesses which leads to an immediate improvement in performance throughout the organization.

### Evaluation by Independent Director:

In terms of the Code for Independent Directors (Schedule IV), the Independent Director(s) on the Board of the Company shall evaluate performance of the Non-Independent Director(s), Board as a whole and review performance of Chairperson. Broad parameters for reviewing performance are based on the structured questionnaires related to composition of Board, Function of Board, Meeting attended by Board Members, conflict of interest, participation in discussion, time contribution, Governance and ethical problem etc.

### Evaluation by Nomination and Remuneration (NRC) Committee:

Nomination and Remuneration committee constituted under section 178 of the Companies Act, 2013 has been made responsible for carrying out evaluation of every Director's performance. The evaluation of individual Director focuses on contribution to the work of Board.

### Evaluation by Board:

The purpose of Board Evaluation is to achieve persistent and consistent improvement in the governance of the Company at Board level with an intention to establish and follow best practices in Board Governance in order to fulfill fiduciary obligation to the Company. The Board believes, the evaluation will lead to a working relationship among Board members, greater efficiency using the Board's time and increased effectiveness of the Board as governing body. A structured questionnaire was prepared covering all aspects of the Board's and Committee's function, for the evaluation of the Board and Committees. The evaluation of the Independent Directors was based on the range of the criteria like independent judgment strategy, performance and risk

management; skill, knowledge and Familiarity about the Company, professional advice, attendance in Board and Committee meeting etc. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of stakeholders and the Company.

### 29. Significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

### 30. Adequacy of Internal Financial Controls:

The Board of Directors in consultation with Internal Auditors have laid down the Internal Financial Controls Framework, commensurate with the size, scale and complexity of its operations. The Internal Audit Team quarterly monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### 31. Cost Record:

Pursuant to Section 148(1) of the Companies Act, 2013 the Company is required to maintain cost records as specified by the Central Government and accordingly such accounts and records are made and maintained. Such cost accounts and records are subject to audit by M/s Kishore Bhatia & Associates - Cost Accountants (Firm Registration -00294), to conduct the cost audit of your Company for the financial year ended 31<sup>st</sup> March, 2025.

Pursuant to Section 148(2) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board based on the recommendation of the Audit Committee appointed, M/s Kishore Bhatia & Associates - Cost Accountants to conduct the audit of the cost accounting records of the Company for FY 2024-25. M/s Kishore Bhatia & Associates - Cost Accountants, being eligible, have consented to act as the Cost Auditors of the Company for financial year 2025-26.

The remuneration of ₹2,20,000 (Rupees Two lakhs twenty thousand only) plus out of pocket expenses, travelling and other expenses (which would be reimbursable at

actuals) plus taxes incurred in connection with the aforesaid audit, is proposed to be paid to the Cost Auditors, subject to ratification by the Members of the Company at the ensuing AGM.

### 32. Directors and Key Managerial Personnel:

#### Appointment of Director

Ms. Sudeshna Banerjee (DIN: 01920464), has been re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from 23<sup>rd</sup> April, 2024.

#### Appointment/Resignation of Key Managerial Personnel

Ms. Sneha Bindra has resigned from the post of Company Secretary & Compliance Officer w.e.f. 11<sup>th</sup> February, 2025 (Closure of business hours).

Ms. Ishika Sharma has been appointed as a Company Secretary & Compliance Officer w.e.f. 27<sup>th</sup> March, 2025.

#### Retirement by Rotation

In accordance with the provisions of Section 152 of the Act, read with rules made there under and Articles of Association of the Company, Mr. Narinder Singh Kahlon (DIN- 03578016), Non-Executive Director of your Company shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting of the Company.

### 33. Corporate Governance:

Your Company has complied with the requirements of Regulation 17 to 27 of the SEBI (LODR) Regulations, 2015 on Corporate Governance. Pursuant to Schedule V of the SEBI (LODR) Regulations, 2015, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

### 34. Management Discussion and Analysis Report

The Management Discussion and Analysis Report on the operations of the Company for the year under review, as required under Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms part of this Annual Report.

### 35. Human Resources

The Company is maintaining cordial and healthy relations with its employees. Employees at all levels are extending their full support. The Company has strong faith in potential of human resources. It believes in the creative abilities of the people; those work for the Company. It believes in the participatory management.

# Directors' Report

## 36. Particulars of Employees

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure D to this Report. The disclosure under Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

## 37. Disclosure under section 54(1)(d) of the Companies Act, 2013:

The Company has not issued sweat equity shares during the year under review and hence, no information as pursuant to section 54(1)(d) of the Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014 is furnished.

## 38. Disclosure under section 67(3) of the Companies Act, 2013

The Company has not passed any special resolution pursuant to Section 67(3) of the Companies Act, 2013 hence no disclosure is required to be made.

## 39. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (POSH Act) and the Rules made thereunder, the Company has in place a policy on Prevention of Sexual Harassment of women at workplace. The Company has constituted an Internal Complaints Committee ("ICC") for redressal of the complaints arising under POSH Act.

Number of complaints received and resolved in relation to Sexual Harassment of Women at Workplace (Prevention, Protection, and Redressal) Act, 2013 during the year under review and their breakup is as under:

- (a) No. of Complaints filed during the year ended 31.03.2025: 1

- (b) No. of Complaints disposed of during the financial year: 1

- (c) No. of pending Complaints as on 31.03.2025: NIL

## 40. IBC Code and One-time Settlement

There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code). There has not been any instance of one-time settlement of the Company with any bank or financial institution.

## 41. Other Disclosures

In terms of applicable provisions of the Act and SEBI Listing Regulations, your Company discloses that during the financial year under review:

- there was no Scheme for provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- there was no public issue, bonus issue or preferential issue, etc. However, the Company had issued and allotted 10,00,00,000 (Ten Crore) Equity Shares at face value ₹2 each (Rupees Two only) each at an issue price of ₹40 per Equity Share through rights issue which was approved by the Board vide Board Meeting dated 13<sup>th</sup> May 2024 .
- there was no transfer of unpaid or unclaimed amount to Investor Education and Protection Fund (IEPF).

## 42. Acknowledgements

Your directors place on record their sincere appreciation to the government authorities, Bankers, NBFCs, consultants, shareholders, employees, suppliers & contractors of the Company for the co-operation and support extended to the Company.

## 43. Cautionary Statement

Statements in the directors' report and the management discussion & analysis describing company's objectives, expectations or predictions, may be forward-looking statement within the meaning of applicable laws and regulations. Although we believe our expectation is based on reasonable assumption, actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: global and domestic demand and supply conditions affecting selling prices, new capacity additions, availability of critical materials and their cost, changes in government policies and tax laws, economic development of the country, and such other factors which are material to the business operations of the company.

For and on behalf of the Board of Directors  
**Shiva Cement Limited**

**Manoj Kumar Rustagi**

Whole-Time Director & CEO

DIN:07742914

**Narinder Singh Kahlon**

Director

DIN: 03578016

28 April, 2025

Place: Kutra, Sundargarh

# Annexure A

## Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2024

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

To

The Members

**SHIVA CEMENT LIMITED,**

Telighana, PO: Birangatoli, Tehsil-Kutra,  
District-Sundargarh, Odisha-770018

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SHIVA CEMENT LIMITED** (hereinafter called "the Company"), **CIN NO. L26942OR1985PLC001557**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board - processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I** for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; not applicable during the period under review;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; not applicable as the Company has not issued any debt instruments during the period under review;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; not applicable during the period under review;
- i) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; not applicable as the Company has not bought back any shares during the period under review and;

I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedure on test basis. The list of major head/groups of Acts, Laws and Regulations as generally applicable to the Company is as per **Annexure II**.

# Directors' Report

## I further Report that:

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

- (i) Secretarial Standards I & II issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with:
  - (a.) BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as applicable to the Company.

## I further report that:

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

With the consent of all the Directors, Notices of Board Meetings at a Shorter Notice along with detailed Notes on each Agenda items were sent to the Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

In case of Direct and Indirect Tax Laws like Income Tax Act, Goods and Service Tax Act, I have relied on the Reports given by the Statutory Auditors of the Company in respect thereto.

**I further report that** during the year/audit period under report, the Company has undertaken the following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards, etc.

## I further report that

1. During the period under review the company has allotted 10,00,00,000 (Ten Crore) fully paid up Rights Equity Shares of face value of ₹ 2/- each at a price of ₹ 40 per Rights Equity Share (including a premium of ₹ 38 per Rights Equity Share) to the successful applicants on 13<sup>th</sup> May 2024.
2. During the period under review the Company has agreed for setting up of a cement grinding unit with capacity of 1.0 MTPA by Bhushan Power & Steel Limited ("BPSL") in BPSL's premises at Sambalpur, Odisha, for and on behalf of the Company, with a right available to the Company to subsequently acquire the said unit including the right to use the relevant portions of the underlying land parcel on which the said cement grinding unit is to be set up, for an aggregate consideration of up to Rs. 380 crores- pursuant to the approval of shareholders in 38<sup>th</sup> Annual General Meeting held on Thursday, 19<sup>th</sup> September, 2024.
3. During the period under review Ms. Sneha Bindra, Company Secretary and Compliance Officer has resigned from the company w.e.f 11<sup>th</sup> February, 2025 (closing of business hours) pursuant to the recent amendment in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. During the period under review Ms. Ishika Sharma (ACS 70573) has been appointed as Company Secretary and Compliance Officer of the company w.e.f 27<sup>th</sup> March, 2025.

**I further report that** in my opinion there are adequate systems and processes in the Company commensurate with the size and nature of its business to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Sunil Agarwal & Co.**  
Company Secretaries

**Sunil Agarwal**  
(Proprietor)  
FCS No. 8706  
C.P. No. 3286

Place: Mumbai  
Date: 28 April, 2025

UDIN: F008706G000208543  
Peer review Unit No. 788/2020

**ANNEXURE - I**

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the Financial Year ended 31<sup>st</sup> March, 2024.
3. Minutes of the Meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Stakeholders Committee, Corporate Social Responsibility Committee, ESOP Committee, Finance Committee, Risk Committee, Project Review and Sustainability Committee along with Attendance Register held during the Financial Year under review.
4. Minutes of General Body Meetings held during the Financial Year under review.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors /Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto and the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 during the Financial Year under Report.

**ANNEXURE - II****List of applicable laws to the Company**

- i. Cement Quality Control (Order), 2003;
- ii. Cement CESS Rule, 1993
- iii. Mines Act, 1952 and the rules made thereunder;
- iv. Mines and Minerals (Development and Regulation) Act, 1957 and the rules made thereunder;
- v. Odisha State Profession Tax Act 1975 & Rules made there under;
- vi. GST Act and Rules made there under.
- vii. Any other laws as may be applicable

## Directors' Report

### ANNEXURE – III

To  
The Members  
SHIVA CEMENT LIMITED,  
Telighana, PO: Birangatoli, Tehsil-Kutra,  
District-Sundargarh, Odisha-770018

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record, is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Sunil Agarwal & Co.**  
Company Secretaries

**Sunil Agarwal**  
(Proprietor)  
FCS No. 8706  
C.P. No. 3286

UDIN: F008706G000208543  
Peer review Unit No. 788/2020

Place: Mumbai  
Date: 28 April, 2025

# Annexure B

## Form No. AOC-2

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

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:**

- Details of contracts or arrangements or transactions not at arm's length basis-** Not Applicable
- Details of material contracts or arrangement or transactions at arm's length basis-** For details of transactions during the year refer note 37(e)B of the financial statements. The material transactions are as under:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Bhushan Power & Steel Limited (Other related party)	1 MTPA cement Grinding unit	Long Term	Setting up of 1 MTPA cement grinding unit by Bhushan Power and Steel Limited and subsequent acquisition of said unit by Shiva Cement Limited.	Resolution passed by shareholders in the Annual General Meeting dated 19 <sup>th</sup> September, 2024.	- -

For and on behalf of the Board  
**Shiva Cement Limited**

Date: 28 April, 2025  
Place: Kutra, Sundargarh

**Manoj Kumar Rustagi**  
Whole-Time Director & CEO  
DIN: 07742914

**Narinder Singh Kahlon**  
Director  
DIN: 03578016

# Directors' Report

## Annexure C

### Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The disclosures required to be made under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is as follows:

#### A. Conservation of Energy

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

1. Installation of two low voltage variable frequency drives ('LVVFD') for bag filter fan in raw mill section.
2. Installation of Radar Level sensor for clinker bed height measurement to optimize cooler operation.
3. Installed energy-efficient LED lights and Air Conditioning System in new office buildings i.e., OHC, Central Store, Workshop and Cafeteria.
4. Installation of Light control switch outside the Main Door in various location of plant, enables on-demand lighting usage, significantly reducing unnecessary energy consumption during non-operational hours.
5. Implemented Centralized Compressor System by shutting down multiple small less-efficient compressors across plant, to reduced idle running and optimize pressure settings as per real-time demand.

(b) The capital investment on energy conservation equipment: Capex ~

1. Power saving by installing two LVFD
2. Installation of one Radar Level sensor in cooler

(c) Steps taken for utilizing alternate source of utilization:

1. Continued sourcing of power through Waste Heat Recovery Systems (WHRS)

#### B. Technology Absorption

(a) Efforts made towards Technology Absorption:

1. Implementation of Expert Optimizer System (EO) integrated with plant DCS to increased process automation, improved product consistency and lower emissions.

(b) Information regarding Technology Imported during period Apr'24 - Mar'25: NIL

C. Benefits derived (Cost reduction, product improvement/ improvement, Import substitution): NIL

C. There is no major Expenditure for R&D for the period of Apr'24 - Mar'25, as various projects were executed.

#### D. Foreign Exchange Earnings and Outgo

	(₹in Lakhs)
Foreign Exchange earned	-
Foreign exchange outgo	2,334.89

# Annexure D

Disclosure of Remuneration under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

No.	Requirement	Information Director	Ratio
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	Mr. Manoj Kumar Rustagi, Whole-time Director & CEO	*
	In respect of Non-Executive Directors, the comparison is based on their respective actual remuneration during financial year 2024-25 in the capacity of Director	Mr. Narinder Singh Kahlon, Non-Executive Non-Independent Director	**
		Mr. Shouvik Chakraborty, Non-Executive Non-Independent Director	**
		Mr. Jagdish Toshniwal, Non-Executive Independent Director	***
		Ms. Sudeshna Banerjee, Non-Executive Independent Director	***
		Mr. Sanjay Sharma, Non-Executive Independent Director	***

\*The disclosure with respect to Ratio of remuneration is not given as the Whole-time Director of the Company gets a remuneration of Rs.1 per month. Mr. Manoj Kumar Rustagi is deputed by JSW Cement Limited, Holding Company.

\*\*Mr. Narinder Singh Kahlon & Mr. Shouvik Chakraborty does not get any remuneration from the Company.

\*\*\*Mr. Jagdish Toshniwal, Ms. Sudeshna Banerjee & Mr. Sanjay Sharma are entitled for only sitting fees and do not receive any other form of remuneration.

(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Director, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Change
	In respect of Non-Executive Directors, the % change shown is based on their respective actual remuneration during FY 2023- 24 & FY 2024-25	Mr. Manoj Kumar Rustagi, Whole-time Director & CEO	*
		Mr. Narinder Singh Kahlon, Non-Executive Non-Independent Director	**
		Mr. Shouvik Chakraborty, Non-Executive Non-Independent Director	**
		Mr. Jagdish Toshniwal, Non-Executive Independent Director <sup>#</sup>	3 %
		Ms. Sudeshna Banerjee, Non-Executive Independent Director <sup>#</sup>	7.32%
		Mr. Sanjay Sharma, Non-Executive Independent Director <sup>#</sup>	12.33%
		Mr. Girish Menon, Chief Financial Officer	*
		Ms. Sneha Bindra Company Secretary (Resigned w.e.f. 11 <sup>th</sup> February 2025)	*
		Ms. Ishika Sharma, Company Secretary (Appointed w.e.f. 27 <sup>th</sup> March 2025)	****

\* Mr. Manoj Kumar Rustagi, Mr. Girish Menon, & Ms. Sneha Bindra does not get any remuneration from the Company as they are deputed by JSW Cement Limited, Holding Company.

\*\* Mr. Narinder Singh Kahlon & Mr. Shouvik Chakraborty do not receive any remuneration from the Company a does not receive any sitting fees.

# Mr. Jagdish Toshniwal, Ms. Sudeshna Banerjee & Mr. Sanjay Sharma receive only sitting fees from the Company. The increase in total sitting fees is due to higher number of Board/Committee Meetings conducted during the year.

Ms. Ishika Sharma has been appointed on 27<sup>th</sup> March 2025 , hence there is no change in remuneration during the year under review.

## Directors' Report

- (iii) The percentage increase in the median remuneration of employees in 14.3%  
the financial year
  - (iv) The number of permanent employees on the rolls of company 220
  - (v) Average percentile increase already made in the salaries of employees -  
other than the managerial personnel in the last financial year and its  
comparison with the percentile increase in the managerial remuneration  
and justification thereof and point out if there are any exceptional  
circumstances for increase in the managerial remuneration
  - (vi) Affirmation that the remuneration is as per the remuneration Affirmed  
policy of the company
-

# REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2024-25

(Pursuant to Regulation 34(3) and schedule V(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended).

## 1. Company's Philosophy on Corporate Governance

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. Our philosophy on Corporate Governance is founded upon a strong culture and legacy of its value system. We are committed to continuously adopt and adhere to the best governance practices, ensuring we remain a value-driven organisation and develop a corporate culture that recognises and rewards adherence to ethical standards and good governance practices with appropriate disclosures and transparency. We consider our Corporate Governance philosophy as an essential element of business, which helps the Company to fulfil its responsibilities towards all its stakeholders. At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the management and the Board. We believe that the imperative for good Corporate Governance lies not merely in drafting codes for Corporate Governance but in practicing and implementing the same in spirit.

The Company constantly endeavours to follow the Corporate Governance Guidelines/Policies and best practices sincerely and disclose the same transparently. We ensure that we evolve and follow not just the stated Corporate Governance Guidelines/Policies, but also global best practices. We are in compliance with Corporate Governance requirements as contained in Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), details of which are given below.

## 2. Board of Directors

### i. Composition:

The Board of your Company consists of distinguished professionals with vast experience and a strong reputation. It maintains a balanced and diverse composition of Executive and Non-Executive Directors,

with Independent Directors accounting for 50% of the Board, including an Independent Woman Director. The Board's structure fully complies with the Companies Act, 2013, SEBI Listing Regulations (as amended), and other applicable statutory provisions. The current composition of Board brings together professional excellence, experience, and in-depth knowledge, empowering it to guide your Company with effective leadership and sound governance.

As on 31<sup>st</sup> March, 2025, the Board comprises of 6 Directors with rich and varied experience in their respective fields:

Name of the Directors	Position
<b>Executive</b>	
Mr. Manoj Kumar Rustagi	Whole Time Director & CEO
<b>Non-Executive Non- Independent</b>	
Mr. Narinder Singh Kahlon	Non-Executive Director
Mr. Shouvik Chakraborty	Non-Executive Director
<b>Non-Executive Independent</b>	
Mr. Jagdish Toshniwal	Independent Director
Ms. Sudeshna Banerjee	Independent Director
Mr. Sanjay Sharma	Independent Director

Notes:

- Independent Director means a Director as defined under Regulation 16(1)(b) of the SEBI (LODR) Regulations.

### ii. Meetings and attendance record of each Director:

During the Financial Year 2024-25, Eight Board Meetings were held and the gap between two meetings did not exceed 120 (one hundred and twenty) days.

No. of	Date of Meeting	No. of Directors present
1.	25-04-2024	6 out of 6
2.	13-05-2024	6 out of 6
3.	25-07-2024	6 out of 6
4.	13-08-2024	6 out of 6
5.	21-10-2024	6 out of 6
6.	21-01-2025	6 out of 6
7.	04-02-2025	6 out of 6
8.	27-03-2025	6 out of 6

# Report on Corporate Governance

Details of attendance of the Directors at the Board Meetings and the Annual General Meeting ('AGM') held during the year ended 31<sup>st</sup> March, 2025, other Directorships and Committee Chairmanships and Memberships held by the Directors of the Company as at 31<sup>st</sup> March, 2025 are as follows:

Name of Director	Category	Number of shares and convertible instruments held by non-executive directors	Attendance Details		No. of Directorships and Committee (#) Memberships / Chairmanships in Indian Public Limited Companies (excluding Shiva Cement Limited)		
			Board Meetings	38 <sup>th</sup> AGM held on 19 <sup>th</sup> September 2024 (Y/N)	Other Directorships	Other Committee Chairmanships	Other Committees Memberships
Mr. Manoj Kumar Rustagi	Whole-Time Director & CEO	200	8	Yes	-	-	-
Mr. Narinder Singh Kahlon	Non- Independent Non- Executive Director	-	8	Yes	1	-	-
Mr. Jagdish Toshniwal	Independent Director	100	8	Yes	1	-	-
Mr. Shouvik Chakraborty	Non-Independent Non-Executive Director	-	8	Yes	-	-	-
Ms. Sudeshna Banerjee	Independent Director	-	8	Yes	-	-	-
Mr. Sanjay Sharma	Independent Director	15000	8	Yes	-	-	-

Notes:

- Only Audit Committee and Stakeholders' Relationship Committee have been considered as per Regulation 26(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Excludes membership of committees of Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

Details of Other listed entities where the Directors of the Company are directors as on 31<sup>st</sup> March, 2025 are as under:

Name of Director	Name of other Listed entities in which the concerned Director is a Director	Category of Directorship
Mr. Jagdish Toshniwal	M/s. Star Cement Limited	Non-Executive Independent Director

### iii. Separate meeting of Independent Directors:

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 of the SEBI (LODR) Regulations, the Independent Directors of the Company held one meeting during the year on 04<sup>th</sup> February, 2025, without the presence / attendance of Non-Independent Directors and Members of the Management. All three Independent Directors were present for the Meeting.

#### Opinion of the Board

The Board of Directors after due evaluation, have formed an opinion that the Independent Directors fulfill the conditions specified in the SEBI (LODR) Regulations and are independent of the Management.

### iv. Directors Competence/Skills/ Expertise Chart

The Company's Board comprises of highly skilled & qualified members from varied field and diverse background. They possess required skill, expertise and competence which enables them to make effective contributions to the Board and its committee.

The Company has identified following skills sets, in the context of the Company's business, as a guide to identify appropriate skills, knowledge, experience, personal attributes and other criteria for the board of the Company. This matrix is a useful tool to assist with professional development initiatives for directors and for the Board's succession planning.

The skills and attributes of the Company can be broadly categorised as follows:

#### a) Leadership & Strategic Planning -

Experience in driving business in global market and leading management teams to make decisions in uncertain environments based on practical understanding, appreciation and understanding of short-term and long-term trends, strategic choices and demonstrating strengths, developing talent, succession planning

**b) Audit & Risk Management –**

Experience in devising the appropriate risk policy underlying the business of the Company and other external factor, including suggesting appropriate changes considering the changing dynamics in this overly volatile economy. Leadership in controlling the same with appropriate audit trail and monitoring.

**c) Compliance & Governance –**

Experience in developing governance practices and observing the same, accountability and insight to the best interests of all stakeholders, driving corporate ethics and values.

**d) Financial –**

Leadership in financial management, proficiency in complex financial planning and execution

whilst understanding the short-term and long term objective of the Company and Group, capital allocation and maintaining cordial relationship with various Bankers.

**e) Legal & Regulatory Expertise –**

Understanding the complex web of law & regulations, for undertaking the best decision under the ambit of law, updation of such skills and monitoring of person performing such functions.

In the table below, the specific areas of focus & expertise of individual Board members have been highlighted. However, the absence of mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Name of Directors	Area of Expertise			
	Leadership & Strategic Planning	Audit & Risk Management	Compliances and Legal & Regulatory Expertise	Technical Skill/ Experience-Project
Mr. Manoj Kumar Rustagi	✓	✓	✓	✓
Mr. Narinder Singh Kahlon		✓	✓	
Mr. Jagdish Toshniwal	✓	✓		✓
Ms. Sudeshna Banerjee		✓		✓
Mr. Sanjay Sharma		✓		✓
Mr. Shouvik Chakraborty	✓			✓

**v. Senior Management:**

The details of senior management including changes therein since the close of the previous financial year is as under:

Name	Designation
Mr. Anil Kumar Mishra	Plant Head
Mr. Anil Singh	Operations Head
Mr. Prashant Pradhan	General Manager – F & A
Mr. Kaushik Sengupta	Head HR
Mr. Girish Menon	Chief Financial Officer
Mrs. Sneha Bindra	Company Secretary*
Ms. Ishika Sharma	Company Secretary**

\*Resigned w.e.f. 11<sup>th</sup> February, 2025.

\*\*Appointed w.e.f. 27<sup>th</sup> March, 2025.

**3. Audit Committee**

The constitution of Audit committee meets there quirements of Section 177 of the Companies Act, 2013 and Regulation 18(1) of the SEBI Listing Regulations, majority of members being Independent Directors to enable independent and transparent review of financial reporting process and internal control mechanism with an objective to further strengthen the confidence of all stakeholders.

Mr. Jagdish Chandra Toshniwal is the Chairman of the Audit Committee. The Members possess adequate knowledge of Accounts, Audit, Finance, etc. The composition of the Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. There are no recommendations of the Audit Committee that have not been accepted by the Board.

# Report on Corporate Governance

## Terms of reference of Audit Committee:

The terms of reference of the Audit Committee cover all applicable matters specified under Regulation 18(3) and Part C of Schedule II of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 which inter alia include overseeing the Company's financial reporting process, recommending the appointment and removal of external auditors, fixation of audit fees and also approval for payment for any other services, reviewing with the management the financial statement before submission to the Board, to approve transactions of the Company with related parties and subsequent modifications of the transactions with related parties, reviewing adequacy of internal control systems, discussion with Internal Auditors of any significant findings and follow up there on, reviewing the findings of any internal investigations by the Internal Auditors, discussion with Statutory Auditors about the nature and scope of audit, etc. The Internal Auditor send internal audit reports directly to the Audit Committee.

## Composition, Meetings and Attendance of the Audit Committee

During FY 2024-25, Seven meetings of the Audit Committee were held i.e. on 25<sup>th</sup> April, 2024, 25<sup>th</sup> July, 2024, 13<sup>th</sup> August, 2024, 21<sup>st</sup> October, 2024, 21<sup>st</sup> January, 2025, 04<sup>th</sup> February, 2025 and 27<sup>th</sup> March, 2025. The intervening gap between two meetings did not exceed 120 (one hundred and twenty) days.

The details of the Audit Committee meetings attended by its members during the FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Jagdish Toshniwal – Chairman	Independent Director	7	7
2	Mr. Narinder Singh Kahlon – Member	Non-Executive Director	7	7
3	Mr. Sanjay Sharma – Member	Independent Director	7	7
4	Ms. Sudeshna Banerjee – Member	Independent Director	7	7

The Chief Financial Officer had attended the meetings of Audit Committee. The Statutory Auditors and Internal Auditors were also invited in the Audit Committee Meetings. The Company Secretary acts as the Secretary of the Committee.

## 4. Nomination & Remuneration Committee:

The Nomination and Remuneration Committee's constitution and terms are in compliance with the provisions of the Companies Act, 2013 and Regulation 19 and Part D of the Schedule II of the SEBI (LODR) Regulations, 2015, all the members of the Committee were Non-Executive Directors majority being Independent Director. The Company Secretary acts as the Secretary of the Committee.

The broad terms of reference of the Nomination and Remuneration Committee's, inter alia, include the following:

- to formulate the policy for determining qualifications, positive attributes, remuneration and independence of a director, KMP, senior management and other employees;
- to identify persons who are qualified to become directors, KMP and senior management and to recommend to the Board their appointment and removal;
- Devising a policy on diversity of board of directors;
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommend to the board, all remuneration, in whatever form, payable to senior management;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;

## Composition, Meetings and Attendance of the Nomination & Remuneration Committee

During FY 2024-25, three meetings of the Nomination & Remuneration Committee were held i.e. on 25<sup>th</sup> April, 2024, 04<sup>th</sup> February, 2025 and 27<sup>th</sup> March, 2025.

The details of the NRC meetings attended by its members during FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Sudeshna Banerjee – Chairperson	Independent Director	3	3
2	Mr. Jagdish Toshniwal – Member	Independent Director	3	3
3	Mr. Narinder Singh Kahlon – Member	Non-Executive Director	3	3

### Remuneration to Directors

Mr. Manoj Kumar Rustagi, Whole-Time Director & CEO of the Company has been paid remuneration of Re.1/- per month in consonance of the agreement executed between him and the Company. He has been deputed and nominated by the parent company i.e. JSW Cement Limited and receives remuneration from the parent company.

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

As per terms of appointment no remuneration is paid to Non-Executive Director & Independent Directors. The Company pays sitting fees to Independent Director at the rate of ₹25,000/- for each Board meeting attended and ₹15,000/- for each committee meeting attended. Sitting fee paid to the Directors for the year ended 31<sup>st</sup> March, 2025 is as follows: -

Sr. no.	Name	Sitting Fees Paid (₹ In Lakhs)
1	Mr. Jagdish Toshniwal, Independent Director	4.6
2	Ms. Sudeshna Banerjee, Independent Director	3.85
3	Mr. Sanjay Sharma, Independent Director	3.7

### Performance Evaluation:

The Performance Evaluation of all the Directors was performed according to provisions of Section 178 of the Companies Act, 2013 and as per Part D of Schedule II of SEBI (LODR) Regulation, 2015 in a systematic manner and there were no observations with respect to Board Evaluation carried out in previous year and also in the year under review.

The Board Evaluation Policy was amended and approved by the Board in its meeting dated 21<sup>st</sup> January, 2025 on the recommendation of Nomination and Remuneration Committee (NRC) through Circular Resolution on 17<sup>th</sup> January, 2025. This policy has been framed in compliance with the provisions of Section 178 (2), 134(3)(p) and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(10), 19(4) and Part D of Schedule II of the SEBI (LODR) Regulation, 2015, as amended from time to time

## 5. Stakeholder/Investors' Grievance Committee:

The Stakeholder Relationship Committee's constitution and roles and responsibilities are in compliance of the Companies Act, 2013 and SEBI Listing Regulations.

The Stakeholder Relationship Committee comprises of three members.

### Terms of Reference:

The broad terms of reference of the Stakeholder/Investors' Grievance Committee, inter alia, include the following:

- Relating to redressal of shareholders and investors complaints.
- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.
- Review the process and mechanism of redressal of Shareholders /Investors grievance and to suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), dividends, interest, annual report and any other grievance/complaints.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved by them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- To do all acts deeds and things as may be empowered or allowed under the Companies Act

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2013 and SEBI (LODR) Regulation, 2015, including any amendment thereto for the time being in force.

## Composition, Meetings and Attendance of the Stakeholders Relationship Committee

During FY 2024-25, the Committee met once i.e. on 04<sup>th</sup> February, 2025.

The details of the Stakeholders Relationship Committee meeting attended by its members during FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Narinder Singh Kahlon - Chairman	Non-Executive Director	1	1
2	Mr. Manoj Kumar Rustagi - Member	Whole-Time Director & CEO	1	1
3	Mr. Jagdish Toshniwal- Member	Independent Director	1	1

Ms. Ishika Sharma, Company Secretary & Compliance Officer for complying with the requirements of SEBI (LODR) Regulations and the Listing Agreement with the Stock Exchanges in India.

Number of complaints received and resolved to the satisfaction of Shareholders / Investors during the year under review and their break-up is as under:

No. of Shareholders Complaints received during the year ended 31<sup>st</sup> March, 2025: NIL

No. of Complaints resolved to the satisfaction of the Shareholders: NIL

No. of pending Complaints as on 31<sup>st</sup> March, 2025: NIL

## 6. Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee (CSR) comprises of the three members namely: Ms. Sudeshna Banerjee, Independent Director, Mr. Manoj Kumar Rustagi, Whole-Time Director & CEO and Mr. Narinder Singh Kahlon, Non-Executive Director.

The purpose of the committee is to formulate and monitor the CSR policy of the Company. The broad terms of reference of the CSR Committee, inter alia, include the following:

- undertake CSR activities through a registered Trust or a registered society or a company established by the company or its holding or subsidiary or associate company under section 8 of the Act;

- collaborate with another company for undertaking projects or programs or CSR in a manner that respective companies will report separately on such projects or programs;
- recommend the amount of expenditure to be incurred on the activities;
- monitoring and reporting mechanism for utilization of funds on such projects and programs;
- institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the company.

## Composition, Meetings and Attendance of the Corporate Social Responsibility Committee

During FY 2024-25, the Committee met once i.e. on 25<sup>th</sup> April, 2024.

The details of the CSR meeting attended by its members during FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Ms. Sudeshna Banerjee - Chairperson	Independent Director	1	1
2	Mr. Narinder Singh Kahlon - Member	Non-Executive Director	1	1
3	Mr. Manoj Kumar Rustagi - Member	Whole-Time Director & CEO	1	1

## 7. Finance Committee:

The Finance Committee comprises of one Executive Director and one Non-Executive Director i.e. Mr. Manoj Kumar Rustagi, Whole-Time Director & CEO and Mr. Narinder Singh Kahlon, Non-Executive Director. The broad terms of reference of the Finance Committee, inter alia, include the following:

- To avail credit/financial facilities of any description including refinancing (hereinafter called as "Facilities") from Banks/Financial Institutions/Bodies Corporate (hereinafter referred to as 'Lenders') upon such security as may be required by the 'Lenders' and agreed to by the Committee including any alteration of sanction terms, provided however that, the aggregate amount of such credit/ financial facilities to be availed by the Committee shall not exceed ₹ 1500 crores (Rupees Fifteen Hundred Crores only).

- b) To alter/vary terms, conditions, repayment schedules including premature payments of the credit/ financial facilities availed from Lenders, with or without premium on such payments.
- c) To hypothecate/ pledge/ create charge on movable and immovable properties/ assets of the Company and to sign, execute necessary deeds, documents, agreements, writings etc. to avail the said facilities/services,
- d) To avail of from any Bank, services including supplier payment services, vendor payment services, cash management services, factoring transactions, etc., ("Services") on the terms, conditions and mentioned/to be mentioned in the respective Services agreement.
- e) To invest and deal with any monies of the Company upon such security (not being shares of the Company) or without security in such manner as the Committee may deem fit, and from time to time to vary or realize such investments, provided that all investments shall be made and held in the Company's name and provided further that monies to be invested and dealt with as aforesaid by the Committee shall not exceed ₹ 50 Crores (Rupees Fifty Crores only) and decide the authorized persons to invest, redeem, and take all necessary actions in that regard.
- f) To open Current Account(s), Collection Account(s), Operation Account(s), invest/renew/withdraw fixed deposits/time deposits/margin money deposits or any other deposits as per requirement, or any other Account(s) with Banks whether in Indian Rupees or in Foreign Currencies, whether in India or abroad, and also to close such accounts, which the Committee may consider necessary and expedient and to decide/appoint/change/remove the authorized signatories and mode of operation of the bank accounts; to authorize persons for internet banking and modifications in the signatories and mode of operation from time to time.
- g) To avail guarantees/letter of credits/enter into bill purchase schemes with any of the banks/institutions.
- h) To appoint / replace Credit Rating Agencies and to apply, review and accept Credit Ratings.
- i) To authorise officers or any other persons to enter into / sign on behalf of the Company various project contracts viz. appointment of project consultants, supply of plant and machinery, civil works, supervision etc.
- j) To authorise officers or any other persons to sign and execute Letter of Indemnity (LOI) on behalf of the Company, for all export & import documentation purpose, including for releasing cargo without original Bills of Lading, for clean Bills of Lading, any changes required to be made in Bills of Lading and any changes required to be made in discharge port as against what is declared in Bills of Lading.
- k) To allot and transfer shares of the Company to promoter(s) and / or non-promoter(s) and / or any individuals, body corporate, any other incorporated or un-incorporated entities whether resident or non-resident within the maximum limits laid down by the Shareholders from time to time.
- l) To allot / redeem Non-Convertible Debentures (NCDs), to change/modify/alter the terms of issued NCDs/ to create security/additional securities/ modification in security created for allotment of debentures, to delegate power for creation of security viz signing of Debenture Trust Deed, other documents and relevant papers, to appoint R & T agents, to appoint Depository(s) and to delegate powers for signing agreements in relation to the Depository, to issue debenture certificates or allotment of debentures in demat mode and to do all other acts and deeds incidental thereto allot/ redeem debentures, to change/modify/alter the terms of issues.
- m) To authorize officers or other persons for the purpose of acquisition of land, dealing and registration with the statutory authorities such as Excise, Service Tax, Customs, Income Tax, profession Tax, Commercial Tax, State & Central Sales tax, VAT, GST authorities and such other State and Central Government authorities, on such terms and conditions and limitations as the said Committee shall determine.
- n) To authorise officers or any other persons to issue, sign and give indemnities, bonds, guarantees or documents of similar nature having financial exposure to the State and Central Government Authorities and also to accept, enter into and sign any compromise in relation to the direct or indirect tax matters.
- o) To hedge the foreign currency exposure of the Company within the limit as specified in clause (a) by way of any derivative instrument but not limiting to FX trade, Forward rate agreement, plain vanilla interest rate caps and floor, plain vanilla call options and put options, interest rate swaps, currency swaps including cross currency swaps

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or any combination of two or more products as mentioned above.

- p) To issue power of attorneys, open/ close branch offices, authorize persons for signing Vakalatnama, authorize persons to attend meeting pursuant to section 113 of the Companies Act, 2013, affixation of Common seal.
- q) To authorize persons to initial, sign and execute various forms, applications, deeds and documents and all other necessary papers with various parties and Statutory Bodies including State and Central Government authorities in ordinary course of the business.
- r) To authorize persons to initial, sign and execute various forms, applications, deeds and documents and all other necessary papers under various acts applicable to the Company and its factories/ mines located at various locations within the territory of the India.
- s) To do all acts, deeds and things as the Committee deem fit and consider necessary by exercising the powers of the Board which the Committee may lawfully exercise by virtue of the powers hereinabove conferred.
- t) To delegate any of the aforesaid powers to any of the officers or employees of the Company.

The Committee met once during the year on 04<sup>th</sup> November, 2024, in which all the Committee members attended the meeting.

## 8. Project Review Committee:

The broad terms of reference of the Project Review Committee, inter alia, include the following:

- To review discuss and approve various projects of the Company with a project cost not exceeding ₹ 500 Cr. (Rupees Five Hundred Crore only).
- To recommend the projects which are having project cost of more than ₹ 500 Cr. (Rupees Five Hundred Crore only) for the approval of the Board.
- To closely monitor the progress of projects, cost of projects and implementation schedule with the objectives of timely project completion within the budgeted project outlay.
- To consider deviations, if any, with a comprehensive note detailing the reasons for such deviation and its impact on viability parameters.
- To ensure the project will be completed on time and within the budget allocated by the Board.

- To approve necessary deviation in sub- project cost subject to total cost of project should not increase the cost of project approved by the Board.
- To review new strategic initiatives.
- To authorize officers or any other persons to initial, sign and execute on behalf of the Company various project contracts viz. appointment of project consultants, supply of plant and machinery, civil works, supervision etc.
- To authorize officers or any other persons to initial, sign and execute applications, letters, papers and deeds and documents with Central Government Authorities, State Government Authorities and various Statutory Bodies under various acts applicable for setting up projects including incentive applications.
- To participate in Bidding and tendering process of Coal, Limestone, Brackish water and other Mining Blocks.
- To authorize any person as authorized signatory to initial, sign, execute all documents, papers, instruments with relation to and during the bidding and tendering process.
- To issue Bank Guarantee, Power of Attorney or any other documents and instruments whatsoever in nature as required by Tender Document issued by Government of India.
- To authorize any employee not below the AGM level to sign the document under the Common Seal of the Company as authorized signatory along with Directors of the Company in case Company Secretary and CFO of the Company is not available in the city where document is required to be signed.
- To do all such acts deeds as specified in Tender Documents.
- To exercise such powers as may be delegated by the Board of Directors from time to time.

## Composition, Meetings and Attendance of the Project Review Committee:

During FY 2024-25, five meetings of Project Review Committee were held i.e. on 25<sup>th</sup> April, 2024, 25<sup>th</sup> July, 2024, 13<sup>th</sup> August, 2024, 21<sup>st</sup> October, 2024 and 04<sup>th</sup> February, 2025.

The details of the Project Review Committee meeting attended by its members during FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Jagdish Toshniwal – Chairman	Independent Director	5	5
2	Ms. Sudeshna Banerjee – Member	Independent Director	5	5
3	Mr. Manoj Kumar Rustagi – Member	Whole-time Director & CEO	5	5
4	Mr. Sanjay Sharma- Member	Independent Director	5	5

## 9. Risk Management Committee:

The broad terms of reference of the Risk Management Committee, inter alia, include the following:

- ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

### Composition, Meetings and Attendance of the Risk Management Committee:

During FY 2024-25, two meetings of Risk Management Committee were held i.e. on 25<sup>th</sup> April, 2024 and 21<sup>st</sup> October, 2024.

The details of the Risk Management Committee meeting attended by its members during FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Jagdish Toshniwal – Chairman	Independent Director	2	2

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
2	Mr. Narinder Singh Kahlon- Member	Non-Executive Director	2	2
3	Mr. Manoj Kumar Rustagi – Member	Whole-time Director & CEO	2	2
4	Mr. Sanjay Sharma- Member	Independent Director	2	2

## 10. Rights Issue Committee:

The broad terms of reference of the Rights Issue Committee, inter alia, include the following:

- to appoint and enter into arrangements with lead manager, legal advisors, registrars, escrow collection banks, bankers to the issue, sectoral experts, advertising/PR agencies and all other intermediaries and advisors necessary for the Issue and to negotiate, authorise and approve fees in connection therewith;
- to negotiate, authorize, approve, and pay commission, fees, remuneration, expenses and / or any other charges to the above agencies / persons and to give them such directions or instructions as it may deem fit from time to time;
- to negotiate, finalise, settle and execute the Issue Agreement and all other necessary documents, deeds, agreements and instruments;
- to take necessary actions and steps for obtaining relevant approvals, consents or waivers from Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE"), Reserve Bank of India ("RBI") and such other authorities as may be necessary, and the lenders and/or other third parties with whom the Company has entered into various commercial and other agreements, and/or any other approvals, consents or waivers that may be required in relation to the Issue;
- to finalise the draft letter of offer, the letter of offer, application form, abridged letter of offer and other documents and to file the same with SEBI, BSE, the registrar of companies and other concerned authorities, as applicable, and issue the same to the equity shareholders of the Company;
- finalise matters in relation to issue, allotment and listing of rights entitlements, including seeking

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of any temporary ISIN or other security code and approvals in relation to listing and trading of such rights entitlements and the finalization or modification of terms of any rights entitlements;

- to finalise and approve all notices, including any advertisements required to be issued, as may be necessary or allowed by SEBI and such other applicable authorities and to decide on other terms and conditions of the Issue;
- to increase or decrease the size of the issue (within the issue size approved by the Board), modify the rights entitlement ratio and terms of the Issue as the Board may deem fit and expedient in the interest of the Company;
- to decide the final size of the Issue or the total number of Rights Equity Shares to be issued ;
- to decide the price and premium of the Rights Equity Shares to be offered through the Issue;
- to fix the record date / book closure / fix appropriate date for the purpose of the Issue for ascertaining the names of existing shareholders who will be entitled to the Rights Equity Shares in consultation with BSE Limited on which the Company's equity shares are listed;
- to decide the number of Rights Entitlement which each existing shareholders on the Record Date will be entitled to in proportion to the equity shares held by them on such date, and terms of the Issue as the Committee may deem fit and expedient in the interest of the Company;
- to obtain necessary approvals and listing for Rights Equity Shares issued from the BSE Limited;
- to appoint the Collecting Bankers for the purpose of collection of application money for the proposed Issue at the mandatory collection centers at the various locations in India;
- to open and close the necessary Bank Accounts with any nationalised bank / private bank / foreign bank for the purpose of the Rights Issue;
- to decide on the marketing strategy of the Issue and the costs involved;
- to decide date of opening and closing of the Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, BSE Limited or other authorities from time to time;
- to issue and allot Rights Equity Shares in consultation with the lead manager, registrar, the designated stock exchange where existing shares are listed and to do all necessary acts, things, execution of documents, undertaking, etc. with NSDL / CDSL in connection with admitting of Rights Equity Shares issued;
- to incur necessary expenses such as fees of various agencies, filing fees, stamp duty, etc;
- to authorize the Registrar and Transfer Agent to enter the names of the allottees in the Register of Members of the Company;
- to dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company and to decide the mode and manner of allotment of Rights Equity Shares if any not subscribed and left / remaining after allotment of Rights Equity Shares and additional Rights Equity Shares applied by the shareholders and renouncees;
- to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Issue (in favour of the parties willing to subscribe to the same);
- to decide the treatment to be given to the fractional entitlement, if any, including rounding upward or downwards or ignoring such fractional entitlements or treating fractional entitlement in the manner as may be approved by SEBI and BSE;
- to finalise the basis of allotment of the Rights Equity Shares in consultation with lead manager, registrar and BSE where the existing Rights Equity Shares are listed, if necessary;
- to sign the listing applications, print share certificates, dispatch refund orders and share certificates;
- to take all such actions and give all such directions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise in regard to the creation, offer, issue and allotment of the Rights Equity Shares and to do all acts, deeds, matters and things which they may in their discretion deem necessary or desirable for the purpose of the Issue.
- to file necessary returns, make declarations / announcements, furnish information, etc. to the concerned authorities in connection with the Issue;
- to sign and execute any other document, agreement, undertaking in connection with the Issue;
- to take all such other steps as may be necessary in connection with the Issue;
- to dispose of the unsubscribed portion in such manner as it may think most beneficial to the Company;
- to settle any question, difficulty or doubt that may arise in connection with the Issue including the issue and allotment of the rights entitlements and Rights Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question,

difficulty or doubt and making the said Issue and allotment of Rights Equity Shares;

- to do all such necessary acts, deeds including execution of agreements, applications undertaking and any other documents for listing of Rights Equity Shares issued on BSE Limited; and
- To authorize, appoint and substitute; one or more directors, employees, agents, consultants and/or appropriate persons for all or any of the acts, deeds and powers as mentioned herein, and to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue.

### Composition, Meetings and Attendance of the Rights Issue Committee:

During FY 2024-25, one meeting of Rights Issue Committee was held i.e. on 11<sup>th</sup> May, 2024.

The details of the Rights Issue Committee meeting attended by its members during FY 2024-25 are given below:

Sr. no.	Name and Designation	Category	Number of meetings	
			Held during the tenure of the Director	Attended
1	Mr. Jagdish Toshniwal - Chairman	Independent Director	1	1
2	Mr. Narinder Singh Kahlon -Member	Non-Executive Director	1	1
3	Mr. Manoj Kumar Rustagi - Member	Whole-time Director & CEO	1	1

Note: The Board in its meeting dated 21<sup>st</sup> October, 2024, disbanded the Rights Issue Committee on completion of all the activities of the Rights Issue.

## 11. General Meetings:

### a. Annual General Meetings:

The location and time of Annual General Meetings held during last three years, and the special resolution(s) passed thereat, are as follows:

AGM	Date	Time	Venue	Special Resolutions
38 <sup>th</sup>	19 <sup>th</sup> September, 2024	03:30 PM	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	No Special Resolutions were passed
37 <sup>th</sup>	25 <sup>th</sup> September, 2023	12:00 PM	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	No Special Resolutions were passed
36 <sup>th</sup>	12 <sup>th</sup> September, 2022	12:00 PM	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	No Special Resolutions were passed

### b. Extra-ordinary General Meeting:

The details of date, time and venue of Extra-Ordinary General Meetings (EGMs) of the Company held during the preceding three years and the special resolutions passed thereat are as under:

EGM	Date	Time	Venue	Particulars
	21 <sup>st</sup> June, 2021	11:30 A.M	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	i. Shifting of Registered office of the Company

### c. Special Resolutions passed through Postal Ballot during 2024-25:

During the year no special resolutions have been passed through Postal Ballot.

### Whether any resolutions are proposed to be conducted through postal ballot:

Your Company has proposed to pass the following resolutions through postal ballot notice dated 22<sup>nd</sup> April, 2025:

- Approval to enter into the Material Related Party Transaction with JSW Cement Limited
- Approval to enter into Intercompany Loan from JSW Cement Limited, Related Party Transaction

The remote e-voting on the resolutions set out in the Postal Ballot Notice has commenced on Thursday, 24<sup>th</sup> April, 2025 and shall end at 5.00 p.m. (IST) on Friday, 23<sup>rd</sup> May, 2025

If required, Special Resolutions shall be passed by Postal Ballot during the year 2025-26, in accordance with the prescribed procedure. None of the Businesses proposed to be transacted in the ensuing AGM require passing of a Special Resolution through Postal Ballot.

## 12. Loans and Advances in which Directors are interested.

The Company has not provided any loans and advances to any firms/companies in which Directors are interested.

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## 13. Disclosures:

- a. There were no materially significant related party transactions, i.e. transaction of the Company with its Promoters, Directors or the Management or relatives etc., that conflict with the interests of the Company.
- b. The Company has followed Indian Accounting Standards (Ind-AS) in preparation of the Financial Statements for accounting. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.
- c. Details of information on appointment/reappointment of Directors: A brief resume, nature of expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed Companies in which the person already holds directorship and membership of Committees of the Board of Directors along with listed entities from which the person has resigned in the past three years, shareholding of non-executive directors in the listed entity, including shareholders as a beneficial owner, appears in the Notice of the Annual General Meeting, which forms part of this Annual Report.
- d. The Company has laid down procedures to inform Board members about the risk assessment and minimisation process which are periodically reviewed.
- e. There are no Inter-se relationships between Directors of the Company.
- f. Related Party Transactions Policy: As required under Regulation 23 of the SEBI (LODR) Regulations, 2015, the Company has formulated a Policy on dealing with Related Party Transactions in line with the requirements of the Act and SEBI Listing Regulations, as amended from time to time which has been disclosed on the website of the Company at <http://www.shivacement.com>.
- g. Familiarisation Programme: The Company has conducted the Familiarisation Program for Independent Directors. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatize them with the processes and business of the Company and to assist them in performing their role as Independent Directors of the Company. The Company's Policy of conducting the Familiarisation Program has been disclosed on the website of the Company at <http://www.shivacement.com>.
- h. Vigil Mechanism/Whistle Blower policy  
The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed

to the Ethics and Compliance Task Force which operates under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

The Board of Directors of the Company have laid down a "Code of Conduct" applicable to the Board Members and Senior Management Executives. The Code has been posted on the Company's website ([www.shivacement.com](http://www.shivacement.com)). A declaration by the Whole Time Director & CFO affirming the compliance of the Code of Conduct for Board Members and Senior Management Executives forms part of the Annual Report.

- i. As per the requirement of Schedule V of the SEBI (LODR) Regulations, 2015, the Whole Time Director & CFO of the Company has furnished the requisite declaration to the Board of Directors of the Company.
- j. The Company has adopted a risk management framework to identify risks and exposures to the organization, to recommend risk mitigation and to set up a system to apprise the Board of Directors of the Company about the risk assessment and minimization procedure and their periodic review.
- k. There were no instances of non-compliance with Stock Exchanges or SEBI regulations nor any penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- l. Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company follows an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The main objective of the Act is to provide:

- Protection against and Prevention of sexual harassment of women at workplace
- Redressal of complaints of sexual harassment

The Company as an equal employment opportunity provides and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company have the right to be treated with dignity. Sexual harassment at the work place or other than work place, if involving employees, is a grave offence and is, therefore, punishable.

Number of complaints received and resolved in relation to Sexual Harassment of Women at Workplace (Prevention, Protection, and Redressal) Act, 2013 during the year under review and their breakup is as under:

- (a) No. of Complaints filed during the year ended 31<sup>st</sup> March, 2025: 1
- (b) No. of Complaints disposed of during the financial year: 1
- (c) No. of pending Complaints as on 31<sup>st</sup> March, 2025: NIL
- m. Structured Digital Database for tracking of Insider Trading: SEBI (Prohibition of Insider Trading) Regulations, 2015 require the Companies to identify designated persons and maintain a Structured Digital Database of all such designated persons for prevention of insider trading and handling of UPSI, process to familiarise with the sensitivity of UPSI, transactions which are prohibited and manner in which permitted transactions in the securities of the Company shall be carried out etc. Accordingly, the Company through KFin Technologies Limited has established an Insider Trading Tracking Platform by the name 'FINTRAKS'.
- n. Credit Rating
- During the year, the Company's credit rating was CRISIL A+/Stable rating on the long term bank facilities of Shiva Cement Limited (SCL) by CRISIL.
- o. Reconciliation of Share Capital Audit
- Reconciliation of Share Capital Audit Report in terms of SEBI circular CIR/MRD/DP/30/2010 dated 6<sup>th</sup> September, 2010 and Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, confirming that the total issued capital of the Company is in agreement with the total number of equity shares in physical form and the total number of shares in demat form held with National Securities Depository Limited and Central Depository Services (India) Limited, is submitted on a quarterly basis to the Stock Exchanges where the equity shares of the Company are listed.

## 14. Means of Communication

<b>Quarterly Results</b>	The quarterly, half-yearly and yearly financial results of the Company are sent to stock exchanges on which the Company's shares are listed and also posted on the Company's website after they are approved by the Board of Directors. These are also published in the newspapers as per the provisions of the SEBI (LODR) Regulations, 2015.
<b>Newspapers wherein results are normally published</b>	The Financial Express (English language) Surya Prabha (Local language)
<b>Website of the Company</b>	www.shivacement.com
<b>Whether it also displays official news releases</b>	Yes, wherever applicable
<b>The Presentations made to institutional investors or to the analysts</b>	Will be complied with whenever applicable/ made.

## 15. Management Discussion & Analysis Report

The Management Discussion and Analysis Report (MDA) covering various matters specified under Schedule V of the SEBI (LODR) Regulations, 2015 forms part of the Annual Report.

## 16. General Share holder information:

### a) AGM programme:

AGM date and time	14 <sup>th</sup> July 2025 at 03:00 PM
Venue	The meeting will be held through video conferencing (VC) / Other Audio Visual Means (OAVM)

Equity shares listed at Bombay Stock Exchange

### b) Financial year: 2025-26 (tentative)

Board Meeting	
Results for the quarter ending June 30, 2025	Second Week of August '25
Results for the quarter ending 30 <sup>th</sup> September, 2025	Last Week of Oct '25
Results for the quarter ending 31 <sup>st</sup> December, 2025	Third Week of Jan '26
Results for the quarter ending 31 <sup>st</sup> March, 2026	Second Week of May '26

### d) Dividend Payment Date:

No dividend has been recommended for the financial year ended on 31<sup>st</sup> March 2025.

### e) Listing of Securities

i)	Scrip Code:	532323	
ii)	Demat ISIN Numbers in NSDL & CDSL	Bombay Stock Exchange Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532323
	Equity Shares		INE555C01029

(Note: Annual listing fees for the year 2024-25 have been duly paid to Stock Exchanges)

## 17. Registrar and Transfer Agents: KFin Technologies Limited

Tower B, Plot 31-32, Gachibowli, Financial District Nanakramguda, Hyderabad - 500 032  
Tel. No. 040 67161500  
Fax No. 040 23001153  
E-mail: einward.ris@kfintech.com  
Website: www.kfintech.com

# Report on Corporate Governance

## 18. Share Transfer /Transmission System:

### Share Transfer system:

Transfer of securities held in physical mode has been discontinued w.e.f. 01<sup>st</sup> April, 2019. However, SEBI vide its various circulars / notifications granted relaxation for re-lodgement cases till 31<sup>st</sup> March, 2021. In compliance with the circular, re-lodgement of transfer requests was carried out till the validity period of Circular. Further, effective from 01<sup>st</sup> April, 2021, Company / RTA is not accepting any requests for the physical transfer of shares from the shareholders.

### Transmission System:

Requests for Transmission of Shares held in physical form can be lodged with KFin Technologies Limited "RTA" at the above mentioned address with all the documents along with duly filled ISR -4. The requests are normally processed within 15 days of receipt of the documents, provided that documents are in order. Shares under objection are returned within two weeks from the date of its receipt.

Pursuant to SEBI circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, SEBI has directed that listed companies shall henceforth issue securities in dematerialized form only while processing the Transmission request as may be received from the securities holder / claimant.

Accordingly, RTA to verify and process the service request and thereafter issue a "Letter of Confirmation" in lieu of physical

securities certificate(s), to the securities holder /claimant within 30 days of its receipt of such request after removing objections, if any.

The letter of confirmation shall be valid for a period of 120 days from the date of its issuance, within which the securities holder / claimant shall make a request to the Depository Participants for dematerializing the said securities.

The RTA / Issuer Companies shall issue a reminder after the end of 45 days and 90 days from the date of issuance of Letter of Confirmation, informing the securities holder and /claimant to submit the demat request as above in case no such request has been received by the RTA till the time.

## 19. Dematerialisation of shares:

The Company's equity shares are admitted as eligible securities on National Securities Depository Ltd. and Central Depository Services (I) Ltd. under ISIN No. INE555C01029. As on 31<sup>st</sup> March, 2025, 29,41,55,932 equity shares representing 99.71% of the total equity paid up share capital of the Company are held by shareholders in electronic form.

The Company's preference shares are admitted as eligible securities on National Securities Depository Ltd. and Central Depository Services (I) Ltd. under ISIN No. INE555C03017. As on 31<sup>st</sup> March, 2025, 1,00,00,000 preference shares representing 100% of the total preference paid up share capital of the Company are held by shareholders in electronic form.

## DISTRIBUTION OF EQUITY SHARES (AS ON: 31<sup>st</sup> March, 2025)

### Distribution of Holding (NO. OF SHARES)

Distribution of Shareholding as on 31 <sup>st</sup> March, 2025 (TOTAL)					
Sr. No	Category (Shares)	No. of Holders	% To Holders	No. of Shares	% To Equity
1	1 - 500	41730	70.93	5182059	1.76
2	501 - 1000	6322	10.75	4989789	1.69
3	1001 - 2000	4453	7.57	6593387	2.24
4	2001 - 3000	1782	3.03	4496431	1.52
5	3001 - 4000	936	1.59	3320900	1.13
6	4001 - 5000	811	1.38	3834370	1.30
7	5001 - 10000	1392	2.37	10276038	3.48
8	10001 - 20000	709	1.21	10209961	3.46
9	20001 and above	696	1.18	246097065	83.42
<b>TOTAL:</b>		<b>58831</b>	<b>100.00</b>	<b>295000000</b>	<b>100.00</b>

## 20. Shareholding Pattern:

Category	No. of Shares	% of holdings
<b>Equity Shares</b>		
Promoters & Promoters Group	196006985	66.45
Financial Institutions & Banks	206083	0.07
NRI	3312718	1.12
Bodies Corporate	6744918	2.29
Public	84397848	28.61
Others(Clearing Member/Trusts)	4331448	1.47
<b>Total</b>	<b>295000000</b>	<b>100.00</b>
<b>1% OPTIONALLY CONVERTIBLE CUMULATIVE REDEEMABLE PREFERENCE SHARES</b>		
Promoters	10000000	100%

i) <b>Plant Location</b>	Village : Telighana, Post : Biringatoli, Via – Kutra Dist.Sundargarh (Odisha)
ii) <b>Correspondence Address</b>	Shiva Cement Limited Telighana Biringatoli Tehsil, Kutra District, Sundargarh Orissa-770018
iii) <b>Any query on Annual Report</b>	The Share Department Shiva Cement Limited, Telighana Biringatoli Tehsil, Kutra District, Sundargarh Orissa-770018

## 21. Commodity Price Risk/Foreign Exchange Risk and Hedging:

### a) Commodity price risk

Commodity price risk for your Company is mainly related to fluctuations in coal and pet coke prices linked to various external factors, which can affect the production cost of your Company. Since the energy costs is one of the primary costs drivers, any fluctuation in fuel prices can lead to a drop in operating margin. To manage this risk, your Company take following steps:

- Optimising the fuel mix, pursue longer term and fixed contracts for Alternative Fuel and Raw Materials (AFR) where considered necessary.
- Consistent efforts to reduce the cost of power and fuel by using both domestic and international coal and petcoke.
- Use of alternative Fuel and Raw Materials (AFR) and enhancing the utilisation of Waste Heat Recovery System (WHRS).

Additionally, processes and policies related to such risks are reviewed and controlled by senior management and fuel requirements are monitored by the central procurement team.

### b) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to change in foreign exchange rates. During the year under review your Company's exposure to the foreign currency risk and hedging is very insignificant.

## 22. Non-Compliance of any Requirement of Corporate Governance:

There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub-para (2) to (10) of Para (C) of Schedule V. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the SEBI (LODR) Regulations 2015.

## 23. Fees Paid to Auditors total fees for all services paid by the Company, on a consolidated basis, to the M/s. Shah Gupta & Co., Chartered Accountants Statutory Auditors of the Company are as follows:

Particulars	Amount- (₹ in Lakhs) (Exclusive of taxes)
Audit fees (Standalone)	18.50
Tax Audit Fees	1.00
Out of Pocket Expenses	0.79
<b>Total</b>	<b>20.29</b>

Note: The Company has not paid any fees to any network firm/network entity of which the statutory auditors are part of.

## 24. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion dates and likely impact on equity

There are no GDRs / ADRs / Warrants or any other convertible instruments which are pending for conversion into equity shares.

## 25. Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under regulation 32(7A).

During the year under review, the Board vide resolution dated 13<sup>th</sup> May 2024, approved the allotment of Rights Issue of 10,00,00,000 (Ten Crore) Equity Shares of face value ₹2 each (Rupees Two only) each at an issue price of ₹40 per Equity Share. The Company has raised fund of ₹400 crore through rights issue of equity shares. There has been no deviation in the utilization of Issue proceeds from the objects as stated in the Letter of Offer for Rights Issue.

Further other than above mentioned, no funds were raised by the Company through Preferential allotment or by way of a Qualified Institutions Placement during the F.Y. 2024-25.

# Report on Corporate Governance

## 26. Disclosures with respect to Shares in the demat suspense account/ unclaimed suspense account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in the suspense account are as follows:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	-	-
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	-	-
Number of shareholders to whom shares were transferred from suspense account during the year	-	-
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year*	1	24

## 27. Adoption of Discretionary Requirements:

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR) Regulations 2015 is provided below:

- Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2024- 25 does not contain any modified audit opinion.
- Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

### Declaration

As provided in Schedule V Part C Clause 2(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is hereby confirmed that in the opinion of the board, the Independent Directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

it is hereby declared that all the Board Members and Senior Managerial Personnel of the Company have affirmed the compliance of conduct for the year ended 31<sup>st</sup> March, 2025.

### Certificates

- CEO & CFO of the Company has provided certification on financial reporting and internal controls of the Company to the Board of Directors as required under Regulation 17(8) of the Listing Regulations which is annexed herewith.
- The Company has obtained a Certificate from a Company Secretary in Practice pertaining to Directors as required under Schedule V of the Listing Regulations which is annexed herewith.
- The Company has obtained a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as required under Schedule V of the Listing Regulations which is annexed herewith.

For **Shiva Cement Limited**

Date: 28 April, 2025  
Place: Kutra, Sundargarh

**Manoj Kumar Rustagi**  
Whole-Time Director & CEO  
DIN: 07742914

**Narinder Singh Kahlon**  
Director  
DIN: 03578016

**Certification by Chief Executive Officer (CEO) and Chief Financial Officer (CFO)**

To

The Board of Directors of Shiva Cement Limited

- a) We have reviewed the financial statements, read with the cash flow statement of Shiva Cement Limited for the year ended 31<sup>st</sup> March 2025 and that to the best of our knowledge and belief, we state that;
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
  - (ii) these statements present a true and fair view of the company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee;
- significant changes, if any, in the internal control over financial reporting during the year.
  - Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For **Shiva Cement Limited**

Date: 28 April, 2025  
Place: Kutra, Sundargarh

**Manoj Kumar Rustagi**  
Chief Executive Officer

**Girish Menon**  
Chief Financial Officer

## Report on Corporate Governance

### COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Board of Directors  
Shiva Cement Limited  
Telighana, PO: Birangatoli, Tehsil-Kutra,  
District-Sundargarh, Odisha-770018

I have examined the compliance of conditions of Corporate Governance by Shiva Cement Limited for the year ended 31<sup>st</sup> March, 2025 as stipulated in Regulations 17 to 27, clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representation made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as applicable during the year ended 31<sup>st</sup> March, 2025.

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

For **Sunil Agarwal & Co.**  
Company Secretaries

**Sunil Agarwal**  
(Proprietor)  
FCS No. 8706  
C.P. No. 3286

UDIN number:F008706G000208598  
Peer review Unit No. 788/2020

Place: Mumbai  
Date: 28 April, 2025

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To,  
The Members,  
SHIVA CEMENT LIMITED  
Telighana, PO: Birangatoli, Tehsil-Kutra,  
District-Sundargarh, Odisha-770018

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shiva Cement Limited having CIN L26942OR1985PLC001557 and having registered office at Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh Sundargarh, Odisha - 770018 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Manoj Kumar Rustagi	07742914	28/02/2017
2	Jagdish Chandra Toshniwal	01539889	21/04/2022
3	Sudeshna Banerjee	01920464	23/04/2019
4	Sanjay Sharma	02692742	21/10/2022
5	Narinder Singh Kahlon	03578016	28/02/2017
6	Shouvik Chakraborty	10406430	21/12/2023

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

For **Sunil Agarwal & Co.**  
Company Secretaries

**Sunil Agarwal**  
Proprietor  
FCS NO. 8706  
COP NO. 3286

Date: 28 April, 2025  
Place: Mumbai

UDIN number: F008706G000208587  
Peer review Unit No. 788/2020

# Independent Auditors' Report

## To the Members of Shiva Cement Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying Financial statements of Shiva Cement Limited ("the Company"), which comprise the balance sheet as at March 31, 2025, and the statement of profit and loss including the statement of other comprehensive income, the cash flow statement and the statement of changes in equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act"), as amended, 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, 2025, and its loss 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 financial statements in accordance with the Standards on Auditing (SAs) specified under sub-section (10) of Section 143 of the Act. Our responsibilities under those SAs are further described in the 'Auditor's Responsibilities for the Audit of the Financial statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and

the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Material Uncertainty related to going concern

We draw attention to Note 37 (g) to the financial statements which indicates that during the year ended March 31, 2025, the Company has incurred loss of ₹14,247.66 lakhs and as on March 31, 2025, the Company's accumulated loss is ₹43,387.15 lakhs resulting in erosion of net worth of the Company. The financial statements of the Company have been prepared on a going concern basis for the reason stated in the said note. The validity of the going concern assumption would depend upon the performance of the Company as per its future business plan. Our opinion is not qualified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2025. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the Key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the 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 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 financial statements.

#### The Key Audit Matter

Provision for Mines Restoration – Refer to the accounting policies in Note 2 (J) to the financial statements: Provision for mine restoration; Note 21 to the financial statements: use of estimates and judgements – determination of provision for mine restoration to the financial statements

The calculation of the provisions for Mines Restoration requires significant management's judgment because of the inherent complexity in estimating future costs. These costs are provided at the present value of expected costs to settle the obligation using estimated cash flows. The provisions are subject to the effects of any changes in local regulations, Management's expected approach to decommissioning and discount rates.

The provision for Mines Restoration was identified as a key audit matter due to the significance of the Management's judgement involved in the determination of forecasted closure and restoration costs, life of mines and discount rates.

#### How our audit addressed the key audit matter

We assessed whether a provision was included for all sites that required restoration based on our knowledge of the Company's operations, review of lease contract agreements, review of meeting minutes, and discussions with management.

In evaluating the reasonability of provisions for closure and restoration costs, we performed detailed assessment of the Management's assumptions. Our audit procedures included the following:

- As at March 31, 2025, we reviewed the assumptions used by the Management in their calculations and assessed the assumptions used.

**The Key Audit Matter****How our audit addressed the key audit matter**

- We verified the arithmetical accuracy of the provision based on the assumptions used by the Management for the discount rates, areas to be rehabilitated, and the nature of expenses to be incurred (i.e., related to assets or expenses).
- We assessed the competence of the work of the Management's expert, who produced the cost estimates.

**Information Other than the Financial statements and Auditor's Report Thereon**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during 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 the Management for the Financial statements**

The Company's Board of Directors are responsible for the matters stated in sub-section (5) of Section 134 of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards 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 design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and Board of Directors are 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 the 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 Financial statements**

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

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

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under clause (i) of sub-section (3) of Section 143 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 and Board of Directors use of the going concern basis of accounting in preparation of financial statement and, based on the audit evidence obtained, whether

a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2025, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by sub-section (3) of Section 143 of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The balance sheet, the statement of profit and loss including other comprehensive income, the statement of cash flow and the statement of changes in equity dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
  - g. In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - h. The going concern matter described under material uncertainty related to the Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
  - 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 on its financial position in its financial statements - Refer Note 37 (a) to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - 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 persons or entities, including foreign entity ("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 to or on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented that, to the best of its knowledge and belief, no funds (which are either material either individually or in aggregate) have been received by the Company from any person or entity, including foreign entity ("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 ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (c) Based on the audit procedures that have been considered reasonable and appropriate on the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub-clause (i) and (ii) of Rule 11(e), as provided

under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared and paid dividend during the year.
- vi. As more fully described in note 37 (h) to the financial statements, based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was operated throughout the year for all relevant transactions recorded in the software.

Further, 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 where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective year.

For **SHAH GUPTA & CO.,**  
Chartered Accountants  
Firm Registration No.: 109574W

**Heneel K Patel**  
M. No. 114103  
Unique Document Identification Number (UDIN) for this  
document is: 25114103BMNAQX4216  
Place: Mumbai  
Date: April 28, 2025

## ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Shiva Cement Limited of even date

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 and right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification to cover all the items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were physically verified by the management during the year. 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) disclosed in note 4 to the financial statements included in property, plant and equipment 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.
- (e) No proceedings have been initiated during the year 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) (a) The physical verification of inventories except goods in transit has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory by the Management, as compared to book records were not material and have been appropriately dealt with in the books of account. No discrepancies of 10% or more in aggregate for each class of inventory were noticed in respect of such physical verification.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets. The returns or statements comprising stock and book debt statements were not required to be filed by the Company with such banks. The Company has not been sanctioned by any working capital facility from financial institutions.
- (iii) The Company has not made investment in, provided any guarantee or security or granted any loans and advances in nature of loans, secured or unsecured to companies, firms, limited liability partnerships, or other parties during the year. Accordingly, reporting under clause 3 (iii) (a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.
- (iv) The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Accordingly, reporting under clause 3 (iv) of the Order are not applicable to 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 Act and the rules made thereunder, to the extent applicable. Accordingly, reporting under clause 3 (v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under subsection (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. No undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable except given below:

Name of the Statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates
Odisha VAT Act 2004	Interest on VAT	28.75	2014-15
	Interest on VAT	4.94	2015-16
Orissa Entry Tax Act, 1999	Interest on Entry Tax	0.59	2014-15
	Interest on Entry Tax	2.14	2015-16
	Interest on Entry Tax	0.14	2016-17
Orissa Employee State Insurance (ESI) Act, 1948	Interest on ESI	0.01	2011-12
	Interest on ESI	0.02	2012-13
	Interest on ESI	0.08	2013-14
	Interest on ESI	0.25	2014-15
	Interest and Penalty on ESI	2.60	2015-16
Income Tax Act, 1961	Interest and Penalty on ESI	0.10	2016-17
	Interest on Income Tax	47.29	2013-14
	Interest on Income Tax	23.03	2014-15
	Interest on Income Tax	2.14	2015-16

- (b) There are no dues of sales tax, wealth tax, service tax, goods and service tax, income tax, duty of excise, value added tax, and cess which have not been deposited on account of any dispute except as follows:

Name of the Statute	Nature of Dues	Amount# (₹ in lakh)	Period to which the amount relates	Forum where dispute is pending
Orissa Sales Tax Act, 1947	Denial for incentive under various Industrial Policy Resolutions (IPRs) on the production of expanded unit of SCL's Unit-I, Penalty on late payment, etc.	0.89	1998-99	Asst. Commissioner of commercial Tax, Rourkela
		30.34	2003-04	Hon'ble High Court of Odisha
		57.96	2004-05	Hon'ble High Court of Odisha
		1.03	2003-04	Asst. Commissioner of commercial Tax, Rourkela
Central Sales Tax Act, 1956	Denial for incentive under various IPRs on the production of expanded unit of SCL's Unit-I, Pending Form filings.	0.19	1988-99	Asst. Commissioner of Commercial Tax, Rourkela
		1.71	2003-04	Commissioner of Commercial Tax, Cuttack
Orissa Entry Tax Act, 1999	Tax-Credit, levy of tax on certain raw materials procured.	0.38	1999-20	Asst. Commissioner of commercial Tax, Rourkela
		1.60	2001-02	Commissioner of commercial Tax, Cuttack
		0.40	2003-04	Commissioner of commercial Tax, Cuttack
Income Tax Act, 1961	Interest and Penalty	466.32	2015-16	Asst. Commissioner of Income Tax, Sambalpur
Income Tax Act, 1961	Block Assessment Order u/s 153A read with section 143(3) of Income Tax Act, 1961	2,582.41	AY 2010-11 to AY 2014-15	Assistant Commissioner of Income Tax, (Appeal), Bhubaneswar
Rule 10 (7) of Orissa Minerals Rule, 2007	Differential Royalty, DMF and NMET at highest rate of royalty considering grant of exemption for stacking	111.47	December 2022 to November 2023	Revision application filed before Revisional Authority, Ministry of Mines, Government of India, New Delhi.

#Net of amounts paid under protest

- (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, reporting under 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 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) The money raised by way of the term loans have been applied by the Company during the year for the purpose for which it was raised.
- (d) The Company has not obtained any short-term loans during the year. Accordingly, reporting under

- clause 3 (ix) (d) of the Order is not applicable to the Company.
- (e) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended March 31, 2025. Accordingly, reporting under clause 3 (ix) (e) of the Order is not applicable.
- (f) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended March 31, 2025. Accordingly, reporting under clause 3 (ix) (f) of the Order is not applicable.
- (x) (a) In our opinion, money raised by way of rights issue of equity shares during the year have been applied by the Company for the purposes for which they were raised. The Company has not raised moneys by way of initial public offer/ further public offer through debt instruments during the year.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, reporting under clause 3 (x) (b) of the Order is not applicable to the Company.
- (xi) (a) No material fraud by the Company or 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 Act 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) No whistle-blower complaints have been received during the year by the Company.
- (xii) As the Company is not a Nidhi Company as per the provisions of the Act. Accordingly, the reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of the Act 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 Directors or persons connected with him. Accordingly, reporting under 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, reporting under clause 3 (xvi) (a) of the Order is not applicable to the Company.
- (b) The Company is not engaged in any non-banking financial / housing finance activities. Accordingly, reporting under clause 3 (xvi) (b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3 (xvi) (c) of the Order is not applicable to the Company.
- (d) We have been informed by the management that as at March 31, 2025 as per the definition of Group under Core Investment Companies (Reserve Bank) Directions 2016, there is one Core Investment Company (CIC) which is registered and four CICs which are not required to be registered with the Reserve Bank of India, forming part of the promoter group.
- (xvii) The Company has incurred cash losses in the current financial year ₹10,682.55 Lakh and in the immediately preceding financial year of ₹ 5,375.87 Lakh.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, reporting under clause 3 (xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 35 to the financial statements, 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 read with note 37 (g) to the financial statements on going concern 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) The requirements of Corporate Social Responsibility (CSR) contribution under section 135 of the Act is not applicable to the Company. Accordingly, reporting under clause 3 (xx) (a) & (b) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3 (xxi) of the Order is not applicable in respect of the audit of standalone financial

statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **SHAH GUPTA & CO.,**  
Chartered Accountants  
Firm Registration No.: 109574W

**Heneel K Patel**

M. No. 114103

Unique Document Identification Number (UDIN) for this document is: 25114103BMNAQX4216

Place: Mumbai

Date: April 28, 2025

## ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

### Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of sub-section (3) of Section 143 of the Act

We have audited the internal financial controls over financial reporting of Shiva Cement Limited ("the Company") as of March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these

financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### Meaning of Internal Financial Controls Over Financial Reporting with reference to these Financial statements

A Company's internal financial control over financial reporting with reference to these 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 over financial reporting with reference to these 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 Over Financial Reporting with reference to these Financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these 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 over financial reporting with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these financial statements and such internal financial controls were operating effectively as at March 31, 2025, based on the internal financial controls 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 **SHAH GUPTA & CO.,**  
Chartered Accountants  
Firm Registration No.: 109574W

**Heneel K Patel**  
M. No. 114103  
Unique Document Identification Number (UDIN) for this  
document is: 25114103BMNAQX4216  
Place: Mumbai  
Date: April 28, 2025

# Balance Sheet

As at 31 March, 2025

		₹ lakhs	
Particulars	Note No.	As at 31 March, 2025	As at 31 March, 2024
<b>I ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	4	1,05,859.07	1,02,538.44
(b) Capital work-in-progress	5	10,480.41	11,004.92
(c) Right-of-use assets	6	262.59	161.41
(d) Intangible assets	7	6,460.67	731.40
(e) Intangible assets under development	8	819.97	2,772.99
(f) Financial assets			
(i) Other financial assets	9	3,444.28	3,468.26
(g) Income tax assets (net)	10	273.32	142.79
(h) Deferred tax assets (net)	11	11,948.38	9,965.08
(i) Other non-current assets	12	15,433.02	9,540.24
<b>Total non-current assets</b>		<b>1,54,981.71</b>	<b>1,40,325.53</b>
<b>Current assets</b>			
(a) Inventories	13	6,465.15	4,460.54
(b) Financial assets			
(i) Trade receivables	14	57.84	-
(ii) Cash and cash equivalents	15	296.62	808.46
(iii) Bank balances other than (ii) above	16	36.95	179.35
(iv) Other financial assets	9	894.74	475.32
(c) Other current assets	12	7,399.02	7,914.27
<b>Total current assets</b>		<b>15,150.32</b>	<b>13,837.94</b>
<b>Total assets</b>		<b>1,70,132.03</b>	<b>1,54,163.47</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	17	5,900.00	3,900.00
(b) Other equity	18	4,436.00	(18,576.78)
<b>Total equity</b>		<b>10,336.00</b>	<b>(14,676.78)</b>
<b>Non current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	1,34,577.64	1,39,650.72
(ii) Lease liabilities	20	98.72	5.11
(b) Provisions	21	1,930.37	1,274.64
<b>Total non-current liabilities</b>		<b>1,36,606.73</b>	<b>1,40,930.47</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19A	6,800.00	2,664.10
(ii) Lease liabilities	20	11.00	0.50
(iii) Trade payables			-
I. Total outstanding, dues of micro and small enterprises	22	838.02	682.84
II. Total outstanding, dues of creditors other than micro and small enterprises	22	5,491.19	5,106.37
(iv) Other financial liabilities	23	4,893.25	5,614.05
(b) Other current liabilities	24	5,078.36	13,793.41
(c) Provisions	21	77.48	48.51
<b>Total current liabilities</b>		<b>23,189.30</b>	<b>27,909.78</b>
<b>Total liabilities</b>		<b>1,59,796.03</b>	<b>1,68,840.25</b>
<b>Total equity and liabilities</b>		<b>1,70,132.03</b>	<b>1,54,163.47</b>

See accompanying notes to the financial statements

In terms of our report attached

For Shah Gupta &amp; Co.

Chartered Accountants

F.R.N. 109574W

For and on behalf of the Board of Directors

Heneel K Patel

Partner

Membership No.: 114103

UDIN: 25114103BMNAQX4216

Narinder Singh Kahlon

Director

DIN No.: 0378016

Manoj Kumar Rustagi

CEO &amp; Whole Time Director

DIN No.: 07742914

Place: Mumbai

Date: 28 April, 2025

Ishika Sharma

Company Secretary

Girish Menon

Chief Financial Officer

# Statement of Profit and Loss

For the year ended 31 March, 2025

₹ lakhs

Particulars	Note No	For the year ended 31 March, 2025	For the year ended 31 March, 2024
I Revenue from operations	25	31,117.22	34,681.23
II Other income	26	673.62	236.22
<b>III Total income ( I+ II)</b>		<b>31,790.84</b>	<b>34,917.45</b>
<b>IV Expenses</b>			
Cost of materials consumed	27A	9,311.03	7,705.32
Changes in inventories of finished goods and work-in-progress	27B	(1,110.82)	(509.88)
Employee benefits expense	28	2,731.72	1,649.80
Finance costs	29	11,540.42	10,149.21
Depreciation and amortisation expense	30	4,207.34	3,148.92
Power and fuel expenses	31	12,962.55	13,687.44
Freight and handling expenses		4,247.17	5,537.02
Other expenses	32	4,111.12	2,712.26
<b>Total expenses</b>		<b>48,000.53</b>	<b>44,080.09</b>
<b>V Loss before tax (III-IV)</b>		<b>(16,209.69)</b>	<b>(9,162.64)</b>
<b>VI Tax expenses</b>			
Current tax		-	-
Deferred tax		2,356.33	2,335.53
Less: Minimum alternate tax credit reversal		(394.30)	(5.37)
<b>Total tax expenses</b>	33	1,962.03	2,330.16
<b>VII Loss for the year ( V- VI)</b>		<b>(14,247.66)</b>	<b>(6,832.48)</b>
<b>VIII Other comprehensive income/(loss)</b>			
i) Items that will not be reclassified to profit or loss			
(a) Re-measurements of the defined benefit plans		(81.81)	(15.85)
ii) Income tax relating to items that will not be reclassified to profit or loss		21.27	4.12
<b>Total other comprehensive (loss) (VIII)</b>		<b>(60.54)</b>	<b>(11.73)</b>
<b>IX Total comprehensive income ( VII + VIII)</b>		<b>(14,308.20)</b>	<b>(6,844.21)</b>
<b>X Earnings per equity share (face value of ₹ 2/- each)</b>	37 h		
- Basic (In ₹)		(4.87)	(3.50)
- Diluted (In ₹)		(4.87)	(3.50)

## See accompanying notes to the financial statements

In terms of our report attached

**For Shah Gupta & Co.**

Chartered Accountants

F.R.N. 109574W

For and on behalf of the Board of Directors

**Heneel K Patel**

Partner

Membership No.: 114103

UDIN: 25114103BMNAQX4216

**Narinder Singh Kahlon**

Director

DIN No :0378016

**Manoj Kumar Rustagi**

CEO & Whole Time Director

DIN No : 07742914

Place: Mumbai

Date: 28 April, 2025

**Ishika Sharma**

Company Secretary

**Girish Menon**

Chief Financial Officer

# Statement of Cash Flow

For the year ended 31 March, 2025

Particulars	(₹ in lakh)	
	For the period ended 31 March, 2025	For the year ended 31 March, 2024
<b>A. Cash flows from operating activities :</b>		
<b>Loss before tax</b>	(16,209.69)	(9,162.62)
<b>Adjustments for :</b>		
Depreciation and amortisation expenses	4,207.34	3,148.92
Profit on sale of property, plant & equipment	(0.96)	(4.62)
Interest income	(424.67)	(47.01)
Write off of asset	515.16	-
Unclaimed liabilities written back	(49.46)	(8.41)
Finance costs	10,800.92	9,511.02
Unwinding of interest on financial liabilities carried at FVTPL	608.62	557.30
Unwinding of interest on financial liabilities carried at amortised cost	115.56	-
Unwinding discount on mines restoration expenditure	130.87	80.87
<b>Operating Profit/(loss) before working capital changes</b>	<b>(306.31)</b>	<b>4,075.45</b>
<b>Adjustment for :</b>		
(Increase) in inventories	(2,004.61)	(1,232.62)
(Increase)/Decrease in trade receivables	(57.84)	799.24
Decrease in financial and other assets	4,278.51	7,228.06
Increase in trade payables	589.45	723.69
Increase/(Decrease) in other liabilities	(8,637.65)	13,558.64
Increase in provisions	618.75	187.79
<b>Cash flow used in operations</b>	<b>(5,519.70)</b>	<b>25,340.25</b>
Income taxes paid (net)	(130.53)	(75.80)
<b>Net cash generated/(used) from operating activities (A)</b>	<b>(5,650.23)</b>	<b>25,264.45</b>
<b>B. Cash flow from investing activities :</b>		
Purchase of property, plant and equipment ,intangible assets (including under development and capital advances)	(21,151.26)	(25,411.32)
Interest received	35.45	44.92
Bank deposits not considered as cash and cash equivalents (net)	142.40	1.44
<b>Net cash used in investing activities (B)</b>	<b>(20,973.41)</b>	<b>(25,364.96)</b>
<b>C. Cash flow from financing activities :</b>		
Proceeds from issue of rights share	40,000.00	-
Share issue expenses	(679.02)	-
Proceeds from non-current borrowings	29,376.92	24,337.40
Repayment of non-current borrowings	(35,058.62)	-
Proceeds from / repayment of current borrowings (net)	4,135.90	(11,510.98)
Interest paid	(11,663.38)	(12,008.01)
<b>Net cash generated from financing activities (C)</b>	<b>(26,111.80)</b>	<b>818.41</b>
<b>Net increase/ (decrease) in cash and cash equivalents(A+B+C)</b>	<b>(511.85)</b>	<b>717.90</b>
<b>Cash and cash equivalents - at the beginning of the year</b>	<b>808.46</b>	<b>90.56</b>
<b>Cash and cash equivalents - at the end of the period (Refer note 15)</b>	<b>296.62</b>	<b>808.46</b>

\* Includes current/ non-current

# Statement of Cash Flow

For the year ended 31 March, 2025

## Reconciliation forming part of cash flows statement

Particulars	1-Apr-24	Cash flows (net)	*Others	31-Mar-25
Borrowings (Non Current including current maturities of long term borrowings included in current borrowing)	1,44,978.92	3,672.08	(364.87)	1,48,286.13
Borrowings (Current)			-	-
Lease liabilities (including Current maturities)	5.61	(3.60)	107.71	109.72

Particulars	1-Apr-23	Cash flows (net)	Others	31-Mar-24
Borrowings (Non Current including current maturities of long term borrowings included in current borrowing)	1,28,931.11	16,505.44	(457.63)	1,44,978.92
Borrowings (Current)			-	-
Lease liabilities (including Current maturities)	5.11	-	0.50	5.61

\* Others comprises of Upfront fees amortisation and lease liability recognition on ROU asset

### Notes:

- The cash flow statement is prepared using the "indirect method" set out in IND AS 7 – Statement of Cash Flows

### See accompanying notes to the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

**For Shah Gupta & Co.**

Chartered Accountants

F.R.N. 109574W

**Heneel K Patel**

Partner

Membership No.: 114103

UDIN: 25114103BMNAQX4216

**Narinder Singh Kahlon**

Director

DIN No :0378016

**Manoj Kumar Rustagi**

CEO & Whole Time Director

DIN No : 07742914

Place: Mumbai

Date: 28 April, 2025

**Ishika Sharma**

Company Secretary

**Girish Menon**

Chief Financial Officer

# Statement of Changes in Equity

For the year ended 31 March, 2025

## (A) Equity Share Capital

Particular	₹ Lakhs
<b>Balance as at 01 April, 2023</b>	<b>3,900.00</b>
Movement during the year	-
<b>Balance as at 31 March, 2024</b>	<b>3,900.00</b>
Movement during the year	2,000.00
<b>Balance as at 31 March, 2025</b>	<b>5,900.00</b>

## (B) Other equity

Particulars	Reserves & Surplus				₹ Lakhs
	Securities Premium	Capital Reserve	Equity component of compound financial instrument (refer note 17)	Retained Earnings	Total
<b>Balance as at 01 April, 2023</b>	<b>5,206.13</b>	<b>812.31</b>	<b>4,483.73</b>	<b>(22,234.76)</b>	<b>(11,732.59)</b>
Loss for the year	-	-	-	(6,832.47)	(6,832.47)
Other comprehensive income for the year, net of income tax	-	-	-	(11.72)	(11.72)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6,844.19)</b>	<b>(6,844.19)</b>
<b>Balance as at 31 March, 2024</b>	<b>5,206.13</b>	<b>812.31</b>	<b>4,483.73</b>	<b>(29,078.95)</b>	<b>(18,576.78)</b>
Loss for the year	-	-	-	(14,247.66)	(14,247.66)
Share Premium	38,000.00	-	-	-	38,000.00
Share issue expenses (net of tax)	(679.02)	-	-	-	(679.02)
Other comprehensive income for the year, net of income tax	-	-	-	(60.54)	(60.54)
<b>Total</b>	<b>37,320.98</b>	<b>-</b>	<b>-</b>	<b>(14,308.20)</b>	<b>23,012.78</b>
<b>Balance as at 31 March, 2025</b>	<b>42,527.11</b>	<b>812.31</b>	<b>4,483.73</b>	<b>(43,387.15)</b>	<b>4,436.00</b>

### See accompanying notes to the financial statements

In terms of our report attached

**For Shah Gupta & Co.**

Chartered Accountants

F.R.N. 109574W

For and on behalf of the Board of Directors

**Heneel K Patel**

Partner

Membership No.: 114103

UDIN: 25114103BMNAQX4216

**Narinder Singh Kahlon**

Director

DIN No :0378016

**Manoj Kumar Rustagi**

CEO &amp; Whole Time Director

DIN No : 07742914

Place: Mumbai

Date: 28 April, 2025

**Ishika Sharma**

Company Secretary

**Girish Menon**

Chief Financial Officer

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## 1. General Information

Shiva Cement Limited ("the Company") is engaged in the business of manufacture and sale of cement, clinker and trading of allied products. The company is operating its clinkerisation facility with production capacity of 1.50 Mn MT.

Shiva Cement Limited is a public limited company and is listed on Bombay Stock Exchange having its registered office at Biringatoli, Teleghana, Kutra Sundargarh-770018, Odisha.

## 2. Material Accounting Policies

### A. Statement of compliance

Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation and disclosures requirement of Division II of revised Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to financial statement.

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31<sup>st</sup> March 2025, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

These financial statements are approved for issue by the Board of Directors on 28.04.2025.

### B. Basis of preparation & presentation

The Financial Statements have been prepared on the historical cost convention, on the accrual basis except for certain financial instruments measured at fair value at the end of each reporting year, as explained in the accounting policies below.

Fair value is the price that would be received on sell of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of

Ind AS116, fair value of plan assets within scope the of Ind AS 19 and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements are prepared in Indian Rupee which is also the functional currency of the company and all values are rounded to the nearest lakhs except otherwise indicated.

### Current and non-current classification

The company presents the assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised or is intended for sale or consumption in the company's normal operating cycle.
- It is held primarily for the purpose of being traded.
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria :

- It is expected to be settled in the company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or the company does not have an unconditional right to defer settlement of the

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

liability for at least 12 months after the reporting date. Terms of liability that could, at the option of the counterparty result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified 12 months as its operating cycle.

Deferred tax assets and liabilities are classified as non-current only.

## C. Revenue Recognition

### i. Sale of Goods

The Company recognises revenue when control over the promised goods or services is 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 as it typically controls the goods or services before transferring them to the customer.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties.

The Company recognises revenue generally at the point in time when the products are delivered to customer which is when the control over product is transferred to the customer.

### Contract Balances

#### ● Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration.

#### ● Trade receivables

A receivable is recognised when the goods are delivered and to the extent that it has an unconditional contractual right to receive cash or other financial assets (i.e., only the passage of time is required before payment of the consideration is due).

Trade receivables is derecognised when the Company transfers substantially all the risks and rewards of ownership of the asset to another party including discounting of bills on a non-recourse basis.

#### ● 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 including Advance received from Customer.

#### ● Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer including volume rebates and discounts. The Company updates its estimates of refund liabilities at the end of each reporting period.

### ii. Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## D. 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 lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Company as 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.

## 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 accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets 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. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. Right-of-use assets are subject to impairment test.

## 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 variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if 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.

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

The Company applies the short-term lease recognition exemption to its short-term leases (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 that are considered of low value (i.e., below ₹ 5,00,000). 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.

## E. Foreign currencies

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian National Rupee (INR).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the year in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks

## F. Borrowing Costs

Borrowing costs directly attributable to the acquisition and construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

time as the assets are substantially ready for their intended use or sale.

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

The Company determines the amount of borrowing costs eligible for capitalization as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalization are determined by applying a capitalization rate to the expenditures on that asset.

Borrowing Cost includes exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

## G. Employee benefits

### Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the Balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of profit and loss. Past service cost is recognised in Statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item

'Employee benefits expenses'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the Balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

### Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

## H. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current tax

Current tax is the amount of expected tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. 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.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

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.

## Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Deferred tax assets and liabilities are off set when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

## I. Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates,

any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the year in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under Capital work in progress. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels, revenue (net of cost) generated from production during the trial period is capitalised.

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements on transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

Class of assets	Useful life of assets (in Years)
Building	1 to 50
Plant and Machinery	1 to 50
Furniture & Fixtures	3 to 10
Vehicles	8
Approach Roads	5 to 50
Switching Station	18 to 40
Computers	3 to 6
Office Equipment	5 to 15

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

## J. Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

### Useful lives of intangible assets

Estimated useful lives of the intangible assets are as follows:

Class of assets	Useful life of assets (in Years)
Computer Software & Licenses	3 – 5 years

Mining assets are amortised using unit of production method over the entire lease term.

### Mining Assets

#### Acquisition/ Stripping Cost

The cost of Mining Assets capitalised includes costs associated with acquisition of licenses and rights to explore, stamp duty, registration fees and other such costs. Bid premium and royalties payable with respect to mining operations is contractual obligation. The said obligations are variable and linked to market prices. The Company has accounted for the same as expenditure on accrual basis as and when related liability arises as per respective agreements/ statute.

#### Exploration and evaluation

Exploration and evaluation expenditure incurred after obtaining the mining right or the legal right to explore are capitalised as exploration and evaluation assets (intangible assets) and stated at cost less impairment. Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

The Company measures its exploration and evaluation assets at cost and classifies as Property, plant and equipment or intangible assets according to the nature of the assets acquired and applies the classification consistently. To the extent that tangible asset is consumed in developing an intangible asset, the amount reflecting that consumption is capitalised as a part of the cost of the intangible asset.

Exploration expenditure includes all direct and allocated indirect expenditure associated with finding specific mineral resources which includes depreciation and applicable operating costs of related support equipment and facilities and other costs of exploration activities:

General exploration costs - costs of surveys and studies, rights of access to properties to conduct those studies (e.g., costs incurred for environment clearance, defense clearance, etc.), and salaries and other expenses of geologists, geophysical crews and other personnel conducting those studies.

Costs of exploration drilling and equipping exploration - Expenditure incurred on the acquisition of a license interest is initially capitalised on a license-by-license basis. Costs are held, undepleted, within exploration and evaluation assets until such time as the exploration phase on the license area is complete or commercial reserves have been discovered.

#### Stripping cost

Developmental stripping costs in order to obtain access to quantities of mineral reserves that will be mined in future periods are capitalised as part of mining assets. Capitalisation of developmental stripping costs ends when the commercial production of the mineral reserves begins.

Production stripping costs are incurred to extract the minerals in the form of inventories and/or to improve access to an additional component of a mineral body or deeper levels of material. Production stripping costs are accounted for as inventories to the extent the benefit from production stripping activity is realised in the form of inventories.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

Other production stripping cost incurred are expensed in the statement of profit and loss.

Developmental stripping costs are presented within mining assets. After initial recognition, stripping assets are carried at cost less accumulated amortisation and impairment. The expected useful life of the identified component of mineral is used to depreciate or amortise stripping cost.

Mines restoration, rehabilitation and environmental costs: Provision is made for costs associated with restoration and rehabilitation of mining sites as soon as the obligation to incur such costs arises. Such restoration and closure costs are typical of extractive industries and they are normally incurred at the end of the life of the mine. The costs are estimated on the basis of mine closure plans and the estimated discounted costs of dismantling and removing these facilities and the costs of restoration are capitalised. The provision for decommissioning assets is based on the current estimates of the costs for removing and decommissioning production facilities, the forecast timing of settlement of decommissioning liabilities and the appropriate discount rate. A corresponding provision is created on the liability side. The capitalised asset is charged to profit and loss over the life of the asset through amortisation over the life of the operation and the provision is increased each period via unwinding the discount on the provision. Management estimates are based on local legislation and/or other agreements are reviewed periodically.

The actual costs and cash outflows may differ from estimates because of changes in laws and regulations, changes in prices, analysis of site conditions and changes in restoration technology. Details of such provisions are set out in note 21.

## K. Impairment of Non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any

## L. Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of raw materials include cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of semi-finished /finished goods and work in progress include cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost of traded goods include purchase cost and inward freight.

Costs of inventories are determined on weighted average basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## M. Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably

## Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as provisions. However, before a separate provision for an onerous contract is established, the Company recognises any write down that has occurred on assets dedicated to that contract. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. The cost of fulfilling a contract comprises the costs that relate directly to the contract (i.e., both incremental costs and an allocation of costs directly related to contract activities).

## N. Financial Instruments

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit and loss are recognised immediately in Statement of Profit and Loss.

### (i) Financial assets

#### (a) Recognition and initial measurement

A financial asset is initially recognised at fair value and, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. Purchases and sales of financial assets are recognised on the trade date, which is the date

on which the Company becomes a party to the contractual provisions of the instrument.

#### (b) Classification of financial assets

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit and loss.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is classified as FVTOCI only if it meets both of the following conditions and is not recognised at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

All equity investments in scope of Ind AS 109 are measured at fair value. 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. The equity instruments which are strategic

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

investments and held for long term purposes are classified as FVTOCI.

If the Company decides to classify an equity instrument as at FVTOCI, then all 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.

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

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains and losses arising on remeasurement recognized in statement of profit or loss. The net gain or loss recognized in statement of profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income' line item.

## (c) De-recognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

## (d) Impairment

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss 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 Company expects to receive (i.e. all cash shortfalls),

discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the life-time expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

If the Company measured loss allowance for a financial instrument at lifetime expected credit loss model in the previous period, but determines at the end of a reporting period that the credit risk has not increased significantly since initial recognition due to improvement in credit quality as compared to the previous period, the Company again measures the loss allowance based on 12-month expected credit losses.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For 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, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

## e) Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (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.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

## (ii) Financial liabilities and equity instruments

### a) Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own

equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments

### c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

#### (i) Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- It has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in Statement of Profit and Loss. The net gain or loss recognized in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the Statement of Profit and Loss. For Liabilities designated as FVTPL, fair

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

value gains/losses attributable to changes in own credit risk are recognised in OCI.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

**(ii) Other financial liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

**d) De-recognition of financial/ liabilities :**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in Statement of profit and loss.

**O. 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 the Chief Operating Decision Maker which reviews and assesses the financial performance and makes the strategic decisions.

**P. Cash and cash equivalents:**

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalent consists of cash and short term deposits, as defined above.

**Q. Earnings Per Share:**

Basic Earning Per Share is computed by dividing the net profit or (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted Earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**3. Key sources of estimation uncertainty and Recent Accounting Pronouncements:**

In the course of applying the policies outlined in all notes under section 2 above, the Company is required to make judgments that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

**A Key sources of estimation uncertainty**

**i) Useful lives of property, plant and equipment**

Management reviews the useful lives of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. This reassessment may result in change in depreciation and amortisation expected in future periods..

**ii) Mines restoration obligation**

In determining the fair value of the Mines Restoration Obligation, assumptions and estimates are made in relation to mining reserve, discount rates, the expected cost of mines restoration and the expected timing of those costs.

**iii) Contingencies**

In the normal course of business, contingent liabilities may arise from litigation and other claims

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

## iv) Fair value measurements

When the fair values of financial assets or financial liabilities recorded or disclosed in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include consideration of inputs such as liquidity risk, credit risk and volatility.

## v) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

## vi) Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of time value of money and the risk specific to the liability. Potential liabilities that are remote are neither recognised nor disclosed as contingent liability. The management decides whether the matters needs to be classified as 'remote,' 'possible' or 'probable' based on expert

advice, past judgements, terms of the contract, regulatory provisions etc

## vii) Expected credit loss:

The measurement of expected credit loss on financial assets is based on the evaluation of collectability and the management's judgement considering external and internal sources of information. A considerable amount of judgement is required in assessing the ultimate realization of the loans having regard to, the past collection history of each party and ongoing dealings with these parties, and assessment of their ability to pay the debt on designated dates.

## viii) Defined benefit plans:

The cost of defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in the future. These include the determination of the discount rate, future salary escalations and mortality rates etc. 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.

## B Application of new and amended standards :

The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

- Insurance contracts - Ind AS 117; and
- Lease Liability in Sale and Leaseback - Amendments to Ind AS 116

Their adoption has not had any significant impact on the amounts reported in the financial statements.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 4. Property, plant and equipment

Particulars	Freehold Land	Buildings	Plant and Equipment	Computers	Office Equipments	Furniture and Fixtures	Vehicles	Switching Station	External Road	Tangibles Total
₹ in lakhs										
<b>I. Cost/Deemed cost</b>										
<b>Balance as at 01 April, 2023</b>	701.30	336.98	9,248.17	66.44	15.91	94.97	14.63	-	161.62	10,640.03
Additions	865.11	13,875.15	82,297.24	385.26	214.70	122.91	104.87	3,909.95	1,205.66	1,02,980.85
Deductions	-	-	4.88	-	-	-	4.43	-	-	9.31
<b>Balance as at 31 March, 2024</b>	1,566.41	14,212.13	91,540.53	451.70	230.61	217.88	115.07	3,909.95	1,367.28	1,13,611.57
Additions	762.56	1,563.74	4,600.46	10.50	57.99	132.06	-	93.70	296.76	7,517.77
Deductions	-	142.74	8,432.00	23.67	5.99	33.95	0.31	-	-	8,638.66
<b>Balance as at 31 March, 2025</b>	<b>2,328.97</b>	<b>15,633.13</b>	<b>87,708.99</b>	<b>438.53</b>	<b>282.61</b>	<b>315.99</b>	<b>114.76</b>	<b>4,003.65</b>	<b>1,664.04</b>	<b>1,12,490.68</b>
<b>II. Accumulated depreciation</b>										
<b>Balance as at 01 April, 2023</b>	-	74.51	7,972.73	58.48	9.24	74.81	12.34	-	161.61	8,363.72
Depreciation expense for the year	-	275.05	2,256.23	55.84	20.74	12.20	10.89	70.03	17.27	2,718.25
Deductions for the year	-	-	4.64	-	-	-	4.21	-	-	8.85
<b>Balance as at 31 March, 2024</b>	-	349.56	10,224.32	114.32	29.98	87.01	19.02	70.03	178.88	11,073.12
Depreciation expense for the year	-	299.53	3,113.34	70.48	34.22	22.00	13.07	96.77	31.56	3,680.97
Deductions for the year	-	57.91	8,003.98	22.49	5.56	32.25	0.29	-	-	8,122.48
<b>Balance as at 31 March, 2025</b>	-	<b>591.18</b>	<b>5,333.68</b>	<b>162.31</b>	<b>58.64</b>	<b>76.76</b>	<b>31.80</b>	<b>166.80</b>	<b>210.44</b>	<b>6,631.61</b>
<b>Net Book Value as at 31 March, 2025</b>	<b>2,328.97</b>	<b>15,041.95</b>	<b>82,375.31</b>	<b>276.22</b>	<b>223.97</b>	<b>239.22</b>	<b>82.96</b>	<b>3,836.85</b>	<b>1,453.60</b>	<b>1,05,859.07</b>
Net Book Value as at 31 March, 2024	1,566.41	13,862.57	81,316.21	337.38	200.63	130.86	96.05	3,839.92	1,188.40	1,02,538.44

- 4.1. Switching station and external road aggregating to net block of ₹ 5,290.45 lakhs (previous year ₹ 5,028.32 lakhs) for which ownership is not in the name of the Company
- 4.2. Deduction of Property, plant and equipment include write off of certain civil and mechanical structure having its residual value at Kutra Plant book value of ₹ 515.16 lakhs (as at 31 March, 2024 ₹ Nil)
- 4.3. The net trial run expenditure of ₹ Nil (as on 31 March, 2024 ₹ 534.89 lakhs) capitalised during the year (refer note 36.1)
- 4.4. During the year the company has capitalised assets other than land for ₹ 6,755.21 lakhs (as at 31 March, 2024 ₹ 1,02,115.71 lakhs) which includes capitalisation of borrowing cost for ₹ 42.33 lakhs (as at March, 2024 ₹ 12,983.11 lakhs).
- 4.5. The title deeds of immovable properties are held in the name of the Company.
- 4.6. Certain property, plant and equipment are pledged against borrowings, the details relating to which have been described in Note 19.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 5. Capital work-in-progress

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Capital Work in Progress	10,480.42	11,004.92
<b>Total</b>	<b>10,480.42</b>	<b>11,004.92</b>

### Capital work-in-progress Ageing Schedule

As at 31 March, 2025

Capital work-in-progress	₹ in lakhs				
	Amount in Capital work in progress for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	7,078.37	1,944.78	835.20	622.07	10,480.41
Project temporarily suspended	-	-	-	-	-
Project with cost overrun/timeline delayed	-	-	-	-	-
<b>Total</b>	<b>7,078.37</b>	<b>1,944.78</b>	<b>835.20</b>	<b>622.07</b>	<b>10,480.41</b>

As at 31 March, 2025

Capital work-in-progress	₹ in lakhs				
	Amount in Capital work in progress for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	7,883.58	2,110.24	959.81	51.29	11,004.92
Project temporarily suspended	-	-	-	-	-
Project with cost overrun/timeline delayed	-	-	-	-	-
<b>Total</b>	<b>7,883.58</b>	<b>2,110.24</b>	<b>959.81</b>	<b>51.29</b>	<b>11,004.92</b>

5.1. Capital work-in-progress includes borrowing cost of ₹ 593.23 lakhs ( as at 31 March, 2024 ₹ 240.72 lakhs).

## Note 6. Right of Use assets

Particulars	₹ in lakhs			
	Vehicle	Leasehold land Mines	Land	Total
<b>I. Cost/Deemed cost</b>				
Balance as at 01 April, 2023	-	32.17	144.33	176.50
Additions	-	-	-	-
Deductions	-	-	-	-
Balance as at 31 March, 2024	-	32.17	144.33	176.50
Additions	107.27	-	-	107.27
Deductions	-	-	-	-
<b>Balance as at 31 March, 2025</b>	<b>107.27</b>	<b>32.17</b>	<b>144.33</b>	<b>283.77</b>
<b>II. Accumulated depreciation</b>				
Balance as at 01 April, 2023	-	3.71	7.84	11.55
Depreciation expense for the year	-	1.58	1.96	3.54
Deductions	-	-	-	-
Balance as at 31 March, 2024	-	5.29	9.80	15.09
Depreciation expense for the period	2.55	1.58	1.96	6.10
Deductions	-	-	-	-
<b>Balance as at 31 March, 2025</b>	<b>2.55</b>	<b>6.87</b>	<b>11.76</b>	<b>21.19</b>
Carrying Value				
<b>Balance as at 31 March, 2025</b>	<b>104.72</b>	<b>25.30</b>	<b>132.57</b>	<b>262.59</b>
<b>Balance as at 31 March, 2024</b>	<b>-</b>	<b>26.88</b>	<b>134.53</b>	<b>161.41</b>

### Note

6.1. Certain Lease hold land are pledged against borrowings, the details relating to which have been described in Note 19.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 7. Intangible assets

₹ in lakhs

Particulars	Computer Software	Mining Development cost	Mining Rights	Total
<b>I. Cost/Deemed cost</b>				
<b>Balance as at 01 April, 2023</b>	<b>39.00</b>	<b>1,018.20</b>	<b>387.50</b>	<b>1,444.70</b>
Additions	149.84	-	-	149.84
Deductions	-	-	-	-
<b>Balance as at 31 March, 2024</b>	<b>188.84</b>	<b>1,018.20</b>	<b>387.50</b>	<b>1,594.55</b>
Additions	14.50	5,801.71	433.33	6,249.54
Deductions	-	-	-	-
<b>Balance as at 31 March, 2025</b>	<b>203.34</b>	<b>6,819.91</b>	<b>820.83</b>	<b>7,844.09</b>
<b>II. Accumulated amortisation</b>				
<b>Balance as at 01 April, 2023</b>	<b>39.00</b>	<b>298.73</b>	<b>3.86</b>	<b>341.59</b>
Amortisation expenses for the year	37.63	376.52	12.98	427.13
Deductions for the year	-	-	-	-
Trial run amortisation adjustment	-	94.43	-	94.43
<b>Balance as at 31 March, 2024</b>	<b>76.63</b>	<b>769.68</b>	<b>16.84</b>	<b>863.15</b>
Amortisation expenses for the year	51.44	446.11	22.72	520.27
Deductions for the year	-	-	-	-
<b>Balance as at 31 March, 2025</b>	<b>128.07</b>	<b>1,215.79</b>	<b>39.56</b>	<b>1,383.42</b>
<b>Net Book Value</b>				
<b>Balance as at 31 March, 2025</b>	<b>75.28</b>	<b>5,604.12</b>	<b>781.28</b>	<b>6,460.67</b>
<b>Balance as at 31 March, 2024</b>	<b>112.22</b>	<b>248.52</b>	<b>370.67</b>	<b>731.40</b>

7.1 Mining development include Acquisition cost incurred for mines such as stamp duty, registration fees and other such costs have been capitalised as Intangible Assets.

7.2 The mining rights includes decommissioning liability of ₹ 1,626.57 Lakhs (previous year ₹ 1062.38 lakhs) to be incurred towards mines restoration expenditure. For deriving the said liability the Company has discounted the expenses to be incurred over the period of the mining rights.

## Note 8. Intangible assets under development

₹ Lakhs

Particulars	As at 31 March, 2025	As at 31 March, 2024
Mining development	815.40	2,772.92
Software	4.57	0.07
<b>Total</b>	<b>819.97</b>	<b>2,772.99</b>

**Intangible Asset under development Ageing Schedule is below:**

As at 31 March, 2025

₹ Lakhs

Particulars	Amount in Intangible asset under development for a period of				Total
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	
Project in progress	264.23	128.55	265.25	161.94	819.97
Project temporarily suspended	-	-	-	-	-
Project with cost overrun/timeline delayed	-	-	-	-	-
<b>Total</b>	<b>264.23</b>	<b>128.55</b>	<b>265.25</b>	<b>161.94</b>	<b>819.97</b>

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

₹ Lakhs

Particulars	Amount in Intangible asset under development for a period of				
	Less than 1 year	1 - 2 year	2 - 3 years	More than 3 years	Total
Project in progress	1,537.23	877.97	253.13	104.66	2,772.99
Project temporarily suspended	-	-	-	-	-
Project with cost overrun/timeline delayed	-	-	-	-	-
<b>Total</b>	<b>1,537.23</b>	<b>877.97</b>	<b>253.13</b>	<b>104.66</b>	<b>2,772.99</b>

8.1. Projects has been grouped into various heads basis nature of the projects.

8.2. Intangible assets under development include expenditure incurred on development of mining rights and other related costs for mines which are yet to be made operational and expenditure towards software upgrades.

## Note 9. Other financial assets (unsecured considered good)

₹ Lakhs

Particulars	Non-Current		Current	
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025	As at 31 March, 2024
Security deposits (refer note below)	-	-	1.00	81.00
Bank deposits with maturity more than 12 months (Margin money)	3,444.28	3,468.26	26.11	-
Interest accrued on Term deposit	-	-	498.42	362.14
Other receivable	-	-	369.21	32.18
<b>Total</b>	<b>3,444.28</b>	<b>3,468.26</b>	<b>894.74</b>	<b>475.32</b>

### Note :

9.1. The Security deposit includes earnest money deposit with e-commerce vendor for participation in the coal auction. This deposit carrying no interest and the maximum amount outstanding during the period is ₹ 1.00 lakh ( As at 31 March, 2024 ₹ 81.00 lakhs)

9.2. Deposits of ₹ 3,465.40 lakhs ( as at 31.03.2024 ₹ 3,428.37 lakhs) with bank as security against bank guarantee given to government department and others.

## Note 10. Income tax assets (net)

₹ Lakhs

Particulars	As at 31 March, 2025	As at 31 March, 2024
Advance Income Tax and Tax Deducted at Source ( net)	273.32	142.79
<b>Total</b>	<b>273.32</b>	<b>142.79</b>

## Note 11. Deferred tax assets (net)

### Income Tax expense

Indian companies are subject to Indian income tax on a standalone basis. For each fiscal year, the entity profit and loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income Tax Act, 1961. Statutory income tax is charged at 25% plus a surcharge and education cess with tax benefits or 22% plus a surcharge and education cess without tax benefits.

MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2023-24 is charged at 15% plus a surcharge and education cess. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## A. Income tax expense/(benefits)

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
<b>Current Tax:</b>		
In respect of the current period	-	-
<b>Deferred tax</b>		
Deferred tax income/expense	2,356.33	2,335.53
Minimum alternate tax credit reversed	(394.30)	(5.37)
Total Deferred tax	1,962.03	2,330.16
<b>Total Tax Expenses</b>	<b>1,962.03</b>	<b>2,330.16</b>

A reconciliation of income tax expense applicable to accounting Profit / (Loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
<b>Reconciliation:</b>		
<b>Profit before tax</b>	16,209.69	(9,162.64)
Enacted tax rate in India (%)	26.00%	26.00%
<b>Expected income tax expense at statutory tax rate</b>	(4,214.52)	(2,382.29)
Expenses not deductible in determining taxable profits	20.08	-
Deferred tax pertaining to earlier period	(94.34)	57.49
Deferred tax asset reversal on opening carry forward loss	1,932.45	-
Minimum alternate tax credit reversal	394.30	(5.37)
Tax expense for the year recognised in statement of profit & loss	(1,962.03)	(2,330.16)
<b>Effective tax rate</b>	12.10%	25.43%

As on March 31, 2025 the company has reassessed its Net deferred tax assets recognised in earlier years, based on updated management strategies and business plan. On the basis of such assessment, the company has reversed opening deferred tax assets of ₹ 1,932.45 Lakhs which corresponds to unabsorbed losses and MAT credit of ₹ 394.30 Lakhs to the extent not available for utilization in future. As at March 31, 2025, the Company recognized its deferred tax assets to the extent it is reasonably certain of its utilization based on updated future projections.

**Significant components of deferred tax assets / (liabilities), deductible temporary differences and unused tax losses recognised in the financial statements are as follows:**

Deferred tax balance in relation to	₹ Lakhs			
	As at 01 April, 2024	Recognised / (reversed) through profit or loss	Recognised / reclassified in OCI	As at 31 March, 2025
Property, plant and equipment	(7,958.32)	(2,409.00)	-	(10,367.32)
Provisions for employee benefit / loans and advances / mining reserves	341.69	156.74	21.27	519.70
Unused tax losses (carried forward business loss/ unabsorbed depreciation)	17,221.92	4,607.24	-	21,829.16
Lease liabilities	(34.50)	1.34	-	(33.16)
MAT Credit entitlement	394.29	(394.29)	-	-
<b>Total</b>	<b>9,965.08</b>	<b>1,962.03</b>	<b>21.27</b>	<b>11,948.38</b>

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

₹ Lakhs

Deferred tax balance in relation to	As at 01 April, 2023	Recognised / (reversed) through profit or loss	Recognised / reclassified in OCI	As at 31 March, 2024
Property, plant and equipment	436.16	(8,394.48)	-	(7,958.32)
Provisions for employee benefit / loans and advances / mining reserves	307.33	30.24	4.12	341.69
Unused tax losses (carried forward business loss/ unabsorbed depreciation)	6,476.39	10,745.53	-	17,221.92
Lease liabilities	11.25	(45.75)	-	(34.50)
MAT Credit	399.67	(5.38)	-	394.29
<b>Total</b>	<b>7,630.80</b>	<b>2,330.16</b>	<b>4.12</b>	<b>9,965.08</b>

Deferred Tax benefits are recognised on assets to the extent that it is probable that taxable profit will be available against which the deductible temporary differences will be utilised against which the deferred tax asset can be utilised.

## Note 12. Other assets

₹ Lakhs

Particulars	Non-Current		Current	
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025	As at 31 March, 2024
<b>a) Capital Advance</b>				
Secured considered good	-	1,290.28	-	-
Unsecured considered good	13,579.80	2,711.35	-	-
<b>b) Other Advances</b>				
Advance to suppliers	-	-	1,591.43	1,093.45
Security deposits	1,507.51	1,506.98	300.00	-
<b>c) Other assets (unsecured, considered good)</b>				
Indirect tax balances/recoverable/credits	-	-	2,412.06	6,488.31
Prepayment and others	3.02	3,646.10	3,073.93	328.11
Mining leasehold land pre-payment	342.69	385.53	21.42	-
Advance to employees	-	-	0.18	4.40
Less : Allowance for doubtful advance	-	-	-	-
<b>Total</b>	<b>15,433.02</b>	<b>9,540.24</b>	<b>7,399.02</b>	<b>7,914.27</b>

## Note 13. Inventories (Valued at lower of cost and net realisable value unless otherwise stated)

₹ Lakhs

Particulars	As at 31 March, 2025	As at 31 March, 2024
Raw materials (at cost)	74.35	27.08
Work-in-progress (at cost)	1,668.96	647.70
Finished goods in transit (at net realisable value)	34.58	40.08
Finished goods (at net realisable value)	2,137.04	2,041.99
Stores and spares (at cost)	1,969.33	453.34
Fuel	580.89	1,250.35
<b>Total</b>	<b>6,465.15</b>	<b>4,460.54</b>

### Note :

13.1. Value of inventories above is stated after writing down to net realisable value of ₹ 30.40 lakhs (31 March, 2024 ₹ 126.35 lakhs). These were recognised as an expense during the year and included in changes in inventories of finished goods, semi finished goods, work-in-progress and stock-in-trade.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## 13.2. Cost of inventory recognised as an expense :

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Cost of material consumed	9,311.03	7,705.32
Changes in inventories of finished goods, semi finished goods and stock in trade	(1,110.82)	(509.88)
Stores and spares	970.93	764.52
Fuel	11,202.53	12,132.27
<b>Total</b>	<b>20,373.67</b>	<b>20,092.23</b>

## Note 14. Trade Receivables

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Considered good, Unsecured	57.84	-
Considered doubtful , Unsecured	130.33	130.33
	<b>188.17</b>	<b>130.33</b>
Less: Allowance for expected credit loss	(130.33)	(130.33)
<b>Total</b>	<b>57.84</b>	<b>-</b>

## Movement in allownaces for bad and doubtful debts

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Balance at the beginning of the year	130.33	130.33
Additional Allowance	-	-
Trade receivable written off during the year	-	-
<b>Balance at the end of the year</b>	<b>130.33</b>	<b>130.33</b>

### Note :

- 14.1. The credit period on sales of goods ranges from 0 to 30 days with or without security. The Company charges interest on receivable beyond credit period in case of certain customers.
- 14.2. The Company does not generally hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counterparty.
- 14.3. Trade Receivable does not include any receivable from Directors and Officers of the Company.
- 14.4. Trade receivable from related parties has been disclosed in note 37 e
- 14.5. Loss allowance is estimated for disputed receivables based on assessmenmt of each case where consider necessary.
- 14.6. Credit risk management regarding trade receivables has been described in note 34.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Trade Receivable ageing :

As at 31 March, 2025

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	
Trade receivables - considered good							
- Disputed	-	-	-	-	-	-	-
- Undisputed	-	50.43	7.41	-	-	-	57.84
Trade receivables - Considered doubtful							
- Disputed	-	-	-	-	-	130.33	130.33
- Undisputed	-	-	-	-	-	-	-
Less: Allowance for doubtful debts	-	-	-	-	-	(130.33)	(130.33)
<b>Total</b>	<b>-</b>	<b>50.43</b>	<b>7.41</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>57.84</b>

₹ Lakhs

As at 31 March, 2024

Particulars	Not yet due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2 - 3 years	More than 3 years	
Trade receivables - considered good							
- Disputed	-	-	-	-	-	-	-
- Undisputed	-	-	-	-	-	-	-
Trade receivables - Considered doubtful							
- Disputed	-	-	-		0.50	129.83	130.33
- Undisputed	-	-	-	-	-	-	-
Less: Allowance for doubtful debts	-	-	-	-	(0.50)	(129.83)	(130.33)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.00)</b>

₹ Lakhs

Unbilled dues for the period ₹ Nil ( Previous year ₹ Nil)

## Note 15. Cash and cash equivalents

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Balances with banks		
In current accounts	296.62	808.46
<b>Total</b>	<b>296.62</b>	<b>808.46</b>

## Note 16. Bank balances other than cash and cash equivalents

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Term deposit with maturity of more than 3 months but less than 12 months at inception	36.95	179.35
<b>Total</b>	<b>36.95</b>	<b>179.35</b>

16.1. Includes deposits of ₹ 36.95 lakhs ( as at 31.03.2024 ₹ 152.09 lakhs) with bank as security against bank guarantee given to government department.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 17. Equity Share Capital

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares	₹ in lakhs	Number of shares	₹ in lakhs
<b>Share Capital</b>				
<b>Authorised</b>				
a) Equity shares of the par value of ₹ 2/- each	40,00,00,000	8,000.00	40,00,00,000	8,000.00
b) 1% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 100/- each	2,00,00,000	20,000.00	2,00,00,000	20,000.00
<b>Issued, Subscribed and fully paid up</b>				
a) Equity shares of ₹ 2/- each				
Outstanding at the beginning of the year	19,50,00,000	3,900.00	19,50,00,000	3,900.00
Changes in equity share capital during the year	10,00,00,000	2,000.00	-	-
Outstanding at the end of the year	29,50,00,000	5,900.00	19,50,00,000	3,900.00
b) 1% Optionally Convertible Cumulative Redeemable Preference shares of ₹ 100/- each				
Outstanding at the beginning of the year	1,00,00,000	10,000.00	1,00,00,000	10,000.00
Changes during the year	-	-	-	-
Outstanding at the end of the year	1,00,00,000	10,000.00	1,00,00,000	10,000.00
<b>Total</b>	<b>30,50,00,000</b>	<b>15,900.00</b>	<b>20,50,00,000</b>	<b>13,900.00</b>
Less: 1% Optionally Convertible Cumulative Redeemable Preference shares transferred to Non Current Financial Liabilities - Borrowing	(1,00,00,000)	(5,516.27)	(1,00,00,000)	(5,516.27)
Less: Equity component of 1% Optionally Convertible Cumulative Redeemable Preference shares transferred to Reserves (refer Note 18)	-	(4,483.73)	-	(4,483.73)
<b>Total</b>	<b>29,50,00,000</b>	<b>5,900.00</b>	<b>19,50,00,000</b>	<b>3,900.00</b>

Refer Notes (i) to (iii) below

## Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	Number of Shares	₹ Lakhs
<b>At 01 April, 2023</b>	19,50,00,000	3,900.00
Movement during the year	-	-
<b>At 31 March, 2024</b>	19,50,00,000	3,900.00
Movement during the year	10,00,00,000	2,000.00
<b>At 31 March, 2025</b>	<b>29,50,00,000</b>	<b>5,900.00</b>

## Equity component of Convertible Cumulative Redeemable Preference shares of ₹ 100 each

Particulars	Number of Shares	₹ Lakhs
<b>At 01 April, 2023</b>	1,00,00,000	4,483.73
Movement during the year	-	-
<b>At 31 March, 2024</b>	1,00,00,000	4,483.73
Movement during the year	-	-
<b>At 31 March, 2025</b>	<b>1,00,00,000</b>	<b>4,483.73</b>

### (i) Rights, preferences and restriction attached to Equity Shares

The Company only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. Whenever dividend is proposed by the Board of Directors it is subject to the approval of shareholders.

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.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## (ii) Terms/rights attached to 1% Optionally Convertible Cumulative Redeemable Preference Share (OCCRPS)

The Company has one class of Preference Shares. These shares carry cumulative dividend @ 1%. These OCCRPS are convertible into Equity Shares at the option of the Holder within a period of 18 months from the date of allotment, in one or more tranches, at a price determined on the relevant date or to be redeemed at par upon maturity after 18 months but within 9 years from date of allotment.

The option to convert the instrument into Equity shares lapsed on 04 August, 2022 (valuation date), and hence the nature of instrument changes from this date and will be redeemed at par upon maturity. Accordingly, future estimated cash flows of principal on redemption and cumulative coupon of 1% for 9 years are discounted at pre tax borrowing rate of 9.5% to determine the fair value of the instrument at valuation date.

The difference between the issue price of OCCRPS and the fair value on valuation date ₹ 4,483.73 Lakhs treated as Equity component of compounded financial instrument in the financial statement.

## (iii) Details of shares held by each shareholder holding more than 5% shares in the company are set out as below:

Class of shares / Name of shareholder	As at 31 March, 2025		As at 31 March, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares</b>				
JSW Cement Limited	19,52,12,755	66.17%	11,56,66,750	59.32%
<b>1% Optionally Convertible Cumulative Redeemable Preference Shares</b>				
JSW Cement Limited	1,00,00,000	100%	1,00,00,000	100%

## (iv) Details of shares held by promoters and promoters group:

Class of shares	As at 31 March, 2025		As at 31 March, 2024		% change during the year
	Number of shares	% of shares	Number of shares	% of shares	
<b>Promoters</b>					
JSW Cement Limited	19,52,12,755	66.17%	11,56,66,750	59.32%	7%
<b>Promoter Group</b>					
Anushree Jindal	7,94,230	0.27%	5,25,000	0.27%	-

## (v) Shares allotted as fully paid-up pursuant to contracts without payment being received in cash during the year of five years immediately preceding the date of the balance sheet are as under:

Nil

## Note 18. Other equity

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Retained earnings	(43,387.15)	(29,078.95)
<b>Other Reserves</b>		
Capital Reserve	812.31	812.31
Security Premium reserve	42,527.11	5,206.13
Equity component of 1% optionally convertible cumulative redeemable preference shares	4,483.73	4,483.73
<b>Total</b>	<b>4,436.00</b>	<b>(18,576.78)</b>

### Retained earning :

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings includes re-measurement loss / (gain) 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.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Capital Reserve :

Reserve is primarily created out of share forfeiture amounting ₹ 214.50 lakhs and amalgamation reserve amounting ₹ 566.03 lakhs as per statutory requirement.

## Security premium reserve :

The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve is utilised in accordance with the specific provisions of the Companies Act 2013

## Equity component of 1% optionally convertible cumulative redeemable preference shares

Upon expiry of conversion options given in OCCRPS, the Company has computed equity portion (based on concessional rate of interest in OCCRPS) amounting to ₹4,483.73 lakhs.

## Note 19. Borrowings

₹ Lakhs

Particulars	Non-Current		Current	
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025	As at 31 March, 2024
<b>Secured</b>				
<b>Term Loans (at amortised cost)</b>				
From banks	63,891.35	63,856.39	6,908.49	2,745.90
Less: Unamortised upfront fees on borrowings	(364.87)	(375.83)	(108.49)	(81.80)
	<b>63,526.48</b>	<b>63,480.56</b>	<b>6,800.00</b>	<b>2,664.10</b>
<b>Unsecured</b>				
<b>Other Loans (at amortised cost)</b>				
From related parties	64,031.47	69,759.09	-	-
<b>Unsecured</b>				
<b>Others (at fair value through profit and loss)</b>				
1% Optionally Convertible Cumulative Redeemable Preference Shares of ₹100/- each	10,000.00	10,000.00	-	-
Less: Equity component of optionally convertible cumulative preference shares	(4,483.73)	(4,483.73)	-	-
Add: Unwinding of interest	1,503.42	894.80	-	-
	71,051.16	76,170.16	-	-
<b>Total</b>	<b>1,34,577.64</b>	<b>1,39,650.72</b>	<b>6,800.00</b>	<b>2,664.10</b>
Less: Current maturities of long-term borrowing clubbed under short term borrowings (refer note 19A)	-	-	6,800.00	2,664.10
<b>Total</b>	<b>1,34,577.64</b>	<b>1,39,650.72</b>	<b>-</b>	<b>-</b>

## Notes :

19.1. The above unsecured loan from related party has been taken from holding company, M/s. JSW Cement Limited. The tenure of the loan is 5 years from the date of disbursement or 31 March, 2027 which ever is earlier or such ended time as may be agreed and repayable at the end of the tenure alongwith interest accrued on the same. The rate of interest is 8.73%.

19.2. The company raised fund of ₹ 10,000.00 lakhs by issue of One Crore 1% optionally convertible cumulative redeemable preference share (OCCRPS) of ₹ 100 each. These OCCRPSS are convertible into Equity Shares at the option of the Holder within a period of 18 months from the date of allotment in one or more tranches, at a price determined on the relevant date or to be redeemed at par upon maturity after 18 months but within 9 years from date of allotment.

The option to convert the instrument into Equity shares lapsed on 04 August, 2022 ( valuation date ), and hence the nature of instrument changes from this date and will be redeemed at par upon maturity. Accordingly, future estimated cash flows of principal on redemption and cumulative coupon of 1% for 9 years are discounted at pre tax borrowing rate of 9.5% to determine the fair value of the instrument at valuation date.

The difference between the issue price of OCCRPSS and the fair value on valuation date ₹ 4,483.73 Lakhs treated as Equity component of compounded financial instrument in the financial statement.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

- 19.3. a) The applicable rate of interest on term loan from Axis Bank & Indian Bank is of 8.73% per annum till 28<sup>th</sup> March, 2025. From 29<sup>th</sup> March, 2025 interest rate on loan from Axis Bank & Indian Bank has been reduced to 8.48%. However the Interest rate on loan from Canara Bank remained at 8.73% per annum & Interest on term loan from DBS Bank carrying interest @ 9.25% per annum. Interest are payable on monthly basis.
- b. Term of Repayment
- 9 years ( 36 quarterly structured repayment) from quarter ending 31 December, 2024) for loan taken from Axis Bank, Indian Bank & Canara Bank.
  - 2 years (bullet repayment) from date of 1<sup>st</sup> drawal of loan from DBS Bank Limited.
- c. Nature of security
- First pari-passu charge on project fixed assets (both movable & immovable) including assignment of lease hold right of the land acquired for mining and project.
  - Unconditional and irrevocable Corporate Guarantee of JSW Cement Limited - Holding company.

## Note 19A. Current Borrowing (at amortised cost)

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Current maturities of long term borrowings (Refer Note 19)	6,800.00	2,664.10
<b>Total</b>	<b>6,800.00</b>	<b>2,664.10</b>

## Note 20. Lease Liabilities

Particulars	₹ Lakhs			
	Non-Current		Current	
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025	As at 31 March, 2024
Lease liability	98.72	5.11	11.00	0.50
<b>Total</b>	<b>98.72</b>	<b>5.11</b>	<b>11.00</b>	<b>0.50</b>

### Note 20.1. Lease liabilities

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Opening Lease liability	5.61	5.11
Additions	106.78	-
Interest accrued	1.43	0.50
Lease principal payments	2.67	-
Lease interest payments	1.43	-
Reversal	-	-
<b>Closing lease liability</b>	<b>109.72</b>	<b>5.61</b>
<b>Break up of lease liabilities</b>		
Current	11.00	0.50
Non Current	98.72	5.11

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Not later than 1 years	22.11	0.50
Later than 1 year and not later than 5 years	88.45	2.49
Later than 5 years	74.46	34.84
<b>Total</b>	<b>185.02</b>	<b>37.83</b>

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 20.2. Lease liabilities

The Company has recognised ₹ 14.74 Lakh (previous year ₹ 2.79 Lakh) as rent expenses during the year which pertains to short term lease/ low value asset which was not recognised as part of right-of-use asset.

The company does not face 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.

## Note 21. Provisions

₹ Lakhs

Particulars	Non-Current		Current	
	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2025	As at 31 March, 2024
<b>Provision for employee benefits</b>				
Gratuity (Refer note 37(c)(ii))	238.98	161.84	58.49	39.22
Compensated absences (Refer note 37(c)(vi))	64.81	50.43	18.99	9.29
Others Provisions				
Mines Restoration expenditure (refer note 21.1)	1,626.58	1,062.37	-	-
<b>Total</b>	<b>1,930.37</b>	<b>1,274.64</b>	<b>77.48</b>	<b>48.51</b>

## Note 21.1 Movement of restoration liabilities provision during the year

₹ Lakhs

Particulars	As at 31 March, 2025	As at 31 March, 2024
Mines Restoration expenditure		
Opening Balance	1,062.38	981.51
Add: Unwinding of discount on mine restoration expenditure	130.87	80.86
Add: Additional asset created on account of revision of estimates	433.33	-
Less : Payments	-	-
<b>Closing Balance</b>	<b>1,626.58</b>	<b>1,062.37</b>

Mines restoration expenditure is incurred on an ongoing basis until the closure of the site. The actual expenses may vary based on the nature of restoration and the estimate of restoration expenditure.

## Note 22. Trade Payables

₹ Lakhs

Particulars	As at 31 March, 2025	As at 31 March, 2024
<b>Trade Payables</b>		
Total outstanding dues of micro enterprise and small enterprise	838.02	682.84
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,805.37	5,106.37
Acceptances*	1,685.82	-
<b>Total</b>	<b>6,329.21</b>	<b>5,789.21</b>

\*Acceptances include credit availed by the company from banks for payment to suppliers for raw material purchased by the company. The arrangements are interest bearing and are payable within 6 months.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Trade payable ageing schedule

At 31 March, 2025

Particulars	Due date of payment						₹ Lakhs
	Unbilled Dues	Not due	Less than 1 year	1 - 2 years	2 -3 years	More than 3 years	Total
MSME	-	723.66	114.36	-	-	-	838.02
Others	1,169.16	2,270.47	1,457.99	435.74	8.40	149.43	5,491.19
Disputed - MSME	-	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,169.16</b>	<b>2,994.13</b>	<b>1,572.35</b>	<b>435.74</b>	<b>8.40</b>	<b>149.43</b>	<b>6,329.21</b>

At 31 March, 2024

Particulars	Due date of payment						₹ Lakhs
	Unbilled Dues	Not due	Less than 1 year	1 - 2 years	2 -3 years	More than 3 years	Total
MSME	-	682.84	-	-	-	-	682.84
Others	357.54	153.15	4,331.21	111.92	40.46	112.09	5,106.37
Disputed - MSME	-	-	-	-	-	-	-
Disputed - Others	-	-	-	-	-	-	-
<b>Total</b>	<b>357.54</b>	<b>835.99</b>	<b>4,331.21</b>	<b>111.92</b>	<b>40.46</b>	<b>112.09</b>	<b>5,789.21</b>

22.1. Payables Other than acceptances are normally settled within 30 to 60 days.

22.2. Trade payables from related parties' details has been described in note 37 e.

22.3. Disclosure pertaining to micro and small enterprises (as per information available with the Company):

Description	As at 31 March, 2025	As at 31 March, 2024	₹ Lakhs
a) i: The principal amount remaining unpaid to any supplier at the end of accounting year included in trade payables "	838.02	682.84	
ii: The interest due on above	-	-	
b) The amount of interest paid by the buyer in terms of section 16 of the Act	-	-	
c) The amount of the payment made to the supplier beyond the appointed day during the year	-	-	
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act.	-	-	
e) The amounts of interest accrued and remaining unpaid	77.24	-	
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 23. Other financial liabilities (Current, at amortised cost)

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Interest accrued but not due on borrowings	1,125.43	1,361.86
Payable for capital projects		
- Acceptances	-	-
- Other than acceptances	3,415.65	3,977.42
Payable to Employees	289.86	260.09
Security Deposit received	13.68	14.68
Other Payable	48.63	-
<b>Total</b>	<b>4,893.25</b>	<b>5,614.05</b>

## Note 24. Other current liabilities

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
<b>Contract Liability</b>		
Advances from customers	4,682.43	13,347.66
<b>Other liabilities</b>		
Statutory liabilities	395.93	445.75
Other Payables	-	-
<b>Total</b>	<b>5,078.36</b>	<b>13,793.41</b>

## Note 25. Revenue From Operations

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Sale of Products</b>		
Finished goods	31,067.76	34,672.82
<b>Other operating revenue</b>		
Unclaimed liabilities written back	49.46	8.41
<b>Revenue from operation</b>	<b>31,117.22</b>	<b>34,681.23</b>

## Product wise turnover

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Clinker	31,067.76	34,672.82
<b>Total</b>	<b>31,067.76</b>	<b>34,672.82</b>

## Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is 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 assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure (refer note 37 d):

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Revenue from contracts with customer - Sale of products</b>	31,067.76	34,672.82
Other operating revenue	49.46	8.41
<b>Total revenue from operations</b>	<b>31,117.22</b>	<b>34,681.23</b>
India	31,117.22	34,681.23
Outside India	-	-
<b>Total revenue from operations</b>	<b>31,117.22</b>	<b>34,681.23</b>
<b>Timing of revenue recognition</b>		
At a point in time	31,117.22	34,681.23
<b>Total revenue from operations</b>	<b>31,117.22</b>	<b>34,681.23</b>

## Contracted Balance

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Trade receivable (refer note 14)	57.84	-
<b>Contract Liabilities</b>		
Advance from customers (refer note 24)	4,682.43	13,347.66

25.1. As at 31 March 2025 ₹ 130.33 lakh (As at 31 March, 2024 ₹ 130.33 lakh) was recognised as provision for allowance for doubtful debts on trade receivables.

25.2. Contract liabilities include short term advances received for sale of goods. The outstanding balances of these accounts decreased due to adjustment against receivable balances. Short term advances are detailed in note 24.

25.3. Out of the total contract liabilities, outstanding as on 31 March 2025, ₹ 4,682.43 lakhs (As at 31 March 2024 ₹ 13,347.66 lakh) will be recognised by 31 March 2026.

25.4. Amount of revenue recognised from amounts included in the contract liabilities at the beginning of the year ₹ 13,347.66 lakhs (previous year ₹ 3.83 lakhs).

## Reconciliation of revenue from sale of products with the contracted price

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Contracted Price	31,179.55	35,029.86
Less Trade discount, volume rebates, discount etc..	(111.79)	(357.04)
<b>Sale of Products</b>	<b>Total</b>	<b>31,067.76</b>
		<b>34,672.82</b>

### Note :

The Company does not have any significant adjustments between the contracted price and revenue recognised in the statement of profit and loss.

## Note 26. Other Income

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Interest income earned on financial assets measured at amortised cost</b>		
-Other Interest income (at amortised cost)	424.67	47.01
Scrap sale	8.95	189.17
Project Management fees (refer note 37 e)	240.00	-
Miscellaneous income	-	0.04
<b>Total</b>	<b>673.62</b>	<b>236.22</b>

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 27A. Cost of materials consumed

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Inventory at the beginning of the year	27.08	83.16
Add : Purchases during the period	9,358.30	7,649.24
Less: Inventory at the end of the period	(74.35)	(27.08)
<b>Total</b>	<b>9,311.03</b>	<b>7,705.32</b>

## Note 27B. Changes in inventories of finished goods and work-in- progress

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Inventories at the beginning of the year</b>		
Finished goods	2,082.07	-
Semi finished goods	647.69	907.24
Finished goods- Trial run	-	1,312.64
	<b>2,729.76</b>	<b>2,219.88</b>
<b>Inventories at the end of the year</b>		
Finished goods	2,171.62	2,082.07
Semifinished goods	1,668.96	647.69
<b>Total Inventories at the end of the year</b>	<b>3,840.58</b>	<b>2,729.76</b>
<b>Total</b>	<b>(1,110.82)</b>	<b>(509.88)</b>

## Note 28. Employee benefits expense

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Salaries and wages</b>	2,439.81	1,456.17
Contributions to provident fund and other funds (Refer note 37 (c)(i))	109.45	75.96
Gratuity expense (Refer note 37 c)	50.98	26.93
Staff welfare expenses	131.48	90.74
<b>Total</b>	<b>2,731.72</b>	<b>1,649.80</b>

## Note 29. Finance Costs

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Interest expenses</b>	10,462.83	8,832.46
Interest on lease liabilities	1.43	0.50
Unwinding of interest on financial liabilities carried at FVTPL	608.62	557.30
Unwinding of interest on financial liabilities carried at amortised cost	115.56	8.58
Unwinding of discount on mines restoration expenditure	130.87	80.87
Other borrowing cost	221.11	669.50
<b>Total</b>	<b>11,540.42</b>	<b>10,149.21</b>

Interest expenses includes Interest on borrowings, acceptances and interest on account of delay payment to vendors

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 30. Depreciation and amortization expense

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Depreciation on Property, plant and equipment	3,552.64	2,668.58
Depreciation on Right of use assets	6.10	3.54
Depreciation of Asset not owned by company	128.33	87.30
Amortization of Intangible assets	520.27	389.50
<b>Total</b>	<b>4,207.34</b>	<b>3,148.92</b>

## Note 31. Power and Fuel

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Consumption of Power	1,760.02	1,555.17
Fuel	11,202.53	12,132.27
<b>Total</b>	<b>12,962.55</b>	<b>13,687.44</b>

## Note 32. Other expenses

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Consumption of stores and spares	970.93	764.52
Repairs and maintenance expenses:		-
-Repairs to buildings	65.47	45.76
-Repairs to machinery	1,038.44	669.20
-Others	197.00	108.36
Rent ( including amortisation of mining lease pre payment)	36.15	24.78
Rates and taxes	52.72	29.59
Insurance	157.20	113.07
Legal & professional	122.07	110.89
Advertisement & publicity	10.27	20.84
Commission on sales	2.54	3.39
Security Charges	333.71	279.01
Auditors remuneration (Refer note 32.1)	20.29	20.54
Loss/(Profit) on sale /write off of assets	514.21	(4.62)
Postage & telephone	13.28	8.78
Printing & stationery	11.54	26.31
Travelling expenses	214.27	158.65
Software and IT related expenses	32.33	15.81
Miscellaneous expenses	318.70	317.38
<b>Total</b>	<b>4,111.12</b>	<b>2,712.26</b>

### Note 32.1. Auditors remuneration (excluding Tax)

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
Statutory audit fees (including limited reviews)	18.50	18.50
Tax Audit fees	1.00	1.00
Other services	0.79	1.04
<b>Total</b>	<b>20.29</b>	<b>20.54</b>

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Note 33. Income tax

### Income tax expense

Particulars	₹ Lakhs	
	For the year ended 31 March, 2025	For the year ended 31 March, 2024
<b>Current Tax:</b>		
Current tax	-	-
Deferred tax	2,356.33	2,335.53
Minimum alternate tax credit reversal of earlier years	(394.30)	(5.37)
Total Deferred tax	1,962.03	2,330.16
<b>Total Tax Expenses</b>	<b>1,962.03</b>	<b>2,330.16</b>

## Note 34 : Financial instruments

### A. Capital risk management

The Company being in a capital intensive industry, its objective is to maintain a strong credit rating healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity. The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by bank borrowing and funding from holding company. The Company is not subject to any externally imposed capital requirements.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and align maturity profile of its debt commensurate with life of the asset and closely monitors its judicious allocation amongst competing capital expansion projects and strategic acquisitions, to capture market opportunities at minimum risk.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, Bank balances other than cash and cash equivalents and current investments.

Particulars	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Long term borrowings	1,34,577.64	1,39,650.72
Short term borrowings	6,800.00	2,664.10
Total Borrowings	1,41,377.64	1,42,314.82
Less: Cash and cash equivalent	(296.62)	(808.46)
Less: Bank balances other than cash and cash equivalents	(36.95)	(179.35)
Net Debt	1,41,044.07	1,41,327.01
<b>Total Equity</b>	<b>10,336.00</b>	<b>(14,676.78)</b>
<b>Gearing ratio</b>	<b>13.65</b>	<b>(9.63)</b>

- (i) Equity includes all capital and reserves of the company that are managed as capital
- (ii) Debt is defined as long-term, short-term borrowings and 1% Optionally convertible cumulative redeemable Preference Share as described in note 19 and 19A

The terms of the secured borrowings contain certain financial covenants primarily requiring the Company to maintain certain financial ratios. The Company is in compliance with the said covenants.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## B. Categories of financial instruments :

The accounting classification of each category of financial instruments and their carrying amounts are set out below :

As at 31 March, 2025

₹ Lakhs					
Particulars	Amortised cost	Fair value through other comprehensive income	Fair value through profit and loss	Total carrying value	Fair Value
<b>Financial assets</b>					
Trade receivables	57.84	-	-	57.84	57.84
Cash and cash equivalents	296.62	-	-	296.62	296.62
Bank balances other than cash and cash equivalents	36.95	-	-	36.95	36.95
Other financial assets*	4,339.02	-	-	4,339.02	4,339.02
<b>Total financial assets</b>	<b>4,730.43</b>	<b>-</b>	<b>-</b>	<b>4,730.43</b>	<b>4,730.43</b>
<b>Financial liabilities</b>					
Long term borrowings (**)#	1,27,557.95		7,019.69	1,34,577.64	1,34,577.64
Lease liabilities *	109.72			109.72	109.72
Short term borrowings	6,800.00			6,800.00	6,800.00
Trade payable	6,329.21			6,329.21	6,329.21
Other financial liabilities	4,893.25			4,893.25	4,893.25
<b>Total financial liabilities</b>	<b>1,45,690.13</b>	<b>-</b>	<b>7,019.69</b>	<b>1,52,709.82</b>	<b>1,52,709.82</b>

As at 31 March, 2024

₹ Lakhs					
Particulars	Amortised cost	Fair value through other comprehensive income	Fair value through profit and loss	Total carrying value	Fair Value
<b>Financial assets</b>					
Trade receivables	-	-	-	-	-
Cash and cash equivalents	808.46	-	-	808.46	808.46
Bank balances other than cash and cash equivalents	179.35	-	-	179.35	179.35
Other financial assets*	3,943.58	-	-	3,943.58	3,943.58
<b>Total financial assets</b>	<b>4,931.39</b>	<b>-</b>	<b>-</b>	<b>4,931.39</b>	<b>4,931.39</b>
<b>Financial liabilities</b>					
Long term borrowings (**)#	1,33,239.65	-	6,411.07	1,39,650.72	1,39,650.72
Lease liabilities *	5.61	-	-	5.61	5.61
Short term borrowings	2,664.10	-	-	2,664.10	2,664.10
Trade payable	5,789.21	-	-	5,789.21	5,789.21
Other financial liabilities	5,614.05	-	-	5,614.05	5,614.05
<b>Total financial liabilities</b>	<b>1,47,312.62</b>	<b>-</b>	<b>6,411.07</b>	<b>1,53,723.69</b>	<b>1,53,723.69</b>

#\* including current and non current

(\*\*) including 1% Optionally convertible cumulative redeemable Preference Share.

The Company considers that the carrying amount of financial assets and liabilities disclosed above approximates their fair value

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Fair value hierarchy

This section explains the judgements and estimates made in determining the fair value 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 three levels prescribed under the accounting standard.

## Level wise disclosure of financial instruments :

			₹ in lakhs	
Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024	Fair value hierarchy	Valuation technique(s) and key input(s)
Fair value through Profit and loss				
1% Optionally Convertible Cumulative Redeemable Preference Shares of ₹100/- each	7,019.69	6,411.07	Level 3	Discounted cash flow method- Future cash flows are based on terms of Preference share discounted at a rate that reflects market risk
Sensitivity analysis of level III				
Particular	Valuation technique	Significant unobservable input	Change	Sensitivity of the input to fair value
1% Optionally Convertible Cumulative Redeemable Preference Shares of ₹100/- each	DCF method at post tax borrowing rate	Discounting rate	0.50%	0.50% Increase / (decrease) in the discount would decrease / (increase) the fair value by ₹ 35 lakh / (₹35 lakh)

## Borrowing Details :

### Reconciliation of Level 3 fair value measurement:

#### 1% Optionally Convertible Cumulative Redeemable Preference Shares of ₹100/- each

Particular	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
Opening Balance	6,411.07	5,853.77
Gain/loss recognized in Profit and Loss	608.62	557.30
<b>Closing balance</b>	<b>7,019.69</b>	<b>6,411.07</b>

## Fair value of financial assets and liabilities measured at amortised cost

The carrying amount of Trade Receivable, Trade Payable, Capital Creditors, Cash and Cash Equivalents, other Bank Balances, other financial assets and liabilities are considered to be the same as their fair values due to their short term nature. The management considers that the carrying amount of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

## Financial risk management

Board of Directors of the Company has developed and are responsible for monitoring the Company's risk management policies. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Company's activities to evaluate the adequacy of the risk management framework in relation to the risk faced by the Company.

The risk management policies aim to mitigate the following risks arising from the financial instruments:

- i) Market risk
- ii) Credit risk
- iii) Liquidity risk
- iv) Commodity risk

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## i) Market Risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, commodity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, and borrowings.

All such transactions are carried out within the guidelines set by the management.

### a) 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 changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments at the end of the reporting period are as follows:

Particular	As at 31 March, 2025	As at 31 March, 2024
Fixed rate Borrowing	7,019.69	6,411.07
Floating Rate Borrowing	1,34,831.31	1,36,361.38
<b>Total Gross Borrowing</b>	<b>1,41,851.00</b>	<b>1,42,772.45</b>
Less: Upfront Fees	(473.36)	(457.63)
<b>Total Borrowing (refer note 19)</b>	<b>1,41,377.64</b>	<b>1,42,314.82</b>

### Interest Rate Sensitivity -

The sensitivity analyses below have been determined based on the exposure to interest rates for floating rate liabilities, assuming the amount of the liability outstanding at the year-end was outstanding for the whole year. If interest rates had been 100 basis points higher / lower and all other variables were being constant, the Company profit for the year ended 31 March, 2025 would decrease / increase by:

Particular	As at 31 March, 2025	As at 31 March, 2024
100 bp increase - Increase in loss	1,348.31	1,363.61
100 bp decrease- Decrease in loss	(1,348.31)	(1,363.61)

## ii) Credit Risk Management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The carrying amount of financial assets represent the maximum credit risk exposure.

### (a) Trade receivables

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an individual credit limits defined in accordance with the assessment.

Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. No single customer accounted for 10.0% or more of revenue in any of the years indicated except sales to holding company. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

The movement in allowance for Expected Credit Loss is as follows :

Particular	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Balance at the beginning of the year	130.33	130.33
Change in allowance for the credit impairment during the year	-	-
<b>Balance at the end of the year</b>	<b>130.33</b>	<b>130.33</b>

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 4,730.43 lakhs as at 31 March 2025 and ₹ 4,931.40 lakhs as at 31 March 2024, being the total carrying value of trade receivables, balances with bank, bank deposits, current investments, loans and other financial assets.

As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

Our historical experience of collecting receivables indicate a low credit risk. Hence, trade receivables are considered to be a single class of financial assets.

### iii. Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The company generate sufficient cash flow for operation, which together with the available cash and cash equivalent provide liquidity in the short term & long term. The company has established an appropriate liquidity risk management frame work for the management of the company's short, medium & long term funding and liquidity management requirement. The company manages liquidity risk by maintaining adequate reserve, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profile of financial asset and liability.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting year. The contractual maturity is based on the earliest date on which the Company may be required to pay.

Liquidity exposure as at 31 March, 2025

Particulars	₹ in lakhs			
	Contractual cash flows			Total
	< 1 year	1-5 year	> 5 years	
<b>Financial assets</b>				
Cash and cash equivalents	296.62	-	-	296.62
Bank balances other than cash and cash equivalents	36.95	-	-	36.95
Trade receivables	57.84	-	-	57.84
Other financial assets*	894.74	3,444.28	-	4,339.02
<b>Total Financial assets</b>	<b>1,286.15</b>	<b>3,444.28</b>	<b>-</b>	<b>4,730.43</b>
<b>Financial liabilities</b>				
Long Term borrowing including current maturities and Interest	18,095.78	1,32,893.94	26,294.63	1,77,284.35
Trade payable	4,312.72	2,016.49	-	6,329.21
Lease liabilities	22.11	88.45	74.46	185.02
Other financial liabilities	4,893.25	-	-	4,893.25
<b>Total Financial liabilities</b>	<b>27,323.86</b>	<b>1,34,998.88</b>	<b>26,369.09</b>	<b>1,88,691.83</b>

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

Liquidity exposure as at 31 March, 2024

₹ in lakhs

Particulars	Contractual cash flows			
	< 1 year	1-5 year	> 5 years	Total
<b>Financial assets</b>				
Cash and cash equivalents	808.47	-	-	808.47
Bank balances other than cash and cash equivalents (exposed to)	179.35	-	-	179.35
Trade receivables	-	-	-	-
Other financial assets	475.32	3,468.26	-	3,943.58
<b>Total Financial assets</b>	<b>1,463.14</b>	<b>3,468.26</b>	<b>-</b>	<b>4,931.40</b>
<b>Financial liabilities</b>				
Long term borrowings	-	95,717.64	44,308.91	1,40,026.55
Short term borrowings	2,745.90	-	-	2,745.90
Trade payable	5,789.21	-	-	5,789.21
Lease liabilities	0.50	2.49	34.84	37.83
Other financial liabilities	5,614.05	-	-	5,614.05
<b>Total Financial liabilities</b>	<b>14,149.66</b>	<b>95,720.13</b>	<b>44,343.75</b>	<b>1,54,213.54</b>

#### iv. Commodity risk

Commodity price risk for the Company is mainly related to fluctuations in coal and pet coke prices linked to various external factors, which can affect the production cost of the Company. Since the coal and pet coke costs is one of the primary costs drivers, any fluctuation in coal and pet coke prices can lead to drop in operating margin. To manage this risk, the Company take steps to optimize the fuel mix to reduce cost, where additionally, processes and policies related to such risks are reviewed and controlled by senior management and fuel requirement are monitored by the procurement team.

#### Note 35. Financial Ratios

SL No	Description of key performance indicator	Numerator	Denominator	Ratios For the year ended		Reason for variance changes
				31 March, 2025	31 March, 2024	
1	Current Ratio	Current Assets	Current Liabilities	0.65	0.50	32% Increase due to increase in inventories
2	Debt Equity Ratio	Total Borrowing	Total Equity	13.68	(9.70)	-241% Equity has been infused by way of Right issue at a premium and partial repayment of Loan.
3	Debt service coverage ratio	Net Profit after taxes + Non-cash operating expenses: depreciation and other amortizations + Interest + loss on sale of Fixed assets + Unclaimed liability written back	Interest & Lease Payments + Principal Repayments	0.25	1.60	85% Reduced due to reduction in operational profit and repayment of debt.
4	Return on Equity (%)*	Loss after tax	Average shareholders equity	N.A.	N.A.	-
5	Inventory Turnover ratio (No of Days)	Average Inventory	Cost of materials consumed + Changes in inventories + Power and fuel + Employee cost + Consumption of Stores and Spares + Repairs & Maintenance + Depreciation	66	51	28% Increase due to increase in cost of goods sold compared to increase in Inventory.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

SL No	Description of key performance indicator	Numerator	Denominator	Ratios For the year ended		(%) changes	Reason for variance
				31 March, 2025	31 March, 2024		
6	Trade Receivable Turnover ratio (No of Days)	Average Trade Receivable	Sales of Product	-	-	0%	There is no credit sales. All sales are on advance payment basis
7	Trade Payable turnover ratio (No of Days)	Average Trade Payable	Cost of Goods Sold+Administrative expenses+ Selling& distribution expenses	81	46	77%	Increase due to increase in Trade payable
8	Net Capital Turnover ratio	Net sales	Current assets - Current liabilities	(3.86)	(2.46)	57%	Ratio reduced due to increase in working capital
9	Net Profit Ratio (%)	Loss for the year	Net sales	(0.46)	(0.20)	133%	Ratio reduced due to increase in Loss after tax and reduction in net Sales
10	Return on Capital Employed	Loss before Interest and Tax	Tangible Net Worth + Total Debt-Deferred tax Asset	(3.52)	0.86	508%	Ratio reduced due to increase in capital employed from Rights issue and reduction in Earning before Interest & Taxes
11	Return on Investment	Operating EBIDTA	Average capital employed	-0.81	3.14	126%	The Ratio has reduced due to reduction in operating EBIDTA which is negative in current year vis-à-vis positive in FY 23-24

\* The ratio is not applicable since Average Shareholders Equity is negative

## Note 36. Trial Run operations

The Company has commissioned the new clinkerisation facility under ongoing expansion projects at Kutra plant on 20 January, 2023. Till 30 June, 2023, the plant was under trial run operation. The summary of Income/expenditure during trial operation period is as under :

	₹ in lakh	
Revenue generated from Trial Run operation	For the year ended 31 March, 2025	For the period ended 30 June, 2023
Revenue from Trial operations		10,811.65
Other income		8.14
<b>Total Income (I)</b>	-	<b>10,819.79</b>
<b>Expenses</b>		
Cost of raw material consumed		1,920.75
Changes in inventories of finished goods, work-in-progress and stock-in-trade		(306.50)
Employee benefits expense		416.22
Power and fuel		5,875.86
Freight and handling expenses		2,182.46
Finance costs		303.94
Depreciation and amortization expense		94.43
Other expenses		867.51
<b>Total Expenses (II)</b>	-	<b>11,354.68</b>
<b>Loss before tax III (I-II)</b>	-	<b>(534.89)</b>

36.1. The net trial run expenditure as on 31 March 2025 is ₹ Nil ( as on 31 March, 2024 ₹ 534.89 lakhs) capitalised during the year.

36.2. Trade receivable as on as on 31 March, 2025 ₹ Nil towards outstanding for Sales made during the Trial operations.

36.3. Trade payable as on 31 March, 2025 ₹ Nil ( as on 31 March, 2024 ₹ 4,807.24 lakhs towards trial operation related trade payable (refer note 22)

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## 36.4. Product wise turnover

Particulars	₹ in lakh	
	For the year ended 31 March, 2025	For the period ended 30 June, 2023
Clinker	-	10,811.65
<b>Total</b>	<b>-</b>	<b>10,811.65</b>

## 36.5. Ind AS 115 Revenue from Contracts with Customers

The Company recognises revenue when control over the promised goods or services is 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 assessed and determined the following categories for disaggregation of revenue in addition to that provided under segment disclosure ( refer note 37 d)

Particulars	₹ in lakh	
	For the year ended 31 March, 2025	For the period ended 30 June, 2023
Revenue from contracts with customer - Sale of products	-	10,811.65
<b>Total revenue from trial operations</b>	<b>-</b>	<b>10,811.65</b>
India	-	10,811.65
Outside India	-	-
<b>Total revenue from trial operations</b>	<b>-</b>	<b>10,811.65</b>
<b>Timing of revenue recognition</b>		
At a point in time	-	10,811.65
<b>Total revenue from trial operations</b>	<b>-</b>	<b>10,811.65</b>

## 36.6. Contract Balance

Particulars	₹ in lakh	
	For the year ended 31 March, 2025	For the period ended 30 June, 2023
Trade receivable ( refer note 14)	-	799.24
<b>Contract Liabilities</b>		
Advance from customers ( refer note 24)	-	3.83

36.7. Contract liabilities include short term advances received for sale of goods. The outstanding balances of these accounts decreased in due to adjustment against receivable balances. Short term advances are detailed in note 24.

## Note 37. Other Notes

### a) Contingent liabilities not provided for in respect of disputed claims/ levies :

Particular	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Orissa Sales Tax, VAT, CST.	130.00	130.00
Entry Tax	6.38	6.38
Income tax	3,048.73	3,048.73
Differential Royalty at Highest Rate	111.47	111.47
Interest @ 1% on Optionally convertible cumulative redeemable preference shares (OCCRPS)	416.67	316.67
<b>Total</b>	<b>3,713.25</b>	<b>3,613.25</b>

- Denial of IPR 92 sales tax incentive on production in the expanded unit, has been challenged at High Court of Odisha.
- Erroneous levy of entry tax on limestone captive consumption in plant, challenged at Sales tax tribunal.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

- iii. As against Block assessment orders pertaining from AY 2010-11 to AY 2014-15 passed by AO with arbitrary demand, appeal filed with CIT(A). Similarly appeal filed with CIT(A) against best judgement assessment order passed pertaining to AY 2015-16 demanding tax by arbitrarily disallowing business transactions.
- iv. Demanding higher royalty on limestone production ignoring quality parameters. Writ petition filed before High Court of Odisha challenging the order of Deputy Director Mines.
- v. 1% interest on OCCRPS of ₹10000 lakhs taken from holding company.

## b) Commitments

Particular	₹ Lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	4,987.76	8,470.23

## c) Employee Benefits:

### i) Defined Contribution Plan:

Retirement Benefits in the form of Provident Fund which is defined contribution schemes are charged to the statement of profit and loss for the year in which the contributions to the respective funds accrue as per relevant rules / statutes.

Company's contribution to Provident Fund & other fund recognized in statement of Profit and Loss ₹ 109.45 Lakhs (Previous Year ₹ 75.96 Lakh) (included in note 28)

### ii) Defined Benefit Plans

The Company provides for gratuity to its employees as per the Payment of Gratuity Act, 1972. The amount of gratuity shall be payable to an employee on the termination of employment after rendering continuous service for not less than five years, or on their superannuation or resignation. However, in case of death of an employee, the minimum period of five years shall not be required. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of years of service completed. The Company does not fully fund the liability and maintains a target level of funding to be maintained over period of time based on estimations of expected gratuity payments.

The plans in India typically expose the Company to actuarial risks such as: interest rate risk, longevity risk and salary risk.

Interest Rate Risk	The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).
Demographic Risk	The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.
Liquidity Risk	This is the risk that the Company is not able to meet the short-term gratuity payouts. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.
Regulatory Risk	Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay outs (e.g. Increase in the maximum limit on gratuity of ₹ 20,00,000).
Salary Escalation Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

No other post-retirement benefits are provided to these employees.

The most recent actuarial valuation and the present value of the defined benefit obligation were carried out at 31 March, 2025 by an independent actuary. 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.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Gratuity (Unfunded):

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
<b>a. Changes in Present Value of obligations:</b>		
Opening Balance of present value of obligation	201.06	118.68
Service Cost	30.87	26.75
Interest Cost	14.37	8.86
Actuarial (gain)/loss on obligation	81.80	15.85
Benefits paid	(30.63)	(26.45)
Transfer In / (Out)	-	57.37
<b>b. Net Asset/(Liability) recognised in the statement of Assets &amp; Liabilities:</b>		
Present Value of obligations	297.47	201.06
Fair Value of plan asset	-	-
<b>Net Asset/(Liability) recognised in the statement of Assets &amp; Liabilities:</b>	<b>297.47</b>	<b>201.06</b>
<b>c. Expenses during the Year:</b>		
Service cost	30.87	26.75
Interest cost	14.37	8.86
<b>Component of defined benefit cost recognised in the other comprehensive income (a)</b>	<b>45.24</b>	<b>35.61</b>
<b>d. Principal actuarial assumptions:</b>		
Discounted rate	6.55% p.a.	7.15% p.a.
Expected rate of increase in salaries	10.00% p.a.	6.00% p.a.
Attrition Rate	15.00% p.a.	5.00% p.a.

## iii) Experience adjustments

Particulars	₹ in lakhs				
	2024-25	2023-24	2022-23	2021-22	2020-21
Defined Benefit Obligation	297.47	201.06	118.68	121.78	145.48
Plan Assets	-	-	-	-	-
(Deficit)/Surplus	(297.47)	(201.06)	(118.68)	(121.78)	(145.48)
Experience variance (i.e. Actual experience vs assumptions)	23.88	9.67	(0.50)	(2.67)	(9.85)

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for estimate term of the obligations.

The amount included in the financial statements arising from the entity's obligation in respect of its defined benefit plan is as follows

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Defined benefit obligation	297.47	201.06
Plan Assets	-	-
Net liability/(asset) arising from defined benefit obligation	297.47	201.06

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## iv) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and attrition. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

Particulars	₹ in lakh			
	As at 31 March, 2025		As at 31 March, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(283.09)	313.30	(188.18)	215.71
Future salary growth (1% movement)	312.63	(283.40)	215.73	(187.93)
Attrition rate (1% movement)	(280.24)	327.19	201.50	(200.02)
Mortality rate (1% movement)	297.41	297.53	201.10	201.02

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.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting year, which is the same as that applied in calculating the defined benefit obligation recognised in Balance sheet.

There is no change in the method of valuation for the prior period.

## v) Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cashflows) : 7 years

Particulars	₹ in lakh			
	Less than 1 year (Next Annual Reporting Period)	Between 2 to 5 years	Over 5 years	Total
As at 31.03.2025	58.49	157.58	222.32	438.40
As at 31.03.2024	39.22	82.17	249.57	370.96

Amounts required to cover end of service benefits at the statement of financial position date are computed pursuant to the applicable Labour Law based on the employees' accumulated period of service and current basic remuneration at that date.

A liability is recognised for benefits accruing to employees in respect to wages and salaries, annual leaves in the period the related services are rendered at the undiscounted amount of benefits expected to be paid in exchange for that services.

## vi) Compensated Absences

The Company has a policy on compensated absences with provisions on accumulation and encashment of privilege leave by the employees during employment or on separation from the group due to death, retirement or resignation. The expected cost of contingency leave is determined by actuarial valuation performed by an independent actuary at the balance sheet date using projected unit credit method.

The company also have leave policy as follows :

**Privileged Leave (PL)** - Unutilised PL balance at the end of the calendar year (31<sup>st</sup> December) shall be encashed at the prevailing basic pay and no carry forward is allowed.

**Contingency Leave (CoL)** - Unutilised CoL balance at the end of the calendar year (31<sup>st</sup> December) shall not be encashed but allowed to carry forward subject to a maximum of 30 days.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

Assumptions used in accounting for compensated absences

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
Present value of obligation	83.81	59.71
Expense recognized in Statement of Profit or loss	69.14	54.29
Discount rate (p.a)	6.55%	7.15%
Salary escalation (p.a)	10.00%	6.00%

- vii) The Code on Social Security, 2020 ("the Code") relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect.

## d. Segment Reporting

The Company is primarily in the business of manufacturing and sale of cement related product, primarily with operations in India and regularly reviewed by the Chief Operating Decision Maker ('CODM') for assessment of Company's performance and resource allocation. As per IND AS 108 "Operating Segments" specified under Section 133 of the Companies Act 2013, there are no other reportable segment applicable to the company.

Customer contributing more than 10% of Revenue

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
JSW Cement Limited	23,461.85	26,325.32
Total	23,461.85	26,325.32

## e. Related parties disclosure as per IND AS 24:

### A) Name of Related Parties

#### 1) Ultimate Holding Company

Sajjan Jindal Family Trust

#### 2) Holding Company

JSW Cement Limited

#### 3) Enterprises under common control

JSW Green Cement Private Limited

Utkarsh Transport Private Limited

Springway Mining private limited

NKJA Mining private limited

#### 4) Other Related Party

Bhushan Power & Steel Limited

JSW Steel Ltd

JSW Cement FZC

JSW International Tradecorp Pte Ltd

Everbest Consultancy Services Pvt Ltd

#### 5) Key Managerial Personnel

Manoj Rustagi ( CEO w.e.f 14 September, 2023 and Whole Time Director)

Girish Menon (CFO)

Sneha Bindra (Company Secretary resigned w.e.f 11.02.2025 )

Ishika Sharma (Company Secretary joined w.e.f. 27.03.2025 )

#### Non-Executive Director

Rajendra Prasad Gupta ( Retired on 21 December, 2023 )

Narinder Singh Kahlon

Shouvik Chakraborty ( Additional Director)

Sanjay Sharma ( Independent Director)

Sudeshna Banerjee ( Independent Director)

Jagdish Toshniwal ( Independent Director)

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## B) Transactions with Related Parties for the period ended

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
<b>Purchase of Goods/Services/Fuel</b>		
JSW Cement Limited	167.08	1,004.79
Bhushan Power & Steel Limited	0.14	0.81
JSW International Tradecorp PTE Ltd	-	7,048.32
JSW Steel Limited	22.08	302.85
<b>Purchase of Property, plant &amp; equipment</b>		
Utkarsh Transport Private Limited	4.28	-
<b>Sale of Goods/ Other Income/Services</b>		
JSW Cement Limited	23,461.85	36,682.82
Bhushan Power & Steel Limited	6.24	24.43
<b>Loan Repaid</b>		
JSW Cement Limited	31,658.62	-
<b>Interest paid</b>		
JSW Cement Limited	4,487.38	4,918.90
<b>Loan Received</b>		
JSW Cement Limited	25,931.00	7,622.18
<b>Project Management Fees</b>		
Bhushan Power & Steel Limited	240.00	-
<b>Capital advance</b>		
Bhushan Power & Steel Limited	10,072.73	-
<b>Consultancy</b>		
Everbest Consultancy Services Pvt Ltd	0.32	-
<b>Interest Expense</b>		
JSW Cement Limited	4,723.27	5,848.87

The transactions are excluding of taxes wherever applicable.

### Compensation to key management personnel

Key managerial persons such as Whole Time Director, Chief Financial Officer, Company Secretary are in receipt of remuneration from the holding company.

The amount paid for sitting fees to non executive independent director during the period is ₹ 12.15 lakhs (previous year ₹ 12.00 lakhs),

### Terms & Conditions

#### Sales :

The sales to related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Sales transactions are based on prevailing price list and memorandum of understanding signed with related parties. For the year ended 31 March, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties.

#### Purchases :

The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions and in the ordinary course of business. Purchase transactions are made on normal commercial terms and conditions and market rates.

#### Loan from Related Party :

The company has availed loan from its holding company for general corporate purpose. The loan balance as on 31 March, 2025 amounting ₹ 64,031.47 lakhs ( balance as on 31 March, 2024 ₹ 69,759.09 lakhs). The loan is unsecured and carry an interest @ 8.73% per annum and repayable after the end of the tenure.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

## Corporate Guarantee by Related Party :

The holding company, JSW Cement Limited has issued corporate guarantee to banks on behalf of and in respect of loan availed by the company.

## C. Amount due to/from related parties

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
<b>Trade Receivable</b>		
JSW Cement Limited	-	-
Bhushan Power & Steel Limited	7.41	27.91
<b>Advance received against Customer</b>		
JSW Cement Limited	(3,491.55)	(13,181.61)
<b>Trade Payable</b>		
Bhushan Power & Steel Limited	0.16	-
Utkarsh Transport Private Limited	5.48	-
<b>Advance paid against supply/service</b>		
JSW Steel Limited	4.00	28.13
Bhushan Power & Steel Limited	10,072.73	-
<b>Loan Taken</b>		
JSW Cement Limited	64,031.47	69,759.09
<b>1% Optionally Convertible Cumulative Redeemable Preference shares</b>		
JSW Cement Limited	10,000.00	10,000.00
<b>Interest Payable on loan availed</b>		
JSW Cement Limited	1,125.43	1,361.86

## f. Earnings per share (EPS)

Particulars	₹ in lakhs	
	As at 31 March, 2025	As at 31 March, 2024
(Loss) attributable to Equity shareholders (₹ in lakhs) (A)	(14,247.68)	(6,832.48)
Weighted average number of Equity shares for basic EPS (B)	29,50,00,000	19,50,00,000
Effect of Dilution :	-	-
Weighted average number of Equity shares adjusted for the effect of dilution (C)	29,50,00,000	19,50,00,000
Earnings of share of ₹2/- each		
Basic EPS (Amount in ₹) (A/B)	(4.87)	(3.50)
Diluted EPS(Amount in ₹) (A/C)	(4.87)	(3.50)

g. During the year March 31, 2025, the Company has incurred loss of ₹ 14,247.66 lakhs and as on March 31, 2025, the Company's accumulated loss is ₹ 43,387.15 lakhs. Meanwhile, the Company has received rights issue proceeds of ₹ 40,000.00 lakhs including securities premium of ₹ 38,000.00 lakhs which has resulted in positive net-worth. The Management is hopeful of improving the performance of the company considering the improvement in the plant's operational performance, updated management strategies and business plan. Accordingly, these financial statements continue to be presented on a going concern basis.

h. The Company has been maintaining its books of accounts in the SAP which has feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, throughout the year as required by proviso to sub rule (1) of rule 3 of The Companies (Accounts) Rules, 2014 known as the Companies (Accounts) Amendment Rules, 2021.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

The Company did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was operating.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

## i. Other Statutory information

1. The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property
2. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
3. The Company has not advanced or loaned 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.
4. 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.
5. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961."
6. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017"
7. The Company is not declared wilful defaulter by and bank or financials institution or lender during the year.
8. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
9. Presently no quarterly returns or statements of fund utilisation need to be filed by the Company with banks or financial institutions.
10. The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
11. The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
12. The Company does not have any transactions with companies which are struck off.

- j. As at 31 March 2025; the current liabilities exceeds current assets of the Company by ₹ 8,038.98 Lakhs. Based on predicted cash flows from operations for the financial year 2025-26 and sanctions received from lenders to refinance the long-term borrowings, the management is confident that the Company would be in a position to service its liabilities in the foreseeable future.

# Notes to the Financial Statement

As at and for the year ended 31<sup>st</sup> March 2025

- k. The financial statements are approved for issue by the audit committee at its meeting held on 28 April, 2025 and by the board of directors on 28 April, 2025.
- l. Previous year's figures have been regrouped / reclassified wherever necessary including those as required in keeping with revised Schedule III amendments.

As per our report of even date

**For Shah Gupta & Co.**

Chartered Accountants

F.R.N. 109574W

**Heneel K Patel**

Partner

Membership No.: 114103

UDIN: 25114103BMNAQX4216

Place: Mumbai

Date: 28 April, 2025

For and on behalf of the Board of Directors

**Narinder Singh Kahlon**

Director

DIN No : 0378016

**Ishika Sharma**

Company Secretary

**Manoj Kumar Rustagi**

CEO & Whole Time Director

DIN No : 07742914

**Girish Menon**

Chief Financial Officer

# SHIVA CEMENT LIMITED

Registered Office: Shiva Cement Limited, Telighana, PO: Birangatoli, Tehsil-Kutra, District-Sundargarh, Odisha- 770018

Website: [www.shivacement.com](http://www.shivacement.com) Email: [cs@shivacement.com](mailto:cs@shivacement.com) Tel: +91 661 2461300

CIN: L26942OR1985PLC001557

## NOTICE

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of **SHIVA CEMENT LIMITED** (CIN: L26942OR1985PLC001557) (**"the Company"**) will be held on Monday, 14<sup>th</sup> day of July, 2025 at 03:00 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following business: -

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements and Reports thereon

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the Reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

#### 2. Appointment of Director in place of one retiring by rotation

To appoint director in place of Mr. Narinder Singh Kahlon (DIN-03578016), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Narinder Singh Kahlon (DIN-03578016), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

#### 3. Appointment of M/s. SR Agarwal & Associates, Company Secretaries, Mumbai, Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a first term of five (5) years

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies

Act, 2013, and other applicable rules thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and consent of the members of the Company be and is hereby accorded to appoint M/s. SR Agarwal & Associates, Firm of Company Secretaries in Practice (CP No. 3286; Peer Review Unit No. 3600/2023) as Secretarial Auditors of the Company to conduct Secretarial Audit, for a first term of upto 5 (Five) consecutive years, commencing from 2025-26 to 2029-30, on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company or any Committee of the Board of Directors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

#### 4. Approval of Remuneration payable to M/s. Kishore Bhatia & Associates, Cost Accountants, Cost Auditors of the Company, for the financial year ending 31st March, 2026

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kishore Bhatia & Associates, Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit for the financial year 2025-2026 at a remuneration of ₹2,20,000 (Rupees Two lakhs twenty thousand only) per annum plus out-of-pocket expenses incurred by them in connection with the aforesaid audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

## 5. Approval to enter into the Material Related Party Transactions with Bhushan Power & Steel Limited for the Financial Year 2025-26

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('Board'), for entering into and/or carrying out and/or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with Bhushan Power & Steel Limited, a related party of the Company, for the Financial Year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s),

may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which includes any Committee of the Board) be and is hereby authorized to finalise, settle and execute such documents/deeds/ writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

By the order of the Board  
For **SHIVA CEMENT LIMITED**

Date: 28<sup>th</sup> April, 2025  
Place: Sundargarh

Sd/-  
**(Ishika Sharma)**  
Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolution in respect of Item No. 3 & 4 and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.
2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 10/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and latest being 09/2024 dated September 19, 2024 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars therein:
  - a. Notice of the AGM along with Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.
  - b. 39<sup>th</sup> AGM of the Members will be held through VC/ OAVM.

Members may note that the Notice along with the Annual Report for the Financial Year 2024-25 has been uploaded on the website of the Company at <https://www.shivacement.com>. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of KFin Technologies Limited (KFin) (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at [www.kfintech.com](http://www.kfintech.com).
3. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, the route map is not annexed to the Notice.
4. Information regarding appointment / re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is annexed hereto as Annexure A to the Explanatory Statement.
5. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at [csmeghanamhatre2@gmail.com](mailto:csmeghanamhatre2@gmail.com) with a copy marked to KFin Technologies Limited at [evoting@kfintech.com](mailto:evoting@kfintech.com).
6. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at <https://www.shivacement.com>.
7. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details in Form ISR - 1 to Kfintech.
8. Members are requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form and to Kfintech in Form ISR - 1 for equity shares held in physical form.
9. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants, and Members holding shares in physical form are requested to update their e-mail addresses with KFinTech in Form ISR-1 or e-mail to [einward\\_ris@kfintech.com](mailto:einward_ris@kfintech.com) for receiving all communication, including Annual Reports, Notices, Circulars, etc. from the Company electronically.
10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1<sup>st</sup> April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.

11. Further, SEBI, vide its Circular dated 16<sup>th</sup> March, 2023 bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 issued in supersession of earlier circulars, has mandated the following:

- i. Furnishing of PAN, email address and/or mobile number, bank account details and nomination by holders of physical securities;
- ii. Any service request and complaint shall be entertained only upon registration of the PAN, Bank details and the nomination; and
- iii. Compulsory linking of PAN and Aadhaar by all the holders of physical securities.

#### Freezing of Folios without PAN, KYC details and Nomination:

- a. Folios wherein any one of the said document / details are not available on or after 1<sup>st</sup> October, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA. Further effective 1<sup>st</sup> April, 2024 you will not be eligible for receiving dividend in physical mode.
- b. After 31<sup>st</sup> December, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR - 3 along with the related proofs as mentioned in the respective forms as the earliest. Kindly refer Note 10 to 12 hereinunder.

#### Issuance of Securities in dematerialized form in case of Investor Service Requests

12. We would further like to draw your attention to SEBI Notification dated 24<sup>th</sup> January, 2022 read with SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 and SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May, 2022. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account and Suspense Escrow Demat Account; 3) Replacement / Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Transmission; 8) Transposition and 9) Transmission, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4/ISR-5.

We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Please furnish details in
i.	PAN	Form No. ISR-1
ii.	Address with PIN Code	
iii.	Email address (Optional w.e.f. 1 <sup>st</sup> April, 2023)	
iv.	Mobile Number	
v.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
vi.	Demat Account Number	
vii.	Specimen Signature	Form No. SH-2
viii.	Nominee Details	Form No. SH-13
ix.	Declaration to opt out nomination	Form No. ISR-3
x.	Cancellation or Variation of Nomination	Form No. SH-14
xi.	Request for issue of Securities in dematerialized form in case of below:	Form No. ISR-4
	i. Issue of duplicate securities certificate	
	ii. Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account	
	iii. Replacement / Renewal / Exchange of securities certificate	
	iv. Endorsement	
	v. Sub-division / Splitting of securities certificate	
	vi. Consolidation of securities certificates / folios	
	vii. Transposition	
	viii. Change in the name of the holder	
xii.	Transmission	Form No. ISR-5

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form ISR-3 shall be submitted. In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along-with the Form ISR-1 for updating of the KYC Details or Nomination. All the aforesaid forms can be downloaded from the website of the Company at: <https://www.shivacement.com> and from the website of the RTA at <https://ris.kfintech.com/clientservices/diy/>.

#### Mode of submission of form(s) and documents

##### i. Submitting Hard copy through Post/Courier etc.

Members can forward the hard copies of duly filled in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

KFin Technologies Limited,  
Unit: Shiva Cement Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032

**ii. Through Electronic Mode with e-sign**

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or upload KYC documents with e-sign on RTA's website at the link: <https://ris.kfintech.com/clientservices/diy/>

**iii. Submitting Hard copy at the office of the RTA**

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV (In Person Verification) stamping with date and initials shall be retained for processing.

**Mandatory Self-attestation of the documents**

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder (s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder.

**E-sign**

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/ claimant may approach any of the empanelled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

13. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.
14. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under the provisions of the Act and all the documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection during the meeting in electronic mode and the same may be accessed upon log-in to <https://evoting.kfintech.com>. The said documents will also be available

for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company upto the date of the AGM.

**INSTRUCTIONS AND OTHER INSTRUCTIONS RELATING TO E-VOTING & AGM:**

15. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard – 2, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin Technologies Limited' ("KFinTech"), on the Resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
16. In order to increase the efficiency of the voting process and pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility. It is hereby clarified that the facility of login through demat accounts / websites of Depositories / Depository Participants (DPs) is only available for remote e-voting. However, for attending the AGM through VC/OAVM and e-voting during the AGM, the remote e-voting credentials as provided by KFin Technologies Limited will be required and members must follow the detailed procedure as provided in this Notice.
17. The remote e-voting facility will be available during the following period:  
  
Commencement of remote e-voting: 9.00 a.m. (IST) on Friday, 11<sup>th</sup> July, 2025  
  
End of remote e-voting: 5.00 p.m. (IST) on Sunday, 13<sup>th</sup> July, 2025.  
  
The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-Voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a Resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
18. The Board of Directors of the Company has appointed Ms. Meghana Mhatre, Practicing Company Secretary, Proprietor of M/s. Meghana Mhatre & Associates, Mumbai (Membership No. ACS 18352, CP No. 7499) as the 'Scrutiniser' to scrutinise the remote e-voting and voting through electronic means at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed.

19. The facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. This facility will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM is the same person mentioned for Remote e-voting.
20. The Scrutiniser, after scrutinising the votes cast through remote e-voting and through electronic means at the AGM will, not later than two working days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at the link [www.shivacement.com](http://www.shivacement.com) and on the website of KFin at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.
21. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the date of the meeting i.e. Monday, 14<sup>th</sup> July, 2025.
22. The cut-off date for Members eligible to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Monday, 7<sup>th</sup> July, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
23. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
24. KFin Technologies Limited (KFintech) will be providing the facility for voting through remote e-voting for participation in the AGM through the VC/ OAVM Facility, and e-voting during the AGM.
25. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
26. Persons holding shares in physical form and non-individual shareholders and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, Monday, 7<sup>th</sup> July, 2025 may obtain the User ID and Password by:
  - a. sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - b. If the mobile number is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399 Example for NSDL: MYEPWD <SPACE> IN12345612345678 Example for CDSL: MYEPWD <SPACE> 1402345612345678 Example for Physical: MYEPWD <SPACE> XXXX1234567890 b) If e-mail address or mobile number is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. However, if he / she is already registered with KFintech for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote.
27. Individual Shareholders holding shares in demat mode and those who become Members of the Company after dispatch of the Notice of the Meeting and hold shares as on the cut-off date, i.e. Monday, 7<sup>th</sup> July, 2025 may refer to Notes below for steps for 'Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.'
28. **The details of the process and manner for remote e-Voting are explained herein below:**

**Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access to KFintech e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**Step 3:** Access to join the AGM of the Company on KFin system to participate through video conference / OAVM and vote at the AGM.

Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. Click on "Active E-voting Cycles" option under e-voting.</li> </ol> <p>Click on the e-voting link available against Shiva Cement Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. After successful registration, please follow steps given under Sr. No. 1 above, to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>On the login page, enter User ID (i.e. your sixteen digit demat account number held with NSDL starting with 'IN'), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>Post successful authentication, click on the e-voting link available against Shiva Cement Limited or select e-Voting service provider "KFintech" and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with your registered User ID and Password.</li> </ol> <p>The user will see the e-voting Menu. You will see Company Name: "Shiva Cement Limited" on the next screen. Click on the e-voting link available against Shiva Cement Limited or select e-voting service provider "KFintech" and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Please follow steps given under Sr. No. 1 above, to cast your vote.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</li> <li>Provide your Demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e-Voting is in progress.</li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against company name or e-Voting service provider - KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID / Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free Number: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Step 2: Login method for e-Voting for shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.**

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN (8862)" i.e., "Shiva Cement Limited - AGM" and click on "Submit".

(B) Members whose email IDs are not registered with the Company/Depository Participant(s)/Kfintech, and consequently on whom, the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:

- I. Member may send an e-mail request at the email id [e-voting@kfintech.com](mailto:e-voting@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
- II. After receiving the e-voting instructions, please follow all steps narrated/mentioned above to cast your vote by electronic means.

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/ she may obtain the User ID and Password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.

1. Example for NSDL : MYEPWD <SPACE> IN12345612345678
2. Example for CDSL : MYEPWD <SPACE> 1402345612345678
3. Example for Physical : MYEPWD <SPACE> 1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members may call KFinTech toll free number 1800-309-4001 for all e-voting related matters. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) for all e-voting related matters.

### Process for remote e-voting is as under:

Once you have obtained the e-Voting instructions, please follow all steps given below to cast your vote by electronic means:

- a. On successful login, the system will prompt you to select the "EVEN (8862)" i.e., 'Shiva Cement Limited - AGM' and click on "Submit"
- b. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as displayed/disclosed on the screen. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- c. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- d. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- e. You may then cast your vote by selecting an appropriate option and click on "Submit".
- f. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the Resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- g. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting together with the attested specimen signature of the duly authorized representative(s) to the Scrutinizer at e-mail ID [csmeghanamhatre2@gmail.com](mailto:csmeghanamhatre2@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format of "Shiva Cement Limited\_EVEN 8862."

### Step 3: Instructions for all the Shareholders for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

- i) Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned therein.

- ii) For the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, the attendance of the Members attending the AGM through VC / OAVM will be counted.
- iii) Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company / KFinTech. After logging in, click on the Video Conference tab and select the EVEN (8862) of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- iv) Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the commencement of the Meeting.
- v) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22 and allow access to camera and microphone.
- vi) Members are requested to use the Internet with good speed to avoid any disturbance during the meeting. Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.
- vii) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, e-mail id, mobile number at [cs@shivacement.com](mailto:cs@shivacement.com).  
  
Questions / queries received by the Company till Sunday, 13<sup>th</sup> July, 2025. shall only be considered and responded during the AGM.
- viii) Only those Members who attend the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting in the AGM. E-voting during the AGM is integrated with the VC / OAVM platform.
- ix) Members may click on the voting icon displayed on the video conferencing screen and will be activated once the voting is announced at the Meeting. The procedure for e-voting on the day of the AGM is the same as remote e-voting. Please refer to the instructions for remote e-voting mentioned above.

- x) However, Members who have voted through remote e-voting will be eligible to attend the AGM.
- xi) A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- xii) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- xiii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

29. Other Instructions:

- i. Speaker Registration: The Members who would like to express their views / ask questions during the meeting may do so at <https://emeetings.kfintech.com> and login through the User ID and password provided in the communication received from KFintech. On successful login, select 'Speaker Registration' which will remain open from Friday, 11<sup>th</sup> July, 2025 (9:00 a.m. IST) to Sunday, 13<sup>th</sup> July, 2025 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. For ease of conduct and due to limitation of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.
- ii. Query / Grievance: In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Mohammed Shanoor - Assistant Manager at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**Item No. 3:**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on April 28, 2025 have approved and recommended the appointment of M/s. SR Agarwal & Associates, Company Secretaries, Mumbai (CP No. 3286; Peer Review Unit No. 3600/2023) as Secretarial Auditors of the Company for the first term of five (5) consecutive years from FY 2025-26 till 2029-30 and to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 43<sup>rd</sup> (Forty Third) AGM of the Company to be held in the Year 2030. Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s. SR Agarwal & Associates are as under:

- a. Term of appointment: for the first term of five (5) consecutive years from FY 2025-26 till 2029-30
- b. Proposed Fees: Upto ₹1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) plus applicable taxes and other out-of-pocket expenses per Financial Year in connection with the secretarial audit for FY 2025-26.

The remuneration for remaining term shall be decided by the Board on the recommendations of the Audit Committee.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.

- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done.

M/s. SR Agarwal & Associates, Company Secretaries, Mumbai (CP No. 3286; Peer Review Unit No. 3600/2023) ('Secretarial Audit Firm'), is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.

M/s. SR Agarwal & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

#### Item No. 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, as the Cost Auditors of the Company to conduct the cost audit for the financial year 2025-2026, at a fee of ₹2,20,000 (Rupees Two lakhs twenty thousand only) per annum plus out-of-pocket expenses in connection therewith.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-2026.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of this Notice, for approval by the Members of the Company.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 4 of this Notice.

#### Item No. 5:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length

basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, the Company and Bhushan Power & Steel Limited, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company and Bhushan Power & Steel Limited. All the said transactions shall be in the ordinary course of business and on an arm's length basis.

The Audit Committee (only Independent Directors) has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The Board of Directors recommend the said resolutions, as set out in item no. 5 of this Notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

None of the Directors and /or the Key Managerial Personnel of the Company and / or their respective relatives are in any way concerned or interested financially or otherwise in the aforesaid Ordinary Resolution, save and except to the extent of their directorship / shareholding, if any.

The details of the abovementioned proposed transaction with JSWCL as required under Regulation 23 of SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, including a summary of the information provided by the management to the audit committee, are as under:

Sr. no.	Particulars	Details
1.	Name of the Related Party and its nature of Relationship with the listed entity	Bhushan Power & Steel Limited. Control / Significant influence exercised by promoter and promoter group.
2.	Nature, duration, tenure, material terms, monetary value of the proposed transaction.	<ol style="list-style-type: none"> <li>Purchase and sale of cement, clinker, raw materials, fuel, stores, spare parts, toll grinding services</li> <li>Reimbursements received / payable.</li> <li>Rendering or receiving of services or any other services</li> </ol> <p><b>Monetary Value:</b> ₹ 300 crores</p> <p><b>Tenure:</b> During the financial year 2025-26</p>
3.	Material terms and particulars of the proposed Transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary then:	
	a) Details of the source of funds in connection with the proposed transaction	Not applicable
	b) If any financial indebtedness is incurred where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>nature of indebtedness;</li> <li>cost of funds; and tenure;</li> </ul>	Not applicable
	c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs	Not applicable
5.	Justification as to why the RPTs are in the interest of the Company.	<ol style="list-style-type: none"> <li>Transactions with respect to cement, clinker, raw materials, fuel, stores, spare parts, toll grinding services: The transactions are aimed at achieving synergies and economies of scale, reduce operational costs.</li> <li>For Reimbursements received/ paid: The transactions will be purely on the basis of day to day business requirements.</li> <li>Transactions relating to rendering and receiving of services: The transactions are aimed at creating a common pool of common functions including but not limited to as Technical Services, Sustainability, Procurement and Taxation etc.</li> <li>Transaction as per agreement</li> </ol>
6.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year i.e. Financial Year 2024-25, that is represented by the value of the proposed transaction	For FY 2025-26 : 96.40%
7.	Copy of the valuation or other external party report, if any such report has been relied upon.	The transactions at present do not contemplate any valuation. Independent Valuation Report shall be obtained as and when required.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
9.	Any other information relevant or important for the shareholders to take an informed decision	The RPTs proposed to be entered with Bhushan Power & Steel Limited shall be in the ordinary course of business and on arm's length basis.

## ANNEXURE A

## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard - 2, the details of the Directors proposed to be re-appointed / appointed at the ensuing General Meeting are given below:

Name Of Director	Mr. Narinder Singh Kahlon
DIN	03578016
Age	58 years
Date of Birth	16/01/1967
Original Date of Appointment	February 28, 2017
Qualifications	Bachelor's degree in business from Punjab University in Chandigarh and is a member of the Institute of Chartered Accountants of India.
Brief Resume and Expertise in specific functional areas and Experience	<p>Mr. Narinder Singh Kahlon is a Non-Executive Director of our Company.</p> <p>Mr. Narinder Singh Kahlon He has over 26 years of experience in financial accounting, auditing, central excise and custom and sales tax laws. He was previously associated with Karam Chand Thapar &amp; Bros (Coal Sale) Limited, Bhushan Limited, Haldia Petrochemicals Limited, JSW Bengal Steel Limited and South West Port Limited. He has been associated with the JSW group since December 31, 2007 and has been associated with JSW Cement Limited since June 21, 2014.</p> <p>Mr. Narinder Singh Kahlon is also associated with JSW Cement Limited as Director, Finance &amp; Commercial and is Non-Executive Director in Echelon Properties Private Limited.</p>
Directorship in other listed entities	Nil
Chairmanship/Membership of Committees in other listed entities	Nil
Listed entities from which resigned in past three years	Nil
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	<p>Not inter-se related to any other Director, or Key Managerial Personnel.</p> <p>The Company does not have a Manager</p>
Remuneration:	He has been deputed by the JSW Cement Limited, Promoter Company and has been receiving remuneration from the said Company.
(i) Last drawn	
(ii) proposed to be paid	Note: As per terms of appointment no remuneration is paid to Non-Executive Director.
Shareholding in the Company including shareholding as a beneficial owner	NIL
Number of Meetings of the Board attended during the year	8 out of 8 meetings held during the FY. 2024-25
Terms & Conditions of appointment/re-appointment	Mr. Narinder Singh Kahlon is a Non-Executive Director of the Company, liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Narinder Singh Kahlon is over 26 years of experience in financial accounting, auditing, central excise and custom and sales tax laws.



## **Shiva Cement Limited**

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