

Ref. No. JKCL/SE/inti.of AGM & AR18-19/19-20

5.7.2019

Corporate Relationship Department,
1st floor, New Trading Ring,
Rotunda Building, Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai-400001.
Kind Attn: Mr. Sydney Miranda (AGM)
Scrip Code :532644 (ISIN.INE 823G01014)

National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051
Kind Attn: Mr. Hari K (Asstt. V.P.)
Scrip Code: JKCEMENT (ISIN.INE 823G01014)

Dear Sirs,

Subject: Notice of the 25th Annual General Meeting (AGM) and Audited Annual Report-2018-19

This is further to our letter dated 18th May, 2019, wherein the Company had informed that the 25th Annual General Meeting of the Company is scheduled to be held on Saturday the 3rd August, 2019 at 11 AM at Sir Padampat Singhania Auditorium of Merchants Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur-208001.

Pursuant to Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended in 2018, we are forwarding herewith the Notice of the 25th Annual General Meeting along with Audited Annual Report for the financial year 2018-19 physical copies of which is being dispatched/sent to the members by the permitted mode(s) and also electronically to e-mail address. The same is also available on the website of the Company at www.jkcement.com

Sincerely



(Shambhu Singh)

Asst. Vice President (Legal) & Co. Secretary.



Encl: As above.



UNITS:

J. K. Cement Works, Nimbahera
J. K. Cement Works, Mangrol
J. K. Cement Works, Gotan
J. K. Cement Works, Muddapur

J. K. Cement Works, Jharli
J. K. White Cement Works, Gotan
J. K. White, Katni
J. K. Power, Bamania



PROGRESS WITH PURPOSE

ANNUAL REPORT 2018–2019



JK *Cement* LTD.

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COVER CONCEPT

The perception of concrete has always been associated with the monotony of being an elementary building material. But at the hands of the visionary architect duo from The White Room, Nitin Bharcha and Disney Davis, who regularly use concrete in their projects, an impassioned understanding of cement has found a singular confluence with artistic creation. The duo believes that architectural expressions are best reflected when commonplace, day-to-day elements are brought to life in designs, and their creations, while aligning with our philosophy, mirror this idea. The Material Immaterial Studio, another one of their ventures, offer purchasable creations made using unassuming materials that are infused with the creative dynamism of the pair and appeal to customers' imagination with ease. At J.K. Cement, we have always believed in the potential of concrete to be reimagined and reinvented and their remarkable creative inclinations allow us the wings to get closer to realising that vision. We are enthusiastic about joining forces with futurists who wish to navigate novel ways around working with cement.

india.materialimmaterial.com



CIN. L17229UP1994PLC017199

Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, India

Telephone: 0091-512-2371478 / 81, **Fax:** 0091-512-2399854

email: shambhu.singh@jkcement.com **Web:** www.jkcement.com

NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of J.K. CEMENT LIMITED will be held at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur on Saturday the 3rd August, 2019 at 11 A.M. to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of Auditors thereon.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Paul Heinz Hugentobler (DIN 00452691) aged about 70 years who retires by rotation pursuant to the provisions of Article 90 of the Articles of Association of the Company and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification (s) the following resolutions as an

ORDINARY RESOLUTION:-

4. **Ratification of remuneration to the Cost Auditors**

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 6,30,000 plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March,

2020 as approved by the Board of Directors of the Company in its meeting held on 18th May, 2019, to be paid to M/s. K. G. Goyal & Company, Cost Accountants, for conducting cost audit of the Company's Cement Manufacturing Units viz. J. K. Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J. K. Cement Works, Gotan, J.K.White Cement Works, Gotan all situated in the State of Rajasthan, J. K. Cement Works, Jharli, situated in the State of Haryana and J. K. Cement Works, Muddapur situated in the State of Karnataka, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

AS SPECIAL RESOLUTIONS

5. **Appointment of Smt. Deepa Gopalan Wadhwa (DIN 07862942) as a Director.**

"RESOLVED THAT Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3.11.2018 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s)

or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Deepa Gopalan Wadhwa (DIN 07862942), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 3.11.2018.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Appointment of Mr. Saurabh Chandra (DIN 02726077) as a Director.

“RESOLVED THAT Mr. Saurabh Chandra (DIN 02726077), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18.5.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant

to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Saurabh Chandra (DIN 02726077), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18.5.2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. Appointment of Mr. Ashok Sinha (DIN 00070477) as a Director.

“RESOLVED THAT Mr. Ashok Sinha (DIN 00070477), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18.5.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 96(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ashok Sinha (DIN 00070477), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided

under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18.5.2019.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

8. Reappointment of Mr. Achintya Karati (DIN 00024412) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Achintya Karati (00024412) aged about 73 years (Date of Birth 23.3.1946), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Karati’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.2019 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered

necessary, desirable or expedient to give effect to this resolution.”

9. Reappointment of Mr. Jayant Narayan Godbole (DIN 00056830) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jayant Narayan Godbole (00056830) aged about 74 years (Date of Birth 17.2.1945), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Godbole’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.19 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

10. Reappointment of Mr. Suparas Bhandari (DIN 00159637) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of

Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Suparas Bhandari (00159637) aged about 73 years (Date of Birth 3.12.1945), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Bhandari's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of two consecutive years commencing from 3.8.19 as well as to continue to hold the position of Non-Executive Independent Director beyond 75 years of age."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

11. Reappointment of Mr. Raj Kumar Lohia (DIN 00203659) as an Independent Director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Raj Kumar Lohia (DIN 00203659), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a

notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Lohia's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3.8.2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

12. Reappointment of Dr. Krishna Behari Agarwal (DIN 00339934) as an Independent Director.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Krishna Behari Agarwal (DIN 00339934) aged about 79 years (Date of Birth 1.7.1939), who holds office of Independent Director up to 3.8.2019 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Dr. Agarwal's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 3.8.2019."

"RESOLVED FURTHER THAT in terms of provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (which became effective from 1.4.2019) approval be and is hereby accorded to Dr. K.B. Agarwal (DIN 00339934) to continue to

hold the position of Non-Executive Independent Director beyond 75 years of age (Date of Birth 1st July, 1939).”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

13. To approve the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549)

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549), aged about 83 years (Date of Birth 1.8.1935) to continue to hold office as a Non-executive, Non Independent Director of the Company as well as to continue to hold the position of Non-Executive Non Independent Director beyond 75 years of age and her term shall be liable to retire by rotation.”

14. To approve the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250)

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other applicable law consent be and is hereby accorded for the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250), aged about 74 years (Date of Birth 6.12.1944) to continue to hold office as a Non-executive, Non Independent Director of the Company as well as to continue to hold the position of Non-Executive Non Independent Director beyond 75 years of age and his term shall be liable to retire by rotation.”

15. Private Placement of Non Convertible Debentures

“RESOLVED THAT pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under as may be amended from time to time, the approval of the Company be and is hereby accorded, effective 1st April, 2019, for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) (whether secured or unsecured) on a private placement basis to Nationalised Banks, Indian Private Banks, Foreign Banks/Other Banks/ Financial Institutional Trusts/ Other eligible Investors, in one or more tranches during the current financial year ending 31st March, 2020 upto a limit of ₹ 500 Crores subject to the overall borrowing limits of the Company, as approved by the Members, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of the NCDs.”

16. Appointment of Mr. Yadupati Singhania (DIN 00050364) as Managing Director

“RESOLVED THAT pursuant to the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with schedule V to the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Article 101 and any other applicable articles of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of Mr. Yadupati Singhania, as Managing director of the Company for a period of three years commencing from 01.4.2020 as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to alter or vary the

scope of remuneration of Mr. Yadupati Singhania, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013. ”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President
(Legal) & Company Secretary

Place : Kanpur

Dated : 18.5.2019

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.**

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- 2.** The Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 25th July, 2019 to Saturday 3rd August, 2019 (both days inclusive).

- 3.** The dividend as recommended by the Board of Directors and approved by the members shall be paid to those members, whose names shall appear on the Company's Register of Members on 3rd August, 2019. In respect of shares in electronic form, the dividend will be payable on the basis of beneficial ownership as per details to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
- 4.** Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos. etc.
- 5.** Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 7,03,326/- being the unpaid and unclaimed dividend amount pertaining to Dividend 2010-11 to the IEPF.

The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.jkcement.com. Members, who have not encashed their dividend pertaining to Dividend 2011-12, are advised to write to the Company immediately claiming dividends declared by the Company .

- 6.** Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years has to be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 27560 equity shares of ₹ 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years

with reference to the due date 31st March, 2019 after following the prescribed procedure.

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011-12 are requested to claim the same by 3.8.2019. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the “Investors Section” of the website of the Company viz. www.jkcement.com. Members are requested to convert their share(s) lying in physical form to the Demat form as effective from 1.4.2019 as per law the Company and/or RTA are not permitted to give effect to transfer of shares held in physical mode. For any help the shareholders may contact the Asst. Vice President (Legal) and Company Secretary at mail id. shambhu.singh@jkcement.com.

7. Members are requested to bring their copies of the Annual Report as copies of the Report will not be re-distributed at the Meeting.
8. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
9. Members who hold shares in Physical/ Dematerialised Form, are requested to bring their Folio No/Depository Account Number and Client ID Number for identification.
10. The details of the Director seeking reappointment has been given in the Explanatory Statement of this Notice, in terms of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.
11. The Ministry of Corporate Affairs has taken ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are

requested to register their e-mail address, contact telephone number, PAN and Bank Account details, NECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants, PAN and Bank Account details. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number, PAN and Bank Account details at any of our e-mail address viz.(a) shambhu.singh@jkcement.com,(b)rc.srivastava@jkcement.com,(c)investorservices@jkcement.com, (d) jkshr@jkcement.com and send NECS Mandate to the Registered Office of the Company.

12. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

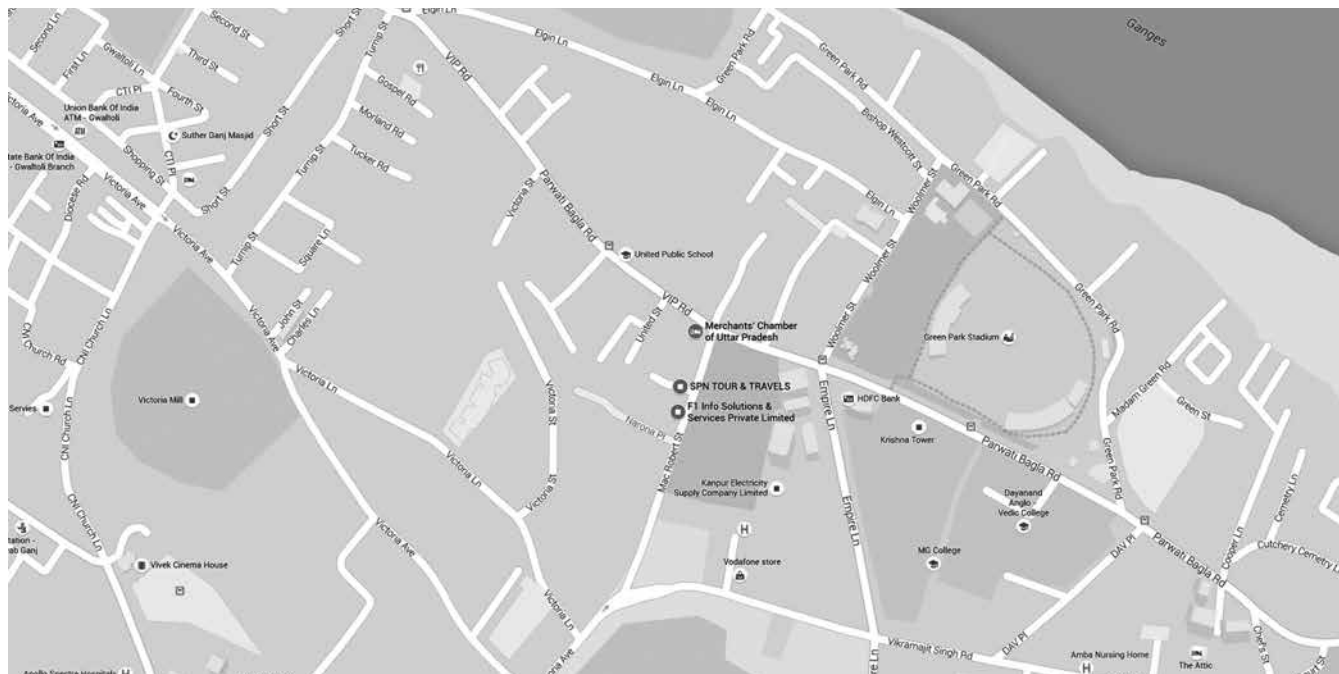
Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 27th July, 2019.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. 27th July, 2019 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

13. All the documents referred to in the accompanying notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection by the Members at the Registered Office of the Company during business hours on any working day excluding Saturday upto the date of the Annual General Meeting of the Company.
14. A Route Map showing directions to reach the venue of AGM is given herein below as per the requirements of the Secretarial Standard – 2 on “General Meeting”.

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF J. K. CEMENT LIMITED

VENUE: Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur



15. Voting-

A. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 31st July, 2019 at 10 A.M. and will end on 2nd August, 2019 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 27th July, 2019 i.e. Record Date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login/ changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxii. The Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur, Practicing Company Secretaries (C.P No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- xxiii. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- xxiv. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the facility of ballot paper or polling paper shall be made available at the Meeting. For abundant clarity, please note that the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report

thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

B. Voting at AGM:-

The members who have not casted their votes electronically, can exercise their voting rights at the AGM.

Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested

under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent, M/s. Jaykay Enterprises Ltd.

Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4 - Ratification of remuneration to the Cost Auditors

Pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 6,30,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31st March, 2020 as approved by the Board of Directors of the Company in its meeting held on 18th May, 2019, to be paid to M/s. K. G. Goyal & Company, Cost Accountants, for conducting cost audit of the Company's Cement Manufacturing Units viz. J. K. Cement Works, Nimbahera, J.K.Cement Works, Mangrol, J. K. Cement Works, Gotan, J.K.White Cement Works, Gotan all situated in the State of Rajasthan, J. K. Cement Works, Jharli, situated in the State of Haryana and J. K. Cement Works, Muddapur situated in the State of Karnataka, requires to be ratified and confirmed by the shareholders. Hence this resolution.

None of the Directors, Key Managerial Personnel of the Company or their are in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Ordinary Resolutions set forth in Item No. 4 for approval of the Members.

Item Nos. 5, 6 and 7

APPOINTMENT OF (a) Smt. Deepa Gopalan Wadhwa (DIN 07862942) (b) Mr. Saurabh Chandra (DIN 02726077) and (c) Mr. Ashok Sinha (DIN 00070477) as Directors.

The Board of Directors of the Company appointed Mrs. Deepa Gopalan Wadhwa as an Additional Director w.e.f. 3.11.2018, Mr. Saurabh Chandra and Mr. Ashok Sinha w.e.f. 18.5.2019 in accordance with the provisions of Section 161 of the Companies Act,

2013 and Article 96 of the Articles of Association of the Company and to hold office upto this Annual General Meeting. In terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013, Mrs. Deepa Gopalan Wadhwa, Mr. Saurabh Chandra and Mr. Ashok Sinha are proposed to be appointed as an Non Executive Independent Director whose office are not liable to retire by rotation in the Annual General Meeting. Notice has been received from a members proposing their candidature for the office of Director of the Company. Given below are the brief resume of Mrs. Deepa Gopalan Wadhwa, Mr. Saurabh Chandra and Mr. Ashok Sinha pursuant to Regulation 27 of the Listing Regulation :

Mrs. Deepa Gopalan Wadhwa

Mrs. Deepa Gopalan Wadhwa , 63, has 36 years of Indian Foreign Service (IFS) career behind her. She joined IFS in 1979 and retired in December, 2015.

She has served in the Ministry of External Affairs, New Delhi, Indian Council for Cultural Relations and International Labour Organisation. She has served as Ambassador of India to Japan (from 2012-2015), Qatar (from 2009-2012) and Sweden (from 2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm) and Republic of the Marshall Islands (from Tokyo). During her career she has also held other significant assignments in Geneva, Hong Kong, China and the Netherlands in between 1981 to 1987 and 1989 to 1998 and in the Ministry of External Affairs from 1987-1989 and 1999-2005.

Important issues and subjects handled by her are India's relations and strategic policies concerning Pakistan, China, the GCC, Japan, EU and the UN. In the context of the UN she has dealt specifically with issues of global significance such as Climate Change, Sustainable Development, Disarmament and Human Rights. In the context of India's economic priorities

she has vast experience in the promotion of Indian interests in the areas of trade, technology, investment and energy security during her postings in Europe, the GCC and Japan.

Mrs Wadhwa is currently co-chair of the India-Japan Partnership Forum located in FICCI, member Governing Council of the Institute of China Studies and serves as Independent Director on the Boards of a few companies.

Mr. Saurabh Chandra

Mr. Saurabh Chandra, a Graduate in Electrical Engineering from the Indian Institute of Technology, Kanpur (First with Distinction), retired from the post of Secretary, Government of India, Ministry of Petroleum and Natural Gas. Prior to that he was Secretary in the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India.

He is currently a Public Interest Director and Chairman of the Board of Directors of Multi Commodity Exchange of India Limited and an Independent Director on the Boards of IDBI Trusteeship Services (ITSL), SBI Pension Funds Pvt. Ltd., Usha Breco Limited and Vacmet India Limited.

He is working for promotion of employed disabled persons as a Member of the Advisory Board of the National Centre for Promotion of Employment of Disabled People (NCPEDP)

He has vast experience in formulation and implementation of policies in multiple areas and sectors-oil and gas, industry & manufacturing, foreign direct investment, intellectual property and disinvestment including strategic sales.

During his tenure as Secretary, DIPP major reforms were initiated in the FDI policy and intellectual policy regime, while implementation of the National Manufacturing Policy started in the right earnest.

Deregulation of diesel prices, launching of PAHAL Scheme, Give Up campaign Deposit free cylinders (Precursor of the Ujwala Yojna) and work on the HELP and DSF policy was initiated during his tenure as Secretary Petroleum.

Mr Ashok Sinha,

He has a B.Tech. degree in Electrical Engineering from the Indian Institute of Technology (IIT), Kanpur (1973) and PGDBM from the Indian Institute of Management (IIM), Bangalore, with specialisation in Finance (1977). He has been conferred the Distinguished Alumnus Award from both IIT, Kanpur and IIM, Bangalore.

He has a wealth of experience, competencies and expertise from his leadership journey as the Chairman and Managing Director of Bharat Petroleum Corporation Ltd. (BPCL), which is present across the entire value chain with activities covering exploration and production, refining and marketing oil and gas products.

He spent 33 years in BPCL, where he served on the Board of BPCL for 15 years – first as Director (Finance) for 10 years from 1996 and then as its Chairman and Managing Director for 5 years from August, 2005.

He has been conferred with the India Chief Financial Officer Award 2001 for Information and Knowledge Management by the Economic Intelligence Unit (EIU) India and American Express. He received award from TMG (Technology Media Group) for Customer Management.

Since 2011, he has served on the Boards of Petronet LNG Ltd., CMC Ltd. (erstwhile subsidiary of Tata Consultancy Services Ltd.), four subsidiaries of Vodafone India Ltd., Tata Advanced Systems Ltd., Tata Lockheed Martin Aerostructures, and Nova Integrated Systems. Currently, he is an independent director on the board of Cipla Ltd., Axis Asset Management Co., You Broadband India Ltd, Air Asia India Ltd. and Tata Power Co Ltd.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Mrs. Deepa Gopalan Wadhwa, Mr. Saurabh Chandra and Mr. Ashok Sinha are in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Ordinary Resolutions set forth in Item No. 5,6, 7 for approval of the Members.

ITEM NO. 8

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri Achintya Karati aged 73 years is a Non-Executive, Independent Director of the Company. Shri, Achintya Karati Non-Executive, Independent Director of the Company shall attain age of 75 years on 23rd March, 2021.

He holds a bachelor's degree in law from the Calcutta University. He served as the country head of Government and Institutions, NCDEX and has also worked as senior advisor to ICICI Securities Limited, and also with ICICI Prudential Life Insurance Company Limited. He retired as the country head, Government and Institutional Solutions Group, ICICI Bank Limited in March, 2004. During his association with ICICI Limited, he served in various capacities, including as the Deputy Zonal Manager (North) and Head of Major Client Group (North). He has been associated with our Company since 2005.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Shri Achintya Karati as a “Non-Executive Independent Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri Achintya Karati [DIN00024412] as a ‘Non-Executive Independent Director’ of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Achintya Karati is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 8 or approval of the Members.

ITEM NO. 9

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri J.N.Godbole aged 74 years is a Non-Executive, Independent Director of the Company., Shri J.N.Godbole Non-Executive, Independent Director of the Company shall attain age of 75 years on 17th February, 2020.

He holds a bachelor’s degree in technology (honours) from the Indian Institute of Technology, Mumbai and also holds a certificate in Financial Management. He has officiated as the chairman and managing director of the Industrial Development Bank of India in 2005 and has also served as the chairman of an empowered group working on the stabilization of the corporate debt restructuring mechanism in India.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Shri J.N. Godbole as a “Non-Executive Independent Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri J.N. Godbole [DIN 00056830] as a ‘Non-Executive Independent Director’ of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. J.N. Godbole

is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 9 for approval of the Members.

ITEM NO. 10

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri Suparas Bhandari aged 73 years is a Non-Executive, Independent Director of the Company. Shri Suparas Bhandari Non-Executive, Independent Director of the Company shall attain age of 75 years on 3rd December 2020.

He holds a bachelor’s degree in science and a bachelor’s degree in law from the University of Jodhpur. He is the founder, chairman and managing director of Agriculture Insurance Company of India Limited and has served as the general manager of Oriental Insurance Company of India Limited and as the assistant general manager of United India Insurance Company Limited.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Shri Suparas Bhandari as a “Non-Executive Independent Director” of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri Suparas Bhandari (DIN00159637) as a ‘Non-Executive Independent Director’ of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Suparas Bhandari is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 10 for approval of the Members.

ITEM NO. 11

Independent Director Shri R.K. Lohia, has completed his five years term. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri R.K.Lohia is proposed to be appointed as Independent Director upto five consecutive years till respective Annual General Meeting. Notice has been received from member proposing his candidature for the office of Director of the Company. In the opinion of the Board Shri R.K.Lohia fulfil the conditions specified in the Companies Act, 2013 and rules framed thereunder

for his appointment as Independent Director of the Company and is independent of the management.

The Nomination & Remuneration Committee has recommended and the Board has approved the re-appointment of Shri R.K. Lohia as Independent Director.

Given below is the brief resume of Shri R.K.Lohia.

He is Bachelor of Arts in Economics. He is an industrialist and possesses over 28 years rich experience in commerce and industry and Director of the Company since 2004 and also on the Board of other companies. He is recipient of several awards including the Excellence Award 2005 for contribution in the field of entrepreneurship. As on 31.3.2014, he does not hold any Equity share of the Company.

Except Shri R.K.Lohia none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out as Item no. 11 of the Notice.

ITEM NO. 12

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Dr. K.B. Agarwal aged about 79 years is a Non-Executive, Independent Director of the Company. He possess Post Graduate degree in Commerce, Graduate in Law, Fellow of the Institute of Cost and Works Accountants of India and Institute of Company Secretaries of India. He also PhD in Commerce. He is experienced in the fields of finance, accounts and capital markets. He has served Merchants Chamber of Uttar Pradesh and Uttar Pradesh Stock Exchange Association Limited as their president. He has been a member of the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce & Industry of India.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Dr. K.B. Agarwal as a "Non-Executive Independent Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Dr. K.B. Agarwal [DIN00339934] as a 'Non-Executive Independent Director' of the Company, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. K.B.Agarwal is

in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 12 for approval of the Members.

ITEM NO.13

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Smt Sushila Devi Singhania aged 83 years is a Non-Executive, Non Independent Director of the Company liable to retire by rotation. She has been functioning as a Director of the Company since 26th July, 2014. She is also director of Yadu International Limited and G. H. Securities Private Limited. She is a member of managing committee of Seth Anandram Jaipuria School, Kanpur, President of Juari Devi Girls Inter College, Kanpur and President of Juari Devi Girls Post Graduate College, Kanpur. She has been actively associated with programmes for welfare and upliftment of economically weaker sections, children and women and also with religious activities.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Smt. Sushila Devi Singhania as a "Non-Executive Non Independent Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Smt. Sushila Devi Singhania [DIN00142549] as a 'Non-Executive Non Independent Director' of the Company, liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives [except Smt Sushila Devi Singhania, Mr. Yadupati Singhania (Son of Smt Sushila Devi Singhania)] is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 13 for approval of the Members.

ITEM NO. 14

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment/ continuation

of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years. Shri K.N Khandelwal, Non-Executive, Non-Independent Director of the Company shall attain age of 75 years on 6th December, 2019.

He holds a bachelor's degree in commerce from Agra University. He is a fellow of the Institute of Chartered Accountants of India and a practicing Chartered Accountant. He has over 45 years of experience in the field of finance, accounts, and taxation. He has served as president (finance and accounts) of Jaykay Enterprises Limited (formerly J.K. Synthetics Limited). Commenced his career with J.K. Synthetics Limited in 1969. He is discharging function of Occupier (as required under various legislations) of all the manufacturing plants of the Company.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of appointment of Mr. K.N.Khandelwal as a "Non-Executive Non Independent Director" of the Company, considering his rich experience, expertise and immense contribution in the growth of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Shri K.N Khandelwal [DIN 00037250] as a 'Non-Executive Non Independent Director' of the Company, liable to retire by rotation.

None of the Directors [except Shri K.N.Khandelwal], Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No.14 for approval of the Members.

ITEM NO. 15

As per the provisions of Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once in a year for all the offers and invitations for such NCDs during the year. NCDs, including Commercial Paper issued on private placement basis are a significant source of borrowings for the Company.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the current financial year commencing 1st April, 2019 and ending on 31st March, 2020 within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine

the terms and conditions, including the issue price of the NCDs.

The Directors recommend the Resolution at Item No. 15 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, are concerned or interested in the passing of the resolutions at Item No.15 except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

ITEM NO.16

The terms of appointment of Shri Yadupati Singhania, Chairman and Managing Director aged about 65 years shall expire on 31.3.2020. It is therefore to consider his re-appointment w.e.f. 1.4.2020 as Managing Director. Also to fix the remuneration payable to Shri Yadupati Singhania from 1.4.2020. As per Companies Act, Managing Director can be appointed for a maximum period of 3 years. Whilst on the subject of fixing remuneration payable to Shri Yadupati Singhania, details of remuneration payable to Shri Yadupati Singhania, has duly been recommended by the Nomination and Remuneration Committee.

The Board of Director considered various aspects inter-alia including technical

Qualification of Shri Yadupati Singhania, his experience in cement's performance during his tenure as Managing Director. The remuneration recommended by the Remuneration Committee is in accordance with Schedule V of the Companies Act, 2013. The Shareholders are requested to approve the re-appointment of Shri Yadupati Singhania as Managing Director for a period of 3 years and fix his remuneration as recommended by the Remuneration Committee as per details put up before the meeting.

- A. Salary:** ₹ 40,00,000 per month in the salary range of ₹ 40,00,000 – ₹ 5,00,000 – ₹ 50,00,000 per month with such yearly increment as may be decided by the Board of Directors/ Nomination and Remuneration Committee from time to time.
- B. Prerequisites and other benefits:** House Rent allowance or Free furnished residential accommodation, furnishings, gas, electricity, water, society charges, property tax, repairs & maintenance and other amenities car(s) with driver(s) and other perquisites including reimbursement of expenses on servants, telephone at residence, leave travel including foreign travel, fees of clubs, personal accident insurance etc. Such perquisites and allowances are subject to maximum ceiling of 125% of his annual salary.
- C. Performance linked incentive:** Upto a maximum 50% of annual salary as may be decided by the Board from time to time.

- D. Contribution to Provident Fund:** As per Company's policy.
- E. Superannuation:** As per Company's Policy, if eligible
- F. Gratuity:** As per Company's Policy, if eligible.
- G. Encashment of unavailed leave:** As per Company's policy.
- For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income-tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- H. Annual Leave:** 30 days annual leave with pay for every completed service of eleven months.
- I. Leave Travel Concession:** for self and family once a year in accordance with the rules of the company.
- J. Personal Accident Insurance:** The annual premium on a policy shall not exceed ₹ 50,000/-
- K. Telephone:**
- Telephone: Free telephone at CMD's residence; Personal long distance calls will be billed to the CMD.
- L. Commission:** 1% or more of the net profits computed under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time. The remuneration as mentioned above shall be in accordance with the provisions of Schedule V of the Companies Act, 2013 read with Regulation 70(6)(e) of SEBI (LODR) (Amendment) Regulation 2018.

In the event of inadequacy or absence of profits under Section 197 of the said Act in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, benefits, and commission as approved herein be paid, for a period not exceeding three years, as minimum remuneration to the said CMD pursuant to the provisions of schedule V of the Companies Act, 2013.

- M.** The company shall reimburse actual entertainment and travelling expenses incurred by the CMD in connection with the Company's business.

In the event of inadequacy or absence of profits during the duration of the agreement, the CMD shall be entitled to the remuneration herein provided but without commission and wherever applicable the same shall be subject to the approval of the Central Government.

- N.** The Company shall undertake Mediclaim with adequate pecuniary Coverage (for treatment in India and Abroad). However, if the coverage is found to be inadequate and/or Mediclaim is impermissible, the CMD shall be entitled to reimbursement of Medical Expenses incurred in India or abroad including hospitalization and surgical charges for self and family and travel relating thereto, without any ceiling limit.

The particulars set out hereinabove may be treated as an abstract of the terms of Agreement between the company and Shri Yadupati Singhania, Managing Director pursuant to the provisions of the Companies Act, 2013.

His appointment and remuneration is in accordance with the provisions of Schedule V of the Companies Act, 2013, subject to approval of Central Government, if any required.

Mr. Yadupati Singhania and his relatives may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

BY ORDER OF THE BOARD

Shambhu Singh

Membership No. FCS 5836

Asst. Vice President (Legal) & Company Secretary

Place : Kanpur

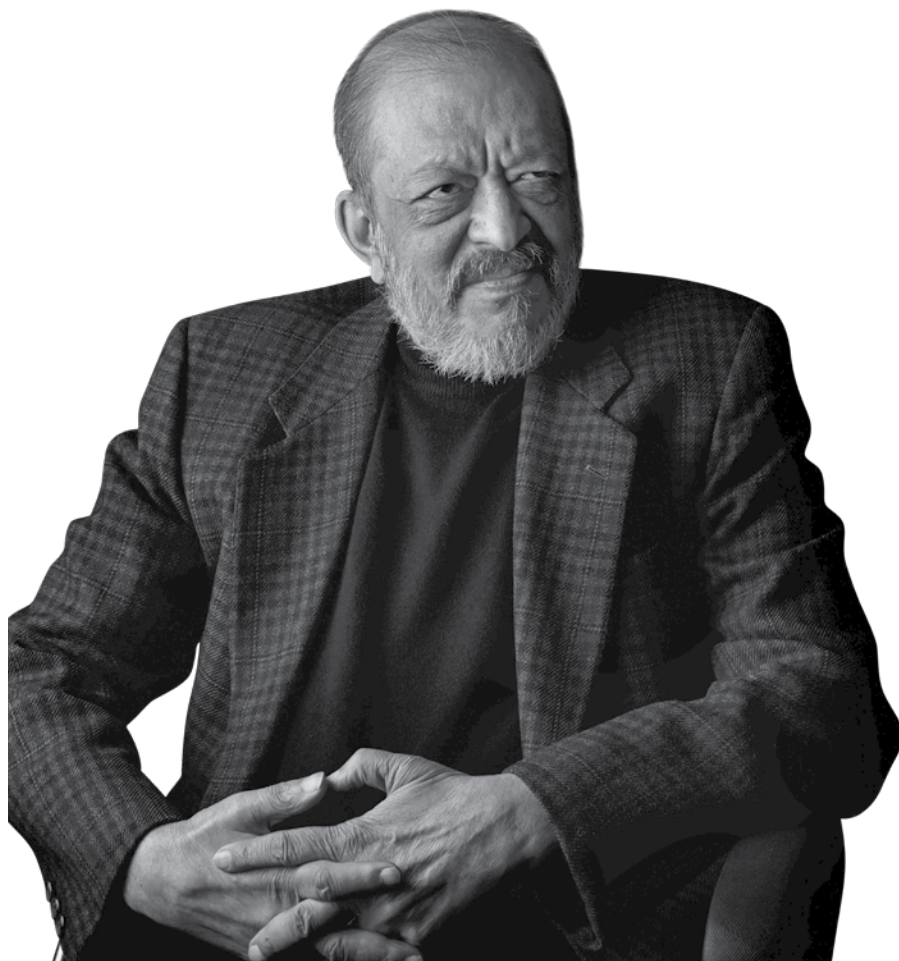
Dated : 18th May, 2019

Details of Directors seeking appointment, re-appointment and regularisation at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

J.K. Cement Limited

Name of the Director		Shri K.N. Khandelwal	Shri Achintya Karati	Shri Raj Kumar Lohia	Shri Suparas Bhandari	Mr. Paul Heinz Hugentobler	Shri Subhash Chandra
Date of Birth		06-12-1944	23-03-1946	21-08-1954	03-12-1945	14-02-1949	11-04-1955
Nationality		INDIAN	INDIAN	INDIAN	INDIAN	SWISS	INDIAN
Date of Appointment on the Board		09-02-2004	24-10-2005	30-09-2004	29-07-2006	17-05-2014	18-05-2019
Qualifications		Commerce Graduate and a Chartered Accountant	Law Graduate from Calcutta University	Bachelor of Arts in Economics	Graduate of Science and Law	Civil Engineer & Degree in Economic Science	B.Tech from IIT Kanpur
Expertise in specific functional area		Finance and Accounts	Bank and finance	commerce and industry.	Insurance and Commerce	Manufacturing and Finance	commerce and industry.
Number of shares held in the Company		1000	640	NIL	NIL	NIL	NIL
List of the directorships held in other companies*		Khandelwal Extractions Limited	(1) Delton Cables Limited (2) Uflex Limited, (3) Shyam Telecom Limited, (4) Sangam (India) Limited (5) Jay Bharat (6) Maruti Limited, Utech (7) Developers Limited, Ultimate Flexipack Limited.	(1) Lohia Sales & Services Ltd. (2) Lohia Packaging Machines Ltd. (3) Lohia Filament Machines Ltd. (4) Lohia Corp Ltd.	LT Foods Limited	Dalmia Cement (BHARAT) Limited	(1) Multi Commodity Exchange of India Limited (2) Usha Breco Limited (3) VACMET India Limited
Number of Board Meetings attended during the year		5	3	1	4	3	1
Chairman/ Member in the Committees of the Boards of companies in which he is Director*		Audit Committee Member Khandelwal Extractions Limited Stakeholders Relationship Committee Member Khandelwal Extractions Limited	Audit Committee Member (1) Delton Cables Limited (2) Jay Bharat Maruti Limited, (3) Uflex Limited (4) Ultimate Flexipack Limited. Audit Committee Chairman (1) Shyam Telecom Limited, (2) Sangam (India) Limited Stakeholders Relationship Committee Chairman (1) Sangam (India) Limited (2) Uflex Limited	NIL	Stakeholders Relationship Committee Member LT Foods	NIL	NIL
Remuneration details (paid in 2018-19)		1400000	1225000	1225000	1350000	12160355	NIL
Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company. (whether Listed or not).							

Progressive momentum, purposeful journey



India is the second largest cement producer globally; and has a huge helping hand in strengthening the country's infrastructure space and accelerating economic development.

DEAR SHAREHOLDERS,

Despite global headwinds, India continues to be one of the world's fastest growing major economies. Although the growth rate was muted and stood at 6.8% in the reporting year, marginally lower than that of FY 2017-18, the fundamentals of the economy continue to be robust with moderate inflation, low fiscal deficit (3.4% of GDP), accommodative monetary policy by the Reserve Bank of India and gradually improving private investment cycle. Infrastructure creation continues to be one of the major priorities of the Government of India; and with interest rates declining and additional liquidity in the economy, the infrastructure space is likely to see significant activity, which augurs well for cement demand.

India is the second largest cement producer globally; and has a huge helping hand in strengthening the country's infrastructure space and accelerating economic development. The cement sector is likely to grow sustainably, propelled by higher government spending in airports, ports, railway corridors, highways, smart cities, affordable housing and irrigation, among others.

Capitalising on India's favourable macro-economic indicators, we are happy to report another successful year for J.K. Cement. We reported 8.3% growth in revenue from operations to ₹ 4,919.19 Crores in FY 2018-19, compared to ₹ 4,542.59 Crores in FY 2017-18, driven by sustained cement demand on the back of a growing housing segment and higher infrastructure spend. Our EBITDA increased 6.5% to ₹ 810.12 Crores in FY 2018-19 vis-à-vis ₹ 760.66 Crores in FY 2017-18 owing to better efficiencies across the board. We maintained a healthy EBITDA margin of 16.47% in FY 2018-19. Our net profit stood at ₹ 324.90 Crores in FY 2018-19 and our earnings per share stood at ₹ 45.28 in FY 2018-19.

Our integrated approach to cement production allows us to

rationalise our costs, especially those pertaining to power supply requirements, raw materials and logistics. This enables us to offer our products at competitive prices, strengthening our market leadership and brand recall.

As you already know, our spectrum of products comprises grey cement, white cement, white cement based wall putty and certain other value-added products, which are margin-accretive.

In the grey cement segment, we have embarked upon a robust expansion journey, which will enable us to grow our industry prominence.

We are committed to invest ₹ 2,000 Crores to enhance our grey cement production capacity to 15 MnTPA by the end of fiscal 2019-20, from present capacity of 10.50 MnTPA, and expanding our presence into existing markets of Gujarat and Uttar Pradesh.

We have made substantial progress in our brownfield expansion of cement grinding capacity at Mangrol and Nimbahera, Rajasthan by 1 MnTPA which is likely to be commissioned by the middle of fiscal 2019-20.

Moreover, our capacity expansion for our clinker production line at Mangrol and split grinding units at Aligarh, Uttar Pradesh and Balasinor, Gujarat are going on in full swing. We obtained the environment clearance for Balasinor unit also during FY 2018-19. Already, we have spent over ₹ 550 Crores for these expansions.

Our expansions are funded through a judicious mix of debt and internal accruals. As on 31st March 2019, our gross debt stood at ₹ 2,199 Crores with a healthy debt equity ratio of 0.76. Moreover, we raised ₹ 511 Crores through a qualified institutional placement (QIP) in December 2018.

To expand our market share, we are reinforcing our distribution network by adding additional authorised dealers and retailers to our network and strengthening our relationships

with existing dealers. We are regularly organising 'dealer meets', which involve knowledge share on marketing and sales techniques and technical applications of cement products.

We are one of the two major players in India's white cement market. We have an aggregate installed capacity of 0.60 MnTPA and 0.90 MnTPA for white cement and wall putty, respectively in India. Our dual-process cement plant is having capacity to produce both white and grey cement (interchangeably) in Fujairah, U.A.E; and is currently used for manufacturing white cement only, with a capacity of 0.60 MnTPA. During FY 2018-19, we commissioned an additional installed capacity of 0.20 MnTPA of white cement-based wall putty at our Katni plant in Madhya Pradesh.

We have undertaken wide-ranging measures for resource optimisation, energy efficiency, water conservation, monitoring and controlling emissions, waste management and conservation of biodiversity, thereby helping us to protect the environment. Various initiatives have been undertaken to fulfil our sustainability agenda. We believe these initiatives are helping us move towards our objective to build a more sustainable future.

Our empowered talent pool drives our business and sustainability initiatives. We invest significantly to upskill our talent pool and motivate our go-getters to rise to the challenge. We offer remunerations, rewards and growth opportunities through continuous learning and knowledge transfer. We promote diversity and inclusiveness in our team that underpin our HR policies, thereby supporting our sustainable business agenda.

Beyond business priorities, our focus has always been on giving back to society by creating shared value. Our community interventions comprise education, art, culture and community welfare, environment, rural infrastructure development,

₹ 2,000 Crores

"committed to invest, to enhance our grey cement production capacity to 15 MnTPA by the end of fiscal 2019-20"

₹ 511 Crores

"raised through a qualified institutional placement (QIP) in December 2018"

health and development. Our social activities include initiatives in the domains of education, community hygiene, livelihood support, vocational training and skill development.

Before I conclude, let me inform that rewarding shareholders sustainably remains at the heart of our business strategy. I am happy to inform that our Board has recommended a dividend of ₹ 10 per share (face value: ₹ 10) for the year under review.

As I look into the future, I am optimistic that cement demand is likely to grow sustainably. The demand is projected at 6-6.5% compound annual growth rate (CAGR) from FY 2017-18 to FY 2022-23. We are well positioned to capitalise on emerging industry opportunities; and seek the support and guidance of all our stakeholders in our progress.

Warm regards,
Yadupati Singhania
Chairman and Managing Director
DIN - 00050364

■ MANAGEMENT DISCUSSION AND ANALYSIS

WORLD ECONOMY

Global growth is expected to remain at 3% in 2019-20. The global economy is facing a confluence of risks, which could severely disrupt economic activity and inflict significant damage on longer-term development prospects. The economic progress across world is highly uneven. The risks include an escalation of trade disputes, the abrupt tightening of global financial conditions and intensifying climate changes may further restrict growth momentum. Among the developing economies, the East and South Asia regions remain on a relatively strong growth trajectory, amid robust domestic demand conditions.

INDIAN ECONOMY

Indian economy is one of the fastest growing economy in the world and it continued at growth trajectory to mark as sixth largest economy compared to eleventh largest in 2013-14. This is possible mainly due to 'Make in India' drive along with digitisation bringing in more transparency in doing business. Despite volatile crude price along with fluctuation in exchange rate throughout the year, the GDP clocked at 6.8% in 2018-19. The growth was reflected across all sectors be it manufacturing, service and agriculture and is also evident from World Bank latest 'Doing Business Report 2019' which says that India has improved its

rank by 23 position and climbed ladder from 100th rank to the 77th rank.

OUTLOOK

India's GDP growth is expected to continue at 7% in fiscal year 2019-20 driven by continued investment, improved export performance and resilient consumption. The growth is expected to be favourable mainly on three pillars, pre-election fiscal stimulus in first half of financial year, infrastructure stimulus in second half of 2019 and favourable monetary policy. The interim union budget also focuses on strengthening infrastructure initiatives with planned capex of US\$ 47.29 billion for 2019-20. India is geared up to become US\$ 5 trillion economy in next five years. The fiscal deficit is expected to be 3.4% of the GDP for 2019-20.

CEMENT INDUSTRY

Cement industry demand is expected to grow at 7% for fiscal 2019-20. As per Crisil, with the addition of 23 million tons per annum cement production capacity in fiscal 2019, the total production capacity increased to 478 million tons. Further, it is estimated that capacity may increase to 502 million tons by 2020. The growth in Cement demand is mainly driven by Government initiatives towards housing for all and other infrastructure developments:



Aligarh Grinding Unit (Greenfield Expansion)

- Government 'Housing for All - Rural and Urban' is a major source of cement consumption. House approved under PMAY scheme touched 8 million mark in urban area of which only 1.9 million houses were completed under Pradhan Mantri Awas Yojana PMAY-Urban and in case of construction under PMAY-Rural 7.5 million houses were completed out of 10 million approved. Further, Real Estate Regulation and Development Act (RERA)2016 and Benami transaction act brought more transparency in the construction sector, in all giving boost to construction activity.
- India is fastest highway developer in the world with 27 kms of highway built each day. With the uses of paver blocks/concrete tiles, construction of flyover and other structure in road project would lead to increase in cement demand. Further, Government has allocated US\$ 2.67 billion in the budget for Pradhan Mantri Gram Sadak Yojana (PMGSY).
- Other Infrastructure Projects will also stimulate cement demand such as:
 - Development of 100 cities across India.
 - Smart cities mission which focus on water supply, sanitation and solid waste management.
 - Metro Rail project in selected cities for improving rapid transport system.
 - Expanding the capacity of the railways and facilities for handling and storage yards.

PERFORMANCE

Industry

As per CRISIL, Cement Demand for financial year 2018-19 is 335 MnTpa thereby registering growth of 12%. The housing sector is still a main demand driver accounting for 60-65% of total consumption. Other demand drivers are Infrastructure and Commercial & Industrial with 15-20 % share each.

Company's operational and financial performance (Standalone)

- Grey Cement production volume increased to 8.36 MnTpa in 2018-19 as against 7.88 MnTpa in 2017-18 thereby registering growth of 6%.
- White Cement (inclusive of Wall Putty) production volume increased to 1.26 MnTpa as against 1.17 MnTpa in 2017-18 thereby registering growth of 7%.
- Net Sales increased to ₹ 4919.19 Crores in 2018-19 as against ₹ 4542.59 Crores thereby registering growth of 8.3%.
- EBIDTA increased to ₹ 810.12 Crores in 2018-19 as against ₹ 760.66 Crores thereby registering growth of 6.5%.
- Net profit is ₹ 324.90 Crores in 2018-19 as against ₹ 341.87 Crores in 2017-18 thereby registering de-growth of 4.9%.

STATEMENT OF KEY FINANCIAL RATIOS

Particulars	2018-19	2017-18
Debtor Turnover Ratio	25.00	27.03
Inventory Turnover Ratio	8.93	8.82
Interest Coverage Ratio	4.09	3.62
Current Ratio	1.61	1.55
Debt Equity Ratio	0.76	1.04
Operating Profit Margin (%)	16.47%	16.75%
Net Profit Margin (%)	6.60%	7.53%

Expansion projects

Commissioned wall putty unit at Katni having installed capacity of 2 Lacs tonnes per annum.

Medium term plan

Grey Cement expansion of 4.2 million tonnes per annum with 2.8 million clinker production line, 1 million tonnes Cement grinding and Waste Heat Recovery system at Mangrol, Rajasthan. 1 million cement grinding at Nimbahera, Rajasthan along with two Split Grinding Units of 1.5 million tonnes at Aligarh (Uttar Pradesh) and 0.7 million tonnes at Balasinor (Gujarat) in on schedule and will be completed by March 2020.

To upgrade existing Line No-3 at Nimabhera resulting in increased Clinker Production by 1,000 TPD. This is scheduled to complete by December 2020.

Wall Putty expansion at Katni will be taken up in 2020-21. The expansion of 2 Lacs tonnes per annum would increase the Wall Putty capacity to 11 Lacs tonnes per annum.

Long term plan

The Company's long-term plan is to set up integrated plant having capacity of 3.0-3.5 MnTPA plant at Panna (Madhya Pradesh) to achieve 18 MnTPA capacity by 2022. For this proposed expansion the Company has two mining leases. These leases have enough reserves to support expansion of 15 MnTPA in phases.

INDUSTRY CONCERN

Regulatory Compliance: There are rapid changes in emission norms relation to dust, NOx and SOx. Non-compliance of same lead to imposition of penalty and loss of brand reputation. For monitoring and to comply with new standards issued by Ministry of Environment and Forest & Climate change substantial capital expenditure has been done. Further ensuring compliance with NOx & SOx is a part of green and sustainable development.

Raw Material: The cement industry is dependent on existing natural resources be it limestone or other minerals for its sustenance. These resources are depleting fast owing to growing demand of cement, to conserve our existing natural resources, alternative is to promote blended cement which require more of fly ash and slag. This will reduce the cost of cement as well as promote use of waste by product of thermal and steel plants.



Mangrol Expansion (Integrated Plant)

Power & Fuel: Power and Fuel cost is almost 25 % of our operating cost. Optimum utilisation of available resources from different sources is the need of hour and for this captive investment is being done to maximise usage of alternate fuel in our kilns. Though the use of alternate fuel results in increase in consumption, the overall cost is reduced as it replaces Pet coke and risk of volatility in Pet coke prices is offset to some extent. Power cost was also adversely affected due to increasing price of imported coal as well ban of pet coke in power plant and unavailability of linkage coal. Further, recent change in the Government policy for compliance of solar and non-solar obligations has also resulted in increased power cost by way of purchasing RPO. Further, Waste Heat Recovery Power plant generation is no longer treated as generation of electricity by means green power.

Logistic Risk: Impact of Rising Crude price of over and above US\$ 65 per barrel during this fiscal has been offset by Government action to relax loading restrictions which permit 20-25% overloading of trucks. Further, limited wagons availability has also resulted in increase in logistic cost as higher dispatches are made by road. Increasing logistic cost put pressure on

operational profitability and to control the same from further increase, it is necessary to identify the area resulting in reduced logistic cost. Special efforts have been done by the Company team to reduce logistic cost which is apparently visible in the results.

Sustainable growth towards better future

At JKCL, we believe that business will grow when we adapt sustainable practice which says business which meets the need of the present without compromising with the ability of future generation to meet their needs thereby playing a strong role in shaping the nation towards better future. Our approach towards sustainable development is embedded in the business strategy through our organisational values that includes honouring our commitments, striving for perfection, taking pride in our promises, caring and empowering people.

India being developing nation has plethora of opportunities in the form of infrastructure development both in urban and rural India. We being responsible cement manufacturer have already adapted practise for using alternate raw material and fuel which is not only economical but also reduces our carbon footprint.

Restrictions and ban on use of pet-coke for power plant has resulted in increase dependence on imported coal. This will consume more fuel which in turn increase air emission. In order to control dust, SOx and NOx emission captive investment is being carried out for installation Flue Gas Desulphurisation in our captive power plant. The Company constantly aspire to evolve our processes to reduce impact on our planet thereby making the Earth – a place to live for generation next.

The company consider its employees as assets and not as liability and treat them as part of our extended family. All workers at plant site are being trained for capacity enhancement programs which in turn boost productivity and help in promoting Safety in its practises. Our consistent efforts have resulted in zero harm.

As a result, our CSR engagement programs are aligned with the needs of the local community. In addition to serving our clients, we regularly engage in improving or adding to the infrastructure needs in vicinity of our plants by way of construction of pucca roads, water tanks, bore wells, community halls and hospital beds for primary health centres and installation of chair at railway station for passengers. We hope that such developments would serve as an enabler for the local economy and promote well-being in people.

The Company have been reporting our sustainability performance from last few years. Following the practice, we will soon come out with our sixth Annual Sustainability Report (SR) based on Global Reporting Initiative's (GRI) Standard guidelines. In addition, we also publish Business Responsibility Report (BRR) which is a part of this Annual Report. For more information on our

past sustainability initiatives and performance, please refer: http://www.jkcement.com/sustainability_report.

Human resources development

Your company, as part of group's strong cultural legacy, deeply believes in valuing human resource as one of the key assets of the organisation, wherein employees are considered to be part of one big family. The value and philosophy of "philanthropy" and "One Family" are lived and practiced, which bind together diverse manpower across various manufacturing and office locations not only within India, but, UAE and Africa as well.

Your Company's human resources are the strong foundation for creating many possibilities for its business. It partnered closely with the business to implement and effect change seamlessly with due consideration for the human element. As the business strategically charted a path for expansion with new brown field and green field projects, considering the challenges of the expanding scale of operations, new products, and coupled with it the new markets, the human resource function added greater value in terms of not only adding skilled manpower to support and strengthen the business growth and market expansion but also continuous talent development through various learning and long term developmental interventions for sales and manufacturing workforce with positive business impact.

The focus has been on strengthening the employee brand and employee life cycle experience.

In last financial year, the company embarked on the journey of Digitisation by adopting SAP Success Factors as its cloud-based HR platform, one of the first in Indian Cement industry, to enable the last mile employee to connect seamlessly. This year HR integrated this platform into its mainstream operations for greater progress excellence. Leveraging on this platform, we automated all information related with Employee details (employee central), all policies and SOPs, Performance management system, Recruitment with Internal Job posting and launched official social network platform. There are some of the milestones that human resource function has built to bring efficiency and accessibility to its HR processes and systems to all employees across all locations.

As on 31st March 2019, your Company's employee strength stood at 3,414 employees, which is an increase over last year due to new projects, new markets and strengthening existing markets.

With an aim to support business against volatile external environment, leadership development is being given due importance, through the structured approach involving assessment of gaps, coaching, across the organisation. For the younger, but bright talent, we started with the identification of High Potentials, using credible and validated psychometric assessments tools. Aim is to groom internal talent and create a talent pipeline for our current and future talent needs.

This year has been the memorable year with many awards, such as

- National Award for Talent Management for its hiring initiatives
- Best HR Team of the Year
- The Golden Globe Tigers Award (For Excellence in HR Leadership)
- Top Rankers Excellence Award for HR Leadership
- Employee Engagement Leadership Award this year

This has helped to showcase your company, in various national and international platforms.

Though the emphasis is on connectivity and speed, the local connect with employees has been the key in touching employee's lives positively in some way or the other.

INTERNAL AUDITS AND CONTROLS

The Company believes that a strong internal control framework is an important pillar of Corporate Governance. It has well established internal control mechanisms commensurate with the size and complexity of its business. The company has inbuilt policies and procedures for safeguarding its assets, prevention and detection of fraud and errors if any, accuracy and completeness of the accounting and timely preparation of financial information based on IND AS.

Further, in order to maintain its independence and objectivity in observation, Internal Audit Department report on the efficacy and adequacy of Internal Control System to the Chairman of Audit Committee of the Board.

The Internal auditor verify the records as well as stock at the depots of both grey and white cement. If any discrepancies are found in the system, it is reported on monthly basis to process owner for corrective actions. Then the internal audit report duly signed by the internal auditor is forwarded to marketing office and internal audit head for review purpose. These keep check on the existing system as designated process owners are supposed to undertake corrective action in their respective areas and thereby strengthening the internal control system.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting Company's **Twenty Fifth Annual Report** and Audited Financial Statements for the year ended 31st March, 2019

1 FINANCIAL RESULTS

	₹/Lacs	
Particulars	2018-19	2017-18
Gross Turnover	491919.04	470955.40
Profit before depreciation & tax	66793.84	62599.53
Less: Depreciation	19436.50	18626.77
Profit Before Tax	47357.34	43972.76
Tax Expense (Including deferred tax and tax adjustment of earlier years)	14867.80	9785.40
Profit After Tax	32489.54	34187.36
Add: Retained earning at the beginning of the year	91463.67	69890.85
Transfer to Debenture Redemption Reserve	(87.60)	9.40
Dividend to Equity Shares (including tax thereon)	9315.10	8430
Balance to be carried forward	105672.09	91463.67

2 PERFORMANCE OF THE COMPANY

Your Company's performance during the year under report has overall improved. The Company's gross turnover increased by 4.5% to ₹ 4919.19 Crore during the year compared to ₹ 4709.55 Crore in previous year. Profit before Depreciation and Tax increased to 668 Crores compared to ₹ 626 Crores.

Jaykaycem (Central) Ltd, intends to set up grey cement manufacturing facilities, recorded a net profit of ₹ 3.85 Lacs (previous year loss ₹ 64.41 Lacs) for the year ended 31st March, 2019.

JOINT VENTURE

During the year under report Bander Coal Company Private Limited has been liquidated.

3 PERFORMANCE OF THE SUBSIDIARY/JOINT VENTURE COMPANIES

The Company has three subsidiaries. There has been no material change in the nature of the business of subsidiaries.

SUBSIDIARY COMPANY

J.K. Cement (Fujairah) FZC recorded net income of AED 4416725 (equivalent to ₹ 822.16 Lacs) for the year ended 31st December, 2018 (Previous year net income of AED 1,501.675 equivalent to ₹ 266.26 Lacs)

JK Cement Works (Fujairah) FZC is involved in principal business of manufacturing and sale of white cement in Middle East and GCC market and has recorded a turnover of AED 140,964,721 (Previous year AED 143,747,087). It recorded a loss of AED 37,235,407 (equivalent to ₹ 6685.22 Lacs) for the year ended 31st December, 2018 {Previous year a loss of AED 30,883,604 (equivalent to ₹ 5567.40 Lacs)}

JK White Cement (Africa) Ltd. is second level step down subsidiary of the Company newly incorporated on 4th November, 2018 in Republic of Tanzania. 99.90 % stake is held by JK Cement Works (Fujairah) FZC. It is engaged in the business of manufacturing/trading/import/export of all types of cement, wall putty other allied products, cement clinker, limestone, gypsum etc.

4. CONSOLIDATED FINANCIAL STATEMENTS

The statement as required under Section 129 of the Companies Act, 2013, in respect of the subsidiaries of the Company viz. J.K. Cement (Fujairah) FZC, J.K. Cement Works (Fujairah) FZC and Jaykaycem (Central) Ltd are annexed and forms an integral part of this Report. Consolidated Financial Statements prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India, form part of the Annual Report and Accounts.

5. DIVIDEND

In terms of Dividend Policy your Directors are pleased to recommend dividend of ₹ 10 per equity share (previous year ₹ 10 per equity share) of face value of ₹ 10 each aggregating to ₹ 93.15 Crore (Previous Year ₹ 84.30 Crore) for the financial year ended 31st March, 2019

6. TRANSFER TO RESERVES

The Company proposes to transfer ₹ 87.60 Lacs (previous year ₹ 9.40 Lacs) from Debenture Redemption Reserve and ₹ 10000 Lacs (previous year ₹ 6000 Lacs) to General Reserve during Financial Year 2018-19

7. SHARE CAPITAL

The paid up Equity Share Capital as at 31st March, 2019 remained at ₹ 77.27 Crores. During the period under report, your Company has issued 7341001 Nos of Equity Shares to QIBs by way of Qualified Institutional Placement and raised ₹ 510.79 Crores which your Company utilised in terms of Placement Document except for idle surplus funds amounting to ₹ 440.60 Crores not required for immediate, gainfully invested in liquid investments payable on demand of which ₹ 255.60 Crores was outstanding as on 31.3.19.

8. FINANCE

During the year under report, your Company has availed a sum of ₹ 130 Crores towards disbursement of term loans (previous year no such disbursement). However it repaid ₹ 170.74 Crores (previous year ₹ 241.46 Crore) towards Term Loan and NCD.

9. CREDIT RATING

In spite of challenging cement industry scenario, CARE has reaffirmed your Company's rating as "CARE AA" for long term bank facilities and "CARE A1+" for short term bank facilities.

10. PARTICULARS OF GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

11. OPERATIONS

Grey Cement

During the year under report production increased by 6.11% at 8.37 Million Tonne (compared to 7.89 Million Tonne last year) and sales increased by 6% at 8.36 Million Tonne (compared to 7.88 Million Tonne last year).

White Cement

Production of White Cement & Wall Putty increased by 7.31% at 12.62 Lac Tonne during the year compared to 11.76 Lac Tonne last year. Sale was also in tandem with production.

12. PROJECTS OF THE COMPANY

Projects undertaken/completed

Your Company's brownfield expansion at Mangrol, Chittorgarh, Rajasthan with split grinding unit in U.P. and Gujrat having total cement production capacity of 4.2 Million Tonne Per Annum at estimated cost outlay of ₹ 2000 Crores is progressing at rapid pace.

13. PERSONNEL

13.1 Industrial Relations

The industrial relations during the period under review generally remained cordial at all cement plants.

13.2 Particulars of Employees

List of employees getting salary in excess of the limits as specified under the provisions of Section 134 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review is annexed separately marked as Annexure - E. However, the Annual Report excluding the aforesaid information is being sent to all the members of the Company pursuant to proviso to Section 136 of the Companies Act, 2013. Any member interested in obtaining such particulars may inspect and/or send the request to the Company at its Registered and Corporate Office. None of the employee listed in the said Annexure is a relative of any Director of the Company except Shri Yadupati Singhania, Chairman and Managing Director. None of the employee hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company

The information required pursuant to Section 197(12) read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Particulars about Key Managerial Personnel including Chairman & Managing Director.

SN	Name	Designation	Remuneration Paid		% increase in Remuneration from previous year	Ratio to Remuneration
			2018-19	2017-18		
1	Mr.Yadupati Singhania**	Chairman & Managing Director (KMP)	186032400	142382400	30.66 %	190:1
2	Mr.Ajay Kumar Saraogi**	President (Corporate Affairs)& Chief Financial Officer (KMP)	26070000	22652000	15.09%	27:1
3	Mr.Shambhu Singh	Asst. Vice President (Legal) & Company Secretary (KMP)	5335000	4541000	17.49%	5:1

**includes remuneration in AED from foreign subsidiary companies during the calendar year 2018.

DIRECTORS' REPORT CONTD.

Particulars about other Non Executive Directors.

SN	Name	Designation	Remuneration Paid		% increase in Remuneration from previous year
			2018-19	2017-18	
1	Smt. Sushila Devi Singhania	Non Executive Non Independent	1500000	1426000	5.2
2	Shri A. Karati	Non Executive Independent	1225000	1200500	2
3	Shri J.N. Godbole	Non Executive Independent	1350000	1375875	-
4	Dr. K.B. Agarwal	Non Executive Independent	1725000	1651250	4.47
5	Shri K.N. Khandelwal	Non Executive Non Independent	1400000	1350750	3.6
6	Shri Raj Kumar Lohia	Non Executive Independent	1225000	1250875	-
7	Shri Suparas Bhandari	Non Executive Independent	1350000	1325625	2
8	Mr. Paul Heinz Hugentobler	Non Executive Non Independent	12060355	11863380	-
9	Mrs. Deepa Gopalan Wadhwa	Non Executive Independent	1075000	-	-

13.3 Human Resources and Industrial Relations

The Company has a structured induction process at all locations. Objective appraisal systems based on Key Result Areas (KRAs) are in place for Senior Management Staff. The Corporate HR is effectively involved in nurturing, enhancing and retaining talent through job satisfaction, management development programme etc.

14. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATOR(S) OR COURT(S) / MATTER OF EMPHASIS

The Competition commission of India (CCI) vide its order dated 31.8.2016 imposed a penalty of ₹ 12,854 lacs on the Company. The Appeal was heard whereupon National Company Law Appellate Tribunal (NCLAT) vide order dated 25.7.2018 upheld CCI's order. The Company has filed statutory appeal before the Hon'ble Supreme Court, which vide its order dated 5.10.2018 has admitted the appeal and directed that the interim order of stay passed by the Tribunal in this matter will continue for the time being. The Company, backed by legal opinion, believes that it has a good case and accordingly no provision has been made in the Audited Annual Report of 2018-19.

In a separate matter, CCI imposed penalty of ₹ 928 lacs vide order dated 19.1.2017 for alleged contravention of provision of Competition Act, 2002 by the Company. On Company's appeal, NCLAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT. Based on Legal opinion, the Company believes that it has a good case and accordingly, no provision has been made in the Audited Annual Report of 2018-19.

Members' attention is drawn to the statement on contingent liabilities in the notes forming part of the Financial Statements.

15. CORPORATE GOVERNANCE

A report on Corporate Governance alongwith the Practising Company Secretary's Certificate on its compliance, forms an integral part of this Report.

16. PUBLIC DEPOSITS

Your Company has not invited any deposits from public/ shareholders under Section 73 and 74 of the Companies Act, 2013.

17. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has a Whistle Blower Policy to report genuine concerns or grievances, if any. The Whistle Blower Policy has been posted on the website of the Company.

18. MITIGATION OF RISK.

The Company has been addressing various risks impacting the Company including details of significant changes in key financial ratios which is morefully provided in annexed Management Discussion and Analysis. As per the Listing Regulation Risk Management Committee for enforcing Risk Management Policy is constituted by the Company.

18A. COMMODITY PRICE RISK/FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

Your Company hedges its foreign currency exposure in respect of its imports and export receivables as per its laid down policies. Your Company uses a mix of various derivatives instruments like forward covers, currency swaps, interest rates swaps or a mix of all. Your Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November, 2018.

19. REMUNERATION POLICY

The Board of Directors and Nomination & Remuneration Committee, follows a policy concerning remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy also covers criteria for selection and appointment of Board Members and Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

20. RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transaction made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards. All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The statement is supported by the certificate from the CMD and the CFO. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.jkcement.com.

21. AUDITORS' REPORT

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis (except items disclosed in significant accounting policies). The estimates and judgements relating to the financial statements are made on a prudent basis, so as to reflect a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2019.

Auditors' Report to the shareholders does not contain any qualification in the standalone or

in the consolidated financial statements for the year under report. However, Auditors have drawn attention of shareholders on penalty imposed by Competition Commission of India (CCI), the matter is adequately covered by para 14 above read alongwith notes on accounts.

22. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The Board has adopted policies and procedures for ensuring orderly and efficient conduct of its business including adherence to the Company's Policies, the safeguarding of its assets, the prevention and detection of Frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. It also reviews the quarterly Internal Audit Reports.

23. DIRECTORS AND KEY MANAGERIAL PERSONNEL.

23.1 In accordance with the provisions of Section 152 of Companies Act, 2013 and the Company's Articles of Association, Mr. Paul Heinz Hugentobler (DIN 00452691) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Mrs. Deepa Gopalan Wadhwa (DIN 07862942), Mr. Saurabh Chandra (DIN 02726077) and Mr. Ashok Sinha (DIN 00070477) were appointed as Additional Directors during the year are being confirmed/appointed as Non Executive Independent Directors for five consecutive years.

Mr. Achintya Karati (DIN 00024412), Mr. Jayant Narayan Godbole (DIN 00056830), Mr. Suparas Bhandari (DIN 00159637), Dr. Krishna Behari Agarwal (DIN 00339934) and Mr. Raj Kumar Lohia (DIN 00203659) were appointed as Non Executive Independent Directors by the Shareholders in the Annual General Meeting held on 26.7.2014 for five consecutive years and now since the said term would be expiring it is proposed to appoint all of them for another term. All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing Regulation

DIRECTORS' REPORT CONTD.

SEBI (LODR) (Amendment) Regulation 2018 has inserted Regulation 17(1A) w.e.f. 1.4.2019 whereupon a Director crossed and/or would be crossing 75 years of age during tenure of Directorship requires approval of Shareholders by way of Special Resolution for continuing in the office. Accordingly, Mrs. Sushila Devi Singhania (DIN 00142549), Dr. K.B. Agarwal (DIN 00339934) and Mr. Kailash Nath Khandelwal (DIN 00037250) are seeking approval from Shareholders in order to continue in the Office w.e.f. 1.4.2019.

The term of Mr. Yadupati Singhania as Chairman and Managing Director would expire on 31.3.2020. Approval of Shareholders by way of Special Resolution is being sought for another term of three years w.e.f. 1.4.2020 as Managing Director.

23.2. Key Managerial Personnel

During the year under report, following Officials acted as Key Managerial Personnel:-

SN	Name of the Official	Designation
	Shri Yadupati Singhania	Chairman & Managing Director
	Shri Ajay Kumar Saraogi	President (Corporate Affairs) & CFO
	Shri Shambhu Singh	Asst. Vice President (Legal) & Company Secretary

24. MEETINGS OF THE BOARD OF DIRECTORS

During the year 2018-19, five Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

25. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual performance evaluation of its Independent Directors and the Independent Directors also evaluated the performance of Non- Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. The Board of Directors also evaluated the functioning/performance of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, CSR Committee, Committee of Directors and expressed satisfaction with their functioning/performance.

26. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that :

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- The Directors have selected such accounting policies, judgments and estimates that are reasonable and prudent and applied them consistently, so as to give a true and fair view of the state of affairs of the company as on 31st March, 2019, and of the statement of Profit and Loss and cash flow of the company for the period ended 31st March, 2019;
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The annual accounts have been prepared on an ongoing concern basis;
- Proper internal financial controls to be followed by the company has been laid down and that such internal financial controls are adequate and were operating effectively and
- Proper systems to ensure compliance with the provisions of all applicable laws has been devised and that such systems were adequate and operating effectively.

27. STATUTORY AUDITOR

At the 23rd Annual General Meeting held on 29/07/2017, M/s S.R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E/E300005) were appointed as the Statutory Auditors of the Company to hold office till the conclusion of 28th Annual General Meeting. As per amended provisions of Companies (Amendment) Act, 2017 the Board of Directors ratified appointment of M/s S.R. Batliboi & Associates from conclusion of 25th Annual General Meeting till 26th Annual General Meeting. The Statutory Auditors have consented to the said appointment and confirmed that their appointment, if made, would be within the limits mentioned under Section 143(3)(g) of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014.

28. COST AUDITOR

Pursuant to section 148 of the Companies Act, 2013 the Board of Directors on the recommendation of the Audit Committee appointed M/s K.G. Goyal & Company Cost

Accountants, as the Cost Auditors of the company for the Financial Year 2019-20 and has recommended their remuneration to the Shareholders for ratification at the ensuing Annual General meeting. M/s K.G.Goyal & Company, have confirmed that their appointment is within the limits of the Section 139 of the Companies Act, 2013, and have also certified that they are free from any disqualifications specified under Section 141 of the Companies Act, 2013.

The Audit Committee has also received a certificate from the Cost Auditor certifying their independence and arm's length relationship with the company.

The Cost Audit Report for the financial year 2017-18 was filed with Ministry of Corporate Affairs.

29. SECRETARIAL AUDIT

The Board had appointed M/s Reena Jakhodia & Associates, Kanpur, a firm of Company Secretaries in Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2018-19. The report of the Secretarial Auditor is annexed to this report as Annexure A. The report does not contain any qualification.

30. REPORTING OF FRAUD

The Auditors of the company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. Further, no case of Fraud has been reported to the Management from any other sources.

31. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board meetings and Annual General Meetings.

32. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility is an integral part of the Company's ethos and policy and it has been pursuing this on a sustained basis. The Company assists in running of Schools at their Cement Plants, ITIs and Sir Padampat Singhania University, Udaipur imparting value based education to students. Also the Company played a constructive role in the infrastructural development of surrounding areas.

During the period under report, the Company undertook various activities e.g. Art, Culture, Community Welfare, Drinking Water, Sanitation, Education, Health, Rural Development, Eradicating Hunger/Poverty. The Annual Report on CSR activities is annexed herewith as Annexure B.

33. STATUTORY INFORMATION

33.1 Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

Particulars with regard to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo in accordance with the provisions of Section 134 (3)(m) of the Companies Act 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 in respect of Cement plants are annexed hereto as Annexure C and form part of the Report.

33.2 Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT- 9 as required under Section 92 of the Companies Act, 2013 is available at www.jkcement.com.

33.3 Business Responsibility Reporting

The Business Responsibility Report for the year ended 31st March, 2019 as stipulated under regulation 34 of the Listing Regulations is annexed as Annexure D and forms part of the Annual Report.

33.4 Management Discussion & Analysis (MDA) Statement

The MDA as required under Listing Regulation is annexed hereto and forms an integral part of this Report

34. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, the Company has transferred a sum of ₹ 7,03,326/- which represents unclaimed dividend and 27560 Equity Shares which represents unclaimed shares to the Investor Education and Protection Fund in compliance with provisions of the Companies Act, 2013.

35. DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND LISTING REGULATIONS

35.1 COMPOSITION OF AUDIT COMMITTEE:

The Board has constituted the Audit Committee which comprises of Dr. K.B. Agarwal as the Chairman and Shri A. Karati, Shri J.N. Godbole, Shri K.N. Khandelwal and Shri R.K. Lohia as members.

■ DIRECTORS' REPORT CONTD.

More details on the committee are given in the Corporate Governance Report.

35.2 POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

36. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with the cement industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes.

37. EQUAL OPPORTUNITY BY EMPLOYER

The Company has always provided a congenial atmosphere for work to all employees that is free from discrimination and harassment including sexual harassment. It has provided equal

opportunities of employment to all irrespective of their caste, religion, colour, marital status and sex.

38. CAUTIONARY STATEMENT

Statements in the Directors Report and the Management Discussion and Analysis describing the company's objectives, expectations or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the company's operations include: global and domestic 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 other factors which are material to the business operations of the company.

39. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the valuable support received by your Company from Banks, Govt. of Rajasthan, Govt. of Karnataka, Govt. of Haryana, Government of Madhya Pradesh, Central Govt. and Government of Fujairah. The Board thanks the employees at all levels for their dedication, commitment and hard work put in by them for Company's achievements. Your Directors are grateful to the Shareholders/ Stakeholders for their confidence and faith reposed in Board.

For and on Behalf of the Board

Place : Kanpur
Dated : 18th May, 2019

Yadupati Singhania
Chairman & Managing Director

ANNEXURE - A

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019**

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

To,
The Members,
J. K. Cement Limited,
 Kamla Tower,
 Kanpur.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by J. K. Cement Limited ("the Company") having its registered office at Kamla Tower, Kanpur, U.P. and manufacturing units at **(i)**Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan, **(ii)**Mangrol, Dist. Chittorgarh, Rajasthan, **(iii)** Gotan, Dist. Nagaur, Rajasthan, **(iv)**Muddapur, Dist. Bagalkot, Karnataka, **(v)**Jharli, Dist. Jhajjar, Haryana , **(vi)** Village: Rupand, Tehsil- Badwara, Dist. Katni, M.P. Secretarial Audit has been conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 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 thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External commercial Borrowings.,
- v. The following Regulations and Guidelines with amendments thereto prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended.
 - f) The Competition Act, 2002 and Rules/Regulations framed thereunder;
- vi. Following other laws are applicable specifically to the company
 - a) Factories Act, 1948;
 - b) Industries (Development & Regulation) Act, 1951;
 - c) Laws prescribed related to mining activities;
 - d) Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc;
 - e) Laws prescribed under prevention and control of pollution;
 - f) Laws prescribed under Environmental protection;

■ DIRECTORS' REPORT CONTD.

- g) Laws prescribed under Direct Tax and Indirect Tax;
- h) Land Revenue laws of respective States;
- i) Labour Welfare Laws of respective states;
- j) Local laws as applicable to various offices, plants, grinding stations/Units and bulk cement terminals.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The applicable provisions of SEBI (LODR) Regulations 2015 for listing of Company's shares with the Bombay Stock Exchange and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned here in above. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for Compliances under other Act, Laws and Regulations to the Company.

We further report that during the year under report, following events/actions had major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards etc:-

The Competition commission of India (CCI) vide its order dated 31.8.2016 imposed a penalty of ₹ 12,854 lacs on the Company. The Appeal was heard whereupon National Company Law Appellate Tribunal (NCLAT) vide order dated 25.7.2018 upheld CCI's order. The Company has filed statutory appeal before the Hon'ble Supreme Court, which vide its order dated 5.10.2018 has admitted the appeal and directed that the interim order of stay passed by the Tribunal in this matter will continue for the time being. The Company, backed by legal opinion, believes that it has a good case and accordingly no provision has been made in the Audited Annual Report of 2018-19.

In a separate matter, CCI imposed penalty of ₹ 928 lacs vide order dated 19.1.2017 for alleged contravention of provision of Competition Act, 2002 by the Company. On Company's appeal, NCLAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT. Based on Legal opinion, the Company believes that it has a good case and accordingly, no provision has been made in the Audited Annual Report of 2018-19.

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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, if any, are captured and recorded as part of the minutes.

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

Place : Kanpur
Date: 08-05-2019

For: Reena Jakhodia & Associates
Company Secretaries

(Reena Jakhodia)

Proprietor
Membership No: F6435
C.P. No.: 6083

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

To,
The Members,
J. K. Cement Limited,
Kamla Tower,
Kanpur.

Our 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. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Kanpur
Date: 08-05-2019

For: Reena Jakhodia & Associates
Company Secretaries

(Reena Jakhodia)

Proprietor
Membership No: F6435
C.P. No.: 6083

ANNUAL REPORT DETAILS OF THE CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs undertaken and a reference to the web-link to the CSR policy and projects or programs.

The CSR Policy was approved by the Board of Directors at its Meeting held on 1st November, 2014 and has been uploaded on the Company's website. The web link is http://www.jkcement.in/ce/policies/csr/csr_policy.html.

The Company undertook activities relating to education and rural development.

2. The Composition of the CSR Committee.

- i. Smt. Sushila Devi Singhania (Non-Executive, Non-Independent Director)
- ii. Dr. K. B. Agarwal (Non-Executive, Independent Director)
- iii. Shri J. N. Godbole (Non-Executive, Independent Director)
- iv. Shri Suparas Bhandari (Non-Executive, Independent Director)

3. Average net profit of the Company for three Financial Years.

The average Net Profit for the last three years is ₹ 32,013 lacs.

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)

The Company is required to spend ₹ 640 lacs towards CSR for the Financial Year 2018-19

5. Details of CSR spent during Financial Year

a. Total amount spent for the Financial Year: ₹ 669 lacs

b. Amount unspent, if any: NIL

c. Manner in which the amount spent during the financial year is detailed below:

Following expenditure has been made in accordance with the Company's CSR Policy and permissible under Schedule VII of the Companies Act, 2013 and rules framed thereunder:-

NIMBAHERA

SN	CSR Project or activity identified (60-75 words)	Section in which the project is covered	Local Area or other	Specify State and other	Amount Outlay	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
NIMBAHERA							
1	Various activities and promotions for preserving and encouraging Cultural heritage and Art like Srajan the spark (Mushaira bhartiya Lok kalamandal).	Art & Culture	Udaipur	Rajasthan	150000	150000	Direct
2	Providing Drinking water facilities for nearby villages.	Drinking Water	Maliakhara & Nimbahera	Rajasthan	1196907	1196907	Direct

SN	CSR Project or activity identified (60-75 words)	Section in which the project is covered	Local Area or other	Specify State and other	Amount Outlay	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
3	Infrastructural work at schools like building classrooms, furnishing with necessary equipments & furniture. Electrification of schools in nearby areas. Providing coaching facilities to children in nearby villages. Donation to NGO for education promotion.	Educational Charity	Bhawaliya	Rajasthan	25000	25000	
			Chittorgarh Dist.	Rajasthan	75000	75000	
			Fatcher Ahiran	Rajasthan	3280378	3280378	
			Karunda	Rajasthan	358011	358011	
			Nimbahera	Rajasthan	295316	295316	
4	Medical Checkup camps & Eye camps in nearby villages, distributed medicines & organised health awareness programs. Providing facilities at Aganbadi center. Supporting in different projects like Nand Ghar Yojana.	Health	Ahirpura	Rajasthan	76723	76723	
			Bansa	Rajasthan	43041	43041	
			Charliya Gadiya	Rajasthan	51282	51282	
			Dhanora Payari	Rajasthan	45420	45420	
			Fatcher Ahiran	Rajasthan	1016696	1016696	
			Karunda	Rajasthan	429390	429390	
			Maliakhera	Rajasthan	280308	280308	
			Nimbahera	Rajasthan	152220	152220	
5	Sparsh Sanitary Pad Project for Women self help groups and providing structured setups & training for earning through production and sell of low cost sanitary pads. Organising training programs for Woman Skill development.	Livelihood Promotion	Karunda	Rajasthan	417965	417965	
			Maliakhera	Rajasthan	1131802	1131802	
6	Construction of roads for connectivity in rural area, panchayat area, link road. Gitti road, Gravel road, CC roads.	Rural Development	Ahirpura	Rajasthan	1138349	1138349	
			Bansa	Rajasthan	557598	557598	
			Charliya Gadiya	Rajasthan	6686703	6686703	
			Karthana	Rajasthan	328509	328509	
			Karunda	Rajasthan	1568016	1568016	
			Maliakhera	Rajasthan	16350	16350	
7	Various community welfare activities which includes beautification of railway station and providing facilities & Renovation of structures of public interest.	Community Welfare	Phalwa	Rajasthan	8764404	8764404	
			Nimbahera	Rajasthan	177413	177413	
8	Arrangement for Election and expenses on Swachability run organised at Udaipur for motivation of Disable citizens and for spreading awareness about cleanliness.	Sanitation	Ujjain	Madhya Pradesh	200000	200000	
			Nimbahera	Rajasthan	291080	291080	
			Udaipur	Rajasthan	31600	31600	

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SN	CSR Project or activity identified (60-75 words)	Section in which the project is covered	Local Area or other	Specify State and other	Amount Outlay	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
NIMBAHERA		TOTAL			28785482	28785482	
MANGROL							
1	Providing coaching facilities to children in nearby villages. Donation to NGO for education promotion.	Eductaion	Mangrol	Rajasthan	644051	644051	
			Udaipur	Rajasthan	50000	50000	
2	Infrastructural work at Community places keeping in view health and sanitation like building toilets in schools. Organising medical camps & health check up camps in nearby villages.	Health	Arniya Joshi	Rajasthan	699670	699670	
			Mangrol	Rajasthan	662397	662397	
			Shahbad	Rajasthan	24648	24648	
			Tilakhera	Rajasthan	184971	184971	
3	Arrangement of Drinking water by tankers. Setting up borewells and lying pipelines as a part of providing permanent solution of clean drinking water supply for everyone in the area.	Drinking Water	Shahbad& Tilakhera	Rajasthan	751925	751925	Direct
4	Residential training program at villages for Women for skill development & livelihood development.	Livelihood Promotion	Mangrol	Rajasthan	2905670	2905670	Direct
5	Construction of roads for connectivity in rural area, panchayat area, link road. Gitti road, Gravel road, CC roads. Installation & maintenance of street light in villages with solar panel. Providng of top soil for agricultural use in nearby area.	Rural Development	Arniya Joshi	Rajasthan	284006	284006	
			Mangrol	Rajasthan	3979360	3979360	
			Shahbad	Rajasthan	900960	900960	
			Tilakhera	Rajasthan	530995	530995	
			Ukhaliya	Rajasthan	354000	354000	
6	Various activities and promotions for preserving and encouraging Cultural heritage and Art like contribution for Chittorgarh Fort Festival.	Art & Culture	Chittorgarh	Rajasthan	550848	550848	
MANGROL		TOTAL			12523501	12523501	
JHARLI							
1	PAMENT OF SALARY TO MOHANBARI SCHOOL TEACHER	Education	JHARLI	Haryana	228000	228000	

SN	CSR Project or activity identified (60-75 words)	Section in which the project is covered	Local Area or other	Specify State and other	Amount Outlay	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
2	SALARY PAY CLEANING WORK FOR PANCHAYAT	Promoting education, including special education and employment enhancing vocation skills especial among children, women, elderly, and the differently abled and livelihood enhancement projects,	JHARLI	Haryana	96000.00	96000.00	
3	SAFE AND CLEAN DRINKING WATER SUPPLY IN RURAL AREAS	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	JHARLI	Haryana	215000	215000	
4	DEKSTOP WOMEN POLICE STATION JHAJJAR	Rural development projects	JHAJJAR	Haryana	123000.00	123000.00	
5	CEMENT BAG SUPPLY FOR ANIMAL WATER RESOURCE	Rural development projects	JHARLI	Haryana	22,000.00	22,000.00	
6	Bricks for Green -Co in School	Rural development projects	JHARLI	HARYANA	17000.00	17000.00	
7	Tree Cover and Tree Guard	Rural development projects	JHAJJAR	Haryana	84000.00	84000.00	
8	Sewing Machine distribution at Jhajjar (Samartha NGO)	Rural development projects	JHAJJAR	Haryana	1205000.00	1205000.00	
9	JCB HIRE CHARGES FOR MOHANBARI PLAYGROUND & BLANKET DISTRIBUTION IN MOHANBARI	Rural development projects	JHARLI	JHARLI	381000	381000	
JHARLI		TOTAL			2371000.00	2371000.00	

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SN	CSR Project or activity identified (60-75 words)	Section in which the project is covered	Local Area or other	Specify State and other	Amount Outlay	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
MUDDAPUR							
1	Computer installation and Furniture in Government schools	Rural development	Muddapur and Ningapur Village	Karnataka	332619.00	332619.00	
2	Toilet construction at Halki Village	Rural development	Halki Village	Karnataka	300000.00	300000.00	
3	Construction of community hall and development of surrounding area with installation of visitors benches and hand railings at Lokapur village.	Community Welfare Projects	Lokapur Village (near by Plant with in 8 Kms)	Karnataka	1992603.00	1992603.00	
TOTAL (MUDDAPUR)					2625222.00	2625222.00	
TOTAL GREY					46,305,205.47	46,305,205.47	
WHITE CEMENT							
1	Safe and Clean Drinking Water Supply in rural areas through RO Plant.	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water	Gotan	Rajasthan	131000.00	131000.00	Expenses Incurred for RO, Gotan,& Help in Chief Minister Jal Swavlamban Abhiyan
2	Rural Area Development -Approch Road For Chepiya Nada Temple And Tank	Rural Area Development Project	Gotan	Rajasthan	4191000.00	4191000.00	Approach Road for Chepiya Nada Temple and Water Tank As request by Grame Panchayat Karwasaron ki Dhani-This Road will help Villegers to Reach the Temple and water pond which is adjacent to the Temple and one of the water source for villegers.
3	Rural Area Development -Civil Repairing Work At Dhanappa School	Rural Area Development Project	Gotan	Rajasthan	45000.00	45000.00	Repairing work at Dhanappa School-This will be help to safe the childrens

SN	CSR Project or activity identified (60-75 words)	Section in which the project is covered	Local Area or other	Specify State and other	Amount Outlay	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
4	Rural Area Development -Approach Road for Chepiya Nada Temple and Tank	Rural Area Development Project	Gotan	Rajasthan	42000.00	42000.00	
5	Plantation Work In Rural Area	Environment Sustainability	Gotan	Rajasthan	16000.00	16000.00	
6	Training To Promote Rural Sports	Rural Area Development Project	Gotan	Rajasthan	62000.00	62000.00	
7	Rural Development- Furniture To Patwar Bhawan	Rural Area Development Project	Gotan	Rajasthan	13000.00	13000.00	
WHITE TOTAL					4500000.00	4500000.00	
KATNI							
1	Badwara Government Road Work and Furniture Distributed	Rural Development	Badwara	MP	59000.00	59000.00	
2	Umbrella distributed to Village Government schools	Education	Badwara	MP	19000.00	19000.00	
3	Aquagard and Water cooler installation	Safe drinking water	Badwara	MP	57000.00	57000.00	
4	Construction work and repair & maintenance for Patra Temple	Rural Development Projects	Patra	MP	241000.00	241000.00	
5	Items distributed to local villagers	Eradicating extreme hunger & poverty	Gudha	MP	5000.00	5000.00	
6	Construction work for Rupaund Temple	Rural Development Projects	Badwara	MP	201000.00	201000.00	
TOTAL (KATNI)					582000.00	582000.00	
Ho Csr Expenditure							
1	Catering of food & distribution of blankets to orphanage & poors	Eradicating extreme hunger & poverty	New Delhi	New Delhi	23400	23400	
2	Tiolet construction in primary school	Promotion of Education	Kanpur	UP	100000	100000	
3	Distribution of bag kit	Promotion of Education	Kanpur	UP	386080	386080	
4	Contribution to J.K. Gram vikas udyog for cross breeding projects in rural areas	Social Responsibility	Rajasthan & Haryana	Rajasthan & Haryana	15000000	15000000	
Ho					15509480	15509480	
Total Amount Spent					66,896,685.47	66,896,685.47	

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SN	SUMMARY OF EXPENDITURE	Amount(₹)
1	J.K. CEMENT WORKS, NIMBAHERA	28785482
2	J.K. CEMENT WORKS, MANGROL	12523501
3	J.K. CEMENT WORKS, JHARLI	2371000
4	J.K. CEMENT WORKS, MUDDAPUR	2625222
5	J.K. WHITE CEMENT WORKS	4500000
6	J.K. WHITE, KATNI	582000
7	HEAD OFFICE	15509480
		66896685

- 6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.**

Not Applicable

- 7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Place : Kanpur
Date: 18-05-2019

Yadupati Singhania
Chairman & Managing Director
DIN:- 00050364

Dr. K. B. Agarwal
Chairman - Corporate Social and
Responsibility Committee
DIN:- 00339934

ANNEXURE - C

PARTICULARS OF ENERGY CONSERVATION , TECHNOLOGY ABSORPTION , FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER COMPANIES (ACCOUNTS) RULES 2014 PURSUANT TO SECITON 134(3)(m) OF THE COMPANIES ACT,2013 READ WITH RULE 8(3) OF THE COMPANIES(ACCOUNTS) RULES,2014

A) ENERGY CONSERVATION

Sustainable Development and continuous improvement of Key Performance Indicators is of prime importance for the company. Electrical and Thermal energy being major cost element in cement manufacturing , remained main focus to reduce cost.

During the year 2018-19, following measures were taken giving reduction of power consumption by 15512943 kwh, and 9545 GJ by investing ₹ 406.22 lacs per annum.

- Installation of Energy Efficient Equipments
- In-house small modifications.
- VFD installation.
- Improving Production & Operational Efficiency.
- Improving Thermal efficiency.
- Downsizing of the existing equipments.
- Process optimization
- R&D Activities and Adopting new Technology.

Installation of Energy Efficient Equipments

Various low efficiency motors were replaced by high efficiency motors and other energy efficient equipments were installed to improve electrical efficiency of the system. By these steps JK Cement Ltd is able to save 1662255 kwh and ₹ 97.16 lacs per annum of electricity with expenditure of ₹ 144.39 lacs only.

In-house small modifications

Small steps of energy savings like kaizen in various section of Production & Process is a big tool for energy conservation. Such small modifications resulted in savings of 107452 kwh and ₹ 6.17 lacs of electricity with ₹ 2.51 lacs investment.

VFD installation

Replacement of existing drive system by VFD installation has resulted in savings 3938861 kwh and ₹ 211.10 lacs of electricity cost with expenditure of ₹ 162.80 lacs only.

Improvement in Production & Operational Efficiency

Improvement in the Production rate index of both Kilns with optimization of process & operational parameters handsome savings in terms of rupees as well as efficiency of the system is achieved. Through improvement in output & operational efficiency at Mangrol, company has saved ₹ 410.52 lacs by reducing 7702134 kwh of electricity with expenditure of ₹ 5.0 lacs only.

Improvement in Thermal Efficiency

Besides the in-house monitoring & optimization of the clinkering section, Low primary air burners were installed replacing existing burners to improve the thermal efficiency of the system at JK Cement Mangrol. In TPP, iECO/ APH & ESP ash conveying system discharge has been taken into Boiler-I & II instead of ASH SILO as a recycling method and noticed LOI reduction in fly ash and Replacement of existing burner with high efficient burner in Kiln JK Cement Muddapur. Company has saved ₹ 221.57 lacs through reduced thermal energy consumption and minimising heat losses. Total thermal energy saved during the year is 9545 Giga Joules by investing ₹ 75 lacs.

Downsizing of the existing equipments

By optimization of loading on motors with respect to existing loading and rated KW, various motors were replaced by lower KW ratings resulting in Improvement in loading factor and efficiency. Such steps in total resulted in savings of ₹ 23.90 lacs by reducing 416501 kwh of electricity with expenditure of ₹ 11.72 lacs only.

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Process optimization

Monitoring of Production process and Analysis of regular data is very important for energy conservation.

By optimization of Process interlocks & monitoring process parameters good savings of ₹ 113.40 lacs by reducing 1685740 kwh of electricity were achieved with expenditure of ₹ 4.80 lacs only.

Detail of Savings are as under:-

	Saving KWH (000)	Saving GJ	Savings (₹ in Lakhs)
Installation of Energy Efficient Equipments	1662255		97.16
In House small modifications	107452		6.17
VFD installation	3938861		211.10
Improving Production & Operational Efficiency	7702134		410.52
Improving Thermal efficiency		9545	221.57
Downsizing of the existing equipments	416501		23.90
Process optimization	1685740		113.40

B) TECHNOLOGY ABSORPTION AND R&D ACTIVITIES

By technology upgradation and R&D activities in the areas of Process Improvement during 2018-2019 we have achieved major cost reduction in:

- By R&D activities JK Cement Nimbahera has saved ₹ 176.31 lacs by reducing 3519183 kwh of electricity with expenditure of ₹ 138.89 lacs only.
- Alternative fuel usage at JK Cement Mangrol of 50015 Ts. by which we saved 12761 Ts of Petcoke which is equivalent to ₹ 1249.08 lacs savings by investing ₹ 72.30 lacs

And further Energy Management of JK Cement Ltd in FY 2019-20 ₹ 603 lacs has been planned for Technology Absorption & Energy Conservation measures as under:-

- Amount of ₹ 132.18 lacs has been planned for Nimbahera plant for Technology Absorption & Energy Conservation measures for the year 2019-20.
- Amount of ₹ 67.34 lacs has been planned for Gotan plant for Technology Absorption & Energy Conservation measures for the year 2019-20.
- Amount of ₹ 403.48 lacs has been planned for Mangrol plant for Technology Absorption & Energy Conservation measures for the year 2019-20.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	₹ In lacs
Foreign Exchange earned in terms of actual inflows	1106.00
Foreign Exchange outgo in terms of Actual outflow	26758.55

ANNEXURE - D

BUSINESS RESPONSIBILITY REPORT 2018-19

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN):	L17229UP1994PLC017199
2.	Name of the Company	JK Cement Limited (JKCL)
3.	Registered Address	Kamla Tower, Kanpur – 208001, Uttar Pradesh, India
4.	Website	http://www.jkcement.com/
5.	Email id	shambhu.singh@jkcement.com
6.	Financial Year reported	FY 2018-19
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Cement and cement related products

Industrial Group 1	Class	Sub Class	Description
374	3741	37410	Plaster of Paris
	3744	37440	Manufacturing of Cement and Cement related products.
35	3551	35110	Primer

As per National Industrial Classification – Ministry of Statistics and Programme Implementation¹

8.	List three key products / services that the Company manufactures / provides (as in balance sheet):	1. Grey Cement 2. White Cement 3. White Cement based Wall Putty 4. Gypsum Plaster of Paris 5. Tile Adhesive 6. Primaxx 7. Shieldmaxx
9.	Total number of locations where business activity is undertaken by the Company	Head Office in Kanpur, Central Marketing Office in New Delhi and Cement Plants in Nimbahera, Mangrol and Gotan in Rajasthan, Muddapur in Karnataka and Jharli in Haryana, Katni in M.P.
	Number of International Locations (Provide details of major 5)	--
	Number of National Locations	Head Office in Kanpur, Central Marketing Office in New Delhi and Cement Plants in Nimbahera, Mangrol and Gotan in Rajasthan, Muddapur in Karnataka and Jharli in Haryana, Katni in M.P.
10.	Markets served by the Company - Local / State / National / International	White Cement & White Cement Based Wall Putty –Pan India. Grey Cement - Andhra Pradesh, Delhi, Goa, Gujarat, Haryana, Jammu & Kashmir, Karnataka, Kerala, Madhya Pradesh, Maharashtra, Punjab & Chandigarh, Rajasthan, Tamil Nadu, Uttaranchal, Uttar Pradesh

SECTION B: FINANCIAL DETAILS OF THE COMPANY (STANDALONE)

- Paid up capital (₹) : 7726.83 Lacs
- Total turnover (₹) : 491,919.04 Lacs
- Total profit after taxes (₹) : 32,550.93 Lacs
- Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): During the year, an amount of ₹ 668.97 Lacs was spent on CSR activities. This represents 2.05 % of profit after tax spend on CSR activities during the financial year 2018-19.
- List of activities in which expenditure in 4 above has been incurred:
 - Education, Art & Culture & Community Welfare – ₹ 90.48 Lacs
 - Environment & Animal Welfare – ₹ 150.16 Lacs
 - Health & Livelihood – ₹ 107.97 Lacs
 - Rural Infrastructure Development – ₹ 320.36 Lacs

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SECTION C: OTHER DETAILS

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

JKCL has two wholly owned subsidiaries namely Jaykaycem (Central) Limited and JK Cement (Fujairah) FZC and one step down subsidiary JK Cement Works (Fujairah) FZC which is also having a subsidiary J.K. White Cement (Africa) Ltd. located in Africa.

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

No subsidiary Company of JKCL participates in the BR Initiatives of JKCL.

3. Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities?

No, none of the entity / entities with whom Company does business participates in the BR initiatives of the JKCL.

SECTION D: BR INFORMATION

1. Details of Director / Directors responsible for BR:

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

DIN Number : 00050364
Name : Shri Yadupati Singhania
Designation : Chairman & Managing Director

b) Details of the BR Head:

Name : Shri Shambhu Singh
Designation : Company Secretary and Asst. Vice President (Legal)
Telephone no. : +91-512-2371478-81
E-mail id : shambhu.singh@jkcement.com

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

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

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

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policy / policies	Yes								
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Yes, Views from respective stakeholders, relevant internal and external stakeholders as deemed necessary, have been considered while formulating the respective policies and practices.								
3.	Does the policy conform to any national / international standards? If Yes, specify? (50 words)	Policies and practices meet application regulatory and best practices requirements as evaluated by the organization at the time of their formulation. The same are evaluated and updated from time to time as deem appropriate.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD / Owner / CEO / appropriate Board Director?	Yes								
5.	Does the Company have a specified committee of the Board/ Director / Official to oversee the implementation of the policy?	Yes. Company has in place numerous Board level and other committees in place for looking after different aspects of the day to day business activities, including supervision over proper application and adherence to various company policies and practices.								
6.	Indicate the link for the policy to be viewed online? (A)	Relevant company policies can be accessed and viewed on company website: http://www.jkcement.com/								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders? (B)	Yes, policies and practices have been communicated to concerned stakeholders as per their applicability.								
8.	Does the Company have in-house structure to implement the policy/ policies?	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies? (C)	Yes. Company has a Whistle Blower Policy with grievance redressal mechanism for stakeholders to raise their grievances.								
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	Yes. Checks and balances are in place for ensuring strict compliance to various company policies and practices.								

(A) The following policies can be viewed on website <http://www.jkcement.com/>

1. Code of Conduct Policy
2. Dividend Distribution Policy
3. Internal Financial Control Policy
4. Archival Policy
5. Policy for determination of materiality of events information
6. Policy on preservation of documents and records
7. Policy on evaluation of performance of directors and the board
8. Policy for determining Material Subsidiaries
9. Insider Trading Policy 2015
10. Harassment Policy
11. CSR Policy
12. Related party Transaction Policy
13. Whistle Blower Policy

(B) Except policies listed above, all other policies are meant for internal consumption of employees and are available on the Company's intranet. All policies have been periodically communicated to the relevant internal and external stakeholders.

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- (C) Any clarifications for grievances related to either of the policies are addressed by the respective leadership team member and if not addressed to satisfaction can be escalated to Company secretary at shambhu.singh@jkcement.com

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

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

3. Governance related to BR:

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

The sustainability performance of the Company is assessed on continual basis, at least once annually. Here, the Company evaluates sustainability related risks, performance and present the outcomes to management team and Board for their information and consideration.

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

Yes, the Company publishes its sustainability report annually. The sustainability report for FY 2018-19 (under publication) is compliant with the latest Global Reporting Initiative (GRI) Standards. An electronic version of the latest report i.e. for FY 2017-18 is also uploaded on the Company's website to serve as a web version. The hyperlink for viewing the same is as under: https://www.jkcement.com/sustainability_report

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

JKCL is committed to conduct its business in accordance with the applicable laws, rules and regulations. We practice highest standards of business ethics, transparency and accountability in all our decision-making processes and carry out fair communications with all our stakeholders. Our Board, management and stakeholders help us to conduct our operations in an ethical manner.

JKCL's good governance is supported by its Code of Conduct. Code of Conduct (CoC) outlines the expected standards of ethical conduct and behaviour. The CoC extends to all employees at all levels and other individuals working with the Company, its business associates, suppliers, customers and explicitly prohibits bribes, improper

payments and direct them to ensure ethical business conduct.

Further, a proper mechanism has thus been established for the employees to report to the management about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The Whistle Blower Policy helps in reporting genuine concerns or grievances, if any. It empowers any person associated with the organisation to file a grievance if he/ she notices any irregularity.

A copy of our Code of Conduct, whistle blower policy is available on the Company's website. <https://www.jkcement.com/home>

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

JKCL received 21 shareholder complaints during the FY 2018-19, while no complaints were pending

from previous financial year. All the 21 complaints have been successfully resolved during the year.

Principle 2: Goods and services

1. List up to three of your products or services whose designs have incorporated social or environmental concerns, risks and/ or opportunities.

- a. Cement (Grey & White)
- b. Wall Putty
- c. Primaxx

As a socially and environmentally responsible company, JKCL consistently adopts sustainable practices to demonstrate corporate citizenship. We aim to mitigate environmental impacts due to our business operations and follow precautionary approach wherever we suspect that the risk of our actions might cause harm to environment.

We invest in process equipment and systems intended for economical use of energy and reducing the environmental impacts of our cement manufacturing activities. In this regard, we have implemented a fully integrated EHS management system in our manufacturing plants, which are certified by the internationally recognised ISO-9001, ISO-14001 and OHSAS-18001 standards. We also have implemented Energy Management System (EnMS), ISO 50001 thus achieving improved operational efficiencies.

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

i. Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain.

At JKCL, we give highest importance to resource efficiency. Our focus is on improving resource efficiency in clinker and cement production by optimizing energy usage, utilizing waste in production processes and targeting higher alternative fuel and raw material usage. We are also working towards reducing the emissions, effluents and wastes produced from our plants.

We undertook various initiatives during the year for better operations and outcomes. We reduced the raw material consumption, optimized the use of equipment, reduced wastage across processes and conducted preventive maintenance and part replacements for better efficiency. As a result of such initiatives, we have witnessed decrease in energy intensity despite increase in production over the years.

Our operations consume alternative materials like fly ash, pond ash, slag etc. which help

in conserving natural raw materials used for cement production. Further, alternative fuels such as agro-waste, carbon black, fibre mass, plastic waste, liquid mixed waste and solid mixed waste are consumed in kiln firing thus substituting fossil fuels to some extent. We have nearly doubled our alternative fuels consumptions over the years.

For water conservation, we are continuously exploring opportunities to increase use of recycled water and reduce water consumption across our plant sites.

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

Cement as a product is used for a variety of purposes and by diverse consumers. Hence, it is not feasible to measure the usage (energy, water) by consumers.

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

Yes, JKCL understands the impact of its supply chain and has taken proactive steps to identify the most significant environmental and social challenges within its value chain. Our manufacturing locations are closer to limestone mines which saves on transportation cost and time involved in procurement of the primary raw materials. Here, company's code of conduct, human rights aspects, procedures and practices are strictly followed.

JKCL encourages procurement through vendors who adopt sustainable practices. We select vendors that are situated near to our manufacturing locations. We conduct screening of transport providers based on parameters like newer vehicles, pollution certificates, GPS based tracking etc. Also, we are shifting towards the rail mode of transportation related to the dispatches of our end products as well as inter unit transfer of clinker.

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

With expansions of 4.2 MnTPA in pipeline, we are contributing significantly towards direct and indirect impact on country's economy by providing more employment opportunities for the local population and creating more business prospects for local businesses as well.

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JKCL has been procuring goods and availing services from nearby local vendors. To Improve the capability of vendors, JKCL organizes periodic vendor meet and capacity building trainings. We always prefer to source our raw materials, spares and equipment locally i.e. within India. Only in exceptional cases, wherein our expectations are not met within the local market or due to lack of availability of required product or services, we procure from outside India.

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

The cement manufacturing process does not directly discharge any significant effluent or waste. Fly ash generated from Company's captive power plant during power generation is utilised in blended cements. Further, recognizing the urgent need to address global problems of increasing paucity of fossil fuels, JKCL is using Alternative Fuels and Raw (AFR) materials which will help in conserving natural raw materials and fuels used for cement production.

Principle 3: Employees

- 1. Please indicate the total number of employees:**
3414 Permanent Employees (as on 31st March 2019)
- 2. Please indicate the total number of employees hired on temporary / contractual / casual basis**

Category of employees	No of employees
Sub-contracted employees	2617

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

Category	Nimbahera	Mangrol	Gotan	Jharli	Katni	Muddapur	HO & Marketing
a Permanent employees							
Staff	67%	83%	100%	100%	-	100%	45%
Workers	42%	44%	-	-	-	100%	-
b Permanent women employees	60%	66%	100%	-	-	100%	38%
c Casual/ Temporary/Contractual employees	100%	100%	100%	-	100%	100%	-
d Employees with disabilities	100%	-	100%	-	-	100%	-

Principle 4: Stakeholders

- 1. Has the Company mapped its internal and external stakeholders? Yes / No**
Yes. Maintaining relationship with stakeholders is a business imperative for JKCL. The Company has mapped its stakeholders as a part of the sustainability reporting process.

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

50 (as on 31st March 2019)

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

5 (as on 31st March 2019)

- 5. Do you have an employee association that is recognised by the Management?**

The Company has recognized trade unions at our manufacturing plants viz. Gotan, Nimbahera and Mangrol which are recognised by the Management.

- 6. What percentage of your permanent employees is member of this recognised employee association?**

At JK Cement, none of our permanent employees are part of the recognized trade unions at our manufacturing plants. However, at Gotan, Nimbahera and Mangrol 100 %, 25% and 11% of our workers respectively, are members of recognized employee associations.

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

S. No.	Category	No of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child Labour	Nil	Nil
2	Forced Labour	Nil	Nil
3	Involuntary Labour	Nil	Nil
4	Sexual Harassment	Nil	Nil

- 2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?**

Yes. The company has mapped disadvantaged, vulnerable and marginalised stakeholders in and around our areas of its significant operations, and is actively working towards their inclusive growth as part of company's CSR efforts.

3. Are there any special initiatives undertaken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so.

Yes, all CSR interventions of the Company are intended to target the disadvantaged, vulnerable and marginalized stakeholders. JKCL runs initiatives in the areas of education, community hygiene, infrastructure development, livelihood support and vocational training and skill development, all initiatives directed towards helping our neighbouring communities, and being instrumental in cultivating their progress. To achieve the same, we have a well-established CSR policy which reflects our objective of economic and social development to create a positive impact.

Principle 5: Human rights

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

All aspects of the human rights are in-built and covered under Company's Code of Conduct, Harassment and Whistle blower policies as well as in various human resource practices/policies.

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

In total, 21 complaints have been received from shareholders and 21 complaints have been resolved by the management successfully. There were no complaints regarding breach of human rights aspects during the reporting period.

Principle 6: Environment

1. Do the policies related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

JKCL's Health, Safety and Environment policies, rules and regulations are applicable for all stakeholders i.e. employees, contractors and other business partners, involved in JKCL's business activities.

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

Yes, the Company is committed to address global environmental issues including reduction of GHGs emissions. During the year 2018-19, these energy conservation measures led to a reduction in power consumption thus yielding monetary savings. Energy efficiency & conservation initiatives taken to achieve the reduction of GHGs were:

1. Alternative Fuel and Raw Materials (AFR);
2. Process optimization - Improving Output and Efficiency, downsizing existing equipment, improving heat utilization and minimizing losses.
3. Installation of Variable Frequency Drive (VFD)
4. Installation of energy efficient equipment
5. Clinker substitution by making Blended Cements
6. Waste heat recovery (WHR)
7. Technology Absorption and R&D Activities
8. Solar Power Plant Installations

These initiatives form a part of JKCL's climate protection strategy and for more detailed information, please visit: https://www.jkcement.com/pdf/jkcl_sustainability_report_2017-18new.pdf

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

Yes, the Company has a risk management mechanism in place to identify, assess and mitigate the impact of potential environmental risks. As part of our commitment towards mitigating environmental risk, we have implemented a fully integrated EHS management system in our manufacturing plants. In addition, we regularly conduct EHS management system audits by third-party certification agencies to maintain the requirements of global standards.

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

Currently, no projects related to Clean Development Mechanism have been taken up by the Company.

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

Over the years, JKCL has taken numerous initiatives from clean and green technology perspective. Power generating capacity from waste heat recovery of JKCL stands at 23.20 MW capacity which is forms roughly 18.45% of the total captive power generation. In the FY 2018-19, 138674.20 MWH of power was generated using waste heat recovery thus contributing to reduction in the carbon footprint of the company. Further in line with our continuous efforts to shift with renewable energy, the company has consumed 219217 KWH

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of solar power and has installed a solar power plant of 300 KW capacity at Jharli and 150 KW capacity at Gotan. Details of these initiatives are covered in the Corporate Sustainability Report issued by the Company every year. Further, wind power is also consumed as one of the source of green energy. Going forward, JKCL is focussed to increase its renewable power source share in its energy mix.

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

7. Number of show cause / legal notices received from CPCB / SPCB, which are pending (i.e. not resolved to satisfaction) as at the end of the financial year.

No show cause / legal notices from CPCB / SPCB have been received by any of the JKCL manufacturing plants during the financial year.

Principle 7: Policy Advocacy

1. Is your Company a member of any trade and chambers or association? If yes, name only those major ones that your business deals with.

The Company is a Member of:

1. JK Organisation
2. Federation of Indian Chambers of Commerce and Industry (FICCI)
3. Cement Manufacturer's Association (CMA)

2. Have you advocated / lobbied through the above associations for the advancement or improvement of public good? Yes / No; if yes, specify the broad areas (drop box: governance and administration, economic reforms, inclusive development policies, energy security, water, food, security, sustainable business principles and others).

No

Principle 8: Inclusive Growth

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

Yes, the Company has specific programs / initiatives / projects pursuant to its CSR policy. The CSR policy can be accessed through the below link: https://www.jkcement.com/pdf/csr_policy_of_jk_cement_ltd_20.11.14.pdf

As a part of JK Organisation, we continue to invest in the community wellbeing, and our strategy is to extend our outreach and touch lives in diverse ways, we work primarily in these focus areas



JKCL, as an ambitious organization, strives to play the role of an essential positive catalyst to impact more and more lives with its CSR initiatives. The organization contributes to raising the standard of living of nearby communities and works relentlessly year after year with a motive of 'give back to the society' with its well-planned and carefully executed CSR activities. The social initiatives taken by JKCL have impacted life of local people belonging to gram panchayats and villages situated around our operational plants.

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

The Company's CSR projects are implemented through its in-house CSR Department or in support with other external competent authorities such as Government institutions / NGOs. JKCL has a Board level CSR committee which assists the Board in monitoring and observing CSR practices of Corporate Governance at all levels and provide remedial measures wherever necessary.

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

JKCL regularly engages with local community members as part of its stakeholder engagement exercise, during which community need assessment and discussions regarding the impact of the ongoing projects are also analysed and complied. These allow JKCL to gaze the impact of its ongoing initiatives and design / modify future engagements to better assess the needs of the communities.

4. What is the Company's direct contribution to community development projects? Provide the amount in ₹ and the details of the projects undertaken?

₹ 668.97 Lacs was spent during the financial year 2018-19 on CSR initiatives across our major manufacturing locations. This represents 2.28% of average net profit after tax for immediately preceding three financial year.

CSR Initiatives (FY 2018-19)	Total Expenditure (in ₹ Lakhs)
Rural Infrastructure development	320.36
Health & Livelihood	107.97
Environment & Animal Welfare	150.16
Education, Art & Culture & Community Welfare	90.48
TOTAL	668.97

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

JKCL regularly engages with local community members to gauge the impact of its ongoing CSR initiatives. Projects are assessed under the

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

Particulars	Remarks/Status
The Competition Commission of India (CCI) vide its order dated 31.8.2016 imposed a penalty of ₹ 12854 Lacs on the company. The appeal was heard whereupon National Company Law Appellate Tribunal (NCLAT) vide order dated 25.07.2018 upheld CCI's order.	The Company has filed statutory appeal before Honorable Supreme Court which vide its order dated 5.10.2018 had admitted the appeal & directed that the interim order of stay passed by the tribunal in this matter will continue for the time being. The company backed by legal opinion believes that it is good case and accordingly no provision has been made in the accounts.
In a separate matter, CCI imposed penalty of ₹ 928 Lacs vide order dated 19.1.2017 for alleged contravention of provision of Competition Act, 2002 by the Company.	On Company's appeal, NCLAT has stayed the operation of CCI's order. The matter is pending for hearing before NCLAT. Based on Legal opinion, the Company believes that it has a good case and accordingly, no provision has been made in the Audited Annual Report of 2018-19.

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

JKCL is a consumer centric company. The Company meet customers' rapidly changing expectation by supplying quality products at the right price. During the year, JKCL adopted consumer satisfaction practices and reinforced superior quality standards across manufacturing locations.

agreed strategy and are monitored on a quarterly basis. We continuously seek to execute effective CSR interventions to boost the living standards and the overall economic status of under privileged community.

Principle 9: Customers

1. What percentage of customer complaints / consumer cases is pending, as at the end of the financial year?

We received 1073 Complaints in Grey & White Cement during the FY 2018-19, out of which 1071 complaints were resolved successfully by 31st March 2019. Only 2 complaints are pending, 1 each in case of Grey Cement & other in White Cement and its Value-Added Products. As on date, all the pending complaints regarding 31st March 2019 have been resolved successfully.

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

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

■ REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE

1.1 Company's philosophy on Code of Corporate Governance

At J.K. Cement, we view corporate governance in its widest sense, almost like trusteeship, integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management Level. The Company's philosophy on Corporate Governance is to enhance the long-term economic value of the Company, sustainable return to its stakeholders i.e. the society at large by adopting best corporate practices in fair and transparent manner by aligning interest of the Company with that of its shareholders/other key stakeholders. Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality. This, together with meaningful CSR activities and sustainable development policies followed by the Company, has enabled your Company to earn trust and goodwill of its investors, business partners, employees and the communities in which it operates. In so far as compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended in 2018 is concerned, your Company is in full compliance with the norms and disclosures that have to be made.

1.2 Governance Structure

JK's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

2 BOARD OF DIRECTORS

The JK Board plays a pivotal role in ensuring that the Company runs on sound and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company; ensuring

fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

Committee of Directors

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the various committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee and Committee of Directors. Each of these Committees has been mandated to operate within a given framework.

Management Structure

Management Structure for running the business of the Company as a whole is in place with appropriate delegation of powers and responsibilities. The Chairman and Managing Director is in overall control and responsible for the day-to-day working of the Company. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various Committees.

Board of Directors

(i) Composition of the Board

At J.K. Cement Ltd, the Board is headed by its Chairman and Managing Director, Shri Yadupati Singhania. The Independent Directors on the Board are experienced, competent and highly reputed persons from their respective fields. The Independent Directors take active part at the Board and Committee Meetings, which adds vision, strategic direction and value in the decision making process of the Board of Directors.

The composition of the Board of Directors is given herein below:

- One Promoter, Executive, Non-Independent Director,
- Three Non-Executive, Non-Independent Directors,
- Six Non-Executive, Independent Directors.

(ii) Attendance of each Director at the Board Meetings and last Annual General Meeting

The Board meets at least once a quarter to review the quarterly financial results and operations of your Company etc. In addition, the Board also meets as and when necessary to address specific issues relating to the business of your Company. During the financial year ended 31st March, 2019 five Board Meetings were held on the following dates:

(i) 12th May, 2018 (ii) 28th June, 2018 (iii) 28th July, 2018 (iv) 3rd November, 2018 (v) 2nd February, 2019

The attendance of each Director at Board Meetings and at the last Annual General Meeting (AGM) was as under:

S. No.	Name of Director	No. of Board Meetings Attended	Attendance at last AGM
1	Shri Yadupati Singhania	5	YES
2	Shri A. Karati	3	YES
3	Shri J.N. Godbole	4	YES
4	Shri K.B. Agarwal	5	YES
5	Shri K.N. Khandelwal	5	YES
6	Mr. Paul Heinz Hugentobler	3	NO
7	Shri R.K. Lohia	1	NO
8	Shri Suparas Bhandari	4	YES
9	Smt. Sushila Devi Singhania	5	NO
10	Shri Shyam Lal Bansal*	0	N.A
11	Smt. Deepa Gopalan Wadhwa**	2	N.A

*Shri Shyam Lal Bansal resigned w.e.f 12.6.2018

**Smt. Deepa Gopalan Wadhwa appointed w.e.f. 3.11.2018

(iii) The number of Directorships on the Board and Board Committees of other companies, of which the Directors are members / Chairman is given as under:

Sl.No.	Name of Director	Category	Relationship interse Director AGM	No. of other Directorship@	No of Board Committees** (other than JK Cement Ltd) In Which		Name of Listed Company(ies) (Other than J.K. Cement Ltd.)
					Chairman	Member	
1	Shri Yadupati Singhania Chairman & Managing Director	Executive, Non- Independent	Smt.Sushila Devi Singhania	7	-	-	--
2	Shri Achintya Karati	Non-Executive, Independent	-	7	4	4	1. Sangam (India) Ltd. 2. Jay Bharat Maruti Ltd. 3. Delton Cables Ltd. 4. Shyam Telecom Ltd. 5. Uflex Ltd.
3	Smt. Sushila Devi Singhania	Non-Executive, Non- Independent	Shri Yadupati Singhania	1	-	-	--
4	Shri J.N. Godbole	Non-Executive, Independent	-	7	3	5	1. Emami Paper Mills Ltd. 2. Gujarat Alkalies and Chemicals Ltd. 3. Saurashtra Cement Ltd. 4. Kesar Terminals & Infrastructure Ltd. 5. Zuari Agro Chemicals Ltd. 6. Zuari Gopal Ltd.
5	Dr. K.B. Agarwal	Non-Executive, Independent	-	4	2	2	1. Key Corp Ltd. 2. Jaykay Enterprises Ltd.
6	Shri K.N. Khandelwal	Non-Executive, Non- Independent	-	1	-	2	Khandelwal Extraction Ltd.
7	Shri R.K. Lohia	Non-Executive, Independent	-	4	-	-	--
8	Shri Suparas Bhandari	Non-Executive, Independent	-	1	-	1	LT Foods Ltd.
9	Mr. Paul Heinz Hugentobler	Non-Executive, Non- Independent	-	1	-	-	--

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Sl.No.	Name of Director	Category	Relationship interse Director AGM	No. of other Directorship@	No of Board Committees** (other than JK Cement Ltd) In Which		Name of Listed Company(ies) (Other than J.K. Cement Ltd.)
					Chairman	Member	
10	Shri.S.L.Bansal (resigned w.e.f.12.6.18)	Non-Executive, Independent	-	N.A.	N.A.	N.A.	N.A
11	Smt. Deepa Gopalan Wadhwa (appointed w.e.f. 3.11.18)	Non-Executive, Independent		1	-	-	--

@ Directorships on all public limited companies, whether listed or not, has been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 has been excluded.

** Chairmanship/ Membership of the Audit Committee and the Stakeholders Relationship Committee has been considered.

Note: None of the Director is acting as Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a Chairman of more than 5 committees across all Public Limited Companies in which he is a Director.

(iv) Non-Executive Directors'

Compensation and disclosures

Apart from sitting fees paid to the Non-Executive Independent and Non-Independent Directors (except Chairman & Managing Director) for attending Board/ Committee meetings, Commission was paid during the year details of which are given separately in this report. Further, for the expert advisory/consultancy services rendered by any Director consultancy fee has been paid. No transaction has been made with Non-Executive Independent Directors vis-à-vis your Company.

(v) Other provisions as to Board and Committees

Your Company's Board plays a pivotal role in ensuring good governance and functioning of your Company. The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board and their foresight helps in decision making process.

The Board has unfettered and complete access to any information with your Company. Members of the Board have complete freedom to express their views on agenda items and discussions at Board level are taken after due deliberations and full transparency. The Board provides direction and exercises appropriate control to ensure that your Company is managed in a manner that fulfills stakeholder's aspirations and societal expectations.

The matters placed before the Board as required under Listing Regulations inter alia includes:

- Annual operating plans and budgets and any updates.

- Capital budgets and any updates.
- Quarterly results for the listed entity and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the listed entity, or substantial non- payment for goods sold by the listed entity.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.

- L. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- M. Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- N. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- O. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, Regulation 25(7) of the Listing Regulations and other relevant regulations and his affirmation taken with respect to the same.

Meetings of Independent Directors

The Company's Independent Directors meet at least once in every financial year without the presence of Non-Independent Directors and management personnel inter alia to:

- review the performance of Non- Independent Directors and the Board as a whole,
- review the performance of the Chairman and Managing Director of the Company, taking into account the views of Non-Executive directors,
- assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

During the year under review, the Independent Directors met on 2nd February, 2019 without the presence of Non Independent Directors and management personnel to discuss the aforesaid issues.

Performance evaluation of Independent Directors

The Board evaluates the performance of Independent Directors and recommends commission payable to them based on their commitment towards attending the meetings of the Board/Committees, contribution and attention to the affairs of the Company and their overall

performance apart from sitting fees paid for each Board and Committee Meetings attended by them.

Familiarization Program for Directors

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Chairman and Managing Director and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The program also includes visit to the plant to familiarize them with all facets of cement manufacturing. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members.

Meeting, Agenda and Proceedings of Board Meeting

- **Agenda:** All the meetings are conducted as per well designed and structured agenda and in line with the compliance requirement under the Companies Act, 2013 Rules framed thereunder and applicable Secretarial Standards prescribed by ICSI. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the earlier meetings. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are circulated seven days prior to the Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for ratification/ approval.
- **Invitees & Proceedings:** Apart from the Board members, the Company Secretary, the CFO, the Special Executives, Business Heads are invited to attend all the Board Meetings. Other senior management executives are invited as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO briefs on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Chairman and Managing Director, the CFO and other senior executives briefs on capex proposals & progress, operational health & safety, marketing & cement industry scenario and other business issues. The Chairman of various Board Committees brief the Board on

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all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board Meeting.

- **Post Meeting Action:** Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Chairman & Managing Director, CFO and Company Secretary for the action taken/ pending to be taken.
- **Support and Role of Company Secretary:** The Company Secretary is responsible for convening the Board and Committee Meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. He acts as interface between the Board and Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects. Mr. Shambhu Singh, Company Secretary is the Compliance Officer for complying with the provisions of the Securities Laws.

Directors' Profile

The brief profile of each Director as at the year end is given below:

Mr. Yadupati Singhania aged about 65 years Chairman and Managing Director (B. Tech from IIT, Kanpur)

Yadupati Singhania is the Chairman and Managing Director of our Company, and has been associated with cement business since 1975. He holds a Bachelor of Technology degree from the Indian Institute of Technology, Kanpur. He is also a chief patron of Merchants Chamber of Uttar Pradesh and Kuladhipati of Dayanand Siksha Sansthan. Besides, being Chairman of the Board of Governors of Dr. Gaur Hari Singhania Institute of Management & Research, he is also President of Kanpur Productivity Council. He is presently the Vice President of J.K. Organisation, President of Uttar Pradesh Cricket Association and Chairman of Employers Association of Northern India. He is also involved with various Educational and Social Organisations in the city of Kanpur like Juhari Devi Girls College, Kailashpat Singhania Sports Foundation, Agrawal Sabha etc

Smt. Sushila Devi Singhania aged about 83 years Non-Executive, Non- Independent Director (Graduate of Arts)

Sushila Devi Singhania is a Non-executive, Non-independent Director of our Company. She has been functioning as a Director of our

Company since 26th July, 2014. She is also Director of Yadu International Limited. She is a member of managing committee of Seth Anandram Jaipuria School, Kanpur, President of Juari Devi Girls Inter College, Kanpur and President of Juari Devi Girls Post Graduate College, Kanpur. She has been actively associated with programmes for welfare and upliftment of economically weaker sections, children and women and also with religious activities.

Mr. Achintya Karati aged about 73 years Non-Executive, Independent Director (Law Graduate from Calcutta University)

Achintya Karati is a non-executive, independent Director of our Company. He holds a bachelor's degree in law from the Calcutta University. He served as the country head of Government and Institutions, NCDEX and has also worked as senior advisor to ICICI Securities Limited, and also with ICICI Prudential Life Insurance Company Limited. He retired as the country head, Government and Institutional Solutions Group, ICICI Bank Limited in March, 2004. During his association with ICICI Limited, he served in various capacities, including as the Deputy Zonal Manager (North) and Head of Major Client Group (North). He has been associated with our Company since 2005.

Mr. Jayant Narayan Godbole aged about 74 years Non-Executive, Independent Director {B.Tech (Hons) from IIT Mumbai and holds Certificate in Financial Management}

Jayant Narayan Godbole is a non-executive, independent Director of our Company. He holds a bachelor's degree in technology (honours) from the Indian Institute of Technology, Mumbai and also holds a certificate in Financial Management. He has officiated as the Chairman and Managing Director of the Industrial Development Bank of India in 2005 and has also served as the Chairman of an empowered group working on the stabilization of the corporate debt restructuring mechanism in India

Mr. K. N. Khandelwal aged about 74 years Non-Executive, Non-Independent Director (Commerce Graduate and a Chartered Accountant)

Kailash Nath Khandelwal is a non-executive, non-independent director on our Board, and has been the Director of our Company since 2004 and presently discharging the function of Occupier of all manufacturing plants of the Company. He holds a bachelor's degree in commerce from Agra University. He is a fellow of the Institute of Chartered Accountants of India and a practicing chartered accountant. He has over 45 years of experience in the field of finance, accounts, and

taxation. He has served as president (finance and accounts) of Jaykay Enterprises Limited (formerly J.K. Synthetics Limited). Commenced his career with J.K. Synthetics Limited in 1969;

**Dr. K. B. Agarwal aged about 79 years
Non-Executive, Independent Director (Graduate of Law, PhD, ICWA and CS)**

Krishna Behari Agarwal is a non-executive, independent director of our Company. He holds post graduate degree in Commerce, degree in law and Ph.D in Commerce. He is a fellow of the Institute of Cost and Works Accountants of India and Institute of Company Secretaries of India. He is experienced in the fields of finance, accounts and capital markets. He has served Merchants' Chamber of Uttar Pradesh and Uttar Pradesh Stock Exchange Association Limited as their President. He has been a member of the Federation of Indian Chambers of Commerce and Industry and the Associated Chambers of Commerce & Industry of India.

**Mr. Paul Heinz Hugentobler aged about 70 years
Non-Executive, Non-Independent Director (Civil Engineer & Degree in Economic Science)**

Paul Heinz Hugentobler is a non-executive, non-independent Director of our Company. He graduated in civil engineering from Swiss Federal Institute of Technology, Zurich and also has a degree in economic science from the Graduate School of Economics and Business of St. Gallen. He has served as the area manager for the Holcim Asia Pacific Region and was a member of the Holcim Executive Committee responsible for South Asia and ASEAN. He is also the chairman of Siam City Cement Group having its operations in Thailand, Vietnam, Indonesia, Bangladesh and Sri Lanka.

**Mr. Raj Kumar Lohia aged about 64 years
Non-Executive, Independent Director (Bachelor of Arts in Economics)**

Raj Kumar Lohia is a non-executive, independent Director of our Company. He holds a bachelor's degree in economics from Kanpur University. He joined our Board in 2004 and is also on the board of directors of several other companies

**Mr. Suparas Bhandari aged about 73 years
Non-Executive, Independent Director (Graduate of Science and Law)**

Suparas Bhandari is a non-executive, independent Director of our Company. He holds a bachelor's degree in science and a bachelor's degree in law from the University of Jodhpur. He is the founder chairman and managing director of

Agriculture Insurance Company of India Limited and has served as the general manager of Oriental Insurance Company of India Limited and as the assistant general manager of United India Insurance Company Limited.

**Mrs. Deepa Gopalan Wadhwa aged about 63 years
Non-Executive, Independent Director**

Mrs. Deepa Gopalan Wadhwa, has 36 years of Indian Foreign Service (IFS) career behind her. She joined IFS in 1979 and retired in December, 2015. She has served in the Ministry of External Affairs, New Delhi, Indian Council for Cultural Relations and International Labour Organisation. She has served as Ambassador of India to Japan (from 2012-2015), Qatar (from 2009-2012) and Sweden (from 2005-2009). She was concurrently accredited as Ambassador to Latvia (from Stockholm) and Republic of the Marshall Islands (from Tokyo). During her career she has also held other significant assignments in Geneva, Hong Kong, China and the Netherlands in between 1981 to 1987 and 1989 to 1998 and in the Ministry of External Affairs from 1987-1989 and 1999-2005.

Important issues and subjects handled by her are India's relations and strategic policies concerning Pakistan, China, the GCC, Japan, EU and the UN. In the context of the UN she has dealt specifically with issues of global significance such as Climate Change, Sustainable Development, Disarmament and Human Rights. In the context of India's economic priorities she has vast experience in the promotion of Indian interests in the areas of trade, technology, investment and energy security during her postings in Europe, the GCC and Japan.

Mrs Wadhwa is currently co-chair of the India-Japan Partnership Forum located in FICCI, member Governing Council of the Institute of China Studies and serves as Independent Director on the Boards of a few companies.

- **It is confirmed that in the opinion of the Board, all the Independent Directors are in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time and are Independent of the management.**
- **During the F.Y. 2018-19, Mr. Shyam Lal Bansal, Non-executive Independent Director has relinquished Directorship due his pre-occupation w.e.f 12.6.2018. He was appointed on 6.2.2016 for a period of five years. There was no material reason for his resignation other than his pre-occupation.**

- Skills/expertise/competence identified by the Board of Directors

REPORT ON CORPORATE GOVERNANCE CONTD.

Sl. No.	Name of Directors	Age	Category	Qualification	Experience/expertise
1	Shri Yadupati Singhania	65 Years	Executive Director	B.Tech from IIT, Kanpur	44 years' experience in Cement Industry.
2	Shri Kailash Nath Khandelwal	74 Years	Non-Executive Non-Independent Director	FCA, B.com from Agra University	More than 45 years of experience in the field of Finance, Accounts and Taxation.
3	Dr K.B. Agarwal	79 Years	Non-Executive Independent Director	Graduate of LAW, PhD, ICWA and CS	Vast experience in the field of finance, accounts and Capital Markets.
4	Mr. Paul H. Hugentobler	70 Years	Non-Executive Non-Independent Director	Graduated in Civil Engineering from Swiss Federal Institute of Technology, Degree in Economic Science from the Graduate School of Economics and Business of St. Gallen.	Experience of Cement Industry.
5	Smt. Sushila Devi Singhania	83 Years	Non-Executive Non-Independent Director	Graduate of Arts	Business and Philanthropy
6	Shri Achintya Karati	73 Years	Non-Executive Independent Director	Graduate of Law	Vast experience in the field of banking and finance.
7	Shri Suparas Bhandari	73 Years	Non-Executive, Independent Director	Bachelor degree in Science and Bachelor degree in Law.	Vast experience in Insurance sector.
8	Shri J.N Godbole	74 Years	Non-Executive, Independent Director	B.Tech from IIT, Mumbai and hold certificate in Financial Management	Experience in Finance and Technology
9	Shri R.K Lohia	64 Years	Non-Executive, Independent Director	Bachelor degree in Economics	Industrialist
10	Smt. Deepa Gopalan Wadhwa	63 Years	Non-Executive, Independent Director	Rtd. IFS	36 years in Indian Foreign Service (IFS)

3 AUDIT COMMITTEE

(i) Broad Terms of Reference

The Audit Committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the Company. The terms of reference of the Audit Committee constituted by the Board in terms of Section 177 of the Companies Act, 2013 and the Corporate Governance Code as prescribed under Listing Regulations, which broadly includes matters pertaining to adequacy of internal control systems, review of financial reporting process, discussion of financial results, interaction with auditors, appointment and remuneration of auditors, adequacy of disclosures and other relevant matters. The role of the audit committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure

that the financial statement is correct, sufficient and credible;

- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of sub-section (5) of Section 134 of the Companies Act, 2013;
 - changes if any, in accounting policies and practices and reasons for the same;

- c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. reviewing with the management, the quarterly financial statements before submission to the board for approval;
 6. reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
 7. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
 8. approval or any subsequent modification of transactions of the listed entity with related parties;
 9. scrutiny of inter-corporate loans and investments;
 10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. evaluation of internal financial controls and risk management systems;
 12. reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. discussion with internal auditors of any significant findings and follow up there on;
 15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. to review the functioning of the whistle blower mechanism;
 19. approval of appointment of chief financial officer after assessing the qualifications, experience and background etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (ii) The audit committee shall mandatorily review the following information**
1. management discussion and analysis of financial condition and results of operations;
 2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
 3. management letters / letters of internal control weaknesses issued by the statutory auditors;
 4. internal audit reports relating to internal control weaknesses;
 5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 6. statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

■ REPORT ON CORPORATE GOVERNANCE CONTD.

(iii) Composition of the Committee

Following Directors were the members of the Audit Committee:

- i. Dr. K. B. Agarwal (Chairman) Independent, Non- Executive Director
- ii. Shri A. Karati, Independent, Non-Executive Director
- iii. Shri J. N. Godbole Independent, Non-Executive Director
- iv. Shri K.N. Khandelwal, Non-Independent, Non- Executive Director
- v. Shri R.K. Lohia, Independent, Non-Executive Director

All these Directors possess knowledge of Corporate Finance/ Accounts/ Company Law/ Industry. Shri A.K.Saraogi, Chief Finance Officer regularly attends the meetings and Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee. The Statutory Auditors of the Company attend the meetings as Special Invitees. All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

(iv) Meetings and Attendance

During the financial year ended 31st March, 2019 four meetings were held on (1) 12th May 2018 (2) 28th July 2018 (3) 3rd November 2018 (4) 2nd February 2019

The attendance at the Committee Meetings was as under:

S. No.	Name of Director	No. of Meetings Attended
1	Dr. K.B. Agarwal	4
2	Shri K. N. Khandelwal	4
3	Shri R. K. Lohia	1
4	Shri Achintya Karati	3
5	Shri J. N. Godbole	4

4 NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee of the Company has been functioning in pursuance of the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

(i) Role of the Committee shall, inter-alia, include the following:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
- (5) 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;
- (6) To consider and recommend to the Board of Directors the remuneration of KMPs and SMPs.

(ii) Composition of the Committee

Remuneration Committee of the Company as on 31st March, 2019 comprised of:

- (1) Shri Raj Kumar Lohia (Chairman): Independent, Non-Executive Director
- (2) Shri A. Karati : Independent, Non-Executive Director
- (3) Shri J.N. Godbole: Independent, Non-Executive Director
- (4) Shri Suparas Bhandari: Independent, Non-Executive Director

- (5) Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee.

(iii) Meetings and Attendance

During the financial year ended 31st March, 2019 One meeting was held on 12th May, 2018

S. No.	Name of Director	No. of Meetings Attended
1	Shri Achintya Karati	1
2	Shri J. N. Godbole	1
3	Shri R. K. Lohia	-
4	Shri Suparas Bhandari	1

(iv) Nomination and Remuneration Policy:

The Company's remuneration policy is based on the principles of (i) pay for responsibility (ii) pay for performance and potential and (iii) pay for growth. Keeping in view the above, the Nomination and Remuneration Committee is vested with all the necessary powers and authorities to ensure appropriate disclosure on remuneration to the Chairman and Managing

Director including details of fixed components and performance linked incentives.

As for the Non-executive Directors, their appointment on the Board is for the benefit of the Company due to their vast professional expertise in their individual capacity. The Company suitably remunerates them by paying sitting fee for attending the meetings of the Board and various committees of the Board and commission on profit.

S. No.	Name of Director	No. of Shares held
1.	Shri Yadupati Singhania	12064198
2.	Smt. Sushila Devi Singhania	920957
3	Shri K. N. Khnadelwal	1500
4	Shri Achintya Karati	640
5	Dr. K. B. Agarwal	300

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

(In Rupees)

S. No.	Name of Director	Salary	Commission	Sitting Fee	Total
1	Smt. Sushila Devi Singhania		950000	550000	1500000
2	Shri Yadupati Singhania	103320000	100000000	-	203320000
3	Shri A. Karati		950000	275000	1225000
4	Shri J. N. Godbole		950000	400000	1350000
5	Dr. K. B. Agarwal		950000	775000	1725000
6	Shri K. N. Khandelwal		950000	450000	1400000
7	Shri Raj Kumar Lohia		950000	275000	1225000
8	Shri Suparas Bhandari		950000	400000	1350000
9	**Mr. Paul Heinz Hugentobler		950000	150000	1100000
10	Shri Shyam Lal Bansal (Resigned w.e.f 12.6.18)		NIL	NIL	NIL
11	Smt. Deepa Gopalan Wadhwa (Appointed w.e.f 3.11.18)		950000	125000	1075000

* Benefits does not include payment of contribution to Provident Fund, which is exempted perquisite under applicable provisions of the Companies Act, 2013 but includes Performance Incentive of ₹ 180 Lacs

**US \$ 150000 equivalent to ₹ 1,09,60,355 Paid in professional capacity.

5 STAKE HOLDERS' RELATIONSHIP COMMITTEE - MANDATORY COMMITTEE

Stakeholders Relationship Committee of the Company has been functioning in pursuance of the provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

The terms of reference of the Committee are:

1. Transfer/transmission of shares/ debentures and such other securities as may be issued by the Company from time to time;
2. Issue of duplicate share certificates for shares/ debentures and other securities

reported lost, defaced or destroyed, as per the laid down procedure;

3. Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
4. Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
5. To grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s),

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if any, and to allot shares pursuant to options exercised;

6. To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
7. To approve and monitor dematerialisation of shares / debentures / other securities and all matters incidental or related thereto;
8. To authorise the Company Secretary and Head Compliance/ other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
9. Monitoring expeditious redressal of investors / stakeholders grievances;
10. All other matters incidental or related to shares, debentures and other securities of the Company.

(i) Composition

The Committee as on 31st March, 2019 comprises of:

- (1) Dr. K.B. Agarwal (Chairman): Independent, Non- Executive Director.
- (2) Shri Suparas Bhandari: Independent, Non-Executive Director
- (3) Shri K.N. Khandelwal: Non-Independent, Non- Executive Director.
- (4) Shri Raj Kumar Lohia: Independent, Non-Executive Director.
- (5) Shri Shambhu Singh, Company Secretary acts as Secretary of the Committee.

(ii) Functions

The Committee specifically looks into redressal of shareholders' and investors' complaints such as transfer of shares, non-receipts of shares, non-receipt of dividend declared, annual reports and to ensure expeditious share transfer process and to review the status of investors' grievances, redressal mechanism and recommend measures to improve the level of investors' services. The Company received 21 complaints during the F.Y. 2018-19 and all the 21 complaints were redressed. No investor grievance has remained unattended/ pending for more than thirty days. Investor's complaints received through SEBI are redressed at www.scores.gov.in. However, 126 requests for dematerialisation involving 2582 equity shares of the Company attended as at 31.03.2019 was attended/ disposed of within stipulated period of 30 days.

(iii) Meeting and Attendance

During the financial year ended 31st March, 2019 four meetings were held on (1) 12th May 2018 (2) 28th July 2018 (3) 3rd November 2018 (4) 2nd February 2019

The attendance at the above Meetings was as under:

S. No.	Name of Director	No. of Meetings Attended
1	Dr. K. B. Agarwal	4
2	Shri K. N. Khnadelwal	4
3	Shri Raj Kumar Lohia	1
4	Shri Suparas Bhandari	4

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE - MANDATORY COMMITTEE

Corporate Social Responsibility Committee of the Company has been functioning in pursuance of the provisions of Section 135 of the Companies Act, 2013

(i) Composition of the Committee

S. No.	Name of Director	No. of Meetings Attended
1	Smt. Sushila Devi Singhania	Non-Executive, Non-Independent Director
2	Dr. K. B. Agarwal	Non-Executive, Independent Director
3	Shri J. N. Godbole	Non-Executive, Independent Director
4	Shri Suparas Bhandari	Non-Executive, Independent Director

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy', observe practices of Corporate Governance at all levels, and to suggest remedial measures wherever necessary. The Board has also empowered the Committee to look into matters related to sustainability and overall governance.

Terms of Reference of the Committee, inter alia, includes the following:

- To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be more undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To provide guidance on various CSR activities to be undertaken by the Company and to monitor process.

- To observe practices of Corporate Governance at all levels and to suggest remedial measures wherever necessary.

(ii) CSR committee attendance

Two CSR committee meetings were held during the year on (1) 12th May, 2018 and (2) 3rd November, 2018

S. No.	Name of Director	No. of Meetings Attended
1	Smt. Sushila Devi Singhania	2
2	Dr. K. B. Agarwal	2
3	Shri J. N. Godbole	2
4	Shri Suparas Bhandari	2

7. RISK MANAGEMENT COMMITTEE

The provisions of Regulation 21(5) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 become applicable to the Company w.e.f. 1.4.2019. Accordingly, the Board of Directors of the Company in its meeting held on 2.2.2019 constituted Risk Management Committee with the following composition. No meeting of Risk Management Committee has been held during 2018-19.

(i) Composition of Risk Management Committee

S. No.	Name of Director	Designation of Director
1	Dr. K. B. Agarwal	Non-Executive, Independent Director
2	Shri J. N. Godbole	Non-Executive, Independent Director
3	Shri K. N. Khandelwal	Non-Executive, Non-Independent Director
4	Smt. Deepa Gopalan Wadhwa	Non-Executive, Independent Director

(ii) Role and Responsibility of Committee shall inter-alia includes the following:

- To access the Company's risk profile and key areas of risk

- To examine and determine the sufficiency of Internal Control Processes for reporting on and managing key risk areas.
- To recommend the board acceptable level of risk.
- To access the cyber security and risk involve therein.
- To report the trends on the Company's risk profile, report on specific risk and the status of the risk management process.
- To oversee the formal review activities associated with effectiveness of risk management and internal control system.
- To review and assess the nature, role, responsibility and authority of the risk management function.
- To review process and procedures to ensure the effectiveness of internal systems of control in guiding the decision making.
- Provide an independent and objective oversight and view of the information presented by the management.
- To review the risk bearing capacity of the company in light of its reserve, insurance coverage, guarantee funds or other such financial structures.
- Board shall review the performance of the risk management committee annually.

8. CMD/CFO CERTIFICATION

The Chairman and Managing Director and the CFO have certified to the Board, inter-alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under Listing Regulations, for the year ended 31.3.2019.

Dates, time and places of last three Annual General meetings held are given below:

Financial Year	Date	Time	Place
2015 -16 (AGM)	6 th August, 2016	11 A.M.	Auditorium of the Merchants' Chamber of U.P., Kanpur
2016 -17 (AGM)	29 th July, 2017	12.30 P.M	Auditorium of the Merchants' Chamber of U.P., Kanpur
2017 -18 (AGM)	28 th July, 2018	11.30 A.M	Auditorium of the Merchants' Chamber of U.P., Kanpur

Four special resolutions were passed in the Annual General Meeting of the company held on 6th August, 2016. Two special resolutions were passed in the Annual General Meeting of the Company held on 29th July, 2017. Two special resolution were passed in the Annual General Meeting of the Company held on 28th July, 2018. There were no matters required to be dealt/ passed by the Company through postal ballot, in any of the aforesaid meetings, as required under

the provisions of Section 110 of the Companies Act, 2013. The Chairman of the Audit Committee was present at AGMs held on 6th August, 2016, 29th July 2017 and 28th July, 2018 to answer the queries of the shareholders.

Disclosures regarding appointment or re-appointment of Directors

According to the provisions of Companies Act, 2013 read with Articles of Association of the Company one Non-Executive, Non-Independent

■ REPORT ON CORPORATE GOVERNANCE CONTD.

Director Mr. Paul Heinz Hugentobler will be retiring by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-election. Given below is the brief resume of Mr. Paul Heinz Hugentobler pursuant to the listing regulations:

Paul Heinz Hugentobler is a non-executive, non-independent Director of our Company. He graduated in civil engineering from Swiss Federal Institute of Technology, Zurich and also has a degree in economic science from the Graduate School of Economics and Business of St. Gallen. He has served as the area manager for the Holcim Asia Pacific Region and was a member of the Holcim Executive Committee responsible for South Asia and ASEAN. He is also the chairman of Siam City Cement Group having its operations in Thailand, Vietnam, Indonesia, Bangladesh and Sri Lanka.

Code of Conduct

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Executives as well as Non- Executive Directors and members of the Senior Management. A copy of the Code has been hosted on the Company's website www.jkcement.com. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them hereinafter.

9. MEANS OF COMMUNICATIONS

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange(s) in accordance with Listing Regulations and the same are normally published in Business Standard, Economic Times,

Nav Bharat Times, Hindustan, Times of India and Nafa Nuksan newspapers. Management Discussion and Analysis forms part of Annual Report, which is posted to the Shareholders of the Company.

All vital information relating to the Company and its performance, including quarterly results etc. are simultaneously posted on Company's website www.jkcement.com. Further, Shareholding pattern and quarterly corporate governance report is uploaded on the NSE Electronic Application Processing System (NEAPS) maintained by NSE and www.listing.bseindia.com maintained by BSE.

Details of shares lying in the Escrow Account of the Registrar & Share Transfer Agent.

As per SEBI Circular dated 24th April, 2009 bearing reference no.SEBI/CFD/ DIL/LA/1/2009/24/04, every Company is required to report the details of the shares lying in the Escrow Account which are yet to be credited to the investors who were allotted shares in the IPO. Accordingly, it is reported that as on 31.03. 2019, 160 number of equity shares of 3 (three) shareholders are lying in the Escrow Account with Stock Holding Corporation of India Ltd, Kanpur (DP.Id.IN301330 Client ID 19881648).

Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), a comprehensive code of conduct for prevention and regulation of trading in the Company's share by insiders is in vogue. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the company.

10. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Date and Time	Saturday 3 rd August, 2019 at 11 A.M.
Venue	Auditorium of Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur.

ii) Financial Calendar

a) First Quarter Results	Within 45 days from the close of Quarter Ending June, 2019
b) Second Quarter Results	Within 45 days from the close of Quarter Ending September, 2019
c) Third Quarter Results	Within 45 days from the close of Quarter Ending December, 2019
d) Result for the year ending 31 st March, 2020	Within 60 days from the close of Quarter/ Year Ending March, 2020

(iii) Date of Book Closure

Thursday the 25th July, 2019 to Saturday the 3rd August, 2019 (both day inclusive).

(iv) Dividend payment date

The Board of Directors of the Company have recommended a dividend of ₹10 per share for the year 2018-19 which shall be payable on or after 3rd August, 2019

Dividend Policy

The Company has been declaring/paying dividend every year since 2005-06 consistently. It is maintaining a payout of 20% to 25% of Net profit as dividend (including tax)

(v) Listing on Stock Exchanges

The Equity shares of the Company are listed with the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. and the listing fees has been duly and timely paid to both the Stock Exchanges for 2018-19.

(vi) Stock Code

BSE 532644 NSE JKCEMENT

ISIN NUMBER INE823G01014

(vii) Market Price Data**STOCK MARKET DATA (BSE) & SENSEX**

Month	BSE high ₹	Bse low ₹	BSE Sensex high	BSE Sensex low
APRIL, 2018	1015.00	910.25	35213.30	32972.56
MAY, 2018	1025.00	925.55	35993.53	34302.89
JUNE, 2018	953.45	855.25	35877.41	34784.68
JULY, 2018	875.00	750.00	37644.59	35106.57
AUGUST, 2018	819.30	729.00	38989.65	37128.99
SEPTEMBER, 2018	814.30	757.00	38934.35	35985.63
OCTOBER, 2018	779.00	650.00	34748.69	33291.58
NOVEMBER, 2018	743.90	669.00	36389.22	34303.38
DECEMBER, 2018	775.00	691.00	36554.99	34426.29
JANUARY, 2019	750.00	685.15	36701.03	35382.08
FEBRUARY, 2019	768.80	656.00	37172.18	35287.16
MARCH, 2019	868.95	720.10	38748.54	35926.94

STOCK MARKET DATA (NSE) & NIFTY

Month	NSE high	NSE low	NSE NIFTY high	NSE NIFTY low
APRIL, 2018	1017.70	926.70	10759.00	10111.30
MAY, 2018	1022.95	926.35	10929.20	10417.80
JUNE, 2018	948.50	860.00	10893.25	10550.90
JULY, 2018	879.00	748.35	11366.00	10604.65
AUGUST, 2018	819.00	750.00	11760.20	11234.95
SEPTEMBER, 2018	812.00	760.00	11751.80	10850.30
OCTOBER, 2018	773.85	649.55	11035.65	10004.55
NOVEMBER, 2018	745.00	672.20	10922.45	10341.90
DECEMBER, 2018	774.70	701.05	10985.15	10333.85
JANUARY, 2019	751.00	683.00	10987.45	10583.65
FEBRUARY, 2019	772.35	682.50	11118.10	10585.65
MARCH, 2019	872.00	717.05	11630.35	10817.00

(viii) Registrar and Share Transfer Agent

M/S Jaykay Enterprises (Formerly J.K.Synthetics Ltd) is acting as Registrar and share Transfer Agent of the Company for Physical and Demat Segment, Under Common Agency Concept of SEBI. Their address for communication is as under:-

M/s Jaykay Enterprises Ltd, (Unit: J.K.Cement Ltd) Kamla Tower, Kanpur- 208 001

Telephone: (0512) 2371478-81, Ext: 18322/18323

Fax (0512) 2397146, Email: jkshr@jaykayenterprises.com; jkshr@jkcement.com

rc.srivastava@jkcement.com; investorservices@jkcement.com

(ix) Share Transfer System

Share Transfer work of physical segment is attended to by the Company's Registrar & Share Transfer Agent within the prescribed period under law and the Listing Regulations.

All share transfers etc. are approved/ ratified by a Committee of Directors, which meets periodically.

REPORT ON CORPORATE GOVERNANCE CONTD.

(x) Distribution of Shareholding as on 31st March, 2019

No Of Equity Shares Held	No. of Share Holders	% Of Share Holders	No. Of Shares Held	% Of Share Holdings
UP TO 500	66528	98.37	2540024	3.29
501 TO 1000	607	0.90	434785	0.56
1001 TO 2000	197	0.29	292901	0.38
2001 TO 3000	63	0.09	159239	0.21
3001 TO 4000	35	0.05	124647	0.16
4001 TO 5000	17	0.02	76922	0.10
5001 TO 10000	47	0.07	350330	0.45
10001 AND ABOVE	137	0.21	73289403	94.85
TOTAL	67631	100.00	77268251	100.00

(xi) Category of Shareholders as on 31st March, 2019

Category	No. of Share holders	% of Share holders	No. of Shares Held	% of Share holding
Promoters and Promoter group	23	00.04	44866579	58.07
Mutual Funds / UTI	87	00.13	16489555	21.34
Financial Institutions / Banks	59	00.09	15446	00.02
Insurance Companies	8	00.01	2592118	03.36
Foreign Institutional Investors	16	00.02	24110	00.03
Foreign Portfolio Investors Corp.	85	00.13	7730832	10.00
Bodies Corporate	604	00.89	769917	01.00
Individuals	63448	93.81	4114059	05.32
Other	3301	04.88	665635	00.86
TOTAL	67631	100.00	77268251	100.00

(xii) Dematerialisation of Shares

The Company's Equity shares have been allotted ISIN (INE823G01014) both by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) 76921316 Equity shares representing 99.55 % of the paid up equity capital of the company have been dematerialized till 31.3.2019 (includes 25262 equity shares of physical segment transferred to Investor Education and Protection Fund Authorities, IEPF Auth. Ministry of Corp. Affairs through corporation action).

(xiii) Shares Transferred to IEPF

During the year 27560 equity shares of 1799 holders stand transferred to Investor Education & Protection Fund (IEPF) Authority, Ministry of Corporate Affairs in demat mode in compliance of section 124 of Companies Act, 2013.

(xiv) The Company has not issued any GDRs/ADRs/warrants or any convertible instruments.

(xv) Plant Location: Company has following plants

Plant	Location
INDIA	
Grey Cement Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan
	Mangrol, Dist. Chittorgarh, Rajasthan
	Gotan, Dist. Nagaur, Rajasthan
	Muddapur, Dist. Bagalkot, Karnataka
	Jharli, Dist. Jhajjar, Haryana
	Satha, Pargana Morthal, Tehsil: Koil, Dist: Aligarh, UP (under implementation)
	Vadadala, Tehsil: Balasinor, Dist: Mahisagar, Ahmedabad Indore Highway, Gujrat (under implementation)
White Cement & White Cement based Wall Putty Plant	Gotan, Dist. Nagaur, Rajasthan
	Village: Rupaund, Tehsil - Badwara, Dist. Katni, M.P
Thermal Power Plants	Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan
	Gotan, Dist. Nagaur, Rajasthan
	Muddapur, Dist. Bagalkot, Karnataka
	Mangrol, Chittorgarh, Rajasthan

Plant	Location
INDIA	
Waste Heat Recovery Power Plant (For captive consumption)	i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan ii) Mangrol, Dist. Chitorgarh, Rajasthan
OVERSEAS	
Dual process White/Grey Cement Plant	Plot No.7, Habhab, Tawian Fujairah, UAE

(xvi) Address for Correspondence

Mr. Shambhu Singh
Asst. Vice President (Legal) & Company Secretary,
J.K. Cement Ltd.,
Kamla Tower, Kanpur - 208001. Telephone No.: 0512 2371478 - 81 Fax: 0512-2332665/2399854
Email: shambhu.singh@jkcement.com Website: www.jkcement.com

(xvii) List of Credit ratings obtained by Company:

S. No.	Particulars	CARE Rating	Remarks
1.	Long Term Bank Facilities	CARE AA	Reaffirmed
2.	Short Term Bank Facilities	CARE A1+	Reaffirmed

(xviii) SEBI vide its circular dated 7.1.2010 has made it mandatory to furnish PAN copy in the following cases

- Deletion of name of deceased shareholder, where the shares are held in the name of two or more shareholders.
- Transmission of shares to the legal heirs, where deceased shareholder was a sole holder.
- Transposition of shares in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders

Other Disclosures

- There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries/ Associates or relatives conflicting with Company's interest. Suitable disclosure as required by the Accounting Standard (AS18) has been made in the Annual Report.
- No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during last three years.

c) Establishment of Vigil Mechanism

With the expansion of business in terms of volume value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud and misconduct. The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 mandates the listed companies to formulate appropriate vigil mechanism and whistle blower policy. The Company, since its inception believes in honest and ethical conduct from all the employees and others who are directly or indirectly associated with it. The Audit Committee is also committed to ensure fraud-free work environment. Risk Management Policy and Whistle Blower Policy are in vogue.

The policy is applicable to all the Directors, employees, vendors and customers and provides a platform to all of them to report any suspected or confirmed incident of fraud/misconduct, unethical practices, violation of code of conduct etc.

- The Company has complied with the mandatory requirements of Listing Regulations. The Company has complied with the non-mandatory requirements relating to the remuneration committee to the extent detailed above.

e) Web link of "Policy for determination of Material Subsidiaries"

<https://www.jkcement.com/pdf/JKCL-Policy-for-determining-Material-Subsidiary.pdf>

f) Web link of "Policy on dealing with related party transactions"

https://www.jkcement.com/pdf/related_party_transaction_policy_of_jk_cement_ltd_20.11.14.pdf

- Allotment of 7341001 equity shares to QIBs

■ REPORT ON CORPORATE GOVERNANCE CONTD.

During the year as permitted in SEBI (ICDR) Regulations, 2009, approval of Board, Shareholders and Stock Exchanges (BSE & NSE), 7341001 equity shares of ₹ 10/- each allotted to Qualified Institutional Buyers (QIBs) and subsequently dematerialised through Corporate Action.

- h) Increase in issued, subscribed and paid up share capital

During the year the issued, subscribed and paid up share capital stands increased from 6,992.72 lacs divided into 69927250 equity shares of ₹ 10/- each to 7,726.82 lacs divided into 77268251 equity shares of ₹ 10/- each.

- i) **Details of fund utilization raised through Qualified Institutional Placement:**

The funds raised through Qualified Institutional Placement has been strictly utilized for the purpose stipulated in the offer document/Information Memorandum. The Investment Committee is regularly monitoring the utilisation of fund.

- j) **Certificate from Company Secretary in practice has been obtained stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by SEBI/MCA or any such statutory authority.**

- k) **Statutory Audit Fees paid to Statutory Auditors:**

S. No.	Fee Paid by	Status	Amount	F.Y
1	J.K. Cement Ltd.	Company	₹ 111 Lakhs	2018-19
2	Jaykaycem (Central) Ltd.	Subsidiary	₹ 0.22 Lakhs	2018-19
3	JK Cement (Fujairah) FZC	Subsidiary	₹ 1.49 Lakhs	2018
4	J.K. Cement Works (Fujairah)FZC	Step-down Subsidiary	₹ 26.93 Lakhs	2018

- l) **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

A	No. of Complaint filed during the F.Y.	NIL
B	No. of Complaint disposed of during F.Y.	NIL
C	No. of Complaint pending during F.Y.	NIL

■ DECLARATION

Compliance with the Code of Business Conduct and Ethics

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended in 2018 ('Listing Regulations'), all Board Members and Senior Management Personnel have affirmed compliance with Company's Code of Business Conduct and Ethics for the year ended 31st March, 2019.

Place : Kanpur
Date: 15-05-2019

For J.K. Cement Ltd
Yadupati Singhania
Chairman & Managing Director

REENA JAKHODIA & ASSOCIATES

COMPANY SECRETARIES

104A/47, Ram Bagh, Kanpur - 208012
Phone: +91 - 9336205217, 9935902244

PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of **J.K. CEMENT LIMITED**

We have examined the compliance of conditions of Corporate Governance by J.K. Cement Limited ("the Company") for the year ended 31st March, 2019, as per regulations 17-27, clauses (b) to (i) of regulation 46(2) and Paragraphs C,D and E of schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with amendments as applicable.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement/ Listing Regulations as applicable.

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

For: Reena Jakhodia & Associates
Company Secretaries

Reena Jakhodia

Proprietor

Membership No: F6435

C.P. No.: 6083

Place : Kanpur

Date: 15-05-2019

INDEPENDENT AUDITOR'S REPORT

To the Members of J. K. Cement Limited

REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone Ind AS financial statements of J. K. Cement Limited ("the Company"), which comprise the Balance sheet as at March 31, 2019, 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 significant accounting policies and other explanatory information.

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

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 36 (A) to the standalone Ind AS financial statements wherein it has been stated that the Competition Commission of India ('CCI') has imposed penalty of ₹ 12,854 lacs ('first matter') and ₹ 928 lacs ('second matter') in two separate orders dated August 31, 2016 and January 19, 2017 respectively for alleged contravention of provisions of Competition Act 2002 by the Company. The Company has filed appeals against the above orders.

The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated July 25, 2018. Post order of the NCLAT, CCI issued a revised demand notice dated August 7, 2018 of ₹ 15,492 lacs consisting of penalty of ₹ 12,854 lacs and interest of ₹ 2,638 lacs. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

Our opinion is not modified in respect of this matter.

Key Audit Matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment of Investments in J.K. Cement (Fujairah) FZC, a wholly owned subsidiary (as described in note 4(A) of the standalone Ind AS financial statements)	
As at March 31, 2019 the Company has an investment in J. K. Cement (Fujairah) FZC, a wholly owned subsidiary of ₹ 46,885.04 lacs. J. K. Cement Works (Fujairah) FZC (step down subsidiary) is incurring losses and its entire net worth is eroded. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether an impairment was required to be recognised. For the purposes of the above impairment testing, value in use has been determined by forecasting and discounting future cash flows. Furthermore, the value in use is highly sensitive to changes in some of the inputs used for forecasting the future cash flows. Further, the determination of the recoverable amount of the investments in J. K. Cement (Fujairah) FZC involved judgments due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments in J. K. Cement (Fujairah) FZC, was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	Our audit procedures included the following: • Gained an understanding of the impairment assessment process, and evaluated the design and tested the operating effectiveness of controls. • Assessed the Company's valuation methodology applied in determining the recoverable amount. • Assessed the assumptions around the key drivers of the cash flow forecasts including estimated reserved, discount rates, expected growth rates and terminal growth rates used. • Discussed potential changes in key drivers as compared to previous year / actual performance with management in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were reasonable. • Involved specialists to assist us in auditing the valuation methodologies and sensitivity testing of key assumptions used by management in determining the recoverable value headroom. • Tested the arithmetical accuracy of the models. • Assessed the relevant disclosures made within the standalone Ind AS financial statements.
Claims, litigations and contingent liabilities (as described in note 36 of the standalone Ind AS financial statements)	
As of March 31, 2019, the Company has disclosed contingent liabilities of ₹ 62,922.95 lacs relating to tax and legal claims. There are several pending legal and regulatory cases against the Company across various jurisdictions. Accordingly, management exercises its judgement in estimation of provision required in respect of such cases. The evaluation of management's judgements, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the ranges of potential financial settlement have been a matter of most significance during the current year audit. Furthermore, the Company has operations across many jurisdictions and is subject to taxation related litigations as per local tax regulations. Evaluation of the outcome of the taxation related matters, and whether the risk of loss is remote, possible or probable, requires judgement by management given the complexities involved. Accordingly, due to large number of claims and complexity/ judgement involved in outcome of these litigations. Claims, litigations and contingent liabilities was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	Our audit procedures included the following: • Gained an understanding of the process of identification of claims, litigations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls. • Obtained the summary of Company's legal and tax cases and assessed management's position through discussions with the legal head, tax head and Company's management, on both the probability of success in significant cases, and the magnitude of any potential loss. • Obtained responses from relevant third party legal counsel and conducted discussions with them regarding material cases. • Inspected external legal opinions and other evidence to corroborate management's assessment of the risk profile in respect of legal claims. • Engaged tax specialists to assess management's application and interpretation of tax legislation affecting the Company, and to consider the quantification of exposures and settlements arising from disputes with tax authorities in the various tax jurisdictions. • Reviewed that the management assessment of similar cases is consistent across the divisions or that differences in positions taken are adequately justified. • Assessed the relevant disclosures made within the standalone Ind AS financial statements.

INDEPENDENT AUDITOR'S REPORT CONTD.

To the Members of J. K. Cement Limited

Key audit matters	How our audit addressed the key audit matter
Revenue Recognition (as described in note 27 of the standalone Ind AS financial statements) For the year ended March 31, 2019 the Company has recognized revenue from operations of ₹ 498,129.88 lacs. The Company expects the revenue recognition to occur at point in time when control over the goods are transferred to the customer, generally on delivery of the goods. Accordingly, this requires the management to establish the fact that control over goods is transferred at the time of dispatch in accordance with Ind AS 115. The variety of terms that define when title, risk and rewards are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period. This area was of most significance in our audit due to the magnitude of amount of the revenue involved and high number of transactions. Revenue is also an important element of how the Company measures its performance, upon which management is incentivized. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred. Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	Our audit procedures included the following: • Considered Company's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. • Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition. • Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples tested we checked that the revenue has been recognized as per the shipping terms. • Selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods. • Performed monthly analytical review of revenue by streams to identify any unusual trends. • Obtained trade receivable balance confirmations as at the year end to evaluate recognition of revenue. • Assessed the relevant disclosures made within the standalone Ind AS financial statements.
Deferred Tax Assets with respect to MAT Credit Entitlement (as described in note 20 of the standalone Ind AS financial statements) As at March 31, 2019 deferred tax assets in respect of 'MAT credit entitlement' recognized in the standalone Ind AS financial statements is ₹ 26,359.74 lacs. Deferred tax assets are recognized for MAT credit available to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Company's ability to recognize deferred tax assets for 'MAT credit entitlement' is assessed by management at the end of each reporting period, considering forecasts of future normal taxable profits and if required the Company will write down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period. The assumptions used in the projections are determined by management. Given the degree of estimation and judgement involved in projection of future taxable normal profits and the fact that if the MAT credit is not utilized within the block of 15 years (immediately succeeding the assessment year in which the credit was generated) it will lapse, management's decision to create deferred tax assets in respect of 'MAT credit entitlement' is determined to be a key audit matter in our audit of the standalone Ind AS financial statements.	Our audit procedures included the following: • Developed an understanding of the nature of the Company's tax structure and of the key tax positions. • Assessed the design and tested the operating effectiveness of internal controls related to recognition of deferred tax assets with respect to MAT credit entitlement. • Obtained the future business plan approved by the Board of Directors and assessed the MAT credit position by inter alia agreeing key inputs to supporting documentation and by assessing the judgments made by management in this respect. • Assessed the Company's tax planning in relation to the recovery of MAT credit assets by comparing the forecasted taxable profit with historical data and budgets approved by the board of directors. • Analyzed and tested management's projections and corresponding assumptions used to determine the likelihood that MAT Credit recognized as on the reporting date will be recovered through future tax as per normal provisions. • Checked the consistency of business plan with the latest management estimates prepared as a part of the budgeting process and also the reliability of the process by which the estimates were computed, by assessing the reasons for differences between projected and actual performances. • Assessed the relevant disclosures made within the standalone Ind AS financial statements.

We have determined that there are no other key audit matters to communicate in our report.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE STANDALONE IND AS FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

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

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

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

INDEPENDENT AUDITOR'S REPORT CONTD.

To the Members of J. K. Cement Limited

conditions may cause the Company to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow

Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- (d) In our opinion, the aforesaid standalone Ind AS 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 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) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 36 A to the standalone Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Atul Seksaria

Partner

Place of Signature: Kanpur

Date: 18th May, 2019

Membership Number: 086370

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE UNDER SECTION 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS'

J. K. Cement Limited ('the Company')

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- b. All property, plant and equipment have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for 1 case of leasehold land and 4 cases of freehold land amounting to gross block of ₹ 1,353.07 lacs (net block: ₹70.42 lacs) and gross block of ₹ 225.64 lacs (net block: ₹ 225.64 lacs) respectively as at March 31, 2019 for which title deeds are in the name of the erstwhile company that merged with the Company pursuant to a scheme of amalgamation and arrangement as approved by the honorable High Court in earlier years. Also refer note 2 of the accompanying standalone Ind AS financial statements.
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2019 and no material discrepancies were noticed in respect of such confirmations.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the investments made and guarantees provided by it. The Company has not granted any loan or provided any security to the parties covered under Section 185 and 186.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of cement, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of custom, goods and service tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- c. According to the records of the Company, the dues of income-tax, excise duty, sales-tax, value added tax, goods and service tax, cess on account of any dispute, are as follows:

INDEPENDENT AUDITOR'S REPORT CONTD.

To the Members of J. K. Cement Limited

Name of the Statute	Nature of Dues	Period to which Amount relates	Forum where dispute is pending	Amount (₹ in lacs)
The Bihar Tax on Entry of Goods into Local Areas for Consumption, Use or Sale Therein Act, 1993	Entry Tax	2009-10	Joint Commissioner (Appeals)	86.58
	Entry Tax	2008-09, 2011-12	Deputy Commissioner (Appeals)	90.60
	Entry Tax	2015-2016	Deputy Commissioner (Appeals)	25.96
The Rajasthan Tax on Entry of Goods into Local Areas Act, 1999	Entry Tax	2002-03 onwards	High Court of Rajasthan	5,563.07
The Uttar Pradesh Tax on Entry of Goods into Local Areas Act, 2007	Entry tax	2005-2006 to 2009-2010	Supreme Court of India	314.48
Central Excise Act, 1944	Excise Duty	July 1999-March 2008	Commissioner (Appeals)	1,716.94
	Excise Duty	July 1999-March 2008	Custom Excise and Service Tax Appellate Tribunal – Jaipur	23.97
	Excise Duty	1989-1990	Supreme Court of India	419.02
Service Tax [Finance Act, 1994]	Service Tax	June 2007-March 2008	Commissioner – Jaipur	654.82
	Service Tax	June 2005 –June 2008	Custom Excise and Service Tax Appellate Tribunal – Delhi	276.44
Finance Act, 2008 (State)	Environment & Health Cess	2008-2009 to 2015-2016	High Court of Karnataka, High Court of Rajasthan	3,323.44
Local Sales Tax Acts	Sales Tax	1990-1991 to 2014-2015	Various courts in Uttar Pradesh, Bihar, Gujrat Rajasthan & Karnataka	458.13
	Sales Tax	2012-2013 to 2014- 2015	Additional Commissioner (Appeals)	363.41
	Sales Tax	2014-2015	Deputy Commissioner (Appeals)	38.38
	Sales Tax	2014-2015	Joint Commissioner (Appeals)	15.61
Income-tax Act, 1961	Income Tax	2004-2005 to 2010-2011	Allahabad High Court	4,229.82
		2011-12 to 2013- 2014	Income Tax Appellate Tribunal, Lucknow	1,258.82
		2014-2015 to 2015-2016	Commissioner of Income Tax (Appeals) Kanpur	385.80

According to information and explanation given to us, there are no dues of Provident Fund and ESI which have not been deposited on account of any dispute.

- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, banks, debenture holders or government.
- ix. In our opinion and according to the information and explanations given by the management, monies raised by way of term loans were applied for the purposes for which they were raised. Further, based on the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of

the Standalone Ind AS financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

- xi. According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Standalone Ind AS financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given by the management the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment / private placement of shares during the year. According to the information and explanations given by the management, we report that the amount raised, have been used for the purposes for which the funds were raised except for idle/surplus funds amounting to ₹ 44,060 lacs which were not required for immediate utilization and which have been gainfully invested in liquid investments payable on demand. The maximum amount of idle/surplus funds invested during the year was ₹ 44,060 lacs of which ₹ 25,560 lacs was outstanding at the end of the year. The Company did not make preferential allotment/ private placement of fully or partly convertible debentures during the year.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Atul Seksaria

Partner

Place of Signature: Kanpur

Date: 18th May, 2019

Membership Number: 086370

■ INDEPENDENT AUDITOR'S REPORT CONTD.

To the Members of J. K. Cement Limited

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF J. K. CEMENT LIMITED

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

We have audited the internal financial controls over financial reporting of J. K. Cement Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent 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 standalone Ind AS 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 over financial reporting with reference to these standalone Ind AS 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 standalone Ind AS 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 over financial reporting with reference to these standalone Ind AS financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE STANDALONE IND AS FINANCIAL STATEMENTS

A company's internal financial control over financial reporting with reference to these standalone Ind AS 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 standalone Ind AS 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 STANDALONE IND AS 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 standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, and adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Atul Seksaria

Partner

Place of Signature: Kanpur

Date: 18th May, 2019

Membership Number: 086370

BALANCE SHEET

as at 31st March, 2019

₹/Lacs

	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
Property, plant and equipment	2	3,62,496.54	3,59,051.91
Capital work-in-progress	2	54,377.68	8,780.53
Other Intangible assets	3	1,049.89	617.28
Financial assets			
(i) Investments	4	61,039.40	55,694.47
(ii) Other financial assets	5	9,532.79	5,013.21
Other non-current assets	6	15,442.06	13,610.12
Total non-current assets		5,03,938.36	4,42,767.52
Current assets			
Inventories	7	57,053.36	53,161.07
Financial assets			
(i) Investments	8	39,431.14	7,757.62
(ii) Trade receivables	9	20,562.74	18,797.37
(iii) Cash and cash equivalents	10	28,957.99	18,235.03
(iv) Bank balances other than (iii) above	11	19,607.57	36,117.04
(v) Other financial assets	12	9,605.95	7,321.09
Current tax assets (net)	13	180.98	752.57
Other current assets	14	15,875.48	12,568.63
Assets held for sale	45	18.09	902.61
Total current assets		1,91,293.30	1,55,613.03
Total assets		6,95,231.66	5,98,380.55
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	7,726.83	6,992.72
Other equity	16	2,81,553.67	2,07,741.79
Total equity		2,89,280.50	2,14,734.51
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	17	1,95,648.35	2,06,970.78
(ii) Other financial liabilities	18	23,891.31	20,678.88
Long-term provisions	19	3,468.20	2,507.55
Deferred tax liabilities (net)	20	31,249.53	26,718.99
Other liabilities	21	8,668.22	9,232.02
Total non-current liabilities		2,62,925.61	2,66,108.22
Current liabilities			
Financial liabilities			
(i) Borrowings	22	15,981.68	11,351.76
(ii) Trade payables	23		
(a) Total outstanding dues of micro enterprises and small enterprises		1,051.10	1,227.33
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		68,774.99	63,078.44
(iii) Other financial liabilities	24	41,606.41	22,344.82
Other current liabilities	25	14,593.74	17,651.04
Short-term provisions	26	1,017.63	1,884.43
Total current liabilities		1,43,025.55	1,17,537.82
Total liabilities		4,05,951.16	3,83,646.04
Total equity and liabilities		6,95,231.66	5,98,380.55
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

per **Atul Seksaria**
Partner
Membership No : 086370

Place : Kanpur
Dated : 18th May, 2019

For and on behalf of the Board of Directors of
J K Cement Limited

A.K. Saraogi
President (Corp.Affairs) & CFO

Shambhu Singh
Company Secretary
Membership No -F5836

Yadupati Singhania
Chairman & Managing Director
DIN-00050364

Krishna Behari Agarwal
Director
DIN-00339934

STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2019

₹/Lacs

	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue from operations	27	4,98,129.88	4,75,817.73
Other income	28	7,990.66	12,764.65
Total income		5,06,120.54	4,88,582.38
Expenses			
Cost of materials consumed	29	82,121.80	73,038.01
Purchase of stock in trade		2,153.61	84.75
Changes in inventories of finished goods, stock-in-Trade and work-in-progress	30	(472.40)	4,201.02
Employee benefit expense	31	35,350.27	32,545.61
Finance costs	32	22,208.77	24,535.38
Depreciation and amortization expense	33	19,436.50	18,626.77
Excise Duty		-	16,696.43
Power and fuel		1,05,231.62	88,968.72
Freight and forwarding		1,08,177.71	1,07,244.19
Other expenses	34	84,555.32	76,972.59
Total Expenses		4,58,763.20	4,42,913.47
Profit before Exceptional items & tax		47,357.34	45,668.91
Exceptional Items	46	-	1,696.15
Profit before tax		47,357.34	43,972.76
Tax expense			
Current tax		10,370.24	9,413.62
Deferred tax charged/(credit)	20	4,497.56	371.78
Profit for the year		32,489.54	34,187.36
Other comprehensive income			
Items that will not be reclassified to profit			
Remeasurement gains on defined benefit plans		94.37	195.55
Income tax relating to remeasurement of defined benefit plans		(32.98)	(67.67)
		61.39	127.88
Total comprehensive income for the year		32,550.93	34,315.24
Earnings per equity share (₹)	35		
Basic		45.28	48.89
Diluted		45.28	48.89
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria
Partner
Membership No : 086370

Place : Kanpur
Dated : 18th May, 2019

For and on behalf of the Board of Directors of
J K Cement Limited

A.K. Saraogi
President (Corp.Affairs) & CFO

Shambhu Singh
Company Secretary
Membership No -F5836

Yadupati Singhania
Chairman & Managing Director
DIN-00050364

Krishna Behari Agarwal
Director
DIN-00339934

STATEMENT OF CASH FLOW

for the year ended 31st March, 2019

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Cash Flow from Operating Activities		
Net Profit before tax	47,357.34	43,972.76
Adjustment for :-		
Depreciation & amortization expenses	19,436.50	18,626.77
Loss on the sale of property, plant & equipment/ Impairment	405.25	1,747.97
Loss on impairment of Joint venture	22.80	-
Interest paid	21,602.02	23,888.26
Interest received	(3,299.65)	(4,171.14)
Bad Debts / Loans and Advances	3.02	9.85
Provision for doubtful debts / loans and advances	153.18	174.68
Profit on sale of current investment	-	(171.73)
Net fair value gain on financial assets measured at fair value through profit or loss	(1,124.33)	(284.83)
Net loss on unrealized Foreign Currency transactions and translation	-	(83.80)
Mines restoration charges	604.88	14.40
Operating Profit Before Working Capital Changes	85,161.01	83,723.19
Movements in working capital :-		
Increase / (Decrease) in trade payables	5,520.32	7,350.73
Increase / (Decrease) in other financial liabilities	5,446.85	2,351.23
Increase / (Decrease) in other liabilities	(3,621.10)	4,018.57
Increase / (Decrease) in provisions	(511.03)	1,433.26
(Increase) / Decrease in Inventories	(3,892.29)	(3,354.09)
(Increase)/ Decrease in trade receivables	(1,921.57)	(4,168.48)
(Increase)/ Decrease in other financial assets	(2,346.55)	(3,604.99)
(Increase)/ Decrease in Other assets	(3,380.84)	1,450.07
Cash Generated From Operations	80,454.80	89,199.49
Less : Income Tax Paid (inclusive of tax deducted at source)	(9,765.67)	(10,248.61)
Net Cash From operating activities	70,689.13	78,950.88
B. Cash Used in Investing Activities		
Proceed from maturity of fixed deposit	48,369.33	6,020.88
Investment in Fixed Deposits	(32,783.50)	(1,750.00)
Acquisition/Purchase of property, plant & equipment	(60,454.54)	(17,754.47)
Sale of property, plant & equipment	348.52	5,751.15
Net Investments in Subsidiary/Associates	(7,852.60)	(6,021.94)
Investment in Equity, Mutual funds & Bonds	(38,206.79)	(65,766.35)
Sale of Current Investment / Impairment	6,273.50	62,071.73
Intercompany loan given	-	(4,500.00)
Repayment of intercompany loan	-	4,500.00
Interest received	3,634.36	4,320.19
Net Cash Used In Investing Activities	(80,671.72)	(13,128.81)

STATEMENT OF CASH FLOW

for the year ended 31st March, 2019

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
C. Cash used in Financing Activities		
Proceeds from long term borrowings	13,000.00	-
Proceeds of deferred sales Tax / VAT Loans	403.66	2,314.27
Repayment of deferred sales Tax / VAT Loans	(587.53)	(1,910.33)
Repayment of short term borrowings	4,629.92	(5,377.41)
Repayment of long term borrowings	(17,108.24)	(24,075.89)
Proceeds from vehicle loans	156.25	132.75
Proceed from security Premium	49,691.06	-
Proceed from share capital	734.11	-
Interest Expense Paid (inclusive of tax deducted at source)	(21,783.57)	(24,108.83)
Dividend paid (including dividend distribution tax)	(8,430.11)	(6,733.02)
Net Cash Used in Financing Activities	20,705.55	(59,758.46)
Net Increase/(Decrease) in Cash and Cash Equivalents	10,722.96	6,063.61
Cash and Cash Equivalents at the beginning of the year	18,235.03	12,171.42
Cash and Cash Equivalents at the end of the year	28,957.99	18,235.03
	10,722.96	6,063.61

Notes :

Cash and cash equivalents includes cash in hand and bank balances including Fixed Deposits.

As per our report of even date

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria

Partner

Membership No : 086370

Place : Kanpur

Dated : 18th May, 2019

A.K. Saraogi

President (Corp.Affairs) & CFO

Shambhu Singh

Company Secretary

Membership No -F5836

For and on behalf of the Board of Directors of

J K Cement Limited

Yadupati Singhania

Chairman & Managing Director

DIN-00050364

Krishna Behari Agarwal

Director

DIN-00339934

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2019

(a) EQUITY SHARE CAPITAL

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year (Equity shares of ₹ 10 each issued, subscribed and fully paid)	6,992.72	6,992.72
Changes in equity share capital during the year	734.11	-
Balance at the end of the reporting period (Equity shares of ₹ 10 each issued, subscribed and fully paid)	7,726.83	6,992.72

(b) OTHER EQUITY

	₹/Lacs				
	Surplus				Total
	Securities premium	Debenture redemption reserve	General reserve	Retained earnings (including Other Comprehensive Income)	
Balance at 31 March 2017	25,988.60	9,955.10	74,325.02	69,890.85	1,80,159.57
Profit for the year	-	-	-	34,187.36	34,187.36
Other comprehensive income/ (loss) for the year	-	-	-	127.88	127.88
Total comprehensive income for the year	-	-	-	34,315.24	34,315.24
Transfer to general reserve	-	-	6,000.00	(6,000.00)	-
Transfer to/(from) debenture redemption reserve	-	9.40	-	(9.40)	-
Dividend paid	-	-	-	(5,594.18)	(5,594.18)
Dividend distribution tax	-	-	-	(1,138.84)	(1,138.84)
Balance at 31 March 2018	25,988.60	9,964.50	80,325.02	91,463.67	2,07,741.79
Profit for the year	-	-	-	32,489.54	32,489.54
Other comprehensive income for the year	-	-	-	61.39	61.39
Total comprehensive income for the year	-	-	-	32,550.93	32,550.93
Adjustment during the year					
Transfer to general reserve	-	-	10,000.00	(10,000.00)	-
Transfer to/(from) debenture redemption reserve	-	(87.60)	-	87.60	-
Addition during the year	50,344.58	-	-	-	50,344.58
Share issue expenses	(653.52)	-	-	-	(653.52)
Dividend paid	-	-	-	(6,992.73)	(6,992.73)
Dividend distribution tax	-	-	-	(1,437.38)	(1,437.38)
Balance at 31 March 2019	75,679.66	9,876.90	90,325.02	1,05,672.09	2,81,553.67

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria
Partner
Membership No : 086370

Place : Kanpur
Dated : 18th May, 2019

A.K. Saraogi
President (Corp.Affairs) & CFO

Shambhu Singh
Company Secretary
Membership No -F5836

For and on behalf of the Board of Directors of
J K Cement Limited

Yadupati Singhania
Chairman & Managing Director
DIN-00050364

Krishna Behari Agarwal
Director
DIN-00339934

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to the financial statements for the year ended 31st March, 2019

1. CORPORATE INFORMATION

I. Reporting Entity

J K Cement Limited ("J K Cement Limited" or "the Company") is a public limited Company domiciled in India and has its registered office at Kamla Tower, Kanpur, Uttar Pradesh – 208 001. J K Cement Limited's equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company is engaged in the manufacturing and selling of Cement and Cement related products.

II. Significant Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

1. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

These are Company's separate financial statements.

These financial statements were authorised for issue by the Board of Directors on 18.05.2019.

2. Basis of measurement

The financial statements have been prepared on a historical cost basis except the following items, which are measured on fair value basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value (Refer Note 41)
- Defined benefit liability/(assets): fair value of plan assets less present value of defined benefit obligation (Refer Note 38)

3. Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest lacs up to two decimal places unless otherwise indicated.

4. Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income, expenses, and the accompanying disclosures, and the disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A. Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Assessment of lease contracts:

Classification of lease under finance lease or operating lease requires judgement with regard to the estimated economic life and estimated cost of the assets. The Company has analyzed each lease contract on case to case basis to classify the arrangements as operating lease i.e. below one year or risk or rewards are not significant mainly godown and office rent are covered in operating lease and finance lease, based on evaluation of the term and conditions of the arrangements.

- Provision and contingencies

The assessment undertaken in the recognizing provision and contingencies have been made in accordance with Ind AS 37, 'Provisions, contingent liabilities and contingent assets'. The evaluation of the likelihood of the contingent events has required best judgement by management regarding the probability of exposure to potential loss.

B. Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future development, however, may change due to market change or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occurred.

Taxes:

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 judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the

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to the financial statements for the year ended 31st March, 2019

likely timing and the level of future taxable profits together with tax planning strategy.

Useful lives of property, plant and equipment

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

Post-retirement benefit plans

Employee benefit obligations (gratuity obligations) are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rates, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term natures, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities recorded in the balance sheet in respect of which quoted prices in active markets are available and measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

5. Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

An liability is treated as current when:

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

All other liabilities are classified as non-current.

Deferred tax liabilities are classified as non-current liabilities.

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

6. Property, plant and equipment Recognition and measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred up to the date when the assets are ready to use. Capital work-in-progress includes cost of assets at sites, construction expenditure and interest on the funds deployed.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Items such as spare parts, stand-by equipment and servicing equipment are recognized as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

Any gain/ (loss) on disposal of property, plant and equipment is recognized in statement of profit and loss.

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Subsequent Measurement

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

Expenditure during construction period:

Expenditure/Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding

at each reporting date are disclosed as capital advances under "Other non-current assets".

Depreciation

Depreciation on Property, plant and equipment (PPE) is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management based on technical estimates). The assets residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

Leasehold land is being amortised over the period of lease tenure.

Tangible Assets	Useful Life (In years)
Factory building (including roads)	03-30 Years
Non factory building (including roads)	05-60 Years
Plant and machinery	05-40 Years
Vehicles	08 Years
Furniture and fixtures	10 Years
Office equipment	05 Years
Railway sidings	15 Years

The useful lives of certain plant and machineries have been considered lower / higher than 15 years. These lives are lower / higher than those indicated in schedule II of Companies Act, 2013.

Freehold mining land is depleted according to the 'units of production' method by reference to the ratio of extraction of limestone in the year to the related reserves of limestone.

Leasehold land is amortized on a straight line basis over the primary lease period.

Limestone reserves are estimated by the management based on the internal best estimates or independent expert's valuation as considered appropriate. These estimates are reviewed at least annually.

The management believes that the estimated useful lives are realistic and reflect approximation of the period over which the assets are likely to be used.

7. Intangible assets

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

Subsequent expenditure is capitalised only if it is probable that the future economic benefits

associated with the expenditure will flow to the Company.

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

Amortisation of Mining rights over the period or respective Mining Agreement.

Amortisation of Mining Reserve: On the basis of material extraction (proportion of material extracted per annum to total mining reserve)

8. Financial instruments

A financial instrument is any contract that gives rise to asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets are not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in

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the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value through other comprehensive income (FVOCI) or fair value through Profit and Loss Account (FVTPL) on the basis of either

Company's business model for managing the financial assets or

Contractual cash flow characteristics of the financial assets.

Business model assessment

The Company makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

Debt instruments at amortised cost

A financial asset is measured at amortised cost only if both conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest

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

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

Debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as at FVOCI, is classified as at FVTPL.

In addition, the Company may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity Instruments

All equity instruments in scope of Ind AS 109, Financial Instruments are measured at fair value and all changes in fair value are recorded in FVTPL. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI and fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize

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the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and at FVOCI

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

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

With regard to trade receivable the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

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

Subsequent measurement

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

Financial Liabilities measured at amortised cost

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

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

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

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

Financial guarantee contracts

Financial guarantee contract issued by the Company is contracts that require a

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payment to be made to reimburse the holder for a loss it incurs because, the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109, and the transaction amount recognised less cumulative amortisation.

Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets

which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

9. Inventories

Inventories are valued as follows:

Raw materials, packing materials, stores and spares	Lower of cost and net realisable value. Cost is determined on a moving weighted average basis. Materials and other items held for use in the production of inventories are at cost not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost
Work-in-progress, finished goods and traded goods	Lower of cost and net realisable value. Cost includes direct materials, labor and a proportion of manufacturing overheads. Cost of finished goods includes excise duty, wherever applicable.
Waste	At net realisable value

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

10. Investment in subsidiary and joint venture

Investment in subsidiaries and joint venture are carried at cost / fair value as per the requirement of IND AS 32, Financial Instruments and IND AS 109, Financial Instruments in the separate financial statements. Investment carried at cost is tested for impairment as per IND AS 36, Impairment of Assets.

11. Provisions, Contingent Liabilities and Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

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Contingent Assets are not recognized in the financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Mines Restoration Expenditure

The expenditure on restoration of the mines based on technical estimates by Internal/External specialists is recognized in the accounts. The total estimated restoration expenditure is apportioned over the estimated quantity of mineral resources (likely to be made available) and provision is made in the accounts based on minerals mined during the year.

12. Revenue Recognition

The Company derives revenues primarily from sale of cement and cement related products.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the goods or services before transferring them to the customer.

Revenue excludes amounts collected on behalf of third parties.

Sale of goods

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been delivered to the specific location (delivery). Following delivery, the customer has full discretion over the responsibility, manner of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Company when the goods are delivered to the customer or their agent as this represents the point in time at which the right to consideration

becomes unconditional, as only the passage of time is required before payment is due. The Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Variable consideration

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

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

Contract balances

Trade receivables

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

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration

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before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract

Cost to obtain a contract

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

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

Critical judgements

The Company's contracts with customers include promises to transfer goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

13. Government Grants and Subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants that compensate the Company for expenses incurred are recognised in profit or loss as income on a systematic basis in the periods in which the expense is recognised.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

14. Employee benefits

(A) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(B) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The Company has following defined contribution plans:

- a) Provident fund
- b) Superannuation scheme

(C) Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income.

Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset),

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to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Company has following defined benefit plans:

i) Gratuity

The Company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary and contributes to the Gratuity Trust fund formed by the Company. The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Re-measurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

(D) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in profit or loss in the period in which they arise.

The Company has following long term employment benefit plans:

(i) Leave Liability

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

15. Foreign currency transactions

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

16. Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

17. Taxes

Tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognized directly in equity or in Other Comprehensive Income

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

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

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interpretation and establishes provisions where appropriate.

Current tax assets and liabilities are offset only if, the Company:

- a) Has a legally enforceable right to set off the recognised amounts; and
- b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit nor loss.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The carrying amount of deferred tax asset is reviewed on each reporting date.

Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
 - b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.
- iii) Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period

18. Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Units ('CGUs').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or

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to the financial statements for the year ended 31st March, 2019

amortisation, if no impairment loss had been recognised.

19. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Company. Refer note 37 for segment information presented.

20. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

21. Leases

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company i.e. amount is not significant for revenue or lease paid is below than one year or such lease arrangements are directly charged to revenue mainly godown or official lease accommodation are charged under Rent Head- as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

22. Exceptional item.

Items of income or expense of non-routine are presented separately when their nature and amount of such significance and is relevant to an understanding of the entity's financial performance.

23. Earnings Per Share (EPS)

Basic earnings per share are computed by dividing the profit for the year by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit for the year by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

2. PROPERTY, PLANT AND EQUIPMENT

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Particulars	Gross Block				Depreciation			Net Block		₹/Lacs
	Opening	Additions	Disposal/Adj	As at 31.03.2019	Opening	Additions	Disposal/Adj	As at 31.03.2019	As at 31.3.2018	
Tangible Assets										
Freehold Land	22,864.00	5,800.79	138.20	28,526.59	-	-	-	-	28,526.59	22,864.00
Factory Building	30,943.77	573.93	10.91	31,506.79	8,467.19	1,622.81	0.71	10,089.29	21,417.50	22,476.58
Non Factory Buildings	33,159.68	1,323.57	-	34,483.25	4,957.48	1,137.81	-	6,095.29	28,387.96	28,202.20
Plant and equipment (i & iv)	3,70,484.22	13,620.03	859.72	3,83,244.53	1,10,886.53	14,197.82	435.09	1,24,649.26	2,58,595.27	2,59,597.69
Vehicles	3,867.09	938.05	499.69	4,305.45	1,862.70	446.57	368.15	1,941.12	2,364.33	2,004.39
Furniture & Fixtures	3,716.77	262.12	0.28	3,978.61	2,281.76	313.39	0.03	2,595.12	1,383.49	1,435.01
Office Equipment	495.19	65.50	15.70	544.99	288.96	69.42	14.53	343.85	201.14	206.23
Railway Sidings	10,542.36	-	60.02	10,482.34	2,536.20	690.83	12.67	3,214.36	7,267.98	8,006.16
Rolling Stock	89.43	-	-	89.43	72.04	8.15	-	80.19	9.24	17.39
Other Assets	487.93	122.74	0.43	610.24	354.81	36.16	0.03	390.94	219.30	133.12
Lease hold Land (iii)	17,452.01	641.77	-	18,093.78	3,342.87	627.17	-	3,970.04	14,123.74	14,109.14
Tangible Assets	4,94,102.45	23,348.50	1,584.95	5,15,866.00	1,35,050.54	19,150.13	831.21	1,53,369.46	3,62,496.54	3,59,051.91
Capital work in progress (ii)	8,780.53	56,341.07	10,743.92	54,377.68	-	-	-	-	54,377.68	8,780.53
Total	5,02,882.98	79,689.57	12,328.87	5,70,243.68	1,35,050.54	19,150.13	831.21	1,53,369.46	4,16,874.22	3,67,832.44

(i) The amount incurred by Company as at 31st March 2019, ownership of which vests with State Electricity Boards & Indian Railways is cost ₹ 5,029.53 lacs (31st March 2018: ₹ 5,029.13 lacs), amortisation ₹ 1,117.04 lacs (31st March 2018: ₹ 817.83 lacs) and net block ₹ 3,912.49 lacs (31st March 2018: ₹ 4,211.30 lacs)

(ii) The amount of ₹ 10,743.92 Lacs represents the amount capitalised during the year.

(iii) It includes freehold land for mining having cost of ₹ 3,082.44 lacs (31st March 2018 : ₹ 3,082.44 lacs), amortisation of ₹ 917.85 lacs (31st March 2018 : ₹ 812.29 lacs) and net block of ₹ 2,164.61 lacs (31st March 2018: ₹ 2,270.15 lacs)

(iv) Property, plant & equipment pledged as security: Refer note 17 for information on property, plant & equipment pledged as security by the Company.

(v) The title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for 1 case of leasehold land and 4 cases of freehold land amounting to gross block of ₹ 1,353.07 lacs (net block: ₹ 70.42 lacs) and gross block of ₹ 225.64 lacs (net block: ₹ 225.64 lacs) respectively as at March 31, 2019 for which title deeds are in the name of the erstwhile Company that merged with the Company pursuant to a scheme of amalgamation and arrangement as approved by the honourable High Court in earlier years.

(vi) Assets related to thermal power plant and other DG sets at Rajasthan location are decapitalised and kept for final disposal refer note no 45 & 46.

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3. OTHER INTANGIBLE ASSETS

Particulars	Gross Block				Depreciation				Net Block	
	Opening	Additions	Disposal/Adj	As at 31.03.2019	Opening	Additions	Disposal/Adj	As at 31.03.2019	As at 31.3.2019	As at 31.3.2018
Computer Software	840.61	93.12	-	933.73	403.13	251.30	48.46	702.89	230.84	437.48
Mining Rights	192.37	674.32	-	866.69	12.57	35.07	-	47.64	819.05	179.80
Other Intangible Asset	1,032.98	767.44	-	1,800.42	415.70	286.37	48.46	750.53	1,049.89	617.28

₹/Lacs

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to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
4. Non-Current Investments		
A. Investment in equity instruments (fully paid-up)		
Unquoted		
Subsidiary Companies(at cost)		
- 280615 (31 st March 2018 :107145) equity shares of J. K. Cement (Fujairah) FZC.* (Face value AED1000 each)	46,885.04	15,941.56
- 10923408 (31 st March 2018:10447217) equity shares of Jaykaycem (Central) Limited (Face value ₹ 10 each)	9,759.02	8,759.02
Joint Ventures (at cost)		
- Nil (31 st March 2018 : 375000) equity shares of Bander Coal Company Pvt. Ltd. (Face value ₹ 10 each) joint operation	-	37.50
Others (at FVTPL)		
- 8000 (31 st March 2018: 8000) equity shares of ReNew Wind Energy AP (Pvt.) Ltd. (Face value ₹ 10 each)	8.00	8.00
- 3140101(31 st March 2018 : 3140101) equity shares of VS Legnite Power Pvt. Ltd. (Face value ₹ 10)# #	-	-
B. Investment in preference shares (fully paid up)		
Unquoted		
Subsidiary Companies (at FVTPL)		
- Nil (31 st March 2018 : 3488)3% Non cumulative 11 years Redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah)FZC*	-	617.76
- Nil (31 st March 2018 : 3488)3% Non cumulative 12 years Redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah)FZC*	-	617.76
- Nil (31 st March 2018 : 3489)3% Non cumulative 13 years Redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah)FZC*	-	617.94
- Nil (31 st March 2018 : 3490) 3% Non cumulative 14 years Redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah)FZC*	-	618.12
(at amortised Cost)		
- Nil (31 st March 2018 : 34370) 3% cumulative 11 years redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah) FZC.*	-	6,087.31
- Nil (31 st March 2018 : 34370) 3% cumulative 12 years redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah) FZC.*	-	6,087.31
- Nil (31 st March 2018 : 34370) 3% cumulative 13 years Redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah)FZC*	-	6,087.31
- Nil (31 st March 2018 : 34370) 3% cumulative 14 years Redeemable (Face value AED1000 each) preference shares in J K Cement (Fujairah)FZC*	-	6,087.31
Others (at FVTPL)		
- 2785552(31 st March 2018 : 2785552) 0.01% cumulative redeemable Preference shares in VS Legnite Power Pvt. Ltd. (Face value ₹ 10)# #	-	-
C. Investment In Mutual Fund (Quoted)(at FVTPL)		
5000000(31 st March 2018:5000000) HDFC fmp 1302D Sep2016(1)Regular- Growth -Series-37 Maturity date2020	606.90	569.69
5000000(31 st March 2018:5000000) HDFC fmp 1188D Mar-2017(1)-Regular- Growth-Series38- Maturity date-29-6-2020	576.57	540.32
5000000(31 st March 2018:5000000) "UTI FITF Series XXVII - II (1161 days)"	560.10	522.56
5000000(31 st March 2018:5000000) ICICI Prudential Fixed Maturity Plan Series 82-1187 Days	535.66	508.53
5000000(31 st March 2018:5000000) ICICI Prudential Fixed Maturity Plan Series 82-1136 Days	535.01	501.51
1000000 (31 st March 2018:nil)Union Capital Protection Oriented Fund Series 8 (Maturity -11.09.20)	108.05	-

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to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
D. Investments in Bonds(Quoted) (at FVTPL)		
50 (31 st March 2018:50) State bank of India SR-III 8.39% BD perpetual Bonds, Face value per Bond ₹ 1000000 purchased @991285	489.64	494.15
50 (31 st March 2018:50) State bank of India SR-II 8.75% BD perpetual Bonds, Face value per Bond ₹ 1000000 purchased @1007773	493.73	499.44
50 (31 st March 2018:50) Punjab National Bank SR- VIII, 8.95% BD perpetual Bonds, Face value per Bond ₹ 1000000 purchased @1006175	481.68	491.37
	61,039.40	55,694.47
Aggregate amount of market value of quoted investment	4,387.34	4,127.57
Aggregate amount of unquoted investment	56,652.06	51,566.90

*Company has early converted 3% cumulative and non-cumulative redeemable preference share capital (RPS) into the equity shares on dated 1st May 2018, which were due for conversion in FY 2022-23 to 2028-29.

**The fair value of investment is Nil (31st March 2018: Nil)

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
5. Other Non-Current Financial assets (unsecured, considered good)		
Fixed Deposits*	1,450.81	527.17
Vehicle Loan Recoverable	196.45	143.41
Security Deposits	3,837.94	3,039.67
Share Application money(Refer note 39)*	4,047.59	1,302.96
	9,532.79	5,013.21

* includes ₹ 1394.42 Lacs (31 March 2018 ₹ 27.16 Lacs) pledged against overdraft /other commitments.

Share application money paid to J. K. Cement (Fujairah) FZC (Subsidiary Company) in current year. The allotment is expected to be made by end of June, 2019.

No loans due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
6. Other non-current assets		
Capital advances	11,490.32	9,732.38
Advances other than capital advances		
Prepaid expenses	1,173.83	1,414.03
Deferred employee compensation	37.43	26.03
Advance to employees	173.81	122.41
Deposit under protest with Govt authorities	2,566.67	2,315.27
	15,442.06	13,610.12

No advances are due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

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to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
7. Inventories		
(Valued at lower of cost and net realisable value)		
Raw materials	9,533.92	8,293.98
Work-in-process	4,080.90	4,679.90
Finished goods	8,023.91	6,950.14
Stock-in-trade	5.67	8.04
Consumable stores and spares (net of provisions for non-moving inventories of ₹ 1107.84 lacs (31 march 2018: ₹ 108.75 lacs)	23,490.49	28,532.43
Goods in transit :		
- Raw materials	912.70	-
- Consumable stores and spares *	11,005.77	4,696.58
	57,053.36	53,161.07

Refer note 17 for information on inventories pledged as security by the company.

*It includes Project Machinery in Transit of ₹ 1266.39 Lacs (31st March 2018 : Nil).

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
8. Current Investments		
Investment in Mutual Funds		
Quoted (at FVTPL)		
- Nil (31 st March 2018 : 6568620.89) units in "ICICI Prudential Regular Income fund"	-	1,151.85
- Nil (31 st March 2018 : 1774748.873) units in "HDFC Regular Saving – Growth"	-	611.12
- Nil (31 st March 2018 : 2721606.837) units in Edelweiss Mutual Fund "Edelweiss Government Securities Regular- Growth"	-	389.06
- Nil (31 st March 2018 : 9322487.4370) units in " Axis Regular Saving Fund –Regular Plan Growth"	-	1,579.11
- Nil (31 st March 2018 : 73605.432) units in "SBI Premier Liquid fund -DIR Plan Growth"	-	2,005.30
-234958.449 (31 st March 2018 :44082.999) units in "HDFC Liquid-DP-Growthoption"	8,642.44	1,504.04
-Nil (31 st March 2018 :2353040.835) units in "Birla Sun Life(BSL)"	-	517.14
-225568.133 (31 st March 2018 :Nil) units in "SBI Liquid Fund Direct - Growth"	6,605.92	-
-66116.58 (31 st March 2018 :Nil) units in "Kotak Liquid Direct Plan Growth"	2,502.07	-
-2760585.383 (31 st March 2018 :Nil) units in "ICICI Prudential Liquid Fund -Direct Plan-Growth"	7,630.71	-
-833029.555 (31 st March 2018 :Nil) units in "Aditya Birla Sun Life Liquid Fund -Growth-Direct Plan"	2,502.72	-
-318428.385 (31 st March 2018 :Nil) units in "Axis Liquid Fund - Direct Growth (CFDGG)"	6,602.69	-
300000 (31 st March 2018:Nil) "Union Capital Protection Oriented Fund Series 7 (Maturity -03.03.20)"	34.44	-
Investments in Bonds(Quoted) (at FVTPL)		
250 (31 st March 2018: Nil)Housing Development Finance Corporation Ltd SR-M 015 9.45 NCD 21 AG19, Face value per Bond ₹ 1000000 purchased @1006015	2,508.45	-
250 (31 st March 2018: Nil) Mahindra & Mahindra Financial Services Ltd SR-BH 2017 NCD 26SP19, Face value per Bond ₹ 1000000 purchased @944793	2,401.70	-
	39,431.14	7,757.62
Aggregate amount of quoted investments	39,431.14	7,757.62

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to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
9. Trade receivables		
Secured		
Considered good	6,764.94	5,646.56
Unsecured		
Considered good	13,797.80	13,150.81
Considered significant increase in credit Risk	1,089.97	959.87
Less: Credit impaired	1,089.97	959.87
	20,562.74	18,797.37

Refer to Note 17 for information on Trade receivables pledged as security by the company.

No trade receivable are due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
10. Cash and cash equivalents		
Balance with banks:		
- In current accounts	14,110.21	3,076.76
- In EEFC accounts	151.01	41.51
- Fixed deposits with maturity of upto 3 months*	12,215.40	12,910.45
Cash on hand	18.48	34.90
Cheques in hand	2,462.89	2,171.41
	28,957.99	18,235.03

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
11. Other bank balances		
Earmarked bank balances #	144.60	127.10
Fixed deposits with maturity of more than 3 months but upto one year*	19,462.97	35,989.94
	19,607.57	36,117.04

#Bank balances are against unpaid dividend & unclaimed fraction money

*Fixed Deposits upto one year include deposit of ₹ 16,080.74 Lacs (31 March 2018: ₹ 2,698.08 Lacs) pledged against overdraft / other commitments.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
12. Other current financial assets		
Other loans and advances - significant increase in credit Risk	33.96	33.96
Credit impaired	(33.96)	(33.96)
	-	-
Other loans and advances*	7,070.04	4,489.45
Advance to employees	261.87	222.89
Interest accrued	2,274.04	2,608.75
	9,605.95	7,321.09

*Includes Government Subsidy of ₹ 6,034.62 Lacs (31 March 2018: ₹ 3,110.04 Lacs).

Refer to Note 17 for information on other current financial assets pledged as security by the company.

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to the financial statements for the year ended 31st March, 2019

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
13. Current tax assets (net)		
Advance tax (Net of provision for income tax of ₹ 10,370.24 Lacs) (31 March 2018: ₹ 9,413.62 Lacs).	180.98	752.57
	180.98	752.57

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
14. Other current assets		
Balances with Government authorities	5,079.66	2,366.36
Prepaid expenses	1,141.71	1,082.66
Advance to employees	85.30	88.52
Advances to suppliers	9,552.23	9,016.55
Deferred employee compensation	16.58	14.54
	15,875.48	12,568.63

No advances are due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
15. Equity Share capital		
Authorised:		
8,00,00,000 (31 March 2018 - 8,00,00,000) equity shares of ₹ 10/- each	8,000.00	8,000.00
Issued, subscribed & fully paid up:		
7,72,68,251 (31 March 2018 - 6,99,27,250) equity Shares of ₹ 10/- each	7,726.83	6,992.72
	7,726.83	6,992.72

a. Terms and rights attached to equity shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting.

b. Reconciliation of number of shares outstanding at the beginning and end of the year :

	₹/Lacs	
	Number of Shares	Amount
Outstanding at the 1 April 2017	6,99,27,250	6,992.72
Equity Shares issued during the year	-	-
Outstanding at the 31 March 2018	6,99,27,250	6,992.72
Equity Shares issued during the year #	73,41,001	734.11
Outstanding at the 31 March 2019	7,72,68,251	7,726.83

c. Shareholders holding more than 5% shares in the Company

	As at 31 March 2019		As at 31 March 2018	
	No. of Shares	Percentage	No. of Shares	Percentage
Yadu International Ltd.	3,01,99,518	39.08%	3,01,99,518	43.19%
Yadupati Singhania	1,20,64,198	15.61%	1,20,64,198	17.25%

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to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
16. Other equity		
a. Securities premium		
Balance at the beginning of the year	25,988.60	25,988.60
Add Addition during the year #	50,344.58	-
Less: Adjustment during the year #	653.52	-
Balance at the end of the year	75,679.66	25,988.60
b. Debenture redemption reserve		
Balance at the beginning of the year	9,964.50	9,955.10
Transfer from /(to) retained earnings	(87.60)	9.40
Balance at the end of the year	9,876.90	9,964.50
c. General reserve		
Balance at the beginning of the year	80,325.02	74,325.02
Add: Transfer from retained earnings	10,000.00	6,000.00
Balance at the end of the year	90,325.02	80,325.02
d. Retained earnings (including Other Comprehensive Income)		
Balance at the beginning of the year	91,463.67	69,890.85
Add: Profit for the year	32,489.54	34,187.36
Add: Other Comprehensive income for the year	61.39	127.88
Less: Transfer to general reserve	10,000.00	6,000.00
Less: Transfer to debenture redemption reserve	-	9.40
Add: Transfer from debenture redemption reserve	87.60	-
Less: Dividend on equity shares	6,992.73	5,594.18
Less: Dividend distribution tax on equity shares	1,437.38	1,138.84
	1,05,672.09	91,463.67
	2,81,553.67	2,07,741.79

The Company through Qualified Institutions Placement (QIP) allotted 73,41,001 Equity Shares (fully paid up) to the eligible Qualified Institutional Buyers (QIB) at a price of ₹ 695.80 per equity share of face value of ₹ 10 each (inclusive of premium of ₹ 685.80 per equity share) aggregating to ₹ 51,078.68 lacs. The issue was made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended. Pursuant to the allotment of equity shares in the QIP, the paid up equity share capital of the Company has increased from ₹ 6,992.72 lacs comprising of 6,99,27,250 equity shares to ₹ 7,726.83 lacs comprising of 7,72,68,251 equity shares. Share issue expenses are charged off against securities premium.

Debenture Redemption Reserve (DRR)

The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of outstanding debentures.

General reserve

The Company appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Other Comprehensive Income

Remeasurement of defined benefit plans

"Remeasurements of defined benefit plans represents the following as per Ind AS 19, Employee Benefits:

- actuarial gains and losses
- the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

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to the financial statements for the year ended 31st March, 2019

Dividend

The following dividends were paid by the Company for the year.

	31 March 2019	31 March 2018
Final dividend for the year ended 31 March 2018 ₹ 10 per share (31 March 2017: ₹ 8 per share)	6,992.73	5,594.18
Dividend Distribution tax on final dividend	1,437.38	1,138.84
	8,430.11	6,733.02

After the reporting date, the following dividends were proposed by the board of directors. The dividends have not been recognised as liabilities and there are no tax consequences.

	31 March 2019	31 March 2018
Proposed dividend for the year ended 31 March 2019 ₹ 10 per share (31 March 2018: ₹ 10 per share)	7,726.83	6,992.73
Dividend Distribution tax on final dividend	1,588.27	1,437.38
	9,315.10	8,430.11

Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents, excluding discontinued operations.

	31 March 2019	31 March 2018
Borrowings (note 17)	1,95,648.35	2,06,970.78
Current maturities of long-term debt (note 24)	24,231.71	17,045.14
Cash and Cash equivalents (note 10)	(28,957.99)	(18,235.03)
Net debt	1,90,922.07	2,05,780.89
Total Equity	2,89,280.50	2,14,734.51
Capital and net debt	4,80,202.57	4,20,515.40
Gearing ratio	39.76%	48.94%

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

NOTES

to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
17. Borrowings		
Secured		
Non convertible debentures	51,780.87	58,992.88
Less: Current maturities of non convertible debentures (Refer note 24)	10,950.00	7,300.00
Term loans		
From banks	1,58,335.71	1,55,231.94
Less: Current maturities of term loans (Refer note 24)	12,198.39	8,760.06
Vehicle loans	828.29	672.04
Less: Current maturities of vehicle loans (Refer note 24)	446.60	325.13
VAT loans from Government	5,704.32	5,300.66
Unsecured		
Deferred sales tax liabilities	3,230.87	3,818.40
Less: Current maturities of deferred sales tax liabilities (Refer note 24)	636.72	659.95
	1,95,648.35	2,06,970.78

a. Particulars of Securities, Repayment & Interest

₹/Lacs

				Carrying Amount	
Loan's Securities	Repayment Frequency	Year of Maturity	Rate of Interest p.a.	As at 31 March 2019	As at 31 March 2018
1) Secured Non Convertible Debentures					
NCD as shown includes ₹ 119.13 Lacs (31 March 2018 ₹ 207.12 Lacs) towards amortised expenses. Non Convertible Debentures(NCDs): ₹ 51,900.00 lacs (31 March 2018 ₹ 59,200.00 lacs)	Annual	2020-21	10.25%	5,400.00	7,200.00
i) Security for NCDs for ₹ 21,900.00 lacs (31 March 2018 ₹ 29,200.00 lacs)	Annual	2020-21	10.50%	5,400.00	7,200.00
Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge on the assets specified below:-	Annual	2020-21	11.00%	4,200.00	3,660.00
Secured by pari-passu first charge on the Company's PPE (movable & immovable) by way of equitable mortgage on immovable Assets and hypothecation on movable PPE, related to company's plant at Nimbahera, Mangrol, Gotan Grey and Katni.	Annual	2020-21	11.00%	6,900.00	11,140.00
a) Company's Existing Plant at Nimbahera having capacity of 3.25 MnTPA. b) Company's Existing Plant at Mangrol having capacity of 0.75 MnTPA. c) Company's Existing Plant at Gotan consisting of White Cement plant having capacity of 0.40 MnTPA and Thermal Power Plant. d) Company's Existing Thermal power plant at Bamanian.	Annual	2023-24	10.50%	8,500.00	8,500.00
ii) Security for NCDs for ₹ 30,000.00 lacs (31 March 2018 ₹ 30,000.00 lacs)	Annual	2023-24	11.00%	11,500.00	11,500.00
Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of movable PPE pertaining to Company's existing cement plant at village Muddapur Karnataka	Annual	2025-26	9.65%	10,000.00	10,000.00
Sub Total (i)				51,900.00	59,200.00
2) Secured Term Loans from Banks					
Term Loan as shown includes ₹ 301.24 Lacs (31 March 2018 ₹ 313.13 Lacs) towards amortised expenses.					

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to the financial statements for the year ended 31st March, 2019

					₹/Lacs
					Carrying Amount
Loan's Securities	Repayment Frequency	Year of Maturity	Rate of Interest p.a.	As at 31 March 2019	As at 31 March 2018
Secured by pari-passu first charge on the Company's PPE (movable & immovable) by way of equitable mortgage on immovable Assets and hypothecation on movable PPE, related to company's existing plant at Nimbahera, Mangrol & Gotan white. i) Company's Existing Plant at Nimbahera having capacity of 3.25 MnTPA. ii) Company's Existing Plant at Mangrol having capacity of 0.75 MnTPA. iii) Company's Existing Plant at Gotan consisting of White Cement plant having capacity of 0.40 MnTPA and Thermal Power Plant.	Quarterly	2019-20	LTMLR	126.02	625.00
	Quarterly	2019-20	MCLR+0.75%	1,563.55	2,910.70
	Quarterly	2023-24	MCLR+0.50%	7,458.32	8,460.28
	Quarterly	2018-19	MCLR+0.20%	-	428.57
Secured by exclusive charge by way of equitable mortgage over the immovable assets and hypothecation of movable assets pertaining to the specified properties.	Quarterly	2020-21	MCLR+0.65%	1,364.32	1,541.91
Secured by equitable mortgage of immovable properties and hypothecation of movable PPE pertaining to undertaking of J.K. Cement Works, Gotan except current assets and vehicles.	Quarterly	2022-23	LTMLR	3,035.72	3,750.00
Secured by First Pari-passu charge by way of equitable mortgage of all the immovable Properties (except mining land) and hypothecation of all moveable non current assets, present and future pertaining to J.K. Cement Works and Thermal power plant, Muddapur, Karnataka.	Quarterly	2021-22	MCLR+ 0.50%	4,856.87	6,267.50
	Quarterly	2021-22	MCLR	350.04	433.30
	Quarterly	2021-22	MCLR	613.26	757.50
Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of all movable PPE, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.	Quarterly	2022-23	MCLR+0.50%	2,305.43	3,058.57
Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets and hypothecation of all movable PPE, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka (excluding current assets).	Quarterly	2023-24	MCLR+0.25%	1,417.16	1,718.69
Secured against exclusive charge on entire movable PPE (by way of hypothecation) and on immovable PPE related to the Wall Putty project at Katni, Madhya Pradesh (excluding current assets and mining land, if any).	Quarterly	2023-24	LTMLR	8,300.00	8,800.00
Secured by First charge by way of mortgage, on all the immovable properties, both present and future pertaining to, of the new cement Plants at Mangrol, Rajasthan (save and except mining land) including captive power plant of 25 MW and waste heat recovery based power plant of 10 MW and split Grinding Unit at Jharli, Haryana and hypothecation of all the movable PPE of the above plants (save and except Current Assets), both present and future and second charge on all current assets, present and future, pertaining to the above plants (subject to prior charge created or to be created on the Current Assets in favour of the Working Capital Lenders for securing the Working Capital Facilities.	Quarterly	2030-31	MCLR+ 0.50%	1,02,019.86	1,04,254.72
	Quarterly	2030-31	MCLR+ 0.40%	12,223.41	12,538.33

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to the financial statements for the year ended 31st March, 2019

₹/Lacs

Loan's Securities	Repayment Frequency	Year of Maturity	Rate of Interest p.a.	Carrying Amount	
				As at 31 March 2019	As at 31 March 2018
(i) Secured by pari-passu first charge by way of equitable mortgage of the immovable properties, present and future, pertaining to the Mangrol 3 rd Line clinker unit the Mangrol WHR Plant pertaining to the Aligarh Grinding unit and Balasinor Grinding unit, Mangrol expanded Grinding unit and Nimbahera expanded Grinding unit but excluded the mining land. (ii) Secured by pari passu first charge by way of hypothecation of the movable fixed assets pertaining to the Mangrol 3 rd Line clinker unit and the Mangrol WHR Plant, pertaining to the Aligarh Grinding unit and Balasinor Grinding unit, Mangrol expanded Grinding unit and Nimbahera expanded Grinding unit (save and except the current assets and vehicles), both present and future, including movable plant and machinery, furniture, fixtures and all other movable fixed assets related to aforesaid units. (iii) Secured by first pari passu second charge by way of hypothecation of the current assets pertaining to Mangrol 3 rd line clinker unit, Mangrol WHR Plant, Aligarh Grinding unit, Balasinor Grinding unit, Mangrol Expanded Grinding unit and Nimbahera Expanded Grinding unit both present and future.	Quarterly	2033-34MCLR+ 0.35%		13,002.99	-
Sub Total (ii)				1,58,636.95	1,55,545.07
Total (i) + (ii)				2,10,536.95	2,14,745.07
Less : Shown in current maturities of long term debt				23,148.39	16,060.06
Balance shown as above				1,87,388.56	1,98,685.01

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
b. Net Debt Reconciliation		
This section sets out an analysis of net debt and the movements in net debt for each of the periods presented		
Cash and cash equivalents	49,871.77	54,752.14
Liquid investments	39,431.14	7,757.62
Current borrowings	(40,213.39)	(28,396.90)
Non current borrowings	(1,95,648.35)	(2,06,970.78)
Net Debt	(1,46,558.83)	(1,72,857.92)

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
18. Other non-current financial liabilities		
Security deposits	23,891.31	20,678.88
	23,891.31	20,678.88

NOTES

to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
19. Long-term provisions		
Provision for employee benefits (Refer note 38)		
- Gratuity	20.00	20.00
- Leave encashment	2,631.77	2,276.00
Provision for mines restoration charges*	816.43	211.55
	3,468.20	2,507.55
* Provision for mines restoration charges:		
Opening balance	211.55	197.15
Addition during the year	604.88	14.40
Closing balance	816.43	211.55

The Company provides for the expenditure to reclaim the quarries used for mining in the Statement of Profit and Loss based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mine. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
20. Deferred tax liabilities (net)		
A. The balance comprises temporary differences attributable to:		
Deferred tax liabilities		
Property, plant and equipment	62,612.01	60,057.48
Deferred tax assets		
Unabsorbed depreciation & losses	-	1,893.29
Employee benefits	1,100.28	965.63
Trade receivables	647.07	343.95
Liability on payment basis	3,255.39	2,763.18
MAT credit entitlement	26,359.74	27,372.44
	31,249.53	26,718.99

B. Movement in deferred tax balances

	As at 31 March 2018	Recognized in P&L	Recognized in OCI	As at 31 March 2019
Deferred tax assets				
Unabsorbed depreciation & losses	1,893.29	(1,893.29)		-
Employee benefits	965.63	167.63	(32.98)	1,100.28
Trade receivables	343.95	303.12		647.07
Liability on expenses	2,763.18	492.21		3,255.39
MAT credit entitlement	27,372.44	(1,012.70)		26,359.74
Sub- total (a)	33,338.49	(1,943.03)	(32.98)	31,362.48
Deferred tax liabilities				
Property, plant and equipment	60,057.48	2,554.53	-	62,612.01
Sub- total (b)	60,057.48	2,554.53	-	62,612.01
Net deferred tax liability (b)-(a)	26,718.99	4,497.56	32.98	31,249.53

	As at 31 March 2017	Recognized in P&L	Recognized in OCI	As at 31 March 2018
Deferred tax assets				
Unabsorbed depreciation & Losses	9,980.15	(8,086.86)		1,893.29
Employee benefits	840.63	192.67	(67.67)	965.63
Trade receivables	272.97	70.98		343.95
Liability on expenses	2,996.96	(233.78)		2,763.18
MAT credit entitlement	18,079.26	9,293.18		27,372.44
Sub- Total (a)	32,169.97	1,236.19	(67.67)	33,338.49
Deferred tax liabilities				
Property, plant and equipment	58,450.60	1,606.88	-	60,057.48
Sub- Total (b)	58,450.60	1,606.88	-	60,057.48
Net Deferred Tax Liability (b)-(a)	26,280.63	#370.69	67.67	26,718.99

Movement included ₹ 1.08 Lacs of earlier year tax adjustment

NOTES

to the financial statements for the year ended 31st March, 2019

C. Amounts recognised in profit or loss

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
Current tax expense		
Current year	10,370.24	9,413.62
	10,370.24	9,413.62
Deferred tax charged/(credit)		
Origination and reversal of temporary differences	2,022.17	371.78
Earlier year tax adjustment	2,475.39	-
Total tax expenses	4,497.56	371.78
	14,867.80	9,785.40

D. Amounts recognised in other comprehensive Income

	For the year ended 31 March 2019			For the year ended 31 March 2018		
	Before tax	Tax (Expense) / Income	Net of tax	Before tax	Tax (Expense) / Income	Net of tax
Remeasurements of defined benefit liability	94.37	(32.98)	61.39	195.55	(67.67)	127.88
	94.37	(32.98)	61.39	195.55	(67.67)	127.88

E. Reconciliation of effective tax rate

₹/Lacs

	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations	34.944	47,357.34	34.608	43,972.76
Tax using the Company's domestic tax rate		16,548.72		15,218.10
Increase in tax rate		525.15		-
Tax effect of:				
Non-deductible expenses		263.36		300.36
Tax-exempt income & incentives		(4,944.82)		(5,786.91)
Others		2,475.39		53.85
		14,867.80		9,785.40

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
21. Other non-current liabilities		
Deferred government subsidies		
- Deferred income on government grants	8,668.22	9,232.02
	8,668.22	9,232.02
Government grants have been received against the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.		
Opening balance		
Current	753.76	606.88
Non current	9,232.02	8,633.01
	9,985.78	9,239.89
Received during the year	331.30	1,499.65
Released to statement of profit or loss	834.80	753.76
Closing balance		
Current	814.06	753.76
Non-current	8,668.22	9,232.02
	9,482.28	9,985.78

NOTES

to the financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
22. Short term borrowings		
Loan repayable on demand (Secured)*		
- From banks	15,981.68	11,351.76
	15,981.68	11,351.76

*Loan repayable on demand are secured by first charge on current assets of the Company namely inventories, book debts etc. and second charge on PPE of the Company except the PPE pertaining to J.K. Cement Works, Gotan and the assets having exclusive charge of other lenders.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
23. Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer note 42)	1,051.10	1,227.33
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	68,774.99	63,078.44
	69,826.09	64,305.77

Based on the information available with the Company regarding the status of suppliers as defined under MSMED Act, 2006, there was no principal amount overdue and no interest was payable to the Micro, Small and Medium Enterprises on 31st March, 2019 as per the terms of contract.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
24. Other financial liabilities		
Current maturities of long-term debt	24,231.71	17,045.14
Employee dues	1,980.39	1,540.24
Interest accrued but not due on borrowings	1,151.61	1,333.16
Unpaid dividends	135.39	117.88
Unclaimed fraction money	9.22	9.22
Security deposits	1,179.40	1,033.33
Project creditors	10,757.50	673.96
Temporary book overdraft	997.04	54.28
Others	1,164.15	537.61
	41,606.41	22,344.82

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
25. Other current liabilities		
Statutory dues payable	6,718.09	7,685.84
Government grant	814.06	753.76
Advance from customer	6,789.73	8,939.58
Others	271.86	271.86
	14,593.74	17,651.04

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
26. Short-term provisions		
Employee benefits	1,017.63	1,884.43
	1,017.63	1,884.43

NOTES

to the financial statements for the year ended 31st March, 2019

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
27. Revenue from operations		
Revenue from Contracts with Customers		
Sale of products (including excise duty)	4,91,919.04	4,70,955.40
Total (i)	4,91,919.04	4,70,955.40
Other operating revenue		
Claims realised	137.14	356.42
Government grants	4,522.39	3,825.13
Miscellaneous income	1,551.31	680.78
Total (ii)	6,210.84	4,862.33
Revenue from operations [(i) + (ii)]	4,98,129.88	4,75,817.73

Sale of products includes excise duty collected from customers of ₹ Nil (31 March 2018: ₹ 16,696.43 lacs). Sale of goods net of excise duty is ₹ 4,91,919.04 lacs (31 March 2018: ₹ 4,54,258.97 lacs). Revenue from operations for periods up to 30 June 2017 includes excise duty. From 1 July 2017 onwards the excise duty and most indirect taxes in India have been replaced by Goods and Service Tax (GST). The group collects GST on behalf of the Government. Hence, GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, revenue from operations year ended 31 March 2019 is not comparable 31 March 2018.

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
28. Other Income		
Interest income from financial assets measured at amortised cost		
- from bank deposits	2,542.31	3,084.75
- from others	757.34	950.66
Gain on fair valuation/sale of investment (net)	1,124.33	592.29
Government grants	310.70	332.23
Miscellaneous income	2,869.10	7,804.72
Net gain on foreign currency transactions and translation	386.88	-
	7,990.66	12,764.65

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
29. Cost of materials consumed		
Raw materials consumed	82,121.80	73,038.01
	82,121.80	73,038.01

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
30. Changes in Inventories of Finished Goods, Work-in-Progress and Stock in Trade		
Closing inventory		
Work-in-progress	(4,080.90)	(4,679.90)
Finished goods	(8,023.91)	(6,950.14)
Stock in trade	(5.67)	(8.04)
Total (A)	(12,110.48)	(11,638.08)

NOTES

to the financial statements for the year ended 31st March, 2019

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
Opening inventory		
Work-in-progress	4,679.90	8,045.91
Finished goods	6,950.14	7,776.74
Stock in trade	8.04	16.45
Total (B)	11,638.08	15,839.10
Total (A-B)	(472.40)	4,201.02
	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
31. Employee benefits expense		
Salaries and wages	30,408.35	26,627.13
Contribution to provident and other funds (Refer note 38)	3,030.28	3,904.48
Staff welfare expenses	1,911.64	2,014.00
	35,350.27	32,545.61
	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
32. Finance cost		
Interest expenses	21,602.02	23,888.28
Other borrowing costs (includes bank charges, etc.)	151.77	251.81
Unwinding of discounts	454.98	395.29
	22,208.77	24,535.38
	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
33. Depreciation and amortisation expense		
Depreciation on tangible assets	19,150.13	18,393.57
Amortisation on intangible assets	286.37	233.20
	19,436.50	18,626.77
	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
34. Other expenses		
Packing material consumed	22,982.63	21,161.19
Stores and spares consumed	10,293.68	10,396.57
Repairs and maintenance:		
- Buildings	939.61	1,214.45
- Plant and machinery	7,381.26	7,294.19
- Other assets	143.67	89.43
Other manufacturing expenses	799.99	768.75
Rent	2,309.62	2,159.04
Lease rent and hire charges	47.99	43.33

NOTES

to the financial statements for the year ended 31st March, 2019

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
Rates and taxes	107.23	318.53
Insurance	999.69	964.25
Travelling and conveyance #	2,903.17	2,786.53
CSR expenses (refer note no 44)	668.98	481.07
Bad trade receivables / advances / deposits written off	3.02	9.85
Provision for doubtful trade receivables / advances / deposits	153.18	174.68
Loss on disposal of property, plant & equipment	405.25	164.03
Miscellaneous expenses #	15,948.32	12,353.61
Selling and promotion expenses	13,728.35	10,593.10
Advertisement and publicity	4,739.68	5,999.99
	84,555.32	76,972.59
In previous year, other expenses were of ₹ 2,89,881.93 lacs which included ₹ 16,696.43 lacs as Excise duty, ₹ 88,968.72 lacs as Power & Fuel and ₹ 107,244.19 lacs as Freight & forwarding. These have been shown separately in the Statement of Profit & loss A/c of current year.		
# Details of payments to auditors		
As auditor:		
Audit fees	111.00	85.00
For other services		
Certification fees and other matters *	37.00	0.50
Re-imburement of expenses	10.48	9.88
	158.48	95.38
* Includes ₹ 35 Lacs in relation to services given for Qualified Institutional Placement (QIP) which has been charged off against securities premium.		
	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
35. Earning per share		
Total profit for the year	32,489.54	34,187.36
Weighted average number of equity shares of ₹ 10/- each (In lacs)	717.57	699.27
EPS - Basic and Diluted (₹)	45.28	48.89
	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
36. Contingent liabilities, contingent assets and commitment		
A. Contingent liabilities:		
1. Claim against the Company not acknowledged as debts (includes show cause notices pertaining to excise duty and others)(cash flow is dependent on court decision pending at various level)	25,238.68	21,926.41
2. There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated 28 th February, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Company is evaluating and seeking legal inputs regarding various interpretative issues and its impact.As per initial assessment done by the Company, the prospective impact of the same would not be material.		
Other for which the Company is contingently liable		
3. In respect of disputed demands for which Appeals are pending with Appellate Authorities/Courts – no provision has been considered necessary by the Management.		
a) Excise duty *	2,239.93	2,143.77
b) Sales and Entry Tax*	6,348.76	5,469.56
c) Service Tax*	932.28	1,362.89

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	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
d) Income Tax (primarily on account of disallowance of depreciation on goodwill and additional depreciation on power plants etc.)	5,874.45	5,450.36
4. In respect of interest on "Cement Retention Price" realised in earlier years	1,271.81	1,251.43
5. In respect of penalty of non lifting of fly Ash	1,542.82	1,270.56
6. The Competition Commission of India ('CCI') has imposed penalty of ₹ 12,854 lacs ('first matter') and ₹ 928 lacs ('second matter') in two separate orders dated August 31, 2016 and January 19, 2017 respectively for alleged contravention of provisions of Competition Act 2002 by the Company. The Company has filed appeals against the above orders. The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated July 25, 2018. Post order of the NCLAT, CCI issued a revised demand notice dated August 7, 2018 of ₹ 15,492 lacs consisting of penalty of ₹ 12,854 lacs and interest of ₹ 2,638 lacs. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts. In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT.	13,782.00	13,782.00
7. In respect of land tax levied by state Government of Rajasthan.	15.46	206.69
8. In respect of demand of Railway Administration pending with Jodhpur High Court.	218.86	218.86
9. In respect of charges on account of electricity duty, water cess etc. levied by Ajmer Vidyut Vitran Nigam Ltd (AVVNL).	5133.38	4497.04
10. In respect of Environmental and Health Cess.	324.52	324.52
* Disputes are primarily on account of disallowances of input credits, interest on entry tax, etc.		
Financial Guarantees		
11. Corporate guarantees given to Banks for finance provided to subsidiary Companies. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required for the above guarantees.	51,658.48	54,292.26
B. Commitments		
Capital commitments	38,723.05	3,690.66
C. Contingent assets		
Insurance Claims	498.00	685.00

37. SEGMENT INFORMATION

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments

The Company's Board of Directors have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any new facility.

Board of Directors reviews the operating results at company level, accordingly there is only one Reportable Segment for the Company which is "Cement", hence no specific disclosures have been made.

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Entity wide disclosures

A. Information about product total revenue

Product	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
Grey Cement	3,43,198.58	3,33,489.26
White Cement and allied products	1,48,720.46	1,37,466.14

B. Information about geographical areas

Non-current assets (Property, plant and equipment, Intangible assets and other non-current assets) are in India

C. Information about major customers (from external customers)

The Company has not derived revenues from single customer during the year as well as during previous year which amount to 10 per cent or more of the entity's revenues.

38. EMPLOYEE BENEFITS

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund and superannuation fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

	₹/Lacs	
	For the year ended	
	31 March 2019	31 March 2018
Contribution to government Provident Fund	1,262.81	1,135.91
Contribution to Superannuation Scheme	453.35	478.06
Contribution to Family Pension Fund	474.87	473.87

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Group Gratuity Trust registered under Income Tax Act-1961.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2019. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

	₹/Lacs	
	31 March 2019	31 March 2018
Net defined benefit obligation	7,421.64	7,190.39
Total employee benefit asset	6,757.35	5,800.16
Net defined benefit liability	664.29	1,390.23

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B. Movement in net defined benefit (asset) liability - Gratuity (Funded)

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	31 March 2019			31 March 2018		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability
Balance as at 31 March	7,190.39	5,800.16	1,390.23	6,061.68	5,596.87	464.81
Included in profit or loss						
Current service cost	594.95	-	594.95	420.41	-	420.41
Past service credit	-	-	-	1,137.18	-	1,137.18
Interest cost (income)	506.23	342.52	163.71	400.58	368.51	32.07
	1,101.18	342.52	758.66	1,958.17	368.51	1,589.66
Included in OCI						
Remeasurements loss (gain)						
- Actuarial loss (gain) arising from:	52.99	(40.44)	93.43	(251.19)	-	(251.19)
- financial assumptions	(224.09)	(36.29)	(187.80)	(65.95)	(121.58)	55.63
- experience adjustment	(171.10)	(76.73)	(94.37)	(317.14)	(121.58)	(195.56)
Other						
Contributions paid by the employer	-	1,390.23	(1,390.23)	-	468.68	(468.68)
Benefits paid	(698.83)	(698.83)	-	(512.32)	(512.32)	-
	(698.83)	691.40	(1,390.23)	(512.32)	(43.64)	(468.68)
Balance as at 31 March	7,421.64	6,757.35	664.29	7,190.39	5,800.16	1,390.23

C. Plan assets

The plan assets are managed by the Gratuity Trust formed by the Company. The management of 100% of the funds is entrusted according to norms of Gratuity Trust, whose pattern of investment is available with the Company.

	₹/Lacs	
Particulars	31 March 2019	31 March 2018
Government of India Securities (Central and State)	53.02%	52.57%
High quality corporate bonds (including Public Sector Bonds)	39.02%	1.81%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Cash (including Special Deposits)	7.96%	23.27%
Schemes of insurance - conventional products	0.00%	0.00%
Schemes of insurance - ULIP products	0.00%	0.00%
Others	0.00%	22.35%

D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	₹/Lacs	
	31 March 2019	31 March 2018
Discount rate	7.30%	7.40%
Expected rate of return on plan assets	8.50%	8.50%
Mortality		
Turnover rate : Staff	5% of all ages	5% of all ages
Turnover rate : Worker	1% of all ages	1% of all ages
Expected rate of future salary increase	10%	10%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 March 2019, the weighted-average duration of the defined benefit obligation was 6 years (as at 31 March 2018: 6 years).

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E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Gratuity

	31 March 2019		31 March 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(495.59)	578.26	(450.10)	522.30
Expected rate of future salary increase (1% movement)	457.60	(422.19)	424.00	(388.00)
	(37.99)	156.07	(26.10)	134.30

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level.

Changes in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the scheme's bond holdings.

Life expectancy: The pension obligations are to provide benefits for the life of the member, so increase in life expectancy will result in increase in plans liability. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the group's ALM objective is to match assets to the pension obligations under the employee benefit plan term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of assets at reporting date consists of government and corporate bonds, although the group also invests in equities, cash and mutual funds. The group believes that equities offer the best returns over the long term with an acceptable level of risk.

G. The expected benefit payments in future years:

	₹/Lacs	
	31 March 2019	31 March 2018
Within the next 12 months (next annual reporting period)	1,006.13	963.40
Between 2 and 5 years	3,406.93	3,593.55
Between 5 and 10 years	4,550.34	4,276.01
Beyond 10 years	20,822.18	18,905.01
Total expected payments	29,785.58	27,737.97

H. The expected employer contribution in the next year

	₹/Lacs	
	31 March 2019	31 March 2018
Within the next 12 months (next annual reporting period)	664.29	594.95

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39. RELATED PARTIES

(1) (a) Parties where the control/significant influence exists:

- i) Yadu International Ltd

(b) Key management Personnel & their Relatives:

- i) Shri Yadupati Singhania Chairman & Managing Director
- ii) Smt. Shushila Devi Singhania Relative of Chairman & Managing Director
- iii) Shri Ajay Kumar Saraogi President (Corp.Affairs) & CFO
- iv) Shri Shambhu Singh Company Secretary
- v) Shri Achintya Karati Non Executive Independent Director
- vi) Shri Jayant Narayan Godbole Non Executive Independent Director
- vii) Dr. Krishna Behari Agarwal Non Executive Independent Director
- viii) Shri K.N.Khandelwal Non Executive Non Independent Director
- ix) Shri Raj Kumar Lohia Non Executive Independent Director
- x) Shri Suparas Bhandari Non Executive Independent Director
- xi) Mr. Paul Heinz Hugentobler Non Executive Non Independent Director
- xii) Shri Shyam Lal Bansal(Till June 12,2018) Non Executive Independent Director
- xiii) Smt. Deepa Gopalan Wadhwa(w.e.f. Nov 3,2018) Non Executive Independent Director

(c) Enterprises significantly influenced by Key Management Personnel or their Relatives.

- i) Jaykay Enterprises Ltd
- ii) J K Cotton Ltd.
- iii) Jaykaycem (Eastern) Ltd
- iv) J K Cement(Western) Ltd

(d) Subsidiary Companies

- i) J K Cement (Fujairah) FZC (Holding Company of (ii) below)
- ii) J K Cement Works(Fujairah) FZC
- iii) Jaykaycem(Central) Ltd
- iv) J K White Cement(Africa) Ltd.

(e) Joint Venture

- i) Bander Coal Company Pvt. Ltd. (for part of the year as liquidated during the year under the provisions of Companies Act, 2013)

(2) a) Following are the transactions with related parties as defined under section 188 of Companies Act 2013 and Ind AS 24.

₹/Lacs

	For the year ended	
	31 March 2019	31 March 2018
(i) Jaykay Enterprises Ltd		
- Services received	35.40	35.17
- Rent paid	57.28	49.50
- Expenses Reimbursed	71.97	60.34
(ii) J K Cotton Ltd		
- Rent paid	29.05	32.39
- Sale of Products	0.60	-
(iii) J K Cement(Fujairah)FZC		
- Amount paid against preference shares	-	2,458.00
- Corporate Guarantees	51,658.48	54,292.26
- Interest on Corporate Guarantees	82.84	-
- Interest recoverable on Redeemable Pref Shares	-	1,410.72
-Amount paid as application money for equity shares	4,047.38	1,302.80
-Preference shares converted into equity shares (Refer note 4)	26,820.82	10,898.37
-Purchases	1,529.88	-
-Commission paid	63.29	-
-Amount payable against purchase	245.98	-
(iv) J K White Cement(Africa) Ltd.		
- Sale of Goods	32.25	-

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	For the year ended	
	31 March 2019	31 March 2018
-Amount receivable against sale	32.25	-
(v) Jaykaycem (Central) Ltd.		
-Equity shares acquired during the year	1,000.00	2,500.00
-Debenture acquired during the year	-	1,000.00
-Debentures converted into equity shares(Refer note 4)	-	5,600.00
(vi) Key Management Personnel and their relatives		
a) Shri Y.P. Singhania(Chairman & Managing Director)		
- Remuneration	2,033.20	1,761.00
- Sale of farm house	-	5,087.99
- Rent paid	15.13	15.13
- Rent paid to relatives	30.47	30.47
- Reimbursement of Water tax and house tax	15.03	-
b) Smt Sushila Devi Singhania		
- Commission	9.50	9.00
- Sitting Fees	5.50	5.26
c) Shri Ajay Kumar Saraogi		
- Remuneration	260.70	226.52
d) Shri Shambhu Singh		
- Remuneration	53.35	45.41
e) Other Directors		
- Commission	76.00	72.00
- Sitting Fees	28.50	30.55
- Paid to other Director Mr. Paul Heinz Hugentobler on professional capacity.	109.60	108.13

b) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees (except corporate guarantees) provided or received for any related party receivables or payables. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

c) Compensation of key management personnel of the company

₹/Lacs

	For the year ended	
	31 March 2019	31 March 2018
- short-term employee benefits	2,210.66	2,032.93
- other long-term benefits	23.90	48.54

40. OPERATING LEASE

The Company has taken various residential premises, office premises and warehouses under operating lease agreements. These are generally cancellable and are renewable by mutual consent on mutually agreed terms.

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41. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Fair value measurements

A. Financial instruments by category

₹/Lacs

	As at 31 March 2019			As at 31 March 2018		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	43,826.48	-	-	14,364.77	-	24,349.24
Other financial assets	-	-	19,138.74	-	-	12,334.30
Trade receivables	-	-	20,562.74	-	-	18,797.37
Cash and cash equivalents	-	-	28,957.99	-	-	18,235.03
Other Bank balances	-	-	19,607.57	-	-	36,117.04
	43,826.48	-	88,267.04	14,364.77	-	1,09,832.98
Financial liabilities						
Non Current Borrowings	-	-	1,95,648.35	-	-	2,06,970.78
Other non-current financial liabilities	-	-	23,891.31	-	-	20,678.88
Short term borrowings	-	-	15,981.68	-	-	11,351.76
Trade payables	-	-	69,826.09	-	-	64,305.77
Other current financial liabilities	-	-	41,606.41	-	-	22,344.82
	-	-	3,46,953.84	-	-	3,25,652.01

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements

₹/Lacs

	As at 31 March 2019			Total
	Level 1	Level 2	Level 3	
Financial assets				
Assets measured at fair value				
Investments				
Equity Shares	-	-	8.00	8.00
Mutual Funds & Bonds	43,818.48	-	-	43,818.48
Financial liabilities				
Liabilities for which fair values are disclosed				
Non Current Borrowings	-	-	1,94,634.01	1,94,634.01
	43,818.48	-	1,94,642.01	2,38,460.49

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Financial assets and liabilities measured at fair value - recurring fair value measurements

₹/Lacs

	As at 31 March 2018			
	Level 1	Level 2	Level 3	Total
Financial assets				
Assets measured at fair value				
Investments				
Equity Shares	-	-	8.00	8.00
Mutual Funds & Bonds	11,885.19	-	2,471.58	14,356.77
Financial liabilities				
Liabilities for which fair values are disclosed				
Non Current Borrowings	-	-	2,06,161.84	2,06,161.84
	11,885.19	-	2,08,641.42	2,20,526.61

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

C. Fair value of financial assets and liabilities measured at amortised cost

₹/Lacs

	As at 31 March 2019		As at 31 March 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Investments	-	-	24,349.24	24,349.24
Other financial assets	19,138.74	19,138.74	12,334.30	12,334.30
Trade receivables	20,562.74	20,562.74	18,797.37	18,797.37
Cash and cash equivalents	28,957.99	28,957.99	18,235.03	18,235.03
Other Bank balances	19,607.57	19,607.57	36,117.04	36,117.04
	88,267.04	88,267.04	1,09,832.98	1,09,832.98
Financial liabilities				
Non Current Borrowings	1,95,648.35	1,94,634.01	2,06,970.78	2,06,161.84
Other non current financial liabilities	23,891.31	23,891.31	20,678.88	20,678.88
Short term borrowings	15,981.68	15,981.68	11,351.76	11,351.76
Trade payables	69,826.09	69,826.09	64,305.77	64,305.77
Other current financial liabilities	41,606.41	41,606.41	22,344.82	22,344.82
	3,46,953.84	3,45,939.50	3,25,652.01	3,24,843.07

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- (i) The carrying amounts of trade receivables, trade payables, Short Term Borrowings, cash and cash equivalents, other bank balances, other financial liabilities, and other financial assets are considered to be the same as their fair values, due to their short-term nature. The fair values for security deposits are calculated based on cash flows discounted using a current lending rate.
- (ii) The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.
- (iii) The fair value of the financial assets and liabilities is included at the amount at which the instrument is exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to

the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers including deposits with banks and financial institutions.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Risk Management Committee.

In monitoring customer credit risk, customers are Companies according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

A default on financial assets is when the counterparty fails to make contractual payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors. The Company holds bank guarantees/security deposits against trade receivables of ₹ 6764.94 lacs (31 March 2018: ₹ 5646.56 lacs) and as per the terms and condition of the agreements, the Company has the right to encash the bank

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guarantee or adjust the security deposits in case of defaults.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

During the based on specific assessment, the Company recognised bad debts and advances of ₹ 3.02 lacs (31 March 2018: ₹ 9.85 lacs). The year end trade receivables do not include any amounts with such parties.

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 9

Reconciliation of loss allowance provision - Trade Receivables

₹/Lacs		
Particulars	As at March 2019	As at March 2018
Opening Balance	959.87	739.12
Change in loss allowance	130.10	220.75
Closing Balance	1,089.97	959.87

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2019 and 31 March 2018 is the carrying amounts as shown in Note 4,8,10,11 & 12. The Company has not recorded any further loss during the year in these financial instruments and cash deposits as these pertains to counter parties of good credit ratings/credit worthiness.

A default on financial assets is when the counterparty fails to make contractual

payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

NOTES

to the financial statements for the year ended 31st March, 2019

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

₹/Lacs						
	Carrying Amounts 31 March 2019	Contractual cash flows				
		Total	2 months or less	2-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities						
Non Current Borrowings	1,95,648.35	2,00,715.45	-	-	1,07,198.79	93,516.66
Other non-current financial liabilities	23,891.31	23,891.31	-	-	23,891.31	-
Short term borrowings	15,981.68	15,981.68	-	15,981.68	-	-
Trade payables	69,826.09	69,826.09	46,668.36	23,157.73	-	-
Other current financial liabilities	41,606.41	41,606.41	3,589.11	37,881.91	135.39	-
Total non-derivative liabilities	3,46,953.84	3,52,020.94	50,257.47	77,021.32	1,31,225.49	93,516.66

₹/Lacs						
	Carrying Amounts 31 March 2018	Contractual cash flows				
		Total	2 months or less	2-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities						
Non Current Borrowings	2,06,970.78	2,12,186.54	-	-	1,00,117.22	1,12,069.32
Other non-current financial liabilities	20,678.88	20,678.88	-	-	20,678.88	-
Short term borrowings	11,351.76	11,351.76	-	11,351.76	-	-
Trade payables	64,305.77	64,305.77	42,716.34	21,589.43	-	-
Other current financial liabilities	22,344.82	22,344.82	3,604.13	18,604.24	136.45	-
Total non-derivative liabilities	3,25,652.01	3,30,867.77	46,320.47	51,545.43	1,20,932.55	1,12,069.32

Further the Company issued financial guarantee as disclosed in note 39 for which the possibility of payment is remote.

iv. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk primarily include trade and other receivables, trade and other payables and borrowings.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company manages its foreign currency risk by taking foreign currency forward contracts, if required

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

	As at 31 March 2019		As at 31 March 2018	
	USD	EUR	USD	EUR
Trade payables	68,90,431.07	12,24,474.79	19,39,975.00	18,86,009.00
Net statement of financial position exposure	68,90,431.07	12,24,474.79	19,39,975.00	18,86,009.00

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to the financial statements for the year ended 31st March, 2019

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
USD 1	69.89	64.39	69.17	65.04
EUR 1	80.93	75.32	77.70	80.62
AED 1	19.03	17.53	18.83	18.24

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Profit or loss, before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2019				
USD (10% movement)	476.61	(476.61)	310.06	(310.06)
EUR (10% movement)	95.14	(95.14)	61.89	(61.89)
31 March 2018				
USD (10% movement)	126.17	(126.17)	82.50	(82.50)
EUR (10% movement)	152.05	(152.05)	99.43	(99.43)

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Company policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. During 31 March 2019 and 31 March 2018, the Company's borrowings at variable rate were mainly denominated in INR.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the company is as follows.

	Nominal Amount	
	31 March 2019	31 March 2018
Fixed-rate instruments		
Financial assets	40,706.21	83,381.71
Financial liabilities	85,435.66	89,462.86
	1,26,141.87	1,72,844.57
Variable-rate instruments		
Financial assets	99,005.49	35,146.31
Financial liabilities	1,74,317.39	1,66,583.70
	2,73,322.88	2,01,730.01

₹/Lacs

NOTES

to the financial statements for the year ended 31st March, 2019

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

₹/Lacs

	Profit or loss, before tax		Equity, net of tax	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
31 March 2019				
Variable-rate instruments	(1,640.70)	1,640.70	(1,067.37)	1,067.37
Cash flow sensitivity	(1,640.70)	1,640.70	(1,067.37)	1,067.37
31 March 2018				
Variable-rate instruments	(1,690.44)	1,690.44	(1,105.41)	1,105.41
Cash flow sensitivity	(1,690.44)	1,690.44	(1,105.41)	1,105.41

42. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED, 2006

₹/Lacs

	As at March 31 March 2019	As at March 31 March 2018
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,051.10	1,227.33
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) The amount of interest due and payable for the year		
(v) 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.		
Dues to Micro and Small Enterprises have been determined to the extent declarations received from vendors.		

43. IN ADDITION TO THE ABOVE, FOLLOWING ARE THE RECLASSIFICATIONS MADE IN THE PREVIOUS YEAR FIGURES TO MAKE THEM COMPARABLE/BETTER PRESENTATION WITH THE CURRENT YEAR FIGURES.

₹/Lacs

Particulars	As at 31 st March 2018 (Revised)	As at 31 st March 2018 (Published)	Nature
ASSETS			
NON CURRENT ASSETS			
Property, plant and equipment	3,59,051.91	3,59,231.71	Reclassification items
Other Intangible assets	617.28	437.48	Reclassification items
Other non-current assets	13,610.12	11,491.77	Reclassification items
CURRENT ASSETS			
Financial Assets-Cash and cash equivalents	18,235.03	18,244.25	Reclassification items
Financial Assets-Bank balances other than (iii) above	36,117.04	36,107.82	Reclassification items
Other Current Financial assets	7,321.09	7,262.95	Reclassification items
Other current assets	12,568.63	14,562.98	Reclassification items
EQUITY AND LIABILITIES			
CURRENT LIABILITIES			
Trade Payable - Current	64,305.77	41,355.94	Reclassification items
Other financial liabilities	22,344.82	43,752.10	Reclassification items
Other current liabilities	17,651.04	19,011.45	Reclassification items

44. CORPORATE SOCIAL RESPONSIBILITY

- a. Amount required to be spent by the Company on Corporate Social Responsibility (CSR) activities during the year was ₹ 640.26 lacs i.e. 2% of average net profits for last three financial years, calculated as per section 198 of the Companies Act, 2013.

- b. Corporate Social Responsibility (CSR) activities undertaken during the year is ₹ 668.97 lacs. Further, no amount has been spent on construction/acquisition of an asset of the Company and entire amount is spent on cash basis.

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to the financial statements for the year ended 31st March, 2019

45. ASSETS HELD FOR SALE

During previous year, the Company had entered into agreement to sell the thermal power plant and other DG sets at Rajasthan location as these were not in active use. Accordingly, these assets were classified as 'held for sale'. Sale of these assets are expected to be completed within next 12 months.

46. EXCEPTIONAL ITEMS

This represents the loss booked on accounts of sale of thermal power plant and other DG sets in previous year.

47. STANDARDS ISSUED BUT NOT YET EFFECTIVE

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto.

Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company intends to adopt these standards from 1 April 2019. The impact on adoption of Ind AS 116 on the financial statements is given below. Ind AS 116 also requires lessees and lessors to make more extensive disclosures than under Ind AS 17.

Transition to Ind AS 116

The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ending or ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition.

The company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated

Amendments to Ind AS 12: Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, the Company does not expect any effect on its financial statements.

Amendments to Ind AS 23: Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, the Company does not expect any effect on its financial statements.

As per our report of even date.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Regn. No. 301003E/E300005

per **Atul Seksaria**

Partner

Membership No : 086370

Place : Kanpur

Dated : 18th May, 2019

A.K. Saraogi

President (Corp.Affairs) & CFO

Shambhu Singh

Company Secretary

Membership No - F5836

For and on behalf of the Board of Directors of

J K Cement Limited

Yadupati Singhania

Chairman & Managing Director

DIN-00050364

Krishna Behari Agarwal

Director

DIN-00339934

INDEPENDENT AUDITOR'S REPORT

To the Members of J. K. Cement Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated Ind AS financial statements of J. K. Cement Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

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

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group 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 consolidated Ind AS financial statements.

Emphasis of Matter

We draw attention to Note 36(A) to the consolidated Ind AS financial statements wherein it has been stated that the Competition Commission of India ('CCI') has imposed penalty of ₹ 12,854 lacs ('first matter') and ₹ 928 lacs ('second matter') in two separate orders dated August 31, 2016 and January 19, 2017 respectively for alleged contravention of provisions of

Competition Act 2002 by the Company. The Company has filed appeals against the above orders.

The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated July 25, 2018. Post order of the NCLAT, CCI issued a revised demand notice dated August 7, 2018 of ₹ 15,492 Lacs consisting of penalty of ₹ 12,854 Lacs and interest of ₹ 2,638 Lacs. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS 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 consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Recoverability of carrying value of property, plant and equipment, capital work in progress and intangible assets of J. K. Cement Works (Fujairah) FZC (a Fellow subsidiary) (as described in note 2 of the consolidated Ind AS financial statements)	
As at March 31, 2019, the carrying value of property, plant and equipment, capital work in progress and intangible assets of J. K. Cement Works (Fujairah) FZC (a Fellow subsidiary) was ₹ 83,065.33 lacs constituting in total 16.3% of the Group. Recoverable value of property plant and equipment, capital work in progress and intangible assets of J.K. Cement Works (Fujairah) FZC has been identified as a key audit matter due to: J. K. Cement Works (Fujairah) FZC is incurring losses and its entire net worth is eroded and hence there is presence of impairment indicators. - The assessment of the recoverable amount of the Company's Cash Generating Units (CGUs) involves significant judgements about the future cash flow forecasts and the discount rate that is applied. Accordingly, the impairment of assets in J. K. Cement (Fujairah) FZC, was determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.	- Reviewed the analysis of internal and external factors impacting the entity, whether there were any indicators of impairment in line with Ind AS 36, Impairment of Assets. - Performed walkthroughs and test of controls, assisted by IT specialists, with specific focus over impairment identification, recognition and measurement controls. - Assessed the process and identification of control mechanisms operating in the Group related to impairment tests of assets, as well as an understanding of the applied accounting policies and procedures, including internal control environment related to the process of assessing impairment indicators, performing of impairment tests, recognition and measurement controls - Obtained and evaluated the valuation model used to determine the recoverable amount by assessing the key assumptions used by management including: - Considering forecasted volumes in relation to asset development plans. - Critically assessing management's forecasting accuracy by comparing prior year forecasts to actual results and assessing the potential impact of any variances. - Reviewed the price assumptions used in the models against past trends and research material - Tested the weighted average cost of capital used to discount the impairment models through engaging our internal valuations experts. - Testing the clerical accuracy of the model. - Assessed the adequacy of the disclosures made by the Group in this regard.
Claims, litigations and contingent liabilities (as described in note 36 A of the consolidated Ind AS financial statements)	
As of March 31, 2019, the Group has disclosed contingent liabilities of ₹ 62,922.95 lacs relating to tax and legal claims. There are several pending legal and regulatory cases against the Holding Company across various jurisdictions. Accordingly, management exercises its judgement in estimation of provision required in respect of such cases. The evaluation of management's judgements, including those that involve estimations in assessing the likelihood that a pending claim will succeed, or a liability will arise, and the quantification of the ranges of potential financial settlement have been a matter of most significance during the current year audit. Furthermore, the Group has operations across many jurisdictions and is subject to taxation related litigations as per local tax regulations. Evaluation of the outcome of the taxation related matters, and whether the risk of loss is remote, possible or probable, requires significant judgement by management given the complexities involved. Accordingly, due to large number of claims and complexity/ judgement involved in outcome of these litigations. Claims, litigations and contingent liabilities was determined to be a key audit matter in our audit of the consolidated Ind AS financial statements	Our audit procedures included the following: - Gained an understanding of the Group's process of identification of claims, litigations and contingent liabilities, and evaluated the design and tested the operating effectiveness of key controls. - Obtained the summary of the Group legal and tax cases and assessed management's position through discussions with the legal head, tax head and Group's management, on both the probability of success in significant cases, and the magnitude of any potential loss. - Obtained responses from relevant third party legal counsel and conducted discussions with them regarding material cases. - Inspected external legal opinions and other evidence to corroborate management's assessment of the risk profile in respect of legal claims. - Engaged tax specialists to assess management's application and interpretation of tax legislation affecting the Group, and to consider the quantification of exposures and settlements arising from disputes with tax authorities in the various tax jurisdictions

INDEPENDENT AUDITOR'S REPORT CONTD.

To the Members of J. K. Cement Limited

Key audit matters	How our audit addressed the key audit matter
	- Reviewed that the management assessment of similar cases is consistent across the divisions or that differences in positions taken are adequately justified. - Assessed the relevant disclosures made within the consolidated Ind AS financial statements
Revenue Recognition (as described in note 27 of the consolidated Ind AS financial statements)	
For the year ended March 31, 2019 the Group has recognized revenue from operations of ₹ 525,868.04 lacs.	Our audit procedures included the following:
The Group expects the revenue recognition to occur at point in time when control of the goods is transferred to the customer, generally on delivery of the goods. Accordingly, this requires the management to establish the fact that control of goods is transferred at the time of dispatch in accordance with Ind AS 115. The variety of terms that define when title, risk and rewards are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period. This area was of most significance in our audit due to the magnitude of amount of the revenue involved and high number of transactions. Revenue is also an important element of how the Group measures its performance, upon which management is incentivized. The Group focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred. Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the consolidated Ind AS financial statements	- Considered Group's revenue recognition policy and its compliance in terms of Ind AS 115 'Revenue from contracts with customers'. - Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition. - Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples tested, we checked that the revenue has been recognized as per the shipping terms. - Selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods. - Performed monthly analytical review of revenue by streams to identify any unusual trends. - Obtained confirmations from customers to evaluate recognition of revenue. - Assessed the relevant disclosures made within the consolidated Ind AS financial statements.
Deferred Tax Assets with respect to MAT Credit Entitlement (as described in note 20 of the consolidated Ind AS financial statements)	
As at March 31, 2019 deferred tax assets in respect of 'MAT credit entitlement' recognized in the consolidated Ind AS financial statements is of ₹ 26,359.74 lacs.	Our audit procedures included the following:
Deferred tax assets are recognized for MAT credit available to the extent that it is probable that the Group will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Group's ability to recognize deferred tax assets on 'MAT credit entitlement' is assessed by management at the end of each reporting period, considering forecasts of future normal taxable profits and if required the Group will write down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period. The assumptions on which these projections are determined by management. Given the degree of estimation and judgement involved in projection of future taxable normal profits and the fact that if the MAT credit is not utilized within the block of 15 years (immediately succeeding the assessment year in which the credit was generated) it will lapse, Group management's decision to create deferred tax assets in respect of 'MAT credit entitlement' determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.	- Developed an understanding of the nature of the Group's tax structure and of the key tax positions. - Assessed the design and tested the operating effectiveness of internal controls related to recognition of deferred tax assets with respect to MAT credit entitlement. - Obtained the future business plan approved by the Board of Directors and assessed the MAT credit position by inter alia agreeing key inputs to supporting documentation and by assessing the significant judgments made by management in this respect. - Assessed the Group's tax planning in relation to the recovery of MAT credit assets by comparing the forecasted taxable profit with historical data and budgets approved by the board of directors. - Analyzed and tested management's projections and corresponding assumptions used to determine the likelihood that MAT Credit recognized as on the reporting date will be recovered through future tax as per normal provisions. - Checked the consistency of business plan with the latest management estimates prepared as a part of the budgeting process and also the reliability of the process by which the estimates were computed, by assessing the reasons for differences between projected and actual performances. - Assessed the relevant disclosures made within the consolidated Ind AS financial statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and,

■ INDEPENDENT AUDITOR'S REPORT CONTD.

To the Members of J. K. Cement Limited

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

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report

because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

We did not audit the financial statements and other financial information, in respect of 4 subsidiaries whose Ind AS financial statements include total assets of ₹ 106,836.96 lacs as at March 31, 2019, and total revenues of ₹ 27,777.04 lacs and net cash outflows of ₹ 3,741.54 lacs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report(s) of such other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We/the other auditors whose report we have relied upon have sought and obtained all the

information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the Ind AS financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the 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 of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary company, incorporated in India, refer to our separate Report in "Annexure 1" to this report;
- (g) In our opinion and based on the consideration of report of other statutory auditor of the subsidiary, incorporated in India, the managerial remuneration for the year ended March 31, 2019 has been provided by the Holding Company and its subsidiary incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 36 A to the consolidated Ind AS financial statements;
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary incorporated in India during the year ended March 31, 2019.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Atul Seksaria

Partner

Place of Signature: Kanpur

Date: May 18, 2019

Membership Number: 086370

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF J. K. CEMENT LIMITED

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

In conjunction with our audit of the consolidated Ind AS financial statements of J. K. Cement Limited as of and for the year ended March 31, 2019 we have audited the internal financial controls over financial reporting of J. K. Cement Limited (hereinafter referred as the "Holding Company") and its subsidiary company, which are companies incorporated in India as of that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 consolidated Ind AS 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 over financial reporting with reference to these consolidated Ind AS 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 consolidated Ind AS 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 and the audit evidence obtained by the other auditor in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING WITH REFERENCE TO THESE CONSOLIDATED IND AS FINANCIAL STATEMENTS

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

OPINION

In our opinion, the Holding Company, its subsidiary company, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements and such internal financial controls over financial reporting with reference to these consolidated

Ind AS financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTERS

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company, insofar as it relates to the one subsidiary company, which are companies incorporated in India, is based on the corresponding report of the auditor of such subsidiary, incorporated in India.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Atul Seksaria

Partner

Place of Signature: Kanpur

Date: May 18, 2019

Membership Number: 086370

CONSOLIDATED BALANCE SHEET

as at 31st March, 2019

₹/Lacs

	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
Non-current assets			
Property, plant and equipment	2	4,50,736.64	4,41,941.59
Capital work-in-progress	2	56,175.64	10,426.52
Other Intangible assets	3	2,938.34	2,392.42
Financial assets			
(i) Investments	4	4,395.34	4,135.57
(ii) Other financial assets	5	5,563.17	3,802.93
Other non-current assets	6	15,646.60	14,456.90
Total non-current assets		5,35,455.73	4,77,155.93
Current assets			
Inventories	7	63,654.56	58,980.96
Financial assets			
(i) Investments	8	39,431.14	7,757.62
(ii) Trade receivables	9	26,064.77	23,578.91
(iii) Cash and cash equivalents	10	31,521.99	21,133.27
(iv) Bank balances other than (iii) above	11	19,632.18	36,117.04
(v) Other financial assets	12	8,182.78	6,197.18
Current tax assets (net)	13	180.15	757.45
Other current assets	14	17,630.98	13,020.44
Assets held for sale	43	18.09	902.61
Total current assets		2,06,316.64	1,68,445.48
Total assets		7,41,772.37	6,45,601.41
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	7,726.83	6,992.72
Other equity	16	2,61,770.47	1,90,494.10
Equity attributable to equity holders of the J K Cement Ltd.		2,69,497.30	1,97,486.82
Total equity		2,69,497.30	1,97,486.82
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	17	2,43,978.83	2,57,410.51
(ii) Other financial liabilities	18	23,891.31	20,678.88
Long-term provisions	19	4,144.82	3,134.92
Deferred tax liabilities (net)	20	31,227.20	26,696.66
Other liabilities	21	8,668.22	9,232.02
Total non-current liabilities		3,11,910.38	3,17,152.99
Current liabilities			
Financial liabilities			
(i) Borrowings	22	23,815.56	15,646.93
(ii) Trade payables	23		
(a) Total outstanding dues of micro enterprises and small enterprises		1,051.10	1,227.33
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		71,392.56	65,294.16
(iii) Other financial liabilities	24	47,211.54	29,177.85
Other current liabilities	25	15,876.30	17,730.90
Short-term provisions	26	1,017.63	1,884.43
Total current liabilities		1,60,364.69	1,30,961.60
Total liabilities		4,72,275.07	4,48,114.59
Total equity and liabilities		7,41,772.37	6,45,601.41
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria

Partner

Membership No. : 086370

Place : Kanpur

Dated : 18th May, 2019

A.K. Saraogi

President (Corp.Affairs) & CFO

Shambhu Singh

Company Secretary

Membership No. : F5836

For and on behalf of the Board of Directors of

J K Cement Limited

Yadupati Singhania

Chairman & Managing Director

DIN-00050364

Krishna Behari Agarwal

Director

DIN-00339934

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2019

₹/Lacs

	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue from operations	27	5,25,868.04	5,02,047.63
Other income	28	8,037.63	12,813.85
Total income		5,33,905.67	5,14,861.48
Expenses			
Cost of materials consumed	29	85,057.43	78,185.98
Purchase of stock in trade		2,153.61	84.75
Changes in inventories of finished goods, stock-in-Trade and work-in-progress	30	1,229.97	1,869.13
Employee benefit expenses	31	40,109.19	36,827.86
Finance costs	32	26,111.77	28,409.15
Depreciation and amortization expense	33	24,128.14	23,132.18
Excise Duty		-	16,696.43
Power and fuel		1,10,661.91	95,213.30
Freight and forwarding		1,12,459.50	1,10,607.40
Other expenses	34	90,750.73	83,817.32
Total Expenses		4,92,662.25	4,74,843.50
Profit before Exceptional items & Tax		41,243.42	40,017.98
Exceptional Items		-	1,696.15
Profit before tax		41,243.42	38,321.83
Tax expense			
Current tax		10,374.47	9,413.62
Deferred tax charged/(credit)	20	4,505.55	349.45
Profit for the year		26,363.40	28,558.76
Other comprehensive income			
Items that will not be reclassified to profit			
Remeasurement gains on defined benefit plans		94.37	195.55
Income tax relating to remeasurement of defined benefit plans		(32.98)	(67.67)
Exchange differences on translations		1,991.21	1,680.07
		2,052.60	1,807.95
Total comprehensive income for the year		28,416.00	30,366.71
Profit attributable to:			
Equity holders of the J K Cement Limited		26,363.40	28,957.50
Non-controlling interests		-	(398.74)
		26,363.40	28,558.76
Other comprehensive income attributable to:			
Equity holders of the J K Cement Limited		2,052.60	1,807.95
Non-controlling interests		-	-
		2,052.60	1,807.95
Total comprehensive income attributable to:			
Equity holders of the J K Cement Limited		28,416.00	30,765.45
Non-controlling interests		-	(398.74)
		28,416.00	30,366.71
Earnings per equity share (₹)	35		
Basic		36.74	41.41
Diluted		36.74	41.41
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria
Partner
Membership No. : 086370

Place : Kanpur
Dated : 18th May, 2019

A.K. Saraogi
President (Corp.Affairs) & CFO

Shambhu Singh
Company Secretary
Membership No. : F5836

For and on behalf of the Board of Directors of
J K Cement Limited

Yadupati Singhania
Chairman & Managing Director
DIN-00050364

Krishna Behari Agarwal
Director
DIN-00339934

STATEMENT OF CONSOLIDATED CASH FLOW

for the year ended 31st March, 2019

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
A. Cash Flow from Operating Activities		
Net Profit before tax	41,243.42	38,321.83
Adjustment for :		
Depreciation & amortization expenses	24,128.14	23,132.18
Loss on the sale of property, plant & equipment/ Impairment	413.38	1,748.14
Interest paid	25,423.98	27,698.35
Interest received	(3,333.72)	(4,220.12)
Bad Debts / Loans and advances	3.02	9.85
Provision for doubtful debts / loans and advances	153.18	174.68
Profit on sale of current Investment	-	(171.73)
Net fair value gain on financial assets measured at fair value through profit or loss	(1,124.33)	(284.83)
Net loss on unrealised Foreign Currency transactions and translation	-	(83.80)
Mines restoration charges	604.88	14.40
Operating Profit Before Working Capital Changes	87,511.95	86,338.95
Movements in working capital :-		
Increase / (Decrease) in Trade Payables	5,922.17	858.68
Increase / (Decrease) in Other financial liabilities	2,608.08	8,957.60
Increase / (Decrease) in Other liabilities	(2,418.40)	4,052.13
Increase / (Decrease) in Provisions	(461.78)	4,101.51
(Increase) / Decrease in Inventories	(4,673.60)	(2,891.67)
(Increase) / Decrease in Trade receivables	(2,642.06)	(3,570.10)
(Increase) / Decrease in Other financial assets	(2,069.65)	(738.37)
(Increase) / Decrease in Other assets	(4,042.29)	1,161.98
Cash Generated From Operations	79,734.42	98,270.71
Less : Income Tax Paid (inclusive of tax deducted at source)	(9,772.18)	(9,959.28)
Net Cash From operating activities	69,962.24	88,311.43
B. Cash Used in Investing Activities		
Proceed from maturity of fixed deposit	48,381.31	(31,015.47)
Investment in fixed deposit	(32,783.50)	35,277.57
Acquisition/Purchase of property, plant & equipment	(62,256.51)	(20,179.56)
Sale of property, plant & equipment	349.41	5,751.87
Investment in Equity, Mutual funds & Bonds	(38,206.79)	(65,766.35)
Intercompany loan given	-	(4,500.00)
Repayment of intercompany loan	-	4,500.00
Sale of Current Investment / Impairment	6,273.50	62,071.73
Interest received	3,668.91	4,279.45
Net Cash Used In Investing Activities	(74,573.67)	(9,580.76)

STATEMENT OF CONSOLIDATED CASH FLOW

for the year ended 31st March, 2019

₹/Lacs

	For the year ended 31 March 2019	For the year ended 31 March 2018
C. Cash used in Financing Activities		
Proceeds from Long Term Borrowings	13,000.00	-
Proceeds of Deffered Sales Tax / VAT Loans	403.66	2,314.27
Repayment of Deffered Sales Tax / VAT Loans	(587.53)	(1,910.33)
Repayment of short term borrowings	8,168.63	(6,946.35)
Repayment of Long Term Borrowings	(17,886.64)	(31,247.05)
Proceeds from Vehicle Loans	156.25	132.75
Proceed from security Premium	49,691.06	-
Proceed from share capital	734.11	-
Interest Expense Paid (inclusive of tax deducted at source)	(27,984.26)	(27,889.48)
Dividend paid (including dividend distribution tax)	(8,430.11)	(6,733.02)
Net Cash Used in Financing Activities	17,265.17	(72,279.21)
Net Increase/(Decrease) in Cash and Cash Equivalents	12,653.74	6,451.46
Exchange rate fluctuation reserve on conversion	(2,265.02)	1,680.07
Cash and Cash Equivalents at the beginning of the year	21,133.27	13,001.74
Cash and Cash Equivalents at the end of the year	31,521.99	21,133.27
	12,653.74	6,451.46

Notes :

Cash and cash equivalents includes cash in hand and bank balances including Fixed Deposits.

As per our report of even date.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria

Partner

Membership No. : 086370

Place : Kanpur

Dated : 18th May, 2019

A.K. Saraogi

President (Corp.Affairs) & CFO

Shambhu Singh

Company Secretary

Membership No. : F5836

For and on behalf of the Board of Directors of

J K Cement Limited

Yadupati Singhania

Chairman & Managing Director

DIN-00050364

Krishna Behari Agarwal

Director

DIN-00339934

STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2019

(A) EQUITY SHARE CAPITAL

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year (Equity shares of ₹ 10 each issued, subscribed and fully paid up)	6,992.72	6,992.72
Changes in equity share capital during the year	734.11	-
Balance at the end of the reporting period (Equity shares of ₹ 10 each issued, subscribed and fully paid up)	7,726.83	6,992.72

(B) OTHER EQUITY

	₹/Lacs						
	Surplus				Total	Non-controlling interests	Total
	Securities premium account	Debenture redemption reserve	General reserve	Retained earnings (including Other Comprehensive Income)			
Balance at 31 March 2017	25,988.60	9,955.10	74,325.02	53,807.11	1,64,075.83	398.74	1,64,474.57
Dividend on 3% preference shares				2,385.84	2,385.84		2,385.84
Profit for the year	-	-	-	28,957.50	28,957.50	(398.74)	28,558.76
Other comprehensive income/ (loss) for the year	-	-	-	1,807.95	1,807.95		1,807.95
Total comprehensive income for the year	-	-	-	30,765.45	30,765.45	(398.74)	30,366.71
Transfer to/(from) general reserve	-		6,000.00	(6,000.00)	-		-
Transfer to/(from) debenture redemption reserve	-	9.40		(9.40)	-		-
Dividend paid	-			(5,594.18)	(5,594.18)	-	(5,594.18)
Dividend distribution tax	-			(1,138.84)	(1,138.84)	-	(1,138.84)
Balance at 31 March 2018	25,988.60	9,964.50	80,325.02	74,215.98	1,90,494.10	-	1,90,494.10
Profit for the year	-	-	-	26,363.40	26,363.40	-	26,363.40
Other comprehensive income for the year	-	-	-	2,052.60	2,052.60		2,052.60
Total comprehensive income for the year	-	-	-	28,416.00	28,416.00	-	28,416.00
Adjustments	-	-	-	1,599.42	1,599.42	-	1,599.42
Transfer to/(from) general reserve	-	-	10,000.00	(10,000.00)	-	-	-
Transfer to/(from) debenture redemption reserve	-	(87.60)	-	87.60	-		-
Issue proceeds	50,344.58	-	-	-	50,344.58	-	50,344.58
Share issue expenses	(653.52)	-	-	-	(653.52)	-	(653.52)
Dividend paid	-	-	-	(6,992.73)	(6,992.73)	-	(6,992.73)
Dividend distribution tax	-	-	-	(1,437.38)	(1,437.38)	-	(1,437.38)
Balance at 31 March 2019	75,679.66	9,876.90	90,325.02	85,888.89	2,61,770.47	-	2,61,770.47

The accompanying notes are an integral part of the financial statements.

As per our report of even date.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria
Partner
Membership No. : 086370

Place : Kanpur
Dated : 18th May, 2019

A.K. Saraogi
President (Corp. Affairs) & CFO

Shambhu Singh
Company Secretary
Membership No. : F5836

For and on behalf of the Board of Directors of
J K Cement Limited

Yadupati Singhania
Chairman & Managing Director
DIN-00050364

Krishna Behari Agarwal
Director
DIN-00339934

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to the Consolidated financial statements for the year ended 31st March, 2019

1. CORPORATE INFORMATION

I. Reporting Entity

The consolidated financial statement comprise statement of JK Cement limited, its subsidiaries and joint venture operation (collectively, the group) for the year ended 31 March 2019. J K Cement Limited ("J K Cement Limited" or "the Company" or the "Parent") is a public limited company domiciled in India and has its registered office at Kamla Tower, Kanpur, Uttar Pradesh – 208 001. J K Cement Limited's equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company is engaged in the manufacturing and selling of Cement and Cement related products.

II. Significant Accounting Policies

The Group has consistently applied the following accounting policies to all periods presented in the financial statements.

1. Basis of consolidation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The financial statements of the Company and its Subsidiary Company have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating intra-group balances.

(d) The Companies considered in the consolidated financial statements of Group are:

Name of the Company	Nature of Company	Country of Incorporation	Holding as on 31.03.2018	Date of period consolidation
J K Cement (Fujairah)FZC	Subsidiary	U.A.E.	100%	Calendar year December 2018
J K Cement Works (Fujairah)FZC	Fellow Subsidiary	U.A.E.	90%	Calendar year December 2018
Jaykaycem Central Ltd	Subsidiary	India	100%	FY 2018-2019

(e) Profit or loss attributable to 'non-controlling interest' and to 'owners of the parent' in the statement of profit and loss is presented as allocation for the period. Further, 'total comprehensive income' for the period attributable to 'non-controlling interest' and to 'owners of the parent' is presented in the statement of profit and loss as allocation for the period. The aforesaid disclosures for 'total comprehensive income' is made in the statement of changes in equity.

Non-controlling interests' in the Balance Sheet and in the Statement of Changes in Equity, within equity, is presented separately from the equity of the 'owners of the parent'.

These are Group's separate financial statements.

These financial statements were authorised for issue by the Board of Directors on 18.05.2019.

- (a) The assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit or loss.
- (b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
- (c) Calendar year as accounting year is adopted by J.K. Cement Fujairah(FZC) and J.K. Cement Works Fujairah (FZC) and the books are being prepared on year ending 31.12.2018.

2. Basis of measurement

The Consolidated financial statements have been prepared on a historical cost basis except the following items, which are measured on fair value basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value (Refer Note 41)
- Defined benefit liability/(assets): fair value of plan assets less present value of defined benefit obligation (Refer Note 38)

3. Functional and presentation currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest lacs up to two decimal places unless otherwise indicated.

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to the Consolidated financial statements for the year ended 31st March, 2019

4. Use of judgements and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income, expenses, and the accompanying disclosures, and the disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

A. Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Assessment of lease contracts:

Classification of lease under finance lease or operating lease requires judgement with regard to the estimated economic life and estimated cost of the assets. The Group has analyzed each lease contract on case to case basis to classify the arrangements as operating i.e. below one year or risk or rewards are not significant mainly in godown and office rent are covered in operating lease and finance lease, based on evaluation of the term and conditions of the arrangements.

- Provision and contingencies

The assessment undertaken in the recognizing provision and contingencies have been made in accordance with Ind AS 37, 'Provisions, contingent liabilities and contingent assets'. The evaluation of the likelihood of the contingent events has required best judgement by management regarding the probability of exposure to potential loss.

B. Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future development, however, may change due to market change

or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occurred.

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 judgement 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 tax planning strategy.

Useful lives of property, plant and equipment

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the asset. The Group reviews the useful life of property, plant and equipment at the end of each reporting date.

Post-retirement benefit plans

Employee benefit obligations (gratuity obligations) are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rates, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term natures, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities recorded in the balance sheet in respect of which quoted prices in active markets are available and measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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to the Consolidated financial statements for the year ended 31st March, 2019

5. Classification of Assets and Liabilities as Current and Non-Current

The Group presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

An liability is treated as current when:

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

All other liabilities are classified as non-current.

Deferred tax liabilities are classified as non-current liabilities.

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

6. Property, plant and equipment Recognition and measurement

Items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work-in-progress includes cost of assets at sites, construction expenditure and interest on the funds deployed.

If significant parts of an item of property, plant and equipment have different useful

lives, then they are accounted for as a separate items (major components) of property, plant and equipment.

Any gain/ (loss) on disposal of property, plant and equipment is recognized in statement of profit and loss.

Subsequent Measurement

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

Expenditure during construction period:

Expenditure/Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as capital advances under "Other non-current assets".

Depreciation

Depreciation on Property, plant and equipment (PPE) is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives (determined by the management based on technical estimates). The assets residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

Leasehold land is being amortised over the period of lease tenure.

The management estimates the useful lives for the property, plant and equipment, except leasehold land as follows –

Tangible Assets	Useful Life (In years)
Factory building (including roads)	03-30 Years
Non factory building (including roads)	05-60 Years
Plant and machinery	05-40 Years
Vehicles	08 Years
Furniture and fixtures	10 Years
Office equipment	05 Years
Railway sidings	15 Years

The useful lives of certain plant and machineries have been considered lower / higher than 15 years. These lives are lower / higher those indicated in schedule II of Companies Act, 2013.

Freehold mining land is depleted according to the 'units of production' method by reference to the ratio of extraction of limestone in the year to the related reserves of limestone.

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to the Consolidated financial statements for the year ended 31st March, 2019

Leasehold land is amortized on a straight line basis over the primary lease period.

Limestone reserves are estimated by the management based on the internal best estimates or independent expert's valuation as considered appropriate. These estimates are reviewed at least annually.

The management believes that the estimated useful lives are realistic and reflect approximation of the period over which the assets are likely to be used.

7. Intangible assets

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

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

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

Amortisation of Mining rights over the period or respective Mining Agreement.

Amortisation of Mining Reserve: On the basis of material extraction (proportion of material extracted per annum to total mining reserve)

8. Financial instruments

A financial instrument is any contract that gives rise to asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, cross currency interest rate swaps, interest rate swaps and currency options; and embedded derivatives in the host contract.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets are not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Classifications

The Group classifies its financial assets as subsequently measured at either amortised cost or fair value through other comprehensive income (FVOCI) or fair value through Profit and Loss Account (FVTPL) on the basis of either

Company's business model for managing the financial assets or Contractual cash flow characteristics of the financial assets. at either amortised cost or fair value depending

Business model assessment

The Group makes an assessment of the objective of a business model in which an asset is held at an instrument level because this best reflects the way the business is managed and information is provided to management.

Debt instruments at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- It is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- The contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

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

Debt instrument at fair value through Other Comprehensive Income (FVOCI)

Debt instruments with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as at FVOCI, is classified as at FVTPL.

In addition, the Group may elect to classify a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL.

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However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity Instruments

All equity instruments in scope of Ind AS 109, Financial Instruments are measured at fair value. On initial recognition an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying

amount of the asset and the maximum amount of consideration that the Group could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Group applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

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

Subsequent measurement

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

Financial Liabilities measured at amortised cost

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

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for

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to the Consolidated financial statements for the year ended 31st March, 2019

trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

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

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

Financial guarantee contracts

Financial guarantee contract issued by the group is contract that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the transaction amount recognised less cumulative amortisation.

Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform

an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

9. Inventories

Inventories are valued as follows:

Raw materials, packing materials, stores and spares	Lower of cost and net realisable value. Cost is determined on a moving weighted average basis. Materials and other items held for use in the production of inventories are at cost not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost
Work-in-progress, finished goods and traded goods	Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads. Cost of finished goods includes excise duty, wherever applicable.
Waste	At Net Realisable Value

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

10. Provisions, Contingent Liabilities and Assets

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations,

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to the Consolidated financial statements for the year ended 31st March, 2019

whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognized in the financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Mines Restoration Expenditure

The expenditure on restoration of the mines based on technical estimates by Internal/External specialists is recognized in the accounts. The total estimated restoration expenditure is apportioned over the estimated quantity of mineral resources (likely to be made available) and provision is made in the accounts based on minerals mined during the year.

11. Revenue Recognition

The Group derives revenues primarily from sale of cement and cement related products.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services, because it typically controls the goods or services before transferring them to the customer. Revenue excludes amounts collected on behalf of third parties.

Sale of goods

For sale of goods, revenue is recognised when control of the goods has transferred at a point in time i.e. when the goods have been delivered to the specific location (delivery). Following delivery, the customer has full discretion over the responsibility, manner

of distribution, price to sell the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer or their agent as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due. The Group considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any).

Variable consideration

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

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

Contract balances

Trade receivables

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

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Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract

Cost to obtain a contract

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

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

Critical judgements

The Group's contracts with customers include promises to transfer goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Costs to obtain a contract are generally expensed as incurred. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

12. Government Grants and Subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants that compensate the Group for expenses incurred are recognised in profit or loss as income on a systematic basis in the periods in which the expense is recognised.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

13. Employee benefits

(A) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(B) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The Group has following defined contribution plans:

- a) Provident fund
- b) Superannuation scheme

(C) Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by

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applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The Group has following defined benefit plans:

(i) Gratuity

The Group provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary and contributes to the Gratuity Trust fund formed by the Group. The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Re-measurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

(D) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Re-measurements are recognised in profit or loss in the period in which they arise.

The Group has following long term employment benefit plans:

(i) Leave Liability

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

(15) Foreign currency transactions

Transactions in foreign currencies are translated into the Group's functional currency at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the

functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

(16) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

(17) Taxes

Tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in Other Comprehensive Income

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- Has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business

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combination and that affects neither accounting nor taxable profit nor loss.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The carrying amount of deferred tax asset is reviewed on each reporting date.

Deferred tax assets and liabilities are offset only if:

- a) The entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(18) Impairment of non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash

inflows of other assets or Cash Generating Units ('CGUs').

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(19) 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 Group has been identified as being the chief operating decision maker by the Management of the Group. Refer note 37 for segment information presented.

(20) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(21) Leases

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group i.e. amount is not

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significant for revenue or lease paid is below than one year or such lease arrangements are directly charged to revenue mainly godown or official lease accommodation are charged under Rent Head- as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(22) Exceptional Item:

Items of income or expense of non-routine are presented separately when their nature and amount of such significance and is relevant to an understanding of the entity's financial performance.

(23) Earnings Per Share (EPS)

Basic earnings per share are computed by dividing the profit for the year by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit for the year by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

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2. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross Block				Depreciation				Net Block		₹/Lacs	
	Opening	Additions	DISPOSAL/ ADJ	Foreign Exchange Impact	As at 31.03.2019	Opening	Additions	DISPOSAL/ ADJ	Foreign Exchange Impact	As at 31.03.2019		As at 31.3.2018
Tangible Assets												
Freehold land	28,950.37	7,439.70	138.20	(0.01)	36,251.86	-	-	-	-	-	28,950.37	36,251.86
Building	82,870.60	1,901.43	10.91	2,073.16	86,834.28	16,497.32	3,773.80	0.71	202.44	20,472.85	66,373.28	66,361.43
Plant and equipment (i & iv)	4,41,388.62	13,820.28	887.78	6,820.58	4,61,141.70	1,20,906.74	17,735.76	448.54	682.02	1,38,875.98	3,20,481.88	3,22,265.72
Vehicles	4,095.32	938.05	499.69	56.66	4,590.34	2,067.65	476.20	368.15	27.23	2,202.93	2,027.67	2,387.41
Furniture and fixtures	3,892.84	282.99	0.40	(22.48)	4,152.95	2,393.18	332.87	0.03	2.75	2,728.77	1,499.66	1,424.18
Office Equipment	517.94	73.85	16.22	1.59	577.16	303.48	73.46	14.91	1.34	363.37	214.46	213.79
Railway sidings	10,542.36	-	60.02	-	10,482.34	2,446.33	690.83	12.67	0.03	3,124.52	8,096.03	7,357.82
Rolling stock	89.43	-	-	-	89.43	72.04	8.15	-	-	80.19	17.39	9.24
Other assets	626.12	136.40	(9.58)	72.79	844.89	409.42	76.27	(4.27)	13.49	503.45	216.70	341.44
Lease hold Land (iii)	17,452.01	641.77	-	-	18,093.78	3,387.86	627.17	-	(44.99)	3,970.04	14,064.15	14,123.74
Total	5,90,425.61	25,234.47	1,603.64	9,002.29	6,23,058.73	1,48,484.02	23,794.51	840.74	884.31	1,72,322.10	4,41,941.59	4,50,736.64
Capital work-in- progress(ii)	10,426.52	56,723.24	11,025.88	51.75	56,175.63	-	-	-	-	-	10,426.52	56,175.64
Total	6,00,852.13	81,957.71	12,629.52	9,054.04	6,79,234.37	1,48,484.02	23,794.51	840.74	884.31	1,72,322.10	4,52,368.11	5,06,912.28

- (i) The amount incurred by company as at 31st March 2019, ownership of which vests with State Electricity Boards & Indian Railways is, cost ₹5029.53 lacs (31st March 2018: ₹ 5029.13 lacs), amortisation ₹ 1117.04 lacs (31st March 2018: ₹ 817.83 lacs) and net block ₹ 3912.49 lacs (31st March 2018: ₹ 4211.30 lacs)
- (ii) The amount of ₹ 11025.88 Lacs represents the amount capitalised during the year
- (iii) It includes freehold land for mining having cost of ₹ 3,082.44 lacs (31st March 2018: ₹ 3,082.44 lacs), amortisation of ₹ 917.85 lacs (31st March 2018 : ₹ 812.29 lacs) and net block of ₹ 2,164.61 lacs (31st March 2018 : ₹ 2,270.15 lacs)
- (iv) Property, plant & equipment pledged as security: Refer note 17 for information on property, plant & equipment pledged as security by the company.
- (v) The title deeds of immovable properties included in property, plant and equipment are held in the name of the Company except for 1 case of leasehold land and 4 cases of freehold land amounting to gross block of ₹ 1,353.07 lacs (net block: ₹ 70.42 lacs) and gross block of ₹ 225.64 lacs (net block: ₹ 225.64 lacs) respectively as at 31st March, 2019 for which title deeds are in the name of the erstwhile company that merged with the Company pursuant to a scheme of amalgamation and arrangement as approved by the honourable High Court in earlier years.
- (vi) Assets related to thermal power plant and other DG sets at Rajasthan location are decapitalised and kept for final disposal refer note no 45 & 46.

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3. OTHER INTANGIBLE ASSETS

Particulars	Gross Block				Depreciation			Net Block		₹/Lacs	
	Opening	Additions	DISPOSAL/ ADJ	Foreign Exchange Impact	As at 31.03.2019	Additions	DISPOSAL/ ADJ	Foreign Exchange Impact	As at 31.03.2019		As at 31.3.2018
Other Intangible Assets											
Computer Software	840.60	93.12		0.01	933.73	403.13	251.30	(48.46)	702.89	437.47	230.84
Mining Rights	2,069.75	674.32	-	216.39	2,960.46	114.80	82.31	-	252.96	1,954.95	2,707.50
Total	2,910.35	767.44	-	216.40	3,894.19	517.93	333.61	(48.46)	955.85	2,392.42	2,938.34

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₹/Lacs

	As at 31 March 2019	As at 31 March 2018
4. Non-Current Investments		
A. Investment in equity instruments (fully paid-up)		
Unquoted (at FVTPL)		
- 8000 (31 st March 2018 : 8000) equity shares of ReNew Wind Energy AP (Pvt.) Ltd. (Face value ₹ 10 each)	8.00	8.00
- 3140101(31 st March 2018 : 3140101) equity shares of VS Legnite Power Pvt. Ltd. (Face value ₹ 10) ##	-	-
B. Investment in preference shares (fully paid up) Unquoted (at FVTPL)		
- 2785552(31 st March 2018 : 2785552) 0.01% cumulative redeemable Preference shares in VS Legnite Power Pvt. Ltd. (Face value ₹ 10) ##	-	-
C. Investment in Mutual Fund (Quoted)(at FVTPL)		
5000000 (31 st March 2018:5000000) HDFC fmp 1302D Sep2016(1)Regular-Growth -Series-37 Maturity date2020	606.90	569.69
5000000 (31 st March 2018:5000000) HDFC fmp 1188D Mar-2017(1)-Regular-Growth-Series38- Maturity date-29-6-2020	576.57	540.32
5000000 (31 st March 2018:5000000) "UTI FITF Series XXVII - II (1161 days)"	560.10	522.56
5000000 (31 st March 2018:5000000) ICICI Prudential Fixed Maturity Plan Series 82-1187 Days	535.66	508.53
5000000 (31 st March 2018:5000000) ICICI Prudential Fixed Maturity Plan Series 82-1136 Days	535.01	501.51
1000000 (31 st March 2018:Nil)Union Capital Protection Oriented Fund Series 8 (Maturity -11.09.20)	108.05	-
D. Investments in Bonds(Quoted) (at FVTPL)		
50 (31 st March 2018:50) State bank of India SR-III 8.39% BD perpetual Bonds, Face value per Bond ₹ 1000000 purchased @991285	489.64	494.15
50 (31 st March 2018:50) State bank of India SR-II 8.75% BD perpetual Bonds, Face value per Bond ₹ 1000000 purchased @1007773	493.73	499.44
50 (31 st March 2018:50) Punjab National Bank SR- VIII, 8.95% BD perpetual Bonds, Face value per Bond ₹ 1000000 purchased @1006175	481.68	491.37
	4,395.34	4,135.57
Aggregate amount of market value of quoted investment	4,387.34	4,127.57
Aggregate amount of unquoted investment	8.00	8.00

The fair value of investment is Nil (31 March 2018: Nil).

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
5. Other Non-Current Financial assets		
(unsecured, considered good)		
Fixed Deposits*	1,450.81	563.76
Vehicle Loan Recoverable	196.45	143.41
Security Deposits	3,915.91	3,095.76
	5,563.17	3,802.93

* Non Current Fixed Deposits includes deposit of ₹ 1394.42 Lacs (31 March 2018 : ₹ 27.16 Lacs) pledged against overdraft /other commitments.

No loans due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

₹/Lacs

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	As at 31 March 2019	As at 31 March 2018
6. Other non-current assets		
Capital advances	11,694.86	10,579.16
Advances other than capital advances		
Prepaid expenses	1,173.83	1,414.03
Deferred employee compensation	37.43	26.03
Advance to employees	173.81	122.41
Deposit under protest with Govt authorities	2,566.67	2,315.27
	15,646.60	14,456.90

No advances are due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

	As at 31 March 2019	As at 31 March 2018
7. Inventories		
(Valued at lower of cost and net realisable value)		
Raw materials	11,099.54	8,977.54
Work-in-process	5,310.29	7,412.67
Finished goods	8,218.41	7,343.63
Stock-in-trade	5.67	8.04
Consumable stores and spares (net of provisions for non-moving inventories of ₹ 1107.84 lacs (31 March 2018: ₹ 108.75 lacs)	27,102.18	30,542.50
Goods in transit :		
- Raw materials	912.70	-
- Consumable stores and spares *	11,005.77	4,696.58
	63,654.56	58,980.96

Refer note 17 for information on inventories pledged as security by the company.

*It includes Project Machinery in Transit of ₹ 1266.39 Lacs (31st March 2018 : Nil).

	As at 31 March 2019	As at 31 March 2018
8. Current Investments		
Investment in Mutual Funds		
Quoted (at FVTPL)		
- Nil (31 st March 2018 : 6568620.89) units in "ICICI Prudential Regular Income fund"	-	1,151.85
- Nil (31 st March 2018 : 1774748.873) units in "HDFC Regular Saving - Growth"	-	611.12
- Nil(31 st March 2018 : 2721606.837) units in Edelweiss Mutual Fund "Edelweiss Government Securities Regular- Growth"	-	389.06
- Nil (31 st March 2018 : 9322487.4370) units in " Axis Regular Saving Fund -Regular Plan Growth"	-	1,579.11
- Nil (31 st March 2018 : 73605.432) units in SBI Premier Liquid fund - DIR Plan Growth	-	2,005.30
-234958.449 (31 st March 2018 : 44082.999) units in HDFC Liquid-DP-Growthoption	8,642.44	1,504.04
-Nil (31 st March 2018 : 2353040.835) units in Birla Sun Life(BSL)	-	517.14
-225568.133 (31 st March 2018 : Nil) units in SBI Liquid Fund Direct- Growth	6,605.92	-
-66116.58 (31 st March 2018 : Nil) units in Kotak Liquid Direct Plan Growth	2,502.07	-
-2760585.383 (31 st March 2018 : Nil) units in ICICI Prudential Liquid Fund -Direct Plan-Growth	7,630.71	-
-833029.555 (31 st March 2018 : Nil) units in Aditya Birla Sun Life Liquid Fund -Growth-Direct Plan	2,502.72	-
-318428.385 (31 st March 2018 : Nil) units in Axis Liquid Fund - Direct Growth (CFDGG)	6,602.69	-
300000 (31 st March 2018:Nil) Union Capital Protection Oriented Fund Series 7 (Maturity - 03.03.20)	34.44	-
Investments in Bonds(Quoted) (at FVTPL)		

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250 (31 st March 2018: Nil) Housing Development Finance Corporation Ltd SR-M 015 9.45 NCD 21 AG19, Face value per Bond ₹ 1000000 purchased @1006015	2,508.45	-
250 (31 st March 2018: Nil) Mahindra & Mahindra Financial Services Ltd SR-BH 2017 NCD 26SP19, Face value per Bond ₹ 1000000 purchased @944793	2,401.70	-
Aggregate amount of quoted investments	39,431.14	7,757.62

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
9. Trade receivables		
Secured		
Considered good	12,266.97	10,428.10
Unsecured		
Considered good	13,797.80	13,150.81
Considered significant increase in credit Risk	1,089.97	959.87
Less: Credit impaired	1,089.97	959.87
	26,064.77	23,578.91

Refer to Note 17 for information on Trade receivables pledged as security by the company.

No trade receivable are due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
10. Cash and cash equivalents		
Balance with banks:		
- In current accounts	16,256.03	4,818.70
- In EEFC accounts	151.01	41.51
- Fixed deposits with maturity of upto 3 months*	12,629.90	14,060.34
Cash on hand	22.16	41.31
Cheques in hand	2,462.89	2,171.41
	31,521.99	21,133.27

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
11. Other bank balances		
Earmarked bank balances #	144.60	127.10
Fixed deposits with maturity of more than 3 months but upto one year*	19,487.58	35,989.94
	19,632.18	36,117.04

#Bank balances are against unpaid dividend & unclaimed fraction money

*Fixed Deposits upto one year include deposit of ₹ 16,080.74 Lacs (31 March 2018: ₹ 2,698.08 Lacs) pledged against overdraft /other commitments.

₹/Lacs

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to the Consolidated financial statements for the year ended 31st March, 2019

	As at 31 March 2019	As at 31 March 2018
12. Other current financial assets		
Other loans and advances - significant increase in credit Risk	33.96	33.96
Credit impaired	(33.96)	(33.96)
	-	-
Other loans and advances*	7,077.96	4,775.50
Advance to employees	357.22	222.89
Interest accrued	747.60	1,198.79
	8,182.78	6,197.18

*Includes Government Subsidy of ₹ 6,034,62 Lacs (31 March 2018: ₹ 3,110.04 Lacs).

Refer to Note 17 for information on other current financial assets pledged as security by the company.

	As at 31 March 2019	As at 31 March 2018
13. Current tax assets (net)		
Advance tax (Net of provision for income tax of ₹ 10374.47 lacs (31 st March, 2018 : ₹ 9413.62 lacs)).	180.15	757.45
	180.15	757.45

	As at 31 March 2019	As at 31 March 2018
14. Other current assets		
Balances with Government authorities	5,449.34	2,431.49
Prepaid expenses	1,330.69	1,301.82
Advance to employees	85.30	88.52
Advances to suppliers	10,749.07	9,184.07
Deferred employee compensation	16.58	14.54
	17,630.98	13,020.44

No advances are due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

	As at 31 March 2019	As at 31 March 2018
15. Equity Share capital		
Authorised:		
8,00,00,000 (As at 31 March 2018 - 8,00,00,000) equity shares of ₹ 10/- each	8,000.00	8,000.00
Issued, subscribed & fully paid up:		
7,72,68,258 (As at 31 March 2018 - 6,99,27,250) equity Shares of ₹ 10/- each	7,726.83	6,992.72
	7,726.83	6,992.72

a. Terms and rights attached to equity shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting.

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b. Reconciliation of number of shares outstanding at the beginning and end of the year :

₹/Lacs

	Number of Shares	Amount
Outstanding at the 1 April 2017	6,99,27,250	6,992.72
Equity Shares issued during the year	-	-
Outstanding at the 31 March 2018	6,99,27,250	6,992.72
Equity Shares issued during the year #	73,41,001	734.11
Outstanding at the 31 March 2019	7,72,68,251	7,726.83

c. Shareholders holding more than 5% shares in the company

	As at 31 March 2019		As at 31 March 2018	
	No. of Shares	Percentage	No. of Shares	Percentage
Yadu International Ltd.	3,01,99,518	39.08%	3,01,99,518	43.19%
Yadupati Singhania	1,20,64,198	15.61%	1,20,64,198	17.25%

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
16. Other equity		
a. Securities premium		
Balance at the beginning of the year	25,988.60	25,988.60
Add: Additions during the year#	50,344.58	-
Less: Adjustment during the year#	653.52	-
Balance at the end of the year	75,679.66	25,988.60
b. Debenture redemption reserve		
Balance at the beginning of the year	9,964.50	9,955.10
Transfer from /(to) retained earnings	(87.60)	9.40
Balance at the end of the year	9,876.90	9,964.50
c. General reserve		
Balance at the beginning of the year	80,325.02	74,325.02
Add: Transfer from retained earnings	10,000.00	6,000.00
Balance at the end of the year	90,325.02	80,325.02
d. Retained earnings		
Balance at the beginning of the year	74,215.98	53,807.11
Add: Adjustments	1,599.42	2,385.84
Add: Profit for the year	26,363.40	28,957.50
Add: Other Comprehensive income for the year	2,052.60	1,807.95
Less: Transfer to general reserve	10,000.00	6,000.00
Less: Transfer to debenture redemption reserve	-	9.40
Add: Transfer from debenture redemption reserve	87.60	-
Less: Dividend on equity shares	6,992.73	5,594.18
Less: Dividend distribution tax on equity shares	1,437.38	1,138.84
	85888.89	74215.98
	2,61,770.47	1,90,494.10

#The Company through Qualified Institutions Placement (QIP) allotted 73,41,001 Equity Shares (fully paid up) to the eligible Qualified Institutional Buyers (QIB) at a price of ₹ 695.80 per equity share of face value of ₹ 10 each (inclusive of premium of ₹ 685.80 per equity share) aggregating to ₹ 51,078.68 lacs. The issue was made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended. Pursuant to the allotment of equity shares in the QIP, the paid up equity share capital of the Company has increased from ₹ 6,992.72 lacs comprising of 6,99,27,250 equity shares to ₹ 7,726.83 lacs comprising of 7,72,68,251 equity shares. Share issue expenses are charged off against securities premium.

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Nature and purpose of other reserves/ other equity

Debenture Redemption Reserve

The Group has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the group to create DRR out of profits of the company available for payment of dividend. DRR is required to be created for an amount which is equal to 25% of the value of debentures outstanding.

General reserve

The Company appropriates a portion to general reserves out of the profits either as per the requirements of the Companies Act 2013 ('Act') or voluntarily to meet future contingencies. The said reserve is available for payment of dividend to the shareholders as per the provisions of the Act.

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Other Comprehensive Income

(A) Remeasurements of defined benefit plans:

- (a) actuarial gains and losses
- (b) the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and
- (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset)

(B) Foreign Currency Translations

Foreign Currency Translation adjustments on foreign subsidiaries.

Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents, excluding discontinued operations.

	31 March 2019	31 March 2018
Borrowings (Note 17)	2,43,978.83	2,57,410.51
Current maturity of Long term Borrowings (Note 24)	29,515.00	20,997.58
Cash and cash equivalents (Note 10)	(31,521.99)	(21,133.27)
Net debt	2,41,971.84	2,57,274.82
Total Equity	2,69,497.30	1,97,486.82
Capital and net debt	5,11,469.14	4,54,761.64
Gearing ratio	47.31%	56.57%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018

₹/Lacs

NOTES

to the Consolidated financial statements for the year ended 31st March, 2019

	As at 31 March 2019	As at 31 March 2018
17. Borrowings		
Secured		
Non convertible debentures	51,780.87	58,992.88
Less: Current maturities of non convertible debentures (Refer note 24)	10,950.00	7,300.00
Term loans		
From banks	2,11,949.48	2,09,624.11
Less: Current maturities of term loans (Refer note 24)	17,481.68	12,712.50
Vehicle loans	828.29	672.04
Less: Current maturities of vehicle loans (Refer note 24)	446.60	325.13
VAT loans from Government	5,704.32	5,300.66
Unsecured		
Deferred sales tax liabilities	3,230.87	3,818.40
Less: Current maturities of deferred sales tax liabilities (Refer note 24)	636.72	659.95
	2,43,978.83	2,57,410.51

a. Particulars of Securities, Repayment & Interest

					₹/Lacs	
					Carrying Amount	
Loan's Securities	Repayment Frequency	Year of Maturity	Rate of Interest p.a.	As at 31 March 2019	As at 31 March 2018	
1) Secured Non Convertible Debentures						
NCD as shown includes ₹ 119.13 Lacs (31 March 2018 ₹ 207.12 Lacs) towards amortised expenses.	Annual	2020-21	10.25%	5,400.00	7,200.00	
Non Convertible Debentures(NCDs): ₹ 51,900.00 lacs (31 March 2018 ₹ 59,200.00 lacs)						
i) Security for NCDs for ₹ 21,900.00 lacs (31 March 2018 ₹ 29,200.00 lacs)	Annual	2020-21	10.50%	5,400.00	7,200.00	
Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge on the assets specified below:-	Annual	2020-21	11.00%	4,200.00	3,660.00	
Secured by pari-passu first charge on the Company's PPE (movable & immovable) by way of equitable mortgage on immovable Assets and hypothecation on movable PPE, related to company's plant at Nimbahera, Mangrol,Gotan Grey and Katni.	Annual	2020-21	11.00%	6,900.00	11,140.00	
a) Company's Existing Plant at Nimbahera having capacity of 3.25 MnTPA. b) Company's Existing Plant at Mangrol having capacity of 0.75 MnTPA. c) Company's Existing Plant at Gotan consisting of White Cement plant having capacity of 0.40 MnTPA and Thermal Power Plant. d) Company's Existing Thermal power plant at Bamania.	Annual	2023-24	10.50%	8,500.00	8,500.00	
ii) Security for NCDs for ₹ 30,000.00 lacs (31 March 2018 ₹ 30,000.00 lacs)	Annual	2023-24	11.00%	11,500.00	11,500.00	
Secured by first mortgage on the Company's flat at Ahmedabad and also against first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of movable PPE pertaining to Company's existing cement plant at village Muddapur Karnataka	Annual	2025-26	9.65%	10,000.00	10,000.00	
Sub Total (i)				51,900.00	59,200.00	

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to the Consolidated financial statements for the year ended 31st March, 2019

				₹/Lacs	
				Carrying Amount	
Loan's Securities	Repayment Frequency	Year of Maturity	Rate of Interest p.a.	As at 31 March 2019	As at 31 March 2018
2) Secured Term Loans from Banks					
Term Loan as shown includes ₹ 301.24 Lacs (31 March 2018 ₹ 313.13 Lacs) towards amortised expenses.					
Secured by pari-passu first charge on the Company's PPE (movable & immovable) by way of equitable mortgage on immovable Assets and hypothecation on movable PPE, related to company's existing plant at Nimbahera, Mangrol, Gotan Grey and Katni.	Quarterly	2019-20	LTMLR	126.02	625.00
i) Company's Existing Plant at Nimbahera having capacity of 3.25 MnTPA. ii) Company's Existing Plant at Mangrol having capacity of 0.75 MnTPA. iii) Company's Existing Plant at Gotan consisting of White Cement plant having capacity of 0.40 MnTPA and Thermal Power Plant. iv) Company's Existing Thermal power plant at Bamania.	Quarterly	2019-20	MCLR+0.75%	1,563.55	2,910.70
	Quarterly	2023-24	MCLR+0.50%	7,458.32	8,460.28
	Quarterly	2018-19	MCLR+0.20%	-	428.57
Secured by exclusive charge by way of equitable mortgage over the immovable assets and hypothecation of movable assets pertaining to the specified properties.	Quarterly	2020-21	MCLR+0.65%	1,364.32	1,541.91
Secured by equitable mortgage of immovable properties and hypothecation of movable PPE pertaining to undertaking of J.K. Cement Works, Gotan except current assets and vehicles.	Quarterly	2022-23	LTMLR	3,035.72	3,750.00
Secured by First Pari-passu charge by way of equitable mortgage of all the immovable Properties (except mining land) and hypothecation of all moveable non current assets, present and future pertaining to J.K. Cement Works and Thermal power plant, Muddapur, Karnataka.	Quarterly	2021-22	MCLR+ 0.50%	4,856.87	6,267.50
	Quarterly	2021-22	MCLR	350.04	433.30
	Quarterly	2021-22	MCLR	613.26	757.50
Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets except mining land and hypothecation of all movable PPE, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.	Quarterly	2022-23	MCLR+0.50%	2,305.43	3,058.57
Secured by first pari-passu charge by way of equitable mortgage of all the immovable assets and hypothecation of all movable PPE, present and future pertaining to J.K. Cement Works, Muddapur, Karnataka.	Quarterly	2023-24	MCLR+0.25%	1,417.16	1,718.69
Secured against exclusive charge on entire movable PPE (by way of hypothecation) and on immovable PPE related to the Wall Putty project at Katni, Madhya Pradesh (excluding current assets and mining land, if any).	Quarterly	2023-24	LTMLR	8,300.00	8,800.00

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to the Consolidated financial statements for the year ended 31st March, 2019

					₹/Lacs
					Carrying Amount
Loan's Securities	Repayment Frequency	Year of Maturity	Rate of Interest p.a.	As at 31 March 2019	As at 31 March 2018
First pari-passu charge on the entire movable and immovable fixed assets pertaining to J.K. Cement Works(Fujairah)FZC, UAE as per prevalent local laws in UAE. Hypothecation of Inventories & assignment of trade receivables. Assignment of the rights under the Land Lease Agreement in respect of lease hold land(both plant and mining land). Corporate Guarantee of J.K. Cement Limited for entire tenor of loan. Assignment of Insurance Contracts/Insurance proceeds arising from the Insurance Contracts.	Quarterly	2024-25	3.25% + 6 Month LIBORE	53,613.77	54,392.17
Secured by First charge by way of mortgage, on all the immovable properties, both present and future pertaining to, of the new cement Plants at Mangrol, Rajasthan (save and except mining land) including captive power plant of 25 MW and waste heat recovery based power plant of 10 MW and split Grinding Unit at Jharli, Haryana and hypothecation of all the movable PPE of the above plants (save and except Current Assets), both present and future and second charge on all current assets, present and future, pertaining to the above plants (subject to prior charge created or to be created on the Current Assets in favour of the Working Capital Lenders for securing the Working Capital Facilities.	Quarterly	2030-31	MCLR+ 0.50%	1,02,019.86	1,04,254.72
	Quarterly	2030-31	MCLR+ 0.40%	12,223.41	12,538.33
(i)Secured by pari-passu first charge by way of equitable mortgage of the immovable properties, present and future, pertaining to the Mangrol 3 rd Line clinker unit the Mangrol WHR Plant pertaining to the Aligarh Grinding unit and Balasinor Grinding unit, Mangrol expanded Grinding unit and Nimbahera expanded Grinding unit but excluded the mining land.(ii) Secured by pari passu first charge by way of hypothecation of the movable fixed assets pertaining to the Mangrol 3 rd Line clinker unit and the Mangrol WHR Plant, pertaining to the Aligarh Grinding unit and Balasinor Grinding unit, Mangrol expanded Grinding unit and Nimbahera expanded Grinding unit (save and except the current assets and vehicles),both present and future, including movable plant and machinery, furniture, fixtures and all other movable fixed assets related to aforesaid units.(iii) Secured by first pari passu second charge by way of hypothecation of the current assets pertaining to Mangrol 3 rd line clinker unit, Mangrol WHR Plant, Aligarh Grinding unit, Balasinor Grinding unit, Mangrol Expanded Grinding unit and Nimbahera Expanded Grinding unit both present and future.	Quarterly	2033-34	MCLR+ 0.35%	13,002.99	-
Sub Total (2)				2,12,250.72	2,09,937.24
Total (1) + (2)				2,64,150.72	2,69,137.24
Less : Shown in current maturities of long term debt				28,431.68	20,012.50
Balance shown as above				2,35,719.04	2,49,124.74

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to the Consolidated financial statements for the year ended 31st March, 2019

b. Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
Cash and cash equivalents	52,460.38	57,686.97
Liquid investments	39,431.14	7,757.62
Current borrowings	(53,330.56)	(36,644.51)
Non Current borrowings	(2,43,978.83)	(2,57,410.51)
Net Debt	(2,05,417.87)	(2,28,610.43)

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
18. Other non-current financial liabilities		
Security deposits	23,891.31	20,678.88
	23,891.31	20,678.88

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
19. Long-term provisions		
Provision for employee benefits (Refer note 38)		
- Gratuity	461.44	417.80
- Leave encashment	2,866.95	2,505.57
Provision for mines restoration charges*	816.43	211.55
	4,144.82	3,134.92
* Provision for mines restoration charges:		
Opening balance	211.55	197.15
Addition during the year	604.88	14.40
Closing balance	816.43	211.55

The Company provides for the expenditure to reclaim the quarries used for mining in the Statement of Profit and Loss based on the estimated expenditure required to be made towards restoration and rehabilitation at the time of vacation of mine. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimates.

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
20. Deferred tax liabilities (net)		
A. The balance comprises temporary differences attributable to:		
Deferred tax liabilities		
Property, plant and equipment	62,612.01	60,057.48
Deferred tax assets		
Unabsorbed depreciation & losses	22.33	1,915.62
Employee benefits	1,100.28	965.63
Trade receivables	647.07	343.95
Liability on payment basis	3,255.39	2,763.18
MAT credit entitlement	26,359.74	27,372.44
	31,227.20	26,696.66

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to the Consolidated financial statements for the year ended 31st March, 2019

B. Movement in deferred tax balances

	As at 31 March 2018	Recognized in P&L	Recognized in OCI	As at 31 March 2019
Deferred tax assets				
Unabsorbed depreciation & losses	1,915.62	(1,893.29)		22.33
Employee benefits	965.63	167.63	(32.98)	1,100.28
Trade receivables	343.95	303.12		647.07
Liability on expenses	2,763.18	492.21		3,255.39
MAT credit entitlement	27,372.44	(1,012.70)		26,359.74
Sub- total (a)	33,360.82	(1,943.03)	(32.98)	31,384.81
Deferred tax liabilities				
Property, plant and equipment	60,057.48	2,554.53	-	62,612.01
Sub- total (b)	60,057.48	2,554.53	-	62,612.01
Net deferred tax liability (b)-(a)	26,696.66	#4497.56	32.98	31,227.20

	As at 31 March 2017	Recognized in P&L	Recognized in OCI	As at 31 March 2018
Deferred tax assets				
Unabsorbed depreciation & Losses	9,980.15	(8,064.53)	-	1,915.62
Employee benefits	840.63	192.67	(67.67)	965.63
Trade receivables	272.97	70.98		343.95
Liability on expenses	3,291.07	(527.89)		2,763.18
MAT credit entitlement	18,079.26	9,293.18		27,372.44
Sub- Total (a)	32,464.08	964.41	(67.67)	33,360.82
Deferred tax liabilities				
Property, plant and equipment	58,450.60	1,606.88	-	60,057.48
Sub-Total (b)	58,450.60	1,606.88	-	60,057.48
Net Deferred Tax Liability (b)-(a)	25,986.52	#642.47	67.67	26,696.66

Movement included ₹ 7.99 lacs (31 March 2018 ₹ 293.02 lacs) of earlier year tax adjustment

C. Amounts recognised in profit or loss

	For the year ended 31 March 2019	For the year ended 31 March 2018
Current tax expense		
Current year	10,374.47	9,413.62
	10,374.47	9,413.62
Deferred tax charged/(credit)		
Origination and reversal of temporary differences	2,022.17	349.45
Earlier year tax adjustment	2,483.38	-
Total tax expenses	4,505.55	349.45
	14,880.02	9,763.07

D. Amounts recognised in other comprehensive Income

	For the year ended 31 March 2019			For the year ended 31 March 2018		
	Before tax	Tax (Expense) / Income	Net of tax	Before tax	Tax (Expense) / Income	Net of tax
Remeasurements of defined benefit liability	94.37	(32.98)	61.39	195.55	(67.67)	127.88
	94.37	(32.98)	61.39	195.55	(67.67)	127.88

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to the Consolidated financial statements for the year ended 31st March, 2019

E. Reconciliation of effective tax rate

₹/Lacs

	For the year ended 31 March 2019		For the year ended 31 March 2018	
	Rate	Amount	Rate	Amount
Profit before tax from continuing operations	34.944	47,357.34	34.608	43,972.76
Tax using the Company's domestic tax rate		16,548.72		15,218.10
Increase in tax rate		525.15		-
Tax effect of:				
Non-deductible expenses		263.36		300.36
Tax-exempt income & incentives		(4,944.82)		(5,786.91)
Others		2,487.61		31.52
		14,880.02		9,763.07

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
21. Other non-current liabilities		
Deferred government subsidies		
- Deferred income on government grants	8,668.22	9,232.02
	8,668.22	9,232.02
Government grants have been received against the purchase of certain items of property, plant and equipment. There are no unfulfilled conditions or contingencies attached to these grants.		
Opening balance		
Current	753.76	606.88
Non current	9,232.02	8,633.01
	9,985.78	9,239.89
Received during the year	331.30	1,499.65
Released to statement of profit or loss	834.80	753.76
Closing balance		
Current	834.80	753.76
Non-current	8,668.22	9,232.02
	9,503.02	9,985.78

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
22. Short term borrowings		
Loan repayable on demand (Secured)*	23,815.56	15,646.93
- From banks	23,815.56	15,646.93

*Cash credit account : ₹ 15,975.40 Lacs (31 March 2018 : ₹ 11,351.76 Lacs)

Cash credit accounts are secured by first charge on current assets of the Company namely inventories, book debts, etc. and second charge on PPE of the Company except the PPE pertaining to J.K. Cement Works, Gotan and the assets having exclusive charge of other lenders.

* Short Term Loan/Over Draft Account : ₹ 7,833.88 lacs (31 March 2018 : ₹ 4,295.17 lacs)

Working Capital facilities are secured by first charge on current assets of the Company namely inventories, book debts etc. and undated cheques covering the exposure.

NOTES

to the Consolidated financial statements for the year ended 31st March, 2019

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
23. Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer note 45)	1,051.10	1,227.33
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	71,392.56	65,294.16
	72,443.66	66,521.49

Based on the information available with the Company regarding the status of suppliers as defined under MSMED Act, 2006, there was no principal amount overdue and no interest was payable to the Micro, Small and Medium Enterprises on 31st March, 2019 as per the terms of contract.

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
24. Other financial liabilities		
Current maturities of long-term debt	29,515.00	20,997.58
Employee dues	1,980.39	1,540.24
Interest accrued but not due on borrowings	1,225.24	1,362.60
Unpaid dividends	135.39	117.88
Unclaimed fraction money	9.22	9.22
Security deposits	1,179.40	1,033.33
Project creditors	11,005.71	686.34
Temporary book overdraft	997.04	54.28
Others*	1,164.15	3,376.38
	47,211.54	29,177.85

*Other Includes Customer obligations, customers claims etc.

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
25. Other current liabilities		
Statutory dues payable	7,876.48	7,685.84
Government grant	814.06	753.76
Advance from customer	6,913.90	9,019.44
Others	271.86	271.86
	15,876.30	17,730.90

	₹/Lacs	
	As at 31 March 2019	As at 31 March 2018
26. Short-term provisions		
Employee benefits	1,017.63	1,884.43
	1,017.63	1,884.43

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
27. Revenue from operations		
Revenue from Contracts with Customers		
Sale of products (including excise duty)	5,18,332.49	4,97,162.19
Total (i)	5,18,332.49	4,97,162.19
Other operating revenue		
Claims realised	137.14	356.42
Government grants	4,522.39	3,825.13
Miscellaneous income	2,876.02	703.89
Total (ii)	7,535.55	4,885.44
Revenue from operations [(i) + (ii)]	5,25,868.04	5,02,047.63

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to the Consolidated financial statements for the year ended 31st March, 2019

Sale of products includes excise duty collected from customers of ₹ Nil (31 March 2018: ₹ 16,696.42 lacs). Sale of goods net of excise duty is ₹ 5,18,332.49 lacs (31 March 2018: ₹ 4,80,465.77 lacs). Revenue from operations for periods up to 30 June 2017 includes excise duty. From 1 July 2017 onwards the excise duty and most indirect taxes in India have been replaced by Goods and Service Tax (GST). The group collects GST on behalf of the Government. Hence, GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations year ended 31 March 2019 is not comparable 31 March 2018.

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
28. Other Income		
Interest income from financial assets measured at amortised cost		
- from bank deposits	2,576.38	3,133.73
- from others	757.34	950.66
Gain on fair valuation/sale of investment (net)	1,124.33	592.29
Government grants	310.70	332.23
Miscellaneous income	2,886.38	7,804.94
Net gain on foreign currency transactions and translation	382.50	-
	8,037.63	12,813.85

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
29. Cost of materials consumed		
Raw material consumed	85,057.43	78,185.98
	85,057.43	78,185.98

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
30. Changes in Inventories of Finished Goods, Work-in-Progress and Stock in Trade		
Closing inventory		
Work-in-progress	(5,310.29)	(7,412.67)
Finished goods	(8,218.41)	(7,343.63)
Stock in trade	(5.67)	(8.04)
Total (A)	(13,534.37)	(14,764.34)
Opening inventory		
Work-in-progress	7,412.67	8,584.16
Finished goods	7,343.63	8,032.86
Stock in trade	8.04	16.45
Total (B)	14,764.34	16,633.47
Total (A-B)	1,229.97	1,869.13

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
31. Employee benefits expense		
Salaries and wages	35,004.07	30,717.79
Contribution to provident and other funds (Refer note 38)	3,128.07	4,036.19
Staff welfare expenses	1,977.05	2,073.88
	40,109.19	36,827.86

NOTES

₹/Lacs

to the Consolidated financial statements for the year ended 31st March, 2019

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
32. Finance cost		
Interest expenses	25,423.98	27,698.35
Other borrowing costs (includes bank charges, etc.)	232.81	299.47
Unwinding of discounts	454.98	411.33
	26,111.77	28,409.15

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
33. Depreciation and amortisation expense		
Depreciation on tangible assets	23,841.77	22,898.98
Amortisation on intangible assets	286.37	233.20
	24,128.14	23,132.18

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
34. Other expenses		
Packing material consumed	24,066.25	22,171.05
Stores and spares consumed	10,790.01	10,871.96
Repairs and maintenance:		
- Buildings	965.08	1,235.10
- Plant and machinery	7,845.04	7,709.39
- Other assets	143.67	89.43
Other manufacturing expenses	1,009.94	989.97
Rent	2,403.11	2,276.10
Lease rent and hire charges	1,034.93	1,744.50
Rates and taxes	363.52	548.66
Insurance	1,260.75	1,184.38
Travelling and conveyance	3,117.47	2,949.08
CSR expenses (refer note no 42)	692.11	498.29
Bad trade receivables / advances / deposits written off	3.02	9.85
Provision for doubtful trade receivables / advances / deposits	153.18	174.68
Loss on disposal of property, plant & equipment	413.38	164.20
Miscellaneous expenses	17,584.22	14,148.65
Selling and promotion expenses	14,153.73	11,030.12
Advertisement and publicity	4,751.32	6,021.91
	90,750.73	83,817.32

In Previous year, other expenses were of ₹ 3,06,334.45 lacs which included ₹ 16,696.43 lacs as Excise duty, ₹ 95,213.30 lacs as Power & Fuel and ₹ 1,10,607.40 lacs as Freight & forwarding. These have been shown separately in the statement of Profit & Loss of current year.

	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
35. Earning per share		
Total profit for the year	26,363.40	28,957.50
Weighted average number of equity shares of ₹ 10/- each (In lacs)	717.57	699.27
EPS - Basic and Diluted (₹)	36.74	41.41

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to the Consolidated financial statements for the year ended 31st March, 2019

₹/Lacs

	As at 31 March 2019	As at 31 March 2018
36. Contingent liabilities, contingent assets and commitment		
A. Contingent liabilities:		
(i) Claim against the Company not acknowledged as debts (includes show cause notices pertaining to excise duty and others) (cash flow is dependent on court decisions pending at various level.)	25,238.68	21,926.41
(ii) There are numerous interpretative issues relating to the Supreme Court (SC) judgement dated 28 th February, 2019 on Provident Fund (PF) on the inclusion of allowances for the purpose of PF contribution as well as its applicability of effective date. The Company is evaluating and seeking legal inputs regarding various interpretative issues and its impact.	-	-
Other for which the Company is contingently liable		
(iii) In respect of disputed demands for which Appeals are pending with Appellate Authorities/Courts – no provision has been considered necessary by the Management		
a) Excise duty *	2,239.93	2,143.77
b) Sales and Entry Tax*	6,348.76	5,469.56
c) Service Tax*	932.28	1,362.89
d) Income Tax (primarily on account of disallowance of depreciation on goodwill and additional depreciation on power plants etc.)	5,874.45	5,450.36
(iv) In respect of interest on "Cement Retention Price" realised in earlier years	1,271.81	1,251.43
(v) In respect of penalty of non lifting of fly Ash	1,542.82	1,270.56
(vi) The Competition Commission of India ('CCI') has imposed penalty of ₹ 12,854 lacs ('first matter') and ₹ 928 lacs ('second matter') in two separate orders dated August 31, 2016 and January 19, 2017 respectively for alleged contravention of provisions of Competition Act 2002 by the Company. The Company has filed appeals against the above orders. The National Company Law Appellate Tribunal ('NCLAT'), on hearing the appeal in the first matter, upheld the decision of CCI for levying the penalty vide its order dated July 25, 2018. Post order of the NCLAT, CCI issued a revised demand notice dated August 7, 2018 of ₹ 15,492 lacs consisting of penalty of ₹ 12,854 lacs and interest of ₹ 2,638 lacs. The Company has filed appeal with Hon'ble Supreme Court against the above order. Hon'ble Supreme Court has stayed the NCLAT order. While the appeal of the Company is pending for hearing, the Company backed by a legal opinion, believes that it has a good case and accordingly no provision has been considered in the books of accounts. In the second matter, demand had been stayed and the matter is pending for the hearing before NCLAT.	13,782.00	13,782.00
(vii) In respect of land tax levied by state Government of Rajasthan	15.46	206.69
(viii) In respect of demand of Railway Administration pending with Jodhpur High Court	218.86	218.86
(ix) In respect of charges on account of electricity duty, water cess etc. levied by Ajmer Vidyut Vitran Nigam Ltd (AVVNL)	5133.38	4497.04
(x) In respect of Environmental and Health Cess	324.52	324.52
* Disputes are primarily on account of disallowances of input credits, interest on entry tax, etc.		
B. Commitments		
Capital commitment	39,413.22	3,804.91
C. Contingent assets		
Insurance Claims	498.00	685.00

37. SEGMENT INFORMATION

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

Operating Segments

The Company's Board of Directors have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible for all major decision w.r.t. the preparation and execution of business plan, preparation

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of budget, planning, expansion, alliance, joint venture, merger and acquisition, and expansion of any new facility.

Board of Directors reviews the operating results at company level, accordingly there is only one Reportable Segment for the Company which is "Cement", hence no specific disclosures have been made.

Entity wide disclosures

A. Information about product total revenue

Product	₹/Lacs	
	For the year ended 31 March 2019	For the year ended 31 March 2018
Grey Cement	3,43,198.58	3,33,489.26
White Cement and allied products	1,75,133.91	1,63,672.93

B. Information about geographical areas

Non-current assets (Property, plant and equipment, Intangible assets and other non-current assets) are in India and UAE.

C. Information about major customers (from external customers)

The Company has not derived revenues from single customer during the year as well as during previous year which amount to 10 per cent or more of the entity's revenues.

38. EMPLOYEE BENEFITS

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund and superannuation fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits.

	₹/Lacs	
	For the year ended	
	31 March 2019	31 March 2018
Contribution to government Provident Fund	1,262.81	1,135.91
Contribution to Superannuation Scheme	453.35	478.06
Contribution to Family Pension Fund	474.87	473.87

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to Group Gratuity Trust registered under Income Tax Act-1961.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2018. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

	₹/Lacs	
	31 March 2019	31 March 2018
Net defined benefit obligation	7,421.64	7,190.39
Total employee benefit asset	6,757.35	5,800.16
Net defined benefit liability	664.29	1,390.23

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B. Movement in net defined benefit (asset) liability - Gratuity (Funded)

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

	31 March 2019			31 March 2018		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/liability
Balance as at 31 March	7,190.39	5,800.16	1,390.23	6,061.68	5,596.87	464.81
Included in profit or loss						
Current service cost	594.95	-	594.95	420.41	-	420.41
Past service credit	-	-	-	1,137.18	-	1,137.18
Interest cost (income)	506.23	342.52	163.71	400.58	368.51	32.07
	1,101.18	342.52	758.66	1,958.17	368.51	1,589.66
Included in OCI						
Remeasurements loss (gain)						
- Actuarial loss (gain) arising from:						
- financial assumptions	52.99	(40.44)	93.43	(251.19)	-	(251.19)
- experience adjustment	(224.09)	(36.29)	(187.80)	(65.95)	(121.58)	55.63
	(171.10)	(76.73)	(94.37)	(317.14)	(121.58)	(195.56)
Other						
Contributions paid by the employer	-	1,390.23	(1,390.23)	-	468.68	(468.68)
Benefits paid	(698.83)	(698.83)	-	(512.32)	(512.32)	-
	(698.83)	691.40	(1,390.23)	(512.32)	(43.64)	(468.68)
Balance as at 31 March	7,421.64	6,757.35	664.29	7,190.39	5,800.16	1,390.23

In case of foreign subsidiaries, the amount required to cover end of service benefits at the ending of the reporting period are computed pursuant to the United Arab Emirates Federal Labour Law based on the employees' accumulated period of service and current basic remuneration at that date. Hence the above details of net defined benefit (asset) liability and its components do not include the figures of foreign subsidiaries.

C. Plan assets

The plan assets are managed by the Gratuity Trust formed by the Company. The management of 100% of the funds is entrusted according to norms of Gratuity Trust, whose pattern of investment is available with the Company.

Particulars	₹/Lacs	
	As at March 31 March 2019	As at March 31 March 2018
Government of India Securities (Central and State)	53.02%	52.57%
High quality corporate bonds (including Public Sector Bonds)	39.02%	1.81%
Equity shares of listed companies	0.00%	0.00%
Property	0.00%	0.00%
Cash (including Special Deposits)	7.96%	23.27%
Schemes of insurance - conventional products	0.00%	0.00%
Schemes of insurance - ULIP products	0.00%	0.00%
Others	0.00%	22.35%

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D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	₹/Lacs	
	31 March 2019	31 March 2018
Discount rate	7.30%	7.40%
Expected rate of return on plan assets	8.50%	8.50%
Mortality		
Turnover rate : Staff	5% of all ages	5% of all ages
Turnover rate : Worker	1% of all ages	1% of all ages
Expected rate of future salary increase	10%	10%

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 March 2019, the weighted-average duration of the defined benefit obligation was 6 years (as at 31 March 2018: 6 years).

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Gratuity

	31 March 2019		31 March 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(495.59)	578.26	(450.10)	522.30
Expected rate of future salary increase (1% movement)	457.60	(422.19)	424.00	(388.00)
	(37.99)	156.07	(26.10)	134.30

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk with derivatives to minimise risk to an acceptable level.

Changes in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the scheme's bond holdings.

Life expectancy: The pension obligations are to provide benefits for the life of the member, so increase in life expectancy will result in increase in plans liability. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within this framework, the group's ALM objective is to match assets to the pension obligations under the employee benefit plan term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. A large portion of assets at reporting date consists of government and corporate bonds, although the group also invests in equities, cash and mutual funds. The group believes that equities offer the best returns over the long term with an acceptable level of risk.

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G. The expected benefit payments in future years:

	₹/Lacs	
	31 March 2019	31 March 2018
Within the next 12 months (next annual reporting period)	1,006.13	963.40
Between 2 and 5 years	3,406.93	3,593.55
Between 5 and 10 years	4,550.34	4,276.01
Beyond 10 years	20,822.18	18,905.01
Total expected payments	29,785.58	27,737.97

H. The expected employer contribution in the next year

	₹/Lacs	
	31 March 2019	31 March 2018
Within the next 12 months (next annual reporting period)	664.29	594.95

39. RELATED PARTIES

(1) (a) Parties where the control/significant influence exists:

- i) Yadu International Ltd

(b) Key management Personnel & their Relatives:

Parent Company:

- i) Shri Yadupati Singhania
- ii) Smt. Shushila Devi Singhania
- iii) Shri Ajay Kumar Saraogi
- iv) Shri Shambhu Singh
- v) Shri Achintya Karati
- vi) Shri Jayant Narayan Godbole
- vii) Dr. Krishna Behari Agarwal
- viii) Shri K.N.Khandelwal
- ix) Shri Raj Kumar Lohia
- x) Shri Suparas Bhandari
- xi) Shri Shyam Lal Bansal (till June 12, 2018)
- xii) Mr. Paul Heinz Hugentobler
- xiii) Smt. Deepa Gopalan Wadhwa (w.e.f. Nov 3, 2018)

Chairman & Managing Director
Relative of Chairman & Managing Director
President (Corp.Affairs) & CFO
Company Secretary
Non Executive Independent Director
Non Executive Independent Director
Non Executive Independent Director
Non Executive Non Independent Director
Non Executive Independent Director
Non Executive Independent Director
Non Executive Independent Director
Non Executive Independent Director
Non Executive Non Independent Director
Non Executive Independent Director

Subsidiaries:

- i) Shri Yadupati Singhania
- ii) Shri Raghavpat Singhania
- iii) HH Sheikh Mohammed Bin Hamad
- iv) Mr. Mohamed Saif Abdulrahman
- v) Shri Ajay Kumar Saraogi
- vi) Mr. Abdulghafour Hashem Abdulghafour
- vii) Mr. Paul Heinz Hugentobler
- viii) Mr. Ibrahim Saad Mohammed
- ix) Shri Bhupendra Kumar Arora
- x) Shri Prashant Seth
- xi) Shri Amit Kothari

Managing Director
Deputy Managing Director
Non Executive Independent Director
Non Executive Independent Director
Non Executive Non Independent Director
Non Executive Independent Director
Non Executive Non Independent Director
Non Executive Independent Director
Non Executive Non Independent Director
Non Executive Non Independent Director
Whole Time Director

(c) Enterprises significantly influenced by Key Management Personnel or their Relatives.

- i) Jaykay Enterprises Ltd
- ii) J K Cotton Ltd.
- iii) Jaykaycem (Eastern) Ltd
- iv) J K Cement (Western) Ltd
- v) J K White Cement (Africa) Ltd

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(2) a) Following are the transactions with related parties as defined under section 188 of Companies Act 2013 and Ind AS 24.

	For the year ended	
	31 March 2019	31 March 2018
(i) Jaykay Enterprises Ltd		
- Services received	35.40	35.17
- Rent paid	57.28	49.50
- Expenses Reimbursed	71.97	60.34
(ii) J K Cotton Ltd		
- Rent paid	29.05	32.39
- Sale of Products	0.60	-
(iii) J K Cement(Fujairah)FZC		
- Interest received on Corporate Guarantee	82.84	-
- Interest receivable as at close of year on corporate guarantee	82.84	-
(iv) J K White Cement(Africa) Ltd.		
- Sale of Goods	32.25	-
- Balance as at close of the year	32.25	-
(v) Key Management Personnel and their relatives		
Parent Company:		
a) Shri Y.P. Singhania(Chairman & Managing Director)		
- Remuneration	2,033.20	1,761.00
- Sale of farm house	-	5,087.99
- Rent paid	15.13	15.13
- Rent paid to relatives	30.47	30.47
- Reimbursement of Water tax and house tax	15.03	-
b) Smt Sushila Devi Singhania		
- Commission	9.50	9.00
- Sitting Fees	5.50	5.26
c) Shri Ajay Kumar Saraogi		
- Remuneration	260.70	226.52
d) Shri Shambhu Singh		
- Remuneration	53.35	45.41
e) Other Directors		
- Commission	76.00	72.00
- Sitting Fees	28.50	30.55
- Paid to other Director Mr. Paul Heinz Hugentobler on professional capacity.	109.60	108.13
Subsidiaries Company:		
a) Shri Yadupati Singhania		
- Commission	18.61	17.73
- Sitting Fees	1.86	1.77
b) Shri Raghavpat Singhania		
- Commission	9.31	8.87
c) Other Directors		
- Commission	74.46	79.79
- Sitting Fees	1.40	2.66

b) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided (except corporate bank guarantee) or received for any related party receivables or payables. For the year ended 31 March 2019, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

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c) Compensation of key management personnel of the company

₹/Lacs

	For the year ended	
	31 March 2019	31 March 2018
- short-term employee benefits	2,210.66	2,032.93
- other long-term benefits	23.90	48.54

40. OPERATING LEASE

The Company has taken various residential premises, office premises and warehouses under operating lease agreements. These are generally cancellable and are renewable by mutual consent on mutually agreed terms.

Contractual Commitments for Lease; (₹ In lacs)

	As at 31 March 2019	As at 31 March 2018
Non cancellable operating lease commitments ;		
Not longer than one year	1,560.66	1,458.09
Longer than one year and not longer than five years	6,561.08	5,832.34
Longer than five years	17,073.33	16,038.94

41. FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Fair value measurements

A. Financial instruments by category

₹/Lacs

	As at 31 March 2019			As at 31 March 2018		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	43,826.48	-	-	11,893.19	-	-
Other financial assets	-	-	13,745.95	-	-	10,000.11
Trade receivables	-	-	26,064.77	-	-	23,578.91
Cash and cash equivalents	-	-	31,521.99	-	-	21,133.27
Other Bank balances	-	-	19,632.18	-	-	36,117.04
	43,826.48	-	90,964.89	11,893.19	-	90,829.33
Non Current Borrowings	-	-	2,43,978.83	-	-	2,57,410.51
Other non-current financial liabilities	-	-	23,891.31	-	-	20,678.88
Short term borrowings	-	-	23,815.56	-	-	15,646.93
Trade payables	-	-	72,443.66	-	-	66,521.49
Other current financial liabilities	-	-	47,211.54	-	-	29,177.85
	-	-	4,11,340.90	-	-	3,89,435.66

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

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Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March 2019:

₹/Lacs

	Level 1	Level 2	Level 3	Total
Financial assets				
Assets measured at fair value				
Investments				
Equity Shares	-	-	8.00	8.00
Mutual Funds & Bonds	43,818.48	-	-	43,818.48
Financial liabilities				
Liabilities for which fair values are disclosed				
Non Current Borrowings	-	-	2,42,964.49	2,42,964.49
	43,818.48	-	2,42,972.49	2,86,790.97

Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at 31 March 2018:

₹/Lacs

	Level 1	Level 2	Level 3	Total
Financial assets				
Assets measured at fair value				
Investments				
Equity Shares	-	-	8.00	8.00
Mutual Funds & Bonds	11,885.19	-	-	11,885.19
Financial liabilities				
Liabilities for which fair values are disclosed				
Non Current Borrowings	-	-	2,56,601.57	2,56,601.57
	11,885.19	-	2,56,609.57	2,68,494.76

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

C. Fair value of financial assets and liabilities measured at amortised cost

₹/Lacs

	As at 31 March 2019		As at 31 March 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Other financial assets	13,745.95	13,745.95	10,000.11	10,000.11
Trade receivables	26,064.77	26,064.77	23,578.91	23,578.91
Cash and cash equivalents	31,521.99	31,521.99	21,133.27	21,133.27
Other Bank balances	19,632.18	19,632.18	36,117.04	36,117.04
	90,964.89	90,964.89	90,829.33	90,829.33
Financial liabilities				
Non Current Borrowings	2,43,978.83	2,42,964.49	2,57,410.51	2,56,601.57
Other non current financial liabilities	23,891.31	23,891.31	20,678.88	20,678.88
Short term borrowings	23,815.56	23,815.56	15,646.93	15,646.93
Trade payables	72,443.66	72,443.66	66,521.49	66,521.49
Other current financial liabilities	47,211.54	47,211.54	29,177.85	29,177.85
	4,11,340.90	4,10,326.56	3,89,435.66	3,88,626.72

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Financial instruments and cash deposits

- (i) The carrying amounts of trade receivables, trade payables, Short Term Borrowings, cash and cash equivalents, other bank balances, other financial liabilities, and other financial assets are considered to be the same as their fair values, due to their short-term nature. The fair values for security deposits are calculated based on cash flows discounted using a current lending rate.
- (ii) The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.
- (iii) The fair value of the financial assets and liabilities is included at the amount at which the instrument is exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees how management monitors compliance with the Company's risk management policies and

procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers including deposits with banks and financial institutions.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Risk Management Committee.

In monitoring customer credit risk, customers are accompanied according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets."

A default on financial assets is when the counterparty fails to make contractual payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors. The Company holds bank guarantees/ security deposits against trade receivables of

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₹ 11266.97 lacs (31 March 2018: ₹ 10,428.10 lacs) and as per the terms and condition of the agreements, the Company has the right to encash the bank guarantee or adjust the security deposits in case of defaults.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

During the based on specific assessment, the Company recognised bad debts and advances of ₹ 3.02 lacs (31 March 2018: ₹ 9.85 lacs). The year end trade receivables do not include any amounts with such parties.

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables disclosed in Note 9

Reconciliation of loss allowance provision - Trade Receivables

₹/Lacs		
Particulars	As at March 2019	As at March 2018
Opening Balance	959.87	739.12
Change in loss allowance	130.10	220.75
Closing Balance	1,089.97	959.87

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at 31 March 2019 and 31 March 2018 is the carrying amounts as shown in Note 4,8,10,11 & 12. The Company

has not recorded any further loss during the year in these financial instruments and cash deposits as these pertains to counter parties of good credit ratings/credit worthiness.

A default on financial assets is when the counterparty fails to make contractual payments within 60 days of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out in accordance with practice and limits set by

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the Company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major

currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements.

	Carrying Amounts 31 March 2019	Contractual cash flows				
		Total	2 months or less	2–12 months	1–5 years	More than 5 years
Non-derivative financial liabilities						
Non Current Borrowings	2,43,978.83	2,49,288.68	-	-	1,40,925.72	1,08,362.96
Other non-current financial liabilities	23,891.31	23,891.31	-	-	23,891.31	-
Short term borrowings	23,815.56	23,815.56	-	23,815.56	-	-
Trade payables	72,443.66	72,443.66	51,348.93	21,094.73	-	-
Other current financial liabilities	47,211.54	47,253.56	5,437.84	41,680.33	135.39	-
Total non-derivative liabilities	4,11,340.90	4,16,692.77	56,786.77	86,590.62	1,64,952.42	1,08,362.96
	Carrying Amounts 31 March 2018	Contractual cash flows				
		Total	2 months or less	2–12 months	1–5 years	More than 5 years
Non-derivative financial liabilities						
Non Current Borrowings	2,57,410.51	2,62,626.82	-	-	1,29,679.60	1,32,947.22
Other non-current financial liabilities	20,678.88	20,678.88	-	-	20,678.88	-
Short term borrowings	15,646.93	15,646.93	-	15,646.93	-	-
Trade payables	66,521.49	66,521.49	66,521.49	-	-	-
Other current financial liabilities	29,177.85	29,177.85	5,278.19	23,781.78	117.88	-
Total non-derivative liabilities	3,89,435.66	3,94,651.97	71,799.68	39,428.71	1,50,476.36	1,32,947.22

Further the Company issued financial guarantee as disclosed in note 39 for which the possibility of payment is remote.

iv. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk primarily include trade and other receivables, trade and other payables and borrowings.

Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). The Company manages its foreign currency risk by taking foreign currency forward contracts, if required

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to the Consolidated financial statements for the year ended 31st March, 2019

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

	As at 31 March 2019		As at 31 March 2018	
	USD	EUR	USD	EUR
Trade payables	68,90,431.07	12,24,474.79	19,39,975.00	18,86,009.00
Net statement of financial position exposure	68,90,431.07	12,24,474.79	19,39,975.00	18,86,009.00

The following significant exchange rates have been applied

	Average Rates		Year end spot rates	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
USD 1	69.89	64.39	69.17	65.04
EUR 1	80.93	75.32	77.70	80.62
AED 1	19.03	17.53	18.83	18.24

Sensitivity analysis

A reasonably possible strengthening (weakening) of the INR against all other currencies at 31 March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

₹/Lacs

	Profit or loss, before tax		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2019				
USD (10% movement)	476.61	(476.61)	310.06	(310.06)
EUR (10% movement)	95.14	(95.14)	61.89	(61.89)
GBP (10% movement)	-	-	-	-
31 March 2018				
USD (10% movement)	126.17	(126.17)	82.50	(82.50)
EUR (10% movement)	152.05	(152.05)	99.43	(99.43)
GBP (10% movement)	-	-	-	-

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March 2019 and 31 March 2018, the Company's borrowings at variable rate were mainly denominated in INR.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the company is as follows.

₹/Lacs

	Nominal Amount	
	31 March 2019	31 March 2018
Fixed-rate instruments		
Financial assets	44,607.00	56,393.55
Financial liabilities	85,435.66	89,462.86
	1,30,042.66	1,45,856.41
Variable-rate instruments		
Financial assets	37,416.84	10,408.23
Financial liabilities	2,35,765.04	2,25,271.04
	2,73,101.88	2,35,679.27

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to the Consolidated financial statements for the year ended 31st March, 2019

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	₹/Lacs			
	Profit or loss, before tax		Equity, net of tax	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
31 March 2019				
Variable-rate instruments	(2,241.37)	2,241.37	(1,668.04)	1,668.04
Cash flow sensitivity	(2,241.37)	2,241.37	(1,668.04)	1,668.04
31 March 2018				
Variable-rate instruments	(2,321.01)	2,321.01	(1,735.98)	1,735.98
Cash flow sensitivity	(2,321.01)	2,321.01	(1,735.98)	1,735.98

42. CORPORATE SOCIAL RESPONSIBILITY

- Amount required to be spent by the Company on Corporate Social Responsibility (CSR) activities during the year was ₹ 640.26 lacs i.e. 2% of average net profits for last three financial years, calculated as per section 198 of the Companies Act, 2013
- Corporate Social Responsibility (CSR) activities undertaken during the year is ₹ 668.97 lacs. Further, no amount has been spent on construction/acquisition of an asset of the Company and entire amount is spent on cash basis.

43. ASSETS HELD FOR SALE

During the previous year, the Company had entered into agreement to sell the thermal power plant and other DG sets at Rajasthan location as these were not in active use. Accordingly, these assets were classified as 'held for sale'. Sale of these assets are expected to be completed within next 12 months

44. EXCEPTIONAL ITEMS

Exceptional items represent the loss booked on accounts of sale of thermal power plant and other DG sets in previous year.

45. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED, 2006

Particulars	₹/Lacs	
	As at March 31 March 2019	As at March 31 March 2018
i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,051.10	1,227.33
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) The amount of interest due and payable for the year		
(v) 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.		
Dues to Micro and Small Enterprises have been determined to the extent declarations received from vendors.		

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to the Consolidated financial statements for the year ended 31st March, 2019

46. IN ADDITION TO THE ABOVE, FOLLOWING ARE THE RECLASSIFICATIONS MADE IN THE PREVIOUS YEAR FIGURES TO MAKE THEM COMPARABLE/BETTER PRESENTATION WITH THE CURRENT YEAR FIGURES.

Particulars	As at 31 st March 2018 (Revised)	As at 31 st March 2018 (Published)	Nature
ASSETS			
NON CURRENT ASSETS			
Property, plant and equipment	441941.59	442121.39	Reclassification items
Other Intangible assets	2392.42	2212.62	Reclassification items
Other non-current assets	14,456.90	12,338.55	Reclassification items
CURRENT ASSETS			
Cash and cash equivalents	21,133.27	19,839.53	Reclassification items
Bank balances other than Cash and cash equivalents	36,117.04	36,107.82	Reclassification items
Other Current Financial assets	6,197.18	7,442.00	Reclassification items
Other current assets	13,020.44	15,014.79	Reclassification items
EQUITY AND LIABILITIES			
Non-Current Liabilities			
Long-term provisions	3,134.92	2,737.12	Reclassification items
Current Liabilities			
Trade Payable - Current	66,521.49	43,571.66	Reclassification items
Other financial liabilities	29,177.85	50,585.13	Reclassification items
Other current liabilities	17,730.90	19,091.31	Reclassification items
Short-term provisions	1,884.43	2,282.23	Reclassification items

47(1). ADDITIONAL INFORMATIONS, AS REQUIRED UNDER SCHEDULE III OF THE COMPANIES ACT, 2013 OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY/JOINT VENTURES

	Net Assets i.e. (Total Assets-Total Liabilities)		Share in Profit or Loss	
	As % of Consolidated Assets	Amount (₹ in lacs)	As % of Consolidated Profit	Amount (₹ in lacs)
Parent				
J.K. Cement Ltd.	85.47%	2,30,341.42	123.32%	32,511.18
Subsidiary (Indian)				
Jaykaycem Central Ltd.	3.60%	9,693.14	0.01%	3.85
Subsidiary including Fellow Subsidiary (Foreign)				
J.K. Cement (Fujairah) FZC & J.K. Cement Works (Fujairah) FZC	10.93%	29,462.74	(23.33%)	(6,151.63)
Minority Interest in Foreign Subsidiary	-	-	-	-
Joint Venture				
Bander Coal Company	-	-	-	-
Total	100.00%	2,69,497.30	100.00%	26,363.40

During the year the Bander Coal Company Pvt. Ltd. was liquidated under the provisions of Companies Act 2013.

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to the Consolidated financial statements for the year ended 31st March, 2019

47 (2). SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES (PART-A)

Name of the Subsidiary Company	Reporting Currency #	Share Capital	Reserves & Surplus	Non Current Assets		Current Assets	Total Assets		Non Current Liabilities	Current Liabilities	Total Liabilities		Investment	Total Income	Profit/ (Loss) before Tax	Provision for Tax	Profit/ (Loss) after Tax	Proposed Dividend	% of Holding
				Assets	Liabilities		Assets	Liabilities			Assets	Liabilities							
J.K.Cement (Fujairah) FZC *	AED	55,610.55	195.59	60,326.04	8.10	60,334.14	4,495.21	32.79	4,528.00	55,430.58	1,176.23	266.26	-	822.16	-	-	-	100.00	
J.K.Cement Works (Fujairah) FZC * (Fellow Subsidiary) @	AED	16,942.26	(30,258.95)	83,065.32	14,568.39	97,633.71	93,102.47	17,847.93	1,10,950.40	-	28,467.09	(6,685.22)	-	(6,685.22)	-	-	-	90.00	
Jaykaycem (Central) Ltd.	INR	1,092.35	8,600.79	9,091.16	621.67	9,712.83	-	19.68	19.68	-	34.07	16.07	12.22	3.85	-	-	-	100.00	

Notes:

Exchange Rate adopted for consolidation ₹ 19.004030 1 AED

* Company having 31st December as a reporting date.

@ Non-controlling interest as on reporting date is Nil

Informations of subsidiaries as given above are extracted from their financial statements.

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to the Consolidated financial statements for the year ended 31st March, 2019

48. STANDARDS ISSUED BUT NOT YET EFFECTIVE

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard.

Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto.

Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the

amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company intends to adopt these standards from 1 April 2019. The impact on adoption of Ind AS 116 on the financial statements is given below. Ind AS 116 also requires lessees and lessors to make more extensive disclosures than under Ind AS 17.

Transition to Ind AS 116

The Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 1, 2019). Accordingly, comparatives for the year ending or ended March 31, 2019 will not be retrospectively adjusted. The Company has elected certain available practical expedients on transition. The company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated

Amendments to Ind AS 12: Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, the Company does not expect any effect on its financial statements.

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to the Consolidated financial statements for the year ended 31st March, 2019

Amendments to Ind AS 23: Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the

annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, the Company does not expect any effect on its financial statements.

As per our report of even date.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Regn. No. 301003E/E300005

per Atul Seksaria

Partner

Membership No. : 086370

Place : Kanpur

Dated : 18th May, 2019

A.K. Saraogi

President (Corp.Affairs) & CFO

Shambhu Singh

Company Secretary

Membership No. : F5836

For and on behalf of the Board of Directors of
J K Cement Limited

Yadupati Singhania

Chairman & Managing Director

DIN-00050364

Krishna Behari Agarwal

Director

DIN-00339934

SHAREHOLDERS GENERAL INFORMATION & GUIDANCE

1. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone Number, NECS/ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz. (a) shambhu.singh@jkcement.com, (b) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jkshr@jkcement.com and send NECS/ECS Mandate to the Registered Office of the Company.
2. The equity shares of your company are listed on the Bombay Stock Exchange Ltd. & National Stock Exchange of India Ltd., Mumbai and the same are compulsorily traded in dematerialized mode. Shareholders who wish to dematerialize their shareholdings may send their request on prescribed form (available with DP) alongwith share certificate(s)/ for dematerialisation through depository participant (DP) with whom they are maintaining a demat account. The ISIN of the Company is INE 823G01014.
3. The share holders who have not received corporate benefit i.e. share certificates, on account of shares held by them in Jay Kay Enterprises Ltd (erstwhile J K Synthetics Ltd), dispatched by the company during April, 2005 may intimate the company by quoting reference of Folio No. / DP-ID and Client ID etc.
4. The share holders who have not received dividend warrants for the year 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 on account of their change in address or any other reason may write to the Company's Registrar & Transfer Agents, Jaykay Enterprises Ltd, Kamla Tower, Kanpur by quoting reference of their folio or DP-ID & Client ID.
5. The shareholders who wish to seek any information, clarification in respect of share transfer activities or status of their grievances may write to Company's Registrar Transfer Agent, Jaykay Enterprises Ltd, Kamla Tower, Kanpur at following email address: shambhu.singh@jkcement.com.
6. The share holders of physical segment who are having identical names in different folios are advised to consolidate their holdings in one folio which will facilitate the investors in receiving consolidate dividend or non-cash corporate benefit of future and would reduce un-necessary paper work and service cost.
7. The Investors who have not received Demat credit of shares allotted under public issue may write to us by quoting reference of their application no., name, address & No. of shares applied for
8. Shareholders of physical segment who wish to notify change in their address may intimate complete new address with Pin code No. by quoting their Folio No. and proof of Address i.e. copy of telephone/electricity bill or any receipt of Municipal Corporation etc.

The Shareholders who holds shares in electronic / (Demat) segment may notify their change in their address to the DP with whom they are maintaining a Demat account. No request For change in address from the holders of Demat segment will be entertained directly by The Company.
9. The shareholders who wish to make nomination may send their application on prescribed form Under Companies Act 2013 and Rules frame thereunder. The said form is also available on company's website www.jkcement.com.
10. The Shareholders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in Sebi Circular No.CIR/MRD/DP/10/2013 dated 21.3.13.

MANDATE FORM

(Mandate Form for receiving dividend by National Electronic Clearing Service (NECS)/Printing of Bank details on Dividend Warrant)

To
J.K. Cement Ltd.
Kamla Tower,
Kanpur - 208 001.

Dear Sirs,

Please fill-in the information in CAPITAL LETTERS in ENGLISH ONLY.

For shares held in physical form

Folio No.

For shares held in electronic form

D.P.Id

Client Id

FOR OFFICE USE ONLY

NECS

Ref.No.

Name of Sole/First holder

Bank name

Branch name

Branch code

(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank). Please attach a photo copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the banks name, branch name and code number.

Account Type

[Please Tick (✓) wherever applicable]

Savings

Current

Cash Credit

A/c.No. (as appearing in the cheque book)

Effective date of this mandate

I, hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, the Company will not be held responsible. I agree to avail the NECS facility provided by RBI, as and when implemented by RBI/J.K.Cement Ltd. Further in case of NECS facility is not available in my city please print Bank details furnished by me on the dividend warrant.

I, further undertake to inform the Company any change in my Bank/branch and account number.

Dated:

(Signature of Sole/First holder)

Notes:

- Whenever the Shares in the given folio are entirely dematerialised, then the NECS mandate form will stand rescinded.
- For Shares held in dematerialised mode nomination is required to be filled with the Depository Participant in their prescribed form.
- In case NECS facility is not available in your city then bank details furnished by you will be printed on dividend warrants.
- The Share holders who hold shares in physical mode should ensure that this mandate form duly completed in all respect & signed by the Sole/First named holder should reach the company on or before July 25, 2019 after which date no request for registration of Mandate for the purpose of payment of dividend for the year 2018-19 will be entertained.
- The share holder of physical segment who do not wish to opt for NECS facility need not furnish 9 Digits Code Number appearing on the MICR band of the cheque supplied by the Bank and the photo copy of the blank cheque.
- The Shareholders who holds shares in physical segment are mandatorily required to notify their updated Bank Account Details for printing on the Dividend Warrant as required in Sebi Circular No.CIR/MRD/DP/10/2013 dated 21.3.13.

Attendance Slip



(CIN:L17229UP1994PLC017199)

Regd. & Corporate Office:

Kamla Tower, Kanpur-208001 (U.P.) INDIA.

E-mail:shambhu.singh@jkcement.com

Website: www.jkcement.com

Phone:+91-512-2371478 to 81

Fax (Office): +91-512-2399854

25th ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company at Sir Padampat Singhanian Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil lines, Kanpur on Saturday the 3rd August, 2019, at 11 A.M.

Member's Folio/DP ID-client ID No.

Member's/Proxy's name In Block Letters

Member's /Proxy's Signature

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2018-19 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email is not registered or have requested for a hard copy.

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

JK Cement LTD.

(CIN:L17229UP1994PLC017199)

Regd. & Corporate Office:

Kamla Tower, Kanpur-208001 (U.P.) INDIA.

E-mail: shambhu.singh@jkcement.com

Website : www.jkcement.com

Phone :+91-512-2371478 to 81

Fax : +91-512-2399854

Name of the member(s)

Registered address

E-mail ID

Folio/DP ID-Client ID No

I/We being the member(s) of shares of J.K.Cement Limited hereby appoint:

1 Name Address

.....

E-mail id..... SignatureOr failing him

2 Name Address

E-mail id..... SignatureOr failing him

.....

3 Name Address

.....

E-mail id..... SignatureOr failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held at Sir Padampat Singhania Auditorium of the Merchants' Chamber of Uttar Pradesh, 14/76, Civil lines, Kanpur on Saturday the 3rd August, 2019 at 11 A.M. and at any adjournment thereof in respect of such resolutions are indicated below:

RESOLUTION NO.	RESOLUTIONS
Ordinary Business	
1	Adoption of Financial Statements (standalone & consolidated) for the year ended 31 st March, 2019
2	Approval of dividend for 2018-19
3	Re-appointment of Mr. Paul Heinz Hugentobler (DIN 00452691) as Director who retires by rotation.
4	Ratification of remuneration to Cost Auditors for 2019-20
Special Business/Special Resolutions	
5	Appointment of Smt. Deepa Gopalan Wadhwa (DIN 07862942) as an Independent Woman Director
6	Appointment of Mr. Saurabh Chandra (DIN 02726077) as an Independent Director
7	Appointment of Mr. Ashok Sinha (DIN 00070477) as an Independent Director
8	Reappointment of Mr. Achintya Karati (DIN 00024412) as an Independent Director
9	Reappointment of Mr. Jayant Narayan Godbole (DIN 00056830) as an Independent Director.
10	Reappointment of Mr. Suparas Bhandari (DIN 00159637) as an Independent Director
11	Reappointment of Mr. Raj Kumar Lohia (DIN 00203659) as an Independent Director
12	Reappointment of Dr. Krishna Behari Agarwal (DIN 00339934) as an Independent Director.
13	To approve the continuation of Directorship of Mrs. Sushila Devi Singhania (DIN 00142549)
14	To approve the continuation of Directorship of Mr. Kailash Nath Khandelwal (DIN 00037250)
15	Issuance of Private Placed Non Convertible Debentures upto ₹ 500 Crores during 2019-20 under Section 42 & 71 of Companies Act 2013
16	Appointment of Mr. Yadupati Singhania (DIN 00050364) as Managing Director

Affix
Revenue
Stamp of
₹ 1/-

Signed this day of, 2019

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 25th Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

Corporate Information

Board of Directors

Yadupati Singhania, Chairman and Managing Director
Smt. Sushila Devi Singhania
Achintya Karati
Ashok Sinha
Deepa Gopalan Wadhwa
Jayant Narayan Godbole
Dr. K.B. Agarwal
Kailash Nath Khandelwal
Paul Heinz Hugentobler
Raj Kumar Lohia
Saurabh Chandra
Suparas Bhandari

Bankers

Allahabad Bank
Andhra Bank
Axis Bank
Canara Bank
Bank of Baroda
Export Import Bank of India
IDBI Bank Ltd.
Indian Bank
Jammu & Kashmir Bank
Oriental Bank of Commerce
State Bank of India
Union Bank of India
United Bank of India
National Bank of Fujairah-UAE

Registered & Corporate Office

Kamla Tower, Kanpur - 208001

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Plants

INDIA
Grey Cement Plants

White Cement & White Cement based Wall Putty Plant

Thermal Power Plants

Waste Heat Recovery Power Plant (For captive consumption)

OVERSEAS UNDERTAKEN BY SUBSIDIARY

Dual process White/Grey Cement Plant

Key Management Personnel

Raghavpat Singhania – Special Executive
Madhavkrishna Singhania – Special Executive
Abhishek Singhania – Special Executive
A.K. Saraogi, President (Corporate Affairs) & CFO
Rajnish Kapur- Business Head –Grey Cement
Niranjan Mishra, Business Head –White Cement
Ashok Ghosh- President (Education & CSR)
Pushpraj Singh- President (Marketing)- Grey Cement
Ashish Mehta - President (Marketing)- White Cement
S.K.Tejwani, President (Projects)
Anil Kumar Agrawal, Senior Vice President
(Tax & Management Service)
Rajeev Sharma, Unit Head – White Cement, Gotan
S.K.Rathore, Unit Head- Grey Cement- Rajasthan
RBM Tripathi, Unit Head-Grey Cement, Karnataka
Andleeb Jain, Chief People Officer
Jitendra Singh, Chief Information Officer

Amit Kothari-CEO-(UAE Operations)
Ajay Mathur, Head, Marketing & Sales (UAE Operations)

Asst. Vice President (Legal) & Company Secretary
Shambhu Singh

Auditors

M/s S. R. Batliboi & Co, LLP, Chartered Accountants
Golf View Corporate Tower B, Sector 42,
Sector Road, Gurgaon-122002

Registrar & Share Transfer Agent

Jaykay Enterprises Ltd.
Kamla Tower, Kanpur-208001
E-mail:jkshr@jkcement.com
Shambhu.singh@jkcement.com

Central Marketing Office

Padam Tower, 19, DDA Community Centre, Okhla,
Phase-1, New Delhi-110020

Location

Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan
Mangrol, Dist. Chittorgarh, Rajasthan
Gotan, Dist. Nagaur, Rajasthan
Muddapur, Dist. Bagalkot, Karnataka
Jharli, Dist. Jhajjar, Haryana
Satha, Pargana Morthal, Tehsil: Koil, Dist: Aligarh, UP
(under implementation)
Vadadala, Tehsil: Balasinor, Dist: Mahisagar, Ahmedabad Indore
Highway, Gujrat (under implementation)

Gotan, Dist. Nagaur, Rajasthan
Village: Rupaund, Tehsil - Badwara, Dist. Katni, M.P
Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan
Gotan, Dist. Nagaur, Rajasthan
Muddapur, Dist. Bagalkot, Karnataka
Mangrol, Chittorgarh, Rajasthan
i) Kailash Nagar, Nimbahera, Dist. Chittorgarh, Rajasthan
ii) Mangrol, Dist. Chitorgarh, Rajasthan

Plot No.7, Habhab, Tawian Fujairah, UAE



JK Cement LTD.

Registered and Corporate Office

Kamla Tower, Kanpur - 208001, Uttar Pradesh, INDIA

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