UCWL UDAIPUR CEMENT WORKS LIMITED
Corporate Identity Number (CIN): L26943RJ1993PLC007267
Registered Office: Shripati Nagar, CFA, P.O.: Dabok, Udaipur-313 022 (Rajasthan)
Email: ucwl.investors@jkmail.com, Website: www.udaipurcement.com
Phone: 91-011- 68201862; Fax No.: 91-294-2655077

NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF UDAIPUR CEMENT WORKS LIMITED ("APPLICANT COMPANY 2" / "AMALGAMATING COMPANY 1")

MEETING DETAILS

Day	:	Friday
Date	:	March 28, 2025
Time	:	11:00 A.M. (IST)
Venue/Mode of Meeting	:	Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**")
Cut-off date for e-voting	:	Friday, March 21, 2025
Remote e-voting start date and time	:	Monday, March 24, 2025, at 10.00 A.M. (IST)
Remote e-voting end date and time	:	Thursday, March 27, 2025, at 5.00 P.M. (IST)

INDEX

The Notice of the Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable SEBI Circulars and Annexure-1 to Annexure-22 constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this document.

FORM NO. CAA-2
[Pursuant to Section 230(3) of the Companies Act, 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT JAIPUR

COMPANY SCHEME APPLICATION CA(CAA) NO. 01/230-232/JPR/2025
In the matter of the Companies Act, 2013

AND

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

AND

In the matter of JK Lakshmi Cement Limited, a Company incorporated under the provisions of the Companies Act, 1913

And

In the matter of Udaipur Cement Works Limited, a Company incorporated under the provisions of the Companies Act, 1956

And

In the matter of Hansdeep Industries & Trading Company Limited, a Company incorporated under the provisions of the Companies Act, 1956

And

In the matter of Hidrive Developers and Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation and Arrangement
for Amalgamation of Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited, Hidrive Developers and Industries Limited into and with JK Lakshmi Cement Limited and their respective Shareholders and Creditors

JK Lakshmi Cement Limited,
a listed public limited company incorporated under the Companies Act, 1913,
having its registered office at Jaykaypuram, Basantgarh,
Dist. Sirohi, Rajasthan-307019
Contact: + 011-68201860
Email: amit.chaurasia@jkmail.com

Applicant Company 1 /
Amalgamated Company

Udaipur Cement Works Limited,
a listed public limited company incorporated under the Companies Act, 1956,
having its registered office at Shripati Nagar, CFA, PO: Dabok,
Udaipur -313022, Rajasthan
Contact: + 011-68201864
Email: poonamsingh@jkmail.com

Applicant Company 2 /
Amalgamating Company 1

Hansdeep Industries & Trading Company Limited,
a public limited company incorporated under the Companies Act, 1956,
having its registered office at Jaykaypuram, Basantgarh,
Dist. Sirohi-, Rajasthan-307019
Contact: + 011-68201860
Email: amit.chaurasia@jkmail.com

Applicant Company 3 /
Amalgamating Company 2

Hidrive Developers and Industries Limited,
a public limited company incorporated under the Companies Act, 1956,
having its registered office at Jaykaypuram, Basantgarh,
Dist. Sirohi , Rajasthan-307019
Contact: + 011-68201860
Email: amit.chaurasia@jkmail.com

Applicant Company 4 /
Amalgamating Company 3

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF UDAIPUR CEMENT WORKS LIMITED

To

The unsecured creditors of **Udaipur Cement Works Limited**

Notice is hereby given that by an order dated January 28, 2025 read with the order dated February 4, 2025 (collectively referred as the "**Order"**), in the abovementioned Company Application , the Hon'ble National Company Law Tribunal, Jaipur Bench ("**NCLT**"), has directed that a meeting of the unsecured creditors of the Applicant Company 2 be convened for the purpose of considering, and if thought fit, approving with or without modification, the amalgamation and arrangement embodied in the Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Limited ("**Amalgamated Company**" / "**Applicant Company 1**"), Udaipur Cement Works Limited ("**Applicant Company 2**" / "**Company**" /"**Amalgamating Company 1**"), Hansdeep Industries & Trading Company Limited ("**Applicant Company 3**" / "**Amalgamating Company 2**"), Hidrive Developers and Industries Limited ("**Applicant Company 4**" / "**Amalgamating Company 3**") and their respective shareholders and creditors ("**Scheme**") pursuant to the provisions of sections 230-232 of the Companies Act, 2013 **("2013 Act**") and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Amalgamation Rules**"), the National Company Law Tribunal Rules, 2016 and other applicable provisions of the 2013 Act, if any, read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the Income Tax Act, 1961 ("**IT Act**"), as applicable and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"),** SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 ("**SEBI Scheme Circular**") and/or any other circulars issued by SEBI applicable to schemes of arrangement from time to time and various other matters consequential or integrally connected therewith under applicable laws, in connection with the proposed Scheme.

The Board of Directors of the entities at their meetings held on July 31, 2024 have approved the Scheme, subject to the approval of requisite majority of equity shareholders and creditors of the Company as may be required, and subject to the sanction of the NCLT and such other authorities as may be necessary.

In pursuance of the Order of the NCLT and as directed therein further, this notice is hereby given that a Meeting of the unsecured creditors of the Applicant Company 2 will be held on Friday, 28th March 2025 at 11:00 A.M (IST) through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**") ("**Meeting**") in compliance with the applicable provisions of the 2013 Act and General Circulars No. 14/2020 dated April 08, 2020; No. 20/2020 dated May 05, 2020 and all subsequent circulars in this regard, the last being No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as the "**MCA Circulars**"), read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and all subsequent circulars in this regard, the last being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("**SEBI**") ("**SEBI Circulars**") and the unsecured creditors of the Company are requested to attend the Meeting. At the Meeting, the following resolution will be considered and if thought fit, be passed:

"**RESOLVED THAT** pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 ("**2013 Act**") [including any statutory modification(s) or re-enactment thereof for the time being in force], and other applicable provisions of the 2013 Act and the provisions of the Memorandum and Articles of Association of the Company and subject to the consent, approval or permissions of the Hon'ble National Company Law Tribunal, Jaipur Bench (NCLT), Regional Director, Registrar of Companies or such other competent authority as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the "**Board**", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement as enclosed with the Notice of the NCLT convened meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by NCLT or such other authorities while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or Officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from creditors of the Company."

TAKE FURTHER NOTICE that since this Meeting is held, pursuant to the Order passed by the NCLT and in compliance with the MCA Circulars, through VC/OAVM, physical attendance of the unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors will not be available for the present Meeting and hence, the proxy form and attendance slip are not annexed to this Notice. However, in pursuance of Section 113 of the 2013 Act, authorized representatives of institutional/ corporate Creditors may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting during the Meeting provided that such unsecured creditors sends a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting through VC/OAVM on its behalf, vote through e-voting during the Meeting and/or to vote through remote e-voting.

TAKE FURTHER NOTICE that each unsecured creditor can opt for only one mode of voting i.e., either e-voting at the Meeting or through remote e-voting. In case of unsecured creditor cast votes by remote e-voting, as aforesaid, the concerned unsecured creditor will nevertheless be entitled to attend the Meeting and participate in the discussions in the Meeting but will not be entitled to vote again during the Meeting. Once the vote on a resolution is cast by a creditor, the creditor shall not be allowed to change it subsequently. The instructions for e-voting at the Meeting and remote e-voting are appended to the Notice. In case of remote e-voting, the votes should be cast in the manner described in the instructions during the remote e-voting Period.

TAKE FURTHER NOTICE

(a) in compliance with the provisions of (i) MCA Circulars; (ii) Sections 108 and 230 of the 2013 Act read with the rules framed thereunder; (iii) Regulation 44 and other applicable provisions of the SEBI (Listing Regulations) , as amended, and (iv) SEBI Scheme Circular, the Company has provided the facility of voting by remote e-voting and e-voting at the Meeting so as to enable the unsecured creditors to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by unsecured creditors of Company to the Scheme shall be carried out only through remote e-voting and e-voting at the Meeting;

(b) in compliance with the aforesaid MCA Circulars, Circular issued by SEBI and the Order passed by NCLT, (a) the aforesaid Notice, (b) the Scheme, (c) the explanatory statement under Sections 230 -232 and 102 of the 2013 Act read with Rule 6 of the Amalgamation Rules and any other applicable provisions of 2013 Act and the rules made thereunder, and (d) the enclosures as indicated in the Index (collectively referred to as "**Particulars**"), are being sent through electronic mode to those unsecured creditors whose e-mail IDs are registered with the Company in compliance with the MCA Circulars and SEBI Circulars. The voting rights of the unsecured creditors shall be in proportion to the principal amount due for payment by the Company as on Friday, March 21, 2025 ("**Cut Off Date**"). The unsecured creditors, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting. A person who is not an unsecured creditors of the Company as on the Cut-off Date, should treat the notice for information purpose only;

(c) the unsecured creditors may note that the aforesaid Particulars will be available on the Company's website at https://udaipurcement.com/ websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.evotingindia.com. The copy of the notice can be obtained by emailing the Company Secretary of the Company at ucwl.investors@jkmail.com.

(d) copies of the aforesaid Particulars can be obtained free of charge, between 11:00 A.M to 1:00 P.M on all working days up to the date of Meeting, at the registered office of the Company.

(e) Company has extended the remote e-voting facility for its unsecured creditors to enable them to cast their votes electronically. The instructions for remote e-voting and e-voting at the Meeting are appended to the Notice. The unsecured creditors opting to cast their votes by remote e-voting and voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes below carefully. In case of remote e-voting, the votes should be cast in the manner described in the instructions from March 24, 2025 at 10:00 A.M. (IST) to March 27, 2025 at 5:00 P.M. (IST).

(f) The NCLT has appointed Shri Rajeev Mehrotra as Chairperson and Shri Sandeep Pathak as Alternate Chairperson of the said meeting including any adjournment thereof.

(g) The NCLT has further appointed Shri Prashant Agarwal as the Scrutinizer and Shri Akshit Kumar Jangid as Alternate Scrutinizer, to scrutinize the e-voting during the Meeting and remote e-voting process in a fair and transparent manner;

(h) The Scrutinizer shall after the conclusion of e-voting at the Meeting, first download/count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit his combined report to the Chairperson /any authorized person as appointed by the Chairperson of the Meeting. The Scrutinizer's decision on the validity of the votes shall be final. The results of the votes cast through remote e-voting and e-voting during the Meeting will be announced not later than two working days from the conclusion of the Meeting. The results, together with the

Scrutinizer's report, will be displayed on the website of Company at https://udaipurcement.com/ and on the website of CDSL at www.evotingindia.com besides being communicated to BSE and the NSE. The results of the Meeting will be reported by the Chairperson and Scrutinizer to the NCLT within a week of the conclusion of the Meeting.

(i) the Scheme, if approved at the Meeting, will be subject to the subsequent approval of NCLT; and

(j) a copy of the explanatory statement, under Sections 230-232 and 102 of the 2013 Act read with Rule 6 of the Amalgamation Rules and any other applicable provisions of 2013 Act and the rules made thereunder, the Scheme and the other enclosures as indicated in the Index are enclosed.

(k) Subject to the receipt of requisite number of votes, the Resolution forming part of the Notice of the Meeting shall be deemed to be passed on the date of the Meeting i.e. Friday, March 28, 2025.

The Scheme shall be considered approved if it is approved by requisite majority of unsecured creditors in accordance with the provisions of Sections 230 to 232 of the 2013 Act and the SEBI Listing Regulations read with the SEBI Scheme Circular.

In accordance with the applicable Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with MCA Circulars and clarification/guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the Meeting shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the Meeting. Since the Meeting will be held through VC/OAVM, the Route Map is not annexed to this notice.

Sd/-
(Rajeev Mehrotra)
Chairperson appointed for the meeting

Dated this 19th day of February , 2025
Place: New Delhi

Notes for the meeting of the Unsecured Creditors of the Company:

1. Pursuant to the directions of the NCLT Order, the Meeting of the unsecured creditors of the Company is being conducted through VC/OAVM facility to transact the business set out in the Notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the ("2013 Act") SS-2, SEBI Listing Regulations, read with applicable SEBI Circulars and in compliance with the requirements prescribed by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting vide MCA Circulars. Accordingly, the Meeting of the unsecured creditors of the Company will be convened on Friday, March 28, 2025 at 11:00 A.M. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving the Scheme of Amalgamation and Arrangement for Amalgamation of Amalgamating Company 1, Amalgamating Company 2, Amalgamating Company 3 into and with Amalgamated Company and their respective shareholders and creditors

   The deemed venue for the Meeting shall be the Registered Office of the Company .

2. The Explanatory Statement pursuant to Sections 102, 230 to 232 & other applicable provisions of the 2013 Act, and Rule 6 of the Amalgamation Rules, read with SEBI Listing Regulations, SEBI Scheme Circular and other applicable SEBI Circulars in respect of the business set out in the Notice of the Meeting is annexed hereto.

3. As per the directions provided in the Order of the NCLT, and in compliance with the MCA and SEBI Circulars, the Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through electronic mode via e-mail to those unsecured creditors whose e-mail addresses are registered with the Company and through letters to the unsecured creditors whose email addresses are not available with the Company's records containing the day, date, time and other details for joining the Meeting through VC and OAVM and the weblink, including the exact path, where complete details of the Notice along with its explanatory statement and the relevant annexures thereto including the resolution to be passed in the proposed Meeting can be accessed, by such unsecured creditors whose email addresses are not available with the Company. In addition to the above, the letter will also contain a QR Code through which the relevant unsecured creditors can directly

access the complete Notice of the Meeting and the accompanying documents mentioned in the Index. Physical copy of this Notice along with accompanying documents will be sent free of charge to those who request for the same.

4. The unsecured creditors may note that the aforesaid documents can also be accessed from the website of the Company at https://udaipurcement.com/ websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively and the documents are also available on the e-voting website of Central Depository Services (India) Limited ("**CDSL**") (agency for providing the e-voting facility) i.e. https://www.evotingindia.com.

5. Unsecured Creditors attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the 2013 Act as per the terms of the Order of the NCLT. Further, the Order also directs that in case the required quorum for the Meeting (33% of the value) is not present at the specified time, then the Meeting shall be adjourned by half an hour and thereafter, the persons present and voting, including authorized representatives, shall be deemed to constitute the quorum.

6. All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. The unsecured creditors seeking to inspect copies of the said documents may send an email at ucwl.investors@jkmail.com. Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the unsecured creditors at the Registered office of the Company between 11:00 A.M. to 01:00 P.M. on all working days up to the date of the Meeting.

7. The Notice convening the Meeting will be published through advertisement in (i) 'Financial Express' (English Language-All Editions); and (ii) "Rashtradoot Times" (Hindi Language-Udaipur Edition).

8. The SEBI Scheme Circular, inter alia, provides that approval of Public Shareholders of the Company to the Scheme shall also be obtained by way of voting through e-voting. Since, the Company is seeking the approval of its unsecured creditors to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Company for seeking the approval to the Scheme by its unsecured creditors in terms of SEBI Scheme Circular. The aforesaid Notice sent to the equity shareholders (which includes Public Shareholders) of the Company would be deemed to be the Notice sent to the Public Shareholders of the Company. For this purpose, the term 'Public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'Public Shareholders' shall be construed accordingly. In terms of SEBI Scheme Circular, the Company has provided the facility of voting by e-voting to its Public Shareholders - **NOT APPLICABLE FOR THIS MEETING.**

9. The Scheme shall be considered approved by the unsecured creditors of the Company if the resolution mentioned in the Notice has been approved by majority of persons representing three-fourth in value of the unsecured creditor's e-voting during the Meeting or by remote e-voting, in terms of the provisions of Sections 230-232 of 2013 Act.

10. Only a person, whose name is recorded in the List of Unsecured Creditors maintained by the Company as on the Cut-Off date (i.e., Friday, March 21, 2025) shall be entitled to exercise his/her/ its voting rights on the resolution proposed in the Notice. The voting rights of the unsecured creditors shall be in proportion to the principal amount due for payment by the Company as on close of business hours on the Cut-off date. A person who is not an unsecured creditors as on the Cut-Off date should treat the Notice for information purpose only.

11. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Monday, March 24, 2025 at 10:00 A.M. (IST) and ends on Thursday, March 27, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter. The Company is additionally providing the facility of e-voting during the Meeting.

12. Pursuant to the provisions of the 2013 Act, a unsecured creditor entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a unsecured creditor of the Company. Since this Meeting is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of the unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the creditors will not be available for the Meeting and hence the proxy form, attendance slip and route map of the Meeting are not annexed to this Notice. However, the Body Corporates (as defined under the Act) are entitled to appoint authorized representatives to attend the Meeting through VC/OAVM and participate thereat and cast their votes through e-voting.

13. Body Corporates/Institutional/Corporate Creditors (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or Governing Body Resolution/Authorization Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company by e-mail at ucwl.investors@jkmail.com at least 48 (forty-eight) hours before the Meeting.

    In case of joint holders attending the Meeting, the unsecured creditor whose name appears as the first holder in the order of the names as per the List of unsecured creditors of the Company will be entitled to vote.

14. The unsecured creditors can join the Meeting through VC/OAVM mode 30 (thirty) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available for [1000 (one thousand)] Unsecured Creditor on first come first serve basis. This will not include large unsecured creditor {unsecured creditor holding 2% (two percent) or more principal amount due for payment}, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Meeting without restriction on account of first come first served basis.

15. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle unsecured creditors from attending the Meeting. However, after exercising right to vote through remote e-voting prior to the Meeting, an unsecured creditors shall not be allowed to vote again at the Meeting.

16. The Hon'ble NCLT, Jaipur Bench has appointed (a) Shri Rajeev Mehrotra to be the Chairperson & Shri Sandeep Pathak to be the Alternate Chairperson of the said Meeting of the Unsecured Creditors and (b) Shri Prashant Agarwal to be the Scrutinizer & Shri Akshit Kumar Jangid to be the Alternate Scrutinizer for the said Meeting and to scrutinize the remote e-voting process as well as the E-Voting system on the date of the Meeting, in a fair and transparent manner.

17. The results of the Meeting shall be declared by the Chairperson/Alternate Chairperson of the Meeting or a person authorized by him within two working days from the conclusion of the Meeting upon submission of the report on the voting by the Scrutinizer/Alternate Scrutinizer and the same shall be displayed on the notice board of the Company at its registered office and posted on the aforesaid websites of the Company and CDSL. The results shall also be immediately forwarded to the aforesaid Stock Exchanges where the shares of the Company are listed.

18. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the NCLT and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

19. The unsecured creditors whose email IDs are not registered with the Company are hereby again requested to please get their email IDs registered with the Company by writing at vendorpayment.ho@jkmail.com

20. General Information:

(i) Unsecured Creditors are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

(ii) Please note that Unsecured Creditors connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

(iii) Unsecured Creditors are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

(iv) Unsecured Creditors are requested to speak only when moderator of the Meeting/ management will announce the name and serial number for speaking.

(v) Unsecured Creditors who would like to express their views or ask questions during the Meeting may register themselves as a speaker creditor by sending their request mentioning their name and mobile number at ucwl.investors@jkmail.com. The speaker registration will be open during the period from 26th February 2025 at 10:00 A. M. (IST) to 1st March 2025 at 5.00 p.m. (IST). Those Creditors who have registered themselves as a speaker will only be allowed to express their views /ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting. The Creditors who do not wish to speak during the Meeting but have queries may send their queries on or before 1st March 2025 mentioning their name and mobile number at ucwl.investors@jkmail.com. These queries will be replied by the Company suitably.

21. Instruction for E-Voting and joining the Meeting through VC/ OVAM are as follows:

(i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155dated 11th November 2024 (as amended) in relation to e-Voting Facility provided by Listed Entities, the Company is pleased to provide Unsecured creditors, facility to exercise their right to vote at the Meeting by electronic means and the business may be transacted through remote e-voting (e-voting) services provided by CDSL. Remote e-voting is optional. The facility of e-Voting shall also be made available at the Meeting and Unsecured creditors attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to cast vote during the Meeting.

(ii) The Unsecured creditors who will be present in the Meeting through VC facility and have not casted their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

(iii) The Unsecured creditors who have cast their vote by remote e-voting prior to the Meeting may also attend / participant in the Meeting through VC but shall not be entitled to cast their vote again.

(iv) The voting rights of unsecured creditors shall be in proportion to the principal amount due for payment by the Company as on the Cut-Off Date, being Friday, March 21, 2025.

(v) Kindly follow the instructions for unsecured creditors remote voting electronically provided as under.

(i) The voting period begins on Monday, March 24, 2025 at 10:00 A.M. and ends on Thursday, March 27, 2025 at 05:00 P.M. The e-Voting module shall be disabled for voting thereafter.

(ii) Voters should log on to the e-Voting website www.evotingindia.com during the voting period.

(iii) Click on Unsecured Creditors.

(iv) Enter your User ID.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) Enter your password.

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Select the EVSN of <<Company name as registered in the e-Voting system (www.evotingindia.com)>> on which you choose to vote.

(ix) 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.

(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(v) Instructions for Unsecured creditors for E-Voting during the Meeting are as under:-

(a) The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.

(b) Only those Unsecured creditors, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.

(c) If Votes are cast by the Unsecured creditors through the e-Voting available during the Meeting and if the same Unsecured creditors have not participated in the meeting through VC/OAVM facility, then the votes cast by such Unsecured creditors shall be considered invalid as the facility of e-Voting during the Meeting is available only to the unsecured creditors attending the Meeting.

(d) Unsecured creditors who have voted through Remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

If you have any queries or issues regarding attending Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 18002109911

Or

For any other queries, contact Company at contact no. 011-68201862 & email at ucwl.investors@jkmail.com

FORM NO. CAA-2

[Pursuant to Section 230(3) of the Companies Act, 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT JAIPUR

COMPANY SCHEME APPLICATION CA(CAA) NO. 01/230-232/JPR/2025
In the matter of the Companies Act, 2013

AND

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

AND

In the matter of JK Lakshmi Cement Limited, a Company incorporated under the provisions of the Companies Act, 1913

And

In the matter of Udaipur Cement Works Limited, a Company incorporated under the provisions of the Companies Act, 1956

And

In the matter of Hansdeep Industries & Trading Company Limited, a Company incorporated under the provisions of the Companies Act, 1956

And

In the matter of Hidrive Developers and Industries Limited, a Company incorporated under the provisions of the Companies Act, 1956

And

In the matter of Scheme of Amalgamation and Arrangement
for Amalgamation of Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited, Hidrive Developers and Industries Limited into and with JK Lakshmi Cement Limited and their respective Shareholders and Creditors

JK Lakshmi Cement Limited,
a listed public limited company incorporated under the Companies Act, 1913,
having its registered office at Jaykaypuram, Basantgarh,
Dist. Sirohi, Rajasthan-307019
Contact: + 011-68201860
Email: amit.chaurasia@jkmail.com

Applicant Company 1 /
Amalgamated Company

Udaipur Cement Works Limited,
a listed public limited company incorporated under the Companies Act, 1956,
having its registered office at Shripati Nagar, CFA, PO: Dabok,
Udaipur -313022, Rajasthan
Contact: + 011-68201864
Email: poonamsingh@jkmail.com

Applicant Company 2 /
Amalgamating Company 1

Hansdeep Industries & Trading Company Limited,
a public limited company incorporated under the Companies Act, 1956,
having its registered office at Jaykaypuram, Basantgarh,
Dist. Sirohi, Rajasthan--307019
Contact: + 011-68201860
Email: amit.chaurasia@jkmail.com

Applicant Company 3 /
Amalgamating Company 2

Hidrive Developers and Industries Limited,
a public limited company incorporated under the Companies Act, 1956,
having its registered office at Jaykaypuram, Basantgarh,
Dist. Sirohi Rajasthan--307019
Contact: + 011-68201860
Email: amit.chaurasia@jkmail.com

Applicant Company 4 /
Amalgamating Company 3

EXPLANATORY STATEMENT UNDER SECTIONS 230- 232 AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated January 28, 2025 read with order dated February 4, 2025 in the abovementioned Company Application (collectively referred as the "**Order**") passed by the Hon'ble National Company Law Tribunal, Bench at Jaipur ("**NCLT**"), in CA(CAA) No. 01/230-232/JPR/2025 a meeting of the unsecured creditors of Udaipur Cement Works Limited ("**Amalgamating Company 1**" / "**Company**" / "**Applicant Company 2**") is being convened through Video Conferencing ("**VC**")/Other Audio Video Means ("**OAVM**"), on Friday, March 28, 2025 at 11:00 A.M. (IST), for the purpose of considering and, if thought fit, approving the Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Limited, ("**Amalgamated Company**"/ "**Applicant Company 1**") Udaipur Cement Works Limited ("**Applicant Company 2**" / "**Amalgamating Company 1**"), Hansdeep Industries & Trading Company Limited ("**Applicant Company 3**" / "**Amalgamating Company 2**"), Hidrive Developers and Industries Limited ("**Applicant Company 4**" / "**Amalgamating Company 3**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as the "**2013 Act**") and other applicable provisions of the 2013 Act, read with the Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 ("**Amalgamation Rules**"). The Company, Applicant Company 1, Applicant Company 3 and Applicant Company 4 are together referred to as the "**Companies**" or "**Parties**", as the context may admit. A copy of the Scheme, which has been, inter alios, approved by the Committee of Independent Directors, Audit Committee and the Board of Directors of the Company at their respective meetings, all held on July 31, 2024 is enclosed as **Annexure 1**. Capitalized terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.

2. The Scheme, *inter alia*, provides for:

   (a) transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with the Company as Amalgamated Company in accordance with Part III of the Scheme;

   (b) transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Company as Amalgamated Company in accordance with Part IV of the Scheme;

   (c) transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Company as Amalgamated Company in accordance with Part V of the Scheme;

   (d) consolidation of authorised Share Capital of the Amalgamated Company and amendment to the Memorandum of Association of the Amalgamated Company in terms of Clause 6.1 of the Scheme; and

   (e) issuance and allotment of Consideration Shares by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in terms of this Scheme.

3. In terms of the Order, the quorum for the said meeting shall be 33% in value. Unsecured Creditors attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the 2013 Act.

4. Further in terms of the Order, in case the quorum as noted above for this meeting is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person present and voting, including authorised representatives, shall be deemed to constitute the quorum.

5. Further in terms of the said Order, NCLT, has appointed Shri Rajeev Mehrotra as Chairperson and Shri Sandeep Pathak as Alternate Chairperson of the meeting of the unsecured creditors including for any adjournment or adjournments thereof.

6. This statement is being furnished as required under Sections 230-232 and 102 of the 2013 Act read with Rule 6 of the Amalgamation Rules.

7. As stated earlier, as per the directions of the NCLT, a meeting of the unsecured creditors of the Company shall be convened through VC/OAVM, on Friday, 28th March 2025 at 11:00 A.M. (IST) for the purpose of considering, and if thought fit, approving the arrangement embodied in the Scheme ("**Meeting**"). Unsecured Creditors would be entitled to vote either through remote e-voting or e-voting at the Meeting.

8. The Scheme shall be considered approved if it is approved by requisite majority of unsecured creditors in accordance with the provisions of Sections 230 to 232 of the 2013 Act and the SEBI Listing Regulations read with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 ("**SEBI Scheme Circular**"), as applicable.

9. If the entries in the records/lists of the Company in relation to the number or value, as the case may be, of the unsecured creditor are disputed, the Chairperson of the Meeting shall determine the number or value, as the case may be, for the purposes of the said Meeting.

10. Background:

10.1 Particulars of JK Lakshmi Cement Ltd/Amalgamated Company/Applicant Company 1

(a) **JK Lakshmi Cement Limited** (Applicant Company 1) is a listed public limited company, incorporated under the provisions of Companies Act, 1913, with CIN L74999RJ1938PLC019511 and PAN- AAACJ6715G.

(b) Applicant Company 1 is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) clinker and cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(c) Applicant Company 1 was originally incorporated on August 06, 1938, under the Indian Companies Act, 1913, under the name and style 'Straw Products Limited'. The name of the Applicant Company 1 was changed to 'JK Corp Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Orissa on June 17, 1994.

(d) Subsequently the Registered Office of the Applicant Company 1 was shifted from the State of Orissa to the State of Rajasthan, pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur on July 21, 2004. Thereafter, the name of the Company was changed from 'JK Corp Limited' to 'JK Lakshmi Cement Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Jaipur on October 06, 2005.

(e) Registered office of Applicant Company 1 is at Jaykaypuram, Basantgarh, Dist. Sirohi, Rajasthan, India, 307019 (Email: jklc.investors@jkmail.com), which is within the jurisdiction of this Hon'ble Tribunal at Jaipur.

(f) Equity Shares of Applicant Company 1 are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (NSE and BSE shall collectively be referred to as the "**Stock Exchanges**").

(g) The objects for which Applicant Company 1 have been established are set out in its Memorandum of Association. The main objects of the Applicant Company 1, inter alia, are set out hereunder:

(i) To erect, purchase or take on lease, or otherwise acquire any mills, works, machinery and other movable and immovable properties appertaining to the good-will of, and any interest in, the business of manufacturing or dealing in straw board, card board, mill board and/ or paste board, vegetable oil, vegetable ghee, sugar, matches, cement, lime and artificial leather of descriptions and to acquire, purchase or hire forests or lands to grow and cultivate for the purpose of pulps and to acquire, establish and maintain other centres for production of pulps and other incidental raw material and fibrous substances.

(ii) To carry on all or any of the businesses following namely, to manufacture pulps from straw of all description, wood, bamboo, rags, waste material of all description, and raw material of all other description, straw boards, card boards, paste boards, mill boards and boxes, from them such as cigarette packet, hosiery boxes, toilet boxes, cloth boxes, shoe boxes, packing boxes, fancy boxes, and all other kinds of boxes and to manufacture artificial leather and to manufacture from it suit cases, hand bags, attache cases, hat boxes, hold-alls dressing boxes, fancy boxes and all kinds of cases and boxes to manufacture sugar, matches, cement, lime, vegetable oil, vegetable ghee, to bleach and dye, and make vitriol, bleaching and dyeing materials and to do designing and printing of all kinds and description by one or all methods of printing by printing machines or otherwise, to carry on or be interested in the business of flour mill proprietors, pressing and ginning mill proprietors, sugar mill proprietors, match factory proprietors, cement factory proprietors, lime factory proprietors, vegetable oil factory proprietors, vegetable ghee factory proprietors and oil mill proprietors, paper mill and / or board mill proprietors and ice manufacturers in all their branches.

(iii) To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance, improvement, management, alteration, carrying on, controlling and working of any water works, factories, sugar mill, march factory, cement factory, lime factory, vegetable oil factory, vegetable ghee factory, mills, refineries, forests, fields, iceplants, flour mills, paper mills, board factories, warehouses, telephones, railways, tramways, telegraphs, roads, ropeways and other ways, motors and other vehicles for use on land, sea or air, ships, boats and barges, buildings, huts, hotels, or markets, machinery and works and conveniences of every description which may be deemed convenient or usefiil for any of the purposes of the Company and for developing and improving any of its property or rights.

(iv) To search for, get work, raise, make merchantable, sell and deal in iron, coal, coke, mineral oil, iron stone, lime stone, lime, cement, brickearths, bricks, pipes, tiles, fireclay, fire bricks and other metals, minerals and substances and to manufacture and sell patent fuels. To work mines, mining rights in, under or upon the lands and properties for the time being belonging to the Company and to mine, quarry, crush, wash, smlet, reduce or otherwise treat and render marketable and sell or dispose of the produce or of any mines, quarries, mining rights, brick- fields and oil wells whether belonging to the Company or not._

During the last five years, there has been no change in the objects clause of the Applicant Company 1.

(h) Capital structure of the Applicant Company 1 as on June 30, 2024, is as under:

Share Capital	Amount in INR
Authorised Capital	
25,00,00,000 Equity Shares of INR 5 each	1,25,00,00,000
50,00,000 Preference Shares of INR 100 each	50,00,00,000
Unclassified Shares	25,00,00,000
Total	2,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,76,70,066 Equity Shares of INR 5 each	58,83,50,330
Total	58,83,50,330

(i) Subsequent to June 30, 2024, there has been no change in the aforesaid share capital of the Applicant Company 1.

(j) The financial position of the Applicant Company 1 shall evince from the audited financial statements for the financial year ended March 31, 2024. A copy of the latest audited annual financial statements of the Applicant Company 1 dated March 31, 2024 and June 30, 2024 are collectively annexed hereto and marked as **Annexure 2**.

In addition to the above, a summary of the latest financial position of the Applicant Company 1 as of September 30, 2024 (as per the unaudited/limited review financial statements of the Applicant Company 1, as available in the public domain) is provided below:

Particulars	Amount in Rs. Crore
Total income from operations (net)	2689.90
Net Profit / (Loss) before tax and extraordinary items	216.53
Net Profit / (Loss) after tax and extraordinary items	163.85
Equity Share Capital	58.85
Reserves and Surplus	3132.34
Net worth	3165.55
Basic earnings per share (₹)	13.92
Diluted earnings per share (₹)	13.92
Return on net worth (%)	5.18
Net asset value per share (₹)	269.02

A copy of the aforesaid financial statements of Applicant Company 1 as of September 30, 2024 is attached herewith as **Annexure 2A**.

(k) Subsequent to the date of the aforesaid audited financial statements and as of date, there has been no other substantial change in the capital structure or financial position of the Applicant Company 1 except those arising in usual course of business.

(l) Names of the promoters and directors along with their addresses as on date:

Details of Promoter and Promoter Group:

Sr. No.	Name of the Promoter and Promoter Group	Address	Category
1.	Bengal & Assam Company Ltd.	7, Council House Street, Kolkata, West Bengal, India, 700001	Promoter
2.	JK Paper Limited	P.O. Central Pulp Mills Fort Songarh, District Tapi, Gujarat, India, 394660	Promoter Group

Sr. No.	Name of the Promoter and Promoter Group	Address	Category
3.	Sidhivinayak Trading and Investment Limited	Link House-3 Bahadur Shah Zafar Marg, New Delhi, India, 110002	Promoter Group
4.	Nav Bharat Vanijya Limited	Link House-3 Bahadur Shah Zafar Marg, New Delhi, India, 110002	Promoter Group
5.	Hari Shankar Singhania Holdings Private Limited	Nehru House 3rd Floor 4 Bahadur Shah Zafar Marg, New Delhi, India, 110002	Promoter Group
6.	Sago Trading Limited	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi, India, 110002	Promoter Group
7.	Shri Bharat Hari Singhania	19, The Greens, Rajokari New Delhi-110038	Promoter Group
8.	Dr. Raghupati Singhania	40, Friends Colony (East) New Delhi-110065	Promoter Group
9.	Smt. Vinita Singhania	101, Friends Colony (East) New Delhi-110065	Promoter Group
10.	Shri Anshuman Singhania	101, Friends Colony (East) New Delhi-110065	Promoter Group
11.	Shri Shrivats Singhania	47 A, Friends Colony (East) New Delhi-110065	Promoter Group
12.	Smt. Sunanda Singhania	40, Friends Colony (East) New Delhi-110065	Promoter Group
13.	Shri Harsh Pati Singhania	19, Prithviraj Road, New Delhi-110011	Promoter Group
14.	Shri Vikram Pati Singhania	1/8, Shanti Niketan, Chanakya Puri, New Delhi-110021	Promoter Group
15.	Smt. Swati Singhania	1/8, Shanti Niketan, Chanakya Puri, New Delhi-110021	Promoter Group
16.	Smt. Sharda Singhania	19, The Greens, Rajokari New Delhi-110038	Promoter Group
17.	Smt. Mamta Singhania	19, Prithviraj Road, New Delhi-110011	Promoter Group
18.	Shri Anshuman Singhania (HUF)	101, Friends Colony (East) New Delhi-110065	Promoter Group
19.	Dr. Raghupati Singhania (HUF)	40, Friends Colony (East) New Delhi-110065	Promoter Group
20.	Shri Bharat Hari Singhania (HUF)	19, The Greens, Rajokari New Delhi-110038	Promoter Group
21.	Shri Harsh Pati Singhania (HUF)	19, Prithviraj Road, New Delhi-110011	Promoter Group
22.	Shri Vikram Pati Singhania (HUF)	1/8, Shanti Niketan, Chanakya Puri, New Delhi-110021	Promoter Group

Details of Director:

Sr. No.	Name of Director	Designation	DIN	Address
1	Smt. Vinita Singhania	Chairperson & Managing Director	00042983	101, Friends Colony (East) New Delhi-110065
2	Dr. Raghupati Singhania	Director	00036129	40, Friends Colony (East) New Delhi-110065
3	Amb. Bhaswati Mukherjee	Independent Director	07173244	C - 135, Sarvodaya Enclave, Near IIT Gate, Malviya Nagar, New Delhi – 110017
4	Shri Sadhu Ram Bansal	Independent Director	06471984	Plot No. 29, 2nd Floor, Sector 12A, Dwarka, New Delhi-110078
5	Smt. Shwetambara Shardul Shroff Chopra	Independent Director	07489205	175, Ground Floor, Jor Bagh, Lodhi Road, New Delhi-110 003
6	Shri Arun Kumar Shukla	President & Director	09604989	D-92, the Crest Golf Course Road, DLF City Phase-5 Gurugram, Haryana- 122011

10.2 Particulars of Udaipur Cement Works Limited / Amalgamating Company 1 / Applicant Company 2

(a) **Udaipur Cement Works Limited** (Applicant Company 2) is a listed public limited company, duly incorporated under the Companies Act, 1956, with CIN L26943RJ1993PLC007267 and PAN AAACU8858M.

(b) Applicant Company 2 is primarily engaged in the business of, inter alia, manufacturing and selling Clinker and Cement which is similar to the business of Applicant Company 1 and has a cement manufacturing plant located in the State of Rajasthan.

(c) Applicant Company 2 was originally incorporated on March 15, 1993, under the Companies Act, 1956, with the name and style 'J.K. Udaipur Udyog Limited', pursuant to which a fresh certificate of registration was issued by Registrar of Companies, Jaipur on March 15, 1993. The name of the Applicant Company 2 was changed to 'Udaipur Cement Works Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Jaipur on May 19, 2006.

(d) Applicant Company 2 is a subsidiary of Applicant Company 1 wherein, Applicant Company 1 holds (i) 39,86,78,693 (thirty-nine crore, eighty-six lakh, seventy-eight thousand, six hundred and ninety-three) equity shares of INR 4 (Indian Rupees four) each of the Applicant Company 2, representing 71.12% (seventy-one point one two percent) of the equity shares of the Applicant Company 2; (ii) 6,600 (six thousand and six hundred) 5% cumulative redeemable preference shares of INR 1,00,000 (Indian Rupees one lakh) each and 50,00,000 (fifty lakh) 6% optionally convertible cumulative redeemable preference shares of INR 100 (Indian Rupees one hundred) each, representing 100% (one hundred percent) of the preference share capital of the Applicant Company 2. The equity shares of Applicant Company 2 are listed on the Stock Exchanges.

(e) The registered office of Applicant Company 2 is situated at Shripati Nagar, CFA, PO: Dabok, Udaipur, Rajasthan, India, 313022 (Email: ucwl.investors@jkmail.com), which is within the jurisdiction of this Hon'ble Tribunal at Jaipur.

(f) The Applicant Company 2, in addition to being in the same business as that of the Applicant Company 1, has a strong network of cement dealers spread inter alia in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, amalgamation (as defined under Section 2(1B) of the IT Act) **("Amalgamation")** of the Applicant Company 2 into and with the Applicant Company 1 is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combined business/operations.

(g) The objects for which the Applicant Company 2 have been established are set out in its Memorandum of Association. The main objects of the Applicant Company 2, inter alia, are set out hereunder:

(i) To produce, manufacture, treat, process, prepare, refine, import, export, purchase, sell and generally to deal in, and to act as brokers, agents, stockists, distributors and suppliers of all types and kinds of Cement whether ordinary, white, coloured, portland, pozzolana, alumina, blast furnace, silica or otherwise and other varieties of Cement, lime and limestone, clinker and / or by products thereof and also Cement products of any or all description, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, piaster of paris, lime pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid products.

(ii) To work in mines or quarries and to prospect for, search for, find, win, get, work, crush, smelt, manufacture or otherwise deal with, limestone, chalkclay, ores, metals, minerals, deposits or products and to carry on the business of mining in all of its branches.

(iii) To carry on all or any of the business as manufacturers and sellers of and dealers and workers in lime, piasters, whitening, clay, gravel, sand minerals, earth, coke, fuel, gypsum, coal, jute, hessian cloth, gunny bags, paper bags, artificial stone and all builders requisites made out of Cement products and convenience of all kinds.

(iv) To search for ores and minerals, mine and grant licences for mining in or over any lands which may be acquired or held by the Company and to lease out any such lands for building and other use.

During the last five years, there has been no change in the objects clause of the Company.

(h) The capital structure of Applicant Company 2 as on June 30, 2024, is as under:

Share Capital	Amount in INR
Authorised Capital	
71,00,00,000 Equity Shares of INR 4 each	284,00,00,000
6,600 Preference Shares of INR 1,00,000 each	66,00,00,000
50,00,000 Preference Shares of INR 100 each	50,00,00,000
Total	4,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
56,05,37,670 Equity Shares of INR 4 each	224,21,50,680
6,600 – 5% Cumulative Redeemable Preference Shares of INR 1,00,000 each	66,00,00,000
5,00,000 – 6% Optionally Convertible Cumulative Redeemable Preference Shares of INR 100 each	5,00,00,000
Total	295,21,50,680

(i) Subsequent to June 30, 2024, there has been no change in the aforesaid share capital of the Applicant Company 2.

(j) The financial position of the Applicant Company 2 shall evince from the audited financial statements for the financial year ended March 31, 2024. A copy of the latest audited annual financial statements of the Applicant Company 2 dated March 31, 2024 and June 30, 2024 are collectively annexed hereto and marked as **Annexure 3**.

In addition to the above, a summary of the latest financial position of the Applicant Company 2 as of September 30, 2024 (as per the unaudited/limited review financial statements of the Applicant Company 2, as available in the public domain) is provided below:

Particulars	Amount in Rs. Crore
Total income from operations (net)	620.83
Net Profit / (Loss) before tax and extraordinary items	(39.15)
Net Profit / (Loss) after tax and extraordinary items	(28.61)
Equity Share Capital	224.22
Reserves and Surplus	535.54
Net worth	654.65
Basic earnings per share (₹)	(0.51)
Diluted earnings per share (₹)	(0.51)
Return on net worth (%)	(4.37)
Net asset value per share (₹)	11.68

A copy of the aforesaid financial statements of Applicant Company 2 as of September 30, 2024 is attached herewith as **Annexure 3A.**

(k) Subsequent to the date of the aforesaid financial statements and as of date, there has been no other substantial change in the capital structure or financial position of Applicant Company 2 except those arising in usual course of business.

(l) Names of the promoters and directors along with their addresses as on date:

Details of Promoter and Promoter Group:

Sr. No.	Name of the Promoter and Promoter Group	Address	Category
1.	JK Lakshmi Cement Limited	Jayakaypuram, Basantgarh, Distt. Sirohi, Rajasthan, India, 307019	Promoter
2.	Bengal & Assam Company Ltd.	7, Council House Street, Kolkata, West Bengal, India, 700001	Promoter Group
3.	Dwarkesh Energy Limited	Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, Central Delhi, India, 110002	Promoter Group

Details of Director:

Sr. No.	Name of Director	Designation	DIN	Address
1	Smt. Vinita Singhania	Chairperson	00042983	101, Friends Colony (East) New Delhi-110065
2	Shri Vinit Marwaha	Independent Director	00051403	159, Pocket-1, Jasola New Delhi – 110025
3	Shri Shrivats Singhania	Director & CEO	02359242	47 A, Friends Colony (East) New Delhi-110065
4	Shri Surendra Malhotra	Independent Director	00271508	Flat no-34, Mayfair Apartments, Mayfair Garden, Hauz Khas South Delhi – 110016
5	Shri Naveen Kumar Sharma	Director	08152305	A-602, 6th Floor, Swagat Rain Forest-2, Kudasan, Ghandhinagar, Gujarat - 382421
6	Amb. Bhaswati Mukherjee	Independent Director	07173244	C - 135, Sarvodaya Enclave, Near IIT Gate, Malviya Nagar, New Delhi – 110017
7	Shri Sadhu Ram Bansal	Independent Director	06471984	Plot No. 29, 2nd Floor, Sector 12A, Dwarka, New Delhi-110078
8	Shri Sudhir Anna Bidkar	Director	00113646	Flat No. 200, CA Apartment, A3, Paschim Vihar, West Delhi, New Delhi-110063

10.3 Particulars of Hansdeep Industries & Trading Company Limited / Amalgamating Company 2 / Applicant Company 3

(a) **Hansdeep Industries & Trading Company Limited** (Applicant Company 3) is an unlisted public limited company, duly incorporated under the Companies Act, 1956, with CIN U74899RJ1993PLC096253 and PAN AABCJ0776A.

(b) Applicant Company 3 has its objects similar to and is also engaged in a business similar to that of Applicant Company 1 as it is primarily engaged in the trading of Cementitious material and other services similar to that of Applicant Company 1.

(c) Applicant Company 3 was originally incorporated on August 13, 1993, under the Companies Act, 1956, under the name and style 'J.K. Tele-Tronix Limited', pursuant to which a fresh certificate of registration was issued by Registrar of Companies, National Capital Territory of Delhi and Haryana on August 12, 1993. Its name was changed to 'J.K. Medicare Limited' pursuant to certificate of incorporation pursuant to change of name, issued by Registrar of Companies, National Capital Territory of Delhi and Haryana on May 01, 2000. Further, its name was changed to 'Swasthya Medicare Services Limited' pursuant to which certificate of incorporation pursuant to change of name was issued by Registrar of Companies, National Capital Territory of Delhi and Haryana on November 07, 2002. Subsequently, its name was changed to 'Hansdeep Industries & Trading Company Limited' pursuant to a certificate of incorporation pursuant to change of name issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on January 22, 2009.

(d) The Registered Office of Applicant Company 3 was shifted from the National Capital Territory of Delhi to the State of Rajasthan, at Jaykaypuram Basantgarh Dist. Sirohi, Rajasthan, India, 307019 pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur on July 24, 2024.

(e) Applicant Company 3 is a wholly owned subsidiary of Applicant Company 1, and 100% (one hundred percent) equity shares of Applicant Company 3 owned by Applicant Company 1. The equity shares of Applicant Company 3 are not listed on any Stock Exchange in India or in any other country.

(f) The registered office of Applicant Company 3 is situated at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019 (Email: amit.chaurasia@jkmail.com), which is within the jurisdiction of this Hon'ble Tribunal at Jaipur.

(g) The objects for which the Applicant Company 3 have been established are set out in its Memorandum of Association. The main objects of the Applicant Company 3, inter alia, are set out hereunder:

(i) To purchase, sell and generally to deal in, and to act as brokers, agents, stockists, distributors and suppliers of all kinds of cement (whether ordinary, white, colored, Portland, pozzalana, alumina blast furnace, silica or otherwise), cement products of any description such as pipes, poles, slabs, asbestos, sheets, blocks, titles, gardenwares and otherwise, and articles, things, compounds and preparations connected herewith.

(ii) To carry on the business of logistics, inventory management, warehousing, material-handling, packaging and transportation by any means through road, sea, air and to act as transport-agents, travel agents, cargoes, shipping agents, couriers and booking agents and the lime.

(iii) To erect, purchase or take on lease, or otherwise acquire any mills, works, machinery and other moveable and immovable properties appertaining to the goodwill of, and any interest in, the business of manufacturing or dealing in cement and all kinds of cement related products and time

(iv) To purchase or otherwise acquire land or to accept lease thereof, and on such lands to erect buildings for the works and purposes of the Company.

(v) To carry on all or any of the businesses relating to manufacture of all kinds of cement and cement related products and lime, and to carry on or be interested in the business of cement and all kinds of cement factory proprietors, lime factory proprietors.

(vi) To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance improvement, management, alteration, carrying on, controlling and working of all kinds of cement factory, lime factory, cement related product factory of the Company and for developing and improving any of its property or rights related thereto

(vii) To search for, get work, raise, make merchantable, sell and deal in coal, coke, lime stone lime, all kinds of cement and cement related products. To work mines, mining rights in, under or upon the lands and properties for the time being belonging to the Company and to mine, quarry, crush, reduce, or otherwise treat and render marketable and sell or dispose of the produce or of any mines, quarries, mining rights, brick- fields whether belonging to the Company or not.

(viii) To act as stockists, commission agents, manufacturers, representatives or agents, selling and purchasing agents, dealers, suppliers, distributors, brokers, trustees, attorneys, and to transact all kinds of agency business relating to cement and cement products.

During the last 5 years, the objects clause was altered vide Special Resolution passed at the Extra Ordinary General Meeting of Applicant Company 3 held on May 14, 2024.

(h) The Applicant Company 3, inter alia, has been declared as preferred bidder (based on the credentials and net worth of the Applicant Company 1) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines and Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Applicant Company 3 to Applicant Company 1 in future, after obtaining necessary approvals in this regard. Amalgamation of the Applicant Company 3 into and with Applicant Company 1 in terms of the Scheme, would facilitate such transfer of Limestone mines from the Applicant Company 3 to Applicant Company 1 more efficiently.

(i) The capital structure of Applicant Company 3 as on June 30, 2024, is as under:

Share Capital	Amount in INR
Authorised Capital	
11,70,00,000 Equity Shares of INR 10 each	1,17,00,00,000
2,00,000 Preference Shares of INR 100 each	2,00,00,000
Total	1,19,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,60,50,007 Equity Shares of INR 10 each	1,16,05,00,070
Total	1,16,05,00,070

(j) Subsequent to June 30, 2024, there has been no change in the aforesaid share capital of the Applicant Company 3.

(k) The financial position of the Applicant Company 3 shall evince from the audited financial statements for the financial year ended March 31, 2024. A copy of the latest audited annual financial statements of the Applicant Company 3 dated March 31, 2024 and September 30, 2024 are collectively annexed hereto and marked as **Annexure 4**.

A summary of the latest financial position of the Applicant Company 3 as of September 30, 2024 (as per the audited financial statements of the Applicant Company 3) is provided below:

Particulars	Amount in Rs. Crore
Total Income from operations (net)	0.79
Net Profit / (Loss) before Tax and extraordinary items	(0.004)
Net Profit / (Loss) after Tax and extraordinary items	(0.004)
Equity Share Capital	116.05
Reserves and Surplus	0.51
Net Worth	116.56
Basic Earnings Per Share (₹)	(0.00)
Diluted Earnings Per Share (₹)	(0.00)
Return On Net Worth (%)	(0.00)
Net Asset Value per share (₹)	10.04

(l) Subsequent to the date of the aforesaid financial statements and as on date, there has been no other substantial change in the capital structure or financial position of the Applicant Company 3 except those arising in the usual course of business.

(m) Names of the promoters and directors along with their addresses as on date:

Details of Promoter and Promoter Group:

Sr. No.	Name of the Promoter and Promoter Group	Address	Category
1.	JK Lakshmi Cement Limited	Jayakaypuram, Basantgarh, Dist. Sirohi, Rajasthan, India, 307019	Promoter

Details of Director:

Sr. No.	Name of Director	Designation	DIN	Address
1	Shri Vinit Marwaha	Director	00051403	159, Pocket-1, Jasola New Delhi – 110025
2	Shri Ram Ratan Gupta	Director	01990838	A-4/304, Printers Apartments, Sector-13, Rohini, New Delhi-110085
3	Shri Ashok Gupta	Director	06791126	A1/185, A1 Bock Near KR Mangalam School, Paschim Vihar, Delhi – 110063

10.4 Particulars of Hidrive Developers and Industries Limited / Amalgamating Company 3 / Applicant Company 4

(a) **Hidrive Developers and Industries Limited** (Applicant Company 4) is an unlisted public limited company, duly incorporated under the Companies Act, 1956, with CIN U23941RJ2012PLC096250 and PAN AACCH9735Q.

(b) Applicant Company 4 has its objects similar to and is also engaged in a business similar to that of Applicant Company 1 and in this context, it has a land situated at Village Dastan, Taluka Palsana, District Surat, Gujarat - 394310 which is intended to be used for the purpose of setting up cement grinding unit with capacity of 1.35 million Tonnes per annum.

(c) Applicant Company 4 was originally incorporated on August 03, 2012, under the Companies Act, 1956, under the name and style 'Hidrive Developers and Industries Private Limited', pursuant to which a fresh certificate of registration was issued by Registrar of Companies, National Capital Territory of Delhi and Haryana on August 03, 2012. The Registered Office of Applicant Company 4 was shifted from the National Capital Territory of Delhi to the State of Rajasthan, at Jaykaypuram, Basantgarh, Dist. Sirohi, Rajasthan, India, 307019 (Email: amit.chaurasia@jkmail.com) pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur on July 24, 2024. Further, the requisite approval for conversion of Applicant Company 4 from Private company to Public company and consequently change of name from 'Hidrive Developers and Industries Private Limited' to 'Hidrive Developers and Industries Limited' was obtained, pursuant to which a fresh certificate of incorporation was issued by Registrar of Companies, Jaipur on August 21, 2024.

(d) Applicant Company 4 is a wholly owned subsidiary of Applicant Company 1, and 100% (one hundred percent) equity shares of Applicant Company 4 are owned by Applicant Company 1. The equity shares of Applicant Company 4 are not listed on any Stock Exchange or in any other country.

(e) The registered office of Applicant Company 4 is situated at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019 (Email: amit.chaurasia@jkmail.com), which is within the jurisdiction of this Hon'ble Tribunal at Jaipur.

(f) Applicant Company 4 owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of Applicant Company 1. Applicant Company 1 is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (Applicant Company 1 and the Applicant Company 4) amalgamate or merge together, the said non-agriculture industrial plot owned by Applicant Company 4, shall be more beneficially used by Applicant Company 1 for its expansion at Surat Grinding Unit. Accordingly, it is proposed in the Scheme that the Applicant Company 4 amalgamates into and with the Applicant Company 1. The objects of Applicant Company 4 are more fully set out in its memorandum of association.

(g) The objects for which the Applicant Company 4 have been established are set out in its Memorandum of Association. The main objects of the Applicant Company 4, inter alia, are set out hereunder:

(i) To construct, erect, purchase or take on lease, or otherwise acquire any mills, works, machinery and other movable and immovable properties appertaining to the goodwill of, and any interest in, the business of manufacturing or dealing in all kinds of cement and cement related products and lime.

(ii) To purchase or otherwise acquire land or to accept lease thereof, and on such lands to erect buildings for the works and purposes of the Company.

(iii) To carry on all or any of the businesses related to manufacture of all kinds of cement and cement related products and lime, and to carry on or be interested in the business of all kinds of cement and cement related products factory proprietors and lime factory proprietors.

(iv) To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment, maintenance, improvement, management, alteration, carrying on, controlling and working of all kinds of cement and cement related products factory, lime factory and for developing and improving any of its property or rights related thereto.

(v) To search for, get work, raise, make merchantable, sell and deal in coal, coke, lime stone, lime and all kinds of cement and cement related products. To work mines, mining rights in, under or upon the lands and properties for the time being belonging to the Company and to mine, quarry, crush, wash, reduce or otherwise treat and render marketable and sell or dispose of the produce or of any mines, quarries, mining rights and brick- fields whether belonging to the Company or not.

(vi) To act as stockists, commission agents, manufacturers, representatives or agents, selling and purchasing agents, dealers, suppliers, distributors, brokers, trustees, and to transact all kinds of agency business related to cement and cement related products.

During the last 5 years, the objects clause was altered vide Special Resolution passed at the Extra Ordinary General Meeting of Applicant Company 4 held on May 14, 2024.

(h) The capital structure of Applicant Company 4 as on June 30, 2024, is as under:

Share Capital	Amount in INR
Authorised Capital	
25,00,000 Equity Shares of INR 4 each	1,00,00,000
1,51,000 Preference Shares of INR 100 each	1,51,00,000
Total	**2,51,00,000**
Issued, Subscribed and Paid-up Share Capital	
4,18,400 Equity Shares of INR 4 each	16,73,600
Total	**16,73,600**

(i) Subsequent to June 30, 2024, there has been no change in the aforesaid share capital of the Applicant Company 4.

(j) The financial position of the Applicant Company 4 shall evince from the audited financial statements for the financial year ended March 31, 2024. A copy of the latest audited annual financial statements of the Applicant Company 4 dated March 31, 2024 and September 30, 2024 are collectively annexed hereto and marked as **Annexure 5**.

A summary of the latest financial position of the Applicant Company 4 as of September 30, 2024 (as per the audited financial statements of the Applicant Company 4) is provided below:

Particulars	Amount in Rs. Crore
Total Income from operations (net)	0.04
Net Profit / (Loss) before Tax and extraordinary items	0.04
Net Profit / (Loss) after Tax and extraordinary items	0.03
Equity Share Capital	0.17
Reserves and Surplus	27.54
Net Worth	11.37
Basic Earnings Per Share (₹)	0.68
Diluted Earnings Per Share (₹)	0.68
Return On Net Worth (%)	0.25
Net Asset Value per share (₹)	271.78

(k) Subsequent to the date of the aforesaid financial statements and as on date, there has been no other substantial change in the capital structure or financial position of the Applicant Company 4 except those arising in the usual course of business.

(l) Names of the promoters and directors along with their addresses as on date:

Details of Promoter and Promoter Group:

Sr. No.	Name of the Promoter and Promoter Group	Address	Category
1.	JK Lakshmi Cement Limited	Jayakaypuram, Basantgarh, Dist. Sirohi, Rajasthan, India, 307019	Promoter

Details of Director:

Sr. No.	Name of Director	Designation	DIN	Address
1	Shri Chiranjiv Kumar Bagga	Director	07344179	H NO-273, 2nd floor, Block-E, Near Union Bank of India, Naraina Vihar, Naraina Village, Dist: South West Delhi, Delhi - 110028
2	Shri Sudhir Anna Bidkar	Director	00113646	Flat no. 200, CA Apartment, A3, Paschim Vihar, West Delhi, New Delhi-110063
3	Shri Priyank Shukla	Director	09694570	Flat No. 1206, Tower B-3 Panchsheel Green Noida Extension 203018

11. Rationale and Benefits of the Scheme

(a) Applicant Company 1 is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(b) The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of Applicant Company 1. Hence, Amalgamation of the Amalgamating Companies, into and with Applicant Company 1 as the Amalgamated Company shall provide an opportunity to the Applicant Companies to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Applicant Companies.

(c) The Applicant Company 2, in addition to being in the same business as that of the Applicant Company 1, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Applicant Company 2 into and with the Applicant Company 1 is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combined business/operations.

(d) The Applicant Company 3, a wholly owned subsidiary of the Applicant Company 1, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of Applicant Company 1) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines and Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Applicant Company 3 to Applicant Company 1 in future, after obtaining necessary approvals in this regard. Amalgamation of the Applicant Company 3 into and with Applicant Company 1 in terms of the Scheme, would facilitate such transfer of Limestone mines from the Applicant Company 3 to Applicant Company 1 more efficiently.

(e) The Applicant Company 4, also a wholly owned subsidiary of Applicant Company 1, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of Applicant Company 1. Applicant Company 1 is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (Applicant Company 1 and the Applicant Company 4) amalgamate or merge together, the said non-agriculture industrial plot owned by Applicant Company 4, shall be more beneficially used by Applicant Company 1 for its expansion at Surat Grinding Unit. Accordingly, it is proposed in the Scheme that the Applicant Company 4 amalgamates into and with the Applicant Company 1.

(f) The composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

(g) The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

(h) Presently, the cement business is fragmented in four (4) entities i.e., Applicant Company 1, Applicant Company 2, Applicant Company 3 and Applicant Company 4. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., Applicant Company 1 and the Applicant Company 2, as it proposes to consolidate all the cement companies into a single business focused entity resulting in optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Applicant Companies:

  (i) enable value unlocking for the shareholders of all the Applicant Companies and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

  (ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

  (iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from Applicant Company 1. Further, efficiency in debt and cash management will improve, enabling the Applicant Company 1 to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

  (iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

  (v) consolidation of the Amalgamating Companies into and with the Applicant Company 1 would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

  (vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

  (vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

  (viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Applicant Companies, into and with the Applicant Company 1 which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

(i) Accordingly, the Applicant Companies believe that the Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

12. Relationship between Companies who are parties to the Scheme:

(a) **JK Lakshmi Cement Ltd / Amalgamated Company / Applicant Company 1**

Sr. No.	Name of the Company	Relation
1.	Udaipur Cement Works Ltd.	JK Lakshmi Cement Limited, by virtue of its 71.12% shareholding in Udaipur Cement Works Ltd, is a parent company of Udaipur Cement Works Ltd.
2.	Hansdeep Industries & Trading Company Ltd.	Hansdeep Industries & Trading Company Ltd is a wholly owned subsidiary of JK Lakshmi Cement Ltd.
3.	Hidrive Developers and Industries Ltd.	Hidrive Developers and Industries Limited is a wholly owned subsidiary of JK Lakshmi Cement Ltd.

(b) Udaipur Cement Works Ltd / Amalgamating Company 1 / Applicant Company 2

Sr. No.	Name of the Company	Relation
1.	JK Lakshmi Cement Ltd.	JK Lakshmi Cement Ltd, by virtue of its 71.12% shareholding in Udaipur Cement Works Ltd, is a parent company of Udaipur Cement Works Ltd.
2.	Hansdeep Industries & Trading Company Ltd.	Hansdeep Industries & Trading Company Ltd. and Udaipur Cement Works Ltd are fellow subsidiaries of JK Lakshmi Cement Ltd.
3.	Hidrive Developers and Industries Ltd.	Hidrive Developers and Industries Ltd. and Udaipur Cement Works Ltd are fellow subsidiaries of JK Lakshmi Cement Ltd.

(c) Hansdeep Industries & Trading Company Ltd / Amalgamating Company 2 / Applicant Company 3

Sr. No.	Name of the Company	Relation
1.	JK Lakshmi Cement Ltd.	Hansdeep Industries & Trading Company Ltd. is a wholly owned subsidiary of JK Lakshmi Cement Ltd.
2.	Udaipur Cement Works Ltd.	Hansdeep Industries & Trading Company Ltd. and Udaipur Cement Works Ltd are fellow subsidiaries of JK Lakshmi Cement Ltd.
3.	Hidrive Developers and Industries Ltd.	Hidrive Developers and Industries Ltd. and Hansdeep Industries & Trading Company Ltd. are fellow subsidiaries of JK Lakshmi Cement Ltd.

(d) Hidrive Developers and Industries Ltd / Amalgamating Company 3 / Applicant Company 4

Sr. No.	Name of the Company	Relation
1.	JK Lakshmi Cement Ltd.	Hidrive Developers and Industries Ltd. is a wholly owned subsidiary of JK Lakshmi Cement Ltd.
2.	Udaipur Cement Works Ltd.	Hidrive Developers and Industries Ltd. and Udaipur Cement Works Ltd. are fellow subsidiaries of JK Lakshmi Cement Ltd.
3.	Hansdeep Industries & Trading Company Ltd.	Hidrive Developers and Industries Ltd. and Hansdeep Industries & Trading Company Ltd. are fellow subsidiaries of JK Lakshmi Cement Ltd.

Pursuant to Amalgamation of the Amalgamating Companies into and with the Amalgamated Company, there is no change in control in the Amalgamated Company.

13. Corporate Approvals:

13.1 The Applicant Company 1 has appointed PwC Business Consulting Services LLP, a Registered Valuer, IBBI Registration No. – IBBI/RV-E/02/2022/158 ('PwC') and Applicant Company 2 has engaged Incwert Advisory Private Limited, a Registered Valuer, IBBI Registration No. - IBBI/RV-E/05/2019/108 ('Incwert') [*as defined in the Companies (Registered Valuers and*

Valuation) Rules, 2017]. In connection with such engagements, PwC and Incwert have issued a joint valuation report dated July 31, 2024 proposing the fair value share swap ratio for the purpose of issuance of Consideration Shares (as defined under the Scheme) by the Applicant Company 1 to the Eligible Shareholders (as defined under the Scheme) of the Applicant Company 2 in lieu of the Amalgamation of the Applicant Company 2 into and with the Applicant Company 1 in terms of the Part III of the Scheme ("**Valuation Report**"). A copy of the Valuation Report containing, inter alia, summary and basis of valuation read with their letters dated August, 02 2024 & August 5, 2024 issued by PwC and Incwert respectively, letter dated August 28, 2024 issued by PwC and letter dated September 20, 2024 issued by Pwc and Incwert annexed hereto and marked as **Annexure 6.**

13.2 The Applicant Company 1 has engaged ICICI Securities Ltd, holding Permanent registration – No. INM000011179, being SEBI Registered Category 1 Merchant Bankers (ICICI) and Applicant Company 2 has engaged D&A Financial Services Private Limited (D&A), holding Permanent registration – No. INM000011484, being SEBI Registered Category 1 Merchant Bankers. In connection with such engagement, ICICI and D&A have issued fairness opinions, both dated July 31, 2024, on the Valuation Report adopted under the Scheme and share swap ratio mentioned in Clause 3.5.5 of the Scheme (individually referred to as "**Fairness Opinion**" and collectively referred to as "**Fairness Opinions**").

13.3 The Board of Directors of the Amalgamated Company and the relevant Amalgamating Companies (after taking on record the recommendations of the Audit Committee and Independent Directors, as applicable) at their respective Board Meetings held on Wednesday, July 31, 2024, had approved the proposed Scheme of Amalgamation and Arrangement, after taking on record the Valuation Report dated July 31, 2024 issued by, PwC and Incwert, Independent Registered Valuers and Fairness Opinion dated July 31, 2024 issued by D&A Financial Services Private Limited and Fairness Opinion dated July 31, 2024 issued by ICICI Securities Ltd. The same are annexed to this Notice as **Annexure 7** and **Annexure 8** respectively.

13.4 Name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate in such resolution:

(a) Amalgamated Company

Sr. No.	Name of the directors	Voted in Favour/Against/Abstained from voting
1	Smt. Vinita Singhania	Voted in Favour
2	Dr. Raghupati Singhania	Voted in Favour
3	Amb. Bhaswati Mukherjee	Voted in Favour
4	Shri Sadhu Ram Bansal	Voted in Favour
5	Shri Nand Gopal Khaitan*	Voted in Favour
6	Shri Ravi Jhunjhunwala*	Voted in Favour
7	Smt. Shwetambara Shardul Shroff Chopra	Voted in Favour
8	Shri Arun Kumar Shukla	Voted in Favour

**Ceased with effect from August 31, 2024*

(b) Amalgamating Company 1

Sr. No.	Name of the directors	Voted in Favour/Against/Abstained from voting
1	Smt. Vinita Singhania	Voted in Favour
2	Shri Vinit Marwaha	Voted in Favour
3	Shri Shrivats Singhania	Voted in Favour
4	Shri Surendra Malhotra	Voted in Favour
5	Shri Naveen Kumar Sharma	Voted in Favour
6	Amb. Bhaswati Mukherjee	Voted in Favour
7	Shri Sadhu Ram Bansal	Voted in Favour
8	Shri Sudhir Anna Bidkar	Voted in Favour

(c) Amalgamating Company 2

Sr. No.	Name of the directors	Voted in Favour/Against/Abstained from voting
1	Shri Vinit Marwaha	Voted in Favour
2	Shri Ram Ratan Gupta	Voted in Favour
3	Shri Ashok Gupta	Voted in Favour
4	Smt. Bhawna Rustagi*	Voted in Favour

**Resigned with effect from November 11, 2024*

(d) Amalgamating Company 3

Sr. No.	Name of the directors	Voted in Favour/Against/Abstained from voting
1	Shri Chiranjiv Kumar Bagga	Voted in Favour
2	Shri Sudhir Anna Bidkar	Voted in Favour
3	Shri Priyank Shukla	Voted in Favour

14. Approvals and actions taken in relation to the Scheme:

14.1 BSE was appointed as the Designated Stock Exchange by the Company for the purpose of co-ordinating with the SEBI for obtaining approval of SEBI in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14.2 The Company had, by its two separate letters, both dated August 5, 2024 applied to both the Stock Exchanges on August 9, 2024 for their no-objection to the Scheme enclosed. Thereafter, certain information/details/queries were sought/raised by BSE/NSE and the same were submitted by the Company.

14.3 The Company had filed its no complaints reports with BSE and NSE, dated September 2, 2024 and dated September 27, 2024, respectively. This report indicates that the Company has received no complaints from the equity shareholders with respect to the Scheme. A copy of the no complaints report submitted by the Company, dated September 2, 2024 and dated September 27, 2024 to BSE and NSE, respectively is enclosed as **Annexure 9** and **Annexure 10**.

14.4 The Company received no-objection letter regarding the Scheme from BSE dated January 1, 2025, conveying its no-objection for filing the Scheme with NCLT pursuant to the letter addressed by SEBI to BSE. The Company also received no-objection letter regarding the Scheme from NSE dated January 1, 2025, conveying its no-objection for filing the Scheme with NCLT pursuant to the letter addressed by SEBI to NSE. Copies of the no-objection/ no adverse observations letters, both dated January 1, 2025, received from BSE and NSE, respectively, are enclosed as **Annexure 11** and **Annexure 12**.

14.5 Pursuant to the aforesaid advice of SEBI as communicated to the Company by the Stock Exchanges, separate note in respect of details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Company and its promoters and directors are enclosed as **Annexure 13**.

14.6 The Companies would obtain the respective necessary approvals/sanctions/no objection(s) from the regulatory or other Governmental Authorities (e.g. Regional Director, Official Liquidator, Income Tax Dept.) in respect of the Scheme in accordance with law, if so required.

14.7 CA(CAA) No. 01/230-232/JPR/2025 along with annexures thereto (which includes the Scheme) was jointly e-filed by the Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, with the NCLT, on dated January 6, 2025. The hard copy whereof was filed with the NCLT on dated January 7, 2025. Order dated January 28, 2025 read with Order dated February 4, 2025 was passed by the Hon'ble National Company Law Tribunal, Jaipur Bench ("**NCLT**") in CA(CAA) No. 01/230-232/JPR/2025.

15. Salient Features of the Scheme:

15.1 The Scheme contemplates *inter alia* the Amalgamation of each of the Applicant Companies, along with their respective assets, liabilities, etc., on a going concern basis, into and with the Applicant Company 1 as the Amalgamated Company; in accordance with Sections 230-232 of the 2013 Act read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the Income Tax Act ("**IT Act**"), as applicable and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 ("**SEBI Scheme Circular**") and/or any other circulars issued by SEBI applicable to schemes of arrangement from time to time and various other matters consequential or integrally connected therewith under applicable laws. If, at a later date, any of the terms or provisions of the relevant Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section

72A, Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B), Section 72A and Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

15.2 The Scheme is segregated into six parts:

(a) Part I of the Scheme sets out an overview, objects and benefits of the Scheme and contains the definitions used in the Scheme and the interpretation pertaining to the Scheme;

(b) Part II sets out the capital structures of each of the Applicant Companies;

(c) Part III deals with the Amalgamation of the Applicant Company 2 as a going concern into and with the Applicant Company 1 as the Amalgamated Company, consolidation of the authorised share capital of the Applicant Company 2 with that of the Applicant Company 1, issuance of the consideration shares to Eligible Shareholders by the Applicant Company 1, dissolution of the Applicant Company 2 without winding up, accounting treatment, Tax treatment and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other applicable laws;

(d) Part IV deals with the Amalgamation of the Applicant Company 3 as a going concern into and with the Applicant Company 1, consolidation of the authorised share capital of the Applicant Company 3 with that of the Applicant Company 1, dissolution of the Applicant Company 3 without winding up, accounting treatment, tax treatment and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other applicable laws;

(e) Part V deals with the Amalgamation of the Applicant Company 4 as a going concern into and with the Applicant Company 1, consolidation of the authorised share capital of the Applicant Company 4 with that of the Applicant Company 1, dissolution of the Applicant Company 4 without winding up, accounting treatment, tax treatment and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other applicable laws; and

(f) Part VI deals with the general terms and conditions applicable to the Scheme and sets out certain additional arrangements that also form an integral part of the Scheme.

15.3 Certain clauses of the Scheme are extracted below:

1.4 Definitions (Sub-clauses 1.4.1 to 1.4.37)

In this Scheme, unless repugnant to the subject or context or meaning thereof, the following initially or fully capitalized terms and expressions shall have the meanings as set out hereinbelow:

*"**2013 Act**" shall mean the Companies Act, 2013 and the rules framed thereunder, and includes any alterations, modifications and amendments made to such statute from time to time and/or any re-enactment thereof;*

*"**Accounting Standards**" shall mean the applicable accounting standards in force in India from time to time, consistently applied during the relevant period, including the Generally Accepted Accounting Principles (GAAP), Indian Accounting Standards (Ind AS), and all pronouncements including the guidance notes and other authoritative statements of the Institute of Chartered Accountants of India;*

*"**Amalgamating Companies**" shall collectively mean the Amalgamating Company 1, the Amalgamating Company 2 and the Amalgamating Company 3;*

*"**Amalgamated Company**" shall mean JKLC pursuant to Amalgamation of the Amalgamating Company 1 in terms of Part III of the Scheme, and wherever the context so requires, it shall also mean JKLC pursuant to Amalgamation of the Amalgamating Company 2 in terms of Part IV of the Scheme, and JKLC pursuant to Amalgamation of the Amalgamating Company 3 in terms of Part V of the Scheme respectively, upon effectiveness of the Scheme, and wherever the context so requires, it shall also mean JKLC pursuant to Amalgamation of all the Amalgamating Companies in terms of the Scheme, upon the effectiveness of the Scheme;*

*"**Amalgamating Company 1**" shall mean UCWL and notwithstanding anything to the contrary in this Scheme, means and includes:*

(i) *all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings, movable assets, and other plant, machinery, furniture, fixtures and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by UCWL), covenants, undertakings and rights and benefits, including credentials, pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non– Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time, rights and benefits pertaining to any security arrangements, including but not limited to rights in connection with and/or arising out of bids submitted by UCWL in relation to mining operations for mining blocks in Udaipur allotted / sanctioned to UCWL by Mines and Geology Department, Rajasthan along with any allotment, sanction, payment, undertaking, guarantee, etc., as may be required to be allotted to or provided by UCWL, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;*

(ii) *all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred Tax liabilities and contingent liabilities) of UCWL, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes;*

(iii) *all contracts, agreements, engagements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, Tax Credits including sales tax credits, excise and service tax credits and goods and services tax credits, income tax credits, credit of all Taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by UCWL, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which UCWL is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which UCWL is a party;*

(iv) *all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by UCWL, whether or not recorded in the books of accounts of UCWL, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of UCWL, whether used or held for use by it;*

(v) *all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, state incentive packages under industrial policies, Taxes, including Tax deferrals, and benefits (including sales tax and service tax), goods and service tax, income tax benefits and exemptions (including the right to claim Tax holiday under the IT Act), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by UCWL;*

(vi) *all pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non – Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) pertaining to UCWL, acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time any and all*

employees, who are on the payrolls of UCWL, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by UCWL, at its respective offices, branches or otherwise; and

(vii) all books, records, files, papers, directly or indirectly relating to UCWL.

*"**Amalgamating Company 2**" shall mean HITCL and notwithstanding anything to the contrary in this Scheme, means and includes:*

(i) all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings, movable assets, and other plant, machinery, furniture, fixtures and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by the HITCL), covenants, undertakings and rights and benefits, including credentials, pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non– Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.), etc., acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time, rights and benefits pertaining to any security arrangements, including but not limited to rights accrued or that may be accrued in connection with and/ or arising out of bids submitted by HITCL including and in relation to mining operations for mining blocks in Nagaur, Rajasthan as may be allotted / sanctioned to HITCL by Directorate of Mines and Geology, Rajasthan in connection with the letter of intent dated June 28, 2021 along with any allotment, sanction, payment, undertaking, guarantee, etc., as may be required to be allotted to or provided by HITCL, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;

(ii) all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred Tax liabilities and contingent liabilities) of HITCL, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes;

(iii) all contracts, agreements, engagements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, letters of intent (including letter of intent dated June 28, 2021 issued by Directorate of Mines and Geology, Rajasthan in relation to mining blocks in Nagaur, Rajasthan), whether written or otherwise, deeds, bonds, schemes, Tax Credits including sales tax credits, excise and service tax credits and goods and services tax credits, income tax credits, credit of all Taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by HITCL, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which HITCL is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which HITCL is a party;

(iv) all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by HITCL, whether or not recorded in the books of accounts of HITCL, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of HITCL, whether used or held for use by it;

(v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, Taxes, including Tax deferrals, and benefits (including sales tax and service tax), goods and service tax, income tax benefits and exemptions (including the right to claim Tax holiday under the IT Act), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise,

and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by HITCL;

(vi) *all pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non – Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) pertaining to HITCL, acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time any and all employees, who are on the payrolls of HITCL, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by HITCL, at its respective offices, branches or otherwise; and*

(vii) *all books, records, files, papers, directly or indirectly relating to HITCL.*

*"**Amalgamating Company 3**" shall mean HDIPL and notwithstanding anything to the contrary in this Scheme, means and includes:*

(i) *all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings (including the non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC), movable assets, and other plant, machinery, furniture, fixtures and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by HDIPL), covenants, undertakings and rights and benefits, including credentials, pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non– Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.), etc., acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time, rights and benefits pertaining to any security arrangements, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;*

(ii) *all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred Tax liabilities and contingent liabilities) of HDIPL, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes;*

(iii) *all contracts, agreements, engagements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, letters of intent, whether written or otherwise, deeds, bonds, schemes, Tax Credits including sales tax credits, excise and service tax credits and goods and services tax credits, income tax credits, credit of all Taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by HDIPL, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which HDIPL is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which HDIPL is a party;*

(iv) *all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by HDIPL, whether or not recorded in the books of accounts of HDIPL, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of HDIPL, whether used or held for use by it;*

(v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, incentives availed (if any), Taxes, including Tax deferrals, and benefits (including sales tax and service tax), goods and service tax, income tax benefits and exemptions (including the right to claim Tax holiday under the IT Act), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by HDIPL;

(vi) all pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non – Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) pertaining to HDIPL, acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time any and all employees, who are on the payrolls of HDIPL, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by HDIPL, at its respective offices, branches or otherwise; and

(vii) all books, records, files, papers, directly or indirectly relating to HDIPL.

*"**Amalgamation**" shall have the meaning as provided under Section 2(1B) of the IT Act;*

*"**Applicable Laws**" shall mean relevant and applicable national, foreign, provincial, central, state and local laws of India, including all constitutions, decrees, treaties, statutes, enactments, acts of legislature, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, Accounting Standards, policies, administration, circulars, directions, directives, decisions, orders, executive orders, decrees, injunctions, judicial decisions, orders of any Governmental Authority, court, tribunal or other similar directives made pursuant to such laws, whether in effect on the date of this Scheme or at any time after such date;*

*"**Appointed Date**" shall mean April 01, 2024 (beginning of business hours) or such other date as may be directed / approved by the Tribunal, being the date with effect from which this Scheme shall become operative, post effectiveness of this Scheme;*

*"**Board of Directors**", in relation to any of the Scheme Entities, shall mean the board of directors of such company and, unless contrary to the provisions of Applicable Laws, shall include any committee of directors or any person authorised by the board of directors or by such committee of directors;*

*"**Consideration Shares**" shall have the meaning assigned to such term in Clause 3.5.3;*

*"**Effective Date**" has the meaning assigned to such term in Clause 6.4.1; Any references in this Scheme to "upon this Scheme becoming effective" or "upon/of the effectiveness of this Scheme" or "post effectiveness of this Scheme" means and refers to the Effective Date, and "prior to the effectiveness of this Scheme" shall mean the period prior to the Effective Date;*

*"**Eligible Shareholders**" shall mean the members whose names are recorded in the register of members, including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, of the Amalgamating Company 1 on the Record Date (which expression shall, unless the context requires otherwise, include the legal heirs, executors, administrators or other legal representative or other successors in title, if any), except JKLC / the Amalgamated Company, who are entitled to receive the Consideration Shares of the Amalgamated Company in terms of Clause 3.5 of Part III of the Scheme;*

*"**Equity Shares**", in regard to any of the Scheme Entities, means the issued, subscribed and fully paid-up equity shares of such company;*

*"**Governmental Authority**" means the Government of India, State Government(s) and any competent governmental, quasi-governmental, statutory, regulatory or administrative authority, agency, department, commission or instrumentality (whether local, municipal, national or otherwise), court, board or tribunal of competent jurisdiction or other law, rule or regulation making entity, including SEBI;*

*"**INR**" shall mean Indian Rupee (or Rupees), the lawful and valid currency of India;*

*"**IT Act**" means the Income-tax Act, 1961, the rules and regulations framed under such a statute and includes any alterations, modifications, amendments made thereto, and/or any re-enactment of such a statute;*

*"**Person**" means and includes any natural person, limited or unlimited liability company, corporation, limited or unlimited liability partnership firm, proprietorship firm, Hindu undivided family, trust, union, association or Governmental Authority or any other entity that may be treated as a person under the Applicable Laws;*

*"**Preference Shares**" with respect to the Amalgamating Company 1 means (i) 6,600 - 5% Cumulative Redeemable Preference Shares of INR 1,00,000 (Indian Rupees one lakh) each and (ii) 5,00,000 - 6% Optionally Convertible Cumulative Redeemable Preference Shares of INR 100 (Indian Rupees one hundred) each, including all accumulated dividends upto June 30, 2024;*

*"**Public Shareholders**" in regard to a company, means shareholders of such company which are within the meaning of "public", as the term is defined in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957;*

*"**Record Date**" means the date to be fixed by the Board of Directors of the Amalgamating Company 1 in consultation with the Board of Directors of the Amalgamated Company, in terms of Clause 6.6 for the purpose of issuance of Equity Shares of the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in terms of this Scheme;*

*"**Registrar of Companies**" means Registrar of Companies, Jaipur;*

*"**Scheme**" means this Composite Scheme of Amalgamation and Arrangement under Section 230-232 of the 2013 Act, as modified or amended from time to time in accordance with Applicable Laws and with the requisite approval of the Tribunal;*

*"**Scheme Entities**" means the JKLC / the Amalgamated Company and the Amalgamating Companies collectively;*

*"**SEBI**" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992;*

*"**SEBI Listing Regulations**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;*

*"**SEBI Scheme Circular**" means the master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 issued by SEBI on June 20, 2023 and/or any other circulars issued by SEBI applicable to schemes of arrangement from time to time;*

*"**Share Capital**", in regard to any of the Scheme Entities, means the total issued, subscribed and paid-up equity and preference share capital of such company;*

*"**Share Swap Ratio**" has the meaning assigned to such a term in Clause 3.5.5;*

*"**Stock Exchanges**" means collectively BSE and NSE;*

*"**Tax**" or "**Taxes**" means and includes any tax, impost, levy, duty, fees, surcharge, cess, whether direct or indirect, including income tax (including withholding tax, dividend distribution tax, TDS/TCS), GST, excise duty, central sales tax, service tax, octroi, local body tax and customs duty, duties, charges, unearned income, transfer charges, advance tax, self-assessment tax, regular assessment tax, tax refunds, rights of any claim not made in respect of any refund of tax fees, surcharge, cess, levies or other similar assessments by or payable to an Governmental Authority, including in relation to: (a) income, services, gross receipts, premium, immovable property, movable property, assets, profession, entry, capital gains, municipal, interest, expenditure, imports, wealth, gift, sales, use, transfer, licensing, withholding, employment, payroll and franchise taxes, and (b) any interest, fines, penalties, assessments, or additions to taxes resulting from, attributable to or incurred in connection with any proceedings or late payments in respect thereof;*

*"**Tax Credits**" means all credits or advances or balances including Tax incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, custom duties and GST), advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc. pertaining to Taxes including without limitation to sales tax credit, income tax credit, advance tax, TDS, TCS, self-assessment tax, regular assessment tax, withholding tax credits, goods and services tax credit (including transitional credit), sales tax/ VAT credit, deferred tax, advance tax, CENVAT credit, GST credits, other indirect tax credit, other Tax receivables, Tax refunds (including those pending with any Tax authority), eligibility certificates, if any, advantages, subsidies, benefits and all other rights and facilities of every kind, nature and description whatsoever under Tax laws;*

*"**TCS**" means tax collectible at source, in accordance with the provisions of IT Act;*

*"**TDS**" means tax deductible at source, in accordance with the provisions of IT Act;*

*"**Tribunal**" or "**NCLT**" means National Company Law Tribunal, Jaipur Bench, having territorial jurisdiction in the State of Rajasthan, in which the registered offices of each of the Scheme Entities are located; and*

*"**Valuation Report**" means and has the meaning assigned to such a term in Clause 3.5.1.*

Any other initially or fully capitalised term and/or expression which may have been used in this Scheme but not defined herein, shall, unless repugnant or contrary to the context or meaning thereof, have the meaning ascribed to such terms and expressions under the 2013 Act, and if not defined therein then under other relevant statutes, such as the IT Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the regulations made there under), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof.

PART III

3. Amalgamation of the Amalgamating Company 1 into and with the JKLC as the Amalgamated Company

3.1 Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 1

3.1.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 1, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 1 and the entire business shall stand transferred to and vested with the JKLC as the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 1 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law.

3.1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein:

Transfer of Assets and Liabilities

(i) upon this Scheme becoming effective and with effect from the Appointed Date, all assets of the Amalgamating Company 1, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal including equipment, furniture and fixtures, shall stand vested in and be deemed to be vested in JKLC as the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.

(ii) upon this Scheme becoming effective and with effect from the Appointed Date, all other movable properties of the Amalgamating Company 1, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, undertaking, bank guarantees, etc., if any, with government, semi-government, local and other authorities and bodies, customers, vendors and/or any other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. The Amalgamated Company may, if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or obligor, that pursuant to the sanction of this Scheme by the NCLT, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Amalgamated Company as the person entitled thereto, to the end and intent that the right of the Amalgamating Company 1 to recover or realize all such debts (including the debts payable by such debtor or obligor to the Amalgamating Company 1) stands transferred and assigned to the Amalgamated Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors to record such change. The authorised personnel of the Amalgamated Company shall be entitled to operate the bank accounts of the Amalgamating Company 1, until the account name / ownership of such bank account(s) of the Amalgamating Company 1 is transferred and recorded in the name of the Amalgamated Company in the records of the relevant bank(s). It is hereby clarified that investments, if any, made by the Amalgamating Company 1 and all the rights, title and interest of the Amalgamating Company 1 in any licensed properties or leasehold properties shall, pursuant to Sections 230 to 232 of the 2013 Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested into and with the Amalgamated Company upon this Scheme becoming effective and with effect from the Appointed Date.

(iii) upon this Scheme becoming effective and with effect from the Appointed Date, all immovable properties of the Amalgamating Company 1, including mining land and other land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 1, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in and with the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 1 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent, royalty and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective and with effect from the Appointed Date, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT in

accordance with the terms hereof. Any statutory fees, including stamp duty, registration fees, royalties, etc., if any, paid by the Amalgamating Company 1 in relation to its immovable properties, prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company upon this Scheme becoming effective and accordingly, the Amalgamated Company shall not be required to pay such fee/stamp duty/royalties and shall be entitled to such rebates, etc., in relation to the transfer of any immovable property of the Amalgamating Company 1 accruing / having accrued to the Amalgamating Company 1 prior to the effectiveness of the Scheme.

(iv) *upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, charges, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 1, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. It is hereby clarified that subject to the requirements under Applicable Law, it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause 3.1.2.*

(v) *upon this Scheme becoming effective and with effect from the Appointed Date, all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 1 or that may accrue to the Amalgamating Company 1, including but not limited to rights in connection with and/or arising out of bids submitted / by allotted to the Amalgamating Company 1 in relation to the mining blocks in Udaipur by the Mines and Geology Department, Rajasthan, shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, pursuant to Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.*

(vi) *The Amalgamating Company 1 has been successful / preferred bidder in the bidding by Mines and Geology Department, Rajasthan for mining blocks in Udaipur. Upon this Scheme becoming effective and with effect from the Appointed Date, all such allotments, sanctions payments, undertakings and guarantees shall be transferred to the Amalgamated Company and accordingly, any such allotment, sanction, undertaking, guarantee as may be required to be allotted to or provided by the Amalgamating Company 1, shall be issued to or provided by the Amalgamated Company.*

Contracts

(vii) *upon this Scheme becoming effective and with effect from the Appointed Date, all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, mining leases registrations and other instruments, permits, rights, subsidies, concessions, entitlements, credentials, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 1, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 1, or to the benefit of which, the Amalgamating Company 1 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually on same terms and conditions as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligor thereto. For the purposes of clarification, upon the Scheme becoming effective, the Amalgamated Company shall have the right to replace the bank guarantees provided by the Amalgamating Company 1 to various Governmental Authority / statutory authority or any other Persons in relation to any contract of the Amalgamating Company 1, to effect such contract, as the obligor. Similarly, upon the Scheme becoming effective, the Amalgamated Company shall be entitled to invoke any bank guarantees received by the Amalgamating Company 1 from any customers / vendors and/or other persons in relation to any contract of the Amalgamating Company 1, to effect such contract as the beneficiary. All contracts of the Amalgamating Company 1 shall stand transferred to and vested in favour of the Amalgamated Company on the same terms and conditions. The Amalgamated Company and the other parties to such agreements shall continue to comply with the terms, conditions and covenants thereunder.*

(viii) *all bank guarantees, performance guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 1 or to the benefit of which the Amalgamating Company 1 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective and with effect from the Appointed Date,*

by operation of law pursuant to the vesting orders of the NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company. In relation to the same any procedural requirements required to be fulfilled solely by the Amalgamating Company 1 (and not by any of its successors) shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of the Amalgamating Company 1.

(ix) upon this Scheme becoming effective and with effect from the Appointed Date, all lease/license or rent agreements entered into by the Amalgamating Company 1 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Amalgamated Company shall continue to pay rent, or lease or license fee as provided for in such agreements, and the Amalgamated Company and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants thereunder. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid under such agreements by the Amalgamating Company 1.

(x) upon this Scheme becoming effective and with effect from the Appointed Date, all inter-se contracts entered solely between Amalgamating Company 1 and the Amalgamated Company (prior to the effectiveness of the Scheme), including but not limited to, any inter-corporate deposits, loans, investments and advances, outstanding balances or other obligations between the Amalgamating Company 1 inter-se and/or the Amalgamated Company (prior to the effectiveness of the Scheme), shall stand cancelled and cease to operate and be considered as intra-party transactions for all purposes. For removal of doubt, to the extent there are inter-corporate deposits, loans, investments and advances, outstanding balances, or other obligations between the Amalgamating Company 1 inter-se and/or the Amalgamated Company, prior to the effectiveness of the Scheme, there shall be no further obligation/outstanding/liability in that behalf and no accrual of interest or other charges, and appropriate effect shall be given to such cancellation and cessation in records of the Amalgamated Company.

Legal suits and proceedings

(xi) upon this Scheme becoming effective and with effect from the Appointed Date, any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 1, whether by or against it, shall not abate, be discontinued or in any way be prejudicially affected by reason of the Amalgamation of the Amalgamating Company 1 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 1 as if this Scheme had not been implemented.

Transfer of employees

(xii) upon this Scheme becoming effective, all employees, who are on the payrolls of the Amalgamating Company 1, employees / personnel engaged on contract basis and contract labourers and interns / trainees of the Amalgamating Company 1, who are on its payrolls, shall become employees, employees / personnel engaged on contract basis, contract labourers or interns / trainees, as the case may be, of the Amalgamated Company on such terms and conditions which are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 1, without any interruption of service as a result of this Amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 1, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 1 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained or used for making statutory contributions by the Amalgamating Company 1, in accordance with the provisions of Applicable Laws, the provisions of such funds and/or schemes in the respective trust deeds or other documents or otherwise. It is hereby clarified that upon this Scheme becoming effective and with effect from the Appointed Date, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of the Amalgamating Company 1 for such purpose shall be treated as having been continuous. In case of conflict of any positions / designations between the current employees of the Amalgamated Company and the employees transferred from the Amalgamating Company 1, as a consequence of this Scheme, the Board of Directors of the Amalgamated Company shall be entitled to re-classify the designation of any relevant employee to resolve such conflict.

The accumulated balances, if any, standing to the credit of the employees of the Amalgamating Company 1 in the existing provident fund, gratuity fund and superannuation fund, of which the employees of the Amalgamating Company 1 were members (prior to the Amalgamation), and corresponding investments and fund balances, will be transferred respectively to such provident fund or trust existing/created for such purpose, gratuity fund and superannuation funds nominated by the Amalgamated Company and/or such new provident fund/trust, gratuity fund and superannuation fund to be established in accordance with the Applicable Laws and caused to be recognised by the appropriate Governmental Authorities. Pending the transfer as aforesaid, the provident fund, gratuity fund, and superannuation fund dues of the said employees of the Amalgamating Company 1 would continue to be deposited in the existing provident fund, gratuity fund and superannuation fund, respectively, of the Amalgamating Company 1, if required. In relation to the transfer of employees of the Amalgamating Company 1, being beneficiaries under the provident fund trust, gratuity trust, superannuation trust maintained by the Amalgamated Company or any other person on behalf of the Amalgamated Company, sanction of this Scheme by the NCLT shall be treated as deemed approval of the Income Tax Commissioner, as may be required under the respective trust deeds, and amendments executed thereof (if any) between the Amalgamating Company 1 or the Amalgamated Company and its trustees.

(xiii) JKLC undertakes that as the Amalgamated Company for the purpose of payment of any retrenchment compensation, gratuity, and other terminal benefits to the employees of the Amalgamating Company 1, the past services of such employees with the Amalgamating Company 1 shall also be taken into account and it shall pay the same accordingly, as and when such amounts are due and payable. Upon this Scheme becoming effective, the Amalgamating Company 1 will transfer/ handover to the Amalgamated Company, copies of employment information, including but not limited to, personnel files (including hiring documents, existing employment contracts, and documents reflecting changes in an employee's position, compensation, or benefits), payroll records, medical documents (including documents relating to past or ongoing leaves of absence, on the job injuries or illness, or fitness for work examinations), disciplinary records, supervisory files relating to its and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits transferred pursuant to this sub-Clause.

(xiv) upon this Scheme becoming effective, the Amalgamated Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Amalgamating Company 1 with any of its employees/employee unions, if any.

Intellectual Property

(xv) upon this Scheme becoming effective and with effect from the Appointed Date, all the intellectual property rights of any nature whatsoever, including any and all registrations, goodwill, licenses, trademarks, service marks, copyrights, domain names, patents, applications for copyrights, patents, trade names and trademarks, appertaining to the Amalgamating Company 1 shall stand transferred to and vested in the Amalgamated Company.

Taxes

(xvi) upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 1, including all or any refunds or claims shall be treated as the Tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any Tax incentives, advantages, privileges, subsidies, exemptions, credits, holidays, remissions, reductions, export benefits, all indirect Tax related benefits, including GST benefits, service Tax benefits, customs duty exemptions and concessions, all indirect Tax related assets/credits, including but not limited to goods and service Tax input credits, Tax Credits, sales tax/entry tax credits or set-off, advance tax, self-assessment tax or regular assessment tax, TDS/TCS credits or set-off (to the extent remaining unutilized on the Appointed Date), Tax losses including brought forward business loss, unabsorbed depreciation, (if any) etc., as would have been available to the Amalgamating Company 1, shall be available to the Amalgamated Company.

(xvii) upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme, and accordingly the Amalgamated Company shall be entitled to revise its Income Tax returns (including income tax returns under Section 170A of the IT Act), TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to indirect Taxes, such as sales tax, value added tax, excise duties, service tax and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.

Licenses and approvals

(xviii) upon this Scheme becoming effective and with effect from the Appointed Date, all licenses, approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), agreements confirmations, declarations waivers, exemptions, registrations, filings whether government, statutory or regulatory as required under law, including without limitation, consent to establish and operate, the mining leases and plans, environmental, railways, pollution authorities, power, solar power, open access power, wind power, ground water related, land exchange, insurance, customised package of benefits under RIPS as stated in letter issued by Bureau of Investment Promotion, Rajasthan, etc., sanctions, and certificates of every kind and description whatsoever in relation to the Amalgamating Company 1, or to the benefit of which the Amalgamating Company 1 may be eligible/ entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and be enforced as fully and effectually as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligee thereto. For this purpose, the Amalgamated Company shall file appropriate applications / documents with relevant authorities concerned for information and record purposes so as to empower and facilitate the approvals and vesting of the Amalgamating Company 1 in the Amalgamated Company. For the avoidance of doubt, it is clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall be obligated to, and shall make and duly record the necessary substitution / endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof.

(xix) upon this Scheme becoming effective and with effect from the Appointed Date, benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company 1, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 180, 181, 186, 188, 196, 197, 198, 203 of the 2013 Act, SEBI Listing Regulations, as may be applicable and any other approvals, under either the 2013 Act/ the Companies Act, 1956 or SEBI Listing Regulations or any other Applicable Laws, as may be applicable, shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company, and accordingly, the resolutions, if any, passed by the Amalgamating Company 1, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as if those are resolutions passed by the Amalgamated Company, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, such limits shall be added to the limits, if any, under like resolutions passed by the Amalgamated Company, and shall constitute the aggregate of the said limits in the Amalgamated Company.

Electricity sanctions and Tariff

(xx) upon this Scheme becoming effective and with effect from the Appointed Date, all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 1, if any, together with security deposits and all other advances paid, if any, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 1.

3.2 The Amalgamating Company 1 and/or the Amalgamated Company, as the case may be, shall, at any time post effectiveness of this Scheme and in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 1. It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to *execute any such writings on behalf of the Amalgamating Company 1 and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.*

3.3 *The Amalgamating Company 1 and/or the Amalgamated Company, as the case may be, shall, at any time post effectiveness of this Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 1 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 1 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 1.*

3.4 ***Consolidation of authorised Share Capital of the Amalgamating Company 1 with that of the Amalgamated Company***

3.4.1 *Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 1 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.*

It is hereby clarified that the pre-Scheme authorised equity Share Capital of the Amalgamating Company 1, comprising of 71,00,00,000 Equity Shares of INR 4 each amounting to INR 284,00,00,000, shall stand merged with the authorised equity Share Capital of the Amalgamated Company as 56,80,00,000 Equity Shares of INR 5 each (amounting to INR 284,00,00,000). Similarly, the pre-Scheme, authorised preference Share Capital of the Amalgamating Company 1 (amounting to INR 116,00,00,000), divided into: (i) 6,600 Preference Shares of INR 1,00,000 each, amounting to INR 66,00,00,000; and (ii) 50,00,000 Preference Shares of INR 100 each, amounting to INR 50,00,00,000; shall, upon the Scheme becoming effective, stand merged with the authorised equity Share Capital of the Amalgamated Company as 23,20,00,000 Equity Shares of INR 5 each (amounting to INR 116,00,00,000).

3.4.2 *Upon this Scheme becoming effective and with effect from the Appointed Date, and consequent to transfer of the existing authorised Share Capital of the Amalgamating Company 1, the authorised Share Capital of the Amalgamated Company shall stand enhanced by an aggregate amount of INR 400,00,00,000 (Indian Rupees four billion only).*

3.4.3 *Accordingly, the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and amended, pursuant to Sections 13 and 61 of the 2013 Act and other applicable provisions of the 2013 Act, as set out under Clause 6.1. It is clarified that upon sanction of the Scheme, the Amalgamated Company shall not be required to seek separate consent / approval of its shareholders for the aforesaid alteration of the Memorandum of Association of the Amalgamated Company as required under Sections 13, 61, 64 of the 2013 Act and/or any other applicable provisions of the 2013 Act.*

3.4.4 *The filing fees and stamp duty, if any, paid by the Amalgamating Company 1 on its authorised Share Capital prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company on the increased authorised Share Capital and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty for its increased authorised Share Capital pursuant to this Clause 3.4.*

3.5 ***Issuance of consideration shares by the Amalgamated Company***

3.5.1 *The Amalgamating Company 1 has engaged Incwert Advisory Private Limited, a Registered Valuer, IBBI Registration No. - IBBI/RV-E/05/2019/108 and JKLC / the Amalgamated Company has appointed PwC Business Consulting Services LLP, a Registered Valuer, IBBI Registration No. – IBBI/RV-E/02/2022/158 (as defined in the Companies (Registered Valuers and Valuation) Rules, 2017). In connection with such engagement, Incwert Advisory Private Limited and PwC Business Consulting Services LLP have issued a joint valuation report dated 31st July 2024 proposing the fair value share swap ratio for the purpose of issuance of Consideration Shares by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in lieu of the Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company in terms of this Part III of the Scheme ("**Valuation Report**").*

3.5.2 *The Amalgamating Company 1 has engaged D&A Financial Services Private Limited, holding Permanent registration – No. INM000011484, being SEBI Registered Category 1 Merchant Bankers and JKLC / the Amalgamated Company has engaged ICICI Securities Ltd, holding Permanent registration – No. INM000011179, being SEBI Registered Category 1 Merchant Bankers. In connection with such engagement, D&A Financial Services Private Limited and ICICI Securities Ltd have issued fairness opinions 31st July 2024, on the Valuation Report adopted under this Scheme and share swap ratio mentioned in Clause 3.5.5 (individually referred to as "**Fairness Opinion**") and collectively referred to as "**Fairness Opinions**").*

*3.5.3 Upon the Scheme becoming effective and in consideration for the Amalgamation of the Amalgamated Company 1 into and with JKLC as the Amalgamated Company, the Amalgamated Company shall issue and allot, to the Eligible Shareholders of the Amalgamating Company 1 whose names appear in the register of member as on the Record Date, 4 equity share(s) of the face value of INR 5 each, credited as fully paid up, in the Share Capital of the Amalgamated Company, for every 100 fully paid-up equity share(s) of the face value of INR 4 each held by such eligible shareholder in the Amalgamating Company 1. All such equity shares issued and allotted by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 shall be referred to as "**Consideration Shares**".*

3.5.4 The Consideration Shares so issued to the Eligible Shareholders of the Amalgamating Company 1 shall be fully-paid up and free of all liens, charges and Encumbrances, and shall be freely transferable in accordance with the Articles of Association of the Amalgamated Company.

*3.5.5 The Board of Directors of each of the Amalgamating Company 1 and the Amalgamated Company, have determined the share swap ratio, on a fully diluted basis, as 4:100 ("**Share Swap Ratio**"), based on their independent judgment and after taking into consideration the aforesaid Valuation Report and Fairness Opinions as:*

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) in the Amalgamated Company".

3.5.6 Since no company can hold its own shares, the JKLC / Amalgamated Company shall not be issued any shares by the Amalgamated Company on account of its shareholding in the Amalgamating Company 1. Further, upon this Scheme becoming effective, the investment appearing in the books of JKLC / the Amalgamated Company in the form of Equity Shares and Preference Shares held in the Amalgamating Company 1 along with cumulative unpaid dividend on Preference Shares (prior to the effectiveness of the Scheme), shall, without any further act or deed, stand cancelled.

3.5.7 Therefore, upon this Scheme becoming effective, in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with the Amalgamated Company in terms of Part - III of this Scheme, the Amalgamated Company shall issue, in aggregate, approximately 64,74,360 (Sixty Four Lakh Seventy Four Thousand Three Hundred Sixty) fully paid-up Equity Shares of INR 5 (Indian Rupees five) each, to all the Eligible Shareholders of the Amalgamating Company 1, in accordance with the Share Swap Ratio, i.e., in a manner such that each such shareholder of the Amalgamating Company 1 (except JKLC / the Amalgamated Company) shall be issued 4 (Four) fully paid-up Equity Shares of INR 5 (Indian Rupees five) each, of the Amalgamated Company for every 100 (Hundred) fully paid-up Equity Shares of INR 4 (Indian Rupees four) each held by such Eligible Shareholder in the Amalgamating Company 1 as on the Record Date.

3.5.8 On the approval of the Scheme by the shareholders of the Amalgamating Company 1 and that of the Amalgamated Company, pursuant to Sections 230 to 232 of the 2013 Act and applicable SEBI regulations, circulars, etc, as may be applicable, it shall be deemed that the members of the Amalgamated Company have also accorded their consent under Sections 42 and 62 of the 2013 Act and the applicable rules and regulations issued thereunder for issuance of the Consideration Shares of the Amalgamated Company, to the Eligible Shareholders of the Amalgamating Company 1 as set out in this Clause 3.5, and all actions taken in accordance with this Clause 3.5 of this Scheme shall be deemed to be in full compliance of Sections 42 and 62 of the 2013 Act and other applicable provisions of the 2013 Act, and no further resolution or actions under Sections 42 and 62 of the 2013 Act or the rules and regulations issued thereunder, including inter alia, issuance of a letter of offer by the Amalgamated Company shall be required to be passed or undertaken.

3.5.9 Subject to the provisions of the Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India Act, 1992, and the SEBI Listing Regulations, the Amalgamated Company shall take steps for listing of the Consideration Shares issued to the Eligible Shareholders of the Amalgamating Company 1 under this Clause 3.5*, on the Stock Exchanges where the existing Equity Shares of the Amalgamated Company are listed. The Consideration Shares issued under this Clause 3.5 shall remain frozen in the depositories system till relevant directions in relation to listing / trading are given by the Stock Exchanges.*

3.5.10 Subject to Applicable Laws, the fully paid-up Consideration Shares of the Amalgamated Company that are to be issued in terms of Clause 3.5*, shall be issued in dematerialized form. The Amalgamating Company 1 shall provide such information and details as may be required by the Amalgamated Company to enable it to issue the aforementioned Consideration Shares, and in this regard the Eligible Shareholders may provide such confirmations (if and as may be required) regarding their demat account details held with relevant depository participants. However, if as of the date of allotment of such Consideration Shares by the Amalgamated Company, the Amalgamating Company 1 is unable to provide the details of the demat account of any particular Eligible Shareholder, whether owing to non-availability of the same or the same being defunct/non-operational or otherwise, subject to Applicable Law, the Amalgamated Company shall issue and allot such number of Consideration Shares (in terms of this Scheme), in lieu of the entitlement of all such Eligible Shareholders whose demat account details are thus not available, into a demat suspense account, which shall be held in trust and be operated by either a director or an officer of the*

Amalgamated Company (as a trustee/ custodian of such Consideration Shares), duly authorised by the Board of Directors of the Amalgamated Company in this regard, who shall upon receipt of appropriate evidence from such Eligible Shareholders regarding their entitlement (in accordance with this Scheme) on a future date, will transfer from such demat suspense account into the demat account(s) of such claimant Eligible Shareholder(s), such number of Consideration Shares of the Amalgamated Company as such claimant may be entitled to in terms of this Scheme.

3.5.11 The Consideration Shares of the Amalgamated Company to be issued by the Amalgamated Company pursuant to Clause 3.5 *hereof, in respect of Equity Shares of the Eligible Shareholders of the Amalgamating Company 1 which are held in abeyance or held in unclaimed suspense account, shall also be kept in abeyance or in unclaimed suspense account created for the shareholders of the Amalgamating Company 1 respectively.*

3.5.12 In the event of there being any pending share transmission/mutation, etc., whether lodged or outstanding, of any Eligible Shareholder of the Amalgamating Company 1, the Board of Directors of the Amalgamating Company 1 shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transmission/mutation, etc. in the Amalgamating Company 1 as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor / transferee of the Equity Shares in the Amalgamating Company 1, and in relation to the Consideration Shares of the Amalgamated Company issued or to be issued by the Amalgamated Company upon the effectiveness of this Scheme. The Board of Directors of the Amalgamating Company 1 and the Amalgamated Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members/ shareholders in the Amalgamated Company on account of difficulties faced in the transition period.

3.5.13 The Consideration Shares issued and allotted by the Amalgamated Company in terms of Clause 3.5 *hereof, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Amalgamated Company, and shall rank pari passu with the pre-Scheme Equity Shares of the Amalgamated Company.*

3.5.14 For the purpose of the allotment of the Consideration Shares by the Amalgamated Company pursuant to this Part III of the Scheme, in case any Eligible Shareholder's shareholding in the Amalgamating Company 1 is such that the shareholder becomes entitled to a fraction of the Consideration Share in the Amalgamated Company, no shares shall be issued by the Amalgamated Company to any such Eligible Shareholder in respect of such fractional entitlement, and the Amalgamated Company shall consolidate all such fractional entitlements and round up the aggregate of all such fractions to the next whole number, and shall issue such consolidated number of Consideration Shares of the Amalgamated Company to one of the directors of the Amalgamated Company who shall hold such shares, with all additions or accretions thereto, in trust in dematerialized form for, on behalf of and for the benefit of the respective Eligible Shareholders to whom they belong, and shall sell such shares in the open market at such price or prices as he may deem fit, and at any time within the period of ninety (90) days from the date of such allotment, and shall distribute the net sale proceeds (after deduction of the expenses incurred and applicable Taxes) to the respective Eligible Shareholders in the same proportion as that of their fractional entitlements.

3.5.15 The Amalgamated Company shall, if and to the extent required, apply for and obtain all approvals from the appropriate authorities, including the Reserve Bank of India, for the issue and allotment of the Consideration Shares of the Amalgamated Company to the non-resident Eligible Shareholders of the Amalgamating Company 1 in terms of Part III, if any, in terms of the Applicable Laws, including rules and regulations applicable to foreign investment in the Amalgamated Company.

3.6 ***Accounting Treatment in the books of the Amalgamated Company pursuant to the Amalgamation in terms of this Part III***

3.6.1 Notwithstanding anything contained to the contrary elsewhere in this Scheme, upon this Scheme becoming effective, the Amalgamated Company shall account for Amalgamation of the Amalgamating Company 1 in its books of accounts in accordance with Ind AS notified under Section 133 of the 2013 Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

(i) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Company 1 vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of accounts of the Amalgamating Company 1.

(ii) The balance of the reserves appearing in the financial statements of the Amalgamating Company 1 will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Amalgamated Company.

(iii) The identity of the reserves shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company 1.

(iv) The Amalgamated Company shall credit its Share Capital account in its books of account with the aggregate face value of the Consideration Shares issued and allotted by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 pursuant to Clause 3.5.7.

(v) *The amount of any inter-company balances/ deposits and loans or advances outstanding between the Amalgamated Company and the Amalgamating Company 1, if any, shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.*

(vi) *Investment appearing in the books of the Amalgamated Company in the form of Equity Shares and Preference Shares (including accrued and outstanding dividend) held in the Amalgamating Company 1 shall, without any further act or deed, stand cancelled in accordance with Clause 3.5.6.*

(vii) *The difference, if any, between the value of net assets acquired and recorded as per clause (i) and the value of (a) reserves acquired and recorded as per clause (ii), (b) Consideration Shares issued and allotted as per clause (iv), (c) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause (v) and (d) cancellation of investments as per clause (vi) above shall be recorded as capital reserve account.*

(viii) *In case of any difference in accounting policy between the Amalgamated Company and the Amalgamating Company 1, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.*

(ix) *Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Amalgamated Company shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.*

3.6.2 Accounting treatment in the books of Amalgamating Company 1:

The Amalgamating Company 1 shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Amalgamating Company 1.

3.7 Tax Treatment

3.7.1 *The provisions of this Part of Scheme have been drawn up to comply with the conditions relating to "Amalgamation" specified under the Tax laws, specifically Section 2(1B), Section 72A, Section 47 and other applicable provisions of IT Act.*

3.7.2 *As part of the Scheme, all assets (including immovable properties) of the Amalgamating Company 1 immediately before the Appointed Date shall become the assets / property of the Amalgamated Company, by virtue of the Amalgamation, otherwise than as a result of the acquisition of the property of the Amalgamating Company 1 by the Amalgamated Company pursuant to the purchase of such property by the Amalgamated Company, or as a result of the distribution of such property to the Amalgamated Company, after the winding up of the Amalgamating Company 1.*

3.7.3 *All liabilities of the Amalgamating Company 1 immediately before the Appointed Date shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation.*

3.7.4 *All the accumulated losses and the unabsorbed depreciation of the Amalgamating Company 1, if available, shall be deemed to be the loss or, as the case may be, allowance for unabsorbed depreciation of the Amalgamated Company for the previous year in which the Amalgamation is effected, as per the provisions of Section 72A of the IT Act. For this purpose, each of the Amalgamating Company 1 and the Amalgamated Company shall comply with the stipulated conditions as prescribed for the respective companies under Section 72A of the IT Act read with prescribed rules thereunder.*

3.7.5 *If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary by the Board of Directors of the relevant Scheme Entities, to comply with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.*

3.7.6 *Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate relating in name of Amalgamating Company 1 is received, or Tax Credit is appearing in Form 26AS of Amalgamating Company 1, it shall be deemed to have been received by and in the name of the Amalgamated Company which shall be entitled to claim credit for such Tax deducted or collected.*

3.7.7 *The benefits and privileges available to the Eligible Shareholders of the Amalgamating Company 1 by virtue of their shareholding in the Amalgamating Company 1, including on account of being shareholder of a listed company under the provisions of the IT Act shall continue to be available to the Eligible Shareholders post effectiveness of the Scheme in respect of shares of the Amalgamated*

Company received pursuant to Amalgamation, including those specifically conferred under the respective provisions of the IT Act, such as computing cost of acquisition of shares including grand fathering benefit for the purposes of Section 112A of the IT Act read with Section 55(2)(ac) of the IT Act, period of holding of shares of the Amalgamated Company, or any other deduction or concession available or conferred by the IT Act or administrative or judicial pronouncements.

3.7.8 *All the deductions otherwise admissible to the Amalgamating Company 1, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section 40, Section 40A etc. of the IT Act) will be eligible for deduction to the Amalgamated Company, upon fulfillment of conditions, if any, required under the IT Act.*

3.7.9 *Upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes and duties payable by the Amalgamating Company 1 (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State sales tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other Applicable Laws), accruing and relating to the Amalgamating Company 1 from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Amalgamated Company (post Amalgamation).*

3.7.10 *Upon this Scheme becoming effective and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc. to which the Amalgamating Company 1 is entitled to shall be available to and vest in the Amalgamated Company (post Amalgamation), without any requirement of a further act or deed.*

3.7.11 *Each of the Amalgamating Company 1 and the Amalgamated Company (post Amalgamation) shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the IT Act or otherwise) TDS/TCS certificates, TDS/ TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Amalgamating Company 1 and the Amalgamated Company and shall have the right to claim refunds, advance tax credits, input tax credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme.*

3.7.12 *Upon the effectiveness of this Scheme, all Tax compliances under any Tax laws by the Amalgamated Company 1 on or after Appointed Date shall be deemed to be made by the Amalgamated Company.*

3.7.13 *All inter-se transactions amongst the Amalgamating Company 1 and the Amalgamated Company between the Appointed Date and the Effective Date shall be considered as transactions from the Amalgamated Company to itself subject to the other provisions of this Scheme. Any Tax deducted at source by the Amalgamating Company 1/ Amalgamated Company on inter-se transactions between the Amalgamating Company 1 and the Amalgamated Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly in the hands of the Amalgamated Company. The Amalgamated Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Amalgamating Company 1 and the Amalgamated Company in respect of inter-se transactions of supply or receipt of goods and services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.*

3.7.14 *Upon this Scheme becoming effective, any Tax deposited, certificates issued or returns filed by the Amalgamating Company 1 relating to Amalgamating Company 1 shall continue to hold good as if such amounts were deposited, certificates were issued and returns were filed by the Amalgamated Company.*

3.7.15 *All the expenses incurred by the Amalgamating Company 1 and the Amalgamated Company in relation to the Amalgamation of the Amalgamating Company 1 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 (five) financial years beginning with the previous year during which this Scheme becomes effective.*

3.7.16 *Any refund, Tax Credit and adjustment under the Tax laws due to the Amalgamating Company 1 pertaining to the Amalgamating Company 1 consequent to the assessments made on the Amalgamating Company 1 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The Appropriate Governmental Authority shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the sanction of this Scheme by the NCLT and upon relevant proof and documents being provided to the Appropriate Governmental Authority.*

3.7.17 The Amalgamating Company 1 may be entitled to various incentive schemes including benefits under RIPS, subsidies, special status, entitlements, benefits, advantages, privileges, exemptions, credits, Tax holidays, remissions, reductions, rebates, etc., and pursuant to this Scheme, all such benefits pertaining to the Amalgamating Company 1 shall stand transferred to and vested in the Amalgamated Company and all such benefits of any nature whatsoever including benefits under various Taxes including the income tax, excise, sales tax, service tax, goods and services tax exemptions, concessions, remissions, subsidies and other incentives in relation to the consumer products business, to the extent statutorily available, shall be claimed by the Amalgamated Company.

3.8 ***Conduct of Businesses till Effective Date***

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

(i) the Amalgamating Company 1 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of all its properties and assets, for and on account of and in trust for the Amalgamated Company;

(ii) all profits or income arising or accruing in favour of the Amalgamating Company 1 and all Taxes paid thereon (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 1 shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Amalgamated Company;

(iii) the Amalgamating Company 1 shall carry on its business with reasonable diligence and business prudence in the ordinary course and in the same manner as it had been doing hitherto in good faith and in accordance with Applicable Law, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

(a) when the same is expressly provided in the Scheme;

(b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 1; or

(c) when written consent of the JKLC /Amalgamated Company has been obtained in this regard.

(iv) In the event that the Amalgamating Company 1 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of Equity Shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.1 and 2.2, shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;

(v) the Amalgamating Company 1 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and

(vi) the Amalgamating Company 1 shall not amend its memorandum of association or articles of association, except with prior written consent of the Amalgamated Company.

3.8.2 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 1 immediately prior to the Effective Date.

3.8.3 For the purpose of giving effect to the Amalgamation in terms of this Part III pursuant to the order passed under Sections 230 to 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by the NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the Amalgamation of the Amalgamating Company 1, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

3.8.4 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 1 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 1), in order to give effect to the foregoing provisions.

3.9 ***Dissolution of the Amalgamating Company 1***

Upon the Effective Date, the Amalgamating Company 1 shall, without any further act or deed, stand dissolved without being wound up, in accordance with the 2013 Act and the name of the Amalgamating Company 1 shall be struck off the register of companies maintained by the Registrar of Companies. Consequently, upon the Effective Date, the investments in the equity Share Capital of the Amalgamating Company 1 appearing in the books of accounts of its shareholders and their nominees shall stand cancelled.

3.10 ***Saving of concluded transactions***

Subject to the terms of the Scheme, the Amalgamation and vesting of the Amalgamating Company 1 into the Amalgamated Company shall not affect any transaction or proceedings already concluded by the Amalgamating Company 1 until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company 1 in respect thereto as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

PART IV

4. Amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company

4.1 ***Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 2***

4.1.1 *Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 2, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 2 and the entire business shall stand transferred to and vested with the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 2 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law.*

4.1.2 *Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein:*

<u>Transfer of Assets and Liabilities</u>

(i) upon this Scheme becoming effective and with effect from the Appointed Date, all assets of the Amalgamating Company 2, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal including equipment, furniture and fixtures, shall stand vested in and be deemed to be vested in the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.

(ii) upon this Scheme becoming effective and with effect from the Appointed Date, all other movable properties of the Amalgamating Company 2, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, undertaking, bank guarantees, etc., if any, with government, semi-government, local and other authorities and bodies, customers and/or any other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard.

(iii) upon this Scheme becoming effective and with effect from the Appointed Date, all immovable properties of the Amalgamating Company 2, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 2, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in and with the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 2 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective and with effect from the Appointed Date, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT in accordance with the

terms hereof. Any statutory fees, including stamp duty, registration fees, etc., if any, paid by the Amalgamating Company 2 in relation to its immovable properties, prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company upon this Scheme becoming effective and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty and shall be entitled to any stamp duty rebates, etc., in relation to the transfer of any immovable property of the Amalgamating Company 2 accruing / having accrued to the Amalgamating Company 2 prior to the effectiveness of the Scheme.

(iv) upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 2, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any.

(v) upon this Scheme becoming effective and with effect from the Appointed Date, all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 2 or that may accrue to the Amalgamating Company 2, including but not limited to rights in connection with and/or arising out of bids submitted by / allotted to the Amalgamating Company 2, including the letter of intent dated June 28, 2021 issued by Directorate of Mines and Geology, Rajasthan in relation to mining blocks in Nagaur, Rajasthan, shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, pursuant to Section 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.

(vi) Amalgamating Company 2, the wholly owned subsidiary of JKLC has been declared as preferred bidder for one of Limestone Block 4GIIA located at District Nagaur, Rajasthan and has been allotted a letter of intent dated June 28, 2021 issued by Directorate of Mines and Geology, Udaipur. As per the terms of allotment the Amalgamating Company 2 has to make total payments of INR 43,21,00,000 (Indian Rupees forty-three crore and twenty-one lakh). Amalgamating Company 2 has made the payment of INR 8,65,00,000 (Indian Rupees eight crore and sixty-five lakh) upto March 31, 2023. Upon this Scheme becoming effective and with effect from the Appointed Date, all such allotments, sanctions payments, undertakings and guarantees shall be transferred to and deemed to have been made by or in favour of the Amalgamated Company post effectiveness of the Scheme and accordingly, any such allotment, sanction, undertaking, guarantee as may be required to be allotted to or provided by the Amalgamating Company 2, shall be issued to or provided by the Amalgamated Company.

<u>Contracts</u>

(vii) upon this Scheme becoming effective and with effect from the Appointed Date, all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, registrations and other instruments, permits, rights, subsidies, concessions, entitlements, credentials, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 2, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 2, or to the benefit of which, the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually on same terms and conditions as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligor thereto.

(viii) all bank guarantees, performance guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 2 or to the benefit of which the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective and with effect from the Appointed Date, by operation of law pursuant to the vesting orders of the NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company.

(ix) upon this Scheme becoming effective and with effect from the Appointed Date, all lease/license or rent agreements entered into by the Amalgamating Company 2 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

(x) *upon this Scheme becoming effective and with effect from the Appointed Date, all inter-se contracts entered solely between Amalgamating Company 2 and the Amalgamated Company (prior to the effectiveness of the Scheme), including but not limited to, any inter-corporate deposits, loans, investments and advances, outstanding balances or other obligations between the Amalgamating Company 2 inter-se and/or the Amalgamated Company (prior to the effectiveness of the Scheme), shall stand cancelled and cease to operate and be considered as intra-party transactions for all purposes.*

Legal suits and proceedings

(xi) *upon this Scheme becoming effective and with effect from the Appointed Date, any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 2, shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 2 as if this Scheme had not been implemented.*

Transfer of employees

(xii) *upon this Scheme becoming effective, all employees, who are on the payrolls of the Amalgamating Company 2, employees / personnel engaged on contract basis and contract labourers and interns / trainees of the Amalgamating Company 2, who are on its payrolls shall become employees, employees / personnel engaged on contract basis, contract labourers or interns / trainees, as the case may be, of the Amalgamated Company on such terms and conditions which are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 2, without any interruption of service as a result of this Amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 2, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 2 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained or used for making statutory contributions by the Amalgamating Company 2, in accordance with the provisions of Applicable Laws.*

Intellectual Property

(xiii) *upon this Scheme becoming effective and with effect from the Appointed Date, all the intellectual property rights of any nature whatsoever shall stand transferred to and vested in the Amalgamated Company.*

Taxes

(xiv) *upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 2, including all or any refunds or claims shall be treated as the Tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any Tax incentives, advantages, privileges, subsidies, exemptions, credits, holidays, remissions, reductions, export benefits, all indirect Tax related benefits, including GST benefits, service Tax benefits, customs duty exemptions and concessions, all indirect Tax related assets/credits, including but not limited to goods and service Tax input credits, Tax Credits, sales tax/entry Tax credits or set-off, advance tax, self-assessment tax or regular assessment tax, TDS/TCS credits or set-off (to the extent remaining unutilized on the Appointed Date), shall be available to the Amalgamated Company.*

(xv) *upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme, and accordingly the Amalgamated Company shall be entitled to revise its Income Tax (including income tax returns under section 170A of the IT Act) returns, TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to indirect Taxes, such as sales tax, value added tax, excise duties, service tax and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.*

Licenses and Approvals

(xvi) *upon this Scheme becoming effective and with effect from the Appointed Date, all licenses, approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies for the purpose of carrying on its business or*

in connection therewith), agreements confirmations, declarations waivers, exemptions, registrations, filings whether government, statutory or regulatory as required under law including without limitation, consent to establish and operate, the mining leases and plans, environmental, railways, pollution authorities, power, solar power, open access power, wind power, ground water related, land exchange, insurance etc., sanctions, and certificates of every kind and description whatsoever in relation to the Amalgamating Company 2, or to the benefit of which the Amalgamating Company 2 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and be enforced as fully and effectually as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligee thereto. For this purpose, the Amalgamated Company shall file appropriate applications / documents with relevant authorities concerned for information and record purposes so as to empower and facilitate the approvals and vesting of the Amalgamating Company 2 in the Amalgamated Company. For the avoidance of doubt, it is clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall be obligated to, and shall make and duly record the necessary substitution / endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof.

Electricity sanctions and Tariff

(xvii) upon this Scheme becoming effective and with effect from the Appointed Date, all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 2, if any, together with security deposits and all other advances paid, if any, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 2.

4.2 The Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 2.

It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company 2 and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

4.3 The Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 2 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 2 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 2.

4.4 ***Consolidation of authorised Share Capital of the Amalgamating Company 2 with that of the Amalgamated Company***

4.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 2 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

4.4.2 It is hereby clarified that the pre-Scheme authorised equity Share Capital of Amalgamating Company 2, comprising of 11,70,00,000 Equity Shares of INR 10 each, amounting to INR 117,00,00,000, shall stand merged into the authorised equity

Share Capital of the Amalgamated Company as 23,40,00,000 Equity Shares of INR 5 each (amounting to INR 117,00,00,000). Similarly, the pre-Scheme authorised preference Share Capital of Amalgamating Company 2, comprising of 2,00,000 preference shares of INR 100 each, amounting to INR 2,00,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 40,00,000 Equity Shares of INR 5 each.

4.4.3 Upon this Scheme becoming effective and with effect from the Appointed Date, and consequent to transfer of the existing authorised Share Capital of the Amalgamating Company 2, the authorised equity Share Capital of the Amalgamated Company (pursuant to Part IV of the Scheme), shall stand enhanced by an aggregate amount of INR 1,19,00,00,000 (Indian Rupees one hundred nineteen crore only).

4.4.4 Accordingly, the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and amended, pursuant to Sections 13 and 61 of the 2013 Act and other applicable provisions of the 2013 Act, as set out under Clause 6.1. It is clarified that upon sanction of the Scheme, the Amalgamated Company shall not be required to seek separate consent / approval of its shareholders for the aforesaid alteration of the Memorandum of Association of the Amalgamated Company as required under Sections 13, 61, 64 of the 2013 Act and/or any other applicable provisions of the 2013 Act.

4.4.5 The filing fees and stamp duty, if any, paid by the Amalgamating Company 2 on its authorised Share Capital prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company on the increased authorised Share Capital and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty for its increased authorised Share Capital pursuant to this Clause 4.4.

4.5 No issuance of Shares by the Amalgamated Company and Cancellation of Shareholding/Investments

4.5.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon this scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

4.5.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 2, whether held in its own name or through nominee shareholders (whether in dematerialised form or otherwise), shall stand cancelled in entirety, become non-tradeable and be extinguished without any consideration and without any further act or deed or necessity of them being surrendered to the Amalgamating Company 2 or to the Amalgamated Company and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of this Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

4.6 Accounting Treatment in the books of the Amalgamated Company pursuant to the Amalgamation in terms of this Part IV

4.6.1 Notwithstanding anything else contained in this Scheme, upon approval of the Scheme by the NCLT, the Amalgamated Company shall account for merger of the Amalgamating Company 2 in its books of accounts in accordance with Ind AS notified under Section 133 of the Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

(i) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Company 2 vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of accounts of the Amalgamating Company 2.

(ii) The balance of the reserves appearing in the financial statements of the Amalgamating Company 2 will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Amalgamated Company.

(iii) The identity of the reserves shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company 2.

(iv) The amount of any inter-company balances/ deposits and loans or advances outstanding between the Amalgamated Company and the Amalgamating Company 2, if any, shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.

(v) Investment appearing in the books of the Amalgamated Company in the form of Equity Shares held in the Amalgamating Company 2 shall, without any further act or deed, stand cancelled in accordance with clause 4.5.1.

(vi) The difference, if any, between the value of net assets acquired and recorded as per clause (i) and the value of (a) reserves acquired and recorded as per clause (ii), (b) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause (iv) and (c) cancellation of investments as per clause (v) above shall be recorded as capital reserve account.

(vii) In case of any difference in accounting policy between the Amalgamated Company and the Amalgamating Company 2, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

(viii) Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Amalgamated Company shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under Section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

4.7 ***Accounting treatment in the books of Amalgamating Company 2:***

The Amalgamating Company 2 shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Amalgamating Company 2.

4.8 ***Tax Treatment***

4.8.1 The provisions of this Part of Scheme have been drawn up to comply with the conditions relating to "Amalgamation" specified under the Tax laws, specifically Section 2(1B), Section 47 and other applicable provisions of IT Act.

4.8.2 As part of the Scheme, all assets (including immovable properties) of the Amalgamating Company 2 immediately before the Appointed Date shall become the assets / property of the Amalgamated Company, by virtue of the Amalgamation, otherwise than as a result of the acquisition of the property of the Amalgamating Company 2 by the Amalgamated Company pursuant to the purchase of such property by the Amalgamated Company, or as a result of the distribution of such property to the Amalgamated Company, after the winding up of the Amalgamating Company 2.

4.8.3 All liabilities of the Amalgamating Company 2 immediately before the Appointed Date shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation.

4.8.4 All the deductions otherwise admissible to the Amalgamating Company 2, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section 40, Section 40A etc. of the IT Act) will be eligible for deduction to Amalgamated Company, upon fulfillment of conditions, if any, required under the IT Act.

4.8.5 If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary by the Board of Directors of the relevant Scheme Entities, to comply with Section 2(1B), Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

4.8.6 Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate relating in name of Amalgamating Company 2 is received, or Tax Credit is appearing in Form 26AS of Amalgamating Company 2, it shall be deemed to have been received by and in the name of the Amalgamated Company which shall be entitled to claim credit for such Tax deducted or collected.

4.8.7 Upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes and duties payable by the Amalgamating Company 2 (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State sales tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other Applicable Laws), accruing and relating to the Amalgamating Company 2 from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Amalgamated Company.

4.8.8 Upon this Scheme becoming effective and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc. to which the Amalgamating Company 2 is entitled to shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.

4.8.9 Each of the Amalgamating Company 2 and the Amalgamated Company shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the IT Act or otherwise) TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Amalgamating Company 2 and the Amalgamated Company and shall have the right to claim refunds, advance tax credits, input Tax Credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme.

4.8.10 Upon this Scheme becoming effective, all Tax compliances under any Tax laws by the Amalgamating Company 2 on or after Appointed Date shall be deemed to be made by the Amalgamated Company.

4.8.11 All inter-se transactions amongst the Amalgamating Company 2 and the Amalgamated Company between the Appointed Date and the Effective Date shall be considered as transactions from the Amalgamated Company to itself subject to the other provisions of this Scheme. Any Tax deducted at source by the Amalgamating Company 2/ Amalgamated Company on inter-se transactions between the Amalgamating Company 2 and the Amalgamated Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly in the hands of the Amalgamated Company. The Amalgamated Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Amalgamating Company 2 and the Amalgamated Company in respect of inter-se transactions of supply or receipt of goods and services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.

4.8.12 Upon this Scheme becoming effective, any Tax deposited, certificates issued or returns filed by the Amalgamating Company 2 relating to Amalgamating Company 2 shall continue to hold good as if such amounts were deposited, certificates were issued and returns were filed by the Amalgamated Company.

4.8.13 All the expenses incurred by the Amalgamating Company 2 and the Amalgamated Company in relation to the Amalgamation of the Amalgamating Company 2 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of five(5) financial years beginning with the previous year during which this Scheme becomes effective.

4.8.14 Any refund, Tax Credit and adjustment under the Tax laws due to the Amalgamating Company 2 pertaining to the Amalgamating Company 2 consequent to the assessments made on the Amalgamating Company 2 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The Appropriate Governmental Authority shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the sanction of this Scheme by the NCLT and upon relevant proof and documents being provided to the Appropriate Governmental Authority.

4.8.15 The Amalgamating Company 2 may be entitled to various incentive schemes, subsidies, special status, entitlements, benefits, advantages, privileges, exemptions, credits, Tax holidays, remissions, reductions, rebates, etc and pursuant to this Scheme, all such benefits pertaining to the Amalgamating Company 2 shall stand transferred to and vested in the Amalgamated Company and all such benefits, of any nature whatsoever including benefits under various Taxes including the income tax, excise, sales tax, service tax, goods and services tax exemptions, concessions, remissions, subsidies and other incentives in relation to the consumer products business, to the extent statutorily available, shall be claimed by the Amalgamated Company.

4.9 Conduct of Businesses till Effective Date

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

(i) the Amalgamating Company 2 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of all its properties and assets, for and on account of and in trust for the Amalgamated Company;

(ii) all profits or income arising or accruing in favour of the Amalgamating Company 2 and all Taxes paid thereon (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 2 shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Amalgamated Company;

(iii) the Amalgamating Company 2 shall carry on its business with reasonable diligence and business prudence in the ordinary course and in the same manner as it had been doing hitherto in good faith and in accordance with Applicable Law, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for

itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

(a) *when the same is expressly provided in the Scheme;*

(b) *when the same is in the ordinary course of business as carried on by the Amalgamating Company 2; or*

(c) *when written consent of the JKLC /Amalgamated Company has been obtained in this regard.*

(iv) *In the event that the Amalgamating Company 2 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of Equity Shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.1 and 2.2 shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;*

(v) *the Amalgamating Company 2 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and*

(vi) *the Amalgamating Company 2 shall not amend its memorandum of association or articles of association, except with prior written consent of the Amalgamated Company.*

4.9.2 *With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 2 immediately prior to the Effective Date.*

4.9.3 *For the purpose of giving effect to the Amalgamation order passed under Sections 230 to 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by the NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the Amalgamation of the Amalgamating Company 2, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.*

4.9.4 *The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 2 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 2), in order to give effect to the foregoing provisions.*

4.10 ***Dissolution of the Amalgamating Company 2***

Upon the Effective Date, the Amalgamating Company 2 shall, without any further act or deed, stand dissolved without being wound up, in accordance with the 2013 Act and the name of the Amalgamating Company 2 shall be struck off the register of companies maintained by the Registrar of Companies. Consequently, upon the Effective Date, the investments in the equity Share Capital of the Amalgamating Company 2 appearing in the books of accounts of its shareholders and their nominees shall stand cancelled.

4.11 ***Saving of Concluded Transactions***

Subject to the terms of the Scheme, the Amalgamation and vesting of the Amalgamating Company 2 into the Amalgamated Company shall not affect any transaction or proceedings already concluded by the Amalgamating Company 2 until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company 2 in respect thereto as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

PART V

5. Amalgamation of the Amalgamating Company 3 into and with the Amalgamated Company

5.1 Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 3

5.1.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 3, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 3 and the entire business shall stand transferred to and vested with the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 3 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law.

5.1.2 *Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein:*

<u>Transfer of Assets and Liabilities</u>

(i) upon this Scheme becoming effective and with effect from the Appointed Date, all assets of the Amalgamating Company 3, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal including equipment, furniture and fixtures, shall stand vested in and be deemed to be vested in the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.

(ii) upon this Scheme becoming effective and with effect from the Appointed Date, all other movable properties of the Amalgamating Company 3, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, undertaking, bank guarantees, etc., if any, with government, semi-government, local and other authorities and bodies, customers and/or any other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard.

(iii) upon this Scheme becoming effective and with effect from the Appointed Date, all immovable properties of the Amalgamating Company 3, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 3, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in and with the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 3 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective and with effect from the Appointed Date, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT in accordance with the terms hereof. Any statutory fees, including stamp duty, registration fees, etc., if any, paid by the Amalgamating Company 3 in relation to its immovable properties, prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company upon this Scheme becoming effective and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty and shall be entitled to any stamp duty rebates, etc., in relation to the transfer of any immovable property of the Amalgamating Company 3 accruing / having accrued to the Amalgamating Company 3 prior to the effectiveness of the Scheme.

(iv) upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 3, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any.

(v) upon this Scheme becoming effective and with effect from the Appointed Date, all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 3 or that may accrue to the Amalgamating Company 3 shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, pursuant to Section 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.

(vi) upon this Scheme becoming effective and with effect from the Appointed Date, all allotments, sanctions payments, undertakings and guarantees shall be transferred to and deemed to have been made by or in favour of the Amalgamated Company post effectiveness of the Scheme and accordingly, any such allotment, sanction, undertaking, guarantee as may be required to be allotted to or provided by the Amalgamating Company 3, shall, be issued to or provided by the Amalgamated Company.

Contracts

(vii) upon this Scheme becoming effective and with effect from the Appointed Date, all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, registrations and other instruments, permits, rights, subsidies, concessions, entitlements, credentials, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 3, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 3, or to the benefit of which, the Amalgamating Company 3 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually on same terms and conditions as if, instead of the Amalgamating Company 3, the Amalgamated Company had been a party or beneficiary or obligor thereto.

(viii) all bank guarantees, performance guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 3 or to the benefit of which the Amalgamating Company 3 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective and with effect from the Appointed Date, by operation of law pursuant to the vesting orders of the NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company.

(ix) upon this Scheme becoming effective and with effect from the Appointed Date, all lease/license or rent agreements entered into by the Amalgamating Company 3 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

(x) upon this Scheme becoming effective and with effect from the Appointed Date, all inter-se contracts entered solely between Amalgamating Company 3 and Amalgamated Company, including but not limited to, any inter-corporate deposits, loans, investments and advances, outstanding balances or other obligations between the Amalgamating Company 3 inter-se and/or the Amalgamated Company, shall stand cancelled and cease to operate and be considered as intra-party transactions for all purposes.

Legal suits and proceedings

(xi) upon this Scheme becoming effective and with effect from the Appointed Date, any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 3, shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 3 as if this Scheme had not been implemented.

Transfer of employees

(xii) upon this Scheme becoming effective, all employees, who are on the payrolls of the Amalgamating Company 3, employees / personnel engaged on contract basis and contract labourers and interns / trainees of the Amalgamating Company 3, who are on its payrolls shall become employees, employees / personnel engaged on contract basis, contract labourers or interns / trainees, as the case may be, of the Amalgamated Company on such terms and conditions which are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 3, without any interruption of service as a result of this Amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 3, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 3 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained or used for making statutory contributions by the Amalgamating Company 3, in accordance with the provisions of Applicable Laws.

Intellectual Property

(xiii) upon this Scheme becoming effective and with effect from the Appointed Date, all the intellectual property rights of any nature whatsoever shall stand transferred to and vested in the Amalgamated Company.

Taxes

(xiv) upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 3, including all or any refunds or claims shall be treated as the Tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any Tax incentives, advantages, privileges, subsidies, exemptions, credits, holidays, remissions, reductions, export benefits, all indirect Tax related benefits, including GST benefits, service Tax benefits, customs duty exemptions and concessions, all indirect Tax related assets/credits, including but not limited to goods and service Tax input credits, Tax Credits, sales tax/entry Tax credits or set-off, advance tax, self-assessment tax or regular assessment tax, TDS/TCS credits or set-off (to the extent remaining unutilized on the Appointed Date), shall be available to the Amalgamated Company.

(xv) upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme and accordingly the Amalgamated Company shall be entitled to revise its Income Tax (including income Tax returns under section 170A of the IT Act) returns, TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to indirect Taxes, such as sales tax, value added tax, excise duties, service tax and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.

Licenses and Approvals

(xvi) upon this Scheme becoming effective and with effect from the Appointed Date, all licenses, approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), agreements confirmations, declarations waivers, exemptions, registrations, filings whether government, statutory or regulatory as required under law, sanctions, and certificates of every kind and description whatsoever in relation to the Amalgamating Company 3, or to the benefit of which the Amalgamating Company 3 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and be enforced as fully and effectually as if, instead of the Amalgamating Company 3, the Amalgamated Company had been a party or beneficiary or obligee thereto.

Electricity sanctions and Tariff

(xvii) upon this Scheme becoming effective and with effect from the Appointed Date, all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 3, if any, together with security deposits and all other advances paid, if any, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 3.

5.2 The Amalgamating Company 3 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 3. It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes.

5.3 *The Amalgamating Company 3 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 3 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 3 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 3.*

5.4 ***Consolidation of authorised Share Capital of Amalgamating Company 3 with the Amalgamated Company***

5.4.1 *Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 3 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.*

5.4.2 *It is hereby clarified that the pre-Scheme authorised equity Share Capital of the Amalgamating Company 3, comprising of 25,00,000 Equity Shares of INR 4 each, amounting to INR 1,00,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 20,00,000 Equity Shares of INR 5 each (amounting to INR 1,00,00,000). Similarly, the pre-Scheme authorised preference Share Capital of the Amalgamating Company 3, comprising of 1,51,000 preference shares of INR 100 each, amounting to INR 1,51,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 30,20,000 Equity Shares of INR 5 each.*

5.4.3 *Upon this Scheme becoming effective and with effect from the Appointed Date, and consequent to transfer of the existing authorised Share Capital of the Amalgamating Company 3, the authorised equity Share Capital of the Amalgamated Company, shall stand further enhanced by an aggregate amount of INR 2,51,00,000 (Indian Rupees two crore fifty-one lakh only).*

5.4.4 *Accordingly, the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and amended, pursuant to Sections 13 and 61 of the 2013 Act and other applicable provisions of the 2013 Act, as set out under Clause 6.1. It is clarified that upon sanction of the Scheme, the Amalgamated Company shall not be required to seek separate consent / approval of its shareholders for the aforesaid alteration of the Memorandum of Association of the Amalgamated Company as required under Sections 13, 61, 64 of the 2013 Act and/or any other applicable provisions of the 2013 Act.*

5.4.5 *The filing fees and stamp duty, if any, paid by the Amalgamating Company 3 on its authorised Share Capital prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company on the increased authorised Share Capital and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty for its increased authorised Share Capital pursuant to this Clause 5.4.*

5.5 ***No issuance of Shares by the Amalgamated Company and Cancellation of Shareholding/Investments***

5.5.1 *Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon this Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.*

5.5.2 *Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 3, whether held in its own name or through nominee shareholders (whether in dematerialised form or otherwise), shall stand cancelled in entirety, become non-tradeable and be extinguished without any consideration and without any further act or deed or necessity of them being surrendered to the Amalgamating Company 3 or to the Amalgamated Company and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of this Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.*

5.6 ***Accounting Treatment in the books of the Amalgamated Company pursuant to the Amalgamation in terms of this Part V***

5.6.1 *Notwithstanding anything else contained in this Scheme, upon approval of the Scheme by the NCLT, the Amalgamated Company shall account for merger of the Amalgamating Company 3 in its books of accounts in accordance with Ind AS notified under*

Section 133 of the Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

(i) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Company 3 vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of accounts of the Amalgamating Company 3.

(ii) The balance of the reserves appearing in the financial statements of the Amalgamating Company 3 will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Amalgamated Company.

(iii) The identity of the reserves shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company 3.

(iv) The amount of any inter-company balances/ deposits and loans or advances outstanding between the Amalgamated Company and the Amalgamating Company 3, if any, shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.

(v) Investment appearing in the books of the Amalgamated Company in the form of Equity Shares held in the Amalgamating Company 3 shall, without any further act or deed, stand cancelled in accordance with Clause 5.5.1.

(vi) The difference, if any, between the value of net assets acquired and recorded as per clause (i) and the value of (a) reserves acquired and recorded as per clause (ii), (b) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause (iv) and (c) cancellation of investments as per clause (v) above shall be recorded as capital reserve account.

(vii) In case of any difference in accounting policy between the Amalgamated Company and the Amalgamating Company 3, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

(viii) Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Amalgamated Company, shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under Section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

5.7 ***Accounting treatment in the books of Amalgamating Company 3:***

The Amalgamating Company 3 shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Amalgamating Company 3.

5.8 ***Tax Treatment***

5.8.1 The provisions of this Part of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" specified under the Tax laws, specifically Section 2(1B), Section 47 and other applicable provisions of IT Act.

5.8.2 As part of the Scheme, all assets (including immovable properties) of the Amalgamating Company 3 immediately before the Appointed Date shall become the assets / property of the Amalgamated Company, by virtue of the Amalgamation, otherwise than as a result of the acquisition of the property of the Amalgamating Company 3 by the Amalgamated Company pursuant to the purchase of such property by the Amalgamated Company, or as a result of the distribution of such property to the Amalgamated Company, after the winding up of the Amalgamating Company 3.

5.8.3 All liabilities of the Amalgamating Company 3 immediately before the Appointed Date shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation in terms of this Part V of the Scheme.

5.8.4 All the deductions otherwise admissible to the Amalgamating Company 3, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section 40, Section 40A etc. of the IT Act) will be eligible for deduction to the Amalgamated Company, upon fulfillment of conditions, if any, required under the IT Act.

5.8.5 If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall *stand modified to the extent determined necessary by the Board of Directors of the relevant Scheme Entities, to comply with Section 2(1B), Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.*

5.8.6 *Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate relating in name of Amalgamating Company 3 is received, or Tax Credit is appearing in Form 26AS of Amalgamating Company 3, it shall be deemed to have been received by and in the name of the Amalgamated Company which shall be entitled to claim credit for such Tax deducted or collected.*

5.8.7 *Upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes and duties payable by the Amalgamating Company 3 (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State sales Tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other Applicable Laws), accruing and relating to the Amalgamating Company 3 from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Amalgamated Company.*

5.8.8 *Upon this Scheme becoming effective and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc., to which the Amalgamating Company 3 is entitled to shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.*

5.8.9 *Each of the Amalgamating Company 3 and the Amalgamated Company shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the IT Act or otherwise) TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Amalgamating Company 3 and the Amalgamated Company and shall have the right to claim refunds, advance Tax Credits, input Tax Credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme.*

5.8.10 *Upon the effectiveness of this Scheme, all Tax compliances under any Tax laws by the Amalgamated Company 3 on or after Appointed Date shall be deemed to be made by the Amalgamated Company.*

5.8.11 *All inter-se transactions amongst the Amalgamating Company 3 and the Amalgamated Company between the Appointed Date and the Effective Date shall be considered as transactions from the Amalgamated Company to itself subject to the other provisions of this Scheme. Any Tax deducted at source by the Amalgamating Company 3/ Amalgamated Company on inter-se transactions between the Amalgamating Company 3 and the Amalgamated Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly in the hands of the Amalgamated Company. The Amalgamated Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Amalgamating Company 3 and the Amalgamated Company in respect of inter-se transactions of supply or receipt of goods and services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.*

5.8.12 *Upon this Scheme becoming effective, any Tax deposited, certificates issued or returns filed by the Amalgamating Company 3 relating to Amalgamating Company 3 shall continue to hold good as if such amounts were deposited, certificates were issued, and returns were filed by the Amalgamated Company.*

5.8.13 *All the expenses incurred by the Amalgamating Company 3 and the Amalgamated Company in relation to the Amalgamation of the Amalgamating Company 3 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of five(5) financial years beginning with the previous year during which this Scheme becomes effective.*

5.8.14 *Any refund, Tax Credit and adjustment under the Tax laws due to the Amalgamating Company 3 pertaining to the Amalgamating Company 3 consequent to the assessments made on the Amalgamating Company 3 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The Appropriate Governmental Authority shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the sanction of this Scheme by the NCLT and upon relevant proof and documents being provided to the Appropriate Governmental Authority.*

*5.9 **Conduct of Businesses till Effective Date***

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

(i) the Amalgamating Company 3 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of all its properties and assets, for and on account of and in trust for the Amalgamated Company;

(ii) all profits or income arising or accruing in favour of the Amalgamating Company 3 and all Taxes paid thereon (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 3 shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Amalgamated Company;

(iii) the Amalgamating Company 3 shall carry on its business with reasonable diligence and business prudence in the ordinary course and in the same manner as it had been doing hitherto in good faith and in accordance with Applicable Law, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

(a) when the same is expressly provided in the Scheme;

(b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 3; or

(c) when written consent of the JKLC / Amalgamated Company has been obtained in this regard.

(iv) In the event that the Amalgamating Company 3 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of Equity Shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.1 and 2.4, shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;

(v) the Amalgamating Company 3 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and

(vi) the Amalgamating Company 3 shall not amend its memorandum of association or articles of association, except with prior written consent of Amalgamated Company.

5.9.2 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 3 immediately prior to the Effective Date.

5.9.3 For the purpose of giving effect to the Amalgamation order passed under Sections 230 to 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by the NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the Amalgamation of the Amalgamating Company 3, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

5.9.4 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 3 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 3), in order to give effect to the foregoing provisions.

*5.10 **Dissolution of the Amalgamating Company 3***

Upon the Effective Date, the Amalgamating Company 3 shall, without any further act or deed, stand dissolved without being wound up, in accordance with the 2013 Act and the name of the Amalgamating Company 3 shall be struck off the register of companies maintained by the Registrar of Companies. Consequently, upon the Effective Date, the investments in the equity Share Capital of the Amalgamating Company 3 appearing in the books of accounts of its shareholders and their nominees shall stand cancelled.

*5.11 **Saving of Concluded Transactions***

Subject to the terms of the Scheme, the Amalgamation and vesting of the Amalgamating Company 3 into the Amalgamated Company shall not affect any transaction or proceedings already concluded by the Amalgamating Company 3 until the Effective

Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company 3 in respect thereto as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

6. Miscellaneous and General Terms and Conditions

6.1.1 ***Consolidation of Authorised Share Capital and alteration of Memorandum of Association of the Amalgamated Company***

Consequent to Clause 3.4 *of Part III, Clause 4.4 of Part IV and Clause 5.4 of Part V above, the Memorandum of Association of the Amalgamated Company shall, without any further act, instrument or deed, stand altered and be modified and amended, pursuant to Sections 230 to 232 of the Act read with Sections 13 and other applicable provisions of the 2013 Act, in a manner as set out hereunder:*

(i) The new authorised Share Capital of the Amalgamated Company shall be INR 721,51,00,000 (Indian Rupees seven-hundred-twenty-one crore and fifty-one lakh only), divided into 129,30,20,000 (one-hundred-twenty-nine crore thirty lakh twenty thousand) Equity Shares of INR 5 (Indian Rupees five) each (amounting to INR 646,51,00,000), 50,00,000 (fifty lakh) preference shares of INR 100 (Indian Rupees one hundred) each (amounting to INR 50,00,00,000) and INR 25,00,00,000 (Indian Rupees twenty-five crore) of unclassified share capital.

(ii) Upon this Scheme becoming effective, Clause 5 of the Memorandum of Association of the Amalgamated Company shall, without any further act, deed or instrument, be substituted by the following clause:

"The authorised share capital of the Company is INR 721,51,00,000 (Indian Rupees seven-hundred-twenty-one crore and fifty-one lakh only), divided into 129,30,20,000 (one-hundred-twenty-nine crore thirty lakh twenty thousand) Equity Shares of INR 5 (Indian Rupees five) each, 50,00,000 (fifty lakh) preference shares of INR 100 (Indian Rupees one hundred) each, and INR 25,00,00,000 (Indian Rupees twenty-five crore) of unclassified share capital, with power to increase, reduce, vary, alter or modify and divide, sub-divide or consolidate the nominal value of the Shares in the Capital for the time being and to classify or reclassify the whole or part of the Unclassified- Classified Share Capital into one or more classes and/or denominations and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions and to vary, modify or abrogate any such rights, privileges and conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise and in such manner as may be permitted by the Companies Act, 2013 or any Statutory modification or re-enactment thereof or as provided by the Articles of Association of the Company."

6.1.2 <u>Deemed Approval of Shareholders for such Amendment</u>: The consent of the shareholders of JKLC to this Scheme shall be sufficient for the purposes of effecting each of the amendments contemplated in this Clause 6.1, and no further resolutions or approvals, whether under Sections 13, 61 and 64 of the 2013 Act or any other applicable provisions of the 2013 Act, or under the Articles of Association of JKLC, shall be required to be separately passed, nor shall the Amalgamated Company be required to pay any additional registration fees, stamp duty, etc, in respect of such increase/consolidation of authorized share capital.

6.2 ***Power to amend the Scheme***

6.2.1 Notwithstanding any other provisions of this Scheme, but subject to Applicable Laws, the power to make such amendments/ modifications to the Scheme (without changing the essence thereof), as may become necessary, whether before or after the Effective Date, shall vest with the Board of Directors of each of the Scheme Entities, which power shall be exercised reasonably in the best interests of the Scheme Entities and their stakeholders, and which power can be exercised at any time.

6.3 ***Filing of Applications / Petitions with Tribunal***

6.3.1 The Scheme Entities shall, with all reasonable dispatch, make their respective applications or a joint application to the jurisdictional Tribunal under Sections 230 and 232 of the 2013 Act, and other applicable provisions thereof, seeking orders for dispensing with or convening, holding and/or conducting of the meetings of such classes of their respective shareholders and/or creditors and for sanctioning this Scheme with such modifications, as may be approved by the Tribunal.

6.3.2 Upon this Scheme being approved by the requisite majority of the shareholders and creditors of each of the Scheme Entities (wherever required), each of the Scheme Entities shall, with all reasonable dispatch and file respective petitions before the jurisdictional Tribunal for sanction of this Scheme under Sections 230 to 232 of the 2013 Act, and other applicable provisions thereof, and for such other order or orders, as the Tribunal may deem fit for sanctioning/giving effect to this Scheme. Upon this Scheme becoming effective, the shareholders of each of the Scheme Entities, shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act, as applicable, for giving effect to all the provisions contained in this Scheme.

6.4 ***Effectiveness of the Scheme***

*6.4.1 This Scheme is conditional upon, and shall become effective on happening of the last of the following ("**Effective Date**"):*

(i) *receipt of observation or no-objection letter by JKLC and the Amalgamating Company 1 from SEBI / Stock Exchanges under Regulation 37 of the SEBI Listing Regulations, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to JKLC and the Amalgamating Company 1;*

(ii) *this Scheme being approved by the respective requisite majorities of the various classes of shareholders and/or creditors, as per the directions of the Tribunal of each of the Scheme Entities as required under the 2013 Act;*

(iii) *the Scheme being sanctioned by the Tribunal and appropriate orders being passed by the Tribunal pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereof, as may be applicable; and*

(iv) certified copies of the relevant Orders of the Tribunal being filed by each of the Amalgamating Companies and the Amalgamated Company with the Registrar of Companies, Jaipur.

6.4.2 *This Scheme shall become effective from the Effective Date, and the provisions of this Scheme shall be applicable and come into operation with effect from the Appointed Date.*

6.5 ***Sequence of Events***

Upon sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred and become effective and operative on Effective Date, only in the sequence and in the order mentioned hereunder:

(i) transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with JKLC in accordance with Part III of the Scheme;

(ii) transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with JKLC in accordance with Part IV of the Scheme;

(iii) transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with JKLC in accordance with Part V of the Scheme;

(iv) consolidation of authorised Share Capital of the Amalgamated Company and amendment to the Memorandum of Association of the Amalgamated Company in terms of Clause 6.1 of the Scheme; and

(v) issuance and allotment of Consideration Shares by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in terms of this Scheme.

6.6 ***Record Date***

*After this Scheme is sanctioned but before it becomes effective (Effective Date), the Board of Directors of the Amalgamating Company 1 shall, in consultation with the Board of Directors of JKLC / the Amalgamated Company, determine the record date ("**Record Date**") for issuance and allotment of Equity Shares to the Eligible Shareholders of the Amalgamating Company 1 in terms of Part III of this Scheme and the direction of the Tribunal in this regard (if any) for the Amalgamation of the Amalgamating Company 1 pursuant to the Scheme. On determination of Record Date, the Amalgamating Company 1 shall provide to the Amalgamated Company, the list of their respective shareholders as on such Record Date, who are entitled to receive the Equity Shares by the Amalgamated Company in terms of Part III of this Scheme, in order to enable the Amalgamated Company to issue and allot such Equity Shares to such eligible shareholders of the Amalgamating Company 1.*

6.7 ***Binding Effect***

Upon this Scheme becoming effective it shall be binding on the Scheme Entities, their respective shareholders, creditors and all other stakeholders.

6.8 ***Miscellaneous***

*6.8.1 JKLC and the Amalgamating Company 1 shall comply with the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 ("**SEBI Scheme Circular**"), as amended from time to time, while inter alia procuring the approval of its Public Shareholders and shall provide for voting by such Public Shareholders through postal ballot and e-voting, as may be applicable. For the purposes of this Clause 6.8, the term 'public' shall have the meaning ascribed to such term under Rule 2 of Securities Contracts (Regulation) Rules, 1957.*

6.8.2 As an integral part of the Scheme, all rights and liabilities of the Amalgamating Companies in or to a bid presently submitted, if any, to any Person or entity or authority shall stand transferred to the Amalgamated Company.

6.8.3 *The transfer of properties and liabilities to, and the continuance of proceedings in terms of the Scheme, including as envisaged in Part III, Part IV and Part V of this Scheme, shall not affect any transaction or proceedings already concluded by any of the Scheme Entities on or before the Appointed Date, and after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Scheme Entities in respect thereto as done and executed on behalf of itself.*

6.8.4 *Each of the Scheme Entities shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective Date. Holders of the Equity Shares in each of the Scheme Entities, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association, including the right to receive dividends. It is clarified that the aforesaid provision in respect of declaration of dividend is only an enabling provision and shall not be deemed to confer any right on any shareholder of any of the Scheme Entities to demand or claim any dividend.*

6.8.5 *Each of the Scheme Entities shall be entitled to undertake their business operations in ordinary course without any disruption in services and/or operations till the Effective Date of the Scheme.*

6.8.6 *The resolutions passed by the Board of Directors and the shareholders of the Scheme Entities, which approve the Scheme shall also be deemed to have approved, inter alia, the above actions without the need to pass any separate resolutions for any of the above. Benefits of any and all corporate approvals as may have already been taken by each of the Scheme Entities, including approvals under Sections 42, 62, 180, 185, 186, 188, 196, 197, 198, 203 of the 2013 Act, SEBI Listing Regulations or under the Companies Act, 1956, etc. as the case may be, shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken / complied with by the Amalgamated Company*

6.8.7 *Each of the Scheme Entities (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the Tribunal, SEBI, Stock Exchange(s) and/or any other authorities may deem fit to direct or impose, or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. Each of the Scheme Entities (acting through their respective Boards of Directors), are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of the Tribunal or SEBI or of any directive or order of any other authorities, or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.*

6.8.8 *Notwithstanding anything contained to the contrary in this Scheme, the Scheme Entities (acting through their respective Boards of Directors), shall be at liberty to withdraw from this Scheme in case: (i) any condition or alteration imposed by the Tribunal or any other authority is not acceptable to the Scheme Entities; or (ii) any deemed modifications to the Scheme resulting from the Scheme (or any part thereof) being or becoming inconsistent with Applicable Laws (including resulting from an amendment of law or for any other reason whatsoever) is not acceptable to the Scheme Entities; or (iii) prior to the Effective Date, the Scheme Entities (acting through their respective Board of Directors) mutually agree at any time to withdraw the Scheme for any reason.*

6.8.9 *If any Part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such Part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to any party, in which case the Scheme Entities (acting through their respective Board of Directors), shall attempt to bring about appropriate modifications to this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, in equitable manner as per the intent and spirit of the Scheme, including but not limited to such part.*

6.8.10 *All costs, charges and expenses, in connection with the Scheme, arising out of or incurred in carrying out and implementing the Scheme and matters incidental thereto, up to the Effective Date, shall be borne and paid by the Amalgamated Company (unless mutually agreed otherwise by the Scheme Entities acting through their respective Board of Directors), and such expenses shall be entitled to be amortised in terms of Applicable Laws.*

You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the salient extracts thereof.

16. Accounting Treatment

The accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the 2013 Act. The certificates issued by the respective statutory auditor of the Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, are open for inspection as mentioned hereinbelow as well as available on the weblink https://udaipurcement.com/wp-content/uploads/2025/01/Auditors-Certificates.pdf.

17. **Effect of Scheme on various Parties:**

(a) The effect of the Scheme on the stakeholders of the Amalgamated Company would be as follows:

(i) **Directors and Key Managerial Personnel:** Upon the Scheme being effective, the Directors and/or Key Managerial Personnel (KMP) of the Amalgamated Company will continue as Directors and/or KMP, as the case may be, in the Amalgamated Company and there is no impact on their rights, roles and responsibilities, other than to the extent of their respective shareholding in the Scheme entities which shall be dealt with as per the relevant provisions of the Scheme.

(ii) **Shareholders (including promoter and non promoter):** The Scheme is expected to be beneficial to the shareholders of the Amalgamated Company as it is expected to provide greater financial strength and flexibility and better access to funds to the Companies. Upon the Scheme becoming effective, pursuant to the Amalgamation of Amalgamating Company 1 into and with the Amalgamated Company and in consideration for such Amalgamation in terms of Part III of the Scheme, the Amalgamated Company will issue and allot Consideration Shares as equity shares of INR 5 (Indian Rupee five) each, fully paid-up to the Eligible Shareholders (*as defined in the Scheme*) of Amalgamating Company 1 (except to the Company) in accordance with the fair value Share Swap Ratio recommended under the joint Valuation Report in the following manner:

4 (four) fully paid-up equity shares of the Amalgamated Company having a face value of INR 5 (Indian Rupee five) each shall be issued and allotted to the Eligible Shareholders of the Amalgamating Company 1 (except the Company, to the extent of its shareholding in the Amalgamating Company 1) for every 100 (one hundred) equity shares of the Amalgamating Company 1 having a face value of INR 4 (Indian Rupee four) each; as on the Record Date (as may be determined in terms of the Scheme and the Act), upon the Scheme becoming effective.

The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., Amalgamated Company and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities).

Pursuant to the Amalgamation of Amalgamating Company 2 into and with the Company, there shall be no issuance of Equity Shares of Amalgamated Company to the shareholders of the Amalgamating Company 2 i.e., the Company or to any of its nominee shareholders, since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and no company can hold its own shares. Thus, there will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of the Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

Further, pursuant to the Amalgamation of Amalgamating Company 3 into and with the Amalgamated Company, there shall be no issuance of Equity Shares of Amalgamated Company to the shareholders of the Amalgamating Company 3 i.e., the Company or to any of its nominee shareholders, since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and no company can hold its own shares. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of the Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

Accordingly, there will be no detrimental impact on the shareholders including the minority shareholders of the Amalgamated Company due to the proposed Scheme.

(iii) **Creditors:** The rights of the creditors of the Amalgamated Company shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

(iv) **Depositors and Deposit Trustee:** The rights of the Depositors/Deposit Trustee of the Amalgamated Company shall not be affected by the Scheme. There deposits will not be affected in any manner on account of the Scheme.

(v) **Debenture Holders and Debenture Trustee:** As on date of Notice, the Amalgamated Company has not issued any debentures and therefore, the effect of the Scheme on any debenture holders or debenture trustee(s) or their material interests does not arise.

(vi) **Employees:** Under the Scheme, no rights of the staff and employees, if any, of the Amalgamated Company are being affected as they will continue with their employments as in the ordinary course of business.

(b) The effect of the Scheme on the stakeholders of the Amalgamating Company 1 would be as follows:

(i) **Directors and Key Managerial Personnel:** The Directors/KMPs of the Amalgamating Company 1 shall be appropriately accommodated in the management of the Amalgamated Company as may be decided by the Board of Directors of the Amalgamated Company. Apart from the above there shall be no material impact in the interests of such Directors and KMPs, except to the extent of their respective shareholdings in the Scheme entities which shall be dealt with as per the relevant provisions of the Scheme.

(ii) **Shareholders (including promoter and non promoter):** Upon the Scheme becoming effective, pursuant to the Amalgamation of Amalgamating Company 1 into and with the Amalgamated Company and in consideration for such Amalgamation in terms of Part III of the Scheme, the Amalgamated Company will issue and allot Consideration Shares as equity shares of INR 5 (Indian Rupee five) each, fully paid-up to the Eligible Shareholders (as defined in the Scheme) of Amalgamating Company 1 (except to the Amalgamated Company) in accordance with the fair value Share Swap Ratio recommended under the joint Valuation Report in the following manner:

4 (four) fully paid-up equity shares of the Amalgamated Company having a face value of INR 5 (Indian Rupee five) each shall be issued and allotted to the Eligible Shareholders of the Amalgamating Company 1 (except the Amalgamated Company, to the extent of its shareholding in the Amalgamating Company 1) for every 100 (one hundred) equity shares of the Amalgamating Company 1 having a face value of INR 4 (Indian Rupee four) each; as on the Record Date (as may be determined in terms of the Scheme and the Act), upon the Scheme becoming effective.

The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., Amalgamated Company and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). Accordingly, there will be no detrimental impact on the shareholders including the minority shareholders of the Amalgamating Company 1 due to the proposed Scheme.

(iii) **Creditors:** Pursuant to sanctioning of the Scheme, the creditors (secured and unsecured) of the Amalgamating Company 1 will become the creditors of the Amalgamated Company and there will be no reduction in their claims on account of the Scheme. The creditors will be paid in the ordinary course of business and when their dues are payable.

(iv) **Depositors and Deposit Trustee:** As on date of Notice, the Amalgamating Company 1 has not accepted any deposits and therefore, the effect of the Scheme on any depositors or Deposit Trustee or their material interests does not arise.

(v) **Debenture Holders and Debenture Trustee:** As on date of Notice, the Company has not issued any debentures and therefore, the effect of the Scheme on any debenture holders or debenture trustee(s) or their material interests does not arise.

(vi) **Employees:** Under the Scheme, no rights of the staff and employees, if any, of the Amalgamating Company 1 are being affected. The employees of the Amalgamating Company 1 shall become the employees of the Amalgamated Company on the same terms and conditions on which they were engaged by the Amalgamating Company 1, with the benefit of continuity of service and without any break or interruption in service as more particularly described in Scheme.

(c) The affect of the Scheme on the stakeholders of the Amalgamating Company 2 would be as follows:

(i) **Directors and Key Managerial Personnel:** The Directors/KMPs of the Amalgamating Company 2 shall be appropriately accommodated in the management of the Amalgamated Company as may be decided by the Board of Directors of the Amalgamated Company. Apart from the above there shall be no material impact in the interests of such Directors and KMPs, except to the extent of their respective shareholdings in the Scheme entities which shall be dealt with as per the relevant provisions of the Scheme.

(ii) **Shareholders (including promoter and non promoter):** Pursuant to the Amalgamation of Amalgamating Company 2 into and with the Amalgamated Company, there shall be no issuance of Equity Shares of Amalgamated Company to the shareholders of the Amalgamating Company 2 i.e., the Amalgamated Company or to any of its nominee shareholders, since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and no company can hold its own shares. Thus, there will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of the Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

(iii) **Creditors:** As on date of Notice, the Amalgamating Company 2 does not have any creditors and therefore, the effect of the Scheme on any creditors or their material interests does not arise.

(iv) **Depositors and Deposit Trustee:** As on date of Notice, the Amalgamating Company 2 has not accepted any deposits and therefore, the effect of the Scheme on any depositors or Deposit Trustee or their material interests does not arise.

(v) **Employees:** Under the Scheme, no rights of the staff and employees, if any, of the Amalgamating Company 2 are being affected. The employees of the Amalgamating Company 2 shall become the employees of the Amalgamated Company on the same terms and conditions on which they were engaged by the Amalgamating Company 2, with the benefit of continuity of service and without any break or interruption in service as more particularly described in Scheme.

(d) The affect of the Scheme on the stakeholders of the Amalgamating Company 3 would be as follows:

(i) **Directors and Key Managerial Personnel:** The Directors/KMPs of the Amalgamating Company 3 shall be appropriately accommodated in the management of the Amalgamated Company as may be decided by the Board of Directors of the Amalgamated Company. Apart from the above there shall be no material impact in the interests of such Directors and KMPs, except to the extent of their respective shareholdings in the Scheme entities which shall be dealt with as per the relevant provisions of the Scheme.

(ii) **Shareholders (including promoter and non promoter):** pursuant to the Amalgamation of Amalgamating Company 3 into and with the Amalgamated Company, there shall be no issuance of Equity Shares of Amalgamated Company to the shareholders of the Amalgamating Company 3 i.e., the Amalgamated Company or to any of its nominee shareholders, since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and no company can hold its own shares. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of the Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

(iii) **Creditors:** As on date of Notice, the Amalgamating Company 3 does not have any creditors and therefore, the effect of the Scheme on any creditors or their material interests does not arise.

(iv) **Depositors and Deposit Trustee:** As on date of Notice, the Amalgamating Company 3 has not accepted any deposits and therefore, the effect of the Scheme on any depositors or Deposit Trustee or their material interests does not arise.

(v) **Employees:** Under the Scheme, no rights of the staff and employees, if any, of the Amalgamating Company 3 are being affected. The employees of the Amalgamating Company 3 shall become the employees of the Amalgamated Company on the same terms and conditions on which they were engaged by the Amalgamating Company 3, with the benefit of continuity of service and without any break or interruption in service as more particularly described in Scheme.

18. In compliance with the provisions of Section 232(2)(c) of the 2013 Act, the Board of Directors of the Companies, in their respective meetings have adopted a report, inter alia, explaining the effect of the Scheme on its shareholders and key managerial personnel amongst others. Copy of the Reports adopted by the Board of Directors of the Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3, are enclosed as **Annexure 14, Annexure 15, Annexure 16** and **Annexure 17**, respectively.

19. Additional Details:

19.1 Details of assets, liabilities, net worth and revenue of all the Companies involved in the Scheme, both pre and post Scheme of arrangement

The details of assets, liabilities, net-worth and revenue of each of the Amalgamating Companies and the Amalgamated Company, pre Scheme are as per the Financial Statements of the respective companies attached in Annexures 2 to 5. Certificates containing similar details of the Amalgamated Company post Scheme are attached as **Annexure 18**.

19.2 Shareholding Pattern

(i) The summary of the Shareholding Pattern pre and post Scheme of Amalgamating Company 1 and Amalgamated Company is given hereunder.

Category of Shareholders	UCWL*						JKLC**					
	Pre			Post			Pre			Post		
	Holders	Holding	%of Holding	Holders	Holding	%of Holding	Holders	Holding	%of Holding	Holders	Holding	%of Holding
A) Promoter/Promoter Group	3	42,04,03,252	75.00	Nil, since the company is being amalgamated			22	5,45,25,922	46.34	25	5,60,15,239	45.12
B) Public	1,06,145	14,01,34,418	25.00				1,21,297	6,31,44,144	53.66	2,27,440	6,81,29,182	54.88
B1) Trusts (formed as per Scheme to deal with fractional entitlements	-	-	-				-	-	-	-	5	0.00
C1) Shares underlying DR's	-	-	-				-	-	-	-	-	-
C2) Shares held by Employee Trust	-	-	-				-	-	-	-	-	-
Total	**1,06,148**	**56,05,37,670**	**100.00**				**1,21,319**	**11,76,70,066**	**100.00**	**2,27,465**	**12,41,44,426**	**100.00**

** The Existing Promoter and Promoter Group of Amalgamating company 1 (UCWL) are JK Lakshmi Cement Ltd. (JKLC) (Amalgamated company/Holding company), Bengal & Assam Company Ltd. (BACL) and Dwarkesh Energy Ltd. (DEL).*

***The Promoter of JKLC, Pre-Scheme is BACL and 21 other Members forms part of the Promoter Group. Post Scheme, pursuant to provisions of Regulation 2(1)(pp)(v) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, in addition to these 22 persons, DEL and two public shareholders of UCWL, namely, Ms. Atashi Singhania and Ms. Shweta Singhania are being classified as Promoter Group of JKLC.*

(ii) Pre and Post Amalgamation Shareholding pattern of all the Scheme Entities can be accessed at the weblink: https://udaipurcement.com/scheme-of-arrangement/

19.3 Detailed Compliance Report as per the format specified in Annexure III of the SEBI Scheme Circular is enclosed as **Annexure 19.**

19.4 There are no unpaid dues/ fines/ penalties as on the date of this Notice. A Report on unpaid dues/ fines/ penalties is enclosed as **Annexure 20.**

19.5 Amounts due to unsecured creditors of the Companies, as on November 30, 2024:

(a) Amalgamated Company

Number	**Amount (INR/LACS)**
2,587	**35,629.45**

(b) Amalgamating Company 1

Number	**Amount (INR/LACS)**
527	5,623.89

(d) Amalgamating Company 2 and 3: NIL

19.6 Capital Structure pre and post Scheme

The Pre-Scheme capital structure of Scheme Entities is detailed under Clause 10 above.

The Post-Scheme capital structure of the Amalgamated Company is as follows:

Particulars	**Amount in INR**
Authorised Share Capital	
129,30,20,000 Equity Shares of INR 5 each	646,51,00,000
50,00,000 Preference Shares of INR 100 each	50,00,00,000
Unclassified Shares	25,00,00,000
Total	721,51,00,000
Subscribed and Paid-up Capital (Approx.)	
12,41,44,426 Equity Shares of INR 5 each	62,07,22,130
Total	62,07,22,130

Since pursuant to Amalgamation of the Amalgamating Companies they shall ceased to exist, post Scheme Capital Structure of such Companies is not applicable.

19.7 **Impact of the Scheme of Arrangement on various Financial Ratios.**

The Proposed Scheme of Arrangement will have no major Impact on the Leverage Ratios as the Scheme does not envisage Creation of any Additional Debt inter-se the Amalgamating Companies or its shareholders or the Amalgamated Company. There will not be any change in other Financial Ratios on Consolidated basis after the Scheme of Arrangement, as there would not be any change in the Total Assets or Total Liabilities on Consolidated basis before & after the Scheme of Arrangement.

However, the Scheme of Arrangement would result in considerable synergical benefits in the areas of Manufacturing, Sales, Marketing, Distribution Process, Logistics Alignment, Production Rationalization, Manpower Rationalization & Common Procurement on a Consolidated basis. This will result in improvement in the Profitability in the Amalgamated Company. With the increased Profitability, Post Scheme, the Profitability Ratios, Leverage Ratios & the various Return Ratios are expected to improve in the Amalgamated Company over the next few years. Although, it is difficult to quantify the quantum of Synergical benefits, but the Scheme throws open plenty of opportunities for generating Savings through rationalization in areas of Manufacturing, Sales, Marketing, Distribution, Logistics, Production, Manpower & Procurement.

19.8 Timing of Scheme of Arrangement

The Scheme of Arrangement is being proposed with an Appointed Date of 1st April 2024. The Scheme is being considered now as the Holding Company (JK Lakshmi Cement Ltd) & the Subsidiary Companies viz: Udaipur Cement Works Ltd, Hansdeep Industries & Trading Company Ltd & Hidrive Developers and Industries Private Ltd were under different Tax Regime upto 31st March 2024. While JK Lakshmi Cement Ltd was under the Old Tax Regime of 30% till 31st March 2024, all the Subsidiaries Companies (Udaipur Cement Works Ltd, Hansdeep Industries & Trading Company Ltd & Hidrive Developers and Industries Private Ltd) were under the New Tax Regime of 22%. From the Financial Year 2024-25 commencing on 1st April 2024, the Holding Company i.e. JK Lakshmi Cement Ltd proposes to move from the Old Tax Regime of 30% to the New Tax Regime of 22%. Since all the Companies viz the three Amalgamating Companies (Udaipur Cement Works Ltd, Hansdeep Industries & Trading Company Ltd & Hidrive Developers and Industries Ltd) & the Amalgamated Company (JK Lakshmi Cement Ltd) would be under the same Tax Regime of 22%, the Scheme is being considered now with the Appointed Date of 1st April 2024. Any other date other than the Appointed Date of 1st April 2024 would make the Scheme of Arrangement Tax Inefficient.

19.9 Disclosures as per Observation Letters of BSE and NSE

(i) No additional information has been submitted to SEBI since the date of receipt of BSE Observation Letter dated January, 1 2025 which is enclosed as **Annexure 11**.

(ii) Two public Shareholders of Amalgamating Company 1, namely, Ms. Atashi Singhania and Ms. Shweta Singhania are being classified as Promoter Group of Amalgamated Company pursuant to the provisions of Regulation 2 (1)(pp)(v) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(iii) Details of Amalgamating Company 2 and Amalgamating Company 3 in the format specified for abridged prospectus as provided in Part E of Schedule VI to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are enclosed as **Annexure 21 and 22**, respectively.

(iv) Details of comparison of revenue and net worth of Amalgamating Companies with the total revenue and networth of Amalgamated Company for last three years is given hereunder:

(Rs. In INR crore)

Particulars	**Amalgamated Company**			**Amalgamating Company - 1**			**Amalgamating Company - 2**			**Amalgamating Company - 3**		
	2023-24	**2022-23**	**2021-22**	**2023-24**	**2022-23**	**2021-22**	**2023-24**	**2022-23**	**2021-22**	**2023-24**	**2022-23**	**2021-22**
Net Worth	3055.81	2698.10	2426.71	778.44	272.30	237.20	116.56	116.45	116.45	11.34	0.02	-0.28
Total Revenue	6383.78	6133.28	5108.03	1174.36	1032.26	881.10	1.45	1.17	5.85	0.48	0.39	0.36

(v) The relevant additional information already submitted to NSE (as applicable) as per **Annexure M** of Exchange Checklist is uploaded on the website of the Company and can be accessed at the weblink https://udaipurcement.com/additional-documents/

19.10 The copy of the Scheme has been filed by Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 before the concerned Registrar of Companies in Form No GNL-1 on February 13, 2025.

19.11 Investigation or proceedings, if any, pending against the Scheme Entities under the 2013 Act: Nil

19.12 None of the Directors, KMPs (as defined under the 2013 Act and rules framed thereunder) of the Scheme Entities and their respective relatives (as defined under the 2013 Act and rules framed thereunder) have any interest in the Scheme except to the extent of their directorship and shareholding, if any, in the Scheme Entities.

19.13 In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect on the Scheme Entities.

19.14 Inspection

The following documents will be available for inspection by the unsecured creditors of the Company at its registered office at Shripati Nagar, CFA, P.O. Dabok, Udaipur- 313022 (Rajasthan), between 11:00 A.M to 1:00 P.M. on all working days up to the date of the meeting:

(a) Copy of Scheme of Amalgamation and Arrangement;

(b) Certified Copy of the order passed by the NCLT in CA(CAA) No. 01/230-232/JPR/2025, dated January 28, 2025 inter alia, directing to convene the meeting(s);

(c) Copy of the Company Application CA(CAA) No. 01/230-232/JPR/2025 along with annexures filed by Amalgamated Company, Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 and IA (CA) No. 07/2025 & IA (CA) No. 08/JPR/2025 filed by Amalgamated Company & Amalgamating Company 1, before the NCLT;

(d) Copy of the Memorandum and Articles of Association of Companies;

(e) Copy of audited financial statements (including Consolidated Financial Statements, if applicable) of all Companies for the financial year ended March 31, 2024, March 31, 2023 & March 31, 2022 and period ended June 30, 2024 (Amalgamated Company & Amalgamating Company 1) and period ended September 30, 2024 (Amalgamating Company 2 & Amalgamating Company 3);

(f) Copy of unaudited financial results (including Consolidated Financial Results, if applicable) of all Companies for nine months ended December 31, 2024;

(g) Copy of the Register of Directors' and KMPs' shareholding of each of the Companies;

(h) Copy of Valuation report on recommendation of share exchange ratio dated July 31, 2024 and subsequent addendum / letters issued by PwC Business Consulting Services LLP, Independent Registered Valuer;

(i) Copy of Fairness Opinion dated July 31, 2024 issued by ICICI Securities Ltd. and D&A Financial Services Private Ltd.;

(j) Copy of the report of the Committee of Independent Directors of the Company dated July 31, 2024;

(k) Copy of the report of the Audit Committee of the Company dated July 31, 2024;

(l) Copy of the extracts of the resolution passed by the Board of Directors of all Companies dated July 31, 2024;

(m) Observation letter to the Scheme of Arrangement received by the Company from the BSE Limited dated January 1, 2025 and the National Stock Exchange of India Limited dated January 1, 2025;

(n) Copy of the updated Statutory Auditors' Certificates, dated August 28, 2024 issued by M/s S S Kothari Mehta & Co. LLP for the Company, dated August 28, 2024 issued by M/s Bansilal Shah & Co. for Amalgamating Company 1, dated August 28, 2024 issued by M/s NSBP & Co. for Amalgamating Company 2 and dated August 29, 2024 issued by M/s A.K. Gutgutia & Co. for Amalgamating Company 3, to the effect that the accounting treatment, if any, proposed in the Scheme of Amalgamation and Arrangement is in conformity with the applicable Accounting Standards prescribed under Section 133 of 2013 Act;

(o) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying number of equity shareholders of the Company as on December 31, 2024;

(p) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the secured creditors of the Company as on September 30, 2024;

(q) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the unsecured creditors of the Company as on November 30, 2024;

(r) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying number of equity shareholders of the Amalgamating Company 1 as on December 31, 2024;

(s) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the secured creditors of the Amalgamating Company 1 as on September 30, 2024;

(t) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the unsecured creditors of the Amalgamating Company 1 as on November 30, 2024;

(u) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying number of equity shareholders of the Amalgamating Company 2 as on December 31, 2024;

(v) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the secured creditors of the Amalgamating Company 2 as on September 30, 2024;

(w) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the unsecured creditors of the Amalgamating Company 2 as on November 30, 2024;

(x) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying number of equity shareholders of the Amalgamating Company 3 as on December 31, 2024;

(y) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the secured creditors of the Amalgamating Company 3 as on September 30, 2024;

(z) Copy of the certificate issued by M/s Kaushik Shahukar & Co., Chartered Accountants, certifying the number and amount due to the unsecured creditors of the Amalgamating Company 3 as on November 30, 2024;

(aa) Copies of the Reports adopted by the Board of Directors of the respective Companies pursuant to the provisions of section 232(2)(c) of the Act;

(ab) Copy of the note in respect of details of ongoing adjudication and proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors;

(ac) There are no contracts or agreements that are material to the arrangement proposed under the Scheme;

(ad) All other documents referred to or mentioned in the Statement to this Notice.

19.15 This statement may be treated as an Explanatory Statement under Sections 230 to 232 and 102 of the 2013 Act read with Rule 6 of the Amalgamation Rules. Hard copies of the Particulars as defined in this Notice can be obtained free of charge within 1 (one) day on a requisition being so made for the same by the unsecured creditors of the Company at the registered office of the Company.

19.16 After the Scheme is approved by the equity shareholders, secured creditors and unsecured creditors of all the Scheme Entities, as applicable, it will be subject to the approval / sanction by NCLT.

Sd/-

Dated this 19th day of February, 2025 **(Rajeev Mehrotra)**
Place: New Delhi **Chairperson appointed for the meeting**

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Annexure 1

COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)

AMONGST

JK LAKSHMI CEMENT LIMITED

AND

UDAIPUR CEMENT WORKS LIMITED

AND

HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED

AND

HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

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PART I

1. OVERVIEW, OBJECTS AND BENEFITS OF THE SCHEME

1.1 Brief Overview of the Companies

1.1.1 JK Lakshmi Cement Limited ("**JKLC**"):

(i) JKLC is a listed public limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019. The CIN of JKLC is L74999RJ1938PLC019511. The PAN of JKLC is AAACJ6715G.

(ii) JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(iii) JKLC was originally incorporated on August 06, 1938, under the Indian Companies Act, 1913, under the name and style 'Straw Products Limited'. The name of the Company was changed to 'JK Corp Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Orissa on June 17, 1994.

Subsequently the Registered Office of the Company was shifted from the State of Orissa to the State of Rajasthan, pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur. Thereafter, the name of the Company was changed from 'JK Corp Limited' to 'JK Lakshmi Cement Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Jaipur on October 06, 2005.

(iv) The Equity Shares of JKLC are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**").

1.1.2 Udaipur Cement Works Limited ("**UCWL**"):

(i) UCWL is a listed public limited company incorporated under the laws of India and having its registered office at Shripati Nagar, CFA, PO: Dabok Udaipur Rajasthan 313022 – India. The CIN of UCWL is L26943RJ1993PLC007267. The PAN of UCWL is AAACU8858M.

(ii) UCWL is primarily engaged in the business of, inter alia, manufacturing and selling Clinker and Cement which is similar to the business of JKLC, and has a cement manufacturing plant located in the State of Rajasthan.

JK LAKSHMI CEMENT LTD. Hansdeep Industries & Trading Company Ltd. Developers and Industries Pvt. Ltd. UDAIPUR CEMENT WORKS LTD.

(iii) UCWL was originally incorporated on March 15, 1993, under the Companies Act, 1956, with the name and style 'J.K. Udaipur Udyog Limited'. The name of the company was changed to 'Udaipur Cement Works Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Jaipur on May 19, 2006.

(iv) UCWL is a subsidiary of JKLC and the Equity Shares of UCWL are listed on NSE and BSE.

1.1.3 Hansdeep Industries & Trading Company Limited ("**HITCL**"):

(i) HITCL is a public limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019. The CIN of HITCL is U74899RJ1993PLC096253. The PAN of HITCL is AABCJ0776A.

(ii) HITCL has its objects similar to and is also engaged in a business similar to that of JKLC.

(iii) HITCL was originally incorporated on August 13, 1993, under the Companies Act, 1956, under the name and style 'J.K. Tele-Tronix Limited'. Its name was changed to 'J.K. Medicare Limited' pursuant to certificate of incorporation pursuant to change of name, issued by Registrar of Companies, National Capital Territory of Delhi and Haryana on May 01, 2000. Further, its name was changed to 'Swasthya Medicare Services Limited' pursuant to which certificate of incorporation pursuant to change of name was issued by Registrar of Companies, National Capital Territory of Delhi and Haryana on November 07, 2002. Subsequently, its name was changed to 'Hansdeep Industries & Trading Company Limited' pursuant to a certificate of incorporation pursuant to change of name issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on January 22, 2009.

(iv) The Registered Office of HITCL was shifted from the National Capital Territory of Delhi to the State of Rajasthan, at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019 pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur on 24th July 2024.

(v) HITCL is a wholly owned subsidiary of JKLC, and the Equity Shares of HITCL are not listed on any Stock Exchange in India or in any other country.

1.1.4 Hidrive Developers and Industries Private Limited ("**HDIPL**"):

(i) HDIPL is a private limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019. The CIN of HDIPL is U23941RJ2012PTC096250 and its PAN is AACCH9735Q.

(ii) HDIPL has its objects similar to and is also engaged in a business similar to that of JKLC and in this context, it has a land situated at Village Dastan, Taluka Palsana, District Surat, Gujarat - 394310 which is intended to be used for the purpose of setting up cement grinding unit with capacity of 1.35 million Tonnes per annum.

(iii) HDIPL was originally incorporated on August 03, 2012, under the Companies Act, 1956, under the name and style 'Hidrive Developers and Industries Private Limited'. The Registered Office of HDIPL was shifted from the National Capital Territory of Delhi to the State of Rajasthan, at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019 pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur on 24th July 2024. Further, the requisite approval for conversion of HDIPL from Private company to Public company and consequently change of name from 'Hidrive Developers and Industries Private Limited' to 'Hidrive Developers and Industries Limited' is awaited.

(iv) HDIPL is a wholly owned subsidiary of JKLC, and the Equity Shares of HDIPL are not listed on any Stock Exchange in India or in any other country.

1.2 **Overview of the Scheme of Arrangement**

1.2.1 This Scheme *(as defined hereinafter)* contemplates *inter alia* the Amalgamation *(as defined hereinafter)* of each of the Amalgamating Companies (*as defined hereinafter*), along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company *(as defined hereinafter)*; in accordance with Sections 230-232 of the 2013 Act *(as defined hereinafter)* read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act *(as defined hereinafter)*, as applicable and the SEBI Listing Regulations *(as defined hereinafter)*, the SEBI Scheme Circular *(as defined hereinafter)* and various other matters consequential or integrally connected therewith under Applicable Law. If, at a later date, any of the terms or provisions of the relevant Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B), Section 72A and Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

1.2.2 This Scheme is segregated into six parts:

JK LAKSHMI CEMENT LTD. ★ Hansdeep Industries & Trading Company Ltd. ★ Hidrive Developers and Industries Pvt. Ltd. ★ UDAIPUR CEMENT WORKS LTD. ★

(i) Part I of this Scheme sets out an overview, objects and benefits of this Scheme and contains the definitions used in this Scheme and the interpretation pertaining to this Scheme;

(ii) Part II sets out the capital structures of each of the Scheme Entities *(as defined hereinafter)*;

(iii) Part III deals with the Amalgamation of the Amalgamating Company 1 as a going concern into and with JKLC as the Amalgamated Company, consolidation of the authorised Share Capital of the Amalgamating Company 1 with that of the Amalgamated Company, issuance of the consideration

(iv) shares to Eligible Shareholders (*as defined hereinafter*) by Amalgamated Company, dissolution of the Amalgamating Company 1 without winding up, accounting treatment, Tax treatment and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(v) Part IV deals with the Amalgamation of the Amalgamating Company 2 as a going concern into and with the Amalgamated Company, consolidation of the authorised Share Capital of the Amalgamating Company 2 with that of the Amalgamated Company, dissolution of the Amalgamating Company 2 without winding up, accounting treatment, Tax treatment and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(vi) Part V deals with the Amalgamation of the Amalgamating Company 3 as a going concern into and with the Amalgamated Company, consolidation of the authorised Share Capital of the Amalgamating Company 3 with that of the Amalgamated Company, dissolution of the Amalgamating Company 3 without winding up, accounting treatment, Tax treatment and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws; and

(vii) Part VI deals with the general terms and conditions applicable to this Scheme and sets out certain additional arrangements that also form an integral part of this Scheme.

1.3 **Objects and Rationale of this Scheme**

1.3.1 JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

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Hidrive Developers and Industries Pvt. Ltd.

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1.3.2 The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

1.3.3 The Amalgamating Company 1, in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combined business/operations.

1.3.4 The Amalgamating Company 2, a wholly owned subsidiary of JKLC, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of JKLC) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to JKLC in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with JKLC in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to JKLC more efficiently.

1.3.5 The Amalgamating Company 3, also a wholly owned subsidiary of JKLC, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC. JKLC is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (JKLC and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by JKLC for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with JKLC / the Amalgamated Company.

1.3.6 This composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

1.3.7 The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

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1.3.8 Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., JKLC and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting in optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

(i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

(ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

(iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from Amalgamated Company. Further, efficiency in debt and cash management will improve, enabling the Amalgamated Company to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

(iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

(v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

(vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

(vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

(viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cash flows which will provide further support for organic growth

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opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

1.3.9 Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

1.4 **Definitions**

In this Scheme, unless repugnant to the subject or context or meaning thereof, the following initially or fully capitalized terms and expressions shall have the meanings as set out hereinbelow:

1.4.1 "**2013 Act**" shall mean the Companies Act, 2013 and the rules framed thereunder, and includes any alterations, modifications and amendments made to such statute from time to time and/or any re-enactment thereof;

1.4.2 "**Accounting Standards**" shall mean the applicable accounting standards in force in India from time to time, consistently applied during the relevant period, including the Generally Accepted Accounting Principles (GAAP), Indian Accounting Standards (Ind AS), and all pronouncements including the guidance notes and other authoritative statements of the Institute of Chartered Accountants of India;

1.4.3 "**Amalgamating Companies**" shall collectively mean the Amalgamating Company 1, the Amalgamating Company 2 and the Amalgamating Company 3;

1.4.4 "**Amalgamated Company**" shall mean JKLC pursuant to Amalgamation of the Amalgamating Company 1 in terms of Part III of the Scheme, and wherever the context so requires, it shall also mean JKLC pursuant to Amalgamation of the Amalgamating Company 2 in terms of Part IV of the Scheme, and JKLC pursuant to Amalgamation of the Amalgamating Company 3 in terms of Part V of the Scheme respectively, upon effectiveness of the Scheme, and wherever the context so requires, it shall also mean JKLC pursuant to Amalgamation of all the Amalgamating Companies in terms of the Scheme, upon the effectiveness of the Scheme;

1.4.5 "**Amalgamating Company 1**" shall mean UCWL and notwithstanding anything to the contrary in this Scheme, means and includes:

(i) all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings, movable assets, and other plant, machinery, furniture, fixtures and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether

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paid by or deemed to have been paid by UCWL), covenants, undertakings and rights and benefits, including credentials, pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non– Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time, rights and benefits pertaining to any security arrangements, including but not limited to rights in connection with and/or arising out of bids submitted by UCWL in relation to mining operations for mining blocks in Udaipur allotted / sanctioned to UCWL by Mines and Geology Department, Rajasthan along with any allotment, sanction, payment, undertaking, guarantee, etc., as may be required to be allotted to or provided by UCWL, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;

(ii) all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred Tax liabilities and contingent liabilities) of UCWL, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes;

(iii) all contracts, agreements, engagements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, Tax Credits including sales tax credits, excise and service tax credits and goods and services tax credits, income tax credits, credit of all Taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by UCWL, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which UCWL is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which UCWL is a party;

(iv) all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by UCWL, whether or not recorded in the books of accounts of UCWL, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of UCWL, whether used or held for use by it;

(v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, state incentive packages under industrial policies, Taxes, including Tax deferrals, and benefits (including sales tax and service tax), goods and service tax, income tax benefits and exemptions (including the right to claim Tax holiday under the IT Act), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by UCWL;

(vi) all pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non – Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) pertaining to UCWL, acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time any and all employees, who are on the payrolls of UCWL, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by UCWL, at its respective offices, branches or otherwise; and

(vii) all books, records, files, papers, directly or indirectly relating to UCWL.

1.4.6 **"Amalgamating Company 2"** shall mean HITCL and notwithstanding anything to the contrary in this Scheme, means and includes:

(i) all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings, movable assets, and other plant, machinery, furniture, fixtures and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by the HITCL), covenants, undertakings and rights and benefits, including credentials, pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non– Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.), etc., acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time, rights and benefits pertaining to any security arrangements, including but not limited to rights accrued or that may be accrued in connection with and/or arising out of bids submitted by HITCL including and in relation to mining operations for mining blocks in Nagaur, Rajasthan as may be allotted / sanctioned to HITCL by Directorate of Mines and Geology, Rajasthan in connection with the letter of intent dated June 28, 2021 along with any allotment, sanction, payment, undertaking, guarantee, etc., as may be required to be allotted to or provided by HITCL, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;

(ii) all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred Tax liabilities and contingent liabilities) of HITCL, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes;

(iii) all contracts, agreements, engagements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, letters of intent (including letter of intent dated June 28, 2021 issued by Directorate of Mines and Geology, Rajasthan in relation to mining blocks in Nagaur, Rajasthan), whether written or otherwise, deeds, bonds, schemes, Tax Credits including sales tax credits, excise and service tax credits and goods and services tax credits, income tax credits, credit of all Taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by HITCL, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which HITCL is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and

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all rights, title, interests, claims and benefits there under of whatsoever nature to which HITCL is a party;

(iv) all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by HITCL, whether or not recorded in the books of accounts of HITCL, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of HITCL, whether used or held for use by it;

(v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, Taxes , including Tax deferrals, and benefits (including sales tax and service tax), goods and service tax, income tax benefits and exemptions (including the right to claim Tax holiday under the IT Act), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by HITCL;

(vi) all pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non – Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) pertaining to HITCL, acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time any and all employees, who are on the payrolls of HITCL, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by HITCL, at its respective offices, branches or otherwise; and

(vii) all books, records, files, papers, directly or indirectly relating to HITCL.

1.4.7 "**Amalgamating Company 3**" shall mean HDIPL and notwithstanding anything to the contrary in this Scheme, means and includes:

(i) all assets, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible, present, future or contingent, including but not limited to immovable properties, land and buildings (including the non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC), movable assets, and

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other plant, machinery, furniture, fixtures and equipment, whether licensed, leased or otherwise held, title, interests, financial assets, investments, loans, application monies, advance monies, earnest monies and/or security deposits or advances (including accrued interest) and other payments (in any such case whether paid by or deemed to have been paid by HDIPL), covenants, undertakings and rights and benefits, including credentials, pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non– Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.), etc., acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time, rights and benefits pertaining to any security arrangements, receivables, claims against any third parties, guarantees (including bank and performance guarantees), letters of credit, reversions, tenancies and other such arrangements or facilities;

(ii) all debts, borrowings, duties, guarantees, assurances, commitments, obligations and liabilities (including deferred Tax liabilities and contingent liabilities) of HDIPL, both present and future of every kind, nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, whether provided for or not in the books of accounts or disclosed in the balance sheet including, without limitation, whether arising out of any contract or tort based on negligence or strict liability or under any licenses or permits or schemes;

(iii) all contracts, agreements, engagements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, arrangements, undertakings, letters of intent, whether written or otherwise, deeds, bonds, schemes, Tax Credits including sales tax credits, excise and service tax credits and goods and services tax credits, income tax credits, credit of all Taxes paid for which return has not been filed, or return has been filed but refund has not been claimed, or return has been filed, refund has been claimed but not yet received by HDIPL, privileges and benefits of all contracts, agreements and all other rights, including license rights, lease rights, powers and facilities of every kind and description whatsoever or other understandings, deeds and instruments of whatsoever nature to which HDIPL is a party, including agreements with any government entity, department, commission, board, agency, bureau, official, etc., sale agreements, agreements to sell, equipment purchase agreements, hire purchase agreements, lending agreements and other agreements with the customers, sales orders, purchase orders and other agreements and contracts with the supplier of goods or service providers and all rights, title, interests, claims and benefits there under of whatsoever nature to which HDIPL is a party;

(iv) all intellectual property rights, registrations, trademarks, trade names, service marks, copyrights, patents, designs, technical know-how, domain

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names, including applications for trademarks, trade names, service marks, copyrights, designs and domain names, used by or held for use by HDIPL, whether or not recorded in the books of accounts of HDIPL, and other intellectual rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, list of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to the business activities and operations of HDIPL, whether used or held for use by it;

(v) all permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, subsidies, incentives availed (if any), Taxes, including Tax deferrals, and benefits (including sales tax and service tax), goods and service tax, income tax benefits and exemptions (including the right to claim Tax holiday under the IT Act), no-objection certificates, certifications, easements, tenancies, privileges and similar rights, whether statutory or otherwise, and any waiver of the foregoing, issued by any legislative, executive or judicial unit of any governmental or semi-government entity or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority used or held for use by HDIPL;

(vi) all pre-qualifications, right to use the work experience, qualifications, capabilities, legacies and track record with any entity, Government / Non – Government agencies / bodies, contracts with clients and with vendors, (including technical parameters, past performance, track record, financials etc.) pertaining to HDIPL, acquired during the course of its business and the right to use all the aforesaid for qualifying for any tender that may be issued at any time any and all employees, who are on the payrolls of HDIPL, employees/personnel engaged on contract basis and contract labourers and interns/trainees, engaged by HDIPL, at its respective offices, branches or otherwise; and

(vii) all books, records, files, papers, directly or indirectly relating to HDIPL.

1.4.8 "**Amalgamation**" shall have the meaning as provided under Section 2(1B) of the IT Act;

1.4.9 "**Applicable Laws**" shall mean relevant and applicable national, foreign, provincial, central, state and local laws of India, including all constitutions, decrees, treaties, statutes, enactments, acts of legislature, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, Accounting Standards, policies, administration, circulars, directions, directives, decisions, orders, executive orders, decrees, injunctions, judicial decisions, orders of any Governmental Authority, court, tribunal or other similar directives made pursuant to such laws, whether in effect on the date of this Scheme or at any time after such date;

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1.4.10 "**Appointed Date**" shall mean April 01, 2024 (beginning of business hours) or such other date as may be directed / approved by the Tribunal, being the date with effect from which this Scheme shall become operative, post effectiveness of this Scheme;

1.4.11 "**Board of Directors**", in relation to any of the Scheme Entities, shall mean the board of directors of such company and, unless contrary to the provisions of Applicable Laws, shall include any committee of directors or any person authorised by the board of directors or by such committee of directors;

1.4.12 "**Consideration Shares**" shall have the meaning assigned to such term in Clause 3.5.3;

1.4.13 "**Effective Date**" has the meaning assigned to such term in Clause 6.4.1; Any references in this Scheme to "upon this Scheme becoming effective" or "upon/of the effectiveness of this Scheme" or "post effectiveness of this Scheme" means and refers to the Effective Date, and "prior to the effectiveness of this Scheme" shall mean the period prior to the Effective Date;

1.4.14 "**Eligible Shareholders**" shall mean the members whose names are recorded in the register of members, including register and index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, of the Amalgamating Company 1 on the Record Date (which expression shall, unless the context requires otherwise, include the legal heirs, executors, administrators or other legal representative or other successors in title, if any), except JKLC / the Amalgamated Company, who are entitled to receive the Consideration Shares of the Amalgamated Company in terms of Clause 3.5 of Part III of the Scheme;

1.4.15 "**Equity Shares**", in regard to any of the Scheme Entities, means the issued, subscribed and fully paid-up equity shares of such company;

1.4.16 "**Governmental Authority**" means the Government of India, State Government(s) and any competent governmental, quasi-governmental, statutory, regulatory or administrative authority, agency, department, commission or instrumentality (whether local, municipal, national or otherwise), court, board or tribunal of competent jurisdiction or other law, rule or regulation making entity, including SEBI;

1.4.17 "**INR**" shall mean Indian Rupee (or Rupees), the lawful and valid currency of India;

1.4.18 "**IT Act**" means the Income-tax Act, 1961, the rules and regulations framed under such a statute and includes any alterations, modifications, amendments made thereto, and/or any re-enactment of such a statute;

1.4.19 "**Person**" means and includes any natural person, limited or unlimited liability company, corporation, limited or unlimited liability partnership firm, proprietorship firm, Hindu undivided family, trust, union, association or Governmental Authority or any other entity that may be treated as a person under the Applicable Laws;

1.4.20 "**Preference Shares**" with respect to the Amalgamating Company 1 means (i) 6,600 - 5% Cumulative Redeemable Preference Shares of INR 1,00,000 (Indian Rupees one lakh) each and (ii) 5,00,000 - 6% Optionally Convertible Cumulative Redeemable Preference Shares of INR 100 (Indian Rupees one hundred) each, including all accumulated dividends upto June 30, 2024;

1.4.21 "**Public Shareholders**" in regard to a company, means shareholders of such company which are within the meaning of "public", as the term is defined in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957;

1.4.22 "**Record Date**" means the date to be fixed by the Board of Directors of the Amalgamating Company 1 in consultation with the Board of Directors of the Amalgamated Company, in terms of Clause 6.6 for the purpose of issuance of Equity Shares of the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in terms of this Scheme;

1.4.23 "**Registrar of Companies**" means Registrar of Companies, Jaipur;

1.4.24 "**Scheme**" means this Composite Scheme of Amalgamation and Arrangement under Section 230-232 of the 2013 Act, as modified or amended from time to time in accordance with Applicable Laws and with the requisite approval of the Tribunal;

1.4.25 "**Scheme Entities**" means the JKLC / the Amalgamated Company and the Amalgamating Companies collectively;

1.4.26 "**SEBI**" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992;

1.4.27 "**SEBI Listing Regulations**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

1.4.28 "**SEBI Scheme Circular**" means the master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 issued by SEBI on June 20, 2023 and/or any other circulars issued by SEBI applicable to schemes of arrangement from time to time;

1.4.29 "**Share Capital**", in regard to any of the Scheme Entities, means the total issued, subscribed and paid-up equity and preference share capital of such company;

1.4.30 "**Share Swap Ratio**" has the meaning assigned to such a term in Clause 3.5.5;

1.4.31 "**Stock Exchanges**" means collectively BSE and NSE;

1.4.32 "**Tax**" or "**Taxes**" means and includes any tax, impost, levy, duty, fees, surcharge, cess, whether direct or indirect, including income tax (including withholding tax, dividend distribution tax, TDS/TCS), GST, excise duty, central sales tax, service tax, octroi, local body tax and customs duty, duties, charges, unearned income, transfer charges, advance tax, self-assessment tax, regular assessment tax, tax refunds, rights of any claim not made in respect of any refund of tax fees,

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surcharge, cess, levies or other similar assessments by or payable to an Governmental Authority, including in relation to: (a) income, services, gross receipts, premium, immovable property, movable property, assets, profession, entry, capital gains, municipal, interest, expenditure, imports, wealth, gift, sales, use, transfer, licensing, withholding, employment, payroll and franchise taxes, and (b) any interest, fines, penalties, assessments, or additions to taxes resulting from, attributable to or incurred in connection with any proceedings or late payments in respect thereof;

1.4.33 "**Tax Credits**" means all credits or advances or balances including Tax incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, custom duties and GST), advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc. pertaining to Taxes including without limitation to sales tax credit, income tax credit, advance tax, TDS, TCS, self-assessment tax, regular assessment tax, withholding tax credits, goods and services tax credit (including transitional credit), sales tax/ VAT credit, deferred tax, advance tax, CENVAT credit, GST credits, other indirect tax credit, other Tax receivables, Tax refunds (including those pending with any Tax authority), eligibility certificates, if any, advantages, subsidies, benefits and all other rights and facilities of every kind, nature and description whatsoever under Tax laws;

1.4.34 "**TCS**" means tax collectible at source, in accordance with the provisions of IT Act;

1.4.35 "**TDS**" means tax deductible at source, in accordance with the provisions of IT Act;

1.4.36 "**Tribunal**" or "**NCLT**" means National Company Law Tribunal, Jaipur Bench, having territorial jurisdiction in the State of Rajasthan, in which the registered offices of each of the Scheme Entities are located; and

1.4.37 "**Valuation Report**" means and has the meaning assigned to such a term in Clause 3.5.1.

Any other initially or fully capitalised term and/or expression which may have been used in this Scheme but not defined herein, shall, unless repugnant or contrary to the context or meaning thereof, have the meaning ascribed to such terms and expressions under the 2013 Act, and if not defined therein then under other relevant statutes, such as the IT Act, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 (including the regulations made there under), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof.

1.5 **Interpretation**

1.5.1 In this Scheme, unless the context otherwise requires:

(i) the words "including", "include" or "includes" shall be interpreted in a manner as though the words "without limitation" immediately followed the same;

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(ii) the words "directly or indirectly" mean directly or indirectly through one or more affiliates, associates, relatives or other intermediary Persons and "direct or indirect" shall have the correlative meanings;

(iii) any Person includes that Person's legal heirs, administrators, executors, liquidators, successors, successors-in-interest and permitted assigns, as the case may be;

(iv) any document or agreement includes a reference to that document or agreement as varied, amended, supplemented, substituted, novated or assigned, from time to time, in accordance with the provisions of such a document or agreement;

(v) the words "other", "or otherwise" and "whatsoever" shall not be construed ejusdem generis or be construed as any limitation upon the generality of any preceding words or matters specifically referred to;

(vi) the headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;

(vii) the term "Clause" refers to the specified clause of this Scheme;

(viii) reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time, and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision;

(ix) references to one gender includes all genders; and

(x) words in the singular shall include the plural and vice versa.

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PART II

2. CAPITAL STRUCTURE

2.1 **JKLC:** Capital Structure of JKLC as on June 30, 2024 is as under:

Share Capital	Amount in INR
Authorised Capital	
25,00,00,000 Equity Shares of INR 5 each	1,25,00,00,000
50,00,000 preference shares of INR 100 each	50,00,00,000
Unclassified shares	25,00,00,000
Total	2,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,76,70,066 Equity Shares of INR 5 each	58,83,50,330
Total	58,83,50,330

2.1.1 JKLC has three (3) classes of authorised Share Capital, i.e., equity Share Capital, preference Share Capital and unclassified Share Capital, but only one class of issued and paid-up Share Capital, i.e., equity Share Capital.

2.1.2 The Equity Shares of JKLC are listed on the Stock Exchanges.

2.2 **Amalgamating Company 1:** Capital Structure of the Amalgamating Company 1 as on June 30, 2024 is as under:

Share Capital	Amount in INR
Authorised Capital	
71,00,00,000 Equity Shares of INR 4 each	284,00,00,000
6,600 preference shares of INR 1,00,000 each	66,00,00,000
50,00,000 preference shares of INR 100 each	50,00,00,000
Total	4,00,00,00,000
Issued, Subscribed and Paid-up Share Capital	
56,05,37,670 Equity Shares of INR 4 each	224,21,50,680
6,600 – 5% Cumulative Redeemable Preference Shares of INR 1,00,000 each	66,00,00,000
5,00,000 – 6% Optionally Convertible Cumulative Redeemable Preference Shares of INR 100 each	5,00,00,000
Total	295,21,50,680

2.2.1 Amalgamating Company 1 has two (2) classes of authorised Share Capital and issued, subscribed and paid-up Share Capital, i.e., equity Share Capital and preference Share Capital.

2.2.2 JKLC legally and beneficially holds 39,86,78,693 Equity Shares of INR 4 (Indian Rupees four) each of the Amalgamating Company 1, representing seventy-one point one two per cent (71.12%) of the Equity Shares of the Amalgamating Company 1.

2.2.3 JKLC also holds hundred percent (100%) of all the Preference Shares issued by the Amalgamating Company 1 as mentioned in the table above.

2.2.4 The Equity Shares of the Amalgamating Company 1 are also listed on the Stock Exchanges.

2.3 **Amalgamating Company 2:** Capital Structure of the Amalgamating Company 2 as on June 30, 2024 is as under:

Share Capital	Amount in INR
Authorised Capital	
11,70,00,000 Equity Shares of INR 10 each	1,17,00,00,000
2,00,000 preference shares of INR 100 each	2,00,00,000
Total	1,19,00,00,000
Issued, Subscribed and Paid-up Share Capital	
11,60,50,007 Equity Shares of INR 10 each	1,16,05,00,070
Total	1,16,05,00,070

2.3.1 Amalgamating Company 2 has two (2) classes of authorised Share Capital, i.e., equity Share Capital and preference Share Capital, but only one class of issued and paid-up Share Capital, i.e., equity Share Capital.

2.3.2 Amalgamating Company 2 is a wholly owned subsidiary of JKLC and JKLC legally and beneficially holds hundred percent (100%) of the issued, subscribed and paid-up Equity Shares of the Amalgamating Company 2.

2.3.3 The shares of Amalgamating Company 2 are not listed on any of the stock exchanges, whether in India or in any other country.

2.4 **Amalgamating Company 3:** Capital structure of the Amalgamating Company 3 as on June 30, 2024 is as under:

Share Capital	Amount in INR
Authorised Capital	
25,00,000 Equity Shares of INR 4 each	1,00,00,000
1,51,000 preference shares of INR 100 each	1,51,00,000
Total	**2,51,00,000**
Issued, Subscribed and Paid-up Share Capital	
4,18,400 Equity Shares of INR 4 each	16,73,600
Total	**16,73,600**

2.4.1 Amalgamating Company 3 has two (2) classes of authorised Share Capital, i.e., equity Share Capital and preference Share Capital, but only one class of issued and paid-up Share Capital, i.e., equity Share Capital.

2.4.2 Amalgamating Company 3 is a wholly owned subsidiary of JKLC and JKLC legally and beneficially holds hundred percent (100%) of the issued, subscribed and paid-up Equity Shares in the Amalgamating Company 3.

2.4.3 The shares of the Amalgamating Company 3 are not listed on any of the stock exchanges, whether in India or in any other country.

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PART III

3. Amalgamation of the Amalgamating Company 1 into and with the JKLC as the Amalgamated Company

3.1 **Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 1**

3.1.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 1, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 1 and the entire business shall stand transferred to and vested with the JKLC as the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 1 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law.

3.1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein:

<u>Transfer of Assets and Liabilities</u>

(i) upon this Scheme becoming effective and with effect from the Appointed Date, all assets of the Amalgamating Company 1, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal including equipment, furniture and fixtures, shall stand vested in and be deemed to be vested in JKLC as the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.

(ii) upon this Scheme becoming effective and with effect from the Appointed Date, all other movable properties of the Amalgamating Company 1, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, undertaking, bank guarantees, etc., if any, with government, semi-government, local and other authorities and bodies, customers, vendors and/or any other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. The Amalgamated Company may, if it so deems appropriate, give notice in such form as it deems fit and proper, to each such debtor or

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obligor, that pursuant to the sanction of this Scheme by the NCLT, such debt, loan, advance, claim, bank balance, deposit or other asset be paid or made good or held on account of the Amalgamated Company as the person entitled thereto, to the end and intent that the right of the Amalgamating Company 1 to recover or realize all such debts (including the debts payable by such debtor or obligor to the Amalgamating Company 1) stands transferred and assigned to the Amalgamated Company and that appropriate entries should be passed in the books of accounts of the relevant debtors or obligors to record such change. The authorised personnel of the Amalgamated Company shall be entitled to operate the bank accounts of the Amalgamating Company 1, until the account name / ownership of such bank account(s) of the Amalgamating Company 1 is transferred and recorded in the name of the Amalgamated Company in the records of the relevant bank(s). It is hereby clarified that investments, if any, made by the Amalgamating Company 1 and all the rights, title and interest of the Amalgamating Company 1 in any licensed properties or leasehold properties shall, pursuant to Sections 230 to 232 of the 2013 Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to and vested into and with the Amalgamated Company upon this Scheme becoming effective and with effect from the Appointed Date.

(iii) upon this Scheme becoming effective and with effect from the Appointed Date, all immovable properties of the Amalgamating Company 1, including mining land and other land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 1, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in and with the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 1 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent, royalty and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective and with effect from the Appointed Date, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT in accordance with the terms hereof. Any statutory fees, including stamp duty, registration fees, royalties, etc., if any, paid by the Amalgamating Company 1 in relation to its immovable properties, prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company upon this Scheme becoming effective and accordingly, the Amalgamated Company shall not be required to pay such fee/stamp duty/royalties and shall be entitled to such rebates, etc., in relation to the transfer of any immovable property of the Amalgamating Company 1 accruing / having accrued to the Amalgamating Company 1 prior to the effectiveness of the Scheme.

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(iv) upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, charges, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 1, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. It is hereby clarified that subject to the requirements under Applicable Law, it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause 3.1.2.

(v) upon this Scheme becoming effective and with effect from the Appointed Date, all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 1 or that may accrue to the Amalgamating Company 1, including but not limited to rights in connection with and/or arising out of bids submitted / by allotted to the Amalgamating Company 1 in relation to the mining blocks in Udaipur by the Mines and Geology Department, Rajasthan, shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, pursuant to Sections 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.

(vi) The Amalgamating Company 1 has been successful / preferred bidder in the bidding by Mines and Geology Department, Rajasthan for mining blocks in Udaipur. Upon this Scheme becoming effective and with effect from the Appointed Date, all such allotments, sanctions payments, undertakings and guarantees shall be transferred to the Amalgamated Company and accordingly, any such allotment, sanction, undertaking, guarantee as may be required to be allotted to or provided by the Amalgamating Company 1, shall be issued to or provided by the Amalgamated Company.

Contracts

(vii) upon this Scheme becoming effective and with effect from the Appointed Date, all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, mining leases registrations and other instruments, permits, rights, subsidies, concessions, entitlements, credentials, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 1, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 1, or to the benefit of which, the Amalgamating Company 1 may be eligible

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and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually on same terms and conditions as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligor thereto. For the purposes of clarification, upon the Scheme becoming effective, the Amalgamated Company shall have the right to replace the bank guarantees provided by the Amalgamating Company 1 to various Governmental Authority / statutory authority or any other Persons in relation to any contract of the Amalgamating Company 1, to effect such contract, as the obligor. Similarly, upon the Scheme becoming effective, the Amalgamated Company shall be entitled to invoke any bank guarantees received by the Amalgamating Company 1 from any customers / vendors and/or other persons in relation to any contract of the Amalgamating Company 1, to effect such contract as the beneficiary. All contracts of the Amalgamating Company 1 shall stand transferred to and vested in favour of the Amalgamated Company on the same terms and conditions. The Amalgamated Company and the other parties to such agreements shall continue to comply with the terms, conditions and covenants thereunder.

(viii) all bank guarantees, performance guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 1 or to the benefit of which the Amalgamating Company 1 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective and with effect from the Appointed Date, by operation of law pursuant to the vesting orders of the NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company. In relation to the same any procedural requirements required to be fulfilled solely by the Amalgamating Company 1 (and not by any of its successors) shall be fulfilled by the Amalgamated Company as if it is the duly constituted attorney of the Amalgamating Company 1.

(ix) upon this Scheme becoming effective and with effect from the Appointed Date, all lease/license or rent agreements entered into by the Amalgamating Company 1 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The Amalgamated Company shall continue to pay rent, or lease or license fee as provided for in such agreements, and the Amalgamated Company and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants thereunder. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund

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of security deposits paid under such agreements by the Amalgamating Company 1.

(x) upon this Scheme becoming effective and with effect from the Appointed Date, all *inter-se* contracts entered solely between Amalgamating Company 1 and the Amalgamated Company (prior to the effectiveness of the Scheme), including but not limited to, any inter-corporate deposits, loans, investments and advances, outstanding balances or other obligations between the Amalgamating Company 1 *inter-se* and/or the Amalgamated Company (prior to the effectiveness of the Scheme), shall stand cancelled and cease to operate and be considered as intra-party transactions for all purposes. For removal of doubt, to the extent there are inter-corporate deposits, loans, investments and advances, outstanding balances, or other obligations between the Amalgamating Company 1 inter-se and/or the Amalgamated Company, prior to the effectiveness of the Scheme, there shall be no further obligation/outstanding/liability in that behalf and no accrual of interest or other charges, and appropriate effect shall be given to such cancellation and cessation in records of the Amalgamated Company.

Legal suits and proceedings

(xi) upon this Scheme becoming effective and with effect from the Appointed Date, any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 1, whether by or against it, shall not abate, be discontinued or in any way be prejudicially affected by reason of the Amalgamation of the Amalgamating Company 1 or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 1 as if this Scheme had not been implemented.

Transfer of employees

(xii) upon this Scheme becoming effective, all employees, who are on the payrolls of the Amalgamating Company 1, employees / personnel engaged on contract basis and contract labourers and interns / trainees of the Amalgamating Company 1, who are on its payrolls, shall become employees, employees / personnel engaged on contract basis, contract labourers or interns / trainees, as the case may be, of the Amalgamated Company on such terms and conditions which are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 1, without any interruption of service as a result of this Amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 1, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 1 for all purposes whatsoever, including with regard to the obligation to make

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contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained or used for making statutory contributions by the Amalgamating Company 1, in accordance with the provisions of Applicable Laws, the provisions of such funds and/or schemes in the respective trust deeds or other documents or otherwise. It is hereby clarified that upon this Scheme becoming effective and with effect from the Appointed Date, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of the Amalgamating Company 1 for such purpose shall be treated as having been continuous. In case of conflict of any positions / designations between the current employees of the Amalgamated Company and the employees transferred from the Amalgamating Company 1, as a consequence of this Scheme, the Board of Directors of the Amalgamated Company shall be entitled to re-classify the designation of any relevant employee to resolve such conflict.

The accumulated balances, if any, standing to the credit of the employees of the Amalgamating Company 1 in the existing provident fund, gratuity fund and superannuation fund, of which the employees of the Amalgamating Company 1 were members (prior to the Amalgamation), and corresponding investments and fund balances, will be transferred respectively to such provident fund or trust existing/created for such purpose, gratuity fund and superannuation funds nominated by the Amalgamated Company and/or such new provident fund/trust, gratuity fund and superannuation fund to be established in accordance with the Applicable Laws and caused to be recognised by the appropriate Governmental Authorities. Pending the transfer as aforesaid, the provident fund, gratuity fund, and superannuation fund dues of the said employees of the Amalgamating Company 1 would continue to be deposited in the existing provident fund, gratuity fund and superannuation fund, respectively, of the Amalgamating Company 1, if required. In relation to the transfer of employees of the Amalgamating Company 1, being beneficiaries under the provident fund trust, gratuity trust, superannuation trust maintained by the Amalgamated Company or any other person on behalf of the Amalgamated Company, sanction of this Scheme by the NCLT shall be treated as deemed approval of the Income Tax Commissioner, as may be required under the respective trust deeds, and amendments executed thereof (if any) between the Amalgamating Company 1 or the Amalgamated Company and its trustees.

(xiii) JKLC undertakes that as the Amalgamated Company for the purpose of payment of any retrenchment compensation, gratuity, and other terminal benefits to the employees of the Amalgamating Company 1, the past services of such employees with the Amalgamating Company 1 shall also be taken into account and it shall pay the same accordingly, as and when such amounts are due and payable. Upon this Scheme becoming effective, the Amalgamating Company 1 will transfer/handover to the Amalgamated Company, copies of employment information, including but not limited to, personnel files (including hiring documents, existing employment contracts, and documents reflecting changes in an employee's position, compensation, or benefits), payroll records, medical documents (including documents

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relating to past or ongoing leaves of absence, on the job injuries or illness, or fitness for work examinations), disciplinary records, supervisory files relating to its and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits transferred pursuant to this sub-Clause.

(xiv) upon this Scheme becoming effective, the Amalgamated Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Amalgamating Company 1 with any of its employees/employee unions, if any.

Intellectual Property

(xv) upon this Scheme becoming effective and with effect from the Appointed Date, all the intellectual property rights of any nature whatsoever, including any and all registrations, goodwill, licenses, trademarks, service marks, copyrights, domain names, patents, applications for copyrights, patents, trade names and trademarks, appertaining to the Amalgamating Company 1 shall stand transferred to and vested in the Amalgamated Company.

Taxes

(xvi) upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 1, including all or any refunds or claims shall be treated as the Tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any Tax incentives, advantages, privileges, subsidies, exemptions, credits, holidays, remissions, reductions, export benefits, all indirect Tax related benefits, including GST benefits, service Tax benefits, customs duty exemptions and concessions, all indirect Tax related assets/credits, including but not limited to goods and service Tax input credits, Tax Credits, sales tax/entry tax credits or set-off, advance tax, self-assessment tax or regular assessment tax, TDS/TCS credits or set-off (to the extent remaining unutilized on the Appointed Date), Tax losses including brought forward business loss, unabsorbed depreciation, (if any) etc., as would have been available to the Amalgamating Company 1, shall be available to the Amalgamated Company.

(xvii) upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme, and accordingly the Amalgamated Company shall be entitled to revise its Income Tax returns (including income tax returns under Section 170A of the IT Act), TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to indirect Taxes, such as sales tax, value added tax, excise duties, service tax and/or duties under Central Goods and

Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.

Licenses and approvals

(xviii) upon this Scheme becoming effective and with effect from the Appointed Date, all licenses, approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), agreements confirmations, declarations waivers, exemptions, registrations, filings whether government, statutory or regulatory as required under law, including without limitation, consent to establish and operate, the mining leases and plans, environmental, railways, pollution authorities, power, solar power, open access power, wind power, ground water related, land exchange, insurance, customised package of benefits under RIPS as stated in letter issued by Bureau of Investment Promotion, Rajasthan, etc., sanctions, and certificates of every kind and description whatsoever in relation to the Amalgamating Company 1, or to the benefit of which the Amalgamating Company 1 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and be enforced as fully and effectually as if, instead of the Amalgamating Company 1, the Amalgamated Company had been a party or beneficiary or obligee thereto. For this purpose, the Amalgamated Company shall file appropriate applications / documents with relevant authorities concerned for information and record purposes so as to empower and facilitate the approvals and vesting of the Amalgamating Company 1 in the Amalgamated Company. For the avoidance of doubt, it is clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall be obligated to, and shall make and duly record the necessary substitution / endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof.

(xix) upon this Scheme becoming effective and with effect from the Appointed Date, benefits of any and all corporate approvals as may have already been taken by the Amalgamating Company 1, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 180, 181, 186, 188, 196, 197, 198, 203 of the 2013 Act, SEBI Listing Regulations, as may be applicable and any other approvals, under either the 2013 Act/ the Companies Act, 1956 or SEBI Listing Regulations or any other Applicable Laws, as may be applicable, shall stand transferred to the Amalgamated Company and the said corporate approvals and compliances shall be deemed to have been taken/complied with by the Amalgamated Company, and accordingly, the resolutions, if any, passed by the Amalgamating Company 1, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as if those are resolutions passed by the Amalgamated Company, and if any

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such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, such limits shall be added to the limits, if any, under like resolutions passed by the Amalgamated Company, and shall constitute the aggregate of the said limits in the Amalgamated Company.

Electricity sanctions and Tariff

(xx) upon this Scheme becoming effective and with effect from the Appointed Date, all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 1, if any, together with security deposits and all other advances paid, if any, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 1.

3.2 The Amalgamating Company 1 and/or the Amalgamated Company, as the case may be, shall, at any time post effectiveness of this Scheme and in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 1. It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company 1 and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

3.3 The Amalgamating Company 1 and/or the Amalgamated Company, as the case may be, shall, at any time post effectiveness of this Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, execute

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appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 1 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 1 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 1.

3.4 **Consolidation of authorised Share Capital of the Amalgamating Company 1 with that of the Amalgamated Company**

3.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 1 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

It is hereby clarified that the pre-Scheme authorised equity Share Capital of the Amalgamating Company 1, comprising of 71,00,00,000 Equity Shares of INR 4 each amounting to INR 284,00,00,000, shall stand merged with the authorised equity Share Capital of the Amalgamated Company as 56,80,00,000 Equity Shares of INR 5 each (amounting to INR 284,00,00,000). Similarly, the pre-Scheme, authorised preference Share Capital of the Amalgamating Company 1 (amounting to INR 116,00,00,000), divided into: (i) 6,600 Preference Shares of INR 1,00,000 each, amounting to INR 66,00,00,000; and (ii) 50,00,000 Preference Shares of INR 100 each, amounting to INR 50,00,00,000; shall, upon the Scheme becoming effective, stand merged with the authorised equity Share Capital of the Amalgamated Company as 23,20,00,000 Equity Shares of INR 5 each (amounting to INR 116,00,00,000).

3.4.2 Upon this Scheme becoming effective and with effect from the Appointed Date, and consequent to transfer of the existing authorised Share Capital of the Amalgamating Company 1, the authorised Share Capital of the Amalgamated Company shall stand enhanced by an aggregate amount of INR 400,00,00,000 (Indian Rupees four billion only).

3.4.3 Accordingly, the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and amended, pursuant to Sections 13 and 61 of the 2013 Act and other applicable provisions of the 2013 Act, as set out under Clause 6.1. It is clarified that upon sanction of the Scheme, the Amalgamated Company shall not be required to seek separate consent / approval of its shareholders for the aforesaid alteration of the Memorandum of Association of the Amalgamated Company as required under Sections 13, 61, 64 of the 2013 Act and/or any other applicable provisions of the 2013 Act.

3.4.4 The filing fees and stamp duty, if any, paid by the Amalgamating Company 1 on its authorised Share Capital prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company on the increased authorised Share Capital and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty for its increased authorised Share Capital pursuant to this Clause 3.4.

3.5 **Issuance of consideration shares by the Amalgamated Company**

3.5.1 The Amalgamating Company 1 has engaged Incwert Advisory Private Limited, a Registered Valuer, IBBI Registration No. - IBBI/RV-E/05/2019/108 and JKLC / the Amalgamated Company has appointed PwC Business Consulting Services LLP, a Registered Valuer, IBBI Registration No. – IBBI/RV-E/02/2022/158 (*as defined in the Companies (Registered Valuers and Valuation) Rules, 2017*). In connection with such engagement, Incwert Advisory Private Limited and PwC Business Consulting Services LLP have issued a joint valuation report dated 31st July 2024 proposing the fair value share swap ratio for the purpose of issuance of Consideration Shares by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in lieu of the Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company in terms of this Part III of the Scheme ("**Valuation Report**").

3.5.2 The Amalgamating Company 1 has engaged D&A Financial Services Private Limited, holding Permanent registration – No. INM000011484, being SEBI Registered Category 1 Merchant Bankers and JKLC / the Amalgamated Company has engaged ICICI Securities Ltd, holding Permanent registration – No. INM000011179, being SEBI Registered Category 1 Merchant Bankers. In connection with such engagement, D&A Financial Services Private Limited and ICICI Securities Ltd have issued fairness opinions 31st July 2024, on the Valuation Report adopted under this Scheme and share swap ratio mentioned in Clause 3.5.5 (individually referred to as "**Fairness Opinion**") and collectively referred to as "**Fairness Opinions**").

3.5.3 Upon the Scheme becoming effective and in consideration for the Amalgamation of the Amalgamated Company 1 into and with JKLC as the Amalgamated Company, the Amalgamated Company shall issue and allot, to the Eligible Shareholders of the Amalgamating Company 1 whose names appear in the register of member as on the Record Date, 4 equity share(s) of the face value of INR 5 each, credited as fully paid up, in the Share Capital of the Amalgamated Company, for every 100 fully paid-up equity share(s) of the face value of INR 4 each held by such eligible shareholder in the Amalgamating Company 1. All such equity shares issued and allotted by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 shall be referred to as "**Consideration Shares**".

3.5.4 The Consideration Shares so issued to the Eligible Shareholders of the Amalgamating Company 1 shall be fully-paid up and free of all liens, charges and Encumbrances, and shall be freely transferable in accordance with the Articles of Association of the Amalgamated Company.

3.5.5 The Board of Directors of each of the Amalgamating Company 1 and the Amalgamated Company, have determined the share swap ratio, on a fully diluted basis, as 4:100 ("**Share Swap Ratio**"), based on their independent judgment and after taking into consideration the aforesaid Valuation Report and Fairness Opinions as:

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) each in the Amalgamated Company".

3.5.6 Since no company can hold its own shares, the JKLC / Amalgamated Company shall not be issued any shares by the Amalgamated Company on account of its shareholding in the Amalgamating Company 1. Further, upon this Scheme becoming effective, the investment appearing in the books of JKLC / the Amalgamated Company in the form of Equity Shares and Preference Shares held in the Amalgamating Company 1 along with cumulative unpaid dividend on Preference Shares (prior to the effectiveness of the Scheme), shall, without any further act or deed, stand cancelled.

3.5.7 Therefore, upon this Scheme becoming effective, in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with the Amalgamated Company in terms of Part - III of this Scheme, the Amalgamated Company shall issue, in aggregate, approximately 64,74,360 (Sixty Four Lakh Seventy Four Thousand Three Hundred Sixty) fully paid-up Equity Shares of INR 5 (Indian Rupees five) each, to all the Eligible Shareholders of the Amalgamating Company 1, in accordance with the Share Swap Ratio, i.e., in a manner such that each such shareholder of the Amalgamating Company 1 (except JKLC / the Amalgamated Company) shall be issued 4 [Four] fully paid-up Equity Shares of INR 5 (Indian Rupees five) each, of the Amalgamated Company for every 100 [Hundred] fully paid-up Equity Shares of INR 4 (Indian Rupees four) each held by such Eligible Shareholder in the Amalgamating Company 1 as on the Record Date.

3.5.8 On the approval of the Scheme by the shareholders of the Amalgamating Company 1 and that of the Amalgamated Company, pursuant to Sections 230 to 232 of the 2013 Act and applicable SEBI regulations, circulars, etc. as may be applicable, it shall be deemed that the members of the Amalgamated Company have also accorded their consent under Sections 42 and 62 of the 2013 Act and the applicable rules and regulations issued thereunder for issuance of the Consideration Shares of the Amalgamated Company, to the Eligible Shareholders of the Amalgamating Company 1 as set out in this Clause 3.5, and all actions taken in accordance with this Clause 3.5 of this Scheme shall be deemed to be in full compliance of Sections 42 and 62 of the 2013 Act and other applicable provisions of the 2013 Act, and no further resolution or actions under Sections 42 and 62 of the 2013 Act or the rules and regulations issued thereunder, including inter alia, issuance of a letter of offer by the Amalgamated Company shall be required to be passed or undertaken.

3.5.9 Subject to the provisions of the Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India Act, 1992, and the SEBI Listing Regulations, the Amalgamated Company shall take steps for listing of the Consideration Shares issued to the Eligible Shareholders of the Amalgamating Company 1 under this Clause 3.5, on the Stock Exchanges where the existing

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Equity Shares of the Amalgamated Company are listed. The Consideration Shares issued under this Clause 3.5 shall remain frozen in the depositories system till relevant directions in relation to listing / trading are given by the Stock Exchanges.

3.5.10 Subject to Applicable Laws, the fully paid-up Consideration Shares of the Amalgamated Company that are to be issued in terms of Clause 3.5, shall be issued in dematerialized form. The Amalgamating Company 1 shall provide such information and details as may be required by the Amalgamated Company to enable it to issue the aforementioned Consideration Shares, and in this regard the Eligible Shareholders may provide such confirmations (if and as may be required) regarding their demat account details held with relevant depository participants. However, if as of the date of allotment of such Consideration Shares by the Amalgamated Company, the Amalgamating Company 1 is unable to provide the details of the demat account of any particular Eligible Shareholder, whether owing to non-availability of the same or the same being defunct/non-operational or otherwise, subject to Applicable Law, the Amalgamated Company shall issue and allot such number of Consideration Shares (in terms of this Scheme), in lieu of the entitlement of all such Eligible Shareholders whose demat account details are thus not available, into a demat suspense account, which shall be held in trust and be operated by either a director or an officer of the Amalgamated Company (as a trustee/ custodian of such Consideration Shares), duly authorised by the Board of Directors of the Amalgamated Company in this regard, who shall upon receipt of appropriate evidence from such Eligible Shareholders regarding their entitlement (in accordance with this Scheme) on a future date, will transfer from such demat suspense account into the demat account(s) of such claimant Eligible Shareholder(s), such number of Consideration Shares of the Amalgamated Company as such claimant may be entitled to in terms of this Scheme.

3.5.11 The Consideration Shares of the Amalgamated Company to be issued by the Amalgamated Company pursuant to Clause 3.5 hereof, in respect of Equity Shares of the Eligible Shareholders of the Amalgamating Company 1 which are held in abeyance or held in unclaimed suspense account, shall also be kept in abeyance or in unclaimed suspense account created for the shareholders of the Amalgamating Company 1 respectively.

3.5.12 In the event of there being any pending share transmission/mutation, etc., whether lodged or outstanding, of any Eligible Shareholder of the Amalgamating Company 1, the Board of Directors of the Amalgamating Company 1 shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transmission/mutation, etc. in the Amalgamating Company 1 as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor / transferee of the Equity Shares in the Amalgamating Company 1, and in relation to the Consideration Shares of the Amalgamated Company issued or to be issued by the Amalgamated Company upon the effectiveness of this Scheme. The Board of Directors of the Amalgamating Company 1 and the Amalgamated Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members/shareholders in the Amalgamated Company on account of difficulties faced in the transition period.

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3.5.13 The Consideration Shares issued and allotted by the Amalgamated Company in terms of Clause 3.5 hereof, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Amalgamated Company, and shall rank *pari passu* with the pre-Scheme Equity Shares of the Amalgamated Company.

3.5.14 For the purpose of the allotment of the Consideration Shares by the Amalgamated Company pursuant to this Part III of the Scheme, in case any Eligible Shareholder's shareholding in the Amalgamating Company 1 is such that the shareholder becomes entitled to a fraction of the Consideration Share in the Amalgamated Company, no shares shall be issued by the Amalgamated Company to any such Eligible Shareholder in respect of such fractional entitlement, and the Amalgamated Company shall consolidate all such fractional entitlements and round up the aggregate of all such fractions to the next whole number, and shall issue such consolidated number of Consideration Shares of the Amalgamated Company to one of the directors of the Amalgamated Company who shall hold such shares, with all additions or accretions thereto, in trust in dematerialized form for, on behalf of and for the benefit of the respective Eligible Shareholders to whom they belong, and shall sell such shares in the open market at such price or prices as he may deem fit, and at any time within the period of ninety (90) days from the date of such allotment, and shall distribute the net sale proceeds (after deduction of the expenses incurred and applicable Taxes) to the respective Eligible Shareholders in the same proportion as that of their fractional entitlements.

3.5.15 The Amalgamated Company shall, if and to the extent required, apply for and obtain all approvals from the appropriate authorities, including the Reserve Bank of India, for the issue and allotment of the Consideration Shares of the Amalgamated Company to the non-resident Eligible Shareholders of the Amalgamating Company 1 in terms of Part III, if any, in terms of the Applicable Laws, including rules and regulations applicable to foreign investment in the Amalgamated Company.

3.6 Accounting Treatment in the books of the Amalgamated Company pursuant to the Amalgamation in terms of this Part III

3.6.1 Notwithstanding anything contained to the contrary elsewhere in this Scheme, upon this Scheme becoming effective, the Amalgamated Company shall account for Amalgamation of the Amalgamating Company 1 in its books of accounts in accordance with Ind AS notified under Section 133 of the 2013 Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

(i) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Company 1 vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of accounts of the Amalgamating Company 1.

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(ii) The balance of the reserves appearing in the financial statements of the Amalgamating Company 1 will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Amalgamated Company.

(iii) The identity of the reserves shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company 1.

(iv) The Amalgamated Company shall credit its Share Capital account in its books of account with the aggregate face value of the Consideration Shares issued and allotted by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 pursuant to Clause 3.5.7.

(v) The amount of any inter-company balances/ deposits and loans or advances outstanding between the Amalgamated Company and the Amalgamating Company 1, if any, shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.

(vi) Investment appearing in the books of the Amalgamated Company in the form of Equity Shares and Preference Shares (including accrued and outstanding dividend) held in the Amalgamating Company 1 shall, without any further act or deed, stand cancelled in accordance with Clause 3.5.6.

(vii) The difference, if any, between the value of net assets acquired and recorded as per clause (i) and the value of (a) reserves acquired and recorded as per clause (ii), (b) Consideration Shares issued and allotted as per clause (iv), (c) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause (v) and (d) cancellation of investments as per clause (vi) above shall be recorded as capital reserve account.

(viii) In case of any difference in accounting policy between the Amalgamated Company and the Amalgamating Company 1, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

(ix) Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Amalgamated Company shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

3.6.2 **Accounting treatment in the books of Amalgamating Company 1:**

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The Amalgamating Company 1 shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Amalgamating Company 1.

3.7 **Tax Treatment**

3.7.1 The provisions of this Part of Scheme have been drawn up to comply with the conditions relating to "Amalgamation" specified under the Tax laws, specifically Section 2(1B), Section 72A, Section 47 and other applicable provisions of IT Act.

3.7.2 As part of the Scheme, all assets (including immovable properties) of the Amalgamating Company 1 immediately before the Appointed Date shall become the assets / property of the Amalgamated Company, by virtue of the Amalgamation, otherwise than as a result of the acquisition of the property of the Amalgamating Company 1 by the Amalgamated Company pursuant to the purchase of such property by the Amalgamated Company, or as a result of the distribution of such property to the Amalgamated Company, after the winding up of the Amalgamating Company 1.

3.7.3 All liabilities of the Amalgamating Company 1 immediately before the Appointed Date shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation.

3.7.4 All the accumulated losses and the unabsorbed depreciation of the Amalgamating Company 1, if available, shall be deemed to be the loss or, as the case may be, allowance for unabsorbed depreciation of the Amalgamated Company for the previous year in which the Amalgamation is effected, as per the provisions of Section 72A of the IT Act. For this purpose, each of the Amalgamating Company 1 and the Amalgamated Company shall comply with the stipulated conditions as prescribed for the respective companies under Section 72A of the IT Act read with prescribed rules thereunder.

3.7.5 If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary by the Board of Directors of the relevant Scheme Entities, to comply with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

3.7.6 Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate relating in name of Amalgamating Company 1 is received, or Tax Credit is appearing in Form 26AS of Amalgamating Company 1, it shall be deemed to have been

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received by and in the name of the Amalgamated Company which shall be entitled to claim credit for such Tax deducted or collected.

3.7.7 The benefits and privileges available to the Eligible Shareholders of the Amalgamating Company 1 by virtue of their shareholding in the Amalgamating Company 1, including on account of being shareholder of a listed company under the provisions of the IT Act shall continue to be available to the Eligible Shareholders post effectiveness of the Scheme in respect of shares of the Amalgamated Company received pursuant to Amalgamation, including those specifically conferred under the respective provisions of the IT Act, such as computing cost of acquisition of shares including grand fathering benefit for the purposes of Section 112A of the IT Act read with Section 55(2)(ac) of the IT Act, period of holding of shares of the Amalgamated Company, or any other deduction or concession available or conferred by the IT Act or administrative or judicial pronouncements.

3.7.8 All the deductions otherwise admissible to the Amalgamating Company 1, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section 40, Section 40A etc. of the IT Act) will be eligible for deduction to the Amalgamated Company, upon fulfillment of conditions, if any, required under the IT Act.

3.7.9 Upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes and duties payable by the Amalgamating Company 1 (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State sales tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other Applicable Laws), accruing and relating to the Amalgamating Company 1 from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Amalgamated Company (post Amalgamation).

3.7.10 Upon this Scheme becoming effective and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc. to which the Amalgamating Company 1 is entitled to shall be available to and vest in the Amalgamated Company (post Amalgamation), without any requirement of a further act or deed.

3.7.11 Each of the Amalgamating Company 1 and the Amalgamated Company (post Amalgamation) shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the IT Act or otherwise) TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Amalgamating Company 1 and the

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Amalgamated Company and shall have the right to claim refunds, advance tax credits, input tax credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme.

3.7.12 Upon the effectiveness of this Scheme, all Tax compliances under any Tax laws by the Amalgamated Company 1 on or after Appointed Date shall be deemed to be made by the Amalgamated Company.

3.7.13 All inter-se transactions amongst the Amalgamating Company 1 and the Amalgamated Company between the Appointed Date and the Effective Date shall be considered as transactions from the Amalgamated Company to itself subject to the other provisions of this Scheme. Any Tax deducted at source by the Amalgamating Company 1/ Amalgamated Company on inter-se transactions between the Amalgamating Company 1 and the Amalgamated Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly in the hands of the Amalgamated Company. The Amalgamated Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Amalgamating Company 1 and the Amalgamated Company in respect of inter-se transactions of supply or receipt of goods and services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.

3.7.14 Upon this Scheme becoming effective, any Tax deposited, certificates issued or returns filed by the Amalgamating Company 1 relating to Amalgamating Company 1 shall continue to hold good as if such amounts were deposited, certificates were issued and returns were filed by the Amalgamated Company.

3.7.15 All the expenses incurred by the Amalgamating Company 1 and the Amalgamated Company in relation to the Amalgamation of the Amalgamating Company 1 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 (five) financial years beginning with the previous year during which this Scheme becomes effective.

3.7.16 Any refund, Tax Credit and adjustment under the Tax laws due to the Amalgamating Company 1 pertaining to the Amalgamating Company 1 consequent to the assessments made on the Amalgamating Company 1 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The Appropriate Governmental Authority shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the sanction of this Scheme by the NCLT and upon relevant proof and documents being provided to the Appropriate Governmental Authority.

3.7.17 The Amalgamating Company 1 may be entitled to various incentive schemes including benefits under RIPS, subsidies, special status, entitlements, benefits, advantages, privileges, exemptions, credits, Tax holidays, remissions, reductions,

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rebates, etc., and pursuant to this Scheme, all such benefits pertaining to the Amalgamating Company 1 shall stand transferred to and vested in the Amalgamated Company and all such benefits of any nature whatsoever including benefits under various Taxes including the income tax, excise, sales tax, service tax, goods and services tax exemptions, concessions, remissions, subsidies and other incentives in relation to the consumer products business, to the extent statutorily available, shall be claimed by the Amalgamated Company.

3.8 **Conduct of Businesses till Effective Date**

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

(i) the Amalgamating Company 1 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of all its properties and assets, for and on account of and in trust for the Amalgamated Company;

(ii) all profits or income arising or accruing in favour of the Amalgamating Company 1 and all Taxes paid thereon (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 1 shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Amalgamated Company;

(iii) the Amalgamating Company 1 shall carry on its business with reasonable diligence and business prudence in the ordinary course and in the same manner as it had been doing hitherto in good faith and in accordance with Applicable Law, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

(a) when the same is expressly provided in the Scheme;

(b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 1; or

(c) when written consent of the JKLC /Amalgamated Company has been obtained in this regard.

(iv) In the event that the Amalgamating Company 1 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of Equity Shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.1 and 2.2, shall stand

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modified / adjusted accordingly to take into account the effect of such corporate actions;

(v) the Amalgamating Company 1 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and

(vi) the Amalgamating Company 1 shall not amend its memorandum of association or articles of association, except with prior written consent of the Amalgamated Company.

3.8.2 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 1 immediately prior to the Effective Date.

3.8.3 For the purpose of giving effect to the Amalgamation in terms of this Part III pursuant to the order passed under Sections 230 to 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by the NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the Amalgamation of the Amalgamating Company 1, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

3.8.4 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 1 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 1), in order to give effect to the foregoing provisions.

3.9 **Dissolution of the Amalgamating Company 1**

Upon the Effective Date, the Amalgamating Company 1 shall, without any further act or deed, stand dissolved without being wound up, in accordance with the 2013 Act and the name of the Amalgamating Company 1 shall be struck off the register of companies maintained by the Registrar of Companies. Consequently, upon the Effective Date, the investments in the equity Share Capital of the Amalgamating Company 1 appearing in the books of accounts of its shareholders and their nominees shall stand cancelled.

3.10 **Saving of concluded transactions**

Subject to the terms of the Scheme, the Amalgamation and vesting of the Amalgamating Company 1 into the Amalgamated Company shall not affect any transaction or proceedings already concluded by the Amalgamating Company 1 until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the

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Amalgamating Company 1 in respect thereto as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

PART IV

4. Amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company

4.1 Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 2

4.1.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 2, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 2 and the entire business shall stand transferred to and vested with the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 2 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law.

4.1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein,:

<u>Transfer of Assets and Liabilities</u>

(i) upon this Scheme becoming effective and with effect from the Appointed Date, all assets of the Amalgamating Company 2, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal including equipment, furniture and fixtures, shall stand vested in and be deemed to be vested in the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.

(ii) upon this Scheme becoming effective and with effect from the Appointed Date, all other movable properties of the Amalgamating Company 2, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, undertaking, bank guarantees, etc., if any, with government, semi-government, local and other authorities and bodies, customers and/or any other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard.

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(iii) upon this Scheme becoming effective and with effect from the Appointed Date, all immovable properties of the Amalgamating Company 2, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 2, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in and with the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 2 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective and with effect from the Appointed Date, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT in accordance with the terms hereof. Any statutory fees, including stamp duty, registration fees, etc., if any, paid by the Amalgamating Company 2 in relation to its immovable properties, prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company upon this Scheme becoming effective and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty and shall be entitled to any stamp duty rebates, etc., in relation to the transfer of any immovable property of the Amalgamating Company 2 accruing / having accrued to the Amalgamating Company 2 prior to the effectiveness of the Scheme.

(iv) upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 2, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any.

(v) upon this Scheme becoming effective and with effect from the Appointed Date, all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 2 or that may accrue to the Amalgamating Company 2, including but not limited to rights in connection with and/or arising out of bids submitted by / allotted to the Amalgamating Company 2, including the letter of intent dated June 28, 2021 issued by Directorate of Mines and Geology, Rajasthan in relation to mining blocks in Nagaur, Rajasthan, shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, pursuant to Section 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested

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in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.

(vi) Amalgamating Company 2, the wholly owned subsidiary of JKLC has been declared as preferred bidder for one of Limestone Block 4GIIA located at District Nagaur, Rajasthan and has been allotted a letter of intent dated June 28, 2021 issued by Directorate of Mines and Geology, Udaipur. As per the terms of allotment the Amalgamating Company 2 has to make total payments of INR 43,21,00,000 (Indian Rupees forty-three crore and twenty-one lakh). Amalgamating Company 2 has made the payment of INR 8,65,00,000 (Indian Rupees eight crore and sixty-five lakh) upto March 31, 2023. Upon this Scheme becoming effective and with effect from the Appointed Date, all such allotments, sanctions payments, undertakings and guarantees shall be transferred to and deemed to have been made by or in favour of the Amalgamated Company post effectiveness of the Scheme and accordingly, any such allotment, sanction, undertaking, guarantee as may be required to be allotted to or provided by the Amalgamating Company 2, shall be issued to or provided by the Amalgamated Company.

Contracts

(vii) upon this Scheme becoming effective and with effect from the Appointed Date, all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, registrations and other instruments, permits, rights, subsidies, concessions, entitlements, credentials, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 2, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 2, or to the benefit of which, the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually on same terms and conditions as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligor thereto.

(viii) all bank guarantees, performance guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 2 or to the benefit of which the Amalgamating Company 2 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective and with effect from the Appointed Date, by operation of law pursuant to the vesting orders of the NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company.

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(ix) upon this Scheme becoming effective and with effect from the Appointed Date, all lease/license or rent agreements entered into by the Amalgamating Company 2 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

(x) upon this Scheme becoming effective and with effect from the Appointed Date, all *inter-se* contracts entered solely between Amalgamating Company 2 and the Amalgamated Company (prior to the effectiveness of the Scheme), including but not limited to, any inter-corporate deposits, loans, investments and advances, outstanding balances or other obligations between the Amalgamating Company 2 *inter-se* and/or the Amalgamated Company (prior to the effectiveness of the Scheme), shall stand cancelled and cease to operate and be considered as intra-party transactions for all purposes.

Legal suits and proceedings

(xi) upon this Scheme becoming effective and with effect from the Appointed Date, any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 2, shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 2 as if this Scheme had not been implemented.

Transfer of employees

(xii) upon this Scheme becoming effective, all employees, who are on the payrolls of the Amalgamating Company 2, employees / personnel engaged on contract basis and contract labourers and interns / trainees of the Amalgamating Company 2, who are on its payrolls shall become employees, employees / personnel engaged on contract basis, contract labourers or interns / trainees, as the case may be, of the Amalgamated Company on such terms and conditions which are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 2, without any interruption of service as a result of this Amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 2, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 2 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained or used for making statutory contributions by the Amalgamating Company 2, in accordance with the provisions of Applicable Laws.

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Intellectual Property

(xiii) upon this Scheme becoming effective and with effect from the Appointed Date, all the intellectual property rights of any nature whatsoever shall stand transferred to and vested in the Amalgamated Company.

Taxes

(xiv) upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 2, including all or any refunds or claims shall be treated as the Tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any Tax incentives, advantages, privileges, subsidies, exemptions, credits, holidays, remissions, reductions, export benefits, all indirect Tax related benefits, including GST benefits, service Tax benefits, customs duty exemptions and concessions, all indirect Tax related assets/credits, including but not limited to goods and service Tax input credits, Tax Credits, sales tax/entry Tax credits or set-off, advance tax, self-assessment tax or regular assessment tax, TDS/TCS credits or set-off (to the extent remaining unutilized on the Appointed Date), shall be available to the Amalgamated Company.

(xv) upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme, and accordingly the Amalgamated Company shall be entitled to revise its Income Tax (including income tax returns under section 170A of the IT Act) returns, TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to indirect Taxes, such as sales tax, value added tax, excise duties, service tax and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.

Licenses and Approvals

(xvi) upon this Scheme becoming effective and with effect from the Appointed Date, all licenses, approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), agreements confirmations, declarations waivers, exemptions, registrations, filings whether government, statutory or regulatory as required under law including without limitation, consent to establish and operate, the mining leases and plans, environmental, railways, pollution authorities,

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power, solar power, open access power, wind power, ground water related, land exchange, insurance etc., sanctions, and certificates of every kind and description whatsoever in relation to the Amalgamating Company 2, or to the benefit of which the Amalgamating Company 2 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and be enforced as fully and effectually as if, instead of the Amalgamating Company 2, the Amalgamated Company had been a party or beneficiary or obligee thereto. For this purpose, the Amalgamated Company shall file appropriate applications / documents with relevant authorities concerned for information and record purposes so as to empower and facilitate the approvals and vesting of the Amalgamating Company 2 in the Amalgamated Company. For the avoidance of doubt, it is clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall be obligated to, and shall make and duly record the necessary substitution / endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof.

<u>Electricity sanctions and Tariff</u>

(xvii) upon this Scheme becoming effective and with effect from the Appointed Date, all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities to the Amalgamating Company 2, if any, together with security deposits and all other advances paid, if any, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 2.

4.2 The Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 2.

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It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes. The Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Amalgamating Company 2 and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

4.3 The Amalgamating Company 2 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 2 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 2 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 2.

4.4 **Consolidation of authorised Share Capital of the Amalgamating Company 2 with that of the Amalgamated Company**

4.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 2 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

4.4.2 It is hereby clarified that the pre-Scheme authorised equity Share Capital of Amalgamating Company 2, comprising of 11,70,00,000 Equity Shares of INR 10 each, amounting to INR 117,00,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 23,40,00,000 Equity Shares of INR 5 each (amounting to INR 117,00,00,000). Similarly, the pre-Scheme authorised preference Share Capital of Amalgamating Company 2, comprising of 2,00,000 preference shares of INR 100 each, amounting to INR 2,00,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 40,00,000 Equity Shares of INR 5 each.

4.4.3 Upon this Scheme becoming effective and with effect from the Appointed Date, and consequent to transfer of the existing authorised Share Capital of the Amalgamating Company 2, the authorised equity Share Capital of the Amalgamated Company (pursuant to Part IV of the Scheme), shall stand enhanced by an aggregate amount of INR 1,19,00,00,000 (Indian Rupees one hundred nineteen crore only).

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4.4.4 Accordingly, the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and amended, pursuant to Sections 13 and 61 of the 2013 Act and other applicable provisions of the 2013 Act, as set out under Clause 6.1. It is clarified that upon sanction of the Scheme, the Amalgamated Company shall not be required to seek separate consent / approval of its shareholders for the aforesaid alteration of the Memorandum of Association of the Amalgamated Company as required under Sections 13, 61, 64 of the 2013 Act and/or any other applicable provisions of the 2013 Act.

4.4.5 The filing fees and stamp duty, if any, paid by the Amalgamating Company 2 on its authorised Share Capital prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company on the increased authorised Share Capital and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty for its increased authorised Share Capital pursuant to this Clause 4.4.

4.5 No issuance of Shares by the Amalgamated Company and Cancellation of Shareholding/Investments

4.5.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon this scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

4.5.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 2, whether held in its own name or through nominee shareholders (whether in dematerialised form or otherwise), shall stand cancelled in entirety, become non-tradeable and be extinguished without any consideration and without any further act or deed or necessity of them being surrendered to the Amalgamating Company 2 or to the Amalgamated Company and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of this Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

4.6 Accounting Treatment in the books of the Amalgamated Company pursuant to the Amalgamation in terms of this Part IV

4.6.1 Notwithstanding anything else contained in this Scheme, upon approval of the Scheme by the NCLT, the Amalgamated Company shall account for merger of the Amalgamating Company 2 in its books of accounts in accordance with Ind AS

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notified under Section 133 of the Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

(i) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Company 2 vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of accounts of the Amalgamating Company 2.

(ii) The balance of the reserves appearing in the financial statements of the Amalgamating Company 2 will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Amalgamated Company.

(iii) The identity of the reserves shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company 2.

(iv) The amount of any inter-company balances/ deposits and loans or advances outstanding between the Amalgamated Company and the Amalgamating Company 2, if any, shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.

(v) Investment appearing in the books of the Amalgamated Company in the form of Equity Shares held in the Amalgamating Company 2 shall, without any further act or deed, stand cancelled in accordance with clause 4.5.1.

(vi) The difference, if any, between the value of net assets acquired and recorded as per clause (i) and the value of (a) reserves acquired and recorded as per clause (ii), (b) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause (iv) and (c) cancellation of investments as per clause (v) above shall be recorded as capital reserve account.

(vii) In case of any difference in accounting policy between the Amalgamated Company and the Amalgamating Company 2, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

(viii) Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Amalgamated Company shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under Section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

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4.7 **Accounting treatment in the books of Amalgamating Company 2:**

The Amalgamating Company 2 shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Amalgamating Company 2.

4.8 **Tax Treatment**

4.8.1 The provisions of this Part of Scheme have been drawn up to comply with the conditions relating to "Amalgamation" specified under the Tax laws, specifically Section 2(1B), Section 47 and other applicable provisions of IT Act.

4.8.2 As part of the Scheme, all assets (including immovable properties) of the Amalgamating Company 2 immediately before the Appointed Date shall become the assets / property of the Amalgamated Company, by virtue of the Amalgamation, otherwise than as a result of the acquisition of the property of the Amalgamating Company 2 by the Amalgamated Company pursuant to the purchase of such property by the Amalgamated Company, or as a result of the distribution of such property to the Amalgamated Company, after the winding up of the Amalgamating Company 2.

4.8.3 All liabilities of the Amalgamating Company 2 immediately before the Appointed Date shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation.

4.8.4 All the deductions otherwise admissible to the Amalgamating Company 2, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section 40, Section 40A etc. of the IT Act) will be eligible for deduction to Amalgamated Company, upon fulfillment of conditions, if any, required under the IT Act.

4.8.5 If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary by the Board of Directors of the relevant Scheme Entities, to comply with Section 2(1B), Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

4.8.6 Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate relating in name of Amalgamating Company 2 is received, or Tax Credit is appearing in Form 26AS of Amalgamating Company 2, it shall be deemed to have been

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received by and in the name of the Amalgamated Company which shall be entitled to claim credit for such Tax deducted or collected.

4.8.7 Upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes and duties payable by the Amalgamating Company 2 (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State sales tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other Applicable Laws), accruing and relating to the Amalgamating Company 2 from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Amalgamated Company.

4.8.8 Upon this Scheme becoming effective and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc. to which the Amalgamating Company 2 is entitled to shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.

4.8.9 Each of the Amalgamating Company 2 and the Amalgamated Company shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the IT Act or otherwise) TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Amalgamating Company 2 and the Amalgamated Company and shall have the right to claim refunds, advance tax credits, input Tax Credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme.

4.8.10 Upon this Scheme becoming effective, all Tax compliances under any Tax laws by the Amalgamated Company 2 on or after Appointed Date shall be deemed to be made by the Amalgamated Company.

4.8.11 All inter-se transactions amongst the Amalgamating Company 2 and the Amalgamated Company between the Appointed Date and the Effective Date shall be considered as transactions from the Amalgamated Company to itself subject to the other provisions of this Scheme. Any Tax deducted at source by the Amalgamating Company 2/ Amalgamated Company on inter-se transactions between the Amalgamating Company 2 and the Amalgamated Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly in the hands of the Amalgamated Company. The Amalgamated Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Amalgamating Company 2 and

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the Amalgamated Company in respect of inter-se transactions of supply or receipt of goods and services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.

4.8.12 Upon this Scheme becoming effective, any Tax deposited, certificates issued or returns filed by the Amalgamating Company 2 relating to Amalgamating Company 2 shall continue to hold good as if such amounts were deposited, certificates were issued and returns were filed by the Amalgamated Company.

4.8.13 All the expenses incurred by the Amalgamating Company 2 and the Amalgamated Company in relation to the Amalgamation of the Amalgamating Company 2 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of five(5) financial years beginning with the previous year during which this Scheme becomes effective.

4.8.14 Any refund, Tax Credit and adjustment under the Tax laws due to the Amalgamating Company 2 pertaining to the Amalgamating Company 2 consequent to the assessments made on the Amalgamating Company 2 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The Appropriate Governmental Authority shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the sanction of this Scheme by the NCLT and upon relevant proof and documents being provided to the Appropriate Governmental Authority.

4.8.15 The Amalgamating Company 2 may be entitled to various incentive schemes, subsidies, special status, entitlements, benefits, advantages, privileges, exemptions, credits, Tax holidays, remissions, reductions, rebates, etc and pursuant to this Scheme, all such benefits pertaining to the Amalgamating Company 2 shall stand transferred to and vested in the Amalgamated Company and all such benefits, of any nature whatsoever including benefits under various Taxes including the income tax, excise, sales tax, service tax, goods and services tax exemptions, concessions, remissions, subsidies and other incentives in relation to the consumer products business, to the extent statutorily available, shall be claimed by the Amalgamated Company.

4.9 **Conduct of Businesses till Effective Date**

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

(i) the Amalgamating Company 2 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of all its properties and assets, for and on account of and in trust for the Amalgamated Company;

(ii) all profits or income arising or accruing in favour of the Amalgamating Company 2 and all Taxes paid thereon (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 2 shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Amalgamated Company;

(iii) the Amalgamating Company 2 shall carry on its business with reasonable diligence and business prudence in the ordinary course and in the same manner as it had been doing hitherto in good faith and in accordance with Applicable Law, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

(a) when the same is expressly provided in the Scheme;

(b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 2; or

(c) when written consent of the JKLC /Amalgamated Company has been obtained in this regard.

(iv) In the event that the Amalgamating Company 2 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of Equity Shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.3 and 2.1, shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;

(v) the Amalgamating Company 2 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and

(vi) the Amalgamating Company 2 shall not amend its memorandum of association or articles of association, except with prior written consent of the Amalgamated Company.

4.9.2 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 2 immediately prior to the Effective Date.

4.9.3 For the purpose of giving effect to the Amalgamation order passed under Sections 230 to 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by the NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the Amalgamation of the Amalgamating Company 2, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and such

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other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

4.9.4 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 2 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 2), in order to give effect to the foregoing provisions.

4.10 **Dissolution of the Amalgamating Company 2**

Upon the Effective Date, the Amalgamating Company 2 shall, without any further act or deed, stand dissolved without being wound up, in accordance with the 2013 Act and the name of the Amalgamating Company 2 shall be struck off the register of companies maintained by the Registrar of Companies. Consequently, upon the Effective Date, the investments in the equity Share Capital of the Amalgamating Company 2 appearing in the books of accounts of its shareholders and their nominees shall stand cancelled.

4.11 **Saving of Concluded Transactions**

Subject to the terms of the Scheme, the Amalgamation and vesting of the Amalgamating Company 2 into the Amalgamated Company shall not affect any transaction or proceedings already concluded by the Amalgamating Company 2 until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company 2 in respect thereto as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

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PART V

5. Amalgamation of the Amalgamating Company 3 into and with the Amalgamated Company

5.1 Transfer and vesting of assets and liabilities and entire business of the Amalgamating Company 3

5.1.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 3, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 3 and the entire business shall stand transferred to and vested with the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 3 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law.

5.1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein:

<u>**Transfer of Assets and Liabilities**</u>

(i) upon this Scheme becoming effective and with effect from the Appointed Date, all assets of the Amalgamating Company 3, that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by vesting and recordal including equipment, furniture and fixtures, shall stand vested in and be deemed to be vested in the Amalgamated Company, wherever located, and shall become the property and an integral part of the Amalgamated Company. The vesting pursuant to this sub-Clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.

(ii) upon this Scheme becoming effective and with effect from the Appointed Date, all other movable properties of the Amalgamating Company 3, including investments in shares and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, undertaking, bank guarantees, etc., if any, with government, semi-government, local and other authorities and bodies, customers and/or any other persons, shall without any further act, instrument or deed, become the property of the Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard.

(iii) upon this Scheme becoming effective and with effect from the Appointed Date, all immovable properties of the Amalgamating Company 3, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Amalgamating Company 3, whether freehold or leasehold or licensed or otherwise and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in and with the Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company 3 and/or the Amalgamated Company. The Amalgamated Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and Taxes and fulfil all obligations in relation to or applicable to such immovable properties. The mutation or substitution of the title to the immovable properties shall, upon this Scheme becoming effective and with effect from the Appointed Date, be made and duly recorded in the name of the Amalgamated Company by the appropriate authorities pursuant to the sanction of this Scheme by the NCLT in accordance with the terms hereof. Any statutory fees, including stamp duty, registration fees, etc., if any, paid by the Amalgamating Company 3 in relation to its immovable properties, prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company upon this Scheme becoming effective and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty and shall be entitled to any stamp duty rebates, etc., in relation to the transfer of any immovable property of the Amalgamating Company 3 accruing / having accrued to the Amalgamating Company 3 prior to the effectiveness of the Scheme.

(iv) upon this Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured or whether provided for or not in the books of account or disclosed in the financial statements of the Amalgamating Company 3, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company shall, and does hereby undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any.

(v) upon this Scheme becoming effective and with effect from the Appointed Date, all estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Amalgamating Company 3 or that may accrue to the Amalgamating Company 3 shall be deemed to have been accrued to and/or acquired for and on behalf of the Amalgamated Company and shall, pursuant to Section 230 to 232 of the 2013 Act and other applicable provisions of the 2013 Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Amalgamated Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Amalgamated Company.

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(vi) upon this Scheme becoming effective and with effect from the Appointed Date, all allotments, sanctions payments, undertakings and guarantees shall be transferred to and deemed to have been made by or in favour of the Amalgamated Company post effectiveness of the Scheme and accordingly, any such allotment, sanction, undertaking, guarantee as may be required to be allotted to or provided by the Amalgamating Company 3, shall, be issued to or provided by the Amalgamated Company.

Contracts

(vii) upon this Scheme becoming effective and with effect from the Appointed Date, all contracts, deeds, bonds, agreements, schemes, arrangements, approvals, certificates, leases, registrations and other instruments, permits, rights, subsidies, concessions, entitlements, credentials, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies) for the purpose of carrying on the business of the Amalgamating Company 3, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Amalgamating Company 3, or to the benefit of which, the Amalgamating Company 3 may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced as fully and effectually on same terms and conditions as if, instead of the Amalgamating Company 3, the Amalgamated Company had been a party or beneficiary or obligor thereto.

(viii) all bank guarantees, performance guarantees, letters of credit, agreements with any government entity, department, commission, board, agency, bureau or official, hire purchase agreements, lending agreements and such other agreements, deeds, documents and arrangements pertaining to the business of the Amalgamating Company 3 or to the benefit of which the Amalgamating Company 3 may be eligible and which are subsisting or having effect immediately before the Effective Date, including all rights and benefits (including benefits of any deposit, advances, receivables or claims) arising or accruing therefrom, shall, upon this Scheme becoming effective and with effect from the Appointed Date, by operation of law pursuant to the vesting orders of the NCLT, be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses of the Amalgamated Company.

(ix) upon this Scheme becoming effective and with effect from the Appointed Date, all lease/license or rent agreements entered into by the Amalgamating Company 3 with various landlords, owners and lessors, together with security deposits and advance/prepaid lease/license fee, etc., shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed.

(x) upon this Scheme becoming effective and with effect from the Appointed Date, all inter-se contracts entered solely between Amalgamating Company

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3 and Amalgamated Company, including but not limited to, any inter-corporate deposits, loans, investments and advances, outstanding balances or other obligations between the Amalgamating Company 3 inter-se and/or the Amalgamated Company, shall stand cancelled and cease to operate and be considered as intra-party transactions for all purposes.

Legal suits and proceedings

(xi) upon this Scheme becoming effective and with effect from the Appointed Date, any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company 3, shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company 3 as if this Scheme had not been implemented.

Transfer of employees

(xii) upon this Scheme becoming effective, all employees, who are on the payrolls of the Amalgamating Company 3, employees / personnel engaged on contract basis and contract labourers and interns / trainees of the Amalgamating Company 3, who are on its payrolls shall become employees, employees / personnel engaged on contract basis, contract labourers or interns / trainees, as the case may be, of the Amalgamated Company on such terms and conditions which are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 3, without any interruption of service as a result of this Amalgamation and transfer. With regard to provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Amalgamating Company 3, upon this Scheme becoming effective, the Amalgamated Company shall stand substituted for the Amalgamating Company 3 for all purposes whatsoever, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds and/or schemes maintained or used for making statutory contributions by the Amalgamating Company 3, in accordance with the provisions of Applicable Laws.

Intellectual Property

(xiii) upon this Scheme becoming effective and with effect from the Appointed Date, all the intellectual property rights of any nature whatsoever shall stand transferred to and vested in the Amalgamated Company.

Taxes

(xiv) upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, TCS, fringe benefit tax, banking cash

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transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) payable by or refundable to or being the entitlement of the Amalgamating Company 3, including all or any refunds or claims shall be treated as the Tax liability or refunds/credits/claims, as the case may be, of the Amalgamated Company, and any Tax incentives, advantages, privileges, subsidies, exemptions, credits, holidays, remissions, reductions, export benefits, all indirect Tax related benefits, including GST benefits, service Tax benefits, customs duty exemptions and concessions, all indirect Tax related assets/credits, including but not limited to goods and service Tax input credits, Tax Credits, sales tax/entry Tax credits or set-off, advance tax, self-assessment tax or regular assessment tax, TDS/TCS credits or set-off (to the extent remaining unutilized on the Appointed Date), shall be available to the Amalgamated Company.

(xv) upon this Scheme becoming effective, the accounts of the Amalgamated Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme and accordingly the Amalgamated Company shall be entitled to revise its Income Tax (including income Tax returns under section 170A of the IT Act) returns, TDS returns, GST returns and other statutory returns as may be required under respective statutes pertaining to indirect Taxes, such as sales tax, value added tax, excise duties, service tax and/or duties under Central Goods and Services Tax Act, 2017, the relevant State / Union Territory's legislation in terms of the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Act, etc.

Licenses and Approvals

(xvi) upon this Scheme becoming effective and with effect from the Appointed Date, all licenses, approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental Authority, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), agreements confirmations, declarations waivers, exemptions, registrations, filings whether government, statutory or regulatory as required under law, sanctions, and certificates of every kind and description whatsoever in relation to the Amalgamating Company 3, or to the benefit of which the Amalgamating Company 3 may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect in favour of the Amalgamated Company and be enforced as fully and effectually as if, instead of the Amalgamating Company 3, the Amalgamated Company had been a party or beneficiary or obligee thereto.

Electricity sanctions and Tariff

(xvii) upon this Scheme becoming effective and with effect from the Appointed Date, all electricity connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and

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authorities to the Amalgamating Company 3, if any, together with security deposits and all other advances paid, if any, shall stand automatically transferred and vested in favour of the Amalgamated Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed. The relevant electricity companies, boards, agencies and authorities shall issue invoices in the name of the Amalgamated Company with effect from the billing cycle commencing from the month immediately succeeding the month in which an intimation of the effectiveness of the Scheme is filed by the Amalgamated Company with them. The Amalgamated Company and the relevant electricity companies, boards, agencies and authorities shall continue to comply with the terms, conditions and covenants associated with the grant of such connection. Without limiting the generality of the foregoing, the Amalgamated Company shall also be entitled to refund of security deposits paid to or placed with such electricity companies, boards, agencies, municipal corporation, statutory and other authorities by the Amalgamating Company 3.

5.2 The Amalgamating Company 3 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, do all such acts or things as may be necessary to transfer/obtain the approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates which were held or enjoyed by the Amalgamating Company 3. It is hereby clarified that if the consent of any third party or Governmental Authority is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Amalgamated Company upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Amalgamated Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes.

5.3 The Amalgamating Company 3 and/or the Amalgamated Company, as the case may be, shall, at any time upon this Scheme becoming effective, in accordance with the provisions hereof, if so required under any law or otherwise, execute appropriate deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to which the Amalgamating Company 3 has been a party, including any filings with the regulatory authorities, in order to give formal effect to the above provisions. The Amalgamated Company shall, under the provisions hereof, be deemed to be authorised to execute any such writings for and on behalf of the Amalgamating Company 3 and to carry out or perform all such formalities or compliances referred to above on the part of the Amalgamating Company 3.

5.4 **Consolidation of authorised Share Capital of Amalgamating Company 3 with the Amalgamated Company**

5.4.1 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 3 (both, authorised

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equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

5.4.2 It is hereby clarified that the pre-Scheme authorised equity Share Capital of the Amalgamating Company 3, comprising of 25,00,000 Equity Shares of INR 4 each, amounting to INR 1,00,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 20,00,000 Equity Shares of INR 5 each (amounting to INR 1,00,00,000). Similarly, the pre-Scheme authorised preference Share Capital of the Amalgamating Company 3, comprising of 1,51,000 preference shares of INR 100 each, amounting to INR 1,51,00,000, shall stand merged into the authorised equity Share Capital of the Amalgamated Company as 30,20,000 Equity Shares of INR 5 each.

5.4.3 Upon this Scheme becoming effective and with effect from the Appointed Date, and consequent to transfer of the existing authorised Share Capital of the Amalgamating Company 3, the authorised equity Share Capital of the Amalgamated Company, shall stand further enhanced by an aggregate amount of INR 2,51,00,000 (Indian Rupees two crore fifty-one lakh only).

5.4.4 Accordingly, the Memorandum of Association of the Amalgamated Company shall without any act, instrument or deed be and stand altered, modified and amended, pursuant to Sections 13 and 61 of the 2013 Act and other applicable provisions of the 2013 Act, as set out under Clause 6.1. It is clarified that upon sanction of the Scheme, the Amalgamated Company shall not be required to seek separate consent / approval of its shareholders for the aforesaid alteration of the Memorandum of Association of the Amalgamated Company as required under Sections 13, 61, 64 of the 2013 Act and/or any other applicable provisions of the 2013 Act.

5.4.5 The filing fees and stamp duty, if any, paid by the Amalgamating Company 3 on its authorised Share Capital prior to the Scheme, shall be deemed to have been so paid by the Amalgamated Company on the increased authorised Share Capital and accordingly, the Amalgamated Company shall not be required to pay any fee/stamp duty for its increased authorised Share Capital pursuant to this Clause 5.4.

5.5 **No issuance of Shares by the Amalgamated Company and Cancellation of Shareholding/Investments**

5.5.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon this Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

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5.5.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 3, whether held in its own name or through nominee shareholders (whether in dematerialised form or otherwise), shall stand cancelled in entirety, become non-tradeable and be extinguished without any consideration and without any further act or deed or necessity of them being surrendered to the Amalgamating Company 3 or to the Amalgamated Company and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of this Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

5.6 **Accounting Treatment in the books of the Amalgamated Company pursuant to the Amalgamation in terms of this Part V**

5.6.1 Notwithstanding anything else contained in this Scheme, upon approval of the Scheme by the NCLT, the Amalgamated Company shall account for merger of the Amalgamating Company 3 in its books of accounts in accordance with Ind AS notified under Section 133 of the Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time, and the date of such accounting treatment would be in accordance with the applicable Ind AS:

(i) The Amalgamated Company shall record the assets and liabilities of the Amalgamating Company 3 vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of accounts of the Amalgamating Company 3.

(ii) The balance of the reserves appearing in the financial statements of the Amalgamating Company 3 will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Amalgamated Company.

(iii) The identity of the reserves shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company 3.

(iv) The amount of any inter-company balances/ deposits and loans or advances outstanding between the Amalgamated Company and the Amalgamating Company 3, if any, shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.

(v) Investment appearing in the books of the Amalgamated Company in the form of Equity Shares held in the Amalgamating Company 3 shall, without any further act or deed, stand cancelled in accordance with Clause 5.5.1.

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(vi) The difference, if any, between the value of net assets acquired and recorded as per clause (i) and the value of (a) reserves acquired and recorded as per clause (ii), (b) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause (iv) and (c) cancellation of investments as per clause (v) above shall be recorded as capital reserve account.

(vii) In case of any difference in accounting policy between the Amalgamated Company and the Amalgamating Company 3, the accounting policies followed by the Amalgamated Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

(viii) Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Amalgamated Company, shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under Section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

5.7 **Accounting treatment in the books of Amalgamating Company 3:**

The Amalgamating Company 3 shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Amalgamating Company 3.

5.8 **Tax Treatment**

5.8.1 The provisions of this Part of the Scheme have been drawn up to comply with the conditions relating to "Amalgamation" specified under the Tax laws, specifically Section 2(1B), Section 47 and other applicable provisions of IT Act.

5.8.2 As part of the Scheme, all assets (including immovable properties) of the Amalgamating Company 3 immediately before the Appointed Date shall become the assets / property of the Amalgamated Company, by virtue of the Amalgamation, otherwise than as a result of the acquisition of the property of the Amalgamating Company 3 by the Amalgamated Company pursuant to the purchase of such property by the Amalgamated Company, or as a result of the distribution of such property to the Amalgamated Company, after the winding up of the Amalgamating Company 3.

5.8.3 All liabilities of the Amalgamating Company 3 immediately before the Appointed Date shall become the liabilities of the Amalgamated Company, by virtue of the Amalgamation in terms of this Part V of the Scheme.

5.8.4 All the deductions otherwise admissible to the Amalgamating Company 3, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section

40, Section 40A etc. of the IT Act) will be eligible for deduction to the Amalgamated Company, upon fulfillment of conditions, if any, required under the IT Act.

5.8.5 If, at a later date, any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, including as a result of an amendment of law or enactment of new legislation or any other reason whatsoever, the provisions of Section 2(1B), Section 47 and/or other applicable provisions of the IT Act, or corresponding provisions of any amended or newly enacted law, shall prevail and the Scheme shall stand modified to the extent determined necessary by the Board of Directors of the relevant Scheme Entities, to comply with Section 2(1B), Section 47 and/or other applicable provisions of the IT Act or such corresponding provisions of newly enacted law or new legislation. Such modifications will, however, not affect the other provisions of the Scheme.

5.8.6 Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate relating in name of Amalgamating Company 3 is received, or Tax Credit is appearing in Form 26AS of Amalgamating Company 3, it shall be deemed to have been received by and in the name of the Amalgamated Company which shall be entitled to claim credit for such Tax deducted or collected.

5.8.7 Upon this Scheme becoming effective and with effect from the Appointed Date, all Taxes and duties payable by the Amalgamating Company 3 (including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State sales Tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other Applicable Laws), accruing and relating to the Amalgamating Company 3 from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Amalgamated Company.

5.8.8 Upon this Scheme becoming effective and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc., to which the Amalgamating Company 3 is entitled to shall be available to and vest in the Amalgamated Company, without any requirement of a further act or deed.

5.8.9 Each of the Amalgamating Company 3 and the Amalgamated Company shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the IT Act or otherwise) TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Amalgamating Company 3 and the Amalgamated Company and shall have the

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right to claim refunds, advance Tax Credits, input Tax Credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme.

5.8.10 Upon the effectiveness of this Scheme, all Tax compliances under any Tax laws by the Amalgamated Company 3 on or after Appointed Date shall be deemed to be made by the Amalgamated Company.

5.8.11 All inter-se transactions amongst the Amalgamating Company 3 and the Amalgamated Company between the Appointed Date and the Effective Date shall be considered as transactions from the Amalgamated Company to itself subject to the other provisions of this Scheme. Any Tax deducted at source by the Amalgamating Company 3/ Amalgamated Company on inter-se transactions between the Amalgamating Company 3 and the Amalgamated Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Amalgamated Company and shall, in all proceedings, be dealt with accordingly in the hands of the Amalgamated Company. The Amalgamated Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Amalgamating Company 3 and the Amalgamated Company in respect of inter-se transactions of supply or receipt of goods and services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.

5.8.12 Upon this Scheme becoming effective, any Tax deposited, certificates issued or returns filed by the Amalgamating Company 3 relating to Amalgamating Company 3 shall continue to hold good as if such amounts were deposited, certificates were issued, and returns were filed by the Amalgamated Company.

5.8.13 All the expenses incurred by the Amalgamating Company 3 and the Amalgamated Company in relation to the Amalgamation of the Amalgamating Company 3 with the Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Amalgamated Company in accordance with Section 35DD of the IT Act over a period of five(5) financial years beginning with the previous year during which this Scheme becomes effective.

5.8.14 Any refund, Tax Credit and adjustment under the Tax laws due to the Amalgamating Company 3 pertaining to the Amalgamating Company 3 consequent to the assessments made on the Amalgamating Company 3 and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by the Amalgamated Company. The Appropriate Governmental Authority shall be bound to transfer to the account of and give credit for the same to the Amalgamated Company upon the sanction of this Scheme by the NCLT and upon relevant proof and documents being provided to the Appropriate Governmental Authority.

5.9 **Conduct of Businesses till Effective Date**

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

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(i) the Amalgamating Company 3 undertakes to carry on and shall be deemed to have carried on all its business activities and stand possessed of all its properties and assets, for and on account of and in trust for the Amalgamated Company;

(ii) all profits or income arising or accruing in favour of the Amalgamating Company 3 and all Taxes paid thereon (including but not limited to advance tax, self-assessment tax, regular assessment tax, TDS, fringe benefit tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, etc.) or losses arising or incurred by the Amalgamating Company 3 shall, for all purposes, be treated as and deemed to be the profits or income, Taxes or losses, as the case may be, of the Amalgamated Company;

(iii) the Amalgamating Company 3 shall carry on its business with reasonable diligence and business prudence in the ordinary course and in the same manner as it had been doing hitherto in good faith and in accordance with Applicable Law, and shall not undertake any additional financial commitment of any nature whatsoever, borrow any amount or incur any other liabilities or expenditure, issue any additional guarantee, indemnity, letters of comfort or commitment either for itself or on behalf of its affiliates or associates or any third party, or sell, transfer, alienate, charge, mortgage or encumber or deal in any of its properties/assets, except:

   (a) when the same is expressly provided in the Scheme;

   (b) when the same is in the ordinary course of business as carried on by the Amalgamating Company 3; or

   (c) when written consent of the JKLC / Amalgamated Company has been obtained in this regard.

(iv) In the event that the Amalgamating Company 3 and/or the Amalgamated Company change their capital structures either by way of any increase (by issue of Equity Shares, bonus shares, convertible securities or otherwise), decrease, reduction, reclassification, sub-division, consolidation, or re-organisation in any other manner, which would have the effect of bringing some change to the capital structures of such company(ies), the relevant provisions of this Scheme, including Clause 2.1 and 2.4, shall stand modified / adjusted accordingly to take into account the effect of such corporate actions;

(v) the Amalgamating Company 3 shall not alter or substantially expand its business, except with the prior written consent of the Amalgamated Company; and

(vi) the Amalgamating Company 3 shall not amend its memorandum of association or articles of association, except with prior written consent of Amalgamated Company.

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5.9.2 With effect from the Effective Date, the Amalgamated Company shall carry on and shall be entitled to carry on the business, as carried on by the Amalgamating Company 3 immediately prior to the Effective Date.

5.9.3 For the purpose of giving effect to the Amalgamation order passed under Sections 230 to 232 of the 2013 Act and such other provisions thereof in respect of this Scheme by the NCLT, the Amalgamated Company shall, at any time pursuant to the orders approving this Scheme, be entitled to get the recordal of the change in the legal right(s) upon the Amalgamation of the Amalgamating Company 3, in accordance with the provisions of Sections 230 to 232 of the 2013 Act and such other provisions thereof, as applicable. The Amalgamated Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms, etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme.

5.9.4 The Amalgamated Company unconditionally and irrevocably agrees and undertakes to pay, discharge and satisfy, upon this Scheme becoming effective, all liabilities and obligations of the Amalgamating Company 3 with effect from the Appointed Date (to the extent the same has already not been paid by the Amalgamating Company 3), in order to give effect to the foregoing provisions.

5.10 **Dissolution of the Amalgamating Company 3**

Upon the Effective Date, the Amalgamating Company 3 shall, without any further act or deed, stand dissolved without being wound up, in accordance with the 2013 Act and the name of the Amalgamating Company 3 shall be struck off the register of companies maintained by the Registrar of Companies. Consequently, upon the Effective Date, the investments in the equity Share Capital of the Amalgamating Company 3 appearing in the books of accounts of its shareholders and their nominees shall stand cancelled.

5.11 **Saving of Concluded Transactions**

Subject to the terms of the Scheme, the Amalgamation and vesting of the Amalgamating Company 3 into the Amalgamated Company shall not affect any transaction or proceedings already concluded by the Amalgamating Company 3 until the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Amalgamating Company 3 in respect thereto as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

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PART VI

6. Miscellaneous and General Terms and Conditions

6.1 Consolidation of Authorised Share Capital and alteration of Memorandum of Association of the Amalgamated Company

6.1.1 Consequent to Clause 3.4 of Part III, Clause 4.4 of Part IV and Clause 5.4 of Part V above, the Memorandum of Association of the Amalgamated Company shall, without any further act, instrument or deed, stand altered and be modified and amended, pursuant to Sections 230 to 232 of the Act read with Sections 13 and other applicable provisions of the 2013 Act, in a manner as set out hereunder:

(i) The new authorised Share Capital of the Amalgamated Company shall be INR 721,51,00,000 (Indian Rupees seven-hundred-twenty-one crore and fifty-one lakh only), divided into 129,30,20,000 (one-hundred-twenty-nine crore thirty lakh twenty thousand) Equity Shares of INR 5 (Indian Rupees five) each (amounting to INR 646,51,00,000), 50,00,000 (fifty lakh) preference shares of INR 100 (Indian Rupees one hundred) each (amounting to INR 50,00,00,000) and INR 25,00,00,000 (Indian Rupees twenty-five crore) of unclassified share capital.

(ii) Upon this Scheme becoming effective, Clause 5 of the Memorandum of Association of the Amalgamated Company shall, without any further act, deed or instrument, be substituted by the following clause:

"The authorised share capital of the Company is INR 721,51,00,000 (Indian Rupees seven-hundred-twenty-one crore and fifty-one lakh only), divided into 129,30,20,000 (one-hundred-twenty-nine crore thirty lakh twenty thousand) Equity Shares of INR 5 (Indian Rupees five) each, 50,00,000 (fifty lakh) preference shares of INR 100 (Indian Rupees one hundred) each, and INR 25,00,00,000 (Indian Rupees twenty-five crore) of unclassified share capital, with power to increase, reduce, vary, alter or modify and divide, sub-divide or consolidate the nominal value of the Shares in the Capital for the time being and to classify or reclassify the whole or part of the Unclassified Share Capital into one or more classes and/or denominations and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges and conditions and to vary, modify or abrogate any such rights, privileges and conditions or restrictions attached thereto, whether in regard to dividend, voting, return of capital or otherwise and in such manner as may be permitted by the Companies Act, 2013 or any Statutory modification or re-enactment thereof or as provided by the Articles of Association of the Company."

6.1.2 Deemed Approval of Shareholders for such Amendment: The consent of the shareholders of JKLC to this Scheme shall be sufficient for the purposes of effecting each of the amendments contemplated in this Clause 6.1, and no further resolutions or approvals, whether under Sections 13, 61 and 64 of the 2013 Act or any other applicable provisions of the 2013 Act, or under the Articles of

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Association of JKLC, shall be required to be separately passed, nor shall the Amalgamated Company be required to pay any additional registration fees, stamp duty, etc, in respect of such increase/consolidation of authorized share capital.

6.2 **Power to amend the Scheme**

6.2.1 Notwithstanding any other provisions of this Scheme, but subject to Applicable Laws, the power to make such amendments/modifications to the Scheme (without changing the essence thereof), as may become necessary, whether before or after the Effective Date, shall vest with the Board of Directors of each of the Scheme Entities, which power shall be exercised reasonably in the best interests of the Scheme Entities and their stakeholders, and which power can be exercised at any time.

6.3 **Filing of Applications / Petitions with Tribunal**

6.3.1 The Scheme Entities shall, with all reasonable dispatch, make their respective applications or a joint application to the jurisdictional Tribunal under Sections 230 and 232 of the 2013 Act, and other applicable provisions thereof, seeking orders for dispensing with or convening, holding and/or conducting of the meetings of such classes of their respective shareholders and/or creditors and for sanctioning this Scheme with such modifications, as may be approved by the Tribunal.

6.3.2 Upon this Scheme being approved by the requisite majority of the shareholders and creditors of each of the Scheme Entities (wherever required), each of the Scheme Entities shall, with all reasonable dispatch and file respective petitions before the jurisdictional Tribunal for sanction of this Scheme under Sections 230 to 232 of the 2013 Act, and other applicable provisions thereof, and for such other order or orders, as the Tribunal may deem fit for sanctioning/giving effect to this Scheme. Upon this Scheme becoming effective, the shareholders of each of the Scheme Entities, shall be deemed to have also accorded their approval under all relevant provisions of the 2013 Act, as applicable, for giving effect to all the provisions contained in this Scheme.

6.4 **Effectiveness of the Scheme**

6.4.1 This Scheme is conditional upon, and shall become effective on happening of the last of the following ("**Effective Date**"):

(i) receipt of observation or no-objection letter by JKLC and the Amalgamating Company 1 from SEBI / Stock Exchanges under Regulation 37 of the SEBI Listing Regulations, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to JKLC and the Amalgamating Company 1;

(ii) this Scheme being approved by the respective requisite majorities of the various classes of shareholders and/or creditors, as per the directions of the Tribunal of each of the Scheme Entities as required under the 2013 Act;

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(iii) the Scheme being sanctioned by the Tribunal and appropriate orders being passed by the Tribunal pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereof, as may be applicable; and

(iv) certified copies of the relevant Orders of the Tribunal being filed by each of the Amalgamating Companies and the Amalgamated Company with the Registrar of Companies, Jaipur.

6.4.2 This Scheme shall become effective from the Effective Date, and the provisions of this Scheme shall be applicable and come into operation with effect from the Appointed Date.

6.5 **Sequence of Events**

Upon sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred and become effective and operative on Effective Date, only in the sequence and in the order mentioned hereunder:

(i) transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with JKLC in accordance with Part III of the Scheme;

(ii) transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with JKLC in accordance with Part IV of the Scheme;

(iii) transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with JKLC in accordance with Part V of the Scheme;

(iv) consolidation of authorised Share Capital of the Amalgamated Company and amendment to the Memorandum of Association of the Amalgamated Company in terms of Clause 6.1 of the Scheme; and

(v) issuance and allotment of Consideration Shares by the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 in terms of this Scheme.

6.6 **Record Date**

After this Scheme is sanctioned but before it becomes effective (Effective Date), the Board of Directors of the Amalgamating Company 1 shall, in consultation with the Board of Directors of JKLC / the Amalgamated Company, determine the record date ("**Record Date**") for issuance and allotment of Equity Shares to the Eligible Shareholders of the Amalgamating Company 1 in terms of Part III of this Scheme and the direction of the Tribunal in this regard (if any) for the Amalgamation of the Amalgamating Company 1 pursuant to the Scheme. On determination of Record Date, the Amalgamating Company 1 shall provide to the Amalgamated Company, the list of their respective shareholders as on such Record Date, who are entitled to receive the Equity Shares by the Amalgamated Company in terms of Part III of this Scheme, in order to enable the Amalgamated Company to issue and allot such Equity Shares to such eligible shareholders of the Amalgamating Company 1.

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6.7 **Binding Effect**

Upon this Scheme becoming effective it shall be binding on the Scheme Entities, their respective shareholders, creditors and all other stakeholders.

6.8 **Miscellaneous**

6.8.1 JKLC and the Amalgamating Company 1 shall comply with the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, dated June 20, 2023 ("**SEBI Scheme Circular**"), as amended from time to time, while inter alia procuring the approval of its Public Shareholders and shall provide for voting by such Public Shareholders through postal ballot and e-voting, as may be applicable. For the purposes of this Clause 6.8, the term 'public' shall have the meaning ascribed to such term under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

6.8.2 As an integral part of the Scheme, all rights and liabilities of the Amalgamating Companies in or to a bid presently submitted, if any, to any Person or entity or authority shall stand transferred to the Amalgamated Company.

6.8.3 The transfer of properties and liabilities to, and the continuance of proceedings in terms of the Scheme, including as envisaged in Part III, Part IV and Part V of this Scheme, shall not affect any transaction or proceedings already concluded by any of the Scheme Entities on or before the Appointed Date, and after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things done and executed by the Scheme Entities in respect thereto as done and executed on behalf of itself.

6.8.4 Each of the Scheme Entities shall be entitled to declare and pay dividends, whether interim and/or final, to their respective shareholders prior to the Effective Date. Holders of the Equity Shares in each of the Scheme Entities, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective Articles of Association, including the right to receive dividends. It is clarified that the aforesaid provision in respect of declaration of dividend is only an enabling provision and shall not be deemed to confer any right on any shareholder of any of the Scheme Entities to demand or claim any dividend.

6.8.5 Each of the Scheme Entities shall be entitled to undertake their business operations in ordinary course without any disruption in services and/or operations till the Effective Date of the Scheme.

6.8.6 The resolutions passed by the Board of Directors and the shareholders of the Scheme Entities, which approve the Scheme shall also be deemed to have approved, inter alia, the above actions without the need to pass any separate resolutions for any of the above. Benefits of any and all corporate approvals as may have already been taken by each of the Scheme Entities, including approvals under Sections 42, 62, 180, 185, 186, 188, 196, 197, 198, 203 of the 2013 Act, SEBI Listing Regulations or under the Companies Act, 1956, etc. as the case may be, shall stand transferred to the Amalgamated Company and the said corporate

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approvals and compliances shall be deemed to have been taken / complied with by the Amalgamated Company

6.8.7 Each of the Scheme Entities (acting through their respective Boards of Directors) may assent to any modifications or amendments to this Scheme, which the Tribunal, SEBI, Stock Exchange(s) and/or any other authorities may deem fit to direct or impose, or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and/or carrying out this Scheme. Each of the Scheme Entities (acting through their respective Boards of Directors), are hereby authorised to take such steps and do all acts, deeds and things as may be necessary, desirable or proper to give effect to this Scheme and to resolve any doubts, difficulties or questions, whether by reason of any orders of the Tribunal or SEBI or of any directive or order of any other authorities, or otherwise howsoever arising out of, under or by virtue of this Scheme and/or any matters concerning or connected therewith.

6.8.8 Notwithstanding anything contained to the contrary in this Scheme, the Scheme Entities (acting through their respective Boards of Directors), shall be at liberty to withdraw from this Scheme in case: (i) any condition or alteration imposed by the Tribunal or any other authority is not acceptable to the Scheme Entities; or (ii) any deemed modifications to the Scheme resulting from the Scheme (or any part thereof) being or becoming inconsistent with Applicable Laws (including resulting from an amendment of law or for any other reason whatsoever) is not acceptable to the Scheme Entities; or (iii) prior to the Effective Date, the Scheme Entities (acting through their respective Board of Directors) mutually agree at any time to withdraw the Scheme for any reason.

6.8.9 If any Part of this Scheme is invalid, ruled illegal by any court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the parties that such Part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to any party, in which case the Scheme Entities (acting through their respective Board of Directors), shall attempt to bring about appropriate modifications to this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, in equitable manner as per the intent and spirit of the Scheme, including but not limited to such part.

6.8.10 All costs, charges and expenses, in connection with the Scheme, arising out of or incurred in carrying out and implementing the Scheme and matters incidental thereto, up to the Effective Date, shall be borne and paid by the Amalgamated Company (unless mutually agreed otherwise by the Scheme Entities acting through their respective Board of Directors), and such expenses shall be entitled to be amortised in terms of Applicable Laws.

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF JK LAKSHMI CEMENT LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **JK Lakshmi Cement Limited** ("the Company"), which comprise the balance sheet as at March 31, 2024, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the cash flows statement for the year then ended, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

	Key Audit Matters	
1	**Revenue recognition - Discounts, incentives, rebates etc.** • Recognition, measurement, presentation and disclosure as per Ind AS-115 "Revenue from Contracts with Customers". (Refer Sub-note No III. (13) of Note 1 of Accounting Policy). • Revenue is measured net of discounts, incentives, rebates etc. given to the customers on the Company's sales. • Due to the Company's presence different marketing regions within the country and the competitive business	**Our procedures included:** For recognition of revenue: • We performed walkthroughs to understand the key processes and identify key controls related Ind AS 115 "Revenue from Contracts with Customers" • We performed revenue cut-off testing, by reference to bill dates of sales recorded either side of the financial year end had legally completed; and • Selected a sample of sales contracts and read, analyze and identified the distinct performance obligations in these contracts.

	Key Audit Matters	
	environment, the assessment of the various types of discounts, incentives and rebate schemes, is material and considered to be complex and judgmental. • Therefore, there is a risk of revenue being misstated as a result of faulty estimations over discounts, incentives, and rebates. • Given the judgement required to estimate the amount of provisions, this is a key audit matter.	For Recognition of discount, incentive, and rebate • Assessing the appropriateness of the Company's accounting policies relating to discounts, incentives, rebates, etc by comparing with applicable accounting standards. • Assessing the design and testing the implementation and operating effectiveness of Company's internal controls over the approvals, calculation, provision and disbursement of discounts, incentives and rebates. • Obtaining management's calculations for discounts, incentives and rebates accruals under applicable schemes on a sample basis and comparing the accruals made with the approved schemes. • Obtaining and inspecting, on a sample basis, supporting documentation for discounts, incentives and rebates recorded and disbursed during the year as well as credit notes issued after the year end date to determine whether these were recorded appropriately. • Comparing the historical trend of payments and reversal of discounts, incentives and rebates to provisions made to determine the appropriateness of current year provisions. • Examining manual journals posted to discounts, rebates and incentives to identify unusual or irregular items. Based on our audit procedures we have concluded that revenue, discount, incentive and rebates is appropriately recognized, and that there was no evidence of management bias.
2	**Evaluation of uncertain civil and indirect tax positions and recoverability of amount deposited under protest as recoverable** The Company has material uncertain civil and indirect tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. The eventual outcome of these litigations is uncertain, and the positions taken by the management are based on the application of significant judgement and estimation. The review of these matters requires application and interpretation of tax laws and reference to applicable judicial pronouncements. Based on management judgement and the advice from legal and tax consultants and considering the merits	**Our Procedure included:** Obtained details of completed tax assessments of earlier years and demands as on March 31, 2024 from management. We have done assessment of the managements underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Based on management estimates and Independent legal opinion taken by Management of the Company, the liability against these matters wherever not yet certain have been shown as contingent liability in the current financial statements. Our procedures on verification of the management's assessment of these matters included:

	Key Audit Matters	
	of the case, the Company has recognized provisions wherever required and for the balance matters, where the management expects favourable outcome, these litigations have been disclosed as contingent liabilities in the financial statements unless the possibility of out flow of resources is considered to be remote. Given the uncertainty and application of significant judgment in this area in terms of the eventual outcome of litigations, we determined this to be a key audit matter.	• Understanding and evaluating process and controls designed and implemented by the management including testing of relevant controls. • Gaining an understanding of the civil and tax related litigations through discussions with the management, including the significant developments, additions and settlements during the year and subsequent to 31 March 2024. • Inspecting demand notices received from various tax authorities and evaluating the Company's written responses to those matters. • Evaluating the management's assessment on the likely outcome and potential magnitude by involving experts on complex or significant matters as considered necessary; and • Assessing the adequacy of the Company's disclosures. We did not identify any significant exceptions to the management's assessment of the ongoing civil, income tax and indirect tax litigations as a result of the above procedures.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility and Corporate Governance and Shareholder's Information but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusions thereon.

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

Management's Responsibility for the Standalone Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2024, and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

2 As required by Section 143(3) of the Act, based on our audit we report that:

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

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for not complying with the requirement of audit trail to the extent stated in paragraph (i)(vi) below;

   c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the relevant books of accounts;

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules made thereunder, as amended and other accounting principles generally accepted in India;

   e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act;

   f) The comment relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above

   g) With respect to the adequacy of the internal financial controls over financial reporting of the

Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;

h) In our opinion, the managerial remuneration for the year ended March 31, 2024, has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;

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

   i. The Company has disclosed the impact of pending litigations as at March 31, 2024, on its financial position in its standalone financial statements- Refer note 54, 55, 56 and 57;

   ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

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

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

   v. a) The final dividend relating to financial year 2022-23 declared or paid during the year ended March 31, 2024, by the Company is in compliance with section 123 of the Act.

   b) As stated in Note 50 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended March 31, 2024, which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

   vi. The Company had made the assessment for books of account as per definition in the Act and identified SAP as accounting software used for the creation and maintenance of books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, in case of the Company, audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tampered with. However, the audit trail feature facility was not enabled at the database level to log any data changes for the accounting software used for maintaining the books of accounts.

   As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **S. S. KOTHARI MEHTA & CO. LLP**
Chartered Accountants
ICAI Firm Registration No. 000756N/N500441

SUNIL WAHAL
Partner
Membership No:- 087294

Place: New Delhi
Date: May 23, 2024
UDIN : 24087294BKAHJA4545

Annexure A to the Independent Auditors' Report to the members of JK Lakshmi Cement Limited dated May 23, 2024

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order') issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section.

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

(a)(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) The Company has a regular program of physical verification of its property, plant and equipment. All property, plant and equipment have been verified by the management according to the program. No material discrepancies were noticed on such verification undertaken during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company except as stated in noted no. 2 of the of the standalone financial statements.

Description of Prpoerty	Gross Carrying (Value in ₹ Crore)	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of company
Lease Hold Land	4.02	Bihar Industrial Development Authority (BIADA).	No	July'2015	BIADA has given a notice to the Company on 30.06.2020 that the amount paid by Company is forfeited. Against the Company's appeal the Hon'ble High Court has directed BIADA to relook into allotment of alternative land. BIADA has agreed vide letter dtd- 25.03.2022 for allotment of fresh land elsewhere can be looked into.

(d) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the year ended March 31, 2024.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

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

(b) As disclosed in note 73(vii) to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns of current assets filed by the Company with banks do not have material variances with books of account.

(iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, During the year the Company has provided loans and provided guarantee to companies, firms, Limited Liability Partnerships or any other parties. Details is as follows:

			Amount ₹ in crores
	Guarantees	Security	Loans
Aggregate amount granted/ provided during the year			
- Subsidiaries/Step-down subsidiaries	-	-	69.33
- Joint Ventures	-	-	-
- Associates	-	-	-
- Others	-	-	125.00
Balance outstanding as at balance sheet date in respect of above cases			
- Subsidiaries/Step-down subsidiaries	1,220.77	-	69.33
- Joint Ventures	-	-	-
- Associates	-	-	-
- Others	-	-	17.98

(b) In our opinion and according to the information and explanation given to us, the terms and conditions of the grant of all loans, guarantees provided and investments made are, prima facie, not prejudicial to the interest of the Company. Further, the Company has not given any security or provided any advances in the nature of loans during the year.

(c) In respect of loan(s) and advance in the nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties, the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.

(d) There are no amounts of loans and advances in the nature of loans granted to companies or any other parties which are overdue for more than ninety days.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties, which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, provisions of Section 185 and 186 of the Act, wherever applicable, in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and guarantees, and securities given have been complied with by the Company.

(v) In our opinion and according to the information and explanations given to us, the Company has complied with the directive issued by the Reserve Bank of India and the provisions of Section 73 to76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable) with regard to deposits accepted from public. We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.

(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 Act in respect of the Company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

(vii) (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable as at March 31, 2024, for a period of more than six months from the date they become payable.

(b) According to the records and information & explanations given to us, certain dues in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues that have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute is pending are given below:

Name of the Statue	Nature of the Dues	Amount in Rs crore	Period	Forum where the dispute is pending
Sales Tax Act	Sales Tax	0.43	1992-1994	Rajasthan High Court, Jodhpur
		8.08	2005-2006	
		0.42	1995-2000	
		23.83	2015- 2020	
	Total Sales Tax	**32.76**		
Rajasthan Finance Act, 2006 and Rajasthan Finance Act, 2020	Land Tax on Mining & Non-Mining land	10.46	2006 to 2012-13	Hon'ble Supreme Court
		1.04	2019-20	Rajasthan High Court, Jodhpur
		2.01	2020-21	
		2.01	2021-22	
		2.72	2022-23	
		1.26	2023-24	
	Total Land Tax	**19.50**		
Entry Tax Exemption (Entry Tax Act, 1976)	Entry Tax	3.83	2014-2017	Bilaspur High Court
	Total Entry Tax	**3.83**		

Name of the Statue	Nature of the Dues	Amount in Rs crore	Period	Forum where the dispute is pending
Central Excise Act	Excise Duty	1.83	2015-2018	Add Commissioner, Jodhpur
	Cess on mining dispatches	1.22	1996-97	Rajasthan High Court, Jodhpur
	Cenvat on Clean Energy Cess	2.28	2015-2017	CESTAT
	Coal Cess	6.59	2017-2022	DGGI Raipur
	Total Excise	**11.92**		
Finance Act , 1994	Service Tax	6.64	2013-2014	Rajasthan High Court, Jodhpur
		2.95	2016-18	CESTAT, New Delhi
	Total Service Tax	**9.59**		
Goods and Service Tax Act, 2017	GST on Development and Environment Cess	1.52	2017-2021	Additional Commissioner (Preventive)
	Total Goods and Service Tax	**1.52**		
Income Tax Act	Income Tax	1.67	2012-15	Commissioner of Income Tax, Kolkata
	TCS on DMF	0.56	2016-19	Bilaspur High Court
	Total Income Tax	**2.23**		
Others: The Mines and Minerals (Development and Regulation) Act	National Mineral Exploration Fund	0.80	August 2015 to May 2015	Revision Application before Revisionary Authority, Ministry of Mines, New Delhi
Environment and Health Cess (Rajasthan Finance Act, 2008; Rajasthan Environment and Health Cess Rules, 2008)	Cess on limestone extraction	35.62	2008 to 2017	Supreme Court
The Chhatisgarh Gram Panchayat Terminal Tax (Chhattisgarh Panchayat Raj Act, 1993)	Road dispatches of clinker	1.44	April 15- Mar 19	Bilaspur High Court
Electricity Duty Act	Electricity Duty on WHR/CPP Plant	7.64	Nov'17 to Sept'22	Chief Electrical Inspector – Raipur
	Electricity Duty on WHR/CPP Plant	14.14	March'15 to March'24	Asst. Comm. Commercial Taxes, Sirohi
	E. Duty/WC/ Cross Subsidy	29.12	July 10 to July 13	Jodhpur High Court
	Cross Subsidy on Solar Power purchase	3.05	2022-23	Jodhpur High Court
	Total others	**91.81**		

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records, The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

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

(xii) (a) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii)(a) to 3(xii)(c) of the order are not applicable to the Company and hence not commented upon.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with section 177 and 188 of the Act where applicable, for all transactions with the related parties and the details of related parties transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) 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 the Act.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) The Group has two Core Investment Company as part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year and preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 52 to the standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 58(a) to the standalone financial statements.

(xx) (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 58(a) to the standalone financial statements.

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

For S. S. KOTHARI MEHTA & CO. LLP
Chartered Accountants
ICAI Firm Registration No. 000756N/N500441

SUNIL WAHAL
Partner
Membership No:- 087294

Place of Signature: New Delhi
Date: May 23, 2024
UDIN : 24087294BKAHJA4545

Annexure B to the Independent Auditors' Report to the Members of JK Lakshmi Cement Limited dated May 23, 2024 on its standalone financial statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(g) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of **JK Lakshmi Cement Limited** ("the Company") as of March 31, 2024, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) 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

c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations, given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For S. S. KOTHARI MEHTA & CO. LLP
Chartered Accountants
ICAI Firm Registration No. 000756N/N500441

SUNIL WAHAL
Partner
Membership No:- 087294

Place: New Delhi
Date: May 23, 2024
UDIN : 24087294BKAHJA4545

JK Lakshmi Cement Limited
Balance Sheet as at 31st March 2024

₹ In Crore (10 Million)

		Note No.	As at 31st March 2024	As at 31st March 2023
	ASSETS			
(1)	Non-current Assets			
	(a) Property, Plant and Equipment	2	2,631.44	2,701.47
	(b) Capital work-in-progress	3	373.85	64.92
	(c) Investment Property	4	0.42	0.50
	(d) Intangible Assets	5	4.96	5.33
	(e) Financial Assets			
	(i) Investments	6	1,180.71	414.08
	(ii) Loans	7	15.00	17.32
	(iii) Others	8	48.42	79.00
	(f) Other Non-Current Assets	9	81.55	45.23
			4,336.35	3,327.85
(2)	Current Assets			
	(a) Inventories	10	762.23	700.40
	(b) Financial Assets			
	(i) Investments	11	269.43	510.24
	(ii) Trade Receivables	12	40.15	60.51
	(iii) Cash and Cash Equivalents	13	88.73	138.92
	(iv) Bank Balance other than (iii)	14	140.32	195.79
	(v) Loans	15	72.31	88.73
	(vi) Others	16	26.29	20.63
	(c) Other Current Assets	17	168.73	163.06
	(d) Current Tax Assets (Net)	31	3.55	5.04
			1,571.74	1,883.32
	TOTAL ASSETS		5,908.09	5,211.17
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	18	58.85	58.85
	(b) Other Equity		3,022.60	2,664.89
			3,081.45	2,723.74
	LIABILITIES			
(1)	Non-current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	19	364.33	556.42
	(ii) Lease Liabilities	20	47.48	23.90
	(iii) Other Financial Liabilities	21	335.63	290.97
	(b) Provisions	22	14.13	15.59
	(c) Deferred Tax Liabilities (Net)	23	268.27	159.57
	(d) Other Non-Current Liabilities	24	90.42	90.65
			1,120.26	1,137.10
(2)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	25	344.31	254.81
	(ii) Lease Liabilities	26	10.65	9.52
	(iii) Trade Payables	27		
	Micro and Small Enterprises		12.52	16.28
	Others		455.27	495.68
	(iii) Other Financial Liabilities	28	646.41	327.55
	(b) Other Current Liabilities	29	233.24	241.45
	(c) Provisions	30	3.98	5.04
			1,706.38	1,350.33
	TOTAL EQUITY AND LIABILITIES		5,908.09	5,211.17

Material Accounting Policies	1
Notes on financial statements	2-74

As per our report of even date
For S. S. KOTHARI MEHTA & CO. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

SUNIL WAHAL
Partner
Membership No.: 087294

Place: New Delhi
Date: 23rd May, 2024

SUDHIR A. BIDKAR
Chief Financial Officer

AMIT CHAURASIA
Company Secretary

For and on behalf of the Board of Directors

VINITA SINGHANIA (DIN : 00042983) — Chairperson & Managing Director

Directors:
Dr. R.P. SINGHANIA (DIN : 00036129)
SADHU RAM BANSAL (DIN : 06471984)
N.G. KHAITAN (DIN : 00020588)
BHASWATI MUKHERJEE (DIN : 07173244)
RAVI JHUNJHUNWALA (DIN : 00060972)

ARUN KUMAR SHUKLA (DIN : 09604989) — President & Director

JK Lakshmi Cement Limited
Statement of Profit and Loss for the year ended 31st March 2024

₹ In Crore (10 Million)

		Note No.	For the year ended March 31 2024	For the year ended March 31 2023
I.	Revenue from Operations	32	6,319.77	6,071.05
II.	Other Income	33	64.01	62.23
III.	**Total Income (I+II)**		6,383.78	**6,133.28**
IV.	**Expenses :-**			
	Cost of Materials Consumed	34	988.21	925.69
	Purchases of Stock-in-Trade	35	827.73	689.25
	Change in Inventories of Finished Goods, Work-in-Progress and Stock - in - Trade	36	(48.48)	(33.20)
	Employee Benefits Expense	37	373.86	349.13
	Power and Fuel	38	1,365.64	1,543.91
	Transport, Clearing & Forwarding Charges	39	1,249.11	1,208.60
	Finance Costs	40	87.23	91.50
	Depreciation and Amortization Expense	41	194.97	193.54
	Other Expenses	42	699.95	683.40
	Total Expenses (IV)		5,738.22	**5,651.82**
V.	**Profit before tax (III-IV)**		645.56	**481.46**
VI.	Tax Expense	49		
	(1) Current Tax		226.40	147.80
	(2) Deferred Tax		(5.45)	2.26
	(3) Tax Adjustments for Earlier Years		0.29	0.63
	Total Tax Expense (VI)		221.24	**150.69**
VII.	**Profit for the Year**		424.32	**330.77**
VIII.	**Other Comprehensive Income/(Loss)**			
	Items that Will Not be Reclassified to Profit or Loss in Subsequent Periods			
	(1) Re-measurement (losses)/Gain on defined benefit plans		1.62	(0.83)
	(2) Income tax effect		(0.57)	0.29
	Total Other Comprehensive Income/(Loss) (VIII)		1.05	**(0.54)**
IX.	**Total Comprehensive Income For The Year (VII + VIII)**		425.37	**330.23**
X.	Earnings per equity share (Face Value of ₹ 5 each)	43		
	Basic Earnings per equity share (₹):		36.06	28.11
	Diluted Earnings per equity share (₹):		36.06	28.11

Material Accounting Policies 1
Notes on financial statements 2-74

As per our report of even date
For S. S. KOTHARI MEHTA & CO. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

SUNIL WAHAL
Partner
Membership No.: 087294

Place: New Delhi
Date: 23rd May, 2024

SUDHIR A. BIDKAR
Chief Financial Officer

AMIT CHAURASIA
Company Secretary

For and on behalf of the Board of Directors

VINITA SINGHANIA (DIN : 00042983) Chairperson & Managing Director

Dr. R.P. SINGHANIA (DIN : 00036129)
SADHU RAM BANSAL (DIN : 06471984)
N.G. KHAITAN (DIN : 00020588)
BHASWATI MUKHERJEE (DIN : 07173244)
RAVI JHUNJHUNWALA (DIN : 00060972)
Directors

ARUN KUMAR SHUKLA (DIN : 09604989) President & Director

JK Lakshmi Cement Limited
Statement of Changes in Equity for the year ended 31st March, 2024

A. Equity Share Capital

₹ In Crore (10 Million)

Particulars	As at 1st April 2022	Change during the year	As at 31st March 2023	Change during the year	As at 31st March 2024
Equity Shares (with equal rights) 117,670,066 (Previous year 117,670,066) of ₹ 5 each fully paid up	58.84	-	58.84	-	58.84
Add: Forfeited Shares	0.01	-	0.01	-	0.01
Total	**58.85**	**-**	**58.85**	**-**	**58.85**

B. Other Equity

₹ In Crore (10 Million)

Particulars	Reserves and Surplus				Items of Other Comprehensive Income, that will not be reclassified to Statement of Profit and Loss	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Re-measurement of Net Defined Benefit Plans	
Balance as at 1st April'2022	**25.64**	**88.65**	**950.74**	**1,337.02**	**(8.55)**	**2,393.50**
Profit for the Year	-	-	-	330.77		330.77
Dividend payment (Refer Note No. 50)	-	-	-	(58.84)	-	(58.84)
Other Comprehensive Income/(Loss)	-	-	-	-	(0.54)	(0.54)
Balance as at 31st March'2023	**25.64**	**88.65**	**950.74**	**1,608.95**	**(9.09)**	**2,664.89**
Profit for the Year	-	-	-	424.32	-	424.32
Dividend payment (Refer Note No. 50)	-	-	-	(67.66)	-	(67.66)
Other Comprehensive Income/(Loss)	-	-	-	-	1.05	1.05
Balance as at 31st March'2024	**25.64**	**88.65**	**950.74**	**1,965.61**	**(8.04)**	**3,022.60**

Note - For Nature of reserves refer note 18

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JK Lakshmi Cement Limited
Standalone Cash Flow Statement
For the year ended 31st March, 2024

₹ In Crore (10 Million)

Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax	645.56		481.46	
Adjustments for:				
Depreciation and Amortization Expense (net)	194.97		193.54	
Interest Income	(47.25)		(27.11)	
Interest income from other finanical asset at amortised cost	(5.40)		(6.88)	
(Profit) / Loss on sale of Property, Plant and Equipment (Net)	0.87		(0.31)	
(Profit) / Loss on sale of Current Investments (net)	(15.32)		(27.48)	
(Gain) / Loss on Fair Valuation of Current Investments	7.58		11.49	
Finance Costs	87.23		91.50	
Provision for Doubtful Debts	-		0.92	
Foreign Exchange Difference (net)	(5.68)		(1.30)	
Operating Profit before Working Capital changes	862.56		715.83	
Adjustments for:				
Trade and Other Receivables	39.61		(175.96)	
Inventories	(61.83)		(209.21)	
Trade and Other Payables	86.89		213.90	
Cash generated from Operations	927.23		544.56	
Income Tax Payments (Net)	(111.62)		(90.61)	
Net Cash from Operating Activities		815.61		453.95
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment and Intangible Assets	(402.15)		(146.51)	
Sale of Property, Plant and Equipment	4.22		4.96	
(Purchase) / Sale of Investments (net)	206.08		29.61	
Investment in Subsidiary & Associates	(174.04)		-	
Contribution in Rights Issue of Subsidiary Company	(350.12)		-	
Encashment / (Investments) in bank deposits	93.63		37.98	
Interest Received	35.42		25.77	
Net Cash from / (used in) Investing Activities		(586.96)		(48.19)
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long-term Borrowings	176.84		-	
Repayment of Long-term Borrowings	(433.38)		(173.64)	
Repayment of Lease Obligation - Principal	(12.21)		(9.91)	
Repayment of Lease Obligation - Interest	(5.55)		(3.66)	
Short-term borrowings (net)	147.14		(1.03)	
Interest and Financial charges paid	(84.28)		(87.00)	
Dividend paid	(67.40)		(58.73)	
Net Cash from / (used in) Financing Activities		(278.84)		(333.97)

JK Lakshmi Cement Limited
Standalone Cash Flow Statement
For the year ended 31st March, 2024

₹ In Crore (10 Million)

	Particulars	For the year ended March 31, 2024		For the year ended March 31, 2023	
D.	Increase / (Decrease) in Cash and Cash Equivalents		(50.19)		71.79
E.	Cash and Cash Equivalents as at the beginning of the year		138.92		67.13
F.	Cash and Cash Equivalents as at the close of the year		88.73		138.92

Notes:

		Long Term	Short Term	Long Term	Short Term
1.	Total Liabilities from Financing Activities	Long Term	Short Term	Long Term	Short Term
	Opening	806.95	4.28	957.58	5.31
	Cash Flow Changes				
	Inflow / (Repayments)	(256.54)	147.14	(173.64)	(1.03)
	Non - Cash Flow Changes				
	Others	6.81	-	23.01	-
	Closing	557.22	151.42	806.95	4.28

2. Cash and Cash Equivalents include:

		2024	2023
-	Cash, Cheques in hand and remittances in transit	1.22	1.36
-	Balances with Scheduled Banks	87.51	137.56
		88.73	138.92

3. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.
4. Previous year's figures have been re-arranged and re-cast wherever necessary.

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SUNIL WAHAL
Partner
Membership No.: 087294

Place: New Delhi
Date: 23rd May, 2024

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Chief Financial Officer

AMIT CHAURASIA
Company Secretary

For and on behalf of the Board of Directors

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— Directors

ARUN KUMAR SHUKLA (DIN : 09604989) — President & Director

Company Overview, Basis of Preparation & Material Accounting Policies

Note-1

I. Corporate & General Information

JK Lakshmi Cement Limited ("the Company'') is domiciled and incorporated in India and its Shares are publicly traded on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Registered Office of the Company is situated at Jaykaypuram, Basantgarh, Distt. : Sirohi- 307 019, Rajasthan.

The Company is a leading manufacturer and supplier of Cement and Cementitious products like RMC & Fly Ash Blocks with manufacturing facilities in the State of Rajasthan, Chattisgarh, Gujarat, Haryana, Uttar Pradesh and Odisha. The Company began its journey in 1982 by setting-up a Cement Plant with a modest Capacity of 0.50 Million Tonnes at Sirohi in the State of Rajasthan. Over the years, the Cement capacity has grown to the present level of 11.70 Million Tonnes. The Company is the first Cement Manufacturer in North India to introduce coloured bags and registered as ISO 9200. The Company's Technical Service Cell provides construction solutions to its customers & carries out regular & innovative contact programmes with Individual House Builders, Masons and other Business Associates to keep in tune with their needs and requirements.

These Financial Statements were approved and adopted by the Board of Directors of the Company in their meeting held on May 23, 2024.

II. Basis of Preparation of Financial Statements

(i) Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time and relevant provisions of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Financial Statements comply with IND AS notified by Ministry of Company Affairs ("MCA"). The Company has consistently applied all the accounting policies and applicable Ind AS used in the preparation for all periods presented.

(ii) Basis of Preparation

The Material accounting policies used in preparing the Financial Statements are set out in Note no. III of the Notes to the Standalone Financial Statements. Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency.

(iii) Basis of Measurement

The Financial Statements have been prepared on accrual basis and under the historical cost convention except for the items that have been measured at fair value as required by relevant IND AS.

(iv) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (As per Ind AS 113) and other Fair Value measurement have been done as per its respective standards.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

For the purpose of Fair Value disclosures, the Company has determined classes of Assets and Liabilities on the basis of the nature, characteristics and risks of the Asset or Liability and the level of the Fair Value Hierarchy in which they fall.

(v) Current & Non-Current Classifications

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 or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

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

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current.

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

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

(vi) Significant Accounting Judgements, Estimates and Assumptions

The preparation of these Financial Statements requires management judgements, estimates and assumptions that affect the application of Accounting Policies, the Accounting disclosures made and the reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to Accounting estimates are recognised in the period in which the estimates are revised and any future periods effected pursuant to such revision.

III. Material Accounting Policies

(1) Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable to bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management.

Subsequent cost are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of property, plant and equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an asset are capitalized until the period of commissioning has been completed and the asset is ready of its intended use.

Property, Plant and Equipment are eliminated from Financial Statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value.

Deprecation is calculated using the Straight Line Method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013, except for Captive Power Plants, Split Grinding Units, Vehicles & Locomotives, office equipment and Furniture & Fixtures which is provided on Written Down Value Method (WDV) as per the said schedule. Depreciation on RMC is provided considering estimated useful life of 6 years on SLM basis.

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit or Loss within other gains / (losses).

Depreciation on impaired assets is provided on the basis of their residual useful life.

(2) Investment Properties

Property that is held for long-term rentals yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties are depreciated using the Straight Line Method (SLM) over their estimated useful lives. The useful live has been determined based on technical evaluation performed by the management's expert.

The Residual value, useful lives and depreciation method of investment properties are reviewed, and adjusted on Prospective basis as appropriate, at each financial year end. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

(3) Intangible Assets

Intangibles Assets are recognized if the future economic benefits attributable to the Assets are expected to flow to the Company and the cost of the asset can be measured reliably.

Internally generated intangibles, excluding capitalized developments costs, are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.

The useful lives of Intangibles Assets are assessed as either finite or indefinite. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed atleast at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible Asset with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the Intangible Asset may be impaired.

Intangible Assets are amortized as follows:

- Computer Software & Mining Right   Over a period of five years

Intangibles Assets with indefinite useful lives, if any are not amortised, but are tested for impairment annually , either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

Gain or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(4) Research and Development Cost

Revenue Expenditure on Research and Development is charged to Statement of Profit and Loss and Capital Expenditure is added to Property, Plant and Equipment.

However, Development expenditure on new product is capitalized as Intangible Asset.

(5) Inventories

Inventories are carried in the balance sheet as follows :

a)	Raw Materials, Packing Materials, construction Materials, Stores & Spares.	:	At cost , on weighted average basis.
b)	Work-in Progress – Manufacturing	:	At Lower of Cost of Material, plus appropriate production Overheads and Net Realizable Value.
c)	Finished Goods – Manufacturing	:	At Lower of Cost of Materials plus Appropriate Production Overheads and Net Realizable Value.
d)	Finished goods – Trading	:	At lower of cost, on Weighted Average Basis and Net Realizable Value.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Slow and non-moving material, obsolete, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of Balance Sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

Net Realisable Value is the estimated Selling Price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(6) Cash and Cash Equivalents

Cash and Cash Equivalents includes cash on hand, deposits held at call with Banks / Financial Institutions, other short-term, highly liquid investments which are subject to an insignificant risk of changes in value.

(7) Impairment of Assets

The carrying amounts of Property, Plant & Equipment, Intangible Assets and Investment Properties are reviewed at each Balance Sheet date to assess impairment, if any, based on internal / external factors. An impairment loss is recognised, as an expense in the Statement of Profit & Loss, wherever the carrying amount of the Asset or Cash Generating Unit (CGU) exceeds its recoverable amount. The impairment loss recognised in prior accounting period is reversed, if there has been an improvement in recoverable amount in subsequent years. Recoverable amount is determined :-

- In the case of an Individual Asset, at the higher of the Fair Value less cost to sell and the value in use; and
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, and appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

(8) Foreign Currency Translations & Transitions

(i) Functional and Presentation Currency

The Company's financial statements are presented in INR, which is also the Company's Functional and Presentation Currency.

(ii) Transaction and Balance

Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary Assets and liabilities related to foreign currency transactions are stated at exchange rate prevailing at the end of the year and exchange difference in respect thereof is recognised to Statement of Profit & Loss.

(9) Financial Instruments

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1. Financial Assets

1.1 Definition

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortised Cost

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit or loss. The losses arising from impairment are recognized in the Statement of Profit or Loss.

(ii) Financial Assets at Fair value through Other Comprehensive Income

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

(iii) Financial Assets at Fair value through Profit or Loss (FVTPL)

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at

Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement. For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

1.3 Investment in Equity Shares

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Statement of Profit and Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

1.4 Investment in Associates, Joint Ventures and Subsidiaries

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

1.5 Derecognition of Financial Assets

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right 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 right to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2. Financial Liabilities

2.1 Definition

Financial liabilities include Long-term and Short-term Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement

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

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

(b) Subsequent Measurement

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

i) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method (''EIR'') except for those designated in an effective hedging relationship. The carrying value of borrowings that are designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in fair values attributable to the risks that are hedged in effective hedging relationship.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized 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 amount initially recognized less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

2.5 De-recognition of Financial Liability

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

3. Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4. Derivative Financial Instruments

The Company uses derivative financial instruments, such as forward contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

(10) Grants

Grants from the Government are recognised when there is reasonable assurance that all underlying conditions will be complied with and that the grant will be received.

When loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. That grant is recognised in the Statement of Profit and Loss under 'other income'. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government grants related to assets, including non-monetary grants at fair value, are presented in the balance sheet by recording the grant as deferred income which is released to the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other income'.

(11) Equity Share Capital

Ordinary Shares are classified as Equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from Retained Earnings, net of taxes.

(12) Provisions, Contingent liabilities and Contingent Assets

i) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

ii) Contingent Liability

Contingent Liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past events, when no reliable estimate is possible:
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

iii) Other Litigation Claims

Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

iv) Onerous Contracts

A provision for onerous contracts is measured at the present value of the lower of expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the Assets with the contract.

v) Contingent Asset

A Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(13) Revenue Recognition

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

i) Sale of Goods

Revenue is recognized upon transfer of control of promised goods or services to customers at transaction price (net of taxes and duties).

Taxes collected on behalf of the government are excluded from revenue. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably

ii) Non-Cash Incentives

The Company provides Non-Cash incentives at Fair Value to customers. These benefits are passed on to customers on satisfaction of various conditions of various sales schemes. Consideration received is allocated between the products sold and non-cash incentives to be issued to customers. Fair value of the non-cash incentive is determined by applying principle of Ind AS 113 i.e. at market rate. A contract liability for the non-cash incentive is recognised at the time of sale.

iii) Power Distribution

Revenue from Power Distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued up to the end of accounting year. Customers are billed as per the tariff rates issued by Electricity Regulatory Commission.

iv) Dividend Income

Dividend income is recognized when the right to receive dividend is established, which becomes certain after shareholders' approval.

v) Lease Income

Lease Agreements where the risk and rewards incidental to the ownership of an asset substantially vest with the lessor are recognized as operating leases. Leases rentals are recognized on straight –line basis as per the terms of the agreements in the statement of profit and loss.

vi) Interest Income

For all Financial instruments measured at amortized cost, interest income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial Instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in other income in Statement of Profit and Loss.

vii) Renewable Energy Certificate

Renewable Energy Certificate (REC) benefits are recognized in Statement of Profit & Loss on Sale of REC. Income from Sale of RECs is recognized on the delivery to the Customers' Account.

viii) Export Benefit

Export incentives, Duty Drawbacks and other benefits are recognized in the Statement of Profit and Loss on Accrual Basis.

(14) Employees Benefits

i) Defined Contribution Plans

Contributions to the employees' regional Provident Fund, Superannuation Fund, Employees Pension Scheme and Employees' State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services. The Company has no obligation, other than the contribution payable to the respective funds. The Company recognises contribution payable to these schemes as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

ii) Defined Benefit Plans

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognized in Other Comprehensive Income. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

The Provident Fund Contribution other than contribution to Employees' Regional Provident Fund, is made to trust administered by the trustees. The interest rate to the members of the trust shall not be lower than the statutory rate declared by the Central Government under Employees' Provident Fund and Miscellaneous Provision Act, 1952. The Employer shall make good deficiency, if any.

iii) Short-term Employee Benefits

Short Term Benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

iv) Long-Term Employee Benefit

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date. Annual Leaves can either be availed or enchased subject to restriction on the maximum accumulation of Leaves.

v) Termination Benefits

Termination Benefits are recognized as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

(a) When the entity can no longer withdraw the offer of those benefits; and

(b) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

(15) Borrowing Costs

(1) Borrowing Costs that are specifically attributable to the acquisition, construction, or production of a Qualifying Asset are capitalized as a part of the cost of such Asset till such time the asset is ready for its intended use or sale. A Qualifying Asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

The Borrowing Cost consists of Interest & Other Incidental costs that the Company incurs in connection with the borrowing of such Funds.

(2) For general borrowing used for the purpose of obtaining a Qualifying Asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

(3) Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. All other borrowing costs are recognized as expense in the period in which they are incurred.

(16) Leases

The Company assesses at contract inception whether a contract or part of contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-Of-Use Assets

The Company recognises Right-Of-Use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use Assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of Right-Of-Use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use Assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the Assets.

If ownership of the Leased Asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the Asset.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises Lease Liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its existing weighted average cost of capital (WACC) rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Lease liabilities have been presented as a separate line and Right-of-use assets have been presented under Property Plant and Equipment in the balance sheet. Lease payments have been classified as cash used in financing activities.

i) Short-Term Leases and Leases of Low-Value Assets

The Company has elected not to recognise Right-of-Use Assets and Lease Liabilities for short term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease.

b) Company as a Lessor

Lease income from Operating Leases where the Company is a Lessor is recognized in income on a straight-line basis over the lease term unless the recipients are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective Leased Assets are included in the Balance Sheet based on their nature.

(17) Taxes on Income

a) Current Tax

i) Tax on Income for the Current Period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii) Current Income Tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss .Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred Tax

Deferred Tax is provided using the Balance Sheet Approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilized. Unrecognized Deferred Tax Assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred Tax Assets and Liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred Tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss.

Deferred Tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in Equity.

The break-up of the major components of the Deferred Tax Assets and Liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

(18) Exceptional Items

On certain non-recurring occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

(19) Earnings Per Share (EPS)

i) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing

- The Profit or Loss attributable to Equity Shareholders of the Company by the Weighted Average number of Equity Shares outstanding during the Financial Year, adjusted for bonus elements in Equity Shares issued during the Year.

ii) Diluted Earnings Per Share

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account

- The after Income Tax Effect of interest and other financing costs associated with dilutive potential equity shares, and the Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

(20) Segment Accounting

The Company is engaged primarily into manufacturing of Cement. The Company has only one business segment as identified by management namely Cementious Materials.

Segments have been identified taking into account nature of product and differential risk and returns of the segment. The business segments are reviewed by the Vice Chairman & Managing Director (Chief Operating Decision Maker).

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on each segments profit or loss and is measured consistently with profit or loss in the financial statements.

(21) Cash dividend

The Company recognises a Liability to pay dividend to Equity Holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in Other Equity. Interim Dividends are recognised as a Liability on the date of declaration by the Company's Board of Directors.

(22) Recent Accounting Pronouncements

No new amendments to Ind AS has been notified by the Ministry of Corporate Affairs (”MCA”) during the current financial year.

Note-2 Property, Plant and Equipment

₹ In Crore (10 Million)

Particulars	Freehold Land	Right of Use		Buildings	Plant and Equipment	Furniture and Fixtures	Office Equip-ments	Vehicles and Locomotives	Railway Siding	Total
		Leasehold Land	Leasehold Building & Machinery							
Gross Block										
As at 1st April'2022	276.69	74.19	34.46	242.07	3,260.45	6.73	10.90	31.24	15.85	3,952.58
Additions/Adjustments	34.89	0.07	13.32	12.04	102.60	0.21	0.98	13.72	0.85	178.68
Disposals/Adjustments	-	-	4.36	-	15.24	0.02	0.34	9.63	-	29.59
As at 31st March'2023	**311.58**	**74.26**	**43.42**	**254.11**	**3,347.81**	**6.92**	**11.54**	**35.33**	**16.70**	**4,101.67**
Additions/Adjustments	39.47	2.50	34.77	13.58	27.50	0.16	1.46	8.65	-	128.09
Disposals/Adjustments	-	-	0.99	-	1.87	-	0.01	9.47	-	12.34
As at 31st March'2024	**351.05**	**76.76**	**77.20**	**267.69**	**3,373.44**	**7.08**	**12.99**	**34.51**	**16.70**	**4,217.42**
Accumulated Depreciation										
As at 1st April'2022	-	4.93	11.44	86.01	1,096.33	4.48	7.57	17.77	4.84	1,233.37
Charged For the Year	-	1.19	10.51	11.92	159.41	0.55	1.31	5.85	1.02	191.76
On Disposal	-	-	4.36	-	12.77	0.01	0.27	7.52	-	24.93
As at 31st March'2023	**-**	**6.12**	**17.59**	**97.93**	**1,242.97**	**5.02**	**8.61**	**16.10**	**5.86**	**1,400.20**
Charged For the Year	-	1.46	13.22	11.73	157.28	0.45	1.20	6.61	1.07	193.02
On Disposal	-	-	0.63	-	0.66	-	0.01	5.94	-	7.24
As at 31st March'2024	-	7.58	30.18	109.66	1,399.59	5.47	9.80	16.77	6.93	1,585.98
Net Carrying Amount										
As at 31st March'2023	311.58	68.14	25.83	156.18	2,104.84	1.90	2.93	19.23	10.84	2,701.47
As at 31st March'2024	**351.05**	**69.18**	**47.02**	**158.03**	**1,973.85**	**1.61**	**3.19**	**17.74**	**9.77**	**2,631.44**

1) The Title Deeds of all the Immovable Properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except the following

Description of Prpoerty	Gross Carrying Value As at 31st March'2024	Gross Carrying Value As at 31st March'2023	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of company
Lease Hold Land	**4.02**	4.02	Bihar Industrial Area Development Authority (BIADA).	No	July'2015	BIADA has given a notice to the Company on 30.06.2020 that the amount paid by the Company towards Leasehold Land has been forfeited. Aggrieved by the BIADA's notice, the Company had moved to Hon'ble Patna High Court in 2020. The Hon'ble High Court has directed BIADA to relook into the allotment of an alternate Land. On refusal of BIADA to give any alternate Land, the Company has filed a case against BIADA at Hon'ble Patna High Court in January 2023 for adjudication of the matter.

2) The Company has lease contracts for various buildings and plants used in its operations. Lease of buildings and plants have lease terms between 2 year to 10 years. The Company also has certain lease with lease terms of 12 months and less. The Company applies the 'short term leases' recognition exemption for these leases.

The following are the amounts recognised in Statement of Profit and Loss as per IND AS 116

₹ In Crore (10 Million)

	Year Ended March 31 2024	Year Ended March 31 2023
Depreciation expense of Right Of Use Assets	14.68	11.70
Interest Expense on Lease Liabilities	5.55	3.66
Expense relating to Leases of Short-term / Low Value Assets (included in Other Expenses)	10.74	10.61
Total Amount recognised in Statement of Profit and Loss	**30.97**	**25.97**

Amounts recognised in Statement of Cash Flows:

₹ In Crore (10 Million)

Particulars	Year Ended March 31 2024	Year Ended March 31 2023
Total Cash Outflow for Leases	28.50	24.18
Financing Activities		
Repayment of Principal	12.20	9.91
Repayment of Interest	5.55	3.66
Operating Activities		
Short Term / Low Value Assets Lease Payment	10.74	10.61

The following is the movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023:

₹ In Crore (10 Million)

Particulars	Year Ended March 31 2024	Year Ended March 31 2023
Balance at the beginning	33.42	30.01
Addition during the year	36.91	13.32
Finance cost accrued during the period	5.55	3.66
Payment of lease liabilities	(17.75)	(13.57)
Balance at the end	58.13	33.42
Non Current (Refer Note 20)	47.48	**23.90**
Current (Refer Note 26)	10.65	**9.52**

3) For Hypothecation Refer Note 19 and 25

Note-3 Capital-Work-in-Progress (CWIP)

₹ In Crore (10 Million)

Particulars	As at March 31 2024	As at March 31 2023
Capital Work in Progress (Gross)	471.65	162.72
Impairment allowance	(97.80)	(97.80)
Capital Work in Progress (Net)	373.85	**64.92**

Movement in capital-work-in-progress	As at March 31 2024	As at March 31 2023
Opening balance (Net)	64.92	112.13
Addition during the year	337.88	65.46
Capitalised during the year	(28.95)	(112.67)
Closing balance (Net)	373.85	**64.92**

Capital Work in Progress (CWIP) Ageing

₹ In Crore (10 Million)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
As on 31st March'24					
Projects in Progress	313.68	12.40	2.19	-	328.27
Projects Temporarily Supsended (refer note 1)	-	-	-	45.58	45.58
Total	**313.68**	**12.40**	**2.19**	**45.58**	**373.85**
As on 31st March'23					
Projects in Progress	17.13	2.21	-	-	19.34
Projects Temporarily Supsended (refer note 1)	-	-	-	45.58	45.58
Total	**17.13**	**2.21**	**-**	**45.58**	**64.92**

1) The Suspended Project is expected to be completed in next 1-2 years.
2) There are no Projects as on reporting date which has exceeded cost as compared to its Original cost. The Projects temporarily Suspended are overdue for completion

Note-4 Investment Property

₹ In Crore (10 Million)

Particulars	Freehold Land	Leasehold Land	Buildings	Total
Gross Block				
As at 1st April'2022	₹ 30,567	0.04	0.85	0.89
Additions/Adjustments	-	-	-	-
Disposals/Adjustments	₹ 30,567	-	-	₹ 30,567
As at 31st March'2023	-	0.04	0.85	0.89
Additions/Adjustments	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at 31st March'2024	-	0.04	0.85	0.89
Accumulated Depreciation				
As at 1st April'2022	-	₹ 45,874	0.36	0.36
Charged For the Year	-	₹ 3,494	0.03	0.03
On Disposal				
As at 31st March'2023	-	₹ 49,368	0.39	0.39
Charged For the Year	-	₹ 10,446	0.08	0.09
On Disposal	-	-	-	-
As at 31st March'2024	-	₹ 59,814	0.47	0.47
Net Carrying Amount				
As at 31st March'2023	-	0.03	0.47	0.50
As at 31st March'2024	-	0.03	0.38	0.42
Fair Value*				
As at 31st March'2023				**0.29**
As at 31st March'2024				**0.30**
Rental Income				
For the FY 2022-23				**0.73**
For the FY 2023-24				**0.82**

Note : There is no material expenses incurred for the maintenance of investment properties.
*Based upon realisation value as calculated by independent valuer.
Figure in table with ₹ symbol represents absolute figure.

Note-5 Intangible Assets

₹ In Crore (10 Million)

Particulars	Software	Mining Rights	Total
Gross Block			
As at 1st April'2022	10.26	-	10.26
Additions/Adjustments	0.52	2.15	2.67
Disposals/Adjustments	-	-	-
As at 31st March'2023	**10.78**	**2.15**	**12.93**
Additions/Adjustments	1.49	-	1.49
Disposals/Adjustments	-	-	-
As at 31st March'2024	**12.27**	**2.15**	**14.42**
Accumulated Amortisation			
As at 1st April'2022	5.85	-	5.85
Charged For the Year	1.57	0.18	1.75
On Disposal	-	-	-
As at 31st March'2023	**7.42**	**0.18**	**7.60**
Charged For the Year	1.43	0.43	1.86
On Disposal	-	-	-
As at 31st March'2024	**8.85**	**0.61**	**9.46**
Net Carrying Amount			
As at 31st March'2023	3.36	1.97	5.33
As at 31st March'2024	3.42	1.54	4.96

Note-6 Non Current Investment

₹ In Crore (10 Million)

Particulars	As at 31st March 2024 Numbers	As at 31st March 2024 Amount	As at 31st March 2023 Numbers	As at 31st March 2023 Amount
Investment in Equity Shares				
Subsidiaries- At Cost				
Udaipur Cement Works Limited (₹ 4 each) (Refer note no. 67)	420,401,693	478.99	225,892,781	128.88
Udaipur Cement Works Limited - Equity Component*		34.90		34.90
Hansdeep Industries and Trading Co. Ltd. (₹ 10 each)	116,050,007	116.05	116,050,007	116.05
Hidrive Developers and Industries Pvt. Ltd. (₹ 10 each)	167,360	27.32	-	-
Agrani Cement Pvt. Ltd. (₹ 10 each) Refer Note 72	93,500	325.11		
Associate- At Cost				
Dwarkesh Energy Ltd (₹ 10 each)	350,000	0.35	350,000	0.35
Others- Fair Value through Profit and Loss				
V. S. Lignite Power Pvt. Ltd. (₹ 10 each) #	4,396,136	-	4,396,136	-
Sungaze Power Pvt Ltd. (₹ 14.66 each)	1,432,308	2.10	1,432,308	2.10
Amplus Helios Private Limited (₹10.00 each)	21,608,639	21.61		
Investment in Preference Shares- Fair Value Through Profit and Loss				
Subsidiary				
Udaipur Cement Works Limited (5% cumulative redeemable preference shares) (₹ 100000 each)	6,600	60.20	6,600	56.89
Udaipur Cement Works Limited (6% cumulative redeemable preference shares) (₹100 each)	500,000	6.99	500,000	6.69

Note-6 Non Current Investment (Cont.)

₹ In Crore (10 Million)

Particulars	As at 31st March 2024 Numbers	As at 31st March 2024 Amount	As at 31st March 2023 Numbers	As at 31st March 2023 Amount
Associate				
Dwarkesh Energy Ltd. (7% optionally convertible cumulative redeemable preference shares) (₹ 100 each) $	1,100,000	11.00	1,100,000	12.95
Others				
V. S. Lignite Power Pvt. Ltd. (0.01%) (₹10 each) #	3,899,777	-	3,899,777	-
Other Investments in Subsidiary				
Capital Contribution on account of Financial Guarantee		96.09		55.27
		1,180.71		414.08
Aggregate carrying amount of quoted investment		478.99		128.88
Aggregate market value of quoted investment		1,410.45		587.55
Aggregate amount of unquoted investment		701.72		285.20

* Equity component of 5%/6% cumulative redeemable preference shares
# Under lien with issuer
Note :- All Investments other than Investment in equity shares of Udaipur Cement Works Limited are unquoted.
$ During the year preference share holders of our Associate Dwarkesh Energy Ltd. passed a resolution to waive off accumulated dividend on preference share. Being the preference share holder the Company has also taken impact of said transaction appropriately in the statement of Profit and Loss.

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-7 Non Current Financial Assets - Loans		
Unsecured, Considered Good:		
(At amortised cost)		
Loan to Related Parties (refer note 63)	-	2.32
Loan to Others	15.00	15.00
Secured		
Which have Significant Increase in Credit Risk	-	-
Credit Impaired	-	-
	15.00	17.32
Note : No loans or advances are due by directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans or advances are due by firms or private companies in which any director is a partner, a director or a member.		
Note-8 Other Non Current Financial Assets (At amortised cost)		
Unsecured, Considered Good:		
Security Deposits	45.83	38.25
Bank Deposits with remaining maturity for more than 12 months*	2.59	40.75
	48.42	79.00
* Includes ₹ 2.59 crore (previous year ₹ 2.59 crore) under lien		
Note-9 Other Non-Current Assets		
Unsecured, Considered Good:		
Capital Advances	81.55	43.04
Deferred Expenditure	-	2.19
	81.55	45.23

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-10 Inventories (at lower of cost or net realisable value)		
Raw Materials (Including ₹ 1.33 crore in transit (previous year nil)	65.74	44.17
Work -in -progress	161.43	111.29
Finished Goods (Including ₹ 13.21 crore in transit (previous year ₹ 8.23 crore)	40.06	37.53
Stock-in-Trade	2.36	6.55
Stores and Spares (Including nil in transit (previous year ₹ 1.91 crore)	107.08	107.28
Fuel Stock (Including in transit ₹ 134.04 crore (previous year ₹ 218.49 crore)	371.77	380.78
Packing Materials	13.79	12.80
	762.23	700.40
For Hypothecation Refer Note 25		
Note-11 Current Investment		
Investment at fair value through Profit & Loss		
Investment in Quoted Non Convertible Debentures	235.61	164.09
Investment in Quoted Mutual Funds	-	134.47
Investment in Quoted Bonds & Commercial Paper	33.82	211.68
	269.43	510.24
Aggregate book value of Quoted Investments	269.43	510.24
Aggregate market value of Quoted Investments	269.43	510.24
Aggregate book value of unquoted Investments	-	-
Note-12 Trade Receivables		
Considered good - Secured	10.43	20.60
Considered good - Unsecured	29.72	39.91
Which have Significant Increase in Credit Risk		
Credit Impaired	6.48	8.59
Less :- Impairment Allowances	(6.48)	(8.59)
	40.15	60.51

For Hypothecation Refer Note 25

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0-90 days.

Trade Receivables Ageing

Outstanding For Following Periods From Due Date of Payment as on 31st March'24

Particulars	Not Due	Less Than 6 Months	6 Months to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Years	Total
A. Undisputed							
Considered good	30.90	8.99	-	-	-	-	39.89
Credit Impaired	-			0.02	0.21	2.92	3.15
	30.90	8.99	-	0.02	0.21	2.92	43.04
Less Credit Impaired	-	-	-	(0.02)	(0.21)	(2.92)	(3.15)
Total	**30.90**	**8.99**	-	-	-	-	**39.89**
B. Disputed							
Considered good	-	-	-	-	-	0.26	0.26
Credit Impaired	-	-	-	-	0.08	3.25	3.33
	-	-	-	-	0.08	3.51	3.59
Less Credit Impaired	-	-	-	-	(0.08)	(3.25)	(3.33)
Total	-	-	-	-	-	**0.26**	**0.26**
Total (A+B)	**30.90**	**8.99**	-	-	-	**0.26**	**40.15**

Outstanding For Following Periods From Due Date of Payment as on 31st March'23							
Particulars	Not Due	Less Than 6 Months	6 Months to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Years	Total
A. Undisputed							
Considered good	25.92	26.75	-	-	-	-	52.67
Credit Impaired	-	-	-	0.16	0.34	2.58	3.08
	25.92	26.75	-	0.16	0.34	2.58	55.75
Less Credit Impaired	-	-	-	(0.16)	(0.34)	(2.58)	(3.08)
Total	**25.92**	**26.75**	**-**	**-**	**-**	**-**	**52.67**
B. Disputed							
Considered good	-	-	2.51	2.54	2.51	0.28	7.84
Credit Impaired	-	-	-	1.14	1.04	3.33	5.51
	-	-	2.51	3.68	3.55	3.60	13.34
Less Credit Impaired	-	-	-	(1.14)	(1.04)	(3.33)	(5.51)
Total	**-**	**-**	**2.51**	**2.54**	**2.51**	**0.28**	**7.84**
Total (A+B)	**25.92**	**26.75**	**2.51**	**2.54**	**2.51**	**0.28**	**60.51**

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-13 Cash and Cash Equivalents		
On Current Account	62.51	47.56
Cheques , Draft on hand/transit	0.98	0.94
Cash on hand	0.24	0.42
Deposits with original maturity for less than 3 months*	25.00	90.00
	88.73	138.92
* Includes nil (previous year ₹ 0.37 crore) under lien		
Note-14 Bank Balances Other than Cash and Cash Equivalents		
Deposits with remaining maturity for more than 3 months but less than 12 months*	138.57	194.29
On Unpaid Dividend Accounts	1.75	1.50
	140.32	195.79
* Includes ₹ 0.56 crore (previous year ₹ 0.37 crore) under lien		
Note-15 Current Financial Assets - Loans		
Unsecured, Considered Good:		
Loans to Related Party* (refer note 63)	72.31	88.73
	72.31	88.73
*Including ₹ 69.33 crore to Subsidiary (Previous year ₹ 85.40 crore)		
Note-16 Other Current Financial Assets		
Unsecured, considered good unless otherwise stated		
Receivables (Railway claims, Insurance claims, Subsidy and other receivables)		
Considered good - Unsecured	1.60	9.00
Credit Impaired	4.22	4.22
Less: Impairment Allowance	(4.22)	(4.22)
	1.60	9.00
Interest Receivable from Banks and others	22.86	11.03
Advances to Employees	1.38	0.60
Marked to Market Gain (FVTPL)	0.45	-
	26.29	20.63

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-17 Other Current Assets (unsecured considered good unless otherwise stated)		
Prepaid expenses	5.86	9.30
Balance with Govt. Authorities	33.18	20.53
Other Advances*	129.42	132.96
Deferred Expenditure	0.27	0.27
	168.73	163.06
*Includes advances to Subsidiaries amounting of ₹ 64.45 crore (previous year ₹ 74.49 crore) Unsecured, Considered Good, otherwise stated.		
Note-18 Equity Share Capital		
SHARE CAPITAL		
Authorised :		
Equity Shares - 250,000,000 (Previous year 250,000,000) of ₹ 5 each	125.00	125.00
Preference Shares - 5,000,000 (Previous year 5,000,000) of ₹ 100 each	50.00	50.00
Unclassified Shares	25.00	25.00
	200.00	200.00
Issued, Subscribed and Paid up :		
Equity Shares (with equal rights) 117,670,066 (Previous year 117,670,066) of ₹ 5 each fully paid up	58.84	58.84
Add: Forfeited Shares	0.01	0.01
	58.85	58.85

a. Reconciliation of number of Share Outstanding :

Particular	31st March 2024	31st March 2023
Opening Balance	117,670,066	117,670,066
Shares Issued during the year	-	-
Shares Bought back during the year	-	-
Shares Outstanding at the end of the year	117,670,066	117,670,066

b. List of shareholders holding more than 5% of the equity share capital of the Company:

Shareholder name	31st March 2024 Number	31st March 2023 Number
Bengal & Assam Company Ltd.	52,134,384	52,099,121
Axis Mutual Fund Trustee Ltd.	-	7,342,519

c. Disclosure of Shareholding of Promoters

Name of Promoters*	As at 31st March'2024		As at 31st March'2023	
	No of Shares	% of Total Number of Shares	No of Shares	% of Total Number of Shares
Bengal & Assam Company Limited	52,134,384	44.31	52,099,121	44.28
Shri Bharat Hari Singhania	206,848	0.18	206,848	0.18
Smt. Vinita Singhania	280,058	0.24	280,058	0.24
Total	52,621,290	44.73	52,586,027	44.70
% Change in holding during the year	0.03%		Nil	

*In addition, as on 31st March 2024, there are 19 entities holding 19,04,632 Equity Shares (1.61%) and as on 31st March 2023, there are 19 entities holding 19,04,632 Equity Shares (1.61%) , who are constituents of the Promoter Group as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

d. Terms/ Rights attached to Equity Shareholders :

i) The Company has only one class of Equity Shares having a par value of Rs 5 per share. Each holder of equity shares is entitled to one vote per share held.

ii) 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 and are subject to prefrential rights of prefrence shares (if issued)

iii) The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

e. Nature of Reserves :-

Capital Redemption Reserve:- Represents the statutory reserve created when Preference Share Capital is redeemed.

Securities Premium:- Represents the amount received in excess of Par value of Securities.

f. During the last five years, the Company has not issued any bonus shares nor are there any shares bought back and issued for consideration other than cash.

₹ In Crore (10 Million)

Particulars	As at 31st March 2024 Non Current	As at 31st March 2024 Current*	As at 31st March 2023 Non Current	As at 31st March 2023 Current*
Note-19 Non Current Borrowings				
SECURED LOANS				
From Banks	326.18	164.43	328.14	154.43
From Government	14.60	14.36	27.03	32.80
Term Loan In Foreign Currency	-	-	175.18	28.76
	340.78	178.79	530.35	215.99
UNSECURED LOANS				
Public Deposits	23.55	14.10	26.07	34.54
	23.55	14.10	26.07	34.54
Less:- current maturities of long term debt Shown under Note No- 25	-	192.89	-	250.53
	364.33	-	556.42	-

* Due & repayable within one year

1 Term Loan from a Bank of ₹ 39.97 Crore is secured by way of an Exclusive First Charge on all the Immovable and Movable Fixed Assets of the Company's Cement Grinding Unit in the State of Gujarat. This Term Loan is repayable in 7 equal quarterly instalments.

2 Term Loans from Banks aggregating to ₹ 150.00 Crore are secured by way of a Pari Passu First Charge on all the Immovable and Movable Fixed Assets of the Company's Cement Plant in the State of Chattisgarh. These Term Loans from Banks are repayable in 6 equal Quarterly Instalments.

3 Term Loan from a Bank of ₹ 76.41 Crore is secured by way of an Exclusive First Charge on Movable Fixed Assets of the Company's 20 MW Thermal Power Plant at Durg, Chattisgarh. This Term Loan is repayable in 34 unequal Quarterly Instalments.

4 Term Loan from a Bank of ₹ 62.68 Crore is secured by way of an Exclusive First Charge on all the Immovable & Movable Fixed Assets of the Company's Cement Grinding Unit at Cuttack, Odisha. This Term Loan is repayable in 39 equal Quarterly Instalments.

5 Interest Free Loan (IFL) from The Director of Industries & Commerce, Haryana of ₹ 32.53 Crore granted to Company in relation to its Cement Grinding Unit at Jhajjar, Haryana, is secured by Bank Guarantee of equivalent amount and shall be

repaid at the end of 5th year from the respective disbursement dates. The said IFL has been recognised on Amortised Cost Basis.

6 Term Loan from a Bank of ₹ 162.44 Crore is secured / to be secured by way of a Pari Passu First Charge on all the Immovable and Movable Fixed Assets pertaining to the Company's Cement Unit in the State of Rajasthan subject to the prior charges in favour of Banks on Specified Assets and Company's Banks for Working Capital on Specified Movables Assets. This Term Loan is repayable in 21 unequal Quarterly Instalments.

7 Public Deposits represents the Deposits accepted by the Company from Public under its Fixed Deposit Scheme having maturity of 1, 2 & 3 years from the date of deposits.

8 The above outstanding Term Loans are net of the Processing charges as per IND AS 109.

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-20 Non Current Lease Liabilities		
Lease Liabilities	47.48	23.90
	47.48	23.90
Note-21 Other Non Current Financial Liabilities		
Trade and other Deposits	193.96	190.11
Other Liabilities	45.58	45.59
Financial Obligation of Corporate Guarantee	96.09	55.27
	335.63	290.97
Note-22 Non Current Provisions		
Provision for Employees' Benefits	14.13	15.59
	14.13	15.59
Note-23 Deferred Tax Liabilities/(Assets) (Net)		
Deferred Tax Liability		
Related to Property, Plant and Equipments	330.08	359.34
Others	11.07	11.82
Less: Deferred Tax Assets		
Expenses / Provisions allowable	44.26	69.80
Others	10.99	10.57
MAT Credit Entitlement	17.63	131.22
Deferred Tax Liabilities (Net)	268.27	159.57
Note-24 Other Non-Current Liabilities		
Deferred Revenue	1.14	1.74
Liability for Employees Subsidised Car Scheme	5.02	5.92
Government and other dues	84.26	82.99
	90.42	90.65

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-25 Short Term Borrowings		
Current maturities of long-term debts (Refer Note-19)	192.89	250.53
Secured Loans		
Working Capital Borrowing from Banks*	150.00	-
Unsecured Loans		
Public Deposits	1.42	4.28
	344.31	254.81

* Working Capital Borrowings from Banks are secured / to be secured by hypothecation of Stocks and Book Debts etc. of the Company, both present & future and by a second charge on the Movable & Immovable Fixed Assets of the Company's Cement Plants in the States of Rajasthan and Chattisgarh (except those assets which are exclusively charged to other lenders)

	As at 31st March 2024	As at 31st March 2023
Note-26 Current Lease Liabilities		
Lease Liabilities	10.65	9.52
	10.65	9.52
Note-27 Trade Payables		
Micro and Small Enterprises (refer note 65)	12.52	16.28
Others	455.27	495.68
	467.79	511.96

Trade Payable Ageing

Particular	Outstanding For Following Periods From Due Date of Payment as on 31st March'24					Total
	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 year	
(i) MSME	12.24	0.28	-	-	-	12.52
(ii) Others	395.36	52.88	5.56	0.95	0.52	455.27
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**407.60**	**53.16**	**5.56**	**0.95**	**0.52**	**467.79**

Particular	Outstanding For Following Periods From Due Date of Payment as on 31st March'23					Total
	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 year	
(i) MSME	13.97	2.24	0.07	0.00	-	16.28
(ii) Others	454.70	38.03	1.67	0.87	0.41	495.68
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	**468.67**	**40.27**	**1.74**	**0.87**	**0.41**	**511.96**

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-28 Other Current Financial Liabilities (At amortised cost)		
Interest Accrued but not due on borrowings	3.64	6.24
Unclaimed Dividends #	1.76	1.50
Unclaimed Matured Public Deposits and Interest #	1.68	0.48
Capital Creditors	40.42	2.48
Other Liabilities (including Rebates to Customers)	398.91	314.56
Marked to Market Loss (FVTPL)	-	2.29
Contingent Consideration (Refer Note 72)	200.00	-
	646.41	327.55

Investor Education and Protection Fund will be credited as and when due.

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
Note-29 Other Current Liabilities		
Advance from Customers	94.83	82.02
Government and other dues	136.58	153.75
Deferred Revenue	1.83	5.68
	233.24	241.45
Note-30 Current Provisions		
Provision for Employees' Benefit	3.98	5.04
	3.98	5.04
Note-31 Current Tax Liabilities/(Assets) (Net)		
Provision for Taxation (Net of Taxes paid)	(3.55)	(5.04)
	(3.55)	(5.04)

₹ In Crore (10 Million)

	For the year ended 31st March 2024	For the year ended 31st March 2023
Note-32 Revenue From Operations@		
Revenue from Contracts with Customers		
Sale of Products		
Cement & Clinker	5,768.01	5,591.03
Smart Building Solution (SBS) Products	551.27	478.68
	6,319.28	6,069.71
Other Operating Revenues	0.49	1.34
	6,319.77	6,071.05
@ Refer note no.70		
Note-33 Other Income		
Interest Income	47.25	27.11
Interest income from other finanical asset at amortised cost	5.40	6.88
Profit on sale* of (Net of reversal of unrealised gain of previous year ₹ 4.87 crore (previous year ₹ 16.35 crore)		
Current Investments	7.74	15.99
Profit/(loss) on Sale of Property Plant & Equipments (Net)	(0.87)	0.31
Other Non - Operating Income	4.49	11.94
	64.01	62.23
Note-34 Cost of Material Consumed		
Raw Material Consumed	988.21	925.69
	988.21	925.69
Note-35 Purchse of Stock - in - Trade		
Purchase of Traded Goods	827.73	689.25
	827.73	689.25

₹ In Crore (10 Million)

	For the year ended 31st March 2024	For the year ended 31st March 2023
Note-36 Change In Inventories of Finished Goods, Work - in - Progress and Stock - in - Trade		
Opening Stocks		
Work -in -Progress	111.29	86.68
Finished Goods	37.53	34.24
Stock-in-Trade	6.55	1.04
	155.37	121.96
Closing Stocks		
Work -in -Progress	161.43	111.29
Finished Goods	40.06	37.53
Stock-in-Trade	2.36	6.55
	203.85	155.37
Less : Preoperative period Stocks	-	(0.21)
	(48.48)	(33.20)
Note-37 Employee Benefit Expense		
Salaries and Wages	319.36	294.02
Contribution to Provident and Other Funds	20.61	21.67
Staff Welfare Expenses	33.89	33.44
	373.86	349.13
Note-38 Power and Fuel		
Power and Fuel	1,365.64	1,543.91
	1,365.64	1,543.91
Note-39 Transport, Clearing & Forwarding charges		
Transport, Clearing & Forwarding charges	1,249.11	1,208.60
	1,249.11	1,208.60
Note-40 Finance Cost		
Interest expenses	74.82	80.21
Interest expenses at amortised cost	5.12	6.10
Interest on lease liabilities	5.55	3.66
Other borrowing cost	1.74	1.53
	87.23	91.50
Note-41 Depreciation and Amortization Expense		
Depreciation on Property, Plant and Equipment	193.11	191.79
Amortisation on Intangible Assets	1.86	1.75
	194.97	193.54

₹ In Crore (10 Million)

	For the year ended 31st March 2024	For the year ended 31st March 2023
Note-42 Other Expenses		
Consumption of Stores and Spares*	163.83	144.03
Consumption of Packing Materials	170.12	191.76
Rent (Net of realisation ₹ 0.82 crore, previous year ₹ 0.73 crore)	10.74	10.61
Repairs to Buildings	6.95	6.42
Repairs to Machinery	71.27	56.16
Insurance	8.48	9.45
Rates and Taxes	5.50	4.18
Commission on Sales	112.90	109.81
Directors' Fee & Commission	2.22	4.10
Provision for Doubtful Debts	-	0.92
Advertisement and Sales Promotion	59.45	54.82
Travelling, Consultancy & Misc. expenses etc.#	88.49	91.14
	699.95	683.40

* Refer note 58c, # Refer note 51 & 58d

	For the year ended 31st March 2024	For the year ended 31st March 2023
Note-43 Earning Per Equity Share		
Profit After Tax (PAT)	424.32	330.77
Weighted Average number of Equity Shares Outstanding	117,670,066	117,670,066
Basic Earnings per equity share (₹): (Face value of ₹ 5 each)	36.06	28.11
Diluted Earnings per equity share (₹): (Face value of ₹ 5 each)	36.06	28.11

Note-44 Financial Risk Management Objectives and Policies.

The Company realizes that risks are inherent & integral part of any business. The primary focus is to foresee the unpredictability of financial market & seek to minimize potential adverse effect on its financial performance. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk etc.), credit risk and liquidity risk.

44.1 **Market Risk:** Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

The Company has an elaborate risk management system to inform board members about risk management and minimization procedures.

a) **Foreign 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 makes certain imports in foreign currency & therefore is exposed to foreign exchange risk.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

<u>Foreign Currency Sensitivity</u>

The following table demonstrates the sensitivity to a reasonable possible change of US $ with 'all other variables held constant. The impact on the Company's profit/(loss) before tax due to changes in foreign exchange rate:

₹ In Crore (10 Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Appreciation in USD	+ ₹ 0.25	+ ₹ 0.25
Effect on profit/(loss) before tax	(0.26)	(0.95)
Depreciation in USD	- ₹ 0.25	- ₹ 0.25
Effect on profit/(loss) before tax	0.26	0.95

b) **Interest Rate Risk:-** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by maintaining a proper blend of fixed & floating rate borrowings as also a mix of rupee & foreign currency borrowings. The following table shows the blend of Company's fixed & floating rate borrowings in Indian rupee & in foreign currency.

₹ In Crore (10 Million)

S.no.	Particulars	As at March 31, 2024	As at March 31, 2023
1	**Loans in rupees**		
	Fixed Rate	189.07	64.89
	Floating Rate	490.61	482.57
	Interest Free	28.95	59.83
	Total	**708.63**	**607.29**
2	Loans in USD		
	Fixed Rate	-	-
	Floating Rate	-	203.94
	Total	**-**	**203.94**
3	**Grand Total**	**708.63**	**811.23**

The Company regularly scans the market & interest rate scenario to find appropriate financial Instruments & negotiates with the lenders in order to reduce the effective cost of funding

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other variables held constant, the Company's profit/(loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows :-

₹ In Crore (10 Million)

Particulars	As at March 31, 2024	As at March 31, 2023
Increase in interest in basis points	+ 25	+ 25
Effect on profit/(loss) before tax	(1.23)	(1.71)
Decrease in interest in basis points	- 25	- 25
Effect on profit/(loss) before tax	1.23	1.71

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment

c) **Commodity Price Risk and Sensitivity:** The Company is exposed to the movement in price of key raw materials in domestic and international markets. The Company manages fluctuations in raw material price through hedging in the form of advance procurement when the prices are perceived to be low and also enters into advance buying contracts as strategic sourcing initiative in order to keep raw material and prices under check, cost of material is hedged to the extent possible.

44.2 Credit Risk:

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

a) **Trade Receivables:-** Customer credit risk is managed based on Company's established policy, procedures and controls. The Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and aging of trade receivables. Individual credit risk limits are set accordingly.

The credit risk from the organized and bigger buyers is reduced by securing bank guarantees/letter of credits/part advance payments/post dated cheques. The outstanding's of different parties are reviewed periodically at different level of organization. The outstanding from the trade segment is secured by two tier security – security deposit from the dealer himself, and our business associates who manage the dealers are also responsible for the outstanding from any of the dealers in their respective region. Impairment analysis is performed based on historical data at each reporting period on an individual basis. For aging of trade receivables refer note 12.

b) **Financial Instruments and Deposits with Banks:** The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. Generally, balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

44.3 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 is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings, and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities:

₹ In Crore (10 Million)

S.No	Particulars	Undiscounted amount	Due within 1 year	Due between 1-5 years	Due after 5 years	Total
1	As on March 31, 2024					
	Borrowings	712.49	344.31	286.68	81.50	712.49
	Trade Payables	467.79	467.79	-	-	467.79
	Other liabilities*	885.95	646.41	-	239.54	885.95
	Lease liabilities	76.90	15.73	43.79	17.38	76.90
	Total	**2,143.13**	**1,474.24**	**330.47**	**338.42**	**2,143.13**
2	As on March 31, 2023					
	Borrowings	822.36	258.01	460.92	103.43	822.36
	Trade Payables	511.96	511.96	-	-	511.96
	Other liabilities*	563.25	327.55	-	235.70	563.25
	Lease liabilities	41.39	12.44	25.99	2.96	41.39
	Total	**1,938.96**	**1,109.96**	**486.91**	**342.09**	**1,938.96**

* Does note include Financial obligation of corporate guarantee.

Note-45 Capital Risk Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings less cash and short term deposits.

₹ In Crore (10 Million)

	Particulars	As at March 31, 2024	As at March 31, 2023
1	Borrowings	708.64	811.23
2	Less - Cash and cash equivalents (Including current investments & other bank balances)	(498.48)	(844.95)
3	**Net Debt**	**210.16**	-
4	Equity Share Capital	58.85	58.85
5	Other Equity	3,022.60	2,664.89
6	**Total Capital**	**3,081.45**	**2,723.74**
7	Capital and Net Debt	3,291.61	2,723.74
8	Gearing Ratio	6.38%	-

The Company monitors capital using a gearing ratio, which is net debt divided by total Capital plus net Debt. Net Debt is calculated as total borrowings reduced by Cash and cash equivalents (Including current investments & other bank balances) . No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

Note-46 Fair Value of Financial Assets and Liabilities

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the companies: -

₹ In Crore (10 Million)

	Particulars	March 31, 2024		March 31, 2023	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
A.	**Financial Assets**				
(i)	**At Fair Value through Profit or Loss :-**				
(a)	Investment in -				
	Equity Shares	23.71	23.71	2.10	2.10
	Mutual funds	-	-	134.47	134.47
	NCD & others	269.43	269.43	375.77	375.77
	Preference shares	113.09	113.09	111.42	111.42
(b)	Financial guarantee	96.09	96.09	55.27	55.27
	Total (i)	**502.32**	**502.32**	**679.03**	**679.03**
(ii)	**At Amortized Cost :-**				
(a)	Bank FDs	166.16	166.16	325.04	325.04
(b)	Cash and Bank Balances	65.48	65.48	50.42	50.42
(c)	Trade Receivables	40.15	40.15	60.51	60.51
(d)	Loans	87.31	87.31	106.05	106.05
(e)	Others	72.12	72.12	58.87	58.87
	Total (ii)	**431.22**	**431.22**	**600.89**	**600.89**
	Total (A)	**933.54**	**933.54**	**1,279.92**	**1,279.92**
B	**Financial Liabilities**				
(i)	**At Fair Value through Profit or Loss :-**				
(a)	Financial guarantee	96.09	96.09	55.27	55.27
	Total (i)	**96.09**	**96.09**	**55.27**	**55.27**
(ii)	**At Amortized Cost :-**				
	(a) Borrowings	708.64	708.64	811.23	811.23
	(b) Trade Payables	467.79	467.79	511.96	511.96
	(c) Other Financial Liabilities	885.95	885.95	563.25	563.25
	Total (ii)	**2,062.38**	**2,062.38**	**1,886.44**	**1,886.44**
	Total (B)	**2,158.47**	**2,158.47**	**1,941.71**	**1,941.71**

Fair Valuation Techniques:

The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:-

1 Fair Value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

2 Other non-current receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.

3 Fair Value of Investments in quoted Mutual Funds and Equity Shares are based on quoted market price at the reporting date. The fair value of unquoted investments in Preference Shares are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The fair value of unquoted investments in equity shares are estimated on net assets basis.

4 Fair Value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

5 The Fair Values of Derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy:

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

Level 1: Quoted prices in active markets.

Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3: Inputs that are not based on observable market data.

The following table provides the fair value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

(A) Financial Assets

₹ In Crore (10 Million)

Particulars	Level 1	Level 2	Level 3
As at 31st March'2024			
Financial Assets at FVTPL			
Unquoted Equity Shares	-	-	23.71
Unquoted Preference Shares	-	-	113.09
Mutual Funds	-	-	-
NCD and others	-	269.43	-
Financial Guarantee	-	-	96.09
Total Financial Assest	**-**	**269.43**	**232.89**
As at 31st March'2023			
Financial Assets at FVTPL			
Unquoted Equity Shares	-	-	2.10
Unquoted Preference Shares	-	-	111.42
Mutual Funds	134.47	-	-
NCD and others	-	375.77	-
Financial Guarantee	-	-	55.27
Total Financial Assest	**134.47**	**375.77**	**168.79**

(B) Financial Liabilities

₹ In Crore (10 Million)

Particulars	Level 1	Level 2	Level 3
As at March 31, 2024			
Financial Liabilities at FVTPL			
- Financial Guarantee	-	-	96.09
Total Financial Liabilities	**-**	**-**	**96.09**
As at March 31, 2023			
Financial Liabilities at FVTPL			
- Financial Guarantee	-	-	55.27
Total Financial Liabilities	**-**	**-**	**55.27**

There have been no transfers between Level 1 ,Level 2 and Level 3 during the year ended March 31, 2024

Note-47 Segment Information:

The Company is engaged primarily into manufacturing of cement. The Company has only one business segment as identified by management namely cementious materials. Segments have been identified taking into account nature of product and differential risk and returns of the segment. The business segments are reviewed by the vice chairman & managing director of the Company (Chief Operating Decision Maker).

Information about major customers

There are no revenues from transactions with a single external customer amounting to 10 per cent or more of an entity's revenues during the current and previous year.

Note-48 Deferred Revenue:

₹ in Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening	7.42	13.10
Deferred during the year	-	-
Released to profit and loss	(4.44)	(5.68)
Closing	**2.98**	**7.42**

Note-49 Income Tax Expense:

i. **Amount recognized in Statement of Profit and Loss :-**

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
A. Current Tax		
Current Tax	226.40	147.80
Adjustments in respect of current income tax of previous year	0.29	0.63
Total A	**226.69**	**148.43**
B. Deferred tax		
Relating to origination and reversal of temporary difference	(5.45)	2.26
Total Deferred Tax (net)	**(5.45)**	**2.26**
Total Tax Expense (A + B)	**221.24**	**150.69**

ii. **Deferred Tax recognized in Other Comprehensive Income (OCI):**

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Deferred Tax (Gain)/Loss on Defined Benefit	**0.57**	(0.29)

iii. Reconciliation of effective tax rate.

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Accounting profit/(loss) before Income Tax	**645.56**	**481.46**
At Applicable Statutory Income Tax Rate	34.94%	34.94%
Computed Income Tax Expense/(Income)	225.58	168.24
Increase/(reduction) in Taxes on account of :-		
Income not taxable	(1.16)	(1.54)
Income not taxable during tax holiday period	(13.55)	(14.19)
Tax on which deduction is not admissible	10.07	9.55
Previous Year Tax Adjustments	0.29	0.63
Reversal of deferred tax liability on account of change in tax rate@	-	(12.00)
Income Tax Expense/(Income) Reported to Profit & Loss	**221.24**	**150.69**

@ The Government of India has inserted a New Section 115 BAA in the Income Tax Act, 1961 which provides an option to the Company for paying Income Tax at reduced rates, subject to certain conditions. The Company is continuing to provide for Income Tax at Higher Old Rates, based on available MAT Credit Entitlement & various available exemptions / deductions. However, the Company has applied the Lower Income Tax Rates on Deferred Tax Assets / Liabilities to the extent there are expected to be realized or settled in future when the Company may be subjected to Lower Tax Rate and accordingly during the Year ended 31st March 2024, the Company has reversed the Deferred Tax Liability of Nil (Previous year ₹ 12.00 Crores)

iv. Reconciliation of Deferred Tax (liabilities)/Assets (Net)

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Opening balance	(159.57)	(94.33)
Deferred tax recognized in statement of profit and loss	5.45	(2.26)
Other comprehensive income	(0.57)	0.29
Previous year adjustment	-	(0.63)
Mat Credit Utilisation	(113.58)	(62.64)
Closing Balance	**(268.27)**	**(159.57)**

v. Deferred Tax:

Deferred Tax relates to the followings:

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Deferred Tax Assets related to:		
Brought forward losses set off	-	-
(Disallowances)/Allowances under Income Tax	(25.54)	(0.48)
Others	0.42	0.05
Total Deferred Tax Assets	**(25.12)**	**(0.43)**
Deferred Tax Liabilities related to:		
Property, Plant and Equipment	29.25	(2.32)
Others	0.75	0.78
Total Deferred Tax Liabilities	**30.00**	**(1.54)**
Net total movement in Statement of Profit & Loss	4.88	(1.97)
Movement in Profit & Loss	5.45	(2.26)
Movement in OCI	(0.57)	0.29

Note-50 Dividends

The following dividends were declared and paid by the Company during the year

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Final Dividend For the year ended 31st March'2023 – 75% i.e. ₹ 3.75 per equity share (31st March'2022 – 100% i.e. ₹ 5.00 per equity share)	44.13	58.84
Interim Dividend For the year ended 31st March'2024 – 40% i.e. ₹ 2.00 per equity share (31st March'2023 – nil)	23.53	-
Total	67.66	58.84

The following dividends were proposed by the board of directors in their meeting held on 23rd May 2024, subject to approval of shareholders at Annual General Meeting and are not recognized as liability.

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
For the year ended 31st March'2024 - 90% i.e. ₹ 4.50 per equity share per equity share (31st March'2023 – 75% i.e. ₹ 3.75 per equity share)	52.96	44.13

Note-51 Amount paid to Auditors

₹ in Crore (10 Million)

S.No.	Particulars	2023-24	2022-23
A	Statutory Auditor		
	Statutory audit fee	0.25	0.20
	Tax audit fees	0.05	0.04
	Limited review fee, GST audit fee & other services	0.05	0.07
	Reimbursement of expenses	0.04	0.02
	Total Payment to Statutory Auditor	0.39	0.33
C	Cost Auditor		
	Cost Audit fee	0.02	0.02

Note-52 Ratio Analysis and its elements

S. No.	Particulars	Units	March 31, 2024	March 31, 2023	% Change	Explanation
1	Current Ratio (Current Assets / Current Liabilities)	Times	0.92	1.39	-34%	A
2	Debt Equity Ratio (Total Debt (Borrowing) / Total Equity)	Times	0.23	0.30	-23%	
3	Debt Service Coverage Ratio (Earnings before Interest, depreciation and taxes / Interest + Principal Repayment)	Times	2.6	2.72	-4%	
4	Return on Equity Ratio (Profit for the period / Average Total Equity)	%	14.65%	12.75%	15%	
5	Inventory Turnover Ratio (Net Revenue from Operations / Average Inventory)	Times	8.64	10.19	-15%	
6	Trade Receivable Turnover Ratio (Net Revenue from Operations / Average Trade Receivable)	Times	160.73	163.62	-2%	
7	Trade Payable Turnover Ratio (Purchases of Goods & Services / Average Trade Payable)	Times	10.24	12.17	-16%	
8	Net Capital Turnover Ratio (Net Revenue from Operations / Average Working Capital)	Times	31.73	13.21	140%	B
9	Net Profit Ratio (Profit for the period / Revenue from Operations)	%	6.73%	5.44%	24%	

S. No.	Particulars	Units	March 31, 2024	March 31, 2023	% Change	Explanation
10	Return on Capital Employed (Before Tax) (Earnings before Interest, taxes & Exceptional Items / Average Capital Employed)	%	18.90%	15.91%	19%	
11	Return on Investment (Interest Income on fixed deposits, bonds and debentures + Dividend Income + Profit on sale of Investments + Profit on fair valuation of Investments carried at FVTPL / Current Investments + Non Current Investments + Other bank balances)	%	3.84%	3.47%	11%	

Reason for Variance

A Current Ratio has declined due to increase in Current Liabilities and decrease in Current Assets.

B Net Capital Turnover Ratio has improved due to increase in turnover and reduction of Average working capital.

Note-53 Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 98.49 crore (previous year ₹ 58.00 crore).

Note-54 Contingent Liabilities in respect of claims not accepted by the Company (including matters in appeals) and not provided for are as follows:

₹ in Crore (10 Million)

	Particulars	31st March 2024	31st March 2023
a	Service tax	6.64	6.64
b	Sale tax and interest thereon	33.50	35.40
c	Income tax	5.78	5.78
d	Excise duty	1.83	1.77
e	Other matters	9.10	19.59
f	Total	56.85	69.18

Note-55 In respect of certain disallowances and additions made by the income tax authorities, appeals are pending before the appellate authorities and adjustment, if any, will be made after the same are finally settled.

Note-56 Contingent liability for non-use of jute bags for cement packing upto June 30, 1997, as per Jute Packaging Materials (compulsory use of packaging commodities) Act, 1987 is not ascertained and the matter is subjudice. The Government has excluded cement industry from application of the said order from July 01, 1997.

Note-57 Competition Commission of India (CCI) vide its order dated January 19, 2017 had imposed penalty on certain cement companies including a penalty of ₹ 6.55 crore on the Company pursuant to a reference filed by the government of Haryana. The Company has filed an appeal with Competition Appellate Tribunal (COMPAT) against the said order. COMPAT has granted a stay on CCI order. After the merger of COMPAT with National Company Law Appellate Tribunal (NCLAT), the Company's case also stands transferred to NCLAT.

Although based on legal opinion, the Company believes that it has a good case but out of abundant caution the Company had provided full amount during the earlier years.

Note-58 a. Disclosure in respect of Corporate Social Responsibility Expenditure:

Particulars	2023-24	2022-23
Amount required to be spent by the company during the year.	10.48	9.39
Amount of expenditure incurred:-		
JK Lakshmi Arogya Project (Health)	1.17	0.83
JK Lakshmi Vidya Project (Education)	2.14	1.62
JK Lakshmi Aajivika Project (Livelihood)	5.26	4.56
JK Lakshmi Kaushal Parshikshan Project (Skill Development)	0.08	0.03
JK Lakshmi Swajal & Swachhta Project (Water & Sanitation)	0.63	0.82
JK Lakshmi Gramin Vikas Project (Rural Development)	0.74	1.31
Overhead Expenditure	0.46	0.22
Total	10.48	9.39
Shortfall at the end of year	-	-
Total of previous years shortfall	-	1.23

Reason for Shortfall - On account of Ongoing Projects and Deposited in a Separate Bank Account.

b Foreign exchange fluctuation of gain (net) ₹ 5.67 crore (previous year gain (net) ₹ 1.30 crore).

c Consumption of stores and spares is net of scrap sale ₹ 3.51 crore (previous year ₹ 6.66 crore).

d Miscellaneous expenses include, contribution of ₹ 5.00 crore (previous year ₹ 3.00 crore) made to a political party/electoral board as prescribed u/s 182 of the Companies Act, 2013

Note-59 During the year the Company has received subsidy of ₹ 0.21 crore (previous year ₹ 0.21 crore) in terms of Industrial & Investment Policy, 2011 (Haryana) towards exemption from electricity duty, which been netted from power & fuel expenses.

Note-60 Retirement Benefit Obligations

A Expenses Recognised for Defined Contribution Plan

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Company's contribution to provident fund	15.98	15.63
Company's contribution to ESI	0.60	0.51
Company's contribution to superannuation fund	0.98	1.09
Total	17.56	17.23

B Defined Contribution Plan - Provident Fund

The table below shows a summary of the key results of the report including past results as applicable

₹ in Crore (10 Million)

Particulars	31st March 2024	31st March 2023
Present Value of obligation	141.47	140.77
Fair Value of Plan Assets	133.02	132.34
Net Assets/(Liabilty) recognised in Balance Sheet as Provision	(8.45)	(8.43)

C Defined benefit Plans

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognised in the standalone balance sheet as at March 31, 2024 and March 31, 2023, being the respective measurement dates:

i Change in Present Value of Defined Benefit Obligation during the Year

₹ in Crore (10 Million)

Particulars	Gratuity (Funded)	Leave Encashment (Unfunded)
Present value of obligation as on 1st April'22	62.40	11.97
Current service cost	3.73	1.92
Interest cost	4.06	0.77
Benefits paid	(12.80)	(5.67)
Remeasurement - actuarial loss / (gain)	0.31	6.63
Present value of obligation as on 31st March'23	57.70	15.62
Current service cost	3.52	1.77
Interest cost	4.04	1.09
Benefits paid	(11.85)	(6.15)
Remeasurement - actuarial loss / (gain)	(0.18)	1.91
Present value of obligation as on 31st March'24	53.23	14.24

ii Change in Fair Value of Plan Assets - Gratuity

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Fair value of plan assets at beginning of year	64.48	51.64
Acquisitions / Transfer in /Transfer out	-	-
Expected return on plan assets	4.51	3.36
Employer contributions	11.86	22.80
Benefit paid	(11.85)	(12.80)
Actuarial gain / (loss)	1.43	(0.52)

Particulars	2023-24	2022-23
Fair value of plan assets at end of year	70.43	64.48
Present value of obligation	53.23	57.70
Net funded status of plan	(17.20)	(6.78)
Actual return on plan assets	5.95	2.84

iii Expenses recognised in Statement of Profit and Loss

₹ in Crore (10 Million)

Particulars	Gratuity (Funded)	Leave Encashment (Unfunded)
Current service cost	3.73	1.92
Interest cost	4.06	0.77
Expected return plan assets	(3.36)	-
Remeasurement - actuarial loss / (gain)	-	6.63
For the year ended 31st March'23	**4.43**	**9.32**
Actual return on plan assets	2.84	-
Current service cost	3.52	1.77
Interest cost	4.04	1.09
Expected return plan assets	(4.51)	-
Remeasurement - actuarial loss / (gain)	-	1.91
For the year ended 31st March'24	**3.05**	**4.77**
Actual return on plan assets	5.95	-

iv Recognised in Other Comprehensive Income

₹ in Crore (10 Million)

Particulars	Gratuity
Remeasurement - actuarial loss/(gain)	0.83
For the year ended 31st March'23	
Remeasurement - actuarial loss/(gain)	(1.62)
For the year ended 31st March'24	

v The Principal Actuarial Assumptions used for estimating the Company's Defined obligations are set out below:-

Weighted average actuarial assumptions	As at March 31,2024	As at March 31, 2023
Discount rate	7.00%	7.00%
Expected rate of increase in salary	5.50%	5.50%
Expected rate of return on plan assets	6.50%	6.50%
Mortality rate	100% of IALM (2012--14)	100% of IALM (2012--14)
Expected average remaining working lives of employees (years)	16.10	15.84

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

vi Sensitivity analysis

₹ in Crore (10 Million)

Particulars	Change in assumption	Increase/(Decrease) in obligation
Gratuity :-		
For the year ended 31st March'23		
Discount rate	0.50%	(1.61)
	-0.50%	1.74
Salary growth rate	0.50%	1.76
	-0.50%	(1.64)
For the year ended 31st March'24		
Discount rate	0.50%	(1.47)
	-0.50%	1.58
Salary growth rate	0.50%	1.60
	-0.50%	(1.49)

₹ in Crore (10 Million)

Particulars	Change in assumption	Increase/(Decrease) in obligation
Leave Encashment :-		
For the year ended 31st March'23		
Discount rate	0.50%	(0.68)
	-0.50%	0.74
Salary growth rate	0.50%	0.74
	-0.50%	(0.69)
For the year ended 31st March'24		
Discount rate	0.50%	(0.60)
	-0.50%	0.66
Salary growth rate	0.50%	0.66
	-0.50%	(0.61)

Sensitivities due to mortality & withdrawals are not material & hence imapct of change not calculated.

vii History of experience adjustments is as follows

₹ in Crore (10 Million)

Particulars	Gratuity
For the year ended 31st March'2023	
Plan liabilities - loss/(gain)	0.31
Plan assets - gain/(loss)	(0.52)
For the year ended 31st March'2024	
Plan liabilities - loss/(gain)	(0.18)
Plan assets - gain/(loss)	1.43

Estimate of expected benefit payments

₹ in Crore (10 Million)

Particulars	Gratuity	Leave Encashment
April'2024 - March'2025	22.78	3.85
April'2025 - March'2026	1.49	0.43
April'2026 - March'2027	2.14	0.43
April'2027 - March'2028	2.24	0.52
April'2028 - March'2029	2.24	0.58
April'2029 - March'2030	2.72	0.87
April'2030 onwards	19.62	7.56
Total	**53.23**	**14.24**

viii Statement of Employee benefit provision

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Gratuity	**1.44**	5.26
Leave encashment	**4.77**	9.32
Superannuation	**0.98**	1.09

ix Current and Non-Current provision for Gratuity and Leave Encashment

The following table sets out the funded status of the plan and the amounts recognised in the company's balance sheet.

₹ in Crore (10 Million)

Particulars	Gratuity (Funded)	Leave Encashment (Unfunded)
For the year ended 31st March'2023		
Current	(6.78)	3.81
Non current	-	11.81
For the year ended 31st March'2024		
Current	(17.20)	3.85
Non current	-	10.39

x Employee benefit expense

₹ in Crore (10 Million)

Particulars	2023-24	2022-23
Salary and wages	319.36	294.02
Costs-defined benefit plan	3.04	4.44
Costs-defined contribution plan	17.57	17.23
Welfare expense	33.89	33.44
Total	**373.86**	**349.13**

OCI presentation of Defined Benefit plan

Gratuity is in the nature of defined benefit plan, re-measurement gains/(losses) on defined benefit plans is shown under OCI as Items that will not be reclassified to profit or loss and also the income tax effect on the same.

Presentation in Statement of Profit & Loss and Balance Sheet

Expense for service cost, net interest on net defined benefit liability (asset) is charged to statement of profit & loss. IND AS 19 does not require segregation of provision in current and non-current, however net defined liability (assets) is shown as current and non-current provision in balance sheet as per IND AS 1.

Actuarial liability for short term benefits (leave encashment cost) is shown as current and non-current provision in balance sheet.

When there is surplus in defined benefit plan, company is required to measure the net defined benefit asset at the lower of; the surplus in the defined benefit plan and the assets ceiling, determined using the discount rate specified, i.e. market yield at the end of the reporting period on government bonds, this is applicable for domestic companies, foreign company can use corporate bonds rate.

The company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The mortality rates used are as published by one of the leading life insurance companies in India.

Note-61 Capital work in progress includes machinery in stock, construction / erection materials and also include the following pre -operation expenses pending allocation.

₹ in Crore (10 Million)

	2023-24	2022-23
Raw material consumption	-	4.11
Stores & spares consumption	1.00	0.51
Power & fuel	0.34	1.50
Repair & Maintenance	2.51	0.95
Transport ,clearing and forwarding charges	-	0.87
Travelling, consultancy & miscellaneous expenses	0.80	0.20
	4.65	8.14
Less: Sale	-	5.94
Increase in stock	-	0.21
	4.65	1.99
Less: Transferred to Property, Plant & Equipment	3.04	1.99
	1.61	-

Note-62 Expenses charged to cost of material consumed

₹ in Crore (10 Million)

	2023-24	2022-23
Salaries & wages	5.47	5.90
Contribution to provident and other funds	0.39	0.39
Employees' welfare expenses	0.80	0.72
Consumption of stores and spares	41.02	40.88
Power & fuel	9.01	9.49
Repairs to machinery	4.67	4.52
Material handling	120.41	119.32
Rates and taxes	25.26	26.14
Royalty	82.14	80.72
Miscellaneous expenses	0.76	0.99
Total	**289.93**	**289.07**

Note-63 Related Party Disclosure

1 List of related parties :

a) Direct subsidiaries

Udaipur Cement Works Limited.

Hansdeep Industries & Trading Company Limited.

Hidrive Developers and Industries Private Limited. (w.e.f. 30th August'2023)

Agrani Cement Private Limited. (w.e.f. 12th February'2024)

b) Step down subsidiaries

Ram Kanta Properties Private Limited.

Mahabal Cement Private Limited. (w.e.f. 12th February'2024)

Trivikram Cement Private Limited. (w.e.f. 12th February'2024)

Avichal Cement Private Limited. (w.e.f. 12th February'2024)

c) Associates

Dwarkesh Energy Limited.

d) Key management personnels (KMPs)

Shri Bharat Hari Singhania (Ceased to be Chairman w.e.f. 1st April'24)	Chairman
Smt. Vinita Singhania (Chairperson & Managing Director w.e.f. 1st April'24)	Vice Chairman & Managing Director
Shri Arun Kumar Shukla	President and Director
Ms. Bhaswati Mukherjee	Independent & Non Executive Director
Shri N.G. Khaitan	Independent & Non Executive Director
Dr. Raghupati Singhania	Non Independent & Non Executive Director
Shri Ravi Jhunjhunwala	Independent & Non Executive Director
Shri Sadhu Ram Bansal	Independent & Non Executive Director
Shri Sudhir A Bidkar	Chief Financial Officer
Shri Amit Chaurasia	Company Secretary
Shri S. K. Wali (Ceased to be Whole-time Director w.e.f. 1st August'22)	Whole-time Director
Dr. S. Chouksey (Ceased to be Whole-time Director w.e.f. 1st August'22)	Whole-time Director
Shri Brijesh K. Daga (Ceased w.e.f. 1st September'22)	Sr. VP & Company Secretary
Shri B. V. Bhargava (Ceased to be Director w.e.f. 31st August'22)	Independent & Non Executive Director

e) Enterprise which holds more than 20% of Equity share

Bengal & Assam Company Limited (BACL)

f) Trusts under common control

JK Lakshmi Cement Ltd. Compulsory Employees Provident Fund(EPF)

JK Lakshmi Cement Ltd. Officers Superannuation Fund(SF)

JK Lakshmi Cement Ltd. Employees Gratuity Fund(GF)

The following transactions were carried out with related parties in the ordinary course of business :

2. Transaction With Related Parties -

i. Subsidiaries

₹ in Crore (10 Million)

Nature of Transactions	Name of Subsidiaries							
	Udaipur Cement Works Ltd.	Hansdeep Industries & Trading Company Ltd.	Hidrive Developers and Industries Pvt. Ltd.	Agrani Cement Pvt. Ltd.	Udaipur Cement Works Ltd.	Hansdeep Industries & Trading Company Ltd.	Hidrive Developers and Industries Pvt. Ltd.	Agrani Cement Pvt. Ltd.
	2023-24				2022-23			
- Sharing of expenses received	1.15	0.02			3.20	0.10		
- Payment of expenses	-	1.50	0.49		-	1.34		
- Sale of clinker/cement/others	232.17	-	-		261.93	-		
- Purchase of cement/others	657.58	-	-		571.88	-		
- Other income	2.98	-	-		2.51	-		
- Loan given		-	-		85.40	-		
- Advances given		18.52				21.25		
- Loan/ICD received back (₹85.40 crore adjusted against right issue)	85.40	-	-		10.00	-		
- Investment made (Includes adjustment of Loan of ₹85.40 crore)	350.11	-	11.00					
- Corporate guarantee given on behalf of	-	-			750.00	-		
Outstanding as at year end:								
- Advance/Balance Receivable(Payable)	16.89	47.57	-		44.48	30.01		
- Loan Receivable					85.40			
- Security Deposit Given	-	-	0.11					
- Corporate Guarantee Outstanding	1,220.77	-			1,052.13	-		

ii. Step down Subsidiaries

₹ in Crore (10 Million)

Nature of Transactions	Name of Step down subsidiaries							
	Mahabal Cement Private Limited	Trivikram Cement Private Limited	Avichal Cement Private Limited	Ram Kanta Properties Private Limited	Mahabal Cement Private Limited	Trivikram Cement Private Limited	Avichal Cement Private Limited	Ram Kanta Properties Private Limited
	2023-24				2022-23			
- Loan given	66.33	3.00	-	-	-	-	-	-
- Other income	0.36	0.03						
Outstanding as at year end:								
- Loan Receivable(Payable)	66.33	3.00	-	-	-	-	-	-
- Interest Receivable(Payable)	0.32	0.03	-	-	-	-	-	-

iii. Other Related Parties

₹ in Crore (10 Million)

Nature of Transactions	Other Related Parties					
	Bengal & Assam Company Limited	Dwarkesh Energy Limited	Trust under common control	Bengal & Assam Company Limited	Dwarkesh Energy Limited	Trust under common control
	2023-24			2022-23		
- Sharing of expenses received	0.20	0.02		0.09	0.02	
- Payment of expenses	2.67	-		2.66		
- Other income	-	-		0.36		
- Advances received back	3.33	-		3.33		
- Loan/ICD received back	-	-		10.00		
- Contribution	-	-	14.49			12.73
Outstanding as at year end:						
- Loan Receivable	2.98	-		5.65		
- Security Deposit Given	1.78			1.78		
EPF - Advance Receivable/(Contribution Payable)	-	-	0.24			(0.14)
SF - Advance Receivable/(Contribution Payable)	-	-	0.20			(1.09)
GF - Advance Receivable/(Contribution Payable)	-	-	17.20			6.78

iv. Transactions with KMPs

A. Remuneration Paid to KMPs

Particulars	2023-24	2022-23
Short term employee benefits	37.12	32.04
Post employment benefits*	-	5.93
Other payments	2.22	4.10
Receivable/(Payable) :	**(19.17)**	**(12.58)**

* As the liability for gratuity and leave encashment are provided on actuarial basis for the company as a whole. The amount pertaining to KMPs are not included above.

The transactions with related parties have been made on terms equivalent to those that prevail in arm's length transactions.

B. Other transactions with KMPs

During the year the Company has paid ₹ 4.08 Crore to each of Shri Bharat Hari Singhania (Chairman), Smt. Vinita Singhania (Vice Chairperson & Managing Director) and Dr. Raghupati Singhania (Non-Independent & Non-Executive Director) for acquisition of Equity Shares of Hidrive Developers and Industries Pvt. Ltd.

Note-64 Derivative Financial Instruments

The Company uses foreign currency denominated borrowings and foreign exchange forward contracts (including option contracts - seagull structure) to manage some of its transaction exposures. The foreign exchange forward contracts and foreign exchange option contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to thirty six months.

Foreign Currency Risk

The Company has entered into foreign exchange forward contracts and foreign exchange option contracts with the intention to reduce the foreign exchange risk on repayment of buyer's credit and foreign currency loan, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

A. Forward & Option Contract outstanding for the purpose of hedging at the Balance Sheet Date

Particular	As at March 31, 2024		As at March 31, 2023	
	Foreign Currency	Amount (Rs Crore)	Foreign Currency	Amount (Rs Crore)
Forward				
USD	18.80 Mn	156.89	5.38 Mn	44.70
Euro	0.33 Mn	3.00	Nil	-
Option				
USD	-	-	11.76 Mn	97.79

B Foreign Currency Exposure not hedged as at the Balance Sheet Date

Particular	As at March 31, 2024		As at March 31, 2023	
	Foreign Currency	Amount (Rs Crore)	Foreign Currency	Amount (Rs Crore)
Forward				
ECB	Nil	Nil	21.50 Mn	176.69

Note-65 Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under:

₹ in Crore (10 Million)

		2023-24	2022-23
I	Principal amount due and remaining unpaid as at 31st March 2024/2023.	12.52	16.28
II	Interest amount due and remaining unpaid as at 31st March 2024/2023.	-	-
III	Interest paid in terms of section 16 of the MSME Act during the year.	-	-
IV	The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified.	-	-
V	Payment made beyond the appointed day during the year	-	-
VI	Interest Accrued and unpaid as at 31st March 2024/2023	-	-

Note-66 The Company has given Corporate Guarantee to the Bankers of Udaipur Cement Works Limited (UCWL), a 75% subsidiary of the Company for collaterally securing their Term Loans aggregating to ₹ 1639.79 Crore (Outstanding as on 31.3.2024 is ₹ 1220.77 Crore) (Previous Year : ₹ 1639.79 Crore incl. NCDs of ₹ 350 Crore - Outstanding ₹ 1002.13 Crore incl. NCDs of ₹ 350 Crore) .

The Company has received a Counter Indemnity of ₹ 1639.79 Crore from UCWL against above Corporate Guarantee given by the Company

Note-67 a Udaipur Cement Works Ltd (UCWL), the 75% Subsidiary of the Company has successfully completed the Rights Issue of ₹ 448.43 Crores in July 2023. The Proceeds of the Rights Issue have been deployed by UCWL in their Expansion Project. After the Rights Issue, the Company's Shareholding in UCWL has increased from 72.54% to 75%.

b Hansdeep Industries and Trading Company Ltd,(HITCL) the wholly owned subsidiary of the company (JKLC) has been declared as Preferred Bidder for one of Limestone Block 4GIIA located at Dist. Nagaur, Rajasthan by Directorate of Mines & Geology Department, Udaipur. As per the terms of allotment the HITCL has to make total payments of ₹ 43.21 Crore. The HITCL has made the payment of ₹ 8.65 Crore upto 31st March,2024 (Previous year ₹ 8.65 Crore)

This Limestone Mines would be transferred by HITCL to JKLC at some stage, in future, after obtaining requisite approval from the Government of Rajasthan.

Note-68 a Loans and Advances pursuant to regulation 23(3) read with schedule of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015

An amount of ₹ 3.33 crore (including ₹ 3.33 crore receivable within one year) (previous year ₹ 6.67 crore) (maximum balance due ₹ 6.67 crore, previous year ₹ 10.00 crore) due from BACL and arising out of an earlier scheme of reconstruction, arrangement and demerger sanctioned by Hon'ble High Courts of Rajasthan (Jodhpur) and Delhi.

(Loans / Advances to employees as per Company's policy are not considered.)"

b **Loans given as per regulation 34 (3) and 53(f) read with schedule v of SEBI (LODR) regulation of listing regulation of listing regulation with stock exchanges.**

₹ In Crore (10 Million)

Name of Company	Loan Given		Maximum Balance	
	2023-24	2022-23	2023-24	2022-23
Udaipur Cement Works Ltd.	-	85.40	-	85.40
Mahabal Cement Private Limited	66.33	-	66.33	-
Trivikram Cement Private Limited	3.00	-	3.00	-

c **Disclosure of transaction in pursuant to regulation 34(3) read with schedule V, part A, clause 2 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, with promoter/promoter group companies holding more than 10% of equity share capital of the Company**

Name of Company	Nature of transaction and amount
Bengal & Assam Company Limited.	Refer note 63

d **Details of loans given, investments made and guarantee given covered u/s 186(4) of the Companies Act 2013.**

The company has given loan to Subsidiary, Udaipur Cement Works Ltd (UCWL) amounting to nil (Previous year ₹ 85.40 Crore) against the proposed right issue by the Udaipur Cement Works Ltd. The Company has also given Corporate guarantee of ₹ 1220.77 Crore to the Bank for a long term loan availed by its Subsidiary, Udaipur Cement Works Ltd (Previous Year ₹ 1052.13 Crore).

Note-69 A **Impairment review :**

Assets are tested for impairment whenever there are any internal or external indicators of impairment. Impairment test is performed at the level of each Cash Generating Unit ('CGU') or groups of CGUs within the Company at which the assets are monitored for internal management purposes, within an operating segment. The impairment assessment is based on higher of value in use and value from sale calculations. During the year, the testing did not result in any impairment in the carrying amount of other assets (except CWIP, refer note 2A). The measurement of the cash generating units' value in use is determined based on financial plans that have been used by management for internal purposes. The planning horizon reflects the assumptions for short to-mid-term market conditions.

Key assumptions used in value-in-use calculations are:

(i) Operating margins (Earnings before interest and taxes),

(ii) Discount Rate and

(iii) Growth Rates and (iv) Capital Expenditure

B **Events occurring after the balance sheet date**

No adjusting or significant non-adjujsting events have occured between the reporting date and date of authorization of these financial statements

Note-70 Ind AS 115 disclosures

₹ In Crore (10 Million)

S. No.	Particulars	2023-24	2022-23
1	**Contract Balances**		
	Trade Receivables (Refer Note No. 12)	40.15	60.51
	Contract Liabilities (Refer Note No. 29)	94.83	82.02
2	**Reconciling the amount of revenue recognised during the year in the statement of profit and loss with the contracted price:**		
	Revenue as per contract prices	6,810.67	6,433.40
	Discounts	(491.39)	(363.69)
	Revenue from contract with customer (Refer Note No. 32)	6,319.28	6,069.71
3	**Revenue recognised that was included in the contract liability balance at the beginning of the period**		
	Sale of goods	82.02	88.84

Note-71

a In earlier years, the Company had acquired 35% holding (at a cost of ₹ 2.10 crore) in M/s. Sungaze Power Private Limited (SPPL) which has set up a 6.50 MW solar Power Plant under Captive Power Plant (CPP) model at our Durg Cement Plant in the state of Chhattisgarh. The Company, as a Captive User, has no role & responsibility in the day-to-day management & operations of SPPL. As such, SPPL has not been considered as an Associate for consolidation purposes.

b During the FY 2023-24, the Company had acquired 26% holding (at a cost of ₹ 21.61 crore) in M/s. Amplus Helios Private Limited which has set up a 50.00 MW solar Power Plant under Captive Power Plant (CPP) model at our Durg Cement Plant in the state of Chhattisgarh. The Company, as a Captive User, has no role & responsibility in the day-to-day management & operations of Amplus Helios Private Limited. As such, Amplus Helios Private Limited has not been considered as an Associate for consolidation purposes.

Note-72

a During the year, the Company has acquired 85% stake in M/s. Agrani Cement Private Limited at a total Purchase Consideration of ₹ 325.11 Crores. Agrani Cement Private Limited along with its 3 Wholly Owned Subsidiaries (WOS) have been jointly granted Mining Rights. The Company has paid Purchase Consideration of only ₹ 125.11 Crores & the balance Purchase Consideration of ₹ 200 Crores is payable based on the achievement of agreed Milestones.

b During the year the Company has acquired 100% stake in Hidrive Developers and Industries Pvt. Ltd. at a total consideration of ₹ 16.32 Crores. Subsequent to acquisition the Company invested additional amount of ₹ 11.00 Crores against fresh isuue of Equity Share Cpaital by Hidrive Developers and Industries Pvt. Ltd.

Note-73 Other statutory information

i. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii. The Company have not traded or invested in Crypto Currency or Virtual Currency during the financial year.

iii. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries."

v. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or "

- Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries"

vi. The Company have no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in Tax assessments under Income Tax Act, 1961.

vii. The quarterly Return of current assets filed by the Company with Bank having no material variances with Books of Account.

viii. Struck off Companies :-

₹ in Crore (10 Million)

Name of the struck off Company	Nature	Transaction during the year		Balance As on	
		2023-24	2022-23	31st March'24	31st March'23
Print Express Pvt Ltd.	Payable	0.02	-	0.01	-

ix. The Company had made the assessment for books of accounts as per definition in the Act and identified SAP as accounting Software used for the Creation and maintenance of books of accounts which have a feature of recording audit trail (Edit Log) facility and the same has operated throughout the year for all relevant transactions recorded. Further, in case of the Company, audit trail (edit log) facility was enabled and operated throughout the year, we did not come across any instance of the audit trail feature being tempered with. However, the audit trail feature facility was not enabled at the database level to log any data changes for the accounting software used for maintaining the books of accounts.

Note-74 Previous year's figures have been re-grouped/re-classified wherever necessary and figures less than ₹ 50000 have been shown as actual in bracket.

As per our report of even date
For S. S. KOTHARI MEHTA & CO. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

SUNIL WAHAL
Partner
Membership No.: 087294

Place: New Delhi
Date: 23rd May, 2024

SUDHIR A. BIDKAR
Chief Financial Officer

AMIT CHAURASIA
Company Secretary

For and on behalf of the Board of Directors

VINITA SINGHANIA (DIN : 00042983) Chairperson & Managing Director

Dr. R.P. SINGHANIA (DIN : 00036129)
SADHU RAM BANSAL (DIN : 06471984)
N.G. KHAITAN (DIN : 00020588)
BHASWATI MUKHERJEE (DIN : 07173244)
RAVI JHUNJHUNWALA (DIN : 00060972)
Directors

ARUN KUMAR SHUKLA (DIN : 09604989) President & Director

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
JK Lakshmi Cement Limited
New Delhi

Report on the Special Purpose Standalone Financial Statements

Opinion

We have audited the accompanying special purpose standalone financial statements of **JK Lakshmi Cement Limited** ("the Company" or "JKLC") which comprise the special purpose standalone balance sheet as at June 30, 2024, special purpose standalone statement of profit and loss for the quarter ended June 30, 2024, special purpose standalone statement of changes in equity and special purpose standalone cash flow statement for the quarter ended June 30, 2024, and a summary of the standalone material accounting policies and other explanatory information (hereinafter referred to as "the special purpose standalone financial statements").

The Special purpose standalone financial statements have been prepared in accordance with the basis of preparation as set out in Part II of Note no. 1 of the special purpose standalone financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at June 30, 2024, and its profit (including other comprehensive loss), changes in the equity and cash flow for the quarter ended on that date.

Basis for Opinion

We conducted our audit of the special purpose standalone financial statements in accordance with the Standards on Auditing (SAs), 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 special purpose standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the special purpose standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 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 special purpose standalone financial statements.

Management's Responsibility for the Special Purpose standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these special purpose standalone Financial Statements that give a true and fair view of the financial position, financial performance, cash flows statement and changes in equity of the Company in accordance with the Indian accounting standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the special purpose standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing these special purpose standalone Financial Statements, the Board of Directors of the Company are responsible for assessing the ability of the Company 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 special purpose standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the special purpose standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 special purpose standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the special purpose standalone financial statements, including the disclosures, and whether the special purpose standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

S.S. KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

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.

Restriction on Use

This report is being issued to the Company for the limited purpose of submission with National Company Law Tribunal ("NCLT") and/ BSE Limited/National Stock Exchange Limited /or Central Government and/or any other concerned authority in connection with the proposed scheme of amalgamation & arrangement mentioned in basis of preparation as set out in Part II of Note no. 1 of the special purpose standalone financial statements and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

For S S Kothari Mehta & Co LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

Amit Goel

AMIT GOEL
Partner
Membership No. 500607

Place: New Delhi
Date: July 31, 2024
UDIN: 24500607BKEIYW8576

JK Lakshmi Cement Limited

Special Purpose Standalone Balance Sheet As At 30th June 2024

₹ In Crore (10 Million)

	Note No.	As at 30th June'2024 (Audited)	As at 31st March'2024 (Audited)
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	2,686.33	2,631.44
(b) Capital work-in-progress	3	334.97	373.85
(c) Investment Property	4	0.40	0.42
(d) Intangible Assets	5	4.56	4.96
(e) Financial Assets			
(i) Investments	6	1,173.50	1,180.71
(ii) Loans	7	15.00	15.00
(iii) Others	8	49.35	48.42
(f) Other Non-Current Assets	9	186.69	81.55
		4,450.80	4,336.35
(2) Current Assets			
(a) Inventories	10	709.38	762.23
(b) Financial Assets			
(i) Investments	11	251.78	269.43
(ii) Trade Receivables	12	151.24	40.15
(iii) Cash and Cash Equivalents	13	13.98	88.73
(iv) Bank Balance other than (iii)	14	113.41	140.32
(v) Loans	15	73.32	72.31
(vi) Others	16	24.71	26.29
(c) Other Current Assets	17	193.72	168.73
(d) Current Tax Assets (Net)	31	-	3.55
		1,531.54	1,571.74
TOTAL ASSETS		5,982.34	5,908.09
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	18	58.85	58.85
(b) Other Equity		3,178.24	3,022.60
		3,237.09	3,081.45
LIABILITIES			
(1) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	399.13	364.33
(ii) Lease Liabilities	20	48.01	47.48
(iii) Other Financial Liabilities	21	335.87	335.63
(b) Provisions	22	14.15	14.13
(c) Deferred Tax Liabilities (Net)	23	283.75	268.27
(d) Other Non-Current Liabilities	24	90.29	90.42
		1,171.20	1,120.26
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	25	305.58	344.31
(ii) Lease Liabilities	26	10.91	10.65
(iii) Trade Payables	27		
Micro and Small Enterprises		12.87	12.52
Others		328.43	455.27
(iv) Other Financial Liabilities	28	659.91	646.41
(b) Other Current Liabilities	29	232.27	233.24
(c) Provisions	30	4.01	3.98
(d) Current Tax Liabilities (Net)	31	20.07	-
		1,574.05	1,706.38
TOTAL EQUITY AND LIABILITIES		5,982.34	5,908.09

Material Accounting Policies 1

Notes on special purpose financial statements 2-47

As per our report of even date
For S.S. Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

AMIT GOEL
Partner
Membership No. : 500607
New Delhi,
Date : 31st July 2024

SUDHIR A. BIDKAR
Chief Financial Officer

AMIT CHURASIA
Company Secretary

For and on behalf of the Board of Directors

VINITA SINGHANIA (DIN : 00042983) — Chairperson & Managing Director

Dr.R.P. SINGHANIA (DIN : 00036129)
N.G.KHAITAN (DIN : 00020588)
RAVI JHUNJHUNWALA (DIN : 00060972)
SADHU RAM BANSAL (DIN : 06471984)
BHASWATI MUKHERJEE (DIN : 07173244)
SHEWTAMBARA SHARDUL SHROFF CHOPRA (DIN : 07489205)
— Directors

ARUN KUMAR SHUKLA (DIN : 09604989) — President & Director

JK Lakshmi Cement Limited

Special Purpose Standalone Statement of Profit and Loss For the quarter ended 30th June'2024

₹ In Crore (10 Million)

		Note No.	For the quarter ended June 30, 2024	For the quarter ended June 30, 2023
			(Audited)	(Undaudited)
I.	Revenue from Operations	32	1,444.52	1,633.31
II.	Other Income	33	92.17	13.87
III.	**Total Income (I+II)**		1,536.69	1,647.18
IV.	**Expenses :-**			
	Cost of Materials Consumed	34	230.25	240.86
	Purchases of Stock-in-Trade	35	178.57	209.45
	Change in Inventories of Finished Goods, Work-in-Progress and Stock - in - Trade	36	43.57	34.74
	Employee Benefits Expense	37	87.45	97.56
	Power and Fuel	38	265.92	370.84
	Transport, Clearing & Forwarding Charges	39	284.59	330.52
	Finance Costs	40	19.03	22.92
	Depreciation and Amortization Expense	41	46.89	47.02
	Other Expenses	42	169.61	181.76
	Total Expenses (IV)		1,325.88	1,535.67
V	**Profit before tax (III-IV)**		210.81	111.51
VI.	Tax Expense			
	(1) Current Tax		56.44	39.06
	(2) Deferred Tax		(1.94)	(2.43)
	Total Tax Expense (VI)		54.50	36.63
VII.	**Profit for the quarter**		156.31	74.88
VIII.	**Other Comprehensive Income/(Loss)**			
	Items that Will Not be Reclassified to Profit or Loss in Subsequent Periods			
	(1) Re-measurement (losses)/Gain on defined benefit plans		(0.89)	(0.22)
	(2) Income tax effect		0.22	0.08
	Total Other Comprehensive Income/(Loss) (VIII)		(0.67)	(0.14)
IX	**Total Comprehensive Income For the quarter (VII + VIII)**		155.64	74.74
X	Earnings per equity share (Face Value of ₹ 5 each)	43		
	Basic Earnings per equity share (₹):		13.28	6.36
	Diluted Earnings per equity share (₹):		13.28	6.36

Material Accounting Policies 1

Notes on special purpose financial statements 2-47

For and on behalf of the Board of Directors

As per our report of even date
For S.S. Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No. 000756N/N500441

S.S. KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

AMIT GOEL
Partner
Membership No.- 500607
New Delhi,
Date : 31st July 2024

AMIT CHAURASIA
Company Secretary

SUDHIR A. BIDKAR
Chief Financial Officer

VINITA SINGHANIA (DIN : 00042983) Chairperson & Managing Director

Dr.R.P. SINGHANIA (DIN : 00036129)
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SHEWTAMBARA SHARDUL SHROFF CHOPRA (DIN : 07489205)

Directors

ARUN KUMAR SHUKLA President & Director (DIN : 09604989)

JK Lakshmi Cement Limited
Special Purpose Standalone Statement Of Changes In Equity for the quarter ended June 30, 2024

₹ In Crore (10 Million)

A. Equity Share Capital

Particulars	As at 1st April'2023	Change during the year	As at 31st March'2024	Change during the quarter	As at 30th June'2024
Equity Shares (with equal rights) 117,670,066 (Previous year 117,670,066) of ₹ 5 each fully paid up	58.84	-	58.84	-	58.84
Add: Forfeited Shares	0.01	-	0.01	-	0.01
Total	**58.85**	**-**	**58.85**	**-**	**58.85**

B. Other Equity

Particulars	Reserves and Surplus				Items of Other Comprehensive Income, that will not be reclassified to Statement of Profit and Loss	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Re-measurement of Net Defined Benefit Plans	
Balance as at 1st April'2023	**25.64**	**88.65**	**950.74**	**1,608.95**	**(9.09)**	**2,664.89**
Profit for the quarter (1st April'23 to 30th June'23)	-	-	-	74.88		74.88
Dividend payment	-	-	-		-	-
Other Comprehensive Income/(Loss)	-	-	-	-	(0.14)	(0.14)
Balance as at 30th June'2023	**25.64**	**88.65**	**950.74**	**1,683.83**	**(9.23)**	**2,739.63**
Profit for the period (1st July'23 to 31st March'24)	-	-	-	349.44	-	349.44
Dividend payment	-	-	-	(67.66)	-	(67.66)
Other Comprehensive Income/(Loss)	-	-	-	-	1.19	1.19
Balance as at 31st March'2024	**25.64**	**88.65**	**950.74**	**1,965.61**	**(8.04)**	**3,022.60**
Profit for the quarter	-	-	-	156.31	-	156.31
Other Comprehensive Income/(Loss)	-	-	-	-	(0.67)	(0.67)
Balance as at 30th June'2024	**25.64**	**88.65**	**950.74**	**2,121.92**	**(8.71)**	**3,178.24**

Note - For nature of reserves refer note 18
Material Accounting Policies 1
Notes on special purpose financial statements 2-47

As per our report of even date
For S.S. Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

AMIT GOEL
Partner
Membership No.: 500607
New Delhi,
Date : 31st July 2024

AMIT CHAURASIA
Company Secretary

SUDHIR A. BIDKAR
Chief Financial Officer

For and on behalf of the Board of Directors

VINITA SINGHANIA (DIN : 00042983) Chairperson & Managing Director
Dr.R.P. SINGHANIA (DIN : 00036129)
N.G.KHAITAN (DIN : 00020588)
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BHASWATI MUKHERJEE (DIN : 07173244)
SHEWTAMBARA SHARDUL SHROFF CHOPRA (DIN : 07489205)
Directors
ARUN KUMAR SHUKLA (DIN : 09604989) President & Director

JK LAKSHMI CEMENT LIMITED
STATEMENT OF CASH FLOWS (STANDALONE)

Rs in Crore (10 Million)

S.No.	Particulars	For the Qtr. ended 30th June, 2024 (Audited)		For the Qtr. ended 30th June, 2023 (Unaudited)	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before Tax	210.81		111.51	
	Adjustments for:				
	Depreciation and Amortization Expense (net)	46.89		47.02	
	Interest Income	(10.18)		(9.99)	
	Interest income from other finanical asset at amortised cost	(0.83)		(1.66)	
	(Profit) / Loss on sale of Property, Plant and Equipment (Net)	0.68		(0.12)	
	(Profit) / Loss on sale of Current Investments (net)	(79.96)		(7.48)	
	(Gain) / Loss on Fair Valuation of Current Investments	(0.07)		0.26	
	Finance Costs	19.03		22.92	
	Foreign Exchange Difference (net)	(0.84)		(3.41)	
	Operating Profit before Working Capital changes	185.53		159.05	
	Adjustments for:				
	Trade and Other Receivables	(122.56)		(217.33)	
	Inventories	52.85		(18.42)	
	Trade and Other Payables	(107.50)		185.69	
	Cash generated from Operations	8.32		108.99	
	Income Tax Payments (Net)	(15.17)		(15.96)	
	Net Cash from Operating Activities		(6.85)		93.03
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment and Intangible Assets	(190.12)		(42.89)	
	Sale of Property, Plant and Equipment	2.05		0.37	
	(Purchase) / Sale of Investments (net)	16.89		(136.37)	
	Encashment / (Investments) in bank deposits	26.87		38.85	
	Interest Received	12.69		8.70	
	Net Cash from / (used in) Investing Activities		(131.62)		(131.34)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Long-term Borrowings	84.67		-	
	Repayment of Long-term Borrowings	(89.42)		(39.22)	
	Repayment of Lease Obligation - Principal	(2.97)		(1.75)	
	Repayment of Lease Obligation - Interest	(1.41)		(0.08)	
	Transaction with Non Controling Interest	88.00			
	Short-term borrowings (net)	0.44		-	
	Interest and Financial charges paid	(15.59)		(15.81)	
	Net Cash from / (used in) Financing Activities		63.72		(56.86)
D.	Increase / (Decrease) in Cash and Cash Equivalents		(74.75)		(95.17)
E.	Cash and Cash Equivalents as at the beginning of the year / period		88.73		138.92
F.	Cash and Cash Equivalents as at the close of the year / period		13.98		43.75

Notes:

1.	Total Liabilities from Financing Activities	Long Term	Short Term	Long Term	Short Term
	Opening	557.22	151.42	806.95	4.28
	Cash Flow Changes				
	Inflow / (Repayments)	(4.75)	0.44	(39.22)	
	Non - Cash Flow Changes				
	Others	0.38	-	(2.45)	-
	Closing	552.85	151.86	765.28	4.28

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NEW DELHI
Chartered Accountants

2. Cash and Cash Equivalents include:

- Cash, Cheques in hand and remittances in transit	5.24	0.39
- Balances with Scheduled Banks	8.74	43.36
	13.98	43.75

3. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.

4. Previous year's/ period figures have been re-arranged and re-cast wherever necessary.

As per our report of even date

For S.S. Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

S.S. KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

Amit Goel

AMIT GOEL
Partner
Membership No. : 500607
New Delhi, the 31st July, 2024

SUDHIR A. BIDKAR
Chief Financial Officer

AMIT CHAURASIA
Company Secretary

For and on behalf of the Board of Directors

VINITA SINGHANIA (DIN : 00042983) — Chairperson & Managing Director

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SHEWTAMBARA SHARDUL SHROFF CHOPRA (DIN : 07489205)
— Directors

B.Mu

ARUN KUMAR SHUKLA (DIN : 09604989) — President & Director

Note-1

Company Overview, Basis of Preparation & Material Accounting Policies

I. Corporate & General Information

JK Lakshmi Cement Limited ("the Company'') is domiciled and incorporated in India and its Shares are publicly traded on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). The Registered Office of the Company is situated at Jaykaypuram, Basantgarh, Distt. : Sirohi- 307 019, Rajasthan.

The Company is a leading manufacturer and supplier of Cement and Cementitious products like RMC & Fly Ash Blocks with manufacturing facilities in the State of Rajasthan, Chattisgarh, Gujarat, Haryana, Uttar Pradesh and Odisha. The Company began its journey in 1982 by setting-up a Cement Plant with a modest Capacity of 0.50 Million Tonnes at Sirohi in the State of Rajasthan. Over the years, the Cement capacity has grown to the present level of 11.70 Million Tonnes. The Company is the first Cement Manufacturer in North India to introduce coloured bags and registered as ISO 9200. The Company's Technical Service Cell provides construction solutions to its customers & carries out regular & innovative contact programmes with Individual House Builders, Masons and other Business Associates to keep in tune with their needs and requirements.

These Special Purpose Standalone Financial Statements were approved and adopted by the Board of Directors of the Company in their meeting held on July 31, 2024.

II. Basis of Preparation

(i) Statement of Compliance

The Special Purpose Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time and relevant provisions of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Special Purpose Standalone Financial Statements comply with IND AS notified by Ministry of Company Affairs ("MCA"). The Company has consistently applied all the accounting policies and applicable Ind AS used in the preparation for all periods presented.

(ii) Basis of Preparation

The material accounting policies used in preparing the Special Purpose Standalone Financial Statements are set out in Note no. III of the Notes to the Special Purpose Standalone Financial Statements. These Special Purpose Standalone Financial Statements are presented in Indian Rupees (`), which is also its functional currency.

These Special Purpose Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India, including the recognition and measurement principles laid down in Indian Accounting Standards (Ind AS) 34 'Interim Financial Reporting' as specified under section 133 of the Companies Act, 2013 ('the Act') read with the relevant rules thereunder. Accordingly, the said Special Purpose Standalone Financial Statements do not include all the information required for a complete set of annual Ind AS financial statements and should be read in conjunction with the Company's latest annual financial statements and related notes for the year ended March 31, 2024. However, selected explanatory notes are included to explain events and transactions that are significant for the understanding of the changes in the Company's financial position and performance since the latest annual financial statements.

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NEW DELHI
Chartered Accountants

These Special Purpose Standalone Financial Statements have been prepared in connection with the proposed composite scheme of amalgamation between the Company (Amalgamated Company or Resultant Company), and its wholly owned subsidiaries Udaipur Cement Works Limited (Amalgamating Company 1), Hansdeep Industries & Trading Company Limited (Amalgamating Company 2), and Hidrive Developers and Industries Private Limited (Amalgamating Company 3), and their respective shareholders and creditors which is to be approved by the Board of Directors of the Company, in terms of the provisions of the Sections 230 to 232, Section 66 (to the extent applicable) read with Section 52, and other applicable provisions of the Companies Act, 2013.

(iii) Basis of Measurement

The Special Purpose Standalone Financial Statements have been prepared on accrual basis and under the historical cost convention except for the items that have been measured at fair value as required by relevant IND AS.

(iv) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (As per Ind AS 113) and other Fair Value measurement have been done as per its respective standards.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

For the purpose of Fair Value disclosures, the Company has determined classes of Assets and Liabilities on the basis of the nature, characteristics and risks of the Asset or Liability and the level of the Fair Value Hierarchy in which they fall.

(v) Current & Non-Current Classifications

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 or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

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

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current

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

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

(vi) Significant Accounting Judgements, Estimates and Assumptions

The preparation of these Special Purpose Standalone Financial Statements requires management judgements, estimates and assumptions that affect the application of Accounting Policies, the Accounting disclosures made and the reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to Accounting

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estimates are recognised in the period in which the estimates are revised and any future periods effected pursuant to such revision.

III. Material Accounting Policies

(1) Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable to bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management. .

Subsequent cost are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of property, plant and equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an asset are capitalized until the period of commissioning has been completed and the asset is ready of its intended use.

Property, Plant and Equipment are eliminated from books of account, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value.

Deprecation is calculated using the Straight Line Method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013, except for Captive Power Plants, Split Grinding Units, Vehicles & Locomotives, office equipment and Furniture & Fixtures which is provided on Written Down Value Method (WDV) as per the said schedule. Depreciation on RMC is provided considering estimated useful life of 6 years on SLM basis.

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit or Loss within other gains / (losses).

Depreciation on impaired assets is provided on the basis of their residual useful life.

(2) Investment Properties

Property that is held for long-term rentals yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

S.S. KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Investment properties are depreciated using the Straight Line Method (SLM) over their estimated useful lives. The useful live has been determined based on technical evaluation performed by the management's expert.

The Residual value, useful lives and depreciation method of investment properties are reviewed, and adjusted on Prospective basis as appropriate, at each financial year end. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

(3) Intangible Assets

Intangibles Assets are recognized if the future economic benefits attributable to the Assets are expected to flow to the Company and the cost of the asset can be measured reliably.

Internally generated intangibles, excluding capitalized developments costs, are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.
The useful lives of Intangibles Assets are assessed as either finite or indefinite. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed atleast at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible Asset with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the Intangible Asset may be impaired.

Intangible Assets are amortized as follows:

- Computer Software & Mining Right — Over a period of five years

Intangibles Assets with indefinite useful lives, if any are not amortised, but are tested for impairment annually , either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

Gain or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(4) Research and Development Cost

Revenue Expenditure on Research and Development is charged to Statement of Profit and Loss and Capital Expenditure is added to Property, Plant and Equipment.

However, Development expenditure on new product is capitalized as Intangible Asset.

(5) Inventories

Inventories are carried in the balance sheet as follows :

a)	Raw Materials, Packing Materials, construction Materials, Stores & Spares.	:	At cost , on weighted average basis.
b)	Work-in Progress – Manufacturing	:	At Lower of Cost of Material, plus appropriate production Overheads and Net Realizable Value.

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c)	Finished Goods – Manufacturing	:	At Lower of Cost of Materials plus Appropriate Production Overheads and Net Realizable Value.
d)	Finished goods – Trading	:	At lower of cost, on Weighted Average Basis and Net Realizable Value.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Slow and non-moving material, obsolete, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of Balance Sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

Net Realisable Value is the estimated Selling Price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(6) Cash and Cash Equivalents

Cash and Cash Equivalents includes cash on hand, deposits held at call with Banks / Financial Institutions, other short-term, highly liquid investments which are subject to an insignificant risk of changes in value.

(7) Impairment of Assets

The carrying amounts of Property, Plant & Equipment, Intangible Assets and Investment Properties are reviewed at each Balance Sheet date to assess impairment, if any, based on internal / external factors. An impairment loss is recognised, as an expense in the Statement of Profit & Loss, wherever the carrying amount of the Asset or Cash Generating Unit (CGU) exceeds its recoverable amount. The impairment loss recognised in prior accounting period is reversed, if there has been an improvement in recoverable amount in subsequent years. Recoverable amount is determined :-

- In the case of an Individual Asset, at the higher of the Fair Value less cost to sell and the value in use; and
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, and appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

(8) Foreign Currency Translations & Transitions

(i) Functional and Presentation Currency

These financial statements are presented in INR, which is also the Company's Functional and Presentation Currency.

(ii) Transaction and Balance

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Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary Assets and liabilities related to foreign currency transactions are stated at exchange rate prevailing at the end of the year and exchange difference in respect thereof is recognised to Statement of Profit & Loss.

(9) Financial Instruments.

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1. Financial Assets

1.1 <u>Definition</u>

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortised Cost

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit or loss. The losses arising from impairment are recognized in the Statement of Profit or Loss.

(ii) Financial Assets at Fair value through Other Comprehensive Income

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

(iii) Financial Assets at Fair value through Profit or Loss (FVTPL)

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement. For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the

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Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

1.3 Investment in Equity Shares

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Statement of Profit and Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

1.4 Investment in Associates, Joint Ventures and Subsidiaries

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

1.5 Derecognition of Financial Assets

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right 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 right to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2. Financial Liabilities

2.1 Definition

Financial liabilities include Long-term and Short-term Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement
All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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

(b) Subsequent Measurement

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

i)Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method (''EIR'') except for those designated in an effective hedging relationship. The carrying value of borrowings that are designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in fair values attributable to the risks that are hedged in effective hedging relationship.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized 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 amount initially recognized less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

2.5 De-recognition of Financial Liability

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-

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cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

3. **Offsetting of Financial Instruments**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4. **Derivative Financial Instruments**

The Company uses derivative financial instruments, such as forward contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

(10) Grants

Grants from the Government are recognised when there is reasonable assurance that all underlying conditions will be complied with and that the grant will be received.

When loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. That grant is recognised in the Statement of Profit and Loss under 'other income'. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government grants related to assets, including non-monetary grants at fair value, are presented in the balance sheet by recording the grant as deferred income which is released to the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other income'.

(11) Equity Share Capital

Ordinary Shares are classified as Equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from Retained Earnings, net of taxes.

(12) Provisions, Contingent liabilities and Contingent Assets

i) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

ii) Contingent Liability

Contingent Liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past events, when no reliable estimate is possible:
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

iii) Other Litigation Claims

Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

iv) Onerous Contracts

A provision for onerous contracts is measured at the present value of the lower of expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the Assets with the contract.

v) Contingent Asset

A Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(13) Revenue Recognition

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

i) Sale of Goods

Revenue is recognized upon transfer of control of promised goods or services to customers at transaction price (net of taxes and duties).

Taxes collected on behalf of the government are excluded from revenue. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably

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ii) Non-Cash Incentives

The Company provides Non-Cash incentives at Fair Value to customers. These benefits are passed on to customers on satisfaction of various conditions of various sales schemes. Consideration received is allocated between the products sold and non-cash incentives to be issued to customers. Fair value of the non-cash incentive is determined by applying principle of Ind AS 113 i.e. at market rate. A contract liability for the non-cash incentive is recognised at the time of sale.

iii) Power Distribution

Revenue from Power Distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued up to the end of accounting year. Customers are billed as per the tariff rates issued by Electricity Regulatory Commission.

iv) Dividend Income

Dividend income is recognized when the right to receive dividend is established, which becomes certain after shareholders'approval.

v) Lease Income

Lease Agreements where the risk and rewards incidental to the ownership of an asset substantially vest with the lessor are recognized as operating leases. Leases rentals are recognized on straight –line basis as per the terms of the agreements in the statement of profit and loss.

vi) Interest Income

For all Financial instruments measured at amortized cost, interest income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial Instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in other income in Statement of Profit and Loss.

vii) Renewable Energy Certificate

Renewable Energy Certificate (REC) benefits are recognized in Statement of Profit & Loss on Sale of REC. Income from Sale of RECs is recognized on the delivery to the Customers' Account.

viii) **Export Benefit**

Export incentives, Duty Drawbacks and other benefits are recognized in the Statement of Profit and Loss on Accrual Basis.

(14) Employees Benefits

i) Defined Contribution Plans

Contributions to the employees' regional Provident Fund, Superannuation Fund, Employees Pension Scheme and Employees' State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services. The Company has no obligation, other than the contribution payable to the respective funds. The Company recognises contribution payable to these schemes as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

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ii) Defined Benefit Plans

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognized in Other Comprehensive Income. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

The Provident Fund Contribution other than contribution to Employees' Regional Provident Fund, is made to trust administered by the trustees. The interest rate to the members of the trust shall not be lower than the statutory rate declared by the Central Government under Employees' Provident Fund and Miscellaneous Provision Act, 1952. The Employer shall make good deficiency, if any.

iii) Short-term Employee Benefits

Short Term Benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

iv) Long-Term Employee Benefit

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date. Annual Leaves can either be availed or enchased subject to restriction on the maximum accumulation of Leaves.

v) Termination Benefits

Termination Benefits are recognized as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

(a) When the entity can no longer withdraw the offer of those benefits; and

(b) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

(15) Borrowing Costs

(1) Borrowing Costs that are specifically attributable to the acquisition, construction, or production of a Qualifying Asset are capitalized as a part of the cost of such Asset till such time the asset is ready for its intended use or sale. A Qualifying Asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

The Borrowing Cost consists of Interest & Other Incidental costs that the Company incurs in connection with the borrowing of such Funds.

(2) For general borrowing used for the purpose of obtaining a Qualifying Asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

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(3) Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. All other borrowing costs are recognized as expense in the period in which they are incurred.

(16) Leases

The Company assesses at contract inception whether a contract or part of contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-Of-Use Assets

The Company recognises Right-Of-Use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use Assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of Right-Of-Use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use Assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the Assets.

If ownership of the Leased Asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the Asset.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises Lease Liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its existing weighted average cost of capital (WACC) rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Lease liabilities have been presented as a separate line and Right-of-use assets have been presented under Property Plant and Equipment in the balance sheet. Lease payments have been classified as cash used in financing activities.

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i) Short-Term Leases and Leases of Low-Value Assets

The Company has elected not to recognise Right-of-Use Assets and Lease Liabilities for short term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease.

b) Company as a Lessor

Lease income from Operating Leases where the Company is a Lessor is recognized in income on a straight-line basis over the lease term unless the recipients are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective Leased Assets are included in the Balance Sheet based on their nature.

(17) Taxes on Income

a) Current Tax

i) Tax on Income for the Current quarter is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii) Current Income Tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss .Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred Tax

Deferred Tax is provided using the Balance Sheet Approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilized. Unrecognized Deferred Tax Assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred Tax Assets and Liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred Tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss.

Deferred Tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in Equity.

The break-up of the major components of the Deferred Tax Assets and Liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

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(18) Exceptional Items

On certain non-recurring occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

(19) Earnings Per Share (EPS)

i) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing

- The Profit or Loss attributable to Equity Shareholders of the Company by the Weighted Average number of Equity Shares outstanding during the reporting period, adjusted for bonus elements in Equity Shares issued during the period.

ii) Diluted Earnings Per Share

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account

- The after Income Tax Effect of interest and other financing costs associated with dilutive potential equity shares, and the Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

(20) Segment Accounting

The Company is engaged primarily into manufacturing of Cement. The Company has only one business segment as identified by management namely Cementious Materials.

Segments have been identified taking into account nature of product and differential risk and returns of the segment. The business segments are reviewed by the Vice Chairman & Managing Director (Chief Operating Decision Maker).

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on each segments profit or loss and is measured consistently with profit or loss in the financial statements.

(21) Cash dividend

The Company recognises a Liability to pay dividend to Equity Holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in Other Equity. Interim Dividends are recognised as a Liability on the date of declaration by the Company's Board of Directors.

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(22) **Recent Accounting Pronouncements**

No new amendments to Ind AS has been notified by the Ministry of Corporate Affairs ("MCA") during the quarter ended June 30, 2024.

JK Lakshmi Cement Limited
Notes to special pupose standalone financial statements for quarter ended June 30, 2024

Note -2

₹ In Crore (10 Million)

Property, Plant and Equipment

Particulars	Freehold Land	Right of Use: Leasehold Land	Right of Use: Leasehold Building & Machinery	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles and Locomotives	Railway Siding	Total
Gross Block										
As at 1st April'2023	311.58	74.26	43.42	254.11	3,347.81	6.92	11.54	35.33	16.70	4,101.67
Additions/Adjustments	39.47	2.50	34.77	13.58	27.50	0.16	1.46	8.65	-	128.09
Disposals/Adjustments	-	-	0.99	-	1.87	-	0.01	9.47	-	12.34
As at 31st March'2024	**351.05**	**76.76**	**77.20**	**267.69**	**3,373.44**	**7.08**	**12.99**	**34.51**	**16.70**	**4,217.42**
Additions/Adjustments	0.75	-	3.77	0.67	97.60	-	0.01	1.30	-	104.10
Disposals/Adjustments	-	-	-	-	4.79	-	0.11	0.70	-	5.60
As at 30th June'2024	**351.80**	**76.76**	**80.97**	**268.36**	**3,466.25**	**7.08**	**12.89**	**35.11**	**16.70**	**4,315.92**
Accumulated Depreciation										
As at 1st April'2023	-	6.12	17.59	97.93	1,242.97	5.02	8.61	16.10	5.86	1,400.20
Charged For the Year	-	1.46	13.22	11.73	157.28	0.45	1.20	6.61	1.07	193.02
On Disposal	-	-	0.63	-	0.66	-	0.01	5.94	-	7.24
As at 31st March'2024	**-**	**7.58**	**30.18**	**109.66**	**1,399.59**	**5.47**	**9.80**	**16.77**	**6.93**	**1,585.98**
Charged For the quarter	-	0.37	3.26	2.86	37.97	0.09	0.27	1.39	0.27	46.48
On Disposal	-	-	-	-	2.34	-	0.09	0.44	-	2.87
As at 30th June'2024	**-**	**7.95**	**33.44**	**112.52**	**1,435.22**	**5.56**	**9.98**	**17.72**	**7.20**	**1,629.59**
Net Carrying Amount										
As at 31st March'2024	351.05	69.18	47.02	158.03	1,973.85	1.61	3.19	17.74	9.77	2,631.44
As at 30th June'2024	**351.80**	**68.81**	**47.53**	**155.84**	**2,031.03**	**1.52**	**2.91**	**17.39**	**9.50**	**2,686.33**

1) The Title Deeds of all the Immovable Properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except the following

Description of Prpoerty	Gross Carrying Value As at 30th June'2024	Gross Carrying Value As at 31st March'2024	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of company
Lease Hold Land	4.02	4.02	Bihar Industrial Area Development Authority (BIADA).	No	July'2015	BIADA has given a notice to the Company on 30.06.2020 that the amount paid by the Company towards Leasehold Land has been forfeited. Aggrieved by the BIADA's notice, the Company had moved to Hon'ble Patna High Court in 2020. The Hon'ble High Court has directed BIADA to relook into the allotment of an alternate Land. On refusal of BIADA to give any alternate Land, the Company has filed a case against BIADA at Hon'ble Patna High Court in January 2023 for adjudication of the matter.

JK Lakshmi Cement Limited
Notes to special purpose standalone financial statements for quarter ended June 30, 2024

2) The Company has lease contracts for various buildings and plants used in its operations. Lease of buildings and plants have lease terms between 2 year to 10 years. The Company also has certain lease with lease terms of 12 months and less. The Company applies the 'short term leases' recognition exemption for these leases.

The following are the amounts recognised in Statement of Profit and Loss as per IND AS 116

	Quarter ended June 30, 2024	Quarter ended June 30, 2023
Depreciation expense of Right Of Use Assets	3.63	2.46
Interest Expense on Lease Liabilities	1.41	0.75
Expense relating to Leases of Short-term / Low Value Assets (included in Other Expenses)	2.37	3.38
Total Amount recognised in Statement of Profit and Loss	**7.41**	**6.59**

Amounts recognised in Statement of Cash Flows:

Particulars	Quarter ended June 30, 2024	Quarter ended June 30, 2023
Total Cash Outflow for Leases	6.75	6.69
Financing Activities		
Repayment of Principal	2.97	2.56
Repayment of Interest	1.41	0.75
Operating Activities		
Short Term / Low Value Assets Lease Payment	2.37	3.38

The following is the movement in lease liabilities during the year ended June 30, 2024 and March 31, 2024:

Particulars	Quarter ended June 30, 2024	Year Ended March 31, 2024
Balance at the beginning	58.13	33.42
Addition during the year	3.76	36.91
Finance cost accrued during the period	1.41	0.75
Payment of lease liabilities	(4.38)	(17.75)
Balance at the end	58.92	53.33
Non Current (Refer Note 20)	48.01	**47.48**
Current (Refer Note 26)	10.91	**10.65**

3) For Hypothecation Refer Note 19 and 25

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JK Lakshmi Cement Limited
Notes to special pupose standalone financial statements for quarter ended June 30, 2024

Note -3
Capital Work in Progress (CWIP)

₹ In Crore (10 Million)

Particulars	**As at 30th June'2024**	**As at 31st March'2024**
Capital Work in Progress (Gross)	432.77	162.72
Impiarment allowance	(97.80)	(97.80)
Capital Work in Progress (Net)	**334.97**	**64.92**

Movement in Capital Work in Progress	**As at 30th June'2024**	**As at 31st March'2024**
Opening balance (Net)	373.85	64.92
Addition during the period/year	58.98	337.88
Capitalised during the period/year	(97.86)	(28.95)
Closing balance (Net)	**334.97**	**373.85**

Capital Work in Progress (CWIP) Ageing

₹ In Crore (10 Million)

Particulars	**Less than 1 year**	**1-2 year**	**2-3 year**	**More than 3 year**	**Total**
As on 30th June'24					
Projects in Progress	276.17	9.72	3.50	-	289.39
Projects Temporarily Supsended **(refer note 1)**	-	-	-	45.58	45.58
Total	**276.17**	**9.72**	**3.50**	**45.58**	**334.97**
As on 31st March'24					
Projects in Progress	313.68	12.40	2.19	-	328.27
Projects Temporarily Supsended **(refer note 1)**	-	-	-	45.58	45.58
Total	**313.68**	**12.40**	**2.19**	**45.58**	**373.85**

1) The Suspended Project is expected to be completed in next 1-2 years.

2) There are no Projects as on reporting date which has exceeded cost as compared to its Original cost. The Projects temporarily Suspended are overdue for completion

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Notes to special pupose standalone financial statements for quarter ended June 30, 2024

Note - 4 ₹ In Crore (10 Million)

Investment Property

Particulars	Freehold Land	Leasehold Land	Buildings	Total
Gross Block				
As at 1st April'2023	-	0.04	0.85	0.89
Additions/Adjustments	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at 31st March'2024	-	0.04	0.85	0.89
Additions/Adjustments	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at 30th June'2024	-	0.04	0.85	0.89
Accumulated Depreciation				
As at 1st April'2023	-	₹ 49,368	0.39	0.39
Charged For the Year	-	₹ 10,446	0.08	0.09
On Disposal				
As at 31st March'2024	-	₹ 59,814	0.47	0.47
Charged For the quarter	-	₹ 1,737	0.01	0.01
On Disposal	-	-	-	-
As at 30th June'2024	-	₹ 61,551	0.48	0.49
Net Carrying Amount				
As at 31st March'2024	-	0.03	0.38	0.42
As at 30th June'2024	-	0.03	0.37	0.40
Fair Value*				
As at 31st March'2024				**0.30**
As at 30th June'2024				**0.30**
Rental Income				
For the quarter ended 30th June 2023				**0.21**
For the quarter ended 30th June 2024				**0.20**

Note : There is no material expenses incurred for the maintenance of investment properties.

*Based upon realisation value as calculated by independent valuer.

Figure in table with ₹ symbol represents absolute figure.

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Notes to special pupose standalone financial statements for quarter ended June 30, 2024

Note - 5

Intangible Assets

₹ In Crore (10 Million)

Particulars	Software	Mining Rights	Total
Gross Block			
As at 1st April'2023	10.78	2.15	12.93
Additions/Adjustments	1.49	-	1.49
Disposals/Adjustments	-	-	-
As at 31st March'2024	**12.27**	**2.15**	**14.42**
Additions/Adjustments	-	-	-
Disposals/Adjustments	-	-	-
As at 30th June'2024	**12.27**	**2.15**	**14.42**
Accumulated Amortisation			
As at 1st April'2023	7.42	0.18	7.60
Charged For the Year	1.43	0.43	1.86
On Disposal	-	-	-
As at 31st March'2024	**8.85**	**0.61**	**9.46**
Charged For the quarter	0.29	0.11	0.40
On Disposal	-	-	-
As at 30th June'2024	**9.14**	**0.72**	**9.86**
Net Carrying Amount			
As at 31st March'2024	3.42	1.54	4.96
As at 30th June'2024	**3.13**	**1.43**	**4.56**

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Notes to special pupose standalone financial statements for quarter ended June 30, 2024

Note - 6

Non Current Investment

₹ In Crore (10 Million)

	As at 30th June'2024		As at 31st March'2024	
	Numbers	Amount	Numbers	Amount
Investment in Equity Shares				
Subsidiaries- At Cost				
Udaipur Cement Works Limited (₹ 4 each)	39,86,78,693	470.30	42,04,01,693	478.99
Udaipur Cement Works Limited -Equity Component*		34.90		34.90
Hansdeep Industries and Trading Co. Ltd. (₹ 10 each)	11,60,50,007	116.05	11,60,50,007	116.05
Hidrive Developers and Industries Pvt. Ltd. (₹ 10 each)	1,67,360	27.32	1,67,360	27.32
Agrani Cement Pvt. Ltd. (₹ 10 each)	93,500	325.11	93,500	325.11
Associate- At Cost				
Dwarkesh Energy Ltd (₹ 10 each)@	1,13,50,000	11.35	3,50,000	0.35
Others- Fair Value through Profit and Loss				
V. S. Lignite Power Pvt. Ltd. (₹ 10 each) #	43,96,136	-	43,96,136	-
Sungaze Power Pvt Ltd. (₹ 14.66 each)	14,32,308	2.10	14,32,308	2.10
Amplus Helios Private Limited (₹10.00 each)	2,16,08,639	21.61	2,16,08,639	21.61
Investment in Preference Shares- Fair Value Through Profit and Loss				
Subsidiary				
Udaipur Cement Works Limited (5% cumulative redeemable preference shares) (₹ 100000 each)	6,600	61.03	6,600	60.20
Udaipur Cement Works Limited (6% cumulative redeemable preference shares) (₹100 each)	5,00,000	7.07	5,00,000	6.99
Associate		-		
Dwarkesh Energy Ltd. (7% optionally convertible cumulative redeemable preference shares) (₹ 100 each)$ @	-	-	11,00,000	11.00
Others				
V. S. Lignite Power Pvt. Ltd. (0.01%) (₹ 10 each) #	38,99,777	-	38,99,777	-
Other Investments in Subsidiary				
Capital Contribution on account of Financial Guarantee		96.66		96.09
		1,173.50		1,180.71
Aggregate carrying amount of quoted investment		470.30		478.99
Aggregate market value of quoted investment		1,828.74		1,410.45
Aggregate amount of unquoted investment		703.20		701.72

* Equity component of 5%/6% cumulative redeemable preference shares

Under lien with issuer

Note :- All Investments other than Investment in equity shares of Udaipur Cement Works Limited are unquoted.

$ During the previous year preference share holders of our Associate Dwarkesh Energy Ltd passed a resolution to waive off accumulated dividend on Preference Share. Being the Preference Share holder the company has also taken impact of said transaction appropriately in the Statement of Profit and Loss in previous year.

@ During the period , 1,10,00,000 7% Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 100 ach fully paid up ("OCCRPS") of Dwarkesh Energy Limited are converted into equity shares

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₹ In Crore (10 Million)

	As at 30th June'2024	As at 31st March'2024
Note - 7		
Non Current Financial Assets - Loans		
Unsecured, Considered Good:		
(At amortised cost)		
Loan to Others	15.00	15.00
Secured		
Which have Significant Increase in Credit Risk	-	-
Credit Impaired	-	-
	15.00	15.00

Note : No loans or advances are due by directors or other officers of the Company or any of them either severally or jointly with any other person. Further, no loans or advances are due by firms or private companies in which any director is a partner, a director or a member.

	As at 30th June'2024	As at 31st March'2024
Note - 8		
Other Non Current Financial Assets		
(At amortised cost)		
Unsecured, Considered Good:		
Security Deposits	46.72	45.83
Bank Deposits with remaining maturity for more than 12 months*	2.63	2.59
	49.35	48.42

* Includes ₹ 2.59 crore (previous year ₹ 2.59 crore) under lien

	As at 30th June'2024	As at 31st March'2024
Note - 9		
Other Non-Current Assets		
Unsecured, Considered Good:		
Capital Advances*	186.69	81.55
	186.69	81.55

*Includes ₹ 80.00 crore to related party (previous year nil)

	As at 30th June'2024	As at 31st March'2024
Note - 10		
Inventories		
(at lower of cost or net realisable value)		
Raw Materials (Including ₹ 3.64 in transit (previous year ₹ 1.33 crore)	74.04	65.74
Work -in -progress	112.39	161.43
Finished Goods (Including ₹ 8.23 crore in transit (previous year ₹ 13.21 crore)	43.09	40.06
Stock-in-Trade	5.16	2.36
Stores and Spares	113.43	107.08
Fuel Stock (Including in transit ₹ 120.16 crore (previous year ₹ 134.04 crore)	348.33	371.77
Packing Materials	12.94	13.79
	709.38	762.23

For Hypothecation Refer Note 25

	As at 30th June'2024	As at 31st March'2024
Note - 11		
Current Investment		
Investment at fair value through Profit & Loss		
Investment in Quoted Non Convertible Debentures	209.91	235.61
Investment in Quoted Mutual Funds	32.08	-
Investment in Quoted Bonds & Commercial Paper	9.79	33.82
	251.78	269.43
Aggregate book value of Quoted Investments	251.78	269.43
Aggregate market value of Quoted Investments	251.78	269.43
Aggregate book value of unquoted Investments	-	-

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₹ In Crore (10 Million)

Note - 12	As at 30th June'2024	As at 31st March'2024
Trade Receivables		
Considered good - Secured	77.82	10.43
Considered good - Unsecured	73.41	29.72
Which have Significant Increase in Credit Risk		
Credit Impaired	6.48	6.48
Less :- Impairment Allowances	(6.48)	(6.48)
	151.23	40.15

For Hypothecation Refer Note 25

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0-90 days.

Trade Receivables Ageing

Particulars	Outstanding For Following Periods From Due Date of Payment as on 30th June'24						
	Not Due	Less Than 6 Months	6 Months to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Years	Total
A. Undisputed							
Considered good	122.94	28.01	0.01	-	-	-	150.97
Credit Impaired	-		0.19	0.08	0.08	3.01	3.36
	122.94	28.01	0.20	0.08	0.08	3.01	154.32
Less Credit Impaired	-	-	(0.19)	(0.08)	(0.08)	(3.01)	(3.36)
Total	**122.94**	**28.01**	**0.01**	-	-	-	**150.97**
B. Disputed							
Considered good	-	-	-	-	-	0.26	0.26
Credit Impaired	-	-	-	-	0.06	3.06	3.12
	-	-	-	-	0.06	3.32	3.38
Less Credit Impaired	-	-	-	-	(0.06)	(3.06)	(3.12)
Total	-	-	-	-	-	0.26	0.26
Total (A+B)	122.94	28.01	0.01	-	-	0.26	151.23

Particulars	Outstanding For Following Periods From Due Date of Payment as on 31st March'24						
	Not Due	Less Than 6 Months	6 Months to 1 Year	1 Year to 2 Year	2 Year to 3 Year	More Than 3 Years	Total
A. Undisputed							
Considered good	30.90	8.99	-	-	-	-	39.89
Credit Impaired	-			0.02	0.21	2.92	3.15
	30.90	**8.99**	-	**0.02**	**0.21**	**2.92**	**43.05**
Less Credit Impaired	-	-	-	(0.02)	(0.21)	(2.92)	(3.15)
Total	**30.90**	**8.99**	-	-	-	-	**39.89**
B. Disputed							
Considered good	-	-	-	-	-	0.26	0.26
Credit Impaired	-	-	-	-	0.08	3.25	3.33
	-	-	-	-	0.08	3.50	3.58
Less Credit Impaired	-	-	-	(1.14)	(1.04)	(3.33)	(3.33)
Total	-	-	-	**(1.14)**	**(0.96)**	**0.18**	**0.26**
Total (A+B)	**30.90**	**8.99**	-	**(1.14)**	**(0.96)**	**0.18**	**40.15**

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Notes to special pupose standalone financial statements for quarter ended June 30, 2024

₹ In Crore (10 Million)

	As at 30th June'2024	As at 31st March'2024
Note 13		
Cash and Cash Equivalents		
On Current Account	3.75	62.51
Cheques , Draft on hand/transit	5.00	0.98
Cash on hand	0.24	0.24
Deposits with original maturity for less than 3 months	5.00	25.00
	13.99	88.73
Note - 14		
Bank Balances Other than Cash and Cash Equivalents		
Deposits with remaining maturity for more than 3 months but less than 12 months*	111.65	138.57
On Unpaid Dividend Accounts	1.75	1.75
	113.40	140.32
* Includes ₹ 0.56 crore (previous year ₹ 0.56 crore) under lien		
Note - 15		
Current Financial Assets - Loans		
Unsecured, Considered Good:		
Loans to Related Party* (refer note 44)	73.32	72.31
	73.32	72.31
*Including ₹ 70.25 to Subsidiary (Previous year ₹ 69.33 crore)		
Note - 16		
Other Current Financial Assets		
Unsecured, considered good unless otherwise stated		
Receivables (Railway claims, Insurance claims , Subsidy and other receivables)		
Considered good - Unsecured	2.56	1.60
Credit Impaired	4.22	4.22
Less: Impairment Allowance	(4.22)	(4.22)
	2.56	1.60
Interest Receivable from Banks and others	20.35	22.86
Advances to Employees	1.80	1.38
Marked to Market Gain (FVTPL)	-	0.45
	24.71	26.29
Note - 17		
Other Current Assets		
(unsecured considered good unless otherwise stated)		
Prepaid expenses	12.01	5.86
Balance with Govt. Authorities	17.07	33.18
Other Advances*	164.44	129.42
Deferred Expenditure	0.20	0.27
	193.72	168.73

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*Includes advances to related parties amounting of ₹ 49.18 crore (previous year ₹ 64.45 crore).

JK Lakshmi Cement Limited
Notes to special pupose standalone financial statements for quarter ended June 30, 2024 ₹ In Crore (10 Million)

Note - 18
Equity Share Capital

	As at 30th June'2024	As at 31st March'2024
SHARE CAPITAL		
Authorised :		
Equity Shares - 250,000,000 (previous year 250,000,000) of ₹ 5 each	125.00	125.00
Preference Shares - 5,000,000 (previous year 5,000,000) of ₹ 100 each	50.00	50.00
Unclassified Shares	25.00	25.00
	200.00	200.00
Issued, Subscribed and Paid up :		
Equity Shares (with equal rights) 117,670,066 (previous year 117,670,066) of ₹ 5 each fully paid up	58.84	58.84
Add: Forfeited Shares	0.01	0.01
	58.85	58.85

a. **Reconciliation of number of Shares Outstanding :**

Particulars	30th June'2024	31st March 2024
Opening Balance	11,76,70,066	11,76,70,066
Shares Issued during the year	-	-
Shares Bought back during the year	-	
Shares Outstanding at the end of the year	11,76,70,066	11,76,70,066

b. **List of shareholders holding more than 5% of the equity share capital of the Company:**

Shareholder name	30th June'2024	31st March 2024
	Number	Number
Bengal & Assam Company Ltd.	5,21,34,384	5,21,34,384

c. **Disclosure of Shareholding of Promoter group**

Name of Promoters*	As at 30th June'2024		As at 31st March'2024	
	No of Shares	% of Total Number of Shares	No of Shares	% of Total Number of Shares
Bengal & Assam Company Limited	5,21,34,384	44.31	5,21,34,384	44.31
Shri Bharat Hari Singhania	2,06,848	0.18	2,06,848	0.18
Smt. Vinita Singhania	2,80,058	0.24	2,80,058	0.24
Total	5,26,21,290	44.73	5,26,21,290	44.73
% Change in holding during the year	0.00%		0.03%	

*In addition, as on 30th June 2024, there are 19 entities holding 19,04,632 Equity Shares (1.61%) and as on 31st March 2024, there were 19 entities holding 19,04,632 Equity Shares (1.61%) , who are constituents of the Promoter Group as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

d. **Terms/ Rights attached to Equity Shareholders :**

i) The Company has only one class of Equity Shares having a par value of Rs 5 per share. Each holder of equity shares is entitled to one vote per share held.
ii) 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 and are subject to prefrential rights of prefrence shares (if issued)
iii) The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

e. **Nature of Reserves :-**

Capital Redemption Reserve:- Represents the statutory reserve created when Preference Share Capital is redeemed.
Securities Premium:- Represents the amount received in excess of Par value of Securities.
Retained earnings:- Represents earned profits that the Group has accumulated till date less transfer to other reserve, dividend or other distribution or transaction with shareholders
Genereal Reserve:- Under the erstwhile Companies Act, 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatory transfer a specified percentage of net profit to general reserve has been

f. During the last five years, the Company has not issued any bonus shares nor are there any shares bought back and issued for consideration other than cash.

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Notes to special pupose standalone financial statements for quarter ended June 30, 2024

Note - 19

Non Current Borrowings

₹ In Crore (10 Million)

	As at 30th June'2024		As at 31st March'2024	
	Non Current	Current *	Non Current	Current *
SECURED LOANS				
Term Loans				
From Banks	361.33	131.93	326.18	164.43
From Government	14.95	8.57	14.60	14.36
Term Loan In Foreign Currency	-	-	-	-
	376.28	140.50	340.78	178.79
UNSECURED LOANS				
Public Deposits	22.86	13.20	23.55	14.10
	22.86	13.20	23.55	14.10
Less:- current maturities of long term debt Shown under Note No- 25	-	153.70	-	192.89
	399.14	-	364.33	-

*** Due & repayable within one year**

1 Term Loan from a Bank of ₹ 34.26 Crore is secured by way of an Exclusive First Charge on all the Immovable and Movable Fixed Assets of the Company's Cement Grinding Unit in the State of Gujarat. This Term Loan is repayable in 6 equal quarterly instalments.

2 Term Loan from a Bank of ₹ 36.92 Crore is secured / to be secured by way of an Exclusive First Charge on all the Immovable and Movable Fixed Assets of the Company's Cement Grinding Units in the State of Gujarat. This Term Loan shall be repayable in 40 equal quarterly instalments commencing from 30th June 2026.

3 Term Loans from a Bank aggregating to ₹ 84.38 Crore are secured by way of a Pari Passu First Charge on all the Immovable and Movable Fixed Assets of the Company's Cement Plant in the State of Chattisgarh. These Term Loans from Banks are repayable in 5 equal Quarterly Instalments.

4 Term Loan from a Bank of ₹ 47.75 Crore is secured / to be secured by way of a Pari Passu First Charge on all the Immovable and Movable Fixed Assets of the Company's Cement Plant in the State of Chattisgarh (except those assest exclusively charged to other term lenders and current assets). This Term Loan shall be repayable in 52 unequal Quarterly Instalments commencing from 30th June 2026.

5 Term Loan from a Bank of ₹ 74.82 Crore is secured by way of an Exclusive First Charge on Movable Fixed Assets of the Company's 20 MW Thermal Power Plant at Durg, Chattisgarh. This Term Loan is repayable in 33 unequal Quarterly Instalments.

6 Term Loan from a Bank of ₹ 61.07 Crore is secured by way of an Exclusive First Charge on all the Immovable & Movable Fixed Assets of the Company's Cement Grinding Unit at Cuttack, Odisha. This Term Loan is repayable in 38 equal Quarterly Instalments.

7 Interest Free Loan (IFL) from The Director of Industries & Commerce, Haryana of ₹ 26.44 Crore granted to Company in relation to its Cement Grinding Unit at Jhajjar, Haryana, is secured by Bank Guarantee of equivalent amount and shall be repaid at the end of 5th year from the respective disbursement dates. The said IFL has been recognised on Amortised Cost Basis.

8 Term Loan from a Bank of ₹ 155.24 Crore is secured / to be secured by way of a Pari Passu First Charge on all the Immovable and Movable Fixed Assets pertaining to the Company's Cement Unit in the State of Rajasthan subject to the prior charges in favour of Banks on Specified Assets and Company's Banks for Working Capital on Specified Movables Assets. This Term Loan is repayable in 20 unequal Quarterly Instalments.

9 Public Deposits represents the Deposits accepted by the Company from Public under its Fixed Deposit Scheme having maturity of 1, 2 & 3 years from the date of deposits.

10 The above outstanding Term Loans are net of the Processing charges as per IND AS 109

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₹ In Crore (10 Million)

	As at 30th June'2024	As at 31st March'2024
Note - 20		
Non Current Lease Liabilities		
Lease Liabilities	48.01	47.48
	48.01	47.48
Note - 21		
Other Non Current Financial Liabilities		
Trade and other Deposits	193.63	193.96
Other Liabilities	45.58	45.58
Financial Obligation of Corporate Guarantee	96.66	96.09
	335.87	335.63
Note - 22		
Non Current Provisions		
Provision for Employees' Benefits	14.15	14.13
	14.15	14.13
Note - 23		
Deferred Tax Liabilities/(Assets) (Net)		
Deferred Tax Liability		
Related to Property, Plant and Equipments	328.89	330.08
Others	11.37	11.07
Less: Deferred Tax Assets		
Expenses / Provisions allowable	45.37	44.26
Others	11.13	10.99
MAT Credit Entitlement	-	17.63
Deferred Tax Liabilities (Net)	283.76	268.27
Note - 24		
Other Non-Current Liabilities		
Deferred Revenue	0.82	1.14
Liability for Employees Subsidised Car Scheme	5.21	5.02
Government and other dues	84.26	84.26
	90.29	90.42
Note - 25		
Short Term Borrowings		
Current maturities of long-term debts (Refer Note-19)	153.71	192.89
Secured Loans		
Working Capital Borrowing from Banks*	150.00	150.00
Unsecured Loans		
Public Deposits	1.87	1.42
	305.58	344.31

* Working Capital Borrowings from Banks are secured / to be secured by hypothecation of Stocks and Book Debts etc. of the Company, both present & future and by a second charge on the Movable & Immovable Fixed Assets of the Company's Cement Plants in the States of Rajasthan and Chattisgarh (except those assets which are exclusively charged to other lenders)

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Note - 26		
Current Lease Liabilities		
Lease Liabilities	10.91	10.65
	10.91	10.65

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Notes to special pupose standalone financial statements for quarter ended June 30, 2024

₹ In Crore (10 Million)

Note - 27 Trade Payables	As at 30th June'2024	As at 31st March'2024
Micro and Small Enterprises	12.87	12.52
Others	328.43	455.27
	341.30	467.79

Trade Payable Ageing

Particulars	Outstanding For Following Periods From Due Date of Payment as on 30th June'24					Total
	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	9.33	3.54	-	-	-	12.87
(ii) Others	261.33	60.01	5.11	1.32	0.66	328.43
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	270.66	63.55	5.11	1.32	0.66	341.30

Particulars	Outstanding For Following Periods From Due Date of Payment as on 31st March'24					Total
	Not Due	Less Than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	12.24	0.28	-	-	-	12.52
(ii) Others	395.36	52.88	5.56	0.95	0.52	455.27
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	407.60	53.16	5.56	0.95	0.52	467.79

S.S. KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

JK Lakshmi Cement Limited
Notes to special pupose standalone financial statements for quarter ended June 30, 2024

₹ In Crore (10 Million)

	As at 30th June'2024	As at 31st March'2024
Note - 28		
Other Current Financial Liabilities (At amortised cost)		
Interest Accrued but not due on borrowings	6.13	3.64
Unclaimed Dividends #	1.76	1.76
Unclaimed Matured Public Deposits and Interest #	0.76	1.68
Capital Creditors	16.44	40.42
Other Liabilities (including Rebates to Customers)	434.81	398.91
Marked to Market Loss (FVTPL)	0.01	-
Contingent Consideration	200.00	200.00
	659.91	646.41

Investor Education and Protection Fund will be credited as and when due.

	As at 30th June'2024	As at 31st March'2024
Note - 29		
Other Current Liabilities		
Advance from Customers	62.74	94.83
Government and other dues	167.96	136.58
Deferred Revenue	1.57	1.83
	232.27	233.24
Note - 30		
Current Provisions		
Provision for Employees' Benefit	4.01	3.98
	4.01	3.98
Note - 31		
Current Tax Liabilities/(Assets) (Net)		
Provision for Taxation (Net of Taxes paid)	20.07	(3.55)
	20.07	(3.55)

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

JK Lakshmi Cement Limited
Notes to special pupose standalone financial statements for quarter ended June 30, 2024

	For the quarter ended June 30, 2024 (Audited)	₹ In Crore (10 Million) For the quarter ended June 30, 2023 (Unaudited)
Note - 32		
Revenue From Operations		
Revenue from Contracts with Customers		
Sale of Products		
Cement & Clinker	1,307.73	1,497.69
Smart Building Solution (SBS) Products	136.79	135.61
	1,444.52	1,633.30
Other Operating Revenues	-	0.01
	1,444.52	1,633.31
Note - 33		
Other Income		
Interest Income	10.18	4.02
Interest income from other finanical asset at amortised cost	0.83	0.76
Profit on sale of (Net of unrealised gain of previous year ₹ 0.07 crore (previous period ₹ 0.24 crore) Investments	80.03	7.45
Profit/(loss) on Sale of Property Plant & Equipments (Net)	(0.68)	0.12
Other Non - Operating Income	1.81	1.52
	92.17	13.87
Note - 34		
Cost of Materials Consumed		
Raw Material Consumed	230.25	240.86
	230.25	240.86
Note - 35		
Purchse of Stock - in - Trade		
Purchase of Traded Goods	178.57	209.45
	178.57	209.45
Note - 36		
Change In Inventories Of Finished Goods, Work - in - Progress and Stock - in - Trade		
Opening Stocks		
Work -in -Progress	161.43	111.29
Finished Goods	40.07	37.53
Stock-in-Trade	2.36	6.55
	203.86	155.37
Closing Stocks		
Work -in -Progress	112.39	72.89
Finished Goods	43.09	44.05
Stock-in-Trade	5.16	3.69
	160.64	120.63
Less : Preoperative period Stocks	(0.35)	-
	43.57	34.74

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JK Lakshmi Cement Limited
Notes to special pupose standalone financial statements for quarter ended June 30, 2024

₹ In Crore (10 Million)

	For the quarter ended June 30, 2024 (Audited)	For the quarter ended June 30, 2023 (Unaudited)
Note - 37		
Employee Benefit Expense		
Salaries and Wages	**76.87**	85.03
Contribution to Provident and Other Funds	**4.88**	6.23
Staff Welfare Expenses	**5.70**	6.30
	87.45	**97.56**
Note - 38		
Power and Fuel		
Power and Fuel	**265.92**	370.84
	265.92	**370.84**
Note - 39		
Transport, Clearing & Forwarding charges		
Transport, Clearing & Forwarding charges	**284.59**	330.52
	284.59	**330.52**
Note - 40		
Finance Cost		
Interest expenses	**16.90**	20.42
Interest expenses at amortised cost	**0.66**	1.63
Interest on lease liabilities	**1.41**	0.75
Other borrowing cost	**0.06**	0.12
	19.03	**22.92**
Note - 41		
Depreciation and Amortization Expense		
Depreciation on Property, Plant and Equipment	**46.49**	46.54
Amortisation on Intangible Assets	**0.40**	0.48
	46.89	**47.02**

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NEW DELHI
Chartered Accountants

JK Lakshmi Cement Limited

Notes to special pupose standalone financial statements for quarter ended June 30, 2024

₹ In Crore (10 Million)

Note - 42
Other Expenses

	For the quarter ended June 30, 2024 (Audited)	For the quarter ended June 30, 2023 (Unaudited)
Consumption of Stores and Spares	41.57	41.42
Consumption of Packing Materials	42.12	45.26
Rent (Net of realisation ₹ 0.21 crore, previous period ₹ 0.20 crore)	2.37	3.38
Repairs to Buildings	1.65	1.41
Repairs to Machinery	17.39	14.79
Insurance	2.27	2.30
Rates and Taxes	1.14	1.24
Commission on Sales	27.86	30.17
Directors' Fee & Commission	0.10	0.21
Advertisement and Sales Promotion	10.64	6.67
Travelling, Consultancy & Misc. expenses etc.	22.50	34.91
	169.61	**181.76**

Note - 43
Earning Per Equity Share

Profit After Tax (PAT)	156.31	**74.88**
Weighted Average number of Equity Shares Outstanding	11,76,70,066	**11,76,70,066**
Basic Earnings per equity share (₹): (Face value of ₹ 5 each)	13.28	**6.36**
Diluted Earnings per equity share (₹): (Face value of ₹ 5 each)	13.28	**6.36**

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

44 Related party disclosure

1. List of related parties :

a) Direct subsidiary

Udaipur Cement Works Limited.
Hansdeep Industries & Trading Company Limited.
Hidrive Developers and Industries Private Limited. ***(w.e.f. 30th August'2023)***
Agrani Cement Private Limited. ***(w.e.f. 12th February'2024)***

b) Step down subsidiary

Ram Kanta Properties Private Limited.
Mahabal Cement Private Limited. ***(w.e.f. 12th February'2024)***
Trivikram Cement Private Limited. ***(w.e.f. 12th February'2024)***
Avichal Cement Private Limited. ***(w.e.f. 12th February'2024)***

c) Associates

Dwarkesh Energy Limited.

d) Key management personnels (KMPs)

Shri Bharat Hari Singhania **(Ceased to be Chairman w.e.f. 1st April'24)**	Chairman
Smt. Vinita Singhania **(Chairperson & Managing Director w.e.f. 1st April'24)**	Vice Chairman & Managing Director
Shri Arun Kumar Shukla	President and Director
Ms. Bhaswati Mukherjee	Independent & Non Executive Director
Shri N.G. Khaitan	Independent & Non Executive Director
Dr. Raghupati Singhania	Non Independent & Non Executive Director
Shri Ravi Jhunjhunwala	Independent & Non Executive Director
Shri Sadhu Ram Bansal	Independent & Non Executive Director
Shri Sudhir A Bidkar	Chief Financial Officer
Shri Amit Chaurasia	Company Secretary
Smt. Shewtambara Shardul Shroff Chopra **(Independent & Non Executive Director w.e.f 1st July 2024)**	Independent & Non Executive Director

e) Enterprise which holds more than 20% of Equity share

Bengal & Assam Company Limited (BACL)

f) Trusts under common control

JK Lakshmi Cement Ltd. Compulsory Employees Provident Fund(EPF)
JK Lakshmi Cement Ltd. Officers Superannuation Fund(SF)
JK Lakshmi Cement Ltd. Employees Gratuity Fund(GF)
The following transactions were carried out with related parties in the ordinary course of business :

2. Transaction With Related Parties -

i. Subsidiaries

₹ in Crores (10 Million)

Nature of Transactions	Name of Subsidiaries							
	Udaipur Cement Works Ltd.	Hansdeep Industries & Trading Company Ltd.	Hidrive Developers and Industries Pvt. Ltd.	Agrani Cement Pvt. Ltd.	Udaipur Cement Works Ltd.	Hansdeep Industries & Trading Company Ltd.	Hidrive Developers and Industries Pvt. Ltd.	Agrani Cement Pvt. Ltd.
	2024-25				2023-24			
- Sharing of expenses received	0.23	-	-		1.15	0.02		
- Payment of expenses	-	0.43	-		-	1.50	0.49	
- Sale of clinker/cement/others	66.00	-	-		232.17	-		
- Purchase of cement/others	196.94	-	-		657.58	-		
- Other income	0.17	-	-		2.98	-		
- Expenses incurred on behalf of Subsidiary	-	-	0.02					
- Loan given	-	-	-		-	-		
- Advances given	-	1.61	-			18.52		
- Loan/ICD received back (₹ 85.40 Crore adjusted against Right Issue)	-	-	-		85.40	-		
- Investment made (Includes adjutment of Loan of ₹ 85.40 Crore)	-	-	-		350.11		11.00	
- Corporate guarantee given on behalf of	-	-	-		-	-		
Outstanding as at quarter/year end:								
- Advance/Balance Receivable(Payable)	57.86	49.18	0.02		16.89	47.57		
- Loan Receivable		-	-		-			
- Security Deposit Given	-	-	0.11				0.11	
- Corporate Guarantee Outstanding	1,262.60	-	-		1,220.77	-		

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NEW DELHI
Chartered Accountants

ii. Step down Subsidiary

₹ in Crores (10 Million)

Nature of Transactions	Name of Step down subsidiaries							
	Mahabal Cement Private Limited	Trivikram Cement Private Limited	Avichal Cement Private Limited	Ram Kanta Properties Private Limited	Mahabal Cement Private Limited	Trivikram Cement Private Limited	Avichal Cement Private Limited	Ram Kanta Properties Private Limited
	2024-25				2023-24			
- Loan given	0.91	0.01	-	-	66.33	3.00	-	-
- Other income	1.41	0.06			0.36	0.03		
Outstanding as at quarter/year end:								
- Loan Receivable(Payable)	67.24	3.01	-	-	66.33	3.00	-	-
- Interest Receivable(Payable)	1.73	0.09			0.32	0.03		

iii. Other Related Parties

₹ in Crores (10 Million)

Nature of Transactions	Other Related Parties					
	Bengal & Assam Company Limited.	Dwarkesh Energy Limited.	Trusts under common control	Bengal & Assam Company Limited.	Dwarkesh Energy Limited.	Trusts Under Common Control
	2024-25			2023-24		
- Sharing of expenses received	0.02	-	-	0.20	0.02	
- Payment of expenses	0.68	-	-	2.67	-	
- Other income	-	-	-	-	-	
- Sale of Investment (UCWL Shares)		88.00				
- Advances received back	-	-	-	3.33	-	
- Loan/ICD received back	-	-	-	-	-	
- Advance given		80.00				
- Contribution	-	-	2.81	-	-	14.49
Outstanding as at quarter/year end:			-			
- Advance Receivable	-	80.00				
- Loan Receivable	3.07	-	-	2.98	-	
- Security Deposit Given	1.78	-	-	1.78		
EPF - Advance Receivable/(Contribution Payable)	-	-	17.12	0	0	0.24
SF - Advance Receivable/(Contribution Payable)	-	-	0.80	0	0	0.20
GF - Advance Receivable/(Contribution Payable)	-	-	17.83	0	0	17.20

iv. Transactions with KMPs

A. Remuneration Paid to KMPs

Particulars	2024-25	2023-24
Short term employee benefits	5.16	37.12
Post employment benefits*	-	-
Other payments	0.10	2.22
Receivable/(Payable) :	(17.75)	(19.17)

* As the liability for gratuity and leave encashment are provided on actuarial basis for the company as a whole. The amount pertaining to KMPs are not included above.
The transactions with related parties have been made on terms equivalent to those that prevail in arm's length transactions.

B. Other transactions with KMPs

During the year the Company has paid Nil (FY 2023-24 ₹ 4.08 Crore) to each of Shri Bharat Hari Singhania (Chairman), Smt. Vinita Singhania (Vice Chairperson & Managing Director) and Dr. Raghupati Singhania (Non Independent & Non-Executive Director) for acquisition of Equity Shares of Hidrive Developers and Industries Pvt. Ltd.

45 Estimated amount of contracts remaining to be executed on capital account (net of advances) ₹ 122.78 crore (previous year ₹ 98.49 crore).

46 Contingent Liabilities in respect of claims not accepted by the Company (including matters in appeals) and not provided for are as follows

S.No	Particulars	June 30, 2024	March 31, 2024
a	Service tax	6.64	6.64
b	Sale tax and interest thereon	33.50	33.50
c	Income tax	5.78	5.78
d	Excise duty	1.83	1.83
e	Other matters	9.10	9.10
f	**Total**	**56.86**	**56.86**

47 Previous year's figures have been re-grouped/re-classified wherever necessary and figures less than ₹ 50,000 have been shown as actual in bracket.

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

As per our report of even date
For S.S. Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No.: 000756N/N500441

AMIT GOEL

Partner
Membership No.- 500607
New Delhi,
Date : 31st July 2024

SUDHIR A. BIDKAR
Chief Financial Officer

AMIT CHAURASIA
Company Secretary

VINITA SINGHANIA (DIN : 00042983) — Chairperson & Managing Director

Dr.R.P. SINGHANIA (DIN : 00036129)
N.G.KHAITAN (DIN : 00020588)
RAVI JHUNJHUNWALA (DIN : 00060972)
SADHU RAM BANSAL (DIN : 06471984)
BHASWATI MUKHERJEE (DIN : 07173244)
SHEWTAMBARA SHARDUL SHROFF CHOPRA (DIN : 07489205)
— Directors

ARUN KUMAR SHUKLA (DIN : 09604989) — President & Director

Annexure 2A

S S KOTHARI MEHTA
& CO. LLP
CHARTERED ACCOUNTANTS

Independent Auditor's Review Report on Quarterly and Year to date Standalone Financial Results of the Company, Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Review Report
To The Board of Directors,
JK Lakshmi Cement Limited
New Delhi

1. We have reviewed the accompanying statement of unaudited standalone financial results of **JK Lakshmi Cement Limited** (the Company) for the quarter ended September 30, 2024 and the year to date results for the period April 01, 2024 to September 30, 2024 (the Statement), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (the "Listing Regulations")

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review in of the statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists primarily of making inquiries of company personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in all material respects in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards (Ind-AS) specified under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S S KOTHARI MEHTA & CO. LLP
Chartered Accountants
FRN - 000756N/N500441

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

Amit Goel

AMIT GOEL
Partner
Membership No. : 500607

Place: New Delhi
Dated: November 06, 2024

UDIN: 24500607BKEJFP6913

Plot No. 68, Okhla Industrial Area, Phase-III, New Delhi-110020
Tel: +91-11-4670 8888 E-mail: info@sskmin.com
www.sskmin.com

Independent Auditor's Review Report on the Quarterly and Year to date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
JK Lakshmi Cement Limited
New Delhi.

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **JK Lakshmi Cement Limited** (the 'Holding Company'), its subsidiaries (including step down subsidiaries) [the Holding Company and its Subsidiaries (including step down subsidiaries) together referred as 'the Group'] and its share of the net loss after tax and total comprehensive loss of associate for the quarter ended September 30, 2024 and the year to date results for the period April 01, 2024 to September 30, 2024, along with notes (the 'Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the " Listing Regulations") .

2. This Statement, which is the responsibility of the Holding's Company Management and approved by the Holding's Company Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended (the Act), read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Circular No. CIR/CFD/CMDI/44/2019 dated March 29, 2019, issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

4. The Statement includes results of the following entities:

a. Subsidiaries/step down subsidiaries:

1 Udaipur Cement Works Limited
2 Hansdeep Industries and Trading Company Limited
3 Ramkanta Properties Private Limited
4. Hi Drive Developers and Industries Private Limited (w.e.f. August 31, 2023)
5. Agrani Cement Private Limited (w.e.f. February 12, 2024)
6. Avichal Cement Private Limited (w.e.f. February 12, 2024)
7. Mahabal Cement Private Limited (w.e.f. February 12, 2024)
8. Trivikram Cement Private Limited (w.e.f. February 12, 2024)

b. Associate

1. Dwarkesh Energy Limited

5. Based on our review conducted and procedures performed as stated in para 3 above and upon considerations of reports of other auditors read with para 6 below and management certified financial information, nothing further has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards i.e. 'Ind AS' prescribed under Section 133 of the Act, 2013 ("the Act"), read with relevant Rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

6. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of two subsidiaries (including step down subsidiary) whose unaudited quarterly financial results reflect total asset (before consolidation adjustments) of Rs. 282.49 crores as at September 30, 2024, total revenue (before consolidation adjustments) of Rs. 0.14 crores and Rs. 0.27 crores, profit after tax (before consolidation adjustments) of Rs. 0.08 crores and Rs. 0.27 crores, total comprehensive income (before consolidation adjustments) of Rs. 0.08 crores and Rs. 0.27 crores for the quarter ended September 30, 2024, and the year-to-date results for the period April 01, 2024, to September 30, 2024, respectively and net cash inflows (before consolidation adjustments) of Rs 0.05 crores for the period from 01 April 2024 to 30 September 2024, as considered in this Statement, have been reviewed by other auditors. The Independent auditor's review report on unaudited interim financial result of these subsidiaries including step down subsidiary have been furnished to us by the management and our conclusion on the statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

7. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of five subsidiaries (including step-down subsidiaries), whose unaudited quarterly financial results reflect total assets of Rs. 110.99 crores as at September 30, 2024, total revenue (before consolidation adjustments) of Rs. Nil crores and Rs. Nil crores, loss after tax (before consolidation adjustments) of Rs. 0.77 crores and Rs. 2.15 crores, total comprehensive loss (before consolidation adjustments) of Rs. 0.77 crores and

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Rs. 2.15 crores for the quarter ended September 30, 2024, and the year-to-date results for the period April 01, 2024, to September 30, 2024, respectively and net cash outflows (before consolidation adjustments) of Rs 4.95 crores for the period from 01 April 2024 to 30 September 2024, as considered in this Statement. Financial information of such subsidiaries (including step-down subsidiaries) duly certified by the management is furnished to us. Our report, to the extent it concerns such subsidiaries (including step-down subsidiaries), on the unaudited quarterly consolidated financial results is based solely on the management certified financial results. These subsidiaries (including step-down subsidiaries) are not considered material to the Group.

8. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of an associate company, wherein Group's share of loss includes total comprehensive loss (before consolidation adjustments) of Rs. 8.30 crores and Rs. 5.70 crores for the quarter ended September 30, 2024, and the year-to-date results for the period April 01, 2024, to September 30, 2024, respectively. Financial information of associate company duly certified by the management is furnished to us. Our report, to the extent it concerns to this associate company, on the unaudited quarterly consolidated financial results is based solely on the management certified financial results. This associate company is not considered material to the Group.

Our conclusion on the statement is not modified in respect of matters stated in para 6, 7 and 8 above.

For S. S. Kothari Mehta & Co LLP
Chartered Accountants
Firm Registration No: 000756N/N500441

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

AMIT GOEL
Partner
Membership No: 500607

Place: New Delhi
Dated: November 06, 2024
UDIN: 24500607BKEJFQ3668

FOR STOCK EXCHANGE AND CO. WEBSITE

JK LAKSHMI CEMENT LIMITED

REGD. OFFICE : JAYKAYPURAM - 307019, DIST. SIROHI, RAJASTHAN

ADMIN OFFICE : NEHRU HOUSE, 4, BAHADUR SHAH ZAFAR MARG, NEW DELHI - 110002

WEBSITE : WWW.JKLAKSHMICEMENT.COM, E-mail : Jklc.investors@jkmail.com, Fax No. 91-11-23722251, CIN : L74999RJ1938PLC019511

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND SIX MONTHS ENDED 30th SEPTEMBER, 2024

Rs in Crores

Sl. No.	Particulars	STANDALONE						CONSOLIDATED					
	PART I	Three Months Ended	Preceding Three Months Ended	Corresp. Three Months Ended	Six Months Ended	Corresp. Six Months Ended	Year Ended	Three Months Ended	Preceding Three Months Ended	Corresp. Three Months Ended	Six Months Ended	Corresp. Six Months Ended	Year Ended
		30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024	30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024
		Unaudited	Audited	Unaudited	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Revenue from Operations	1141.34	1444.52	1452.62	2585.86	3085.93	6319.77	1234.29	1563.88	1574.53	2798.17	3304.78	6788.47
2	Other Income	11.87	92.17	15.09	104.04	28.96	64.01	8.38	13.08	13.98	21.46	25.11	68.11
3	**Total Income (1 +2)**	**1,153.21**	**1,536.69**	**1,467.71**	**2,689.90**	**3,114.89**	**6,383.78**	**1,242.67**	**1,576.96**	**1,588.51**	**2,819.63**	**3,329.89**	**6,856.58**
4	**Expenses:**												
	a) Cost of Materials Consumed	226.93	230.25	219.63	457.18	460.49	988.21	207.68	221.15	227.45	428.83	475.59	983.68
	b) Purchase of Stock -In -Trade	149.95	178.57	194.43	328.52	403.88	827.73	75.98	96.98	132.97	172.96	276.96	545.54
	c) Changes In Inventories of Finished Goods,Work-in-Progress and Stock-in-Trade	(36.88)	43.57	(24.47)	6.69	10.27	(48.48)	(24.29)	67.27	(17.67)	42.98	10.72	(78.59)
	d) Employee Benefit Expense	95.90	87.45	93.70	183.35	191.26	373.86	110.04	101.35	104.33	211.39	212.76	417.63
	e) Power and Fuel	246.26	265.92	347.62	512.18	718.46	1,365.64	320.65	342.23	429.98	662.88	887.71	1,744.77
	f) Transport, Clearing & Forwarding charges	236.02	284.59	284.75	520.61	615.27	1,249.11	268.88	315.19	298.97	584.07	642.27	1,320.12
	g) Finance Costs	17.69	19.03	22.81	36.72	45.73	87.23	43.09	48.42	33.60	91.51	66.70	150.43
	h) Depreciation and Amortisation Expenses	49.80	46.89	47.60	96.69	94.62	194.97	74.89	71.68	56.65	146.57	112.37	245.95
	i) Other Expenses	161.82	169.61	158.42	331.43	340.18	699.95	186.09	197.34	181.24	383.43	385.28	803.17
	Total Expenses	1,147.49	1,325.88	1,344.49	2,473.37	2,880.16	5,738.22	1,263.01	1,461.61	1,447.52	2,724.62	3,070.36	6,132.70
	Profit before Interest, Depreciation & Taxes (EBITDA)	**73.21**	**276.73**	**193.63**	**349.94**	**375.08**	**927.76**	**97.64**	**235.45**	**231.24**	**333.09**	**438.60**	**1,120.26**
5	**Profit / (Loss) before Exceptional Items and Tax (3-4)**	**5.72**	**210.81**	**123.22**	**216.53**	**234.73**	**645.56**	**(20.34)**	**115.35**	**140.99**	**95.01**	**259.53**	**723.88**
6	Share of Profit / (Loss) of an Associate (net of tax)							(8.30)	2.60	(0.02)	(5.70)	(0.02)	(0.28)
7	Exceptional Items Gain / (Loss)	-	-	-	-	-	-	-	-	-	-	-	8.89
8	**Profit / (Loss) before Tax (5-6+7)**	**5.72**	**210.81**	**123.22**	**216.53**	**234.73**	**645.56**	**(28.64)**	**117.95**	**140.97**	**89.31**	**259.51**	**732.49**
9	**Tax Expense:**												
	Current Tax	(12.45)	56.44	38.83	43.99	77.89	226.40	(12.43)	56.49	38.86	44.06	77.94	226.54
	Deferred Tax	10.63	(1.94)	1.36	8.69	(1.07)	(5.45)	3.03	(6.14)	6.24	(3.11)	5.91	17.79
	Tax adjustments for earlier years	-	-	-	-	-	0.29	-	-	-	0.00	0.00	0.29
	Total Tax (9)	(1.82)	54.50	40.19	52.68	76.82	221.24	(9.40)	50.35	45.10	40.95	83.85	244.62
10	**Net Profit / (Loss) after Tax (8-9)**	**7.54**	**156.31**	**83.03**	**163.85**	**157.91**	**424.32**	**(19.24)**	**67.60**	**95.87**	**48.36**	**175.66**	**487.87**
	Profit for the Period attributable to												
	Owners of the Parent							(13.99)	70.30	92.67	56.31	171.14	471.82
	Non Controlling Interest							(5.25)	(2.70)	3.20	(7.95)	4.52	16.05
11	**Other Comprehensive Income / (Loss) (net of tax)**	**(0.49)**	**(0.67)**	**(0.13)**	**(1.16)**	**(0.27)**	**1.05**	**(0.31)**	**(0.63)**	**(0.24)**	**(0.94)**	**(0.49)**	**2.54**
	Owners of the Parent							(0.37)	(0.64)	(0.22)	(1.01)	(0.44)	2.17
	Non Controlling Interest							0.06	0.01	(0.02)	0.07	(0.05)	0.37
12	**Total Comprehensive Income / (Loss) (10+11)**	**7.05**	**155.64**	**82.90**	**162.69**	**157.64**	**425.37**	**(19.55)**	**66.97**	**95.63**	**47.42**	**175.17**	**490.41**
	Total Comprehensive Income for the Period attributable to												
	Owners of the Parent							(14.36)	69.66	92.45	55.30	170.70	473.99
	Non Controlling Interest							(5.19)	(2.69)	3.18	(7.88)	4.47	16.42
13	Paid-up Equity Share Capital (Face value Rs 5)	58.85	58.85	58.85	58.85	58.85	58.85	58.85	58.85	58.85	58.85	58.85	58.85
14	Other Equity						3,022.60						3,127.80
15	**Earnings per Share (Rs)** Basic / Diluted	0.64	13.28	7.06	13.92	13.42	36.06	(1.19)	5.97	7.88	4.79	14.54	40.10

Notes : -

1 The Company has only one business segment namely "Cementitious Materials".

2 The figures for the previous periods have been regrouped / rearranged wherever necessary.

3 The Board of Directors of the Company, at their Meeting held on 31st July 2024, have approved a Composite Scheme of Amalgamation and Arrangement (The Scheme) for amalgamation of the 3 Subsidiary Companies, viz Udaipur Cement Works Ltd, Hansdeep Industries & Trading Company Ltd & Hidrive Developers and Industries Ltd into & with the Company w.e.f. the Appointed Date of 1st April 2024 subject to the requisite Statutory & Regulatory Approvals, as applicable. Pending the necessary approvals, the effect of the Scheme has not been given in the above Financial Results.

4 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 06th November, 2024. The Auditors of the Company have carried out a "Limited Review" of the same.

Place : New Delhi
Date : 06th November, 2024

S S KOTHARI MEHTA & CO. LLP * NEW DELHI * Chartered Accountants

For JK Lakshmi Cement Limited

(Vinita Singhania)
Chairperson & Managing Director

(Shareholders holding shares in Physical Mode are requested to dematerialise them / complete their KYC)

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JK Lakshmi Cement Limited

Notes : 5 STATEMENT OF ASSETS AND LIABILITIES

Sl. No.	Particulars	STANDALONE (Rs in Crores)		CONSOLIDATED (Rs in Crores)	
		As at 30.09.2024 Unaudited	As at 31.03.2024 Audited	As at 30.09.2024 Unaudited	As at 31.03.2024 Audited
A	**ASSETS**				
1	**Non-Current Assets**				
	(a) Property, Plant and Equipment	2,777.22	2,631.44	4,729.45	4,630.42
	(b) Capital Work-In-Progress	271.17	373.85	450.21	383.22
	(c) Investment Property	0.39	0.42	118.29	115.31
	(d) Goodwill	-	-	72.45	72.45
	(e) Other Intangible Assets	4.22	4.96	329.22	329.96
	(f) Investment in an Associate	-	-	5.07	10.77
	(g) Financial Assets				
	(i) Investments	1,077.74	1,180.71	23.71	23.71
	(ii) Loans	15.00	15.00	15.00	15.00
	(iii) Others	50.14	48.42	66.21	60.41
	(h) Other Non-Current Assets	206.99	81.55	286.29	167.59
	Sub - Total Non-Current Assets	**4,402.87**	**4,336.35**	**6,095.90**	**5,808.84**
2	**Current Assets**				
	(a) Inventories	700.22	762.23	892.24	991.24
	(b) Financial Assets				
	(i) Investments	144.84	269.43	146.99	372.45
	(ii) Trade Receivables	129.29	40.15	145.94	44.31
	(iii) Cash and Cash Equivalents	22.15	88.73	143.19	126.67
	(iv) Bank Balance other than (iii) above	115.70	140.32	115.96	140.58
	(v) Loans	83.50	72.31	-	2.98
	(vi) Others	15.77	26.29	14.80	30.48
	(c) Current Tax Assets (Net)	-	3.55	2.69	5.88
	(d) Other Current Assets	180.84	168.73	160.70	126.61
	Sub - Total Current Assets	**1,392.31**	**1,571.74**	**1,622.51**	**1,841.20**
	TOTAL ASSETS (1+2)	**5,795.18**	**5,908.09**	**7,718.41**	**7,650.04**
B	**EQUITY AND LIABILITIES**				
1	**EQUITY**				
	(a) Equity Share Capital	58.85	58.85	58.85	58.85
	(b) Other Equity	3,132.34	3,022.60	3,192.03	3,127.80
	Sub - Total Equity	**3,191.19**	**3,081.45**	**3,250.88**	**3,186.65**
	Non Controlling Interest			188.59	170.38
2	**LIABILITIES**				
2.1	**Non-Current Liabilities**				
	(a) **Financial Liabilities**				
	(i) Borrowings	393.75	364.33	1,741.21	1,563.88
	(ii) Lease Liabilities	51.20	47.48	51.69	48.00
	(iii) Other Financial Liabilities	239.16	335.63	272.87	271.24
	(b) Provisions	14.15	14.13	16.88	16.52
	(c) Deferred Tax Liabilities (Net)	282.67	268.27	267.76	265.10
	(d) Other Non-Current Liabilities	88.54	90.42	89.28	91.23
	Sub - Total Non-Current Liabilities	**1,069.47**	**1,120.26**	**2,439.69**	**2,255.97**
2.2	**Current Liabilities**				
	(a) **Financial Liabilities**				
	(i) Borrowings	299.83	344.31	457.83	461.01
	(ii) Lease Liabilities	10.87	10.65	11.13	11.13
	(iii) Trade Payable				
	Micro and Small Enterprises	15.85	12.52	18.73	14.61
	Others	385.36	455.27	403.15	541.35
	(iv) Other Financial Liabilities	582.19	646.41	665.36	727.75
	(b) Other Current Liabilities	218.36	233.24	260.54	276.77
	(c) Provisions	5.37	3.98	5.81	4.42
	(d) Current Tax Liabilities (Net)	16.69	-	16.70	-
	Sub - Total Current Liabilities	**1,534.52**	**1,706.38**	**1,839.25**	**2,037.04**
	TOTAL EQUITY AND LIABILITIES (1 + 2)	**5,795.18**	**5,908.09**	**7,718.41**	**7,650.04**

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S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Notes : - 6

JK LAKSHMI CEMENT LIMITED

STATEMENT OF CASH FLOWS (STANDALONE)

Rs in Crore (10 Million)

S.No.	Particulars	Six Months Ended 30th Sep, 2024 (Unaudited)		Six Months Ended 30th Sep, 2023 (Unaudited)	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before Tax	216.53		234.73	
	Adjustments for:				
	Depreciation and Amortization Expense (net)	96.69		94.62	
	Interest Income	(19.06)		(8.59)	
	Interest income from other finanical asset at amortised cost	(1.58)		(3.18)	
	(Profit) / Loss on sale of Property, Plant and Equipment (Net)	0.76		(0.03)	
	(Profit) / Loss on sale of Current Investments (net)	(80.76)		(14.24)	
	(Gain) / Loss on Fair Valuation of Current Investments	-		0.26	
	Finance Costs	36.72		45.73	
	Foreign Exchange Difference (net)	(1.16)		(1.79)	
	Operating Profit before Working Capital changes	248.14		347.51	
	Adjustments for:				
	Trade and Other Receivables	(112.58)		9.97	
	Inventories	62.01		35.34	
	Trade and Other Payables	(133.82)		(14.20)	
	Cash generated from Operations	63.75		378.62	
	Income Tax Payments (Net)	(17.41)		(47.42)	
	Net Cash from Operating Activities		46.34		331.20
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment and Intangible Assets	(272.91)		(102.32)	
	Sale of Property, Plant and Equipment	3.68		1.82	
	(Purchase) / Sale of Investments (net)	124.23		130.96	
	Contribution in Rights Issue of Subsidiary Company	-		(350.12)	
	Encashment / (Investments) in bank deposits	24.58		193.55	
	Interest Received	29.62		14.99	
	Net Cash from / (used in) Investing Activities		(90.80)		(111.12)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Long-term Borrowings	117.19		-	
	Repayment of Long-term Borrowings	(133.11)		(121.17)	
	Repayment of Lease Obligation - Principal	(6.61)		(11.43)	
	Repayment of Lease Obligation - Interest	(1.54)		(2.14)	
	Transaction with Non Controling Interest	88.00		-	
	Short-term borrowings (net)	(0.22)		(2.40)	
	Interest and Financial charges paid	(33.15)		(38.75)	
	Dividend paid	(52.68)		(43.79)	
	Net Cash from / (used in) Financing Activities		(22.12)		(219.68)
D.	Increase / (Decrease) in Cash and Cash Equivalents		(66.58)		0.40
E.	Cash and Cash Equivalents as at the beginning of the year / period		88.73		138.92
F.	Cash and Cash Equivalents as at the close of the year / period		22.15		139.32

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S.S. KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

Notes : - 7

JK LAKSHMI CEMENT LIMITED

STATEMENT OF CASH FLOWS (CONSOLIDATED)

Rs in Crore (10 Million)

S.No	Particulars	Six Months Ended 30th Sep, 2024 (Unaudited)		Six Months Ended 30th Sep, 2023 (Unaudited)	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before Tax	89.31		259.51	
	Adjustments for:				
	Depreciation and Amortization Expense (net)	146.57		112.37	
	Interest Income	(19.69)		(8.78)	
	Interest income from other finanical asset at amortised cost	(1.58)		(3.18)	
	(Profit) / Loss on sale of Property, Plant and Equipment (Net)	0.76		(0.03)	
	(Profit) / Loss on sale of Current Investments (net)	(2.63)		(14.36)	
	(Gain) / Loss on Fair Valuation of Current Investments	0.13		0.26	
	Finance Costs	91.51		66.70	
	Foreign Exchange Difference (net)	(0.91)		(1.79)	
	Share in Profit / (Loss) of Associates (Net of Tax)	(5.70)		(0.02)	
	Operating Profit before Working Capital changes	297.77		410.68	
	Adjustments for:				
	Trade and Other Receivables	(131.79)		(106.95)	
	Inventories	99.00		17.48	
	Trade and Other Payables	(195.71)		(0.99)	
	Cash generated from Operations	69.27		320.22	
	Income Tax Payments (Net)	(17.85)		(48.12)	
	Net Cash from Operating Activities		51.42		272.10
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment and Intangible Assets	(440.21)		(512.52)	
	Sale of Property, Plant and Equipment	3.76		2.44	
	(Purchase) / Sale of Investments (net)	239.36		166.19	
	Encashment / (Investments) in bank deposits	24.58		193.53	
	Interest Received	30.25		15.18	
	Net Cash from / (used in) Investing Activities		(142.26)		(135.18)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Long-term Borrowings	289.33		234.00	
	Repayment of Long-term Borrowings	(166.46)		(152.24)	
	Repayment of Lease Obligation - Principal	(6.61)		(11.43)	
	Repayment of Lease Obligation - Interest	(1.54)		(2.14)	
	Transaction with Non Controling Interest	88.00			
	Net Proceeds from Rights Issue	-		98.31	
	Short-term borrowings (net)	49.78		52.01	
	Interest and Financial charges paid	(92.46)		(58.13)	
	Dividend paid	(52.68)		(43.79)	
	Net Cash from / (used in) Financing Activities		107.36		116.59
D.	Increase / (Decrease) in Cash and Cash Equivalents		16.52		253.51
E.	Cash and Cash Equivalents as at the beginning of the year / period		126.67		142.94
	Cash acquired persuant to acquisition of subsidiaries				
F.	Cash and Cash Equivalents as at the close of the year / period		143.19		396.45

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KOTHARI MEHTA & CO. LLP NEW DELHI Accountants

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
UDAIPUR CEMENT WORKS LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of Udaipur Cement Works Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and notes to 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 financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Recognition of Revenue, measurement, presentation and disclosure as per Ind AS-115** **"Revenue from Contracts with Customers".** (Refer Sub-note No.III. (13) of Note 1 of Accounting Policy).	Our response to the risk- We performed the following audit procedures over this risk area: • We performed walkthroughs to understand the key processes and identify key controls related IndAS 115 "Revenue from Contracts with Customers" • On a sample basis we performed testing to verify physical deliveries of product in the year to ascertain transfer of control. • We performed revenue cut-off testing, by reference to bill dates of sales recorded either side of the financial year end had legally completed; and • Selected a sample of sales contracts and read, analyzed and identified the distinct performance obligations in these contracts. Based on our audit procedures we have concluded that revenue is appropriately recognized, and that there was no evidence of management bias.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report and Corporate Governance Report but does not include the standalone financial statements and our auditor's report thereon. The Director's Report and Corporate Governance Report is expected to be made available to us after the date of auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Director's Report and Corporate Governance Report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charge with governance.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of 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 financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
         (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
         (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
      v. The company has not declared or paid dividend during the year.
      vi. Based on our examination, which included test checks, the Company has used an accounting software(s) for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered

For BANSILAL SHAH & CO.
Chartered Accountants
Firm's Registration No: 000384W

DHRUV SHAH
Partner
Membership No.: 223609

Place: Udaipur
Date: May 17, 2024

ANNEXURE ‘A’ TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Udaipur Cement Works Limited of even date)

(i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of Intangible assets.

(b) According to the information and explanations given to us and the records of the company examined by us, the property, plant and equipment have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings are held in the name of the Company as at the balance sheet date.

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.

(ii) In respect of its inventories:

(a) The management has physically verified the inventories. In our opinion, the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed and the discrepancies have been properly dealt within the books of account.

(b) The Company has been sanctioned working capital limits in excess of ₹ 5 Crore from banks on the basis of security of current assets. Further, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

(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 Act. Accordingly, the provisions of clause 3(iii) (b) to (d) 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 Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) The Company has not accepted deposits or amounts which are deemed to be deposits

during the year and does not have any unclaimed deposits as at March 31, 2024 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

(vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment Rules, 2014 specified by the Central Government under Section 148 of the Act, and are of the opinion that prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no statutory dues referred to in sub-clause (a) above that have not been deposited with appropriate authority on account of any dispute except for the following:

Name Of The Statute	Nature Of The Dues	Gross Amount	Period to Which The Amount Relates	Forum Where Dispute Is Pending
Land Tax	Land Tax Act	5,51,79,898	2006-07 To 2012-13	HIGH COURT, JODHPUR
	Land Tax Act	17,28,76,892	2019-20 To 2023-24	HIGH COURT, JODHPUR

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 which have not been recorded in the books of accounts.

(ix) Reporting on repayment and usage borrowing:

(a) Based on the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues or payment of interest thereon to the financial institutions, banks, governments or debenture holders during the year.

(b) The company has not been declared willful defaulter by any bank or financial institution or government or any other lender.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) In our opinion and according to the information and explainations given to us, the company has raised money by way of Rights Issue and the same was utilised for the purpose for which it was raised.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause (x)(b) of the Order is not applicable to the Company.

(xi) (a) According to the information and explanations given to us and as represented by the management and based on our examination of the books and records of the company carried out in accordance with generally accepted auditing practices in India, no fraud by the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this audit report.

(c) As per the information and explanation given by the company, there is no whistle blower complaint received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion the company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered, the internal audit reports for the year under Audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) In our opinion and according to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities therefore the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company

(d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016)

Accordingly, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) According to the information provided and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the current financial year 2023-24 and in the previous financial year 2022-23.

(xviii) There has been no resignation of statutory auditor of the company. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

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

(xx) The company has no unspent amount of CSR required to be transferred to a special designated bank account (related to any ongoing project) and to a fund as specified in Schedule VII to the Companies Act, 2013 within the prescribed time limit. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The Company is not required to prepare consolidated financial statements. Accordingly, requirement to report on Clause 3(xxi) of the Order is not applicable to the Company.

For BANSILAL SHAH & CO.
Chartered Accountants
Firm's Registration No: 000384W

DHRUV SHAH
Partner
Membership No.: 223609

Place: Udaipur
Date: May 17, 2024

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Udaipur Cement Works Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **UDAIPUR CEMENT WORKSLIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BANSILAL SHAH & CO.
Chartered Accountants
Firm's Registration No: 000384W

DHRUV SHAH
Partner
Membership No.: 223609

Place: Udaipur
Date: May 17, 2024

BALANCE SHEET AS AT 31ST MARCH, 2024

₹ In Crore (10 Million)

	Note No.	As at 31st March 2024	As at 31st March 2023
ASSETS			
(1) NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	**2,021.87**	701.46
(b) Capital Work-in-Progress	3	**0.13**	816.39
(c) Investment Property	4	**9.15**	9.15
(d) Financial Assets			
(i) Others	5	**12.17**	9.95
(e) Deferred Tax Assets (Net)	6	**3.04**	26.91
(f) Other Non-Current Assets	7	**21.34**	31.83
		2,067.70	**1,595.69**
(2) CURRENT ASSETS			
(a) Inventories	8	**229.01**	141.19
(b) Financial Assets			
(i) Investments	9	**100.13**	-
(ii) Trade Receivables	10	**4.16**	4.91
(iii) Cash and Cash Equivalents	11	**32.71**	3.96
(iv) Bank Balances other than (iii)	12	**0.24**	0.23
(v) Others	13	**4.54**	1.86
(c) Other Current Assets	14	**21.84**	46.25
(d) Current Tax Assets (Net)		**2.05**	1.25
		394.68	199.65
TOTAL ASSETS		**2,462.38**	**1,795.34**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	**224.22**	124.56
(b) Other Equity		**663.21**	221.25
		887.43	**345.81**
LIABILITIES			
(1) NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	16	**1,211.22**	1,015.68
(ii) Lease Liabilities	17	**0.51**	-
(iii) Other Financial Liabilities	18	**31.69**	27.34
(b) Provisions	19	**2.38**	3.76
(c) Other Non-Current Liabilities	20	**0.80**	0.87
		1,246.60	**1,047.65**
(2) CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	21	**98.13**	129.78
(ii) Lease Liabilities	22	**0.49**	-
(iii) Trade Payables	23		
Micro and Small Enterprises		**2.09**	2.72
Others		**86.11**	71.34
(iv) Other Financial Liabilities	24	**81.09**	113.97
(b) Other Current Liabilities	25	**60.00**	83.25
(c) Provisions	26	**0.44**	0.82
		328.35	**401.88**
TOTAL EQUITY AND LIABILITIES		**2,462.38**	**1,795.34**
Material Accounting Policies	1		
The accompanying notes form an integral part of these financial statement.	2-66		

As per our report of even date
For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : New Delhi
Date : 17th May 2024

POONAM SINGH
Company Secretary

PRANAV CHITRE
Chief Financial Officer

For and on Behalf of the Board
VINITA SINGHANIA (DIN : 00042983)
Chairperson

SHRIVATS SINGHANIA (DIN : 02359242)
Director & CEO

SURENDRA MALHOTRA (DIN : 00271508)
VINIT MARWAHA (DIN : 00051403)
BHASWATI MUKHERJEE (DIN : 07173244)
NAVEEN KUMAR SHARMA (DIN : 08152305)
Directors

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2024

₹ In Crore (10 Million)

		Note No.	For the Year ended March 31, 2024	For the Year ended March 31, 2023
I.	Revenue from Operations	27	**1,163.59**	1,030.97
II.	Other Income	28	**10.77**	1.29
III.	**Total Income (I + II)**		**1,174.36**	**1,032.26**
IV.	**Expenses :-**			
	a) Cost of Materials Consumed	29	**164.98**	129.32
	b) Purchase of Stock-in-Trade	30	**242.32**	250.44
	c) Change in Inventories of finished goods, work-in-progress and traded goods	31	**(30.12)**	(7.65)
	d) Employee Benefits Expense	32	**43.73**	38.52
	e) Power and Fuel	33	**380.97**	349.99
	f) Transport, Clearing & Forwarding Charges	34	**71.01**	49.60
	g) Finance Costs	35	**67.93**	47.56
	h) Depreciation and Amortization Expense	36	**53.07**	37.00
	i) Other Expenses	37	**104.58**	87.00
	Total Expenses (IV)		**1,098.47**	**981.78**
V.	**Profit before Exceptional Items and Tax (III - IV)**		**75.89**	**50.48**
VI.	Exceptional Items - Gain / (Loss)		**8.89**	-
VII.	**Profit before tax (V + VI)**		**84.78**	**50.48**
VIII.	**Tax Expense**			
	(1) Current tax		**-**	-
	(2) Deferred tax		**23.37**	14.62
IX.	**Profit for the year (VII - VIII)**		**61.41**	**35.86**
X.	**Other Comprehensive Income / (Loss) Items that will not be reclassified to profit or loss in subsequent periods**			
	(1) Re-measurement gain / (losses) on defined benefit plans		**1.97**	(1.02)
	(2) Income tax effect		**(0.50)**	0.26
	Total Other Comprehensive Income / (Loss) (X)		**1.47**	**(0.76)**
XI.	**TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX + X)**		**62.88**	**35.10**
XII.	**Earnings per Equity Share (Face Value of ₹ 4 each)**	38		
	Basic Earnings per Equity Share (₹) :		**1.25**	1.15
	Diluted Earnings per Equity Share (₹) :		**1.25**	1.15
Material Accounting Policies		1		
The accompanying notes form an integral part of these financial statement.		2-66		

As per our report of even date
For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : New Delhi
Date : 17th May 2024

POONAM SINGH
Company Secretary

PRANAV CHITRE
Chief Financial Officer

For and on Behalf of the Board
VINITA SINGHANIA (DIN : 00042983)
Chairperson

SHRIVATS SINGHANIA (DIN : 02359242)
Director & CEO

SURENDRA MALHOTRA (DIN : 00271508)
VINIT MARWAHA (DIN : 00051403)
BHASWATI MUKHERJEE (DIN : 07173244)
NAVEEN KUMAR SHARMA (DIN : 08152305)
Directors

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

A. EQUITY SHARE CAPITAL

₹ In Crore (10 Million)

Particulars	As at 1st April 2023	Restated balance at the beginning of the current reporting Year	Changes in Equity Share Capital during the current year	As at 31st March 2024
As at 31st March 2024				
Equity Shares 56,05,37,670 (with equal rights)				
(Previous Year 31,14,09,817) of ₹ 4 each fully paid up	124.56	124.56	99.66	224.22
	124.56	**124.56**	**99.66**	**224.22**
As at 31st March 2023				
Equity Shares 31,14,09,817 (with equal rights) (Previous Year 31,14,09,817) of ₹ 4 each fully paid up	124.56	124.56	-	124.56
	124.56	**124.56**	**-**	**124.56**

B. OTHER EQUITY

Particulars	Reserves and Surplus				Items of Other Comprehensive Income, that will not be reclassified to Statement of Profit & Loss	Total
	Equity Component of Financial Guarantee	Equity Component of compound Financial Instruments	Security Premium	Retained Earnings	Re-measurement of Net Defined Benefit Plans	
Balance as at 1st April 2022	34.69	22.67	38.52	75.84	(1.72)	170.00
Profit for the Year	-	-	-	35.86	-	35.86
Changes in Corporate Guarantee given by Holding Co. for Inter Corporate Loan & Term Loan	20.58	-	-	-	-	20.58
Changes in Equity component of Preference Shares	-	(4.43)	-	-	-	(4.43)
Other Comprehensive Income / (Loss)	-	-	-	-	(0.76)	(0.76)
Balance as at 31st March 2023	**55.27**	**18.24**	**38.52**	**111.70**	**(2.48)**	**221.25**
Profit for the Year	-	-	-	61.41	-	61.41
Security premium on Rights Issue *	-	-	348.78	-	-	348.78
Changes in Corporate Guarantee given by Holding Co. for Inter Corporate Loan & Term Loan	40.82	-	-	-	-	40.82
Changes in Equity component of Preference Shares	-	(5.34)	-	-	-	(5.34)
Rights Issue Expenses *	-	-	(5.18)	-	-	(5.18)
Other Comprehensive Income / (Loss)	-	-	-	-	1.47	1.47
Balance As at 31st March 2024	**96.09**	**12.90**	**382.12**	**173.11**	**(1.01)**	**663.21**

* Refer Note No. 15

As per our report of even date
For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : New Delhi
Date : 17th May 2024

POONAM SINGH
Company Secretary

PRANAV CHITRE
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For and on Behalf of the Board
VINITA SINGHANIA (DIN : 00042983)
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BHASWATI MUKHERJEE (DIN : 07173244)
NAVEEN KUMAR SHARMA (DIN : 08152305)
Directors

Note-1

Company Overview, Basis of Preparation & Material Accounting Policies.

I. Corporate & General Information

Udaipur Cement Works Limited ("the Company") is domiciled and incorporated in India and its Shares are publicly traded on the Bombay Stock Exchange Ltd. (BSE). The Registered Office of the Company is situated at Shripati Nagar, P.O.: CFA, Dist.: Udaipur - 313 022 (Rajasthan)

The Company is a manufacturer and supplier of Cement and Cementitious products with manufacturing facilities in the State of Rajasthan. The Company's Technical Service Cell provides construction solutions to its customers & carries out regular & innovative contact programmes with Individual House Builders, Masons and other Business Associates to keep in tune with their needs and requirements

These Financial Statements were approved and adopted by the Board of Directors of the Company in their meeting held on 17th May 2024.

II. Basis of Preparation of Financial Statements

(i) Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time and relevant provisions of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Financial Statements comply with IND AS notified by Ministry of Company Affairs ("MCA"). The Company has consistently applied the accounting policies used in the preparation for all periods presented.

(ii) Basis of Preparation

The significant accounting policies used in preparing the Financial Statements are set out in Note no. III of the Notes to the Financial Statements. Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency.

(iii) Basis of Measurement

The Financial Statements have been prepared on accrual basis and under the historical cost convention except for the items that have been measured at fair value as required by relevant IND AS.

(iv) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Fair Value of an Asset or a Liability is measured using the assumptions that market participants would use when pricing the Asset or Liability, assuming that market participants act in their economic best interest.

A Fair Value measurement of a Non-Financial Asset takes in to account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For the purpose of Fair Value disclosures, the Company has determined classes of Assets and Liabilities on the basis of the nature, characteristics and risks of the Asset or Liability and the level of the Fair Value hierarchy in which they fall.

(v) Current & Non-Current Classifications

All Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realisation in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-Current classification of Assets and Liabilities. Deferred Tax Assets and Liabilities are classified as Non-Current Assets and Liabilities.

(vi) Significant Accounting Judgements, Estimates and Assumptions

The preparation of these Financial Statements requires management judgements, estimates and assumptions that affect the application of Accounting Policies, the Accounting disclosures made and the reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to Accounting estimates are recognised in the period in which the estimates are revised and any future periods effected pursuant to such revision.

III. Significant Accounting Policies

(1) Property, Plant and Equipment

The Company adopted optional exception under IND AS 101 to measure Property, Plant and Equipment at fair value as at 1st April 2015. Consequently, the fair value was assumed to be deemed cost of Property, Plant and Equipment on the date of transition. Subsequently, the Property, Plant and Equipment are carried at cost net of tax/duty credit availed, less accumulated depreciation and accumulated losses, if any. Cost includes expenses directly attributable to bringing the

Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management.

Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of property, plant and equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an asset are capitalized until the period of commissioning has been completed and the asset is ready of its intended use.

Property, Plant and Equipment are eliminated from Financial Statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value.

Deprecation is calculated using the Straight Line Method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013, except for captive power plant, Furniture & Fixtures, Office Equipment, Vehicles and Locomotives which is provided on Written Down Value Method (WDV) as per the said schedule.

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit or Loss within other gains / (losses).

Depreciation on impaired assets is provided on the basis of their residual useful life.

(2) Investment Properties

Property that is held for long-term rentals yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. The Company adopted optional exception under IND AS 101 to measure Investment Property at fair value as at 1st April, 2015.. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties are depreciated using the Straight Line Method (SLM) over their estimated useful lives. The useful live has been determined based on technical evaluation performed by the management's expert.

The Residual Life, useful lives and depreciation method of investment properties are reviewed, and adjusted on Prospective basis as appropriate, at each financial year end. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

(3) Intangible Assets

Intangibles Assets are recognized if the future economic benefits attributable to the Assets are expected to flow to the Company and the cost of the asset can be measured reliably.

Internally generated intangibles, excluding capitalized developments costs, are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.

The useful lives of Intangibles Assets are assessed as either finite or indefinite. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed atleast at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible Asset with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the Intangible Asset may be impaired.

Intangible Assets are amortized as follows:

- Computer Software: Over a period of five years

Intangibles Assets with indefinite useful lives, if any are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

Gain or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(4) Research and Development Cost

Revenue Expenditure on Research and Development is charged to Statement of Profit and Loss and Capital Expenditure is added to Property, Plant and Equipment.

However, Development expenditure on new product is capitalized as Intangible Asset.

(5) Inventories

Inventories are carried in the balance sheet as follows :

a)	Raw Materials, Packing Materials, construction Materials, Stores & spares.	:	At cost, on weighted average basis.
b)	Work-in Progress - Manufacturing	:	At Lower of Cost of Material, plus appropriate Production Overheads and Net Realizable Value.
c)	Finished goods - Manufacturing	:	At Lower of Cost of Material, plus appropriate Production Overheads and Net Realizable Value.
d)	Finished goods - Trading	:	At Lower of Cost, on Weighted Average Basis and Net Realizable Value.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Slow and non-moving material, obsolete, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

Net Realisable Value is the estimated Selling Price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(6) Cash and Cash Equivalents

Cash and Cash Equivalents includes cash on hand, deposits held at call with Banks / Financial Institutions, other short-term, highly liquid investments which are subject to an insignificant risk of changes in value.

(7) Impairment of Assets

The carrying amounts of Property, Plant & Equipment, Intangible Assets and Investment Properties are reviewed at each Balance Sheet date to assess impairment, if any, based on internal / external factors. An impairment loss is recognised, as an expense in the Statement of Profit & Loss, wherever the carrying amount of the Asset or Cash Generating Unit (CGU) exceeds its recoverable amount. The impairment loss recognised in prior accounting period is reversed, if there has been an improvement in recoverable amount in subsequent years. Recoverable amount is determined :-

- In the case of an Individual Asset, at the higher of the Fair Value less cost to sell and the value in use; and
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, and appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

(8) Foreign Currency Translations & Transitions

(i) Functional and Presentation Currency

The Company's financial statements are presented in INR, which is also the Company's Functional and Presentation Currency.

(ii) Transaction and Balance

Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary Assets and liabilities related to foreign currency transactions are stated at exchange rate prevailing at the end of the year and exchange difference in respect thereof is recognised to Statement of Profit & Loss.

(9) Financial Instruments.

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1. Financial Assets

1.1 Definition

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortised Cost

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit or loss. The losses arising from impairment are recognized in the Statement of Profit or Loss.

(ii) Financial Assets at Fair Value through Other Comprehensive Income

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

(iii) Financial Assets at Fair Value through Profit or Loss (FVTPL)

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

1.3 Investment in Equity Shares

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Statement of Profit and Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

1.4 Derecognition of Financial Assets

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right 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 right to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2. Financial Liabilities

2.1 Definition

Financial Liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible

Current and Non-Current Liabilities.

(a) Initial Recognition and Measurement

All Financial Liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's Financial Liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

(b) Subsequent Measurement

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

i) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method ("EIR") except for those designated in an effective hedging relationship. The carrying value of borrowings that are designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in fair values attributable to the risks that are hedged in effective hedging relationship.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized 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 amount initially recognized less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

2.5 De-recognition of Financial Liability

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

3. Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4. Derivative Financial Instruments

The Company uses derivative financial instruments, such as forward contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

5. Compound Financial Instruments.

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry

(10) Grants

Grants from the Government are recognised when there is reasonable assurance that all underlying conditions will be complied with and that the grant will be received.

When loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. That grant is recognised in the Statement of Profit and Loss under 'other operating income or finance cost'. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

Government Grants related to assets, including non-monetary grants at fair value, are presented in the balance sheet by recording the grant as deferred income which is released to the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'Other Operating Revenues'.

(11) Equity Share Capital

Ordinary Shares are classified as Equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from Retained Earnings, net of taxes.

(12) Provisions, Contingent liabilities, Contingent Assets and Commitments

i) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

Contingent Liability

Contingent Liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past events, when no reliable estimate is possible:
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include the amount of Purchase Order (net of Advances) issued to parties for Completion of Assets.

Provisions, Contingent Liabilities, Contingent Assets and commitments are reviewed at each Balance Sheet date.

ii) Other Litigation Claims

Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

iii) Onerous Contracts

A provision for onerous contracts is measured at the present value of the lower of expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the Assets with the contract.

iv) Contingent Asset

A Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefit is probable.

(13) Revenue Recognition

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

i) Sale of Goods

Revenue is recognized upon transfer of control of promised goods or services to customers at transaction price (net of taxes and duties), arrived at by determining the fair value of the consideration received or receivable after adjusting returns, allowances, trade discounts, volume discounts etc. in exchange of goods or services.

Taxes collected on behalf of the government are excluded from revenue. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably

ii) Non-Cash Incentives

The Company provides Non-Cash Incentives at Fair Value to customers. These benefits are passed on to customers on satisfaction of various conditions of various sales schemes. Consideration received is allocated between the products sold and non-cash incentives to be issued to customers. Fair value of non-cash incentive is determined by applying principle of Ind AS 113 i.e. market rate. A contract liability for the non-cash incentive is recognized at the time of sale.

iii) Power Distribution

Revenue from Power Distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued up to the end of accounting year. Customers are billed as per the tariff rates issued by Electricity Regulatory Commission.

iv) Dividend Income

The Company recognizes a Liability to pay dividend to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders, except in case of interim dividend which is authorized by the Board of Directors.

v) Lease Incentives

Lease Agreements where the risk and rewards incidental to the ownership of an asset substantially vest with the lessor are recognized as operating leases. Leases rentals are recognized on straight-line basis as per the terms of the agreements in the statement of profit and loss.

vi) Interest Income

For all Financial Instruments measured at amortized cost, interest income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial Instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in other income in Statement of Profit and Loss.

vii) Renewable Energy Certificate

Renewable Energy Certificate (REC) benefits are recognized in Statement of Profit & Loss on Sale of REC. Income from Sale of RECs is recognized on the delivery to the Customers' Account.

viii) Export Benefit

Export incentives, Duty Drawbacks and other benefits are recognized in the Statement of Profit and Loss on Accrual Basis.

(14) Employees Benefits

i) Defined Contribution Plans

Contributions to the employees' regional Provident Fund, Superannuation Fund, Employees Pension Scheme and Employees' State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services.

ii) Defined Benefit Plans

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognized in Other Comprehensive Income. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

The Company makes contribution towards provident fund which is administered by Employees' Provident Fund Organisation, Government of India .

iii) Short-Term Employee Benefits

Short Term Benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

iv) Long-Term Employee Benefit

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date. Annual Leaves can either be availed or enchased subject to restriction on the maximum accumulation of Leaves.

v) Termination Benefits

Termination Benefits are recognized as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

(a) When the entity can no longer withdraw the offer of those benefits; and

(b) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

(15) Borrowing Costs

(1) Borrowing Costs that are specifically attributable to the acquisition, construction, or production of a Qualifying Asset are capitalized as a part of the cost of such Asset till such time the asset is ready for its intended use or sale. A Qualifying Asset is an Asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

The Borrowing Cost consists of Interest & Other Incidental costs that the Company incurs in connection with the borrowing of such Funds.

(2) For general borrowing used for the purpose of obtaining a Qualifying Asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that Asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

(3) All other borrowing costs are recognized as expense in the period in which they are incurred.

(16) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-Of-Use Assets

The Company recognises Right-Of-Use Assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use Assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of Right-of-use Assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use Assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the Assets.

If ownership of the Leased Asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the Asset.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises Lease Liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its existing borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Lease liabilities and Right-of-use assets have been presented as a separate line in the balance sheet. Lease payments have been classified as cash used in financing activities.

iii) Short-Term Leases and Leases of Low Value Assets

The Company has elected not to recognise Right-of-Use Assets and Lease Liabilities for short term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease.

Company as a Lessor

Lease income from Operating Leases where the Company is a Lessor is recognized in income on straight-line basis over the lease term unless the recipients are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective Leased Assets are included in the Balance Sheet based on their nature.

(17) Taxes on Income

a) Current Tax

i) Tax on Income for the Current Period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii) Current Income Tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss .Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred Tax

Deferred Tax is provided using the Balance Sheet Approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilized. Unrecognized Deferred Tax Assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the Deferred Tax Asset to be recovered.

Deferred Tax Assets and Liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred Tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss.

Deferred Tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in Equity.

The break-up of the major components of the Deferred Tax Assets and Liabilities as at Balance Sheet date has been arrived at after setting off Deferred Tax Assets and Liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

(18) Exceptional Items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

(19) Earnings Per Share (EPS)

i) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing

- The Profit or Loss attributable to Equity Shareholders of the Company by the Weighted Average number of Equity Shares outstanding during the Financial Year, adjusted for bonus elements in Equity Shares issued during the Year.

ii) Diluted Earnings Per Share

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account

- The after Income Tax Effect of interest and other financing costs associated with dilutive potential Equity Shares, and the Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

(20) Segment Accounting

The Company is engaged primarily into manufacturing of Cement. The Company has only one business segment as identified by management namely Cementious Materials.

Segments have been identified taking into account nature of product and differential risk and returns of the segment. The business segments are reviewed by the Chairperson (Chief Operating Decision Maker).

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on each segments profit or loss and is measured consistently with profit or loss in the financial statements.

(21) Cash Dividend

The Company recognises a Liability to pay dividend to Equity Holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when its approved by the shareholders. A corresponding amount is recognized directly in Other Equity. Interim Dividends are recognised as a Liability on the date of declaration by the Company's Board of Directors.

(22) Recent Accounting Pronouncements

No new amendments to IND AS has been notified by the Ministry of Corporate Affairs ("MCA") during the current financial year.

NOTE 2

PROPERTY, PLANT AND EQUIPMENT

₹ In Crore (10 Million)

Particulars	Freehold Land	Leasehold Land	Right of Use Leasehold Buildings	Buildings	Plant & Equipments	Furniture & Fixture	Office Equipments	Vehicles	Railway Siding	Total
GROSS BLOCK:										
As at 1st April 2022	10.63	103.32	-	27.86	819.38	1.09	0.96	2.77	7.01	973.02
Additions / Adjustments	4.01	-	-	3.06	13.73	0.07	0.58	0.87	-	22.32
Disposals / Adjustments	-	-	-	-	-	-	(0.01)	(0.57)	-	(0.58)
As at 31st March 2023	**14.64**	**103.32**	**-**	**30.92**	**833.11**	**1.16**	**1.53**	**3.07**	**7.01**	**994.76**
Additions / Adjustments	-	-	1.51	2.16	1,310.22	0.28	1.09	0.87	58.07	1,374.20
Disposals / Adjustments	-	-	-	-	(0.49)	-	-	(0.86)	-	(1.35)
As at 31st March 2024	**14.64**	**103.32**	**1.51**	**33.08**	**2,142.84**	**1.44**	**2.62**	**3.08**	**65.08**	**2,367.61**
ACCUMULATED DEPRECIATION :										
As at 1st April 2022	-	14.26	-	18.51	219.63	0.93	0.77	1.47	1.08	256.65
Charged for the year	-	1.94	-	1.15	32.80	0.04	0.11	0.52	0.44	37.00
On Disposal	-	-	-	-	-	-	(0.01)	(0.34)	-	(0.35)
As at 31st March 2023	**-**	**16.20**	**-**	**19.66**	**252.43**	**0.97**	**0.87**	**1.65**	**1.52**	**293.30**
Charged for the year	-	1.94	0.56	1.00	48.16	0.04	0.37	0.52	0.48	53.07
On Disposal	-	-	-	-	(0.12)	-	-	(0.51)	-	(0.63)
As at 31st March 2024	**-**	**18.14**	**0.56**	**20.66**	**300.47**	**1.01**	**1.24**	**1.66**	**2.00**	**345.74**
NET CARRYING AMOUNT :										
As at 31st March 2023	14.64	87.12	-	11.26	580.68	0.19	0.66	1.42	5.49	**701.46**
As at 31st March 2024	**14.64**	**85.18**	**0.95**	**12.42**	**1,842.37**	**0.43**	**1.38**	**1.42**	**63.08**	**2,021.87**

The Company has lease contracts for various Buildings used in its operations. Lease of Buildings have lease terms between 2 to 10 years. The following are the amounts recognised in the Statement of Profit and Loss as per IND AS 116

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Depreciation expense of Right of Use Assets	0.56	-
Interest Expense on Lease Liabilities	0.13	-
Expenses relating to Leases of Short-term / Low Value Assets	-	-
Total Amount recognised in Statement of Profit and Loss	**0.69**	-

Amount recognised in Statement of Cash Flows :

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Total Cash Outflow for Leases	0.65	-
Financing Activities		
Repayment of Principal	0.51	-
Repayment of Interest	0.13	-
Operating Activities		
Short Term/Low Value Assets Lease Payment	-	-

The following is the movement in the lease liabilities during the Year ended March 31, 2024 and year ended March 31, 2023

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Balance at the beginning	-	-
Addition during the year	1.51	-
Finance cost incurred during the year	0.13	-
Payment of the lease liabilities	(0.65)	-
Balance at the end	1.00	-
Non Current	0.51	-
Current	0.49	-

NOTE 3

CAPITAL WORK IN PROGRESS (CWIP)

₹ In Crore (10 Million)

Movement of Capital Work in Progress	As at 31st March 2024	As at 31st March 2023
Opening	816.39	130.40
Additions during the year	520.70	707.30
Capitalised during the year	(1,336.96)	(21.31)
Closing	**0.13**	**816.39**

Capital Work in Progress Ageing Schedule

₹ In Crore (10 Million)

CWIP	Amount in CWIP as at 31st March 2024				Total	Amount in CWIP as at 31st March 2023				Total
	Less than 1year	1-2 years	2-3 years	More than 3 years		Less than 1year	1-2 years	2-3 years	More than 3 years	
Projects In Progress	0.13	-	-	-	0.13	689.86	126.27	0.26	-	816.39
Projects Temporarily Suspended	-	-	-	-	-	-	-	-	-	-
Total	**0.13**	-	-	-	**0.13**	**689.86**	**126.27**	**0.26**	-	**816.39**

NOTE 4

INVESTMENT PROPERTY

₹ In Crore (10 Million)

Particulars	Freehold Land	Total
GROSS BLOCK :		
As at 1st April 2022	9.15	9.15
Additions / Adjustments	-	-
Disposals / Adjustments	-	-
As at 31st March 2023	9.15	9.15
Additions / Adjustments	-	-
Disposals / Adjustments	-	-
As at 31st March 2024	**9.15**	**9.15**
ACCUMULATED DEPRECIATION :		
As at 1st April 2022	-	-
Charged for the year	-	-
On Disposal	-	-
As at 31st March 2023	-	-
Charged for the year	-	-
On Disposal	-	-
As at 31st March 2024	**-**	**-**
NET CARRYING AMOUNT :		
As at 31st March 2023	9.15	9.15
As at 31st March 2024	**9.15**	**9.15**

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
FINANCIAL ASSETS		
NOTE 5		
OTHER NON-CURRENT FINANCIAL ASSETS		
Unsecured, Considered Good		
Security Deposits	**12.17**	9.94
Bank Deposits with original maturity of more than 12 months*	**-**	0.01
	12.17	**9.95**
*Under lien		
NOTE 6		
DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
Unabsorbed Depreciation and Brought Forward Business Losses	**107.37**	98.77
Expenses / Provisions allowable	**5.85**	4.76
Less : Deferred Tax Liability		
Related to Property, Plant and Equipments	**110.18**	76.62
	3.04	**26.91**

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
NOTE 7		
OTHER NON-CURRENT ASSETS		
Unsecured, Considered Good		
Capital Advances	**21.34**	31.83
	21.34	**31.83**
NOTE 8		
INVENTORIES (at lower of cost or net realisable value)		
Raw Materials {Including in transit - Nil (Previous Year - ₹ 45,126)}	**5.64**	4.43
Work-in-Progress	**67.84**	15.39
Finished Goods	**2.85**	2.71
Stock-in-Trade {Including in transit - Nil (Previous Year - ₹ 0.18 Crs.)}	**0.21**	0.43
Stores & Spares {Including in transit of ₹ 68.64 Crs. (Previous Year - ₹ 22.86 Crs.)}	**150.18**	115.57
Packing Materials	**2.29**	2.66
	229.01	**141.19**
NOTE 9		
CURRENT INVESTMENT		
Investment at Fair Value through Profit & Loss		
Investments in Quoted Mutual Funds	**100.13**	-
	100.13	**-**
Aggregate Book Value of quoted investments	**100.13**	-
Aggregate Market Value of quoted investments	**100.13**	-
Aggregate Book Value of unquoted Investments	**-**	-
NOTE 10		
TRADE RECEIVABLES @		
Considered good - Secured	**0.13**	0.80
Considered good - Unsecured	**4.03**	4.11
Which have significant increase in Credit risk	**-**	-
Credit Impaired	**-**	-
	4.16	**4.91**
@ Contract Assets as per IND AS 115		
No Trade or Other Receivable are due from Directors or other Officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0-90 days		
NOTE 11		
CASH AND CASH EQUIVALENTS		
On Current Accounts	**11.58**	3.95
Deposits of original maturity of less than 3 months*	**20.00**	-
Cheque on Hand	**1.11**	-
Cash on hand	**0.02**	0.01
	32.71	**3.96**

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
NOTE 12		
OTHER BANK BALANCES		
Deposits with original maturity for more than 3 months but less than 12 months*	**0.24**	0.23
	0.24	**0.23**
*Includes ₹ 0.01 Crs. (Previous Year - ₹ 0.01 Crs.) against lien		
NOTE 13		
OTHER CURRENT FINANCIAL ASSETS		
Unsecured, considered good unless otherwise stated		
Security Deposits	**2.28**	-
Other Receivables	**2.26**	1.86
	4.54	**1.86**
NOTE 14		
OTHER CURRENT ASSETS		
Unsecured, considered good unless otherwise stated		
Prepaid expenses	**1.60**	1.50
Balance with Govt. Authorities	**2.95**	36.25
Other Advances	**17.29**	8.50
	21.84	**46.25**
NOTE 15		
EQUITY SHARE CAPITAL		
Authorized:		
Equity Shares - 71,00,00,000 (Previous year - 71,00,00,000) of ₹ 4 each	**284.00**	284.00
Preference Shares - 6,600 (Previous year - 6,600) of ₹ 1,00,000 each	**66.00**	66.00
- 50,00,000 (Previous year - 50,00,000) of ₹ 100 each	**50.00**	50.00
	400.00	**400.00**
Issued, Subscribed and Paid up :		
Equity Shares (with equal rights)		
56,05,37,670 (Previous year - 31,14,09,817) of ₹ 4 each fully paid up	**224.22**	124.56
5% Cumulative Redeemable Preference Shares (CRPS)		
4,700 (Previous year - 4,700) of ₹ 1,00,000 each fully paid up (Series-I)	**47.00**	47.00
1,300 (Previous year - 1,300) of ₹ 1,00,000 each fully paid up (Series-II)	**13.00**	13.00
600 (Previous year - 600) of ₹ 1,00,000 each fully paid up (Series-B)	**6.00**	6.00
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)		
5,00,000 (Previous year - 5,00,000) of ₹ 100 each fully paid up	**5.00**	5.00
	295.22	**195.56**
Less: Reclassification of Preference Shares		
5% Cumulative Redeemable Preference Shares (CRPS)		
4,700 (Previous year - 4,700) of ₹ 1,00,000 each fully paid up (Series-I)	**(47.00)**	(47.00)
1,300 (Previous year - 1,300) of ₹ 1,00,000 each fully paid up (Series-II)	**(13.00)**	(13.00)
600 (Previous year - 600) of ₹ 1,00,000 each fully paid up (Series-B)	**(6.00)**	(6.00)
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)		
5,00,000 (Previous year - 5,00,000) of ₹ 100 each fully paid up	**(5.00)**	(5.00)
	224.22	**124.56**

a. Reconciliation of the number of Shares Outstanding:

Particulars	Opening Balance	Changes in Share Capital during the year	Shares Outstanding at the end of the year
Equity Shares	31,14,09,817	24,91,27,853	56,05,37,670
5% CRPS (Series-I)	4,700	-	4,700
5% CRPS (Series-II)	1,300	-	1,300
5% CRPS (Series-B)	600	-	600
6% OCCRPS	5,00,000	-	5,00,000

b. List of Shareholders holding more than 5% shares:

Name of Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	Number of Shares	% holding in the class	Number of Shares	% holding in the class
Equity Shares				
JK Lakshmi Cement Ltd. (Holding Company)	42,04,01,693	75.00%	22,58,92,781	72.54%
5% Cumulative Redeemable Preference Shares				
JK Lakshmi Cement Ltd. (Holding Company)	6,600	100%	6,600	100%
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)				
JK Lakshmi Cement Ltd. (Holding Company)	5,00,000	100%	5,00,000	100%

c. Terms / right attached to Equity Shareholders:

1. The Company has only one class of Equity Shares having a par value of ₹ 4 per share. Each holder of Equity Shares is entitled to one vote per share.
2. 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.

d. 5% Cumulative Redeemable Preference Shares (CRPS) (Series I & II) carries a Put Option. In the event of the Company being unable to pay dividend for a consecutive period of 3 years after it is out of the purview of BIFR and unable to pay the Capital back, CRPS (Series I & II) holders have the right to get them converted into Equity Shares subject to statutory approvals.

5% CRPS (Series I & II) also carries a Call Option. In case there being any Liquidity Event of the Company, if it fails to redeem the CRPS at par within 3 months, CRPS (Series I & II) holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

If the Put / Call option is not exercised, 5% CRPS (Series I & II) are redeemable in 3 annual installments of 30%, 30% & 40% of face value at the end of 18th,19th & 20th year from the date of allotment.

e. 5% CRPS (Series B) carries a Put Option. In the event of the Company being unable to pay dividend for a consecutive period of 3 years commencing from the Financial Year Apr-Mar'18 and unable to pay the Capital back, CRPS (Series B) holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

5% CRPS (Series B) also carries a Call Option. In case there being any Liquidity Event in the Company, if it fails to redeem the CRPS (Series B) at par within 3 months, CRPS (Series B) holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

If the Put / Call Option is not exercised, 5% CRPS (Series B) are redeemable in 3 annual installments of 30%, 30% & 40% of face value at the end of 18th,19th & 20th year from the date of allotment.

f. 5 Lakh, 6% OCCRPS of Face Value of ₹ 100 per share aggregating to ₹ 5 Crs. are Redeemable Preference Shares to be redeemed in three equal installments at the end of 18th Year, 19th Year & 20th Year from the date of allotment of 10th August 2017.

g. The Company has successfully completed the Rights Issue of ₹ 448.43 Crore in July 2023. Pursuant to the Rights Issue, the Company issued 249,127,853 Equity Shares of ₹ 4 each at a price of ₹ 18 Per Equity Share (inclusive of a Premium of ₹ 14 Per Equity Share).

h. Nature of Reserves :- Security Premium :- Represents the amount received in excess of Par value of Securities.

i. During the last five years, the Company has not issued any Bonus shares nor are there any shares bought back and issued for consideration other then cash.

j. Shareholding of Promoters for each class of Shares:

Shares held by promoters at the end of the year				% Change during the Year
S.N.	Promoter Name	No. of Shares	% of Total Shares	
	JK Lakshmi Cement Ltd. (Holding Company)			
1	Equity Shares	420,401,693	75%	2.46%
2	5% CRPS (Series-I)	4,700	100%	-
3	5% CRPS (Series-II)	1,300	100%	-
4	5% CRPS (Series-B)	600	100%	-
5	6% OCCRPS	500,000	100%	-

₹ In Crore (10 Million)

	As at 31st March 2024		As at 31st March 2023	
	Non Current	Current*	Non Current	Current*
NOTE 16				
NON-CURRENT BORROWINGS				
SECURED LOANS				
Bonds / Debentures:-				
- Redeemable Non-Convertible Debentures	**-**	**-**	350.00	-
Term Loans:-				
- From Banks	**1,204.07**	**66.70**	627.77	62.57
	1,204.07	**66.70**	977.77	62.57
Add: Liability Component of Compound Financial Instruments				
5% Cumulative Redeemable Preference Shares (CRPS)				
- 4,700 Shares of ₹ 1,00,000 each fully paid up (Series-I)	**59.76**	**-**	53.48	-
- 1,300 Shares of ₹ 1,00,000 each fully paid up (Series-II)	**16.14**	**-**	14.44	-
- 600 Shares of ₹ 1,00,000 each fully paid up (Series-B)	**6.29**	**-**	5.63	-
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)	**6.99**	**-**	6.69	-
Less: Amortization of Processing Charges on Loan and Corporate Guarantee for Loan				
- Processing Charges on Loan	**(4.51)**	**-**	(5.25)	-
- Corporate Guarantee for Loan	**(77.52)**	**(18.57)**	(37.08)	(18.19)
	7.15	**(18.57)**	37.91	(18.19)
Less: Current Maturities of Long-Term Debt shown under Note No. 21	**-**	**48.13**	-	44.38
	1,211.22	**-**	**1,015.68**	-

*** Due & repayable within one year**

1 Term Loans aggregating to ₹ 1220.77 Crore from Banks are secured by a (i) Pari Passu First Charge on all the Movable & Immovable Fixed Assets of the Company's Cement Unit in the State of Rajasthan & (ii) Pari Passu Second Charge on Current Assets of the Company

The said Term Loans are also secured by a Corporate Guarantee of the Holding Company.

- Term Loan of ₹ 56.72 Crore shall be repayable in 22 unequal Quarterly Instalments
- Term Loan of ₹ 57.00 Crore shall be repayable in 18 unequal Quarterly Instalments
- Term Loan of ₹ 68.00 Crore shall be repayable in 22 unequal Quarterly Instalments
- Term Loan of ₹ 193.20 Crore shall be repayable in 24 unequal Quarterly Instalments
- Term Loan of ₹ 27.50 Crore shall be repayable in 22 equal Quarterly Instalments
- Term Loans of ₹ 818.35 Crore shall be repayable in 44 unequal Quarterly Instalments commencing from 31st December 2025.

2 Term Loan of ₹ 50 Crore from a Bank is to be secured by a (i) Pari Passu First Charge on all the Movable & Immovable Fixed Assets of the Company's Cement Unit in the State of Rajasthan & (ii) Pari Passu Second Charge on Current Assets of the Company This Term Loan shall be repayable in 32 equal Quarterly Instalments commencing from 30th June 2024.

3 During the year, the Company, by exercising its Call Option, has fully redeemed the 8.96% Guaranteed Rated Secured Listed Redeemable Privately Placed Non Convertible Debentures of ₹ 350 Crore.

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
NOTE 17		
NON-CURRENT LEASE LIABILITIES		
Lease Liabilities	**0.51**	-
	0.51	**-**
NOTE 18		
OTHER NON-CURRENT FINANCIAL LIABILITIES		
Trade and other Deposits	**31.69**	27.34
	31.69	**27.34**
NOTE 19		
NON-CURRENT PROVISIONS		
Provision for Employees' Benefits	**2.38**	3.76
	2.38	**3.76**
NOTE 20		
OTHER NON-CURRENT LIABILITIES		
Liability for Employees Subsidized Car Scheme	**0.80**	0.87
	0.80	**0.87**
NOTE 21		
SHORT-TERM BORROWINGS		
Secured Loan		
Working Capital Borrowings from Banks	**50.00**	-
Current Maturities of Long-Term Debt (Refer Note No. 16)	**48.13**	44.38
Loan from Related Party	**-**	85.40
	98.13	**129.78**

Working capital facilities are secured / to be secured by way of First Pari Passu Charge on the entire Current Assets of the Company and Second Pari Passu Charge on the Movable & Immovable Fixed Assets of the Company's Cement Unit in the State of Rajasthan, both Present and future.

₹ In Crore (10 Million)

	As at 31st March 2024	As at 31st March 2023
NOTE 22		
CURRENT LEASE LIABILITIES		
Lease Liabilities	**0.49**	-
	0.49	-
NOTE 23		
TRADE PAYABLES		
Micro and Small Enterprise	**2.09**	2.72
Others	**86.11**	71.34
	88.20	**74.06**
NOTE 24		
OTHER CURRENT FINANCIAL LIABILITIES		
Interest accrued but not due on borrowings	**-**	12.31
Capital Creditors	**31.83**	56.01
Other Liabilities	**49.26**	43.79
Marked to Market Loss	**₹ 23,682**	1.86
	81.09	**113.97**
NOTE 25		
OTHER CURRENT LIABILITIES		
Advance from Customers @	**12.12**	11.85
Government and other dues	**30.99**	26.92
Other Advances (Refer Note 61)	**16.89**	44.48
	60.00	**83.25**
@ Contract Liabilities as per IND AS 115		
NOTE 26		
CURRENT PROVISIONS		
Provision for Employees' Benefits	**0.44**	0.82
	0.44	**0.82**

₹ In Crore (10 Million)

	For the Year ended 31st March 2024	For the Year ended 31st March 2023
NOTE 27		
REVENUE FROM OPERATIONS @		
Sale of Products		
Cement and Clinker	**1,163.59**	1,030.97
	1,163.59	**1,030.97**
@ Revenue from contracts with customers disaggregated based on nature of product as per IND AS 115.		
NOTE 28		
OTHER INCOME		
Interest Income (Refer Note 51)	**8.80**	0.46
Profit on sale of Current Investments *	**1.12**	0.51
Other Non-Operating Income	**0.79**	0.32
Interest on Income Tax Refund	**0.06**	-
	10.77	**1.29**
* Inclusive of fair value gain / (loss) of ₹ 0.13 Crs.) (Previous Year (loss) - ₹ (0.17) Crs.)		
NOTE 29		
COST OF MATERIALS CONSUMED		
Raw Materials consumed	**164.98**	129.32
	164.98	**129.32**
NOTE 30		
PURCHASE OF STOCK-IN-TRADE		
Purchase of Traded Goods	**242.32**	250.44
	242.32	**250.44**
NOTE 31		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stocks		
Work in Progress	**15.39**	8.94
Finished Goods	**2.71**	1.50
Stock-in-Trade	**0.43**	0.44
	18.53	**10.88**
Closing Stocks		
Work in Progress	**67.84**	15.39
Finished Goods	**2.85**	2.71
Stock-in-Trade	**0.21**	0.43
	70.90	**18.53**
Less : Preoperative period stock	**(22.25)**	-
	(30.12)	**(7.65)**
NOTE 32		
EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	**35.52**	31.00
Contribution to Provident and Other Funds	**2.97**	2.69
Staff Welfare Expenses	**5.24**	4.83
	43.73	**38.52**

₹ In Crore (10 Million)

	For the Year ended 31st March 2024	For the Year ended 31st March 2023
NOTE 33		
POWER AND FUEL		
Power and Fuel	**380.97**	349.99
	380.97	**349.99**
NOTE 34		
TRANSPORT, CLEARING & FORWARDING CHARGES		
Transport, Clearing & Forwarding charges	**71.01**	49.60
	71.01	**49.60**
NOTE 35		
FINANCE COST		
Interest Expenses	**67.30**	47.46
Other Borrowing Costs	**0.63**	0.10
	67.93	**47.56**
NOTE 36		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on Property, Plant & Equipment	**53.07**	37.00
	53.07	**37.00**
NOTE 37		
OTHER EXPENSES		
Consumption of Stores and Spares	**30.46**	15.66
Consumption of Packing Material	**27.45**	27.14
Rent (Net of realization ₹ 0.15 Crs., Previous Year ₹ 0.02 Crs.)	**0.93**	1.74
Repairs to Buildings	**0.45**	0.58
Repairs to Machinery	**15.88**	17.05
Insurance	**1.40**	1.22
Rates and Taxes	**2.00**	3.88
Commission on Sales	**5.04**	3.51
Director's Fee & Commission	**0.15**	0.14
Advertisement & Sales Promotion	**9.82**	7.57
Travelling, Consultancy & Misc. Expenses, etc.	**11.00**	8.51
	104.58	**87.00**
NOTE 38		
EARNING PER EQUITY SHARE		
Profit after Tax	**61.41**	35.86
Weighted average number of Equity Shares outstanding	**49,02,35,838**	31,14,09,817
Basic Earnings per Equity Share (₹): (Face Value of ₹ 4 each)	**1.25**	1.15
Diluted Earnings per Equity Share (₹): (Face Value of ₹ 4 each)	**1.25**	1.15

39. Financial Risk Management Objectives and Policies.

The Company realizes that risks are inherent & integral part of any business. The primary focus is to foresee the unpredictability of financial market & seek to minimize potential adverse effect on its financial performance. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk etc.), credit risk and liquidity risk.

39.1 Market Risk: Market risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures.

a) **Foreign 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 makes certain imports in foreign currency & therefore is exposed to Foreign Exchange Risk.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Foreign Currency Sensitivity.

The following table demonstrates the sensitivity to a reasonable possible change of US $ with all other variable held constant. The impact on the Company's Profit / (Loss) before tax due to changes in Foreign Exchange Rate:

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Appreciation in USD	**+ ₹ 0.25**	+ ₹ 0.25
Effect on Profit / (loss) Before Tax	**0.08**	0.09
Depreciation in USD	**- ₹ 0.25**	- ₹ 0.25
Effect on Profit / (loss) Before Tax	**(0.08)**	(0.09)

b) Interest Rate Risk: Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by maintaining a proper blend of Fixed & Floating Rate Borrowings. The following Table shows the Company's Borrowings:

₹ In Crore (10 Million)

S.No.	Particulars	As at 31st March 2024	As at 31st March 2023
1	**Loans in Rupees**		
	- Fixed Rate	**89.18**	165.64
	- Floating Rate	**1220.17**	979.82
	Total	**1309.35**	**1145.46**
2	**Loans in USD**		
	- Fixed Rate -	-	
	- Floating Rate -	-	
	Total	**-**	**-**
3	**Grand Total (1+2)**	**1309.35**	**1145.46**

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effective Cost of Funding.

Interest Rate Sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other variables held constant, the Company's profit / (loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows :

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Increase in Interest in Basis Points	**+ 25**	+ 25
Effect on profit / (loss) before tax	**(3.05)**	(2.45)
Decrease in Interest in Basis Points	**- 25**	- 25
Effect on profit / (loss) before tax	**3.05**	2.45

The assumed movement in basis points for interest rate sensitivity analysis is based on the current observable market environment.

c) **Commodity Price Risk and Sensitivity:** The Company is exposed to the movement in price of key raw materials in domestic and international markets. The Company manages fluctuations in raw material price through hedging in the form of advance procurement when the prices are perceived to be low and also enters into advance buying contracts as strategic sourcing initiative in order to keep raw material and prices under check cost of material hedged to the extent possible.

39.2 Credit Risk:

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivable: - Customer Credit Risk is managed based on Company's established policy, procedures and controls. The Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Individual risk limits are set accordingly.

The credit risk from the organized and bigger buyers is reduced by securing Bank Guarantees/Letter of Credits/part advance payments/postdated cheques. The Outstanding of different parties are reviewed periodically at different level of organization. The outstanding from the trade segment is secured by two tier security – security deposit from the dealer himself, and our business associates who manage the dealers are also responsible for the outstanding from any of the dealers in their respective region. Impairment analysis is performed based on historical data at each reporting period on an individual basis.

The Aging of Trade Receivables is as below:-

₹ In Crore (10 Million)

Particulars	Outstanding for following periods from due date ofPayment						Total
	Neither Due not Impaired	Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2024							
(i) Undisputed Trade Receivables-considered good							
- Secured	0.13	-	-	-	-	-	0.13
- Unsecured	4.01	0.02	-	-	-	-	4.03
S. Total (i)	**4.14**	**0.02**	**-**	**-**	**-**	**-**	**4.16**
(ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered doubtful	-	-	-	-	-	-	-
Total	**4.14**	**0.02**	**-**	**-**	**-**	**-**	**4.16**
As at March 31, 2023							
(i) Undisputed Trade Receivables-considered good							
- Secured	0.80	-	-	-	-	-	0.80
- Unsecured	2.72	1.37	0.01	-	₹ 22,256	-	4.11
S. Total (i)	**3.52**	**1.37**	**0.01**	**-**	**₹ 22,256**	**-**	**4.91**
(ii) Undisputed Trade Receivables-considered doubtful	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-considered doubtful	-	-	-	-	-	-	-
Total	**3.52**	**1.37**	**0.01**	**-**	**₹ 22,256**	**-**	**4.91**

Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. Generally, balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

39.3 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 is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings, and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities:

The following Table provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

₹ In Crore (10 Million)

S. No.	Particulars	Undisc-ounted amount	Due within 1 Year	Due between 1-5 Years	Due after 5 Years	Total
1	**As on 31st March, 2024**					
	- Borrowings	1320.77	116.70	456.03	748.04	1320.77
	- Trade Payables	88.20	88.20	-	-	88.20
	- Other Liabilities	112.78	81.09	31.69	-	112.78
	- Lease Liabilities	1.75	0.65	1.10	-	1.75
	Total	**1523.50**	**286.64**	**488.82**	**748.04**	**1523.50**
2	**As on 31st March, 2023**					
	- Borrowings	1125.74	147.97	760.12	217.65	1125.74
	- Trade Payables	74.06	74.06	-	-	74.06
	- Other Liabilities	141.31	113.97	27.34	-	141.31
	Total	**1341.11**	**336.00**	**787.46**	**217.65**	**1341.11**

The Aging of Trade Payables is as below:-

₹ In Crore (10 Million)

Particulars	Outstanding for following periods from due date of Payment						Total
	Unbilled due	Not Due	Upto 1 Year	1-2 years	2-3 years	More than 3 years	
As on 31st March, 2024							
(i) MSME	-	0.45	1.64	-	-	-	2.09
(ii) Others	23.39	57.33	4.49	0.80	0.06	0.04	86.11
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**23.39**	**57.78**	**6.13**	**0.80**	**0.06**	**0.04**	**88.20**
As on 31st March, 2023							
(i) MSME	-	1.77	0.95	-	-	-	2.72
(ii) Others	19.82	27.20	23.13	0.16	0.29	0.74	71.34
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**19.82**	**28.97**	**24.08**	**0.16**	**0.29**	**0.74**	**74.06**

40. Capital Risk Management:

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, preference shares and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short term deposits.

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Borrowings	**1309.35**	1145.46
Less: Cash & Cash Equivalents (Including Current Investments & other Bank Balances)	**(133.08)**	(4.20)
Net debt	**1176.27**	**1141.26**
Equity Share Capital	**224.22**	124.56
Other Equity	**663.21**	221.25
Total Capital	**887.43**	**345.81**
Capital and net debt	**2063.70**	**1487.07**
Gearing ratio	**57%**	**77%**

The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt. No changes were made in the objectives, policies or processes for mandating capital during the year ended March 31, 2024 and March 31, 2023.

41. Fair Value of Financial Assets and Liabilities:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the companies: -

₹ In Crore (10 Million)

Particulars	31st March 2024		31st March 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
A. Financial Assets				
(i) At Fair Value through Profit and Loss :-				
- Investments in Mutual Funds	**100.13**	**100.13**	-	-
(ii) At Amortized Cost :-				
a) Bank FDs.	**0.24**	**0.24**	0.24	0.24
b) Cash & Bank Balances	**32.71**	**32.71**	3.96	3.96
c) Trade Receivables	**4.16**	**4.16**	4.91	4.91
d) Others	**16.71**	**16.71**	11.80	11.80
Total	**153.95**	**153.95**	**20.91**	**20.91**
B. Financial Liabilities				
(i) At Amortized Cost				
- Borrowings	**1309.35**	**1309.35**	1145.46	1145.46
- Trade Payables	**88.20**	**88.20**	74.06	74.06
- Other Financial Liabilities	**113.78**	**113.78**	141.31	141.31
Total	**1511.33**	**1511.33**	**1360.83**	**1360.83**

Fair Valuation Techniques:

The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:-

1. Fair Value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Other Non-Current Receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.
3. Fair Value of Investments in quoted mutual funds and equity shares are based on quoted market price at the reporting date. The fair value of unquoted Investments in preference shares are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The fair value of unquoted Investments in equity shares are estimated on net assets basis.
4. Fair Value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.
5. The Fair Values of derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy:

The following table provides the fair value measurement hierarchy of Company's assets and liabilities, grouped into Level 1 to Level 3 as described below:

i. **Level 1 :** Quoted prices in active markets.

ii. **Level 2 :** Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly

iii. **Level 3 :** Inputs that are not based on observable market data.

The following table provides the Fair Value measurement hierarchy of Company's Assets and Liabilities, grouped into Level 1 as described below:

(A) Financial Assets

₹ In Crore (10 Million)

Particulars	Level 1	Level 2	Level 3
As at March 31, 2024			
Financial Assets at FVTPL			
- Mutual Funds	100.13	-	-
Financial Assets at Amortized Cost			
- Bank FDs	-	0.24	-
- Cash & Bank Balances	-	32.71	-
- Trade Receivables	-	-	4.16
- Others	-	-	16.71
Total Financial Assets	**100.13**	**32.95**	**20.87**
As at March 31, 2023			
Financial Assets at FVTPL			
- Mutual Funds	-		
Financial Assets at Amortized Cost			
- Bank FDs	-	0.24	
- Cash & Bank Balances	-	3.96	
- Trade Receivables	-	-	4.91
- Others	-	-	11.80
Total Financial Assets	**-**	**4.20**	**16.71**

(B) Financial Liabilities

₹ In Crore (10 Million)

Particulars	Level 1	Level 2	Level 3
As at March 31, 2024			
Financial Liabilities at Amortized Cost			
- Borrowings	-	1309.35	-
- Trade Payables	-	-	88.20
- Other Financial Liabilities	-	-	113.78
Total Financial Liabilities	**-**	**1309.35**	**201.98**
As at March 31, 2023			
Financial Liabilities at Amortized Cost			
- Borrowings	-	1145.46	-
- Trade Payables	-	-	74.06
- Other Financial Liabilities	-	-	141.31
Total Financial Liabilities	**-**	**1145.46**	**215.37**

There have been no transfers between Level 1 and Level 2 during the year ended March 31, 2024

42. Segment Information:

The Company is engaged primarily into manufacturing of Cement. The Company has only one business segment as identified by management namely Cementious Materials. Segments have been identified taking into account nature of product and differential risk and returns of the segment. The business segments are reviewed by the Directors of the Company.

43. Income Tax Expense:

i. Amount recognized in the Statement of Profit & Loss :-

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Current Tax		
Deferred Tax (Gain) / Loss (Relating to origination and reversal of temporary difference)	**23.37**	14.62
Adjustments in respect of current income tax of previous year	**-**	-

ii. Deferred Tax recognized in Other Comprehensive Income (OCI) :-

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Deferred Tax (Gain)/Loss on defined benefit	**0.50**	(0.26)

iii. Reconciliation of Effective Tax Rate :-

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Accounting Profit / (Loss) before Taxes	**84.78**	50.48
Applicable Statutory Income Tax Rate	**25.17%**	25.17%
Computed Tax Expense / (Income)	**21.34**	12.71
Increase/(reduction) in taxes on account of:		
- Income not Taxable / Exempt from Tax		
(on account of C/F Unabsorbed Depreciation & Business Losses)	**(21.34)**	(12.71)
- Deferred Tax related to Property, Plant & Equipment & Others	**23.37**	14.62
Income Tax Expenses / (Income) reported to Profit & Loss	**23.37**	**14.62**

iv. Reconciliation of Deferred Tax Assets / (Liabilities) (Net) :-

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Opening Balance	**26.91**	41.27
Deferred Tax recognized in Statement of Profit & Loss	**(23.37)**	(14.62)
Other Comprehensive Income	**(0.50)**	0.26
Closing Balance	**3.04**	**26.91**

v. Deferred Tax:

Deferred Tax relates to the followings:

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Deferred Tax Assets related to		
Brought Forward losses/depreciation setoff	**8.60**	(8.70)
Disallowance/Allowance (Net) under Income Tax	**1.09**	0.89
Total Deferred Tax Assets	**9.69**	**(7.81)**
Deferred Tax Liabilities related to		
Property, Plant & Equipment	**(33.56)**	(6.55)
Total Deferred Tax Liabilities	**(33.56)**	**(6.55)**
Net Total Movement in Statement of Profit & Loss	**(23.87)**	(14.36)
Movement in Profit & Loss	**(23.37)**	(14.62)
Movement in OCI	**(0.50)**	**0.26**

44. Dividends :

The Company has neither proposed nor declared any dividend for the financial year 2023-24 and 2022-23.

45. Retirement Benefit Obligations

A. Expense recognized for Defined Contribution Plan

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Company's contribution to Provident Fund	**2.23**	1.88
Company's contribution to ESI	**0.01**	0.02
Company's contribution to Superannuation	**0.06**	0.07
Total	**2.30**	**1.97**

Below tables sets forth the changes in the projected benefit obligation and plan assets and amounts recognized in the standalone Balance Sheet As at March 31, 2024 and March 31, 2023, being the respective measurement dates:

i) Change in Present Value of Defined Benefit Obligation during the year

₹ In Crore (10 Million)

Particulars	Gratuity (Funded)	Leave encashment (Unfunded)
Present Value of Obligation - April 1, 2022	**4.90**	**2.85**
Current service cost	**0.71**	0.66
Interest cost	**0.32**	0.19
Benefits paid	**(0.86)**	(0.74)
Remeasurements - Actuarial loss/ (gain)	**0.92**	0.53
Present Value of Obligation - March 31, 2023	**5.99**	**3.48**
Current service cost	**0.59**	0.60
Interest cost	**0.41**	0.24
Benefits paid	**(0.83)**	(0.89)
Remeasurements - Actuarial loss/ (gain)	**(1.95)**	(0.61)
Present Value of Obligation - March 31, 2024	**4.21**	**2.82**

ii) Change in Fair Value of Plan Assets - Gratuity

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Fair Value of Plan Assets at beginning of year	**4.89**	**4.76**
Acquisitions / Transfer in/ Transfer out	**-**	-
Expected Return on Plan Assets	**0.34**	0.31
Employer Contributions	**1.34**	0.79
Benefits paid	**(0.83)**	(0.86)
Actuarial gain / (loss)	**0.03**	(0.11)
Fair Value of Plan Assets at end of year	**5.77**	**4.89**
Present Value of Obligation	**4.21**	5.99
Net Funded status of Plan	**1.56**	(1.10)
Actual Return on Plan Assets	**0.37**	0.20

iii) Expenses recognized in Statement of Profit and Loss

₹ In Crore (10 Million)

Particulars	Gratuity (Funded)	Leave encashment (Unfunded)
Current service cost	**0.71**	0.66
Interest cost	**0.32**	0.19
Expected return on Plan Assets	**(0.31)**	-
Remeasurements - actuarial loss/ (gain)	**0.11**	0.53
For the year ended March 31, 2023	**0.72**	**1.37**
Actual Return on Plan Assets	**0.20**	-
Current service cost	**0.59**	0.60
Interest cost	**0.41**	0.24
Expected Return on Plan Assets	**(0.34)**	-
Remeasurements - actuarial loss/ (gain)	**(0.03)**	(0.61)
For the year ended March 31, 2024	**0.66**	**0.23**
Actual Return on Plan Assets	**0.37**	-

iv) Recognized in Other Comprehensive Income

₹ In Crore (10 Million)

Particulars	Gratuity (Funded)
For the year ended March 31, 2023	
Remeasurements - actuarial loss/ (gain)	1.02
For the year ended March 31, 2024	
Remeasurements - actuarial loss/ (gain)	(1.97)

a) The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:

₹ In Crore (10 Million)

Particulars	As at year ended March 31, 2024	As at year ended March 31, 2023
Attrition rate -	**-**	
Discount Rate	**7.00%**	7.00%
Expected Rate of increase in salary	**5.50%**	7.00%
Expected Rate of Return on Plan Assets	**6.50%**	6.50%
Mortality Rate	**100% of IALM (2012-14)**	100% of IALM (2012-14)
Expected Average remaining working lives of employees (years)	**20.01**	20.13

The assumption of future salary increase takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.

b) Sensitivity analysis:

₹ In Crore (10 Million)

Particulars	Change in Assumption	Effect on Gratuity obligation	Change in Assumptions	Effect on Leave Encashment obligation
For the year ended March 31, 2023				
Discount rate	0.50%	-0.29	0.50%	-0.21
	-0.50%	0.30	-0.50%	0.23
Salary Growth Rate	0.50%	0.30	0.50%	0.23
	-0.50%	-0.29	-0.50%	-0.21
For the year ended March 31, 2024				
Discount rate	0.50%	-0.19	0.50%	-0.21
	-0.50%	0.21	-0.50%	0.23
Salary Growth Rate	0.50%	0.21	0.50%	0.23
	-0.50%	-0.20	-0.50%	-0.21

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated

c) **History of experience adjustments is as follows**

₹ In Crore (10 Million)

Particulars	Gratuity (Funded)
For the year ended March 31, 2023	
Plan Liabilities - (loss)/gain	0.36
Plan Assets - (loss)/gain	(0.11)
For the year ended March 31, 2024	
Plan Liabilities - (loss)/gain	(0.46)
Plan Assets - (loss)/gain	0.03

Estimate of expected benefit payments

₹ In Crore (10 Million)

Particulars	Gratuity (Funded)
01 Apr 2024 to 31 Mar 2025	0.61
01 Apr 2025 to 31 Mar 2026	0.33
01 Apr 2026 to 31 Mar 2027	0.20
01 Apr 2027 to 31 Mar 2028	0.16
01 Apr 2028 to 31 Mar 2029	0.16
01 Apr 2029 to 31 Mar 2030	0.23
01 Apr 2030 Onwards	2.52

d) **Statement of Employee Benefit Provision**

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Gratuity	**4.21**	5.99
Leave encashment	**2.82**	3.48
Total	**7.03**	**9.47**

e) **Current and Non-Current Provision for Gratuity and Leave Encashment**

The following table sets out the funded status of the plan and the amounts recognized in the Company's balance sheet.

₹ In Crore (10 Million)

Particulars	Gratuity (Funded)	Leave encashment (Unfunded)
For the year ended March 31, 2023		
Current provision	0.50	0.32
Non-current provision	5.49	3.16
Total Provision	**5.99**	**3.48**
For the year ended March 31, 2024		
Current provision	0.61	0.44
Non-current provision	3.60	2.38
Total Provision	**4.21**	**2.82**

f) Employee Benefit Expenses

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Salaries and Wages	**35.52**	31.00
Costs-Defined Benefit Plan	**0.66**	0.72
Costs-defined contribution plan	**2.31**	1.97
Welfare expenses	**5.24**	4.83
Total	**43.73**	**38.52**

OCI presentation of defined benefit plan

- Gratuity is in the nature of defined benefit plan, Re-measurement gains/(losses) on defined benefit plans is shown under OCI as Items that will not be reclassified to profit or loss and also the income tax effect on the same.

Presentation in Statement of Profit & Loss and Balance Sheet

- Expense for service cost, net interest on net defined benefit liability (asset) is charged to Statement of Profit & Loss. IND AS 19 do not require segregation of provision in current and non-current, however net defined liability (Assets) is shown as current and non-current provision in balance sheet as per IND AS 1.
- Actuarial liability for short term benefits (leave encashment cost) is shown as current and non-current provision in balance sheet.
- When there is surplus in defined benefit plan, Company is required to measure the net defined benefit asset at the lower of; the surplus in the defined benefit plan and the assets ceiling, determined using the discount rate specified, i.e. market yield at the end of the reporting period on government bonds, this is applicable for domestic companies, foreign Company can use corporate bonds rate.
- The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The mortality rates used are as published by one of the leading life insurance companies in India.

46. Expenses charged to Cost of Material includes:

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Salaries and Wages	**1.71**	1.88
Contribution to Provident and Other Funds	**0.13**	0.14
Staff Welfare Expenses	**0.26**	0.28
Consumption of Stores and Spares	**19.95**	17.44
Power & Fuel	**2.85**	2.02
Material Handling	**25.56**	17.50
Royalty	**28.10**	20.62
Miscellaneous Expenses	**2.38**	1.17
Total	**80.94**	**61.05**

47. Capital work in progress includes Machinery in stock, construction / erection materials, and also includes the following pre-operation expenses pending allocation

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Raw Material Consumed	**9.58**	0.74
Power & Fuel	**44.36**	0.74
Salaries & Wages	**5.50**	5.80
Staff Welfare Expenses	**0.11**	0.03
Insurance	**0.37**	0.69
Travelling, Consultancy & Miscellaneous Expenses	**1.64**	0.81
Finance Cost	**43.51**	31.21
	105.07	**39.28**
Less : Sales / Transfer	**32.98**	-
Stock of Work-in-Progress transferred to Statement of Profit and Loss	**22.25**	-
	49.84	**39.28**
Add: Expenditure up to previous period	**43.34**	4.06
Less: Transferred to Fixed Assets	**93.18**	-
	-	43.34

48. Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances):

₹ In Crore (10 Million)

Particulars	As at 31st March 2024	As at 31st March 2023
Property, Plant & Equipment	**229.67**	334.73

49. Contingent Liabilities

i. Contingent liabilities in respect of claims not accepted by the Company (including matters in appeals) and not provided for are as follows:

₹ In Crore (10 Million)

S.No.	Particulars	As at 31st March 2024	As at 31st March 2023
1.	VAT / GST	**1.11**	1.11
2.	Income Tax	**36.53**	38.38
3.	Other matters	**1.87**	1.87
		39.51	**41.36**

ii. Contingent Liability for non-use of jute bags for Cement packing up to 30th June, 1997, as per Jute Packaging Materials (Compulsory use of Packaging Commodities) Act, 1987 is not ascertained and the matter is subjudice. The Government has excluded Cement Industry from application of the said Order from 1st July, 1997.

50. The liabilities pertaining to the statutory levies and pending legal cases prior to 01.12.1993 (date of takeover of the cement undertaking from Bajaj Hindustan Limited) will be borne by Bajaj Hindustan Limited.

51. During the year, the Company had temporarily parked the Proceeds of Rights Issue in Fixed Deposit with Banks, pending their deployment in the Expansion Project. The Interest of ₹ 7.00 Crores earned on such Fixed Deposits with Banks have been included in Other Income.

52. Consumption of stores & spares is net of scrap sales ₹ 2.23 Crs. (Previous year - ₹ 4.54 Crs.)

53. Disclosure in respect of Corporate Social Responsibility Expenditure:

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
Amount required to be spent by the company during the year	**1.11**	0.96
Amount of expenditure incurred		
UCWL Aarogya Project	**0.35**	0.27
UCWL Vidya Project	**0.16**	0.15
UCWL Aajivika Project	**0.16**	0.18
UCWL Kaushal Parshikshan Project	**0.09**	0.12
UCWL Swajal & Swachhta Project	**0.11**	0.09
UCWL Gramin Vikas Project	**0.20**	0.13
Overhead Expenditure	**0.04**	0.02
Total	**1.11**	**0.96**
Shortfall at the end of year	**Nil**	Nil
Total of previous years shortfall	**Nil**	**Nil**

54. Derivative Financial Instruments

The Company uses foreign currency denominated borrowings and foreign exchange forward contracts (including option contracts-seagull structure) to manage some of its transaction exposures. The foreign exchange forward contracts and foreign exchange option contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally from one to thirty six months.

Foreign Currency Risk

The Company has entered into foreign exchange forward contracts and foreign exchange option contracts with the intention to reduce the foreign exchange risk on repayment of buyer's credit and foreign currency loan, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

Forward & Option Contract outstanding for the purpose of hedging at the Balance Sheet Date.

Particulars	31st March'24		31st March'23	
	F Cy	Amount (₹ Crore)	F Cy	Amount (₹ Crore)
Forward				
1 USD	**2.9 Mn**	**24.60**	3.4 Mn	28.88
2 Euro	**0.19 Mn**	**1.68**	-	-
Option				
1 USD	**-**	**-**	-	-

55. Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under:

i. Principal and Interest amount due and remaining unpaid as at 31st March 2024 - ₹ 2.09 Crs. (Previous year - ₹ 2.72 Crs.).

ii. Interest paid in terms of section 16 of the MSME Act during the year - Nil (Previous year - Nil).

iii. The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified - Nil (Previous year - Nil).

iv. Payment made beyond the appointed day during the year - Nil (Previous year - Nil).

v. Interest Accrued and unpaid as at 31st March 2024 - Nil (Previous year - Nil).

56. The Exceptional Item of ₹ 8.89 Crores represents the RIPS Benefit for the Financial Year 2021-22 received from the Government of Rajasthan for the extended one-year period post Covid-19 Pandemic.

57. The Company has successfully commissioned its Expansion Project of 1.50 Million Tonnes Per Annum of Clinker & Cement Grinding Section of 2.50 Million Tonnes Per Annum. With this, the Company's Clinker Capacity has doubled to 3 Million Tonnes Per Annum and Cement Capacity has increased from 2.20 Million Tonnes Per Annum to 4.70 Million Tonnes Per Annum.

58. The Company has commissioned an additional 6 MW Waste Heat Recovery Power Plant. With this, the share of sourcing from Renewable Energy has gone up to 50%.

59. Some of the Balances of debtors and creditors are in process of confirmation.

60. **Amount paid to Auditors:**

₹ In Crore (10 Million)

Particulars	2023-24	2022-23
a) Statutory Auditors:-		
(i) Audit Fee	0.04	0.03
(ii) Tax Audit Fee	0.02	0.01
(iii) Other Services	0.01	0.01
	0.07	**0.05**
b) Cost Auditors:-		
(i) Cost Audit Fee	0.01	0.01
	0.01	**0.01**

61. **Related Party Transactions**

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during reported periods, are:

a) Related Party Name and Relationship

S. No.	Name of Related Party	Country of Incorporation	% Equity Interest As at March 31, 2024	% Equity Interest As at March 31, 2023
	Holding Company			
a)	JK Lakshmi Cement Ltd. (JKLC)	India	**75%**	72.54%
	Fellow Subsidiary			
b)	Hansdeep Industries & Trading Company Limited (HITCL)	India	**NIL**	NIL
c)	Ram Kanta Properties Private Ltd. (RKPPL)	India	**NIL**	NIL

b) **Key Management Personnel (KMP)**

Smt. Vinita Singhania	-	Chairperson (Non Executive Director)
Shri Shrivats Singhania	-	Director & CEO
Shri O.N. Rai (Ceased to be Director w.e.f. 1st April 2024)	-	Independent and Non Executive Director
Shri Surendra Malhotra	-	Independent and Non Executive Director
Shri Vinit Marwaha	-	Independent and Non Executive Director
Amb. Bhaswati Mukherjee	-	Independent and Non Executive Director
Shri Naveen Kumar Sharma	-	Whole Time Director
Shri Pranav Chitre	-	Chief Financial Officer
Ms. Poonam Singh	-	Company Secretary & Compliance Officer

c) **Holding Company**

d) **Key Management Personnel (KMP)**

Shri Bharat Hari Singhania	-	Chairman
Smt. Vinita Singhania	-	Vice Chairman & Managing Director
Shri Arun Kumar Shukla	-	President & Director
Amb. Bhaswati Mukherjee	-	Independent and Non Executive Director
Shri N. G. Khaitan	-	Independent and Non Executive Director
Dr. Raghupati Singhania	-	Non Independent and Non Executive Director
Shri Ravi Jhunjhunwala	-	Independent and Non Executive Director
Shri Sadhu Ram Bansal	-	Independent and Non Executive Director
Shri Sudhir A Bidkar	-	Chief Financial Officer
Shri Amit Chaurasia	-	GM & Company Secretary

e) **Trusts under Common Control**

JK Udaipur Udyog Limited Employees' Group Gratuity Fund Trust

JK Udaipur Udyog Limited Officers' Superannuation Fund Trust

(I) The following transactions were carried out with related parties in the ordinary course of business:

₹ In Crore (10 Million)

Sl. No.	Nature of Transactions	2023-24				2022-23			
		JKLC	HITCL	RKPPL	Trusts	JKLC	HITCL	RKPPL	Trusts
(i)	Purchase of Cement/Clinker/Others	**234.01**	-	-	-	261.93	-	-	-
(ii)	Sales of Cement /Clinker/Others	**657.58**	-	-	-	571.88	-	-	-
(iii)	Sharing of Expenses/Expenses paid	**1.15**	-	-	-	3.65	-	-	-
(iv)	Finance Charges on Inter Corporate Loan	**1.14**	-	-	-	2.05	-	-	-
(v)	Corporate guarantee taken for Term loan	-	-	-	-	750.00	-	-	-
(vi)	Loan Taken	-	-	-	-	85.40	-	-	-
(vii)	Repayment of Loan	**85.40**	-	-	-	10.00	-	-	-
(viii)	Payment to Trusts	-	-	-	**1.74**	-	-	-	0.90
(ix)	Rent & Others	-	-	**0.57**	-	-	-	0.42	-
(x)	Outstanding as at year end:-								
(xi)	- Receivable / (Payable)								
	JKLC	**(16.89)**	-	-	-	(129.88)	-	-	-
	RKPPL	-	-	**0.14**	-	-	-	0.11	-
	Trusts	-	-	-	**1.83**	-	-	-	(1.14)
(xii)	- Corporate Guarantee Outstanding	**1220.77**	-	-	-	1052.13	-	-	-

(II) Remuneration paid to KMPs:

₹ In Crore (10 Million)

S.No.	Particulars	As at 31st March 2024	As at 31st March 2023
(i)	Short Term Employee Benefit	**6.36**	5.04
(ii)	Post Employee Benefit*	**-**	-
(iii)	Other Payments	**0.58**	0.48
(iv)	Receivable / (Payable)	**0.01**	(0.01)

*As the Liability for Gratuity and Leave Encashment are provided on actuarial basis for the Company as a whole. The amount pertaining to KMPs are not included above.

The transactions with related party have been made on terms equivalent to those that prevail in arm's length transactions.

62. Impairment Review :

Assets are tested for impairment whenever there are any internal or external indicators of impairment. Impairment test is performed at the level of each Cash Generating Unit ('CGU') or groups of CGUs within the Company at which the assets are monitored for internal management purposes, within an operating segment. The impairment assessment is based on higher of value in use and value from sale calculations. During the year, the testing did not result in any impairment in the carrying amount of other assets. The measurement of the cash generating units' value in use is determined based on financial plans that have been used by management for internal purposes. The planning horizon reflects the assumptions for short to- mid-term market conditions

Key assumptions used in value-in-use calculations are:-

(i) Operating margins (Earnings before interest and taxes), (ii) Discount Rate, (iii) Growth Rates and

(iv) Capital Expenditure

63. Events Occurring after the Balance Sheet Date

No adjusting or significant non-adjusting events have occurred between the reporting date and date of authorization of these financial statements.

64. Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company have not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(vi) The Company have no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in Tax assessments under Income Tax Act, 1961.

(vii) The Quarterly Return of current assets filed by the Company with Banks having no material variances with Books of Account, though the Company has not utilised limit during the year.

(viii) Struck off Companies

₹ In Crore (10 Million)

S.N.	Name of Struck off Companies	Nature of transactions with Struck off Companies	Balance Outstanding	Relationship with Struck off Company, if any, to be disclosed
A)	**Vendors**			
1	Recorders & Medicare Systems (P)	Payables	Nil	Trade Payable
2	Print Express Private Ltd.	Payables	Nil	Trade Payable

65. Ratio Analysis and its elements

S.N.	Particulars	As at March 31, 2024	As at March 31, 2023	% Change	Note
1	Current Ratio	**1.20**	0.50	142%	1
2	Debt-Equity Ratio	**1.48**	3.31	-55%	2
3	Debt Service Coverage Ratio	**1.51**	1.35	12%	
4	Return on Equity Ratio	**10.20%**	10.96%	-7%	
5	Inventory Turnover Ratio	**6.29**	8.93	-30%	3
6	Trade Receivables Turnover Ratio	**328**	281	17%	
7	Trade Payables Turnover Ratio	**11.69**	12.02	-3%	
8	Net Capital Turnover Ratio	**-**	-	-	
9	Net Profit Ratio	**5.40%**	3.40%	59%	4
10	Return on Capital Employed	**6.59%**	6.28%	5%	
11	Return on Investment	**4.84%**	0.62%	686%	5

Reason for Variance

1. Increase in Current Ratio is due to Investment in Debt based Mutual fund and Bank FDs and due to higher inventories of Work in progress.
2. During the year, the Company has completed its Rights Issue of ₹ 448.43 Crores which resulted in reduction of its Debt-Equity ratio.
3. Inventory Turnover Ratio has decreased due to higher inventories of Work in progress and Store & Spares.
4. Net Profit Ratio has improved due to higher volumes, Exceptional Income and comparatively lower fuel & input costs.
5. Return on Investment is improved due to reduced Average Investments.

Elements of Ratio

Ratios	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities
Debt Equity Ratio	Total Debt (Borrowing)	Total Equity
Debt Service Coverage Ratio	Earnings before Interest, depreciation and taxes	Interest + Principal Repayment
Return on Equity Ratio	Profit for the period / year	Average Total Equity
Inventory Turnover Ratio	Net Revenue from Operations	Average Inventory
Trade Receivable Turnover Ratio	Net Revenue from Operations	Average Trade Receivable
Trade Payable Turnover Ratio	Purchases of Goods & Services	Average Trade Payable
Net Capital Turnover Ratio	Net Revenue from Operations	Average Working Capital
Net Profit Ratio	Profit for the period / year	Revenue from Operations
Return on Capital Employed (Before Tax)	Earnings before Interest, taxes & Exceptional Items	Average Capital Employed
Return on Investment	Interest Income on fixed deposits + Profit on sale of Investments + Profit on fair valuation of Investments carried at FVTPL	Average Current Investments + Average Non Current Investments + Average Other bank balances

66. Previous year's figures have been regrouped / re-classified wherever necessary and figures less than ₹ 50,000 have been shown as actual in bracket.

Material Accounting Policies	1
Notes on financial statements	2-66

As per our report of even date
For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : New Delhi
Date : 17th May 2024

POONAM SINGH
Company Secretary

PRANAV CHITRE
Chief Financial Officer

For and on Behalf of the Board
VINITA SINGHANIA (DIN : 00042983)
Chairperson

SHRIVATS SINGHANIA (DIN : 02359242)
Director & CEO

SURENDRA MALHOTRA (DIN : 00271508)
VINIT MARWAHA (DIN : 00051403)
BHASWATI MUKHERJEE (DIN : 07173244)
NAVEEN KUMAR SHARMA (DIN : 08152305)
Directors

CASH FLOW STATEMENT FOR YEAR ENDED 31ST MAR. 2024

₹ In Crore (10 Million)

Particulars	2023-24		2022-23	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before Tax and Exceptional Items	**75.89**		50.48	
Adjustments for:				
Depreciation and Amortisation (net)	**53.07**		37.00	
Interest Income	**(8.80)**		(0.46)	
Profit on sale of Assets (net)	**(0.23)**		(0.05)	
Profit on sale of Current Investment (net)	**(0.99)**		(0.68)	
(Gain) / Loss on fair value of Current Investments	**(0.13)**		0.17	
Finance Costs	**67.93**		47.56	
Foreign Exchange Difference (net)	**(0.09)**		(0.62)	
Exceptional Items	**8.89**			
Operating Profit before Working Capital changes	**195.54**		**133.40**	
Adjustments for :				
Trade & Other Receivables	**19.51**		(34.73)	
Inventories	**(87.83)**		(51.40)	
Trade & Other Payables	**0.89**		52.14	
Net Cash from Operating Activities		**128.11**		**99.41**
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & Equipment	**(585.56)**		(589.32)	
Sale of Property, Plant & Equipment	**0.95**		0.28	
Interest received	**8.74**		0.92	
(Purchase) / Sale of Investments (net)	**(99.01)**		87.70	
Net Cash from / (used in) Investing Activities		**(674.88)**		**(500.42)**
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Non Convertible Debentures			350.00	
Redemption of Non Convertible Debentures	**(350.00)**		(350.00)	
Proceeds from Long-Term Borrowings	**673.98**		264.15	
Repayment of Long-Term Borrowings	**(93.56)**		(132.53)	
Proceeds from Rights Issue	**448.43**			
Rights Issue Expenses	**(5.18)**			
Loan from Related Party	**-**		85.40	
Repayment of Loan from Related Party	**(85.40)**			
Short term Borrowings (net)	**50.00**			
Interest Paid	**(62.75)**		(45.90)	
Net Cash from / (used in) Financing Activities		**575.52**		**171.12**
D. Increase / (Decrease) in Cash & Cash Equivalents		**28.75**		**(229.89)**
E. Cash & Cash Equivalents as at the beginning of the year		**4.20**		**234.09**
F. Cash & Cash Equivalents as at the close of the year		**32.95**		**4.20**
Notes :				
1 Cash and Cash Equivalents include :				
- Cash, Cheques in hand and remittance in transit		**1.13**		**0.01**
- Balance with Scheduled Banks		**31.82**		**4.19**
		32.95		**4.20**

2 The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.

3 Previous year's figures have been re-arranged and re-casted wherever necessary.

As per our report of even date
For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : New Delhi
Date : 17th May 2024

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Directors

Ref. No. ____________ Date ____________

INDEPENDENT AUDITORS' REPORT

To the Board of Directors

Udaipur Cement Works Limited
Udaipur

Report on the Special Purpose Financial Statements

Opinion

We have audited the accompanying special purpose financial statements of **Udaipur Cement Works Limited** ("the Company") which comprise the special purpose balance sheet as at June 30, 2024, special purpose statement of profit and loss for the three months ended June 30, 2024, special purpose statement of changes in equity for the three months ended June 30, 2024, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the special purpose financial statements").

The Special purpose financial statements have been prepared in accordance with the basis of preparation as set out in Note no. 40 of the special purpose financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at June 30, 2024, and its profit (including other comprehensive income), and changes in the equity for the period ended on that date.

Basis for Opinion

We conducted our audit of the special purpose financial statements in accordance with the Standards on Auditing (SAs), 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 special purpose 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 special purpose 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 special purpose financial statements.

Management's Responsibility for the Special Purpose Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these special purpose Financial Statements that give a true and fair view of the financial position, financial performance, cash flows statement and changes in equity of the Company in accordance with the Indian accounting standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the special purpose financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing these special purpose Financial Statements, the Board of Directors of the Company are responsible for assessing the ability of the Company 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 special purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the **special purpose** 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 special purpose Financial Statements.

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

- Identify and assess the risks of material misstatement of the special purpose 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 special purpose financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

UDAIPUR

matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Restriction on Use

This report is furnished solely for the purpose of onward submission with lenders/bankers to fulfil various statutory compliances and for tender purposes. It is not to be used for any other purpose, or referred to in any other document, or distributed to anyone without our written prior consent.

For BANSILAL SHAH & CO.
Chartered Accountants
Firm's Registration No: 000384W

DHRUV SHAH

(Partner)

Membership No.: 223609

UDIN: **24223609BKEZOY8882**

Place: Udaipur

Date: July 31, 2024

UDAIPUR CEMENT WORKS LIMITED

BALANCE SHEET AS AT 30TH JUNE, 2024

₹ In Crore (10 Million)

		Note No.	As at 30th June. 2024	As at 31st March 2024
	ASSETS			
(1)	**NON-CURRENT ASSETS**			
	(a) Property, Plant and Equipment	2	1,996.55	2,021.87
	(b) Capital Work-in-Progress	3	68.92	0.13
	(c) Investment Property	4	9.15	9.15
	(d) Financial Assets			
	(i) Others	5	12.34	12.17
	(e) Deferred Tax Assets (Net)	6	6.76	3.04
	(f) Other Non-Current Assets	7	23.64	21.34
			2,117.36	2,067.70
(2)	**CURRENT ASSETS**			
	(a) Inventories	8	220.30	229.01
	(b) Financial Assets			
	(i) Investments	9	6.33	100.13
	(ii) Trade Receivables	10	19.95	4.16
	(iii) Cash and Cash Equivalents	11	21.04	32.71
	(iv) Bank Balances other than (iii)	12	-	0.24
	(v) Others	13	4.80	4.54
	(c) Other Current Assets	14	87.93	21.84
	(d) Current Tax Assets (Net)		2.24	2.05
			362.59	394.68
	TOTAL ASSETS		2,479.95	2,462.38
	EQUITY AND LIABILITIES			
	EQUITY			
	(a) Equity Share Capital	15	224.22	224.22
	(b) Other Equity		651.95	663.21
			876.17	887.43
	LIABILITIES			
(1)	**NON-CURRENT LIABILITIES**			
	(a) Financial Liabilities			
	(i) Borrowings	16	1,264.65	1,211.22
	(ii) Lease Liabilities	17	0.47	0.51
	(iii) Other Financial Liabilities	18	35.38	31.69
	(b) Provisions	19	2.70	2.38
	(c) Other Non-Current Liabilities	20	0.86	0.80
			1,304.06	1,246.60
(2)	**CURRENT LIABILITIES**			
	(a) Financial Liabilities			
	(i) Borrowings	21	87.13	98.13
	(ii) Lease Liabilities	22	0.39	0.49
	(iii) Trade Payables	23		
	Micro and Small Enterprises		6.62	2.09
	Others		80.66	86.11
	(iv) Other Financial Liabilities	24	73.97	81.09
	(b) Other Current Liabilities	25	50.51	60.00
	(c) Provisions	26	0.44	0.44
			299.72	328.35
	TOTAL EQUITY AND LIABILITIES		2,479.95	2,462.38

Material Accounting Policies 1

The accompanying notes form an integral part of these financial statement. 2-42

As per our report of even date

For and on Behalf of the Board

VINITA SINGHANIA (DIN : 00042983)
Chairperson

SHRIVATS SINGHANIA (DIN : 02359242)
Director & CEO

SURENDRA MALHOTRA (DIN : 00271508)

VINIT MARWAHA (DIN : 00051403)

BHASWATI MUKHERJEE (DIN : 07173244)

SADHU RAM BANSAL (DIN : 06471984)

SUDHIR A. BIDKAR (DIN : 00113646)

NAVEEN KUMAR SHARMA (DIN : 08152305)

For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : Udaipur
Date : 31st July 2024

PRANAV CHITRE
Chief Financial Officer

POONAM SINGH
Company Secretary

UDAIPUR CEMENT WORKS LIMITED

STATEMENT OF PROFIT & LOSS FOR THREE MONTHS ENDED 30TH JUNE 2024

₹ In Crore (10 Million)

		Note No.	For the Three Months ended June 30, 2024	For the Year ended March 31, 2024
I.	Revenue from Operations	27	324.82	1,163.59
II.	Other Income	28	1.15	10.77
III.	**Total Income (I + II)**		325.97	1,174.36
IV.	**Expenses :-**			
	a) Cost of Materials Consumed	29	43.48	164.98
	b) Purchase of Stock-in-Trade	30	71.29	242.32
	c) Change in Inventories of finished goods, work-in-progress and traded goods	31	23.70	(30.12)
	d) Employee Benefits Expense	32	13.90	43.73
	e) Power and Fuel	33	76.48	380.97
	f) Transport, Clearing & Forwarding Charges	34	30.60	71.01
	g) Finance Costs	35	28.81	67.93
	h) Depreciation and Amortization Expense	36	25.30	53.07
	i) Other Expenses	37	26.42	104.58
	Total Expenses (IV)		339.98	1,098.47
V.	**Profit / (Loss) before Exceptional Items and Tax (III - IV)**		(14.01)	75.89
VI.	Exceptional Items - Gain / (Loss)		-	8.89
VII.	**Profit / (Loss) before tax (V + VI)**		(14.01)	84.78
VIII.	**Tax Expense**			
	(1) Current tax		-	-
	(2) Deferred tax		(3.73)	23.37
IX.	**Profit / (Loss) for the period (VII - VIII)**		(10.28)	61.41
X.	**Other Comprehensive Income / (Loss)**			
	Items that will not be reclassified to profit or loss in subsequent periods			
	(1) Re-measurement gain / (losses) on defined benefit plans		0.05	1.97
	(2) Income tax effect		(0.01)	(0.50)
	Total Other Comprehensive Income / (Loss) (X)		0.04	1.47
XI.	**TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE PERIOD (IX + X)**		(10.24)	62.88
XII.	**Earnings per Equity Share (Face Value of ₹ 4 each)**	38		
	Basic Earnings per Equity Share (₹) :		(0.18)	1.25
	Diluted Earnings per Equity Share (₹) :		(0.18)	1.25

Material Accounting Policies	1
The accompanying notes form an integral part of these financial statement.	2-42

As per our report of even date

For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : Udaipur
Date : 31st July 2024

PRANAV CHITRE
Chief Financial Officer

POONAM SINGH
Company Secretary

For and on Behalf of the Board

VINITA SINGHANIA (DIN : 00042983)
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SUDHIR A. BIDKAR (DIN : 00113646)

NAVEEN KUMAR SHARMA (DIN : 08152305)

UDAIPUR CEMENT WORKS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED 30TH JUNE 2024

A. EQUITY SHARE CAPITAL

As at 30th June 2024

₹ In Crore (10 Million)

Particulars	As at 1st April 2024	Restated balance at the beginning of the current reporting Quarter	Changes in Equity Share Capital during the current Quarter	As at 30th June 2024
Equity Shares 56,05,37,670 (with equal rights) (Previous Year 31,14,09,817) of ₹ 4 each fully paid up	224.22	224.22	-	224.22
	224.22	**224.22**	**-**	**224.22**

As at 31st March 2024

₹ In Crore (10 Million)

Particulars	As at 1st April 2023	Restated balance at the beginning of the current reporting Quarter	Changes in Equity Share Capital during the current year	As at 31st March 2024
Equity Shares 31,14,09,817 (with equal rights) (Previous Year 31,14,09,817) of ₹ 4 each fully paid up	124.56	124.56	99.66	224.22
	124.56	**124.56**	**99.66**	**224.22**

B. OTHER EQUITY

Particulars	Reserves and Surplus				Items of Other Comprehensive Income, that will not be reclassified to Statement of Profit & Loss	Total
	Equity Component of Financial Guarantee	Equity Component of compound Financial Instruments	Security Premium	Retained Earnings	Re-measurement of Net Defined Benefit Plans	
Balance as at 1st April 2023	55.27	18.24	38.52	111.70	(2.48)	221.25
Profit for the Year	-	-	-	61.41	-	61.41
Security premium on Rights Issue *			348.78			348.78
Changes in Corporate Guarantee given by Holding Co. for Inter Corporate Loan & Term Loan	40.82	-	-	-	-	40.82
Changes in Equity component of Preference Shares	-	(5.34)	-	-	-	(5.34)
Rights Issue Expenses *	-	-	(5.18)			(5.18)
Other Comprehensive Income / (Loss)	-	-	-	-	1.47	1.47
Balance As at 31st March 2024	**96.09**	**12.90**	**382.12**	**173.11**	**(1.01)**	**663.21**
Profit for the Quarter	-	-	-	(10.28)	-	(10.28)
Changes in Corporate Guarantee given by Holding Co. for Inter Corporate Loan & Term Loan	0.57	-	-	-	-	0.57
Changes in Equity component of Preference Shares	-	(1.58)	-	-	-	(1.58)
Other Comprehensive Income / (Loss)	-	-	-	-	0.04	0.04
Balance As at 30th June 2024	**96.65**	**11.32**	**382.12**	**162.83**	**(0.97)**	**651.95**

* Refer Note No. 15

As per our report of even date

For BANSILAL SHAH & COMPANY
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609

Place : Udaipur
Date : 31st July 2024

PRANAV CHITRE
Chief Financial Officer

POONAM SINGH
Company Secretary

For and on Behalf of the Board

VINITA SINGHANIA (DIN : 00042983)
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SADHU RAM BANSAL (DIN : 06471984)

SUDHIR A. BIDKAR (DIN : 00113646)

NAVEEN KUMAR SHARMA (DIN : 08152305)

NOTE 2

PROPERTY PLANT AND EQUIPMENT

₹ In Crore (10 Million)

Particulars	Freehold Land	Leasehold Land	Right of Use	Buildings	Plant & Equipments	Furniture & Fixture	Office Equipments	Vehicles	Railway Siding	Total
			Leasehold Buildings							
GROSS BLOCK :										
As at 1st April 2023	14.64	103.32	-	30.92	833.11	1.16	1.53	3.07	7.01	**994.76**
Additions / Adjustments	-	-	1.51	2.16	1,310.22	0.28	1.09	0.87	58.07	**1,374.20**
Disposals / Adjustments	-	-	-	-	(0.49)	-	-	(0.86)	-	**(1.35)**
As at 31st March 2024	**14.64**	**103.32**	**1.51**	**33.08**	**2,142.84**	**1.44**	**2.62**	**3.08**	**65.08**	**2,367.61**
Additions / Adjustments	-	-	-	-	-	-	0.01	-	-	**0.01**
Disposals / Adjustments	-	-	-	-	-	-	-	(0.08)	-	**(0.08)**
As at 30th June 2024	**14.64**	**103.32**	**1.51**	**33.08**	**2,142.84**	**1.44**	**2.63**	**3.00**	**65.08**	**2,367.54**
ACCUMULATED DEPRECIATION :										
As at 1st April 2023	-	16.20	-	19.66	252.43	0.97	0.87	1.65	1.52	**293.30**
Charged for the year	-	1.94	0.56	1.00	48.16	0.04	0.37	0.52	0.48	**53.07**
On Disposal		-	-	-	(0.12)	-	-	(0.51)	-	**(0.63)**
As at 31st March 2024	**-**	**18.14**	**0.56**	**20.66**	**300.47**	**1.01**	**1.24**	**1.66**	**2.00**	**345.74**
Charged for the quarter	-	0.48	0.14	0.17	23.20	0.02	0.15	0.11	1.03	**25.30**
On Disposal	-	-	-	-	-	-	-	(0.05)	-	**(0.05)**
As at 30th June 2024	**-**	**18.62**	**0.70**	**20.83**	**323.67**	**1.03**	**1.39**	**1.72**	**3.03**	**370.99**
NET CARRYING AMOUNT :										
As at 31st March 2024	14.64	85.18	0.95	12.42	1,842.37	0.43	1.38	1.42	63.08	**2,021.87**
As at 30th June 2024	**14.64**	**84.70**	**0.81**	**12.25**	**1,819.17**	**0.41**	**1.24**	**1.28**	**62.05**	**1,996.55**

The Company has lease contracts for various Buildings used in its operations. Lease of Buildings have lease terms between 2 to 10 years.

The following are the amounts recognised in the Statement of Profit and Loss as per IND AS 116

₹ In Crore (10 Million)

Particulars	As at 30th June 2024	As at 31st March 2024
Depreciation expense of Right of Use Assets	0.14	0.56
Interest Expense on Lease Liabilities	0.02	0.13
Expenses relating to Leases of Short-term / Low Value Assets	-	-
Total Amount recognised in Statement of Profit and Loss	**0.16**	**0.69**

Amount recognised in Statement of Cash Flows :

₹ In Crore (10 Million)

Particulars	As at 30th June 2024	As at 31st March 2024
Total Cash Outflow for Leases	0.16	0.65
Financing Activities	-	-
Repayment of Principal	0.14	0.51
Repayment of Interest	0.02	0.13
Operating Activities	-	-
Short Term/Low Value Assets Lease Payment	-	-

The following is the movement in the lease liabilities during the three months ended June 30, 2024 and year ended March 31, 2024

₹ In Crore (10 Million)

Particulars	As at 30th June 2024	As at 31st March 2024
Balance at the beginning	1.00	-
Addition during the period	-	1.51
Finance cost incurred during the period	0.02	0.13
Payment of the lease liabilities	(0.16)	(0.65)
Balance at the end	0.86	1.00
Non Current	0.39	0.51
Current	0.47	0.49

NOTE 3

CAPITAL WORK IN PROGRESS (CWIP)

₹ In Crore (10 Million)

Movement of Capital Work in Progress	As at 30th June 2024	As at 31st March 2024
Opening	0.13	816.39
Additions during the Quarter	68.79	520.70
Capitalised during the Quarter	-	(1,336.96)
Closing	68.92	0.13

Capital Work in Progress Ageing Schedule

₹ In Crore (10 Million)

CWIP	Amount in CWIP as at 30th June 2024				Total	Amount in CWIP as at 31st March 2024				Total
	Less than 1year	1-2 years	2-3 years	More than 3 years		Less than 1year	1-2 years	2-3 years	More than 3 years	
Projects In Progress	68.92	-	-	-	68.92	0.13	-	-	-	0.13
Projects Temporarily Suspended	-	-	-	-	-	-	-	-	-	-
Total	68.92	-	-	-	68.92	0.13	-	-	-	0.13

NOTE 4

INVESTMENT PROPERTY

₹ In Crore (10 Million)

Particulars	Freehold Land	Total
GROSS BLOCK :		
As at 1st April 2023	9.15	**9.15**
Additions / Adjustments	-	-
Disposals / Adjustments	-	-
As at 31st March 2024	**9.15**	**9.15**
Additions / Adjustments	-	-
Disposals / Adjustments	-	-
As at 30th June 2024	**9.15**	**9.15**
ACCUMULATED DEPRECIATION :		
As at 1st April 2023	-	-
Charged for the year	-	-
On Disposal	-	-
As at 31st March 2024	-	-
Charged for the quarter	-	-
On Disposal	-	-
As at 30th June 2024	-	-
NET CARRYING AMOUNT :		
As at 31st March 2024	9.15	**9.15**
As at 30th June 2024	**9.15**	**9.15**

₹ In Crore (10 Million)

		30th June 2024	31st March 2024
FINANCIAL ASSETS			
NOTE 5			
OTHER NON-CURRENT FINANCIAL ASSETS			
Unsecured, Considered Good			
Security Deposits		12.34	12.17
		12.34	**12.17**
NOTE 6			
DEFERRED TAX ASSETS (NET)			
Deferred Tax Assets			
Unabsorbed Depreciation and Brought Forward Business Losses		120.66	107.37
Expenses / Provisions allowable		6.63	5.85
Less : Deferred Tax Liability			
Related to Property, Plant and Equipments		120.53	110.18
		6.76	**3.04**
NOTE 7			
OTHER NON-CURRENT ASSETS			
Unsecured, Considered Good			
Capital Advances		23.64	21.34
		23.64	**21.34**
NOTE 8			
INVENTORIES (at lower of cost or net realisable value)			
Raw Materials		7.74	5.64
Work-in-Progress		38.80	67.84
Finished Goods		6.54	2.85
Stock-in-Trade	{Including in transit - ₹ 1.06 Crs. (Previous Year - Nil)}	1.86	0.21
Stores & Spares		27.28	28.11
Fuel	{Including in transit - ₹ 79.69 Crs. (Previous Year - ₹ 68.64 Crs.)}	135.81	122.07
Packing Materials		2.27	2.29
		220.30	**229.01**

	30th June 2024	31st March 2024
	₹ In Crore (10 Million)	
FINANCIAL ASSETS		
NOTE 9		
CURRENT INVESTMENT		
Investment at Fair Value through Profit & Loss		
Investments in Quoted Mutual Funds	6.33	100.13
	6.33	100.13
Aggregate Book Value of quoted investments	6.33	100.13
Aggregate Market Value of quoted investments	6.33	100.13
Aggregate Book Value of unquoted Investments	-	-
NOTE 10		
TRADE RECEIVABLES @		
Considered good - Secured	-	-
Considered good - Unsecured	19.95	4.16
Which have significant increase in Credit risk	-	-
Credit Impaired	-	-
	19.95	4.16

@ Contract Assets as per IND AS 115

No Trade or Other Receivable are due from Directors or other Officers of the Company either severally or jointly with any other person. Trade receivables are non-interest bearing and are generally on terms of 0-90 days

	30th June 2024	31st March 2024
NOTE 11		
CASH AND CASH EQUIVALENTS		
On Current Accounts	10.78	11.58
Deposits of original maturity of less than 3 months*	10.24	20.00
Cheque on Hand	-	1.11
Cash on hand	0.02	0.02
	21.04	32.71

*Includes - ₹ 0.01 Crs. (Previous Year - Nil) against lien

	30th June 2024	31st March 2024
NOTE 12		
OTHER BANK BALANCES		
Deposits with original maturity for more than 3 months but less than 12 months*	-	0.24
	-	0.24

*Includes - Nil (Previous Year - ₹ 0.01 Crs.) against lien

	30th June 2024	31st March 2024
NOTE 13		
OTHER CURRENT FINANCIAL ASSETS		
Unsecured, considered good unless otherwise stated		
Security Deposits	2.28	2.28
Other Receivables	2.46	2.26
Marked to Market Gain	0.06	-
	4.80	4.54
NOTE 14		
OTHER CURRENT ASSETS		
Unsecured, considered good unless otherwise stated		
Prepaid expenses	3.70	1.60
Balance with Govt. Authorities	1.84	2.95
Other Advances	82.39	17.29
	87.93	21.84

₹ In Crore (10 Million)

		30th June 2024	31st March 2024
NOTE 15			
EQUITY SHARE CAPITAL			
Authorized :			
Equity Shares	- 71,00,00,000 (Previous year - 71,00,00,000) of ₹ 4 each	**284.00**	284.00
Preference Shares	- 6,600 (Previous year - 6,600) of ₹ 1,00,000 each	**66.00**	66.00
	- 50,00,000 (Previous year - 50,00,000) of ₹ 100 each	**50.00**	50.00
		400.00	**400.00**
Issued, Subscribed and Paid up :			
Equity Shares (with equal rights)			
56,05,37,670 (Previous year - 31,14,09,817) of ₹ 4 each fully paid up		**224.22**	224.22
5% Cumulative Redeemable Preference Shares (CRPS)			
4,700 (Previous year - 4,700) of ₹ 1,00,000 each fully paid up (Series-I)		**47.00**	47.00
1,300 (Previous year - 1,300) of ₹ 1,00,000 each fully paid up (Series-II)		**13.00**	13.00
600 (Previous year - 600) of ₹ 1,00,000 each fully paid up (Series-B)		**6.00**	6.00
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)			
5,00,000 (Previous year - 5,00,000) of ₹ 100 each fully paid up		**5.00**	5.00
		295.22	**295.22**
Less: Reclassification of Preference Shares			
5% Cumulative Redeemable Preference Shares (CRPS)			
4,700 (Previous year - 4,700) of ₹ 1,00,000 each fully paid up (Series-I)		**(47.00)**	(47.00)
1,300 (Previous year - 1,300) of ₹ 1,00,000 each fully paid up (Series-II)		**(13.00)**	(13.00)
600 (Previous year - 600) of ₹ 1,00,000 each fully paid up (Series-B)		**(6.00)**	(6.00)
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)			
5,00,000 (Previous year - 5,00,000) of ₹ 100 each fully paid up		**(5.00)**	(5.00)
		224.22	**224.22**

a. Reconciliation of the number of Shares Outstanding:

Particulars	Opening Balance	Changes in Share Capital during the Quarter	Shares Outstanding at the end of the period
Equity Shares	56,05,37,670	-	**56,05,37,670**
5% CRPS (Series-I)	4,700	-	**4,700**
5% CRPS (Series-II)	1,300	-	**1,300**
5% CRPS (Series-B)	600	-	**600**
6% OCCRPS	5,00,000	-	**5,00,000**

b. List of Shareholders holding more than 5% shares:

	As at 30th June, 2024		As at 31st March, 2024	
Name of Shareholder	**Number of Shares**	**% holding in the class**	Number of Shares	% holding in the class
Equity Shares				
JK Lakshmi Cement Ltd. (Holding Company)	**39,86,78,693**	**71.12%**	42,04,01,693	75.00%
5% Cumulative Redeemable Preference Shares				
JK Lakshmi Cement Ltd. (Holding Company)	**6,600**	**100%**	6,600	100%
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)				
JK Lakshmi Cement Ltd. (Holding Company)	**5,00,000**	**100%**	5,00,000	100%

c. Terms / right attached to Equity Shareholders:

1. The Company has only one class of Equity Shares having a par value of ₹ 4 per share. Each holder of Equity Shares is entitled to one vote per share.

2. 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.

d. 5% Cumulative Redeemable Preference Shares (CRPS) (Series I & II) carries a Put Option. In the event of the Company being unable to pay dividend for a consecutive period of 3 years after it is out of the purview of BIFR and unable to pay the Capital back, CRPS (Series I & II) holders have the right to get them converted into Equity Shares subject to statutory approvals.

5% CRPS (Series I & II) also carries a Call Option. In case there being any Liquidity Event of the Company, if it fails to redeem the CRPS at par within 3 months, CRPS (Series I & II) holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

If the Put / Call option is not exercised, 5% CRPS (Series I & II) are redeemable in 3 annual installments of 30%, 30% & 40% of face value at the end of 18th,19th & 20th year from the date of allotment.

e. 5% CRPS (Series B) carries a Put Option. In the event of the Company being unable to pay dividend for a consecutive period of 3 years commencing from the Financial Year Apr-Mar'18 and unable to pay the Capital back, CRPS (Series B) holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

5% CRPS (Series B) also carries a Call Option. In case there being any Liquidity Event in the Company, if it fails to redeem the CRPS (Series B) at par within 3 months, CRPS (Series B) holders shall have the right to get them converted into Equity Shares subject to statutory approvals.

If the Put / Call Option is not exercised, 5% CRPS (Series B) are redeemable in 3 annual installments of 30%, 30% & 40% of face value at the end of 18th,19th & 20th year from the date of allotment.

f. 5 Lakh, 6% OCCRPS of Face Value of ₹ 100 per share aggregating to ₹ 5 Crs. are Redeemable Preference Shares to be redeemed in three equal installments at the end of 18th Year, 19th Year & 20th Year from the date of allotment of 10th August 2017.

g. The Company has successfully completed the Rights Issue of ₹ 448.83 Crore in July 2023. Pursuant to the Rights Issue, the Company issued 249,127,853 Equity Shares of ₹ 4 each at a price of ₹ 18 Per Equity Share (inclusive of a Premium of ₹ 14 Per Equity Share).

h. Nature of Reserves :-

Security Premium :- Represents the amount received in excess of Par value of Securities.

i. During the last five years, the Company has not issued any Bonus shares nor are there any shares bought back and issued for consideration other then cash.

j. Shareholding of Promoters for each class of Shares :

Shares held by promoters at the end of the Quarter				% Change during the Period
S.N.	**Promoter Name**	**No. of Shares**	**% of Total Shares**	
	JK Lakshmi Cement Ltd. (Holding Company)			
1	Equity Shares	39,86,78,693	71.12%	-3.88%
2	5% CRPS (Series-I)	4,700	100%	-
3	5% CRPS (Series-II)	1,300	100%	-
4	5% CRPS (Series-B)	600	100%	-
5	6% OCCRPS	5,00,000	100%	-

₹ In Crore (10 Million)

	30th June 2024		31st March 2024	
NOTE 16	**Non Current**	**Current ***	Non Current	Current *
NON-CURRENT BORROWINGS				
SECURED LOANS				
Bonds / Debentures :-				
- Redeemable Non-Convertible Debentures	-	-	-	-
Term Loans :-				
- From Banks	1,255.33	55.70	1,204.07	66.70
	1,255.33	55.70	1,204.07	66.70
Add: Liability Component of Compound Financial Instruments				
5% Cumulative Redeemable Preference Shares (CRPS)				
- 4,700 Shares of ₹ 1,00,000 each fully paid up (Series-I)	61.52	-	59.76	-
- 1,300 Shares of ₹ 1,00,000 each fully paid up (Series-II)	16.61	-	16.14	-
- 600 Shares of ₹ 1,00,000 each fully paid up (Series-B)	6.47	-	6.29	-
6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS)	7.07	-	6.99	-
Less: Amortization of Processing Charges on Loan and Corporate Guarantee for Loan				
- Processing Charges on Loan	(4.26)	-	(4.51)	-
- Corporate Guarantee for Loan	(78.08)	(18.57)	(77.52)	(18.57)
	9.32	(18.57)	7.15	(18.57)
Less: Current Maturities of Long-Term Debt shown under Note No. 21	-	37.13	-	48.13
	1,264.65	-	1,211.22	-

*** Due & repayable within one year**

1 Term Loans aggregating to **₹ 1262.60 Crore** from Banks are secured by a (i) Pari Passu First Charge on all the Movable & Immovable Fixed Assets of the Company's Cement Unit in the State of Rajasthan & (ii) Pari Passu Second Charge on Current Assets of the Company

The said Term Loans are also secured by a Corporate Guarantee of the Holding Company.

- Term Loan of **₹ 54.11 Crore** shall be repayable in 21 unequal Quarterly Instalments
- Term Loan of **₹ 119.50 Crore** shall be repayable in 21 unequal Quarterly Instalments
- Term Loan of **₹ 187.45 Crore** shall be repayable in 23 unequal Quarterly Instalments
- Term Loan of **₹ 26.25 Crore** shall be repayable in 21 equal Quarterly Instalments
- Term Loans of **₹ 875.29 Crore** shall be repayable in 44 unequal Quarterly Instalments commencing from 31st December 2025.

2 Term Loan of **₹ 48.43 Crore** from a Bank is to be secured by a (i) Pari Passu First Charge on all the Movable & Immovable Fixed Assets of the Company's Cement Unit in the State of Rajasthan & (ii) Pari Passu Second Charge on Current Assets of the Company This Term Loan shall be repayable in 31 equal Quarterly Instalments

	30th June 2024	31st March 2024
		₹ In Crore (10 Million)
NOTE 17		
NON-CURRENT LEASE LIABILITIES		
Lease Liabilities	**0.47**	0.51
	0.47	**0.51**
NOTE 18		
OTHER NON-CURRENT FINANCIAL LIABILITIES		
Trade and other Deposits	**35.38**	31.69
	35.38	**31.69**
NOTE 19		
NON-CURRENT PROVISIONS		
Provision for Employees' Benefits	**2.70**	2.38
	2.70	**2.38**
NOTE 20		
OTHER NON-CURRENT LIABILITIES		
Liability for Employees Subsidized Car Scheme	**0.86**	0.80
	0.86	**0.80**
NOTE 21		
SHORT-TERM BORROWINGS		
Secured Loan		
Working Capital Borrowings from Banks	**50.00**	50.00
Current Maturities of Long-Term Debt (Refer Note No. 16)	**37.13**	48.13
	87.13	**98.13**

Working capital facilities are secured / to be secured by way of First Pari Passu Charge on the entire Current Assets of the Company and Second Pari Passu Charge on the Movable & Immovable Fixed Assets of the Company's Cement Unit in the State of Rajasthan, both Present and future.

	30th June 2024	31st March 2024
NOTE 22		
CURRENT LEASE LIABILITIES		
Lease Liabilities	**0.39**	0.49
	0.39	**0.49**

₹ In Crore (10 Million)

	30th June 2024	31st March 2024
NOTE 23		
TRADE PAYABLES		
Micro and Small Enterprise	6.62	2.09
Others	80.66	86.11
	87.28	88.20
NOTE 24		
OTHER CURRENT FINANCIAL LIABILITIES		
Capital Creditors	21.84	31.83
Other Liabilities	52.13	49.26
Marked to Market Loss	-	₹ 23,682
	73.97	81.09
NOTE 25		
OTHER CURRENT LIABILITIES		
Advance from Customers @	6.72	12.12
Government and other dues	43.79	30.99
Other Advances	-	16.89
	50.51	60.00

@ Contract Liabilities as per IND AS 115

	30th June 2024	31st March 2024
NOTE 26		
CURRENT PROVISIONS		
Provision for Employees' Benefits	0.44	0.44
	0.44	0.44

₹ In Crore (10 Million)

	For the Three Months ended June 30, 2024	For the Year ended March 31, 2024
NOTE 27		
REVENUE FROM OPERATIONS @		
Sale of Products		
Cement and Clinker	324.82	1,163.59
	324.82	**1,163.59**

@ Revenue from contracts with customers disaggregated based on nature of product as per IND AS 115.

	For the Three Months ended June 30, 2024	For the Year ended March 31, 2024
NOTE 28		
OTHER INCOME		
Interest Income	0.12	8.80
Profit on sale of Current Investments *	0.88	1.12
Other Non-Operating Income	0.15	0.79
Interest on Income Tax Refund	-	0.06
	1.15	**10.77**

* Inclusive of fair value gain / (loss) of (₹ 0.02) Crs.)
(Previous Year gain of ₹ 0.13 Crs.)

	For the Three Months ended June 30, 2024	For the Year ended March 31, 2024
NOTE 29		
COST OF MATERIALS CONSUMED		
Raw Materials consumed	43.48	164.98
	43.48	**164.98**
NOTE 30		
PURCHASE OF STOCK-IN-TRADE		
Purchase of Traded Goods	71.29	242.32
	71.29	**242.32**
NOTE 31		
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stocks		
Work in Progress	67.84	15.39
Finished Goods	2.85	2.71
Stock-in-Trade	0.21	0.43
	70.90	18.53
Closing Stocks		
Work in Progress	38.80	67.84
Finished Goods	6.54	2.85
Stock-in-Trade	1.86	0.21
	47.20	70.90
Less : Preoperative period stock	-	(22.25)
	23.70	**(30.12)**
NOTE 32		
EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	11.34	35.52
Contribution to Provident and Other Funds	1.17	2.97
Staff Welfare Expenses	1.39	5.24
	13.90	**43.73**

₹ In Crore (10 Million)

	For the Three Months ended June 30, 2024	For the Year ended March 31, 2024
NOTE 33		
POWER AND FUEL		
Power and Fuel	76.48	380.97
	76.48	380.97
NOTE 34		
TRANSPORT, CLEARING & FORWARDING CHARGES		
Transport, Clearing & Forwarding charges	30.60	71.01
	30.60	71.01
NOTE 35		
FINANCE COST		
Interest Expenses	28.81	67.30
Other Borrowing Costs	-	0.63
	28.81	67.93
NOTE 36		
DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on Property, Plant & Equipment	25.30	53.07
	25.30	53.07
NOTE 37		
OTHER EXPENSES		
Consumption of Stores and Spares	6.97	30.46
Consumption of Packing Material	8.45	27.45
Rent (Net of realization ₹ 0.15 Crs., Previous Year ₹ 0.15 Crs.)	0.37	0.93
Repairs to Buildings	0.13	0.45
Repairs to Machinery	4.07	15.88
Insurance	0.75	1.40
Rates and Taxes	0.03	2.00
Commission on Sales	1.73	5.04
Director's Fee & Commission	0.03	0.15
Advertisement & Sales Promotion	0.31	9.82
Travelling, Consultancy & Misc. Expenses, etc.	3.58	11.00
	26.42	104.58
NOTE 38		
EARNING PER EQUITY SHARE		
Profit after Tax	(10.28)	61.41
Weighted average number of Equity Shares outstanding	56,05,37,670	49,02,35,838
Basic Earnings per Equity Share (₹): (Face Value of ₹ 4 each)	(0.18)	1.25
Diluted Earnings per Equity Share (₹): (Face Value of ₹ 4 each)	(0.18)	1.25

39. Related Party Transactions

In accordance with the requirements of IND AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exist and with whom transactions have taken place during reported periods, are:

a) Related Party Name and Relationship

S. No.	Name of Related Party	Country of Incorporation	% Equity Interest	
			As at June 30, 2024	As at March 31, 2024
	Holding Company			
a)	JK Lakshmi Cement Ltd. (JKLC)	India	**71.12%**	75%
	Fellow Subsidiary			
b)	Hansdeep Industries & Trading Company Limited (HITCL)	India	**NIL**	NIL
c)	Ram Kanta Properties Private Ltd. (RKPPL)	India	**NIL**	NIL

b) Key Management Personnel (KMP)

Smt. Vinita Singhania	– Chairperson (Non Executive Director)
Shri Shrivats Singhania	– Director & CEO
Shri O.N. Rai (Ceased to be Director w.e.f. 01st April 2024)	– Independent and Non Executive Director
Shri Surendra Malhotra	– Independent and Non Executive Director
Shri Vinit Marwaha	– Independent and Non Executive Director
Amb. Bhaswati Mukherjee	– Independent and Non Executive Director
Shri Sadhu Ram Bansal	– Independent and Non Executive Director
Shri Sudhir A Bidkar	– Non Independent and Non Executive Director
Shri Naveen Kumar Sharma	– Whole Time Director
Shri Pranav Chitre	– Chief Financial Officer
Ms. Poonam Singh	– Company Secretary & Compliance Officer

c) Holding Company

d) Key Management Personnel (KMP)

Shri Bharat Hari Singhania	– Chairman Emeritus
Smt. Vinita Singhania	– Chairperson & Managing Director
Shri Arun Kumar Shukla	– President & Director
Amb. Bhaswati Mukherjee	– Independent and Non Executive Director
Smt. Shweta Shroff Chopra	– Independent and Non Executive Director
Shri N.G. Khaitan	– Independent and Non Executive Director
Dr. Raghupati Singhania	– Non Independent and Non Executive Director
Shri Ravi Jhunjhunwala	– Independent and Non Executive Director
Shri Sadhu Ram Bansal	– Independent and Non Executive Director
Shri Sudhir A Bidkar	– Chief Financial Officer
Shri Amit Chaurasia	– GM & Company Secretary

e) **Trusts under Common Control**

JK Udaipur Udyog Limited Employees' Group Gratuity Fund Trust

JK Udaipur Udyog Limited Officers' Superannuation Fund Trust

The following transactions were carried out with related parties in the ordinary course of business:

(I)

₹ In Crore (10 Million)

Sl. No.	Nature of Transactions	Apr-Jun'24				2023-24			
		JKLC	HITCL	RKPPL	Trusts	JKLC	HITCL	RKPPL	Trusts
(i)	Purchase of Cement /Clinker/ Others	**66.17**		-	-	234.01	-	-	-
(ii)	Sales of Cement /Clinker/Others	**196.94**	-	-	-	657.58	-	-	-
(iii)	Sharing of Expenses/Expenses paid	**0.23**	-	-	-	1.15	-	-	-
(iv)	Finance Charges on Inter Corporate Loan	-	-	-	-	1.14	-	-	-
(vii)	Repayment of Loan	-	-	-	-	85.40	-	-	-
(viii)	Payment to Trusts	-	-		**0.30**	-	-	-	1.74
(ix)	Rent & Others	-	-	**0.14**	-	-	-	0.57	-
(x)	**Outstanding as at period end:-**								
(xi)	**- Receivable / (Payable)**								
	JKLC	**(58.92)**	-	-	-	(16.89)	-	-	-
	RKPPL	-	-	**0.14**	-	-	-	0.14	-
	Trusts	-	-	-	**1.63**	-	-	-	1.83
(xii)	**- Corporate Guarantee Outstanding**	**1262.60**	-	-	-	1220.77	-	-	-

(II) Remuneration paid to KMPs:

₹ In Crore (10 Million)

Sl. No.	Particulars	Apr-Jun'24	2023-24
(i)	Short Term Employee Benefit	**1.94**	6.36
(ii)	Post Employee Benefit*	-	-
(iii)	Other Payments	**0.15**	0.58
(iv)	Receivable / (Payable)	**(0.01)**	0.01

*As the Liability for Gratuity and Leave Encashment are provided on actuarial basis for the Company as a whole. The amount pertaining to KMPs are not included above.

The transactions with related party have been made on terms equivalent to those that prevail in arm's length transactions.

40. JK Lakshmi Cement Limited ("JKLC") proposes composite scheme of amalgamation between the JKLC (Amalgamated Company or Resultant Company), Udaipur Cement Works Limited (Amalgamating Company 1), Hansdeep Industries & Trading Company Limited (Amalgamating Company 2), Hidrive Developers and Industries Private Limited (Amalgamating Company 3) and their respective shareholders and creditors (hereinafter referred to as the 'Proposed Scheme') which is to be approved by the Board of Directors of the Company, in terms of the provisions of the Sections 230 to 232, Section 66 (to the extent applicable) read with Section 52, and other applicable provisions of the Companies Act, 2013 ('the Act') and with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant rules issued thereunder (the 'applicable accounting standards') and other generally accepted accounting principles in India.

This special purpose financial statement have been prepared by the management of the company for submission with holding Company for preparation of financial statement post implementation of above mention composite scheme of amalgamation and for filling with the tax authorities.

41. Estimated amount of contract remaining to be executed on capital account and not provided for (net of advances):

₹ In Crore (10 Million)

Particulars	**As at June 30, 2024**	**As at March 31, 2024**
Property, Plant & Equipment	**139.61**	**229.67**

42. Contingent Liabilities

i. Contingent liabilities in respect of claims not accepted by the Company (including matters in appeals) and not provided for are as follows:

₹ In Crore (10 Million)

S. No.	**Particulars**	**As at June 30, 2024**	**As at March 31, 2024**
1.	VAT / GST	**1.11**	1.11
2.	Income Tax	**36.53**	36.53
3.	Other matters	**1.87**	1.87
		39.51	**39.51**

ii. Contingent Liability for non-use of jute bags for Cement packing up to 30th June, 1997, as per Jute Packaging Materials (Compulsory use of Packaging Commodities) Act, 1987 is not ascertained and the matter is subjudice. The Government has excluded Cement Industry from application of the said Order from 1st July, 1997.

Material Accounting Policies	1	
Notes on financial statements	2-42	

For and on Behalf of the Board

VINITA SINGHANIA
(DIN : 00042983)
Chairperson

SHRIVATS SINGHANIA
(DIN : 02359242)
Director & CEO

SURENDRA MALHOTRA
(DIN : 00271508)

VINIT MARWAHA
(DIN : 00051403)

BHASWATI MUKHERJEE
(DIN : 07173244)

SADHU RAM BANSAL
(DIN : 06471984)

SUDHIR A. BIDKAR
(DIN : 00113646)

NAVEEN KUMAR SHARMA
(DIN : 08152305)

As per our report of even date

For BANSILAL SHAH & CO.

Chartered Accountants

Firm Registration No.: 000384W

PRANAV CHITRE

Chief Financial Officer

DHRUV SHAH

Partner

Membership No.: 223609

Place : Udaipur

Date: 31st July 2024

POONAM SINGH

Company Secretary

Udaipur Cement Works Limited

Cash Flow Statement for Three Months ended 30th June 2024

₹ In Crore (10 Million)

Particulars	Apr-Jun'24		2023-24	
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before Tax and Exceptional Items	(14.01)		75.89	
Adjustments for:				
Depreciation and Amortisation (net)	25.30		53.07	
Interest Income	(0.12)		(8.80)	
Profit on sale of Assets (net)	(0.03)		(0.23)	
Profit on sale of Current Investment (net)	(0.90)		(0.99)	
(Gain) / Loss on fair value of Current Investments	0.02		(0.13)	
Finance Costs	28.81		67.93	
Foreign Exchange Difference (net)	0.37		(0.09)	
Exceptional Items	-		8.89	
Operating Profit before Working Capital changes	39.44		195.54	
Adjustments for :				
Trade & Other Receivables	(72.57)		9.67	
Inventories	2.14		(81.26)	
Trade & Other Payables	(7.42)		4.16	
Net Cash from Operating Activities		(38.41)		128.11
B CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & Equipment	(81.02)		(585.56)	
Sale of Property, Plant & Equipment	0.06		0.95	
Interest received	0.03		8.74	
(Purchase) / Sale of Investments (net)	94.68		(99.01)	
Net Cash from / (used in) Investing Activities		13.75		(674.88)
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long-Term Borrowings	52.77		673.98	
Repayment of Long-Term Borrowings	(12.50)		(93.56)	
Redemption of Non Convertible Debentures	-		(350.00)	
Proceeds from Rights Issue	-		448.43	
Rights Issue Expenses	-		(5.18)	
Repayment of Loan from Related Party	-		(85.40)	
Short term Borrowings (net)	-		50.00	
Interest Paid	(27.52)		(62.75)	
Net Cash from / (used in) Financing Activities		12.75		575.52
D Increase / (Decrease) in Cash & Cash Equivalents		(11.91)		28.75
E Cash & Cash Equivalents as at the beginning of the year		32.95		4.20
F. Cash & Cash Equivalents as at the close of the year		21.04		32.95
Notes :				
1 Cash and Cash Equivalents include :				
- Cash, Cheques in hand and remittance in transit		0.02		1.13
- Balance with Scheduled Banks		21.02		31.82
		21.04		32.95

2 The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7 Statement of Cash Flows.

3 Previous year's figures have been re-arranged and re-casted wherever necessary.

For and on Behalf of the Board

VINITA SINGHANIA (DIN : 00042983)
Chairperson

SHRIVATS SINGHANIA (DIN : 02359242)
Director & CEO

SURENDRA MALHOTRA (DIN : 00271508)

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SADHU RAM BANSAL (DIN : 06471984)

SUDHIR A. BIDKAR (DIN : 00113646)

NAVEEN KUMAR SHARMA (DIN : 08152305)

As per our report of even date

For BANSILAL SHAH & CO.
Chartered Accountants
Firm Registration No.: 000384W

DHRUV SHAH
Partner
Membership No.: 223609
Place : Udaipur
Date : 31st July 2024

PRANAV CHITRE
Chief Financial Officer

POONAM SINGH
Company Secretary

S S KOTHARI MEHTA
& CO. LLP
CHARTERED ACCOUNTANTS

Independent Auditors' Review Report on Quarterly and Year to date financial results of the Company, Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Review Report to
The Board of Directors,
Udaipur Cement Works Limited
Udaipur

1. We have reviewed the accompanying statement of unaudited financial results of Udaipur Cement Works Limited (the Company) for the quarter ended September 30, 2024 and the year to date results for the period April 01, 2024 to September 30, 2024 (the statement), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (the "Listing Regulations")

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review in of the statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists primarily of making inquiries of company personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in all material respects in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting

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Standards (Ind-AS) specified under section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Listing Regulation, including the manner in which it is to be disclosed, or that it contains any material misstatement.

5. The review of unaudited quarterly financial results for the quarter ended June 30, 2024, quarter ended September 30, 2023 and for the period April 1, 2023 to September 30, 2023 and audit of financial results/financial statements for the year ended March 31, 2024, included in the statement was carried out and reported by the erstwhile auditors of the Company Bansilal Shah & Co., Chartered Accountants, having firm registration no. 000384W who have expressed unmodified conclusion vide their review report dated July 15, 2024, October 26, 2023 and unmodified audit opinion vide their audit report dated May 17, 2024, respectively, whose reports have been furnished to us and which have been relied upon by us for the purpose of review of the statement. Our conclusion is not modified in respect of this matter.

For S. S. Kothari Mehta & Co LLP
Chartered Accountants
Firm Registration No: 000756N/N500441

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

Sunil Wahal
Partner
Membership No.: 087294

Place: New Delhi
Dated: October 23, 2024
UDIN : 24087294BKAHSM9227

UDAIPUR CEMENT WORKS LIMITED

Regd. Office: Shripati Nagar, CFA, P.O. Dabok, Udaipur-313 022 (Rajasthan)

Admin Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110 002

Website: www.udaipurcement.com, Email Id : ucwl.investors@jkmail.com, Tele/Fax : 0294-2655076/77, CIN : L26943RJ1993PLC007267

Statement of Unaudited Financial Results for the Quarter and Half Year ended 30th September, 2024

(Amount in ₹ Crs.)

Sl. No.		Particulars	Quarter Ended			Half Year Ended		Year Ended
			30.09.2024	30.06.2024	30.09.2023	30.09.2024	30.09.2023	31.03.2024
			(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1		Revenue from Operations	294.11	324.82	269.34	618.93	515.64	1,163.59
2		Other Income	0.75	1.15	0.18	1.90	0.35	10.77
3		**Total Income (1 + 2)**	**294.86**	**325.97**	**269.52**	**620.83**	**515.99**	**1,174.36**
4		**Expenses:**						
	a)	Cost of Materials consumed	41.54	43.48	35.12	85.02	71.49	164.98
	b)	Purchase of Stock-in-Trade	65.99	71.29	58.17	137.28	112.84	242.32
	c)	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	12.59	23.70	6.79	36.29	0.44	(30.12)
	d)	Employee Benefits Expenses	14.15	13.90	10.60	28.05	21.46	43.73
	e)	Power and Fuel	74.59	76.48	82.81	151.07	170.62	380.97
	f)	Transport, Clearing & Forwarding Charges	32.86	30.60	14.22	63.46	27.00	71.01
	g)	Finance Costs	27.77	28.81	11.69	56.58	23.91	67.93
	h)	Depreciation and Amortisation Expenses	25.61	25.30	9.60	50.91	18.85	53.07
	i)	Other Expenses	24.90	26.42	23.49	51.32	46.04	104.58
		Total Expenses	**320.00**	**339.98**	**252.49**	**659.98**	**492.65**	**1,098.47**
		Profit / (Loss) before Interest, Depreciation & Taxes (EBITDA)	**28.24**	**40.10**	**38.32**	**68.34**	**66.10**	**196.89**
5		**Profit / (Loss) before Exceptional Items and Tax (3 - 4)**	**(25.14)**	**(14.01)**	**17.03**	**(39.15)**	**23.34**	**75.89**
6		Exceptional Items - Gain / (Loss)	-	-	-		-	8.89
7		**Profit / (Loss) Before Tax (5 + 6)**	**(25.14)**	**(14.01)**	**17.03**	**(39.15)**	**23.34**	**84.78**
8		**Tax Expense**						
		- Current Tax	-	-	-	-	-	-
		- Deferred Tax	(6.81)	(3.73)	4.88	(10.54)	6.98	23.37
9		**Net Profit / (Loss) After Tax (7 - 8)**	**(18.33)**	**(10.28)**	**12.15**	**(28.61)**	**16.36**	**61.41**
10		Other Comprehensive Income / (Loss) (net of tax)	0.18	0.04	(0.11)	0.22	(0.22)	1.47
11		**Total Comprehensive Income / (Loss) (9 + 10)**	**(18.15)**	**(10.24)**	**12.04**	**(28.39)**	**16.14**	**62.88**
12		Paid-up Equity Share Capital (Face value ₹ 4 per Share)	224.22	224.22	224.22	224.22	224.22	224.22
13		Other Equity (excld. Revaluation Reserve)						663.21
14		**Earnings Per Share (of ₹ 4/- each) (Not Annualised)**						
		- Basic / Diluted	(0.33)	(0.18)	0.23	(0.51)	0.39	1.25

Note - 1

Unaudited Statement of Assets and Liabilities as at 30th September, 2024

(Amount in ₹ Crs.)

Sl. No.	Particulars	As at 30.09.2024 (Unaudited)	As at 31.03.2024 (Audited)
A	**ASSETS**		
1	**Non-Current Assets**		
	(a) Property, Plant and Equipment	1,971.53	2,021.87
	(b) Capital Work-in-Progress	151.28	0.13
	(c) Investment Property	12.21	9.15
	(d) Financial Assets		
	(i) Others	16.17	12.17
	(e) Deferred Tax Assets (Net)	13.50	3.04
	(f) Other Non-Current Assets	17.75	21.34
	Sub-Total Non-Current Assets	**2,182.44**	**2,067.70**
2	**Current Assets**		
	(a) Inventories	192.01	229.01
	(b) Financial Assets		
	(i) Investments	-	100.13
	(ii) Trade Receivables	80.75	4.16
	(iii) Cash and Cash equivalents	120.71	32.71
	(iv) Bank Balances other than (iii)	0.24	0.24
	(v) Others	2.21	4.54
	(c) Other Current Assets	26.71	21.84
	(d) Current Tax Assets (Net)	2.39	2.05
	Sub-Total Current Assets	**425.02**	**394.68**
	TOTAL ASSETS (1 + 2)	**2,607.46**	**2,462.38**
B	**EQUITY AND LIABILITIES**		
1	**Equity**		
	(a) Equity Share Capital	224.22	224.22
	(b) Other Equity	535.54	663.21
	Sub-Total Equity	**759.76**	**887.43**
2	**Liabilities**		
2.1	**Non-Current Liabilities**		
	(a) **Financial Liabilities**		
	(i) Borrowings	1,441.62	1,211.22
	(ii) Lease Liabilities	0.26	0.51
	(ii) Other Financial Liabilities	33.71	31.69
	(b) Provisions	2.73	2.38
	(c) Other Non-Current Liabilities	0.74	0.80
	Sub-Total Non-Current Liabilities	**1,479.06**	**1,246.60**
2.2	**Current Liabilities**		
	(a) **Financial Liabilities**		
	(i) Borrowings	158.00	98.13
	(ii) Lease Liabilities	0.48	0.49
	(iii) Trade Payable		
	Micro and Small Enterprises	2.87	2.09
	Others	81.93	86.11
	(iv) Other Financial Liabilities	82.93	81.09
	(b) Other Current Liabilities	41.99	60.00
	(c) Provisions	0.44	0.44
	Sub-Total Current Liabilities	**368.64**	**328.35**
	TOTAL EQUITY AND LIABILITIES (1 + 2)	**2,607.46**	**2,462.38**

Note - 2

Unaudited Statement of Cash Flow for the Half Year ended 30th September, 2024

(Amount in ₹ Crs)

	Particulars	Half year ended 30.09.2024 (Unaudited)		Half year ended 30.09.2023 (Unaudited)	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit / (Loss) before Tax and Exceptional Items	(39.15)		23.34	
	Adjustments for:				
	Depreciation and Amortisation (net)	50.91		18.85	
	Interest Income	(0.63)		(0.19)	
	Profit on sale of Assets (net)	(0.17)		(0.12)	
	Profit on sale of Current Investment (net)	(1.06)		-	
	(Gain) / Loss on fair value of Current Investments	0.13		-	
	Finance Costs	56.58		23.91	
	Foreign Exchange Difference (net)	-		(0.03)	
	Operating Profit before Working Capital changes	66.61		65.76	
	Adjustments for :				
	Trade & Other Receivables	(83.20)		(17.23)	
	Inventories	37.00		(17.88)	
	Trade & Other Payables	(14.59)		0.35	
	Cash generated from operations	5.82		31.00	
	Income taxes paid	(0.34)		(0.66)	
	Net Cash from Operating Activities		5.48		30.34
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant & Equipment	(153.66)		(369.41)	
	Sale of Property, Plant & Equipment	0.25		0.74	
	Interest received	0.66		0.19	
	(Purchase) / Sale of Investments (net)	101.06		-	
	Net Cash from / (used in) Investing Activities		(51.69)		(368.48)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from Long-Term Borrowings	172.14		234.00	
	Repayment of Long-Term Borrowings	(33.35)		(31.07)	
	Proceeds from Rights Issue	-		448.43	
	Repayment of Loan from Related Party	-		(85.40)	
	Interest payment of lease	(0.05)		-	
	Principal repayment of lease	(0.26)		-	
	Short term Borrowings (net)	50.00		45.00	
	Interest Paid	(54.27)		(19.80)	
	Net Cash from / (used in) Financing Activities		134.21		591.16
D.	Increase / (Decrease) in Cash & Cash Equivalents		88.00		253.02
E.	Cash & Cash Equivalents as at the beginning of the period		32.95		4.20
F.	Cash & Cash Equivalents as at the close of the period		120.95		257.22
	Notes :				
1	Cash and Cash Equivalents include :				
	- Cash, Cheques in hand and remittance in transit		0.02		0.01
	- Balance with Scheduled Banks		120.93		257.21
			120.95		257.22

(3) The Company has only one business segment namely "Cementitious Materials".

(4) The figures for the previous periods have been regrouped / rearranged wherever necessary.

(5) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 23rd October 2024. The Auditors of the Company have carried out a "Limited Review" of the same.

(6) The Board of Directors of the Company, at their Meeting held on 31st July 2024, have approved a Composite Scheme of Amalgamation and Arrangement (The Scheme) which, inter-alia, includes amalgamation of the Company into & with the Holding Company, JK Lakshmi Cement Ltd w.e.f. the Appointed Date of 1st April 2024 subject to the requisite Statutory & Regulatory Approvals, as applicable. The Company has already approached the Regulatory Authorities for the necessary Approvals, which are still awaited. Pending such approvals, the effect of the Scheme has not been given in the above Financial Results.

For Udaipur Cement Works Limited

(Vinita Singhania)
Chairperson

Place: New Delhi
Date: 23rd October 2024

UCWL UDAIPUR CEMENT WORKS LIMITED

(A subsidiary of JK Lakshmi Cement Ltd.)

NSBP & CO.
CHARTERED ACCOUNTANTS

Independent Auditor's Report

To the Members of Hansdeep Industries & Trading Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **Hansdeep Industries & Trading Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no 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 are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility & Sustainability Report and Report on Corporate Governance and Shareholder's information, but does not include the Financial Statements and our auditor's report thereon.

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

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In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal financial 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

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with reference to Financial Statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

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

d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.

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e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to the Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to the Financial Statements.

g) With respect to the Other Matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended in our opinion and to the best of our information and according to the explanation given to us, the Company has not paid any managerial remuneration during the year ended March 31, 2024. Hence, provisions of section 197 read with Schedule V to the Act are not applicable to the Company and has not commented upon; and

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 as at March 31, 2024 on its financial position in its Financial Statements. Refer note 31 to the Financial Statements.

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

   iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

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

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

   (c) Based on our audit procedure conducted that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that cause us to believe that the representation under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) & (b) above, contain any material misstatement.

   (v) In our opinion, and according to the information and explanations given to, the Company has not declared and paid dividend during the year. Hence, the provisions of Section 123 to the Act are not applicable to the Company and have not been commented upon.

   (vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail

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(edit log) facility and the same has operated throughout the year for all the transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As per the Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership Number: 093684
UDIN: 24093684BKECZV4709

Place: New Delhi
Date: May 20, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Hansdeep Industries and Trading Company Limited of even date)

i. (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has not capitalized any intangible assets in the books of Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the Order is not applicable to the Company.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years which 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 explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the Company.

(d) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or Intangible Assets or both during the year.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable to the Company

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of rupees five crores, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Hence reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

iii (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

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(d) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(e) The Company has not granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liabilities Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

iv. There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable. Accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

vi. The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.

vii. a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) There are no dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues which have been deposited on account of any dispute, are as follows:

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

ix. (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause 3 ix(a) of the Order is not applicable to the Company.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3 (ix) (c) of the Order is not applicable to the Company.

(d) On an overall examination of the Financial Statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

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(e) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act. The Company does not hold any investment in any associate or joint venture (as defined under the Act) during the year ended March 31, 2024.

(f) According to the information and explanation given to us and procedure performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act). The Company does not hold any investment in any associate or joint venture (as defined under the Act) during the year ended March 31, 2024.

x. (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

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

xii. The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.

xiii. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

xiv. (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

xv. The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANTS

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) In our opinion and based on the representation received from the management, there is one Core Investment Company as a part of the Group as defined in the Core Investment Companies (Reserve Bank) Directions, 2016.

xvii. The Company has ~~not~~ incurred cash losses amounting to Rs. Nil in the current financial year and Rs.1.23 lakhs in the previous financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

xix. On the basis of the financial ratios disclosed in note no.18 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

NSBP & CO. ★ NEW DELHI ★ CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership Number: 093684
UDIN: 24093684BKECZV4709

Place: New Delhi
Date: May 20, 2024

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Hansdeep Industries & Trading Company Limited of even date)

We have audited the internal financial controls with reference to the financial statements of **Hansdeep Industries & Trading Company Limited** ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to the financial statements

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

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accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statements 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 ICAI.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership Number: 093684
UDIN: 24093684BKECZV4709

Place: New Delhi
Date: May 20, 2024

Hansdeep Industries & Trading Company Limited

Balance Sheet as at March 31 ,2024

	Note No.	As At March 31, 2024	As At March 31, 2023
			(₹ Lakhs)
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	3,816.99	2,084.52
(b) Capital Work-in-Progress	2A	923.01	890.13
(c) Financial Assets			
(i) Investments	3	11,533.92	11,533.92
(d) Other Non-Current Assets	4	1.00	5.00
		16,274.92	14,513.57
(2) Current Assets			
(a) Financial Assets			
(i) Investments	5	52.94	49.07
(ii) Cash and Cash Equivalents	6	9.77	5.94
(b) Current Tax Assets (Net)	7	28.37	21.80
(c) Other Current Assets	8	48.20	56.74
		139.28	133.55
TOTAL ASSETS		16,414.20	14,647.12
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	9	11,605.00	11,605.00
(b) Other Equity		51.24	39.90
		11,656.24	11,644.90
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(b) Other Non Financial Liabilities		-	-
(c) Other Non-Current Liabilities	10	4,756.88	3,000.82
		4,756.88	3,000.82
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
Micro and Small Enterprises		-	-
Others		-	-
(b) Other Current Liabilities	11	1.08	1.40
		1.08	1.40
TOTAL EQUITY AND LIABILITIES		16,414.20	14,647.12

Material Accounting Policies	1
Notes on financial statements	2-33

for and on behalf of the Board of Directors

Ram Ratan Gupta
Director
(DIN : 01990838)

Vinit Marwaha
Director
(DIN : 00051403)

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Bhawna Rustagi
(WTD, CFO & Company Secretary)
(DIN : 08706449)

As per our report of even date
For NSBP & CO.
Chartered Accountants
Firm Registration Number. 001075N

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership No. : 093684
New Delhi, 20th May, 2024

Hansdeep Industries & Trading Company Limited

Statement of Profit & Loss for the year ended March 31, 2024

(₹ Lakhs)

		Note No.	For The Year Ended March 31 ,2024	For The Year Ended March 31,2023
	Income :			
I.	Revenue From Operations	12	-	-
II.	Other Income	13	145.32	116.67
III.	**Total Income (I+II)**		145.32	116.67
IV.	**Expenses :**			
	a) Cost of Services	14	126.78	106.39
	b) Employee Benefits Expense	15	0.96	2.76
	c) Other Expenses	16	3.73	8.07
	Total Expenses (IV)		131.47	117.22
V.	**Profit Before Exceptional Items and Tax (III-IV)**		13.85	(0.55)
VI.	Exceptional Items		-	-
VII.	**Profit/(Loss) before Tax (V-VI)**		13.85	(0.55)
VIII.	Tax Expense			
	(1) Current tax		2.51	-
	(2) Deferred tax		-	-
	(3) Tax adjustments for Earlier Years		-	-
	Total Tax Expense (VIII)		2.51	-
IX.	**Profit / (Loss) for the Year**		11.34	(0.55)
X.	Other Comprehensive Income		-	-
XI.	**Total Comprehensive Income For The Year (IX+ X)**		11.34	(0.55)
XII.	Earnings Per Share (Face value of Rs. 10/- each)			
	Basic & Diluted	17	0.01	(0.00)
	Material Accounting Policies	1		
	Notes on financial statements	2-33		

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration Number. 001075N

NSBP & CO. ★ NEW DELHI ★ CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership No. : 093684
New Delhi, 20th May, 2024

for and on behalf of the Board of Directors

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Director
(DIN : 01990838)

Amit Marwaha
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(DIN : 00051403)

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Bhawna
Bhawna Rustagi
(WTD, CFO & Company Secretary)
(DIN : 08706449)

Hansdeep Industries & Trading Company Limited

Statement Of Changes In Equity For The Year Ended March 31, 2024

A. Equity Share Capital

(₹ Lakhs)

Particulars	As at April 1'2022	Change during the year	As at March 31,2023	Change during the year	As at March 31, 2024
Equity Shares 11,60,50,007 of Rs. 10 each (Previous year 11,60,50,007 of Rs. 10 each) fully paid up	11,605	-	11,605	-	11,605
Add: Forfeited Shares	-	-	-	-	-
Total	**11,605**	-	**11,605**	-	**11,605**

B. Other Equity

(₹ Lakhs)

Particulars	Reserve & Surplus			
	Equity Component of Financial Guarantee	**Retained Earning**	**Debenture Redemption Reserve**	**Total**
Balance as at March 31, 2022	-	40.45	-	40.45
Profit / (Loss) for the Year	-	(0.55)	-	(0.55)
Balance as at March 31, 2023	-	39.90	-	39.90
Profit / (Loss) for the Year	-	11.34	-	11.34
Balance as at March 31, 2024	-	51.24	-	51.24

for and on behalf of the Board of Directors

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration Number. 001075N

NSBP & CO. ★ NEW DELHI ★ CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership No. : 093684
New Delhi, 20th May, 2024

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(DIN : 08706449)

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Director
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Vinit Marwaha
Director
(DIN : 00051403)

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Note - 1

Company Overview, Basis of Preparation & Material Accounting Policies

I. Corporate & General Information.

Hansdeep Industries & Trading Company Limited (''the Company'') is domiciled and incorporated in India. The Registered Office of the Company is situated at 3, Link House, Bahadur Shah Zafar Marg, New Delhi – 110002. The Company is wholly owned subsidiary of JK Lakshmi Cement Limited.

The Company is primarily engaged in Trading of Cementitious materials & Other Services.

These Financial Statements were approved and adopted by the Board of Directors of the Company in their meeting held on 20th May,2024.

II. Basis of Preparation of Standalone Financial Statements

(i) Statement of Compliance

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended time to time, relevant provisions of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Financial Statements comply with IND AS notified by Ministry of Company AfFairs ("MCA"). The Company has consistently applied the Accounting Policies used in the preparation for all periods presented.

(ii) Basis of Preparation

The significant Accounting Policies used in preparing the Financial Statements are set out in Note no. III of the Notes to the Standalone Financial Statements.

(iii) Basis of Measurement

The standalone Financial Statements have been prepared on Accrual Basis and under the Historical Cost Convention except for the items that have been measured at Fair Value as required by relevant IND AS.

(iv) Fair Value Measurement

Fair Value is the price that would be received to sell an Asset or paid to transfer a Liability in an orderly transaction between market participants at the measurement date.

The Fair Value of an Asset or a Liability is measured using the assumptions that market participants would use when pricing the Asset or Liability, assuming that market participants act in their economic best interest.

A Fair Value Measurement of a Non- Financial Asset takes in to account a market participant's ability to generate economic benefits by using the Asset in its highest and best use or by selling it to another market participant that would use the Asset in its highest and best use.

For the purpose of Fair Value disclosures, the Company has determined classes of Assets and liabilities on the basis of the nature, characteristics and risks of the Asset or Liability and the level of the Fair Value Hierarchy in which they fall.

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(v) Current & Non-Current Classifications

All Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in Cash and Cash Equivalent, the Company has determined its operating cycle as twelve months for the purpose of Current and Non-Current classification of Assets and liabilities. Deferred Tax Assets and Liabilities are classified as Non-Current Assets and liabilities.

(vi) Material Accounting Judgements, Estimates and Assumptions

The preparation of these Financial Statements requires management judgements, estimates and assumptions that affect the application of Accounting Policies, the Accounting disclosures made and the reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to Accounting estimates are recognized in the period in which the estimates are revised, and any future periods effected pursuant to such revision.

II. Material Accounting Policies

(a) Property, Plant and Equipment

Property, Plant and Equipment are stated at Cost less Accumulated Depreciation and Accumulated Losses, if any. Cost includes expenses directly attributable to bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management.

Subsequent cost is included in the Asset's carrying amount or recognized as separate Asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate Asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

Assets in the course of construction are Capitalized in Capital Work In Progress Account. At the point when an Asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of Property, Plant and Equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an Asset are capitalized until the period of commissioning has been completed and the Asset is ready of its intended use.

Property, Plant and Equipment are eliminated from Financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, Plant and Equipment and Gains or Losses arising from disposal of Property, Plant and Equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual Value.

Deprecation method is calculated using the Straight-Line Method (SLM) to allocate their cost, net of their residual Values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013 and is provided on Straight Line Method (SLM). Leasehold Land amortized over the period of lease.

The Assets residual Values, useful lives and Methods of Depreciation are reviewed at each Financial Year End and adjusted prospectively, if appropriate.

Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit or Loss within other Gains / (Losses).

(b) Cash and Cash Equivalents

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Cash and Cash Equivalents includes Cash on hand, Deposits held at call with Banks / Financial Institutions, other Short-Term, Highly Liquid Investments which are subject to an insignificant risk of changes in value.

(c) Financial Instruments

A Financial Instrument is any contract that gives rise to a Financial Asset of one entity and a Financial Liability or Equity Instrument of another Entity.

1. Financial Assets.

1.1 <u>Definition</u>:

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all Financial Assets are measured at Fair Value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortized Cost:

At the date of initial recognition, are held to collect contractual Cash Flows of principal and interest on principal amount outstanding on specified dates. These Financial Assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the Financial Asset. The EIR amortization is included as interest income in the Profit or Loss. The Losses arising from impairment are recognized in the Profit or Loss.

(ii) Financial Assets at Fair Value through Profit or Loss (FVTPL):

At the date of initial recognition, Financial Assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at Fair Value, with all Fair Value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

1.3 Investment in Equity Shares/Mutual Funds

Investment in Equity Securities/Mutual Funds are initially measured at cost. Any subsequent Fair Value Gain or Loss is recognized through Profit or Loss if such Investments in Equity Securities/Mutual Funds are held for trading purposes.

1.4 Investment in Subsidiary

The Company has accounted for its Investment in Subsidiary at Cost.

1.5 Derecognition of Financial Assets

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A Financial Asset is primarily derecognized when:

- The right to receive Cash Flows from Asset has expired, or

- The Company has transferred its right 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 right to receive cash flows from an Asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the Asset, nor transferred control of the Asset, the Company continues to recognize the transferred Asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated Liability. The transferred Asset and the associated Liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred Asset is measured at the lower of the original carrying amount of the Asset and the maximum amount of consideration that the Company could be required to repay.

(d) Non -Current Assets held for sale

The Company classifies Non-Current Assets as held for Sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.
Management must be committed to the sale the Assets. The criteria for held for sale classification is regarded met only when the Assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such Assets, its sale is highly probable; and it will genuinely be sold, not abandoned.
The Company treats sale of the Asset to be highly probable when: • The appropriate level of management is committed to a plan to sell the Asset, • An active programme to locate a buyer and complete the plan has been initiated (if applicable), • The Asset is being actively marketed for sale at a price that is reasonable in relation to its current Fair Value, and • Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current Assets held for sale for to owners are measured at the lower of their carrying amount and the Fair Value Less Costs to Sell. Assets and Liabilities classified as held for Sale are presented separately in the Balance Sheet. Property, Plant and Equipment and Intangible Assets once classified as held for sale to owners are not depreciated or amortised.

2. Financial Liabilities

2.1 Definition :

Financial liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement

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All Financial Liabilities are recognized initially at Fair Value and, in the case of Loans and Borrowings and Payables, net of directly attributable transaction costs.

The Company's Financial liabilities include Trade and Other Payables, Loans and Borrowings including Bank Overdrafts, and Derivative Financial Instruments.

(b) Subsequent Measurement

The Measurement of Financial liabilities depends on their classification, as described below :

i) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at Fair Value through Profit or Loss include Financial liabilities held for trading. The Company has not designated any Financial liabilities upon initial Measurement recognition at Fair Value through Profit or Loss. Financial liabilities at Fair Value through Profit or Loss are at each reporting date at Fair Value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortised Cost

After initial recognition, interest bearing Loans and Borrowings are subsequently measured at amortised cost using the Effective Interest Rate Method (''EIR'') except for those designated in an effective hedging relationship. The Carrying Value of Borrowings that are designated as hedged items in Fair Value hedges that would otherwise be carried at Amortised Cost are adjusted to record changes in Fair Values attributable to the risks that are hedged in effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in Finance Costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective Interest Rate Method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or Loss over the period of the borrowings using the Effective Interest Method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as Current Liabilities unless the Company has an unconditional right to defer settlement of the Liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial Guarantee Contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a Loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a Debt Instrument. Financial Guarantee contracts are recognised initially as a Liability at Fair Value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the Liability is measured at the higher of the amount of Loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as 'Trade Payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of Financial Year which are unpaid. Trade and Other Payables are presented as Current Liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their Fair Value and subsequently measured at amortised cost using the Effective Interest Method.

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2.5 De-recognition of Financial Liability

A Financial Liability is derecognised when the obligation under the Liability is discharged or cancelled or expires. The difference between the carrying amount of a Financial Liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash Assets transferred or liabilities assumed, is recognised in Profit or Loss as other income or finance costs.

3. Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the Assets and settle the liabilities simultaneously.

(e). Equity Share Capital

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

(f) Provisions, Contingent liabilities, Contingent Assets and Commitments

(g) General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate Asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

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

Contingent Liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.

- A present obligation arising from past events, when no reliable estimate is possible:

- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include the amount of Purchase Order (net of of Advances) issued to parties for Completion of Assets.

Provisions, Contingent Liabilities, Contingent Assets and Commitments are reviewed at each Balance Sheet Date.

(h) Revenue Recognition

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

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i) Sale of Goods

Revenue is recognized when significant risk and reward of ownership have been passed on to the Customer. Ind AS 115 provides for a five-step model for the analysis of Revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

ii) Interest Income

For all Financial Instruments measured at Amortized Cost, Interest Income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in Other Income in Statement of Profit and Loss.

(j) Borrowing Costs

(i) The Borrowing Cost consists of Interest & Other Incidental costs that the Company incurs in connection with the borrowing of such funds.

(ii) All borrowing costs are recognised as expense in the period in which they are incurred.

(k) Leases

1. As a Lessee :

The Group assesses at contract inception whether a contract is, or contains, a Lease. That is, if the contract conveys the right to control the use of an identified Asset for a period of time in exchange for consideration.

Short-Term Leases and Leases of Low-Value Assets

The Company has elected not to recognise Right-of-Use Assets and Lease Liabilities for short term leases of all Assets that have a lease term of 12 months or less and leases of low-Value Assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease.

1.1. Finance Lease.

Finance Lease that transfers substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the Fair Value of the Leased Property or, if lower, at the Present Value of the Minimum Lease Payments. Lease payments are apportioned between finance charges and a reduction in the Lease Liability to achieve a constant rate of interest on the remaining balance of the Liability. Finance charges are recognised in finance costs in the statement of Profit and Loss unless they are directly attributable to qualifying Assets, in which case they are capitalised in accordance with the Company's policy on Borrowing Costs.

A Leased Asset is depreciated over the useful life of the Asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the Lease Term, the Asset is depreciated over the shorter of the estimated useful life of the Asset and the lease term.

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1.2. **Operating Lease.**

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as Operating Leases. Initial Direct Costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the Leased Asset. Payments under Operating Lease are recorded in the Statement of Profit and 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 expected inflationary cost increases.

Leasehold lands are amortised over the period of lease.

2. **As a Lessor :**

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the recipients are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased Assets are included in the balance sheet based on their nature.

(l) Taxes on Income

a) Current Tax

i.) Tax on Income for the Current Period is determined on the basis of estimated Taxable Income and Tax Credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii.) Current income tax relating to items recognized directly in equity is recognized in Equity and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the Tax Returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(m) Earnings Per Share (EPS)

i.) Basic Earnings Per Share.

Basic Earnings Per Share is calculated by dividing:

- The Profit or Loss attributable to Equity Shareholders of the Company.
- By the Weighted Average number of Equity Shares Outstanding during the Financial Year, adjusted for bonus elements in equity shares issued during the year

ii.) Diluted Earnings Per Share.

Diluted Earnings Per Share adjusts the figures used in the determination of Basic Earnings Per Share to take into account:

- The after income tax effect of interest and other Financing Costs associated with dilutive potential equity shares, and
- The Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

(n) Segment Accounting

The Company is engaged primarily into Trading of Cement & Other Services.

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Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – **Presentation of Financial Statements** – The amendments require Companies to disclose their material accounting policies rather than their significant accounting policies.

Ind AS 12 – **Income Taxes** – The amendments clarify how Companies account for deferred tax on transactions such as leases and decommissioning obligations.

Ind AS 8 – **Accounting Policies, Change in Accounting Estimates and Errors** - The amendments will help entities to distinguish between accounting policies and accounting estimates.

These amendments did not have any material impact on the amounts recognized in prior periods and are not expected to significantly affect the current or future periods.

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Note -2 Property, Plant and Equipment

(₹ Lakhs)

Particulars	Freehold Land	Buildings	Office Equipments	Total
Gross Block				
As at April 01, 2022		-	-	-
Additions/Adjustments	2,084.52	-	-	2,084.52
Disposals/Adjustments	-	-	-	-
As at March 31, 2023	**2,084.52**	-	-	**2,084.52**
Additions/Adjustments	1,732.47	-	-	1,732.47
Disposals/Adjustments	-	-	-	-
As at March 31, 2024	**3,816.99**	-	-	**3,816.99**
Accumulated Depreciation/ Amortisation				
As at April 01, 2022	-	-	-	-
Charged For the Year	-	-	-	-
Disposal	-	-	-	-
As at March 31, 2023	-	-	-	-
Charged For the Year	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at March 31, 2024	-	-	-	-
Net Carrying Amount				
As at March 31, 2023	**2,084.52**	-	-	**2,084.52**
As at March 31, 2024	**3,816.99**	-	-	**3,816.99**

Note -2A Capital Work In Progress

(₹ Lakhs)

Capital work in Progress (CWIP) includes	**March 31, 2024**	**March 31, 2023**
Opening CWIP	**890.13**	864.50
Addition in CWIP during the Year	**32.88**	25.63
Capitalised during the Year	-	-
	923.01	**890.13**

Capital Work in Progress (CWIP) Ageing

(Rs. in Lakh)

Particulars	Less than 1year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2024					
PROJECTS IN PROGRESS	32.88	25.63	864.50	-	923.01
Total	**32.88**	**25.63**	**864.50**	-	**923.01**
As on March 31, 2023					
PROJECTS IN PROGRESS	25.63	864.50	-	-	890.13
Total	**25.63**	**864.50**	-	-	**890.13**

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Note- 3

(₹ Lakhs)

Long Term Investments	**As at March 31, 2024**	**As at March 31, 2023**
Investment in Equity Shares (at cost) - Subsidiary		
Ram Kanta Properties Pvt. Ltd. (Rs. 10 each)	**11,533.92**	**11,533.92**
Number of Shares 9,34,002 (P.Y. 9,34,002)		
	11,533.92	**11,533.92**
Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate book value of unquoted investments	**11,533.92**	**11,533.92**
Aggregate amount of Impairment in value of investments	-	-

Note- 4
Other Non-Current Assets

	Non Current	**Current**	**Non Current**	**Current**
Capital Advances	**1.00**	-	**5.00**	-
	1.00	-	**5.00**	-

Note -5
Current Investment

Investments in Mutual Fund at FVTPL	**March 31, 2024**		**March 31, 2023**	
	Number	**Value**	**Number**	**Value**
ABSL Corporate Bond Fund - Growth DIRECT	**36,254.38**	**37.43**	**36,254.38**	**34.66**
ABSL Savings Fund - Growth DIRECT	**3,064.38**	**15.51**	**3,064.38**	**14.41**
		52.94		**49.07**
Aggregate book value of quoted investments		**52.94**		**49.07**
Aggregate market value of quoted investments		**52.94**		**49.07**
Aggregate book value of unquoted investments		-		-
Aggregate amount of Impairment in value of investments		-		-

Note- 6
Cash & Cash Equivalents

Cash on hand	**6.60**	**5.58**
Balance with bank:-		
On Current Accounts	**3.17**	**0.36**
	9.77	**5.94**

Note- 7
Current Tax Assets

Advance Income Taxes	**28.37**	**21.80**
	28.37	**21.80**

Note- 8
Other Current Assets

Balance with Govt. Authorities	**48.20**	**56.74**
	48.20	**56.74**

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(₹ Lakhs)

	As at March 31, 2024	As at March 31, 2023
Note- 9		
Equity Share Capital		
Authorised:		
Equity Shares - 11,70,00,000 of Rs. 10 each (Previous year 11,70,00,000 of Rs. 10 each)	11,700.00	11,700.00
Preference Shares - 2,00,000 (Previous year 2,00,000) of Rs. 100 each)	200.00	200.00
	11,900.00	11,900.00
Issued, Subscribed and Paid up:		
Equity Shares 11,60,50,007 of Rs. 10 each (Previous year 11,60,50,007 of Rs. 10 each) fully paid up	11,605.00	11,605.00
	11,605.00	11,605.00

a. Reconciliation of Number of Share Outstanding :

Opening Balance	11,60,50,007	11,60,50,007
Shares issued during the year	-	-
Shares brought back during the year	-	-
Shares outstanding at the end of the year	11,60,50,007	11,60,50,007

b.

Shares Held By Its Holding and Promoters or Ultimate Holding Company or Subsidiaries or Associates of The Holding Company or Its Ultimate Holding Company

Company Name	Nature of company	% of holding	March, 31 2024	March, 31 2023
			Numbers	Numbers
JK Lakshmi Cement Ltd & Its Nominees	Holding company	100%	11,60,50,007	11,60,50,007

c. Shareholders Holding More Than 5% of Total Issued Shares

Name		% of holding	Numbers	Numbers
JK Lakshmi Cement Ltd & Its Nominees		100%	11,60,50,007	11,60,50,007

d. Terms / Rights Attached to Equity Shareholders :
The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share

Note- 10		
Other Non Current Liabilities		
Other Payable	4,756.88	3,000.82
	4,756.88	3,000.82
Note- 11		
Other Current Liabilities		
Audit Fees Payable	0.74	0.54
Govt. & Other Dues	0.34	0.86
	1.08	1.40

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HANSDEEP INDUSTRIES & TRADING COMPANY LTD.

	For The Year Ended March 31 ,2024	For The Year Ended March 31 ,2023
	(₹ Lakhs)	
Note- 12		
Revenue from Operation		
Clinker	-	-
	-	-
Note- 13		
Other Income		
Profit on Sale of Current Investment*	3.87	4.70
Interest on F D- Banks	-	0.03
Interest on I T Refund	0.16	0.13
Cost of Service Recovered	128.05	107.45
Others	13.24	4.36
	145.32	116.67
* Net of Fair Value Gain of Rs. 3.87 Lakhs (Previous Year Gain of Rs. 0.68 Lakhs)		
Note- 14		
Cost of Services		
Cost of Services	126.78	106.39
	126.78	106.39
Note- 15		
Employee Benefit Expense		
Salary & Wages	0.90	2.64
Employee Welfare Expenses	0.06	0.12
	0.96	2.76
Note- 16		
Other Expenses		
Auditor's Remuneration		
Audit Fees	0.80	0.60
Others	0.66	0.51
General Charges	0.55	0.66
Consultancy & Legal Charges	-	0.23
Insurance	0.05	0.04
Advertisement & Publicity	0.64	-
Rent Charges	0.85	1.51
Computer Charges	0.06	1.56
Miscellaneous Expenses	0.12	2.96
	3.73	8.07
Note- 17		
Earning Per Share (Basic / Diluted)		
Net Profit/(Loss) as per Statement of Profit and Loss	11.34	(0.55)
Net profit/(loss) attributable to equity shareholders	11.34	(0.55)
Weighted average number of Equity Shares outstanding during the period	11,60,50,007.00	11,60,50,007.00
	-	-
Earnings per Equity Share (Rs.) (face value of Rs. 10/- each) Basic and Diluted	0.01	(0.00)

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Note- 18

Ratio Analysis and its Element

S. No.	Particulars	Units	March 31, 2024	March 31, 2023	% Change	Reasons
1	**Current Ratio** (Current Assets / Current Liabilities)	Times	39.47	95.07	-58%	Increase in Current Liabilities due to provision of Income Tax
2	**Debt Equity Ratio** (Total Debt (Borrowing) / Total Equity)	Times	-	-	-	
3	**Debt Service Coverage Ratio** (Earnings before Interest, depreciation and taxes / Interest + Principal Repayment)	Times	-	-	-	
4	**Return on Equity Ratio** (Profit for the period / Average Total Equity)	%	0.10%	-0.005%	2159%	Increase in other income in CY
5	**Inventory Turnover Ratio** (Net Revenue from Operations / Average Inventory)	Times	-	-	-	
6	**Trade Receivable Turnover Ratio** (Net Revenue from Operations / Average Trade Receivable)	Times	-	-	-	
7	**Trade Payable Turnover Ratio** (Purchases of Goods & Services / Average Trade Payable)	Times	-	-	-	
8	**Net Capital Turnover Ratio** (Net Revenue from Operations / Average Working Capital)	Times	-	-	-	
9	**Net Profit Ratio** (Profit for the period / Revenue from Operations)	%	-	-	-	
10	**Return on Capital Employed (Before Tax)** (Earnings before Interest, taxes & Exceptional Items / Average Capital Employed)	%	0.12%	-0.005%	2613%	Increase in other income in CY
11	**Return on Investment** (Interest Income on fixed deposits, bonds and debentures + Dividend Income + Profit on sale of Investments + Profit on fair valuation of Investments carried at FVTPL / Current Investments + Non Current Investments + Other bank balances)	%	0.03%	0.04%	-17%	

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Notes accompanying the Financial Statements.

19. Financial Risk Management Objectives and Policies.

The Company realizes that risks are inherent & integral part of any business. The primary focus is to foresee the unpredictability of financial market & seek to minimize potential adverse effect on its financial performance. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk.

19.1 Market Risk:

Market Risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a Financial Instrument change may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes the affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive Financial Instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk: Interest Rate Risk, Currency Risk and Other Price Risk such as Equity Price Risk and Commodity Risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures.

(a). Interest Rate Risk:- Interest Rate Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in Market Interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The following Table shows the Company's Fixed & Floating Rate Borrowings:

(₹ in Lakhs)

S.No.	Particulars	As at March 31, 2024	As at March 31, 2023
1	**Loans in Rupees**		
	- Fixed Rate	-	-
	- Floating Rate	-	-
	Total	-	-

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

(b). Interest Rate Sensitivity: Since there is no borrowings in the Company, hence there is no interest rate sensitivity.

19.2 Credit Risk:

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivable:- Customer Credit Risk is managed based on Company's established policy, procedures and controls. The Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Individual risk limits are set accordingly.

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The Aging of Trade Receivables are as below- **(₹ in Lakhs)**

Particulars	Neither Due not Impaired	Due upto 6 Months	Due 6 to 12 Months	Above 12 Months	Total
As at March 31, 2024	-	-	-	-	-
As at March 31, 2023	-	-	-	-	-

Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

19.3 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 is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings, and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities :

The following Table provides undiscounted cash flows towards Financial Liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in Lakhs)

S.No	Particulars	Carrying Amount	Due within 1 Year	Due between 1-5 Years	Due after 5 Years	Total
1	**As on March 31, 2024**					
	- Borrowings	-	-	-	-	-
	- Trade Payables	-	-	-	-	-
	- Other Liabilities	-	-	-	-	-
	Total	-	-	-		-
2	**As on March 31, 2023**					
	- Borrowings	-	-	-	-	-
	- Trade Payables	-	-	-	-	-
	- Other Liabilities	-	-	-	-	-
	Total	-	-	-	-	-

20. Capital Risk Management:

The Company manages its Capital Structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business

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and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, compulsorily convertible debentures, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short-term deposits.

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings	-	-
Less: Cash and Cash equivalents (including Current Investments)	-	-
Net debt	-	-
Equity Share Capital	11,605.00	11,605.00
Other Equity	51.24	39.90
Total Capital	**11,656.24**	**11,644.90**
Capital and net debt	**11,656.24**	**11,644.90**
Gearing ratio	-	

The Company is not subject to any external imposed capital requirement. The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

21. Fair Value of Financial Assets and Liabilities:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the companies: -

(₹ in Lakhs)

Particulars	March 31, 2024		March 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
A. Financial Assets				
(i) At Fair Value through Profit and Loss :-				
Investments				
- Mutual Funds	52.94	52.94	49.07	49.07
(ii) At Amortized Cost :-				
a) Bank FDs.	-	-	-	-
b) Cash & Bank Balances	9.77	9.77	5.94	5.94
c) Trade Receivable	-	-	-	-
d) Others	11,533.92	11,533.92	11,533.92	11,533.92
Total	**11,596.63**	**11,596.63**	**11,588.93**	**11,588.93**
B. Financial Liabilities				
(i) At Amortized Cost				
- Borrowings	-	-	-	-
- Trade Payables	-	-	-	-
- Other Financial Liabilities	-	-	-	-
Total	-	-	-	-

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Fair Valuation Techniques:
The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values: -

1. Fair Value of Cash and Deposits, Trade Receivables, Trade Payables, and Other Current Financial Assets and Liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

2. Other Non-Current Receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.

3. Fair Value of Investments in Quoted Mutual Funds and Equity Shares are based on quoted market price at the reporting date. The fair value of unquoted Investments in Preference Shares are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The fair value of unquoted Investments in Equity Shares are estimated on Net Assets Basis.

4. Fair Value of Borrowings from Banks and other Non-Current Financial Liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

5. The Fair Values of Derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy:

The following Table provides the fair value measurement hierarchy of Company's Asset and Liabilities, grouped into Level 1 to Level 3 as described below:

i. **Level 1:** Quoted prices in active markets.

ii. **Level 2:** Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

iii. **Level 3:** Inputs that are not based on observable market data.

The following Table provides the Fair Value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 2 as described below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3
March 31, 2024 **Financial Assets** - Mutual Funds	52.94	-	-
March 31, 2023 **Financial Assets** - Mutual Funds	49.07	-	-

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22. Segment Information:

The Company is engaged primarily into Trading of Cement. The Company has only one business segment as identified by management namely Cementitious Material.

23. Income Tax Expense:

i. Amount recognized in statement of profit and loss:-

(₹ in Lakhs)

Particulars	**March 31, 2024**	**March 31, 2023**
Current Tax	2.51	-
Deferred Tax (Relating to origination and reversal of temporary difference	-	-
Adjustments in respect of current income tax of previous year	-	-
MAT		
MAT Credit Entitlement	-	-
MAT Credit Entitlement Utilized	-	-

(ii) Reconciliation of effective tax rate.

((₹ in Lakhs)

Particulars	**March 31, 2024**	**March 31, 2023**
Accounting profit/(loss) before income tax	**13.85**	-
At applicable Statutory Income tax rates	**25.17%**	-
Computed Income Tax Expense/(Income)	**3.49**	-
Increase/(Reduction) in taxes on account of -		
Other Adjustments	(0.98)	
Previous year tax adjustments	-	-
Taxes on Unabsorbed Dep & C/F Losses	-	-
Tax Due to Difference in Rates	-	-
Income Tax Expense/(Income) reported to profit & loss	**2.51**	-
Effective tax rate	**18.12%**	

24. The company has neither proposed nor declared any Dividend during the Financial Year 2023-24 (Previous Year – NIL).

25. Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under (as certified by Management) :

i. Principal and Interest amount due and remaining unpaid as at March 31, 2024 - Nil (Previous year - Nil).

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ii. Interest paid in terms of section 16 of the MSME Act during the year - Nil (Previous year - Nil).

iii. The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified – Nil (Previous year - Nil).

iv. Payment made beyond the appointed day during the year - Nil (Previous year - Nil).

v. Interest Accrued and unpaid as at 31st March 2024- Nil (Previous year - Nil).

26. . Amount paid to Auditors:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Statutory Audit Fees	0.80	0.60
For Taxation Matters	0.20	0.20
For Other Services	0.46	0.31
Total	**1.46**	**1.11**

27. Related party disclosure

List of Related Party :

JK Lakshmi Cement Limited (JKLCL) (Holding Company)
Ram Kanta Properties Private Limited (RKPPL) (Subsidiary Company)
Udaipur Cement Works Limited (UCWL) (Fellow Subsidiary Company)
Hidrive Developers & Industries Private Limited (HDIPL) (Fellow Subsidiary Company) w.e.f. 30.08.2023
Agrani Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024
Mahabal Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024
Trivikram Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024
Avichal Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024

Key Management Personnel (KMP) :

Shri Ram Ratan Gupta	Director
Shri Ashok Gupta	Director
Shri Vinit Marwaha	Director
Ms. Bhawna Rustagi	Whole Time Director, Chief Financial Officer & Company Secretary
Shri Bharat Hari Singhania	Chairman
Smt. Vinita Singhania	Vice Chairman & Managing Director
Shri N.G. Khaitan	Independent & Non-Executive Director
Dr. Raghupati Singhania	Non Independent & Non-Executive Director
Shri Sadhu Ram Bansal	Non Independent & Non-Executive Director
Shri Ravi Jhunjhunwala	Independent & Non-Executive Director
Ms. Bhaswati Mukherjee	Independent & Non-Executive Director
Shri Arun Kumar Shukla	President & Director
Shri Sudhir A Bidkar	Chief Financial Officer
Shri Amit Chaurasia	Company Secretary

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The following transactions were carried out with related parties in the ordinary course of business:

(₹ in Lakhs)

Nature of Transaction	2023-24			2022-23		
	JKLCL	**UCWL**	**RKPPL**	**JKLCL**	**UCWL**	**RKPPL**
Sale of Clinker, Cement & Reimbursement of Expenses	151.09	-		134.44	-	
-Interest on Inter Corporate Loan	-	-	-	-	-	-
-Repayment of Loan Received					-	
Purchase of Clinker, Cement & Related Expenses	-	-	-	-	-	-
-Reimbursement of Expenses	2.21	-	-	9.92	-	-
-Investment in Equity Shares	-	-	-	-	-	-
-Security premium on investment in shares	-	-	-	-	-	-
Corporate Guarantee Outstanding	-			-		
Receivable/(Payable)	**(4756.88)**	-	-	**(3000.82)**	-	-

- Taxes and duties are included in the value as stated above.

28. (i). Capital Commitments: Nil (Previous Year – Nil)

(ii). Other Commitments: Rs. 3458 Lakhs (Previous Year – Rs. 3458 Lakhs)

The Company has been declared as Preferred Bidder for one of Limestone Block 4GIIA located at Dist. Nagaur, Rajasthan by Directorate of Mines & Geology Department, Udaipur. As per the terms of Allotment the Company was to make total payments of Rs. 4322.50 Lakhs. The Company has made the payment of Rs. 864.50 Lakhs upto 31st March,2024.

These Limestone Mines would be transferred by HITCL to JKLC at some stage, in future, after obtaining requisite approval from the Government of Rajasthan.

29. Ind AS -19 "Employee Benefit"

During the year the Company has no employees on its roll. Accordingly, provision of Ind AS-19 "Employee Benefits" are not applicable.

30. Subsequent Events

No adjusting or significant non – adjusting events have occurred between the reporting date and date of authorization of these financial statements.

31. Contingent Liability in respect of Income Tax matter is Nil (Previous Year- Rs. 337.74 Lakhs)

32. Other Statutory Information:

1. The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

2. The Company do not have any transactions with companies struck off.

3. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

4. The Company have not traded or invested in crypto currency or virtual currency during the financial year.

5. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   (a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
   (b). Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.

6. The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

   (a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
   (b). Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.

7. The Company have not any such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

8. The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.

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33. Previous year's figures have been rearranged and regrouped wherever necessary to make them comparable with current year figures.

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration No. 001075N

Subodh Kumar Modi
Partner
Membership No.093684
New Delhi
Dated: 20th May, 2024

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANTS

for & on behalf of the Board of Directors

Ram Ratan Gupta
Director
(DIN: 01990838)

Vinit Marwaha
Director
(DIN: 00051403)

Ashok Kapoor Gupta
Director
(DIN: 06791126)

Bhawna Rustagi
(WTD, CFO & Company Secretary)
(DIN: 08706449)

Hansdeep Industries & Trading Company Limited

CASH FLOW STATEMENT
For the year ended March 31, 2024

(₹ Lakhs)

		Year ended 2023-2024	Year ended 2022-2023
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Tax	13.85	(0.55)
	Adjustments for		
	Profit on Sale of Investments	-	(4.02)
	Interest Income	(0.16)	(0.16)
	Profit/Loss on Fair Valuation of Current Investment	(3.87)	(0.68)
	Operating Profit Before Working Capital Changes	9.82	(5.41)
	Adjustment for		
	Trade and Other Receivables	8.55	7.46
	Trade and Other Payables	(0.33)	(67.51)
	Cash Generated from Operations	18.04	(65.46)
	Direct Tax (Paid)/ Refund	(9.08)	(39.76)
	Net Cash from Operating Activities	8.96	(105.22)
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Interest Income	0.16	0.16
	Investment in Mining Project	4.00	(5.00)
	(Purchase)/ Sale of Investments	-	87.12
	(Purchase)/ Sale of Property Plant & Eqip incl CWIP	(1,765.35)	(2,110.15)
	Net Cash from / (used in) Investing Activities	(1,761.19)	(2,027.87)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Received for Mining project	1,756.06	2,136.31
	Net Cash from Financing Activities	1,756.06	2,136.31
D.	Increase / (Decrease) in Cash & Cash Equivalents	3.83	3.22
E.	Cash & Cash Equivalents as at the beginning of the year	5.94	2.72
F.	Cash & Cash Equivalents as at the close of the year	9.77	5.94

Notes:-

1	Closing Cash and Cash Equivalents include:		
	-Cash on hand	6.60	5.58
	-Balance with Scheduled Bank	3.17	0.36
	Total	9.77	5.94

2 Previous year's figures have been re-arranged and re-cast wherever necessary.

Place: New Delhi
Date: 20th May, 2024

for and on behalf of the Board of Directors

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration Number. 001075N

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANTS

Subodh Kumar Modi
Partner
Membership No. : 093684
New Delhi, 20th May, 2024

Ram Ratan Gupta
Director
(DIN : 01990838)

Vinit Marwaha
Director
(DIN : 00051403)

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Bhawna Rustagi
(WTD, CFO & Company Secretary)
(DIN : 08706449)

Independent Auditor's Report

To the Board of Directors of Hansdeep Industries & Trading Company Limited

Report on the Audit of Special Purpose Financial Statement

Opinion

We have audited the accompanying Special Purpose financial Statement of **Hansdeep Industries & Trading Company Limited** (the 'Company') which comprise the Special Purpose Balance Sheet as at September 30, 2024, Special Purpose Statement of Profit and Loss including Other Comprehensive Income for the six months ended September 30 2024, Special Purpose Statement of Changes in Equity and Special Purpose Statement of Cash Flows for the six months ended September 30 2024, and notes to the Special Purpose Financial Statement including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Special Purpose Financial Statement").

The Special Purpose Financial Statements have been prepared in accordance with the basis of preparation as set out in Part II of Note 1 of the Special Purpose Financial Statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Financial Statement give the information required by the Companies Act, 2013, ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at September 30, 2024 and its profit (including other comprehensive (loss)/income), changes in the equity and cash flows for the six months ended September 30 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA"s) 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 Special Purpose Financial Statement section of our report. We are independentof the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Special Purpose Financial Statement for the six months ended September 30 2024 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Financial Statement.

Emphasis of Matter - Basis of Accounting and Restriction on Distribution and Use

Without modifying our opinion, we draw attention to Part II of Note 1 to the Special Purpose Financial Statement, which describes the basis of accounting. The Special Purpose Financial Statement are prepared on the request of the management of Hansdeep Industries & Trading Company Limited ('the Company') for onward submission to the National Company Law Tribunal ("NCLT") and BSE Limited /NSE Limited/Central Government any other appropriate authority in relation to the proposed scheme of amalgamation & arrangement mentioned in basis of preparation as set out in Part II of Note1 of the Special Purpose Financial Statements and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

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Management's Responsibilities for the Special Purpose Financial Statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to preparation of these Special Purpose Financial Statements that give a true and fair view of the financial position, Financial performance, cash flows statement and changes in equity of the Company in accordance with the Indian accounting standards(Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

The responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Special Purpose Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Special Purpose Financial Statement

Our objectives are to obtain reasonable assurance about whether the Special Purpose Financial Statement 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 this Special Purpose Financial Statement.

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 Special Purpose Financial Statement, 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

events or conditions that may cast significant doubt on the ability of the Company 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 Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Special Purpose financial statement, including the disclosures, and whether the Special Purpose financial statement 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.

For **NSBP & Co.**
Chartered Accountants
Firm's Registration Number: 001075N

NSBP & CO. ★ NEW DELHI ★ CHARTERED ACCOUNTANT

Subodh Modi
Partner
Membership Number: 093684
UDIN: 25093684BMILLI2811

Place: New Delhi
Date: February 17, 2025

Hansdeep Industries & Trading Company Limited

Special Purpose Balance Sheet as at 30th September,2024

(₹ Lakhs)

	Note No.	As At 30th September'2024 (Audited)	As At 31st March'2024 (Audited)
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	4,067.09	3,816.99
(b) Capital Work-in-Progress	2A	935.99	923.01
(c) Financial Assets			
(i) Investments	3	11,533.92	11,533.92
(d) Other Non-Current Assets	4	46.53	1.00
		16,583.53	16,274.92
(2) Current Assets			
(a) Financial Assets			
(i) Investments	5	55.27	52.94
(ii) Cash and Cash Equivalents	6	13.87	9.77
(b) Current Tax Assets (Net)	7	31.11	28.37
(c) Other Current Assets	8	37.67	48.20
		137.92	139.28
TOTAL ASSETS		16,721.45	16,414.20
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	9	11,605.00	11,605.00
(b) Other Equity		50.87	51.24
		11,655.87	11,656.24
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(b) Other Non Financial Liabilities		-	-
(c) Other Non-Current Liabilities	10	5,063.54	4,756.88
		5,063.54	4,756.88
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
Micro and Small Enterprises		-	-
Others		-	-
(b) Other Current Liabilities	11	2.04	1.08
		2.04	1.08
TOTAL EQUITY AND LIABILITIES		16,721.45	16,414.20
Material Accounting Policies	1		
Notes on special purpose financial statements	2-33		

for and on behalf of the Board of Directors

As per our report of even date
For NSBP & CO.
Chartered Accountants
Firm Registration Number. 001075N

Ashok Kapoor Gupta
Director
(DIN : 06791126)

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Hansdeep Industries & Trading Company Limited New Delhi

[illegible] Marwaha
Director
(DIN : 00051403)

Subodh Modi
Partner
Membership No. : 093684
New Delhi, 17th February, 2025

Hansdeep Industries & Trading Company Limited

Special Purpose Statement of Profit & Loss for the period ended 30th September 2024

(₹ Lakhs)

		Note No.	For the period ended 30th September ,2024 (Audited)	For the period ended 30th September ,2023 (Unaudited)
	Income :			
I.	Revenue From Operations	12	-	
II.	Other Income	13	78.78	54.01
III.	**Total Income (I+II)**		78.78	54.01
IV.	**Expenses :**			
	a) Cost of Services	14	75.70	51.64
	b) Employee Benefits Expense	15	0.45	0.45
	c) Other Expenses	16	3.01	1.86
	Total Expenses (IV)		79.16	53.95
V.	**Profit Before Exceptional Items and Tax (III-IV)**		(0.38)	0.06
VI.	Exceptional Items			
VII.	**Profit/(Loss) before Tax (V-VI)**		(0.38)	0.06
VIII.	Tax Expense			
	(1) Current tax		-	-
	(2) Tax adjustments for Earlier Years		-	-
	Total Tax Expense (VIII)		-	-
IX.	**Profit / (Loss) for the Year**		(0.38)	0.06
X.	Other Comprehensive Income		-	
XI.	**Total Comprehensive Income For The Year (IX+ X)**		(0.38)	0.06
XII.	Earnings Per Share (Face value of Rs. 10/- each)			
	Basic & Diluted	17	(0.00)	0.00
	Material Accounting Policies	1		
	Notes on special purpose financial statements	2-33		

for and on behalf of the Board of Directors

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration Number. 001075N

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Subodh Modi
Partner
Membership No. : 093684
New Delhi, 17th February, 2025

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Vinit Marwaha
Director
(DIN : 00051403)

Hansdeep Industries & Trading Company Limited New Delhi

Hansdeep Industries & Trading Company Limited

Special Purpose Statement Of Changes In Equity for the period ended 30th September, 2024

A. Equity Share Capital

(₹ Lakhs)

Particulars	As at 1st April'2023	Change during the year	As at 31st March'2024	Change during the year	As at 30th September'2024
Equity Shares 11,60,50,007 of Rs. 10 each (Previous year 11,60,50,007 of Rs. 10 each) fully paid up	11,605	-	11,605	-	11,605
Add: Forfeited Shares	-	-	-	-	-
Total	**11,605**	**-**	**11,605**	**-**	**11,605**

B. Other Equity

(₹ Lakhs)

	Reserve & Surplus	
Particulars	**Retained Earning**	**Total**
Balance as at 31st March'2023	**39.90**	**39.90**
Profit / (Loss) for the period (01st Apr'23 to Sep'23)	0.06	0.06
Balance as at 30th September'2023	**39.96**	**39.96**
Profit / (Loss) for the period (01st Oct'23 to March'24)	11.28	11.28
Balance as at 31st March'2024	**51.24**	**51.24**
Profit / (Loss) for the Year	(0.38)	(0.38)
Balance as at 30th September'2024	**50.87**	**50.87**

for and on behalf of the Board of Directors

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Vinit Marwaha
Director
(DIN : 00051403)

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration Number. 001075N

Subodh Modi
Partner
Membership No. : 093684
New Delhi, 17th February, 2025

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Hansdeep Industries & Trading Company Limited New Delhi

Note - 1

Company Overview, Basis of Preparation & Material Accounting Policies

I. Corporate & General Information.

Hansdeep Industries & Trading Company Limited (''the Company'') is domiciled and incorporated in India. The Registered Office of the Company is situated at 3, Link House, Bahadur Shah Zafar Marg, New Delhi – 110002. The Company is wholly owned subsidiary of JK Lakshmi Cement Limited.

The Company is primarily engaged in Trading of Cementitious materials & Other Services.

These Financial Statements were approved and adopted by the Board of Directors of the Company in their meeting held on 17th February, 2025.

II. Basis of Preparation of Financial Statements

(i) Statement of Compliance

The Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended time to time, relevant provisions of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Financial Statements comply with IND AS notified by Ministry of Company Affair's ("MCA"). The Company has consistently applied the Accounting Policies used in the preparation for all periods presented.

(ii) Basis of Preparation

The Material Accounting Policies used in preparing the Financial Statements are set out in Part. III of Note 1 of the Notes to the Financial Statements. These special Purpose financial statements are presented in Indian rupees('), which is also its functional currency.

These Special purpose financial statements have been prepared in connection with the proposed composite scheme of amalgamation between the Company (Amalgamated Company or Resultant Company), Udaipur Cement Works Limited (Amalgamating Company 1), Hansdeep Industries & Trading Company Limited (Amalgamating Company 2), Hidrive Developers and Industries Private Limited (Amalgamating Company 3) and their respective shareholders and creditors (hereinafter referred to as the 'Proposed Scheme') as approved by the Board of Directors of the Company in their meeting held on 31st July, 2024, in terms of the provisions of the Sections 230 to 232, Section 66 (to the extent applicable) read with Section 52, and other applicable provisions of the Companies Act, 2013 ('the Act').

(iii) Basis of Measurement

The Financial Statements have been prepared on Accrual Basis and under the Historical Cost Convention except for the items that have been measured at Fair Value as required by relevant IND AS.

(iv) Fair Value Measurement

Fair Value is the price that would be received to sell an Asset or paid to transfer a Liability in an orderly transaction between market participants at the measurement date.

The Fair Value of an Asset or a Liability is measured using the assumptions that market participants would use when pricing the Asset or Liability, assuming that market participants act in their economic best interest.

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Hansdeep Industries & Trading Company Limited New Delhi

A Fair Value Measurement of a Non- Financial Asset takes in to account a market participant's ability to generate economic benefits by using the Asset in its highest and best use or by selling it to another market participant that would use the Asset in its highest and best use.

For the purpose of Fair Value disclosures, the Company has determined classes of Assets and liabilities on the basis of the nature, characteristics and risks of the Asset or Liability and the level of the Fair Value Hierarchy in which they fall.

(v) Current & Non-Current Classifications

All Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in Cash and Cash Equivalent, the Company has determined its operating cycle as twelve months for the purpose of Current and Non-Current classification of Assets and liabilities. Deferred Tax Assets and Liabilities are classified as Non-Current Assets and liabilities.

(vi) Material Accounting Judgements, Estimates and Assumptions

The preparation of these Financial Statements requires management judgements, estimates and assumptions that affect the application of Accounting Policies, the Accounting disclosures made and the reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to Accounting estimates are recognized in the period in which the estimates are revised, and any future periods effected pursuant to such revision.

III. Material Accounting Policies

(a) Property, Plant and Equipment

Property, Plant and Equipment are stated at Cost less Accumulated Depreciation and Accumulated Losses, if any. Cost includes expenses directly attributable to bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management.

Subsequent cost is included in the Asset's carrying amount or recognized as separate Asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate Asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

Assets in the course of construction are Capitalized in Capital Work In Progress Account. At the point when an Asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of Property, Plant and Equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an Asset are capitalized until the period of commissioning has been completed and the Asset is ready of its intended use.

Property, Plant and Equipment are eliminated from Financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, Plant and Equipment and Gains or Losses arising from disposal of Property, Plant and Equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods estimated useful lives and residual Value.

Deprecation method is calculated using the Straight-Line Method (SLM) to allocate their cost, net of their residual Values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013 and is provided on Straight Line Method (SLM). Leasehold Land amortized over the period of lease.

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Hansdeep Industries & Trading Company Limited New Delhi

The Assets residual Values, useful lives and Methods of Depreciation are reviewed at each Financial Year End and adjusted prospectively, if appropriate.

Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit or Loss within other Gains / (Losses).

(b) Cash and Cash Equivalents

Cash and Cash Equivalents includes Cash on hand, Deposits held at call with Banks / Financial Institutions, other Short-Term, Highly Liquid Investments which are subject to an insignificant risk of changes in value.

(c) Financial Instruments

A Financial Instrument is any contract that gives rise to a Financial Asset of one entity and a Financial Liability or Equity Instrument of another Entity.

1. Financial Assets

1.1 Definition

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all Financial Assets are measured at Fair Value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortized Cost:

At the date of initial recognition, are held to collect contractual Cash Flows of principal and interest on principal amount outstanding on specified dates. These Financial Assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the Financial Asset. The EIR amortization is included as interest income in the Profit or Loss. The Losses arising from impairment are recognized in the Profit or Loss.

(ii) Financial Assets at Fair Value through Profit or Loss (FVTPL):

At the date of initial recognition, Financial Assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at Fair Value, with all Fair Value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

1.3 Investment in Equity Shares/Mutual Funds

Investment in Equity Securities/Mutual Funds are initially measured at cost. Any subsequent Fair Value Gain or Loss is recognized through Profit or Loss if such Investments in Equity Securities/Mutual Funds are held for trading purposes.

1.4 Investment in Subsidiary

The Company has accounted for its Investment in Subsidiary at Cost.

1.5 Derecognition of Financial Assets

A Financial Asset is primarily derecognized when:

- The right to receive Cash Flows from Asset has expired, or
- The Company has transferred its right 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 right to receive cash flows from an Asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the Asset, nor transferred control of the Asset, the Company continues to recognize the transferred Asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated Liability. The transferred Asset and the associated Liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred Asset is measured at the lower of the original carrying amount of the Asset and the maximum amount of consideration that the Company could be required to repay.

(d) Non -Current Assets held for sale

The Company classifies Non-Current Assets as held for Sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.
Management must be committed to the sale the Assets. The criteria for held for sale classification is regarded met only when the Assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such Assets, its sale is highly probable; and it will genuinely be sold, not abandoned.
The Company treats sale of the Asset to be highly probable when: • The appropriate level of management is committed to a plan to sell the Asset, • An active programme to locate a buyer and complete the plan has been initiated (if applicable), • The Asset is being actively marketed for sale at a price that is reasonable in relation to its current Fair Value, and • Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current Assets held for sale for to owners are measured at the lower of their carrying amount and the Fair Value Less Costs to Sell. Assets and Liabilities classified as held for Sale are presented separately in the Balance Sheet. Property, Plant and Equipment and Intangible Assets once classified as held for sale to owners are not depreciated or amortised.

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Financial Liabilities

1.1 Definition

Financial liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement

All Financial Liabilities are recognized initially at Fair Value and, in the case of Loans and Borrowings and Payables, net of directly attributable transaction costs.

The Company's Financial liabilities include Trade and Other Payables, Loans and Borrowings including Bank Overdrafts, and Derivative Financial Instruments.

(b) Subsequent Measurement

The Measurement of Financial liabilities depends on their classification, as described below

i) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at Fair Value through Profit or Loss include Financial liabilities held for trading. The Company has not designated any Financial liabilities upon initial Measurement recognition at Fair Value through Profit or Loss. Financial liabilities at Fair Value through Profit or Loss are at each reporting date at Fair Value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortised Cost

After initial recognition, interest bearing Loans and Borrowings are subsequently measured at amortised cost using the Effective Interest Rate Method (''EIR'') except for those designated in an effective hedging relationship. The Carrying Value of Borrowings that are designated as hedged items in Fair Value hedges that would otherwise be carried at Amortised Cost are adjusted to record changes in Fair Values attributable to the risks that are hedged in effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortisation is included in Finance Costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective Interest Rate Method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or Loss over the period of the borrowings using the Effective Interest Method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as Current Liabilities unless the Company has an unconditional right to defer settlement of the Liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial Guarantee Contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a Loss it incurs because the specified debtor fails to make a payment when due in

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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 amount recognised less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as 'Trade Payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of Financial Year which are unpaid. Trade and Other Payables are presented as Current Liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their Fair Value and subsequently measured at amortised cost using the Effective Interest Method.

2.5 De-recognition of Financial Liability

A Financial Liability is derecognised when the obligation under the Liability is discharged or cancelled or expires. The difference between the carrying amount of a Financial Liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash Assets transferred or liabilities assumed, is recognised in Profit or Loss as other income or finance costs.

3. Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the Assets and settle the liabilities simultaneously.

(e). Equity Share Capital

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

(f) Provisions, Contingent liabilities, Contingent Assets and Commitments

(g) General

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate Asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

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

Contingent Liability is disclosed in the case of:

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- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past events, when no reliable estimate is possible:
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include the amount of Purchase Order (net of of Advances) issued to parties for Completion of Assets. Provisions, Contingent Liabilities, Contingent Assets and Commitments are reviewed at each Balance Sheet Date.

(h) Revenue Recognition

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

i) Sale of Goods

Revenue is recognized when significant risk and reward of ownership have been passed on to the Customer. Ind AS 115 provides for a five-step model for the analysis of Revenue transactions. The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity's contracts with customers. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

ii) Interest Income

For all Financial Instruments measured at Amortized Cost, Interest Income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in Other Income in Statement of Profit and Loss.

(j) Borrowing Costs

(i) The Borrowing Cost consists of Interest & Other Incidental costs that the Company incurs in connection with the borrowing of such funds.

(ii) All borrowing costs are recognised as expense in the period in which they are incurred.

(k) Leases

1. As a Lessee

The Group assesses at contract inception whether a contract is, or contains, a Lease. That is, if the contract conveys the right to control the use of an identified Asset for a period of time in exchange for consideration.

Short-Term Leases and Leases of Low-Value Assets

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The Company has elected not to recognise Right-of-Use Assets and Lease Liabilities for short term leases of all Assets that have a lease term of 12 months or less and leases of low-Value Assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease.

1.1 Finance Lease

Finance Lease that transfers substantially all of the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the Fair Value of the Leased Property or, if lower, at the Present Value of the Minimum Lease Payments. Lease payments are apportioned between finance charges and a reduction in the Lease Liability to achieve a constant rate of interest on the remaining balance of the Liability. Finance charges are recognised in finance costs in the statement of Profit and Loss unless they are directly attributable to qualifying Assets, in which case they are capitalised in accordance with the Company's policy on Borrowing Costs.

A Leased Asset is depreciated over the useful life of the Asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the Lease Term, the Asset is depreciated over the shorter of the estimated useful life of the Asset and the lease term.

1.2. Operating Lease

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as Operating Leases. Initial Direct Costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the Leased Asset. Payments under Operating Lease are recorded in the Statement of Profit and 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 expected inflationary cost increases.

Leasehold lands are amortised over the period of lease.

2. As a Lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the recipients are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased Assets are included in the balance sheet based on their nature.

(l) Taxes on Income

a) Current Tax

i.) Tax on Income for the Current Period is determined on the basis of estimated Taxable Income and Tax Credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii.) Current income tax relating to items recognized directly in equity is recognized in Equity and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the Tax Returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(m) Earnings Per Share (EPS)

i.) Basic Earnings Per Share.
Basic Earnings Per Share is calculated by dividing:

- The Profit or Loss attributable to Equity Shareholders of the Company.

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- By the Weighted Average number of Equity Shares Outstanding during the Financial Year, adjusted for bonus elements in equity shares issued during the year

ii.) Diluted Earnings Per Share.

Diluted Earnings Per Share adjusts the figures used in the determination of Basic Earnings Per Share to take into account:

- The after income tax effect of interest and other Financing Costs associated with dilutive potential equity shares, and

- The Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

(n) Segment Accounting

The Company is engaged primarily into Trading of Cement & Other Services.

Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2024, MCA did not notify any new standards or amendments to the existing standards appliable to the company.

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Note -2 **Property, Plant and Equipment**

(₹ Lakhs)

Particulars	Freehold Land	Total
Gross Block		
As at 01st April'2023	**2,084.52**	**2,084.52**
Additions/Adjustments	1,732.47	1,732.47
Disposals/Adjustments	-	-
As at 31st March'2024	**3,816.99**	**3,816.99**
Additions/Adjustments	250.10	250.10
Disposals/Adjustments	-	-
As at 30th September '2024	**4,067.09**	**4,067.09**
Accumulated Depreciation/ Amortisation		
As at 01st April'2023	**-**	**-**
Charged For the Year	-	-
Disposals/Adjustments	-	-
As at 31st March'2024	**-**	**-**
Charged For the Year	-	-
Disposals/Adjustments	-	-
As at 30th September '2024	**-**	**-**
Net Carrying Amount		
As at 31st March'2024	**3,816.99**	**3,816.99**
As at 30th September '2024	**4,067.09**	**4,067.09**

Note -2A Capital Work In Progress

(₹ Lakhs)

Capital work in Progress (CWIP) includes	30th September 2024	31st March 2024
Opening CWIP	**923.01**	890.13
Addition in CWIP during the Year	**12.98**	32.88
Capitalised during the Year	**-**	**-**
	935.99	**923.01**

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Note- 3
Long Term Investments

	30th September'2024	31st March'2024
		(₹ Lakhs)
Investment in Equity Shares (at cost) - Subsidiary		
Ram Kanta Properties Pvt. Ltd. (Rs. 10 each)	11,533.92	11,533.92
Number of Shares 9,34,002 (P.Y. 9,34,002)		
	11,533.92	11,533.92
Aggregate book value of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate book value of unquoted investments	11,533.92	11,533.92
Aggregate amount of Impairment in value of investments		-

Note- 4
Other Non-Current Assets

Capital Advances	46.53	1.00
	46.53	1.00

Note -5
Current Investment

Investments in Mutual Fund at FVTPL	30th September'2024		31st March'2024	
	Number	Value	Number	Value
ABSL Corporate Bond Fund - Growth DIRECT	36,254.38	39.16	36,254.38	37.43
ABSL Savings Fund - Growth DIRECT	3,064.38	16.11	3,064.38	15.51
		55.27		52.94

Aggregate book value of quoted investments	55.27	52.94
Aggregate market value of quoted investments	55.27	52.94
Aggregate book value of unquoted investments	-	-
Aggregate amount of Impairment in value of investments	-	-

Note- 6
Cash & Cash Equivalents

Cash on hand	11.90	6.60
Balance with bank:-		
On Current Accounts	1.97	3.17
	13.87	9.77

Note- 7
Current Tax Assets

Advance Income Taxes	31.11	28.37
	31.11	28.37

Note- 8
Other Current Assets

Balance with Govt. Authorities	37.67	48.20
	37.67	48.20

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(₹ Lakhs)

Note- 9 **Equity Share Capital**	30th September 2024	31st March 2024
Authorised:		
Equity Shares - 11,70,00,000 of Rs. 10 each (Previous year 11,70,00,000 of Rs. 10 each)	11,700.00	11,700.00
Preference Shares - 2,00,000 (Previous year 2,00,000) of Rs. 100 each)	200.00	200.00
	11,900.00	11,900.00
Issued, Subscribed and Paid up: Equity Shares 11,60,50,007 of Rs. 10 each (Previous year 11,60,50,007 of Rs. 10 each) fully paid up	11,605.00	11,605.00
	11,605.00	11,605.00

a. Reconciliation of Number of Share Outstanding :

Opening Balance	11,60,50,007	11,60,50,007
Shares issued during the year	-	-
Shares brought back during the year	-	-
Shares outstanding at the end of the year	11,60,50,007	11,60,50,007

b. Shares Held By Its Holding and Promoters or Ultimate Holding Company or Subsidiaries or Associates of The Holding Company or Its Ultimate Holding Company

Company Name	Nature of company	% of holding	30th September 2024	31st March 2024
			Numbers	Numbers
JK Lakshmi Cement Ltd & Its Nominees	Holding company	100%	11,60,50,007	11,60,50,007

c. Shareholders Holding More Than 5% of Total Issued Shares

Name	% of holding	Numbers	Numbers
JK Lakshmi Cement Ltd & Its Nominees	100%	11,60,50,007	11,60,50,007

d. Terms / Rights Attached to Equity Shareholders :
The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share

Note- 10
Other Non Current Liabilities

Other Payable	5,063.54	4,756.88
	5,063.54	4,756.88

Note- 11
Other Current Liabilities

Audit Fees Payable	1.04	0.74
Govt. & Other Dues	0.13	0.34
Other Liabilities	0.86	-
	2.04	1.08

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HANSDEEP INDUSTRIES & TRADING COMPANY LTD.

	For The Half year ended 30th September,2024 (Audited)	For The Half year ended 30th September,2023 (Unaudited)
		(₹ Lakhs)
Note- 12		
Revenue from Operation		
Clinker	-	-
	-	-
Note- 13		
Other Income		
Fair Value Gain on Investment	2.32	1.86
Cost of Service Recovered	76.46	52.15
	78.78	54.01
Note- 14		
Cost of Services		
Cost of Services	75.70	51.64
	75.70	51.64
Note- 15		
Employee Benefit Expense		
Salary & Wages	0.45	0.45
	0.45	0.45
Note- 16		
Other Expenses		
Auditor's Remuneration		
Audit Fees	0.95	0.30
Others	0.20	-
General Charges	1.22	0.35
Insurance	0.05	0.05
Advertisement & Publicity	0.16	0.64
Rent Charges	0.43	0.43
Miscellaneous Expenses	-	0.09
	3.01	1.86
Note- 17		
Earning Per Share (Basic / Diluted)		
Net Profit/(Loss) as per Statement of Profit and Loss	(0.38)	0.06
Net profit/(loss) attributable to equity shareholders	(0.38)	0.06
Weighted average number of Equity Shares outstanding during the period	11,60,50,007.00	11,60,50,007.00
	-	
Earnings per Equity Share (Rs.) (face value of Rs. 10/- each)		
Basic and Diluted	(0.00)	0.00

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Special Purpose Notes accompanying the Financial Statements.

18. Financial Risk Management Objectives and Policies.

The Company realizes that risks are inherent & integral part of any business. The primary focus is to foresee the unpredictability of financial market & seek to minimize potential adverse effect on its financial performance. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk.

18.1 Market Risk:

Market Risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a Financial Instrument change may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes the affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive Financial Instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk: Interest Rate Risk, Currency Risk and Other Price Risk such as Equity Price Risk and Commodity Risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures.

(a). Interest Rate Risk:- Interest Rate Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in Market Interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The following Table shows the Company's Fixed & Floating Rate Borrowings:

(₹ in Lakhs)

S.No.	Particulars	As at September 30, 2024	As at March 31, 2024
1	**Loans in Rupees** - Fixed Rate - Floating Rate	 - -	 - -
	Total	-	-

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

(b). <u>Interest Rate Sensitivity</u>: Since there is no borrowings in the Company, hence there is no interest rate sensitivity.

18.2 Credit Risk:

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivable:- Customer Credit Risk is managed based on Company's established policy, procedures and controls. The Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Individual risk limits are set accordingly.

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The Aging of Trade Receivables are as below- **(₹ in Lakhs)**

Particulars	Neither Due not Impaired	Due upto 6 Months	Due 6 to 12 Months	Above 12 Months	Total
As at September 30, 2024	-	-	-	-	-
As at March 31, 2024	-	-	-	-	-

Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

18.3 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 is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings, and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities :

The following Table provides undiscounted cash flows towards Financial Liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in Lakhs)

S.No	Particulars	Carrying Amount	Due within 1 Year	Due between 1-5 Years	Due after 5 Years	Total
1	**As on September 30, 2024**					
	- Borrowings	-	-	-	-	-
	- Trade Payables	-	-	-	-	-
	- Other Liabilities	-	-	-	-	-
	Total	-	-	-		-
2	**As on March 31, 2024**					
	- Borrowings	-	-	-	-	-
	- Trade Payables	-	-	-	-	-
	- Other Liabilities	-	-	-	-	-
	Total	-	-	-	-	-

19. Capital Risk Management:

The Company manages its Capital Structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, compulsorily convertible debentures, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short-term deposits.

(₹ in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024
Borrowings	-	-
Less: Cash and Cash equivalents (including Current Investments)	-	-
Net debt	**-**	**-**
Equity Share Capital	11,605.00	11,605.00
Other Equity	50.87	51.24
Total Capital	**11,655.87**	**11,656.24**
Capital and net debt	**11,655.87**	**11,656.24**
Gearing ratio	-	

The Company is not subject to any external imposed capital requirement. The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

20. Fair Value of Financial Assets and Liabilities:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the companies: -

(₹ in Lakhs)

Particulars	September 30, 2024		March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
A. Financial Assets				
(i) At Fair Value through Profit and Loss :-				
Investments				
- Mutual Funds	55.27	55.27	52.94	52.94
(ii) At Amortized Cost :-				
a) Bank FDs.	-	-	-	-
b) Cash & Bank Balances	13.87	13.87	9.97	9.97
c) Trade Receivable	-	-	-	-
d) Others	11,533.92	11,533.92	11,533.92	11,533.92
Total	**11,603.06**	**11,603.06**	**11,596.63**	**11,596.63**
B. Financial Liabilities				
(i) At Amortized Cost				
- Borrowings	-	-	-	-
- Trade Payables	-	-	-	-
- Other Financial Liabilities	-	-	-	-
Total	**-**	**-**	**-**	**-**

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Fair Valuation Techniques:

The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values: -

1. Fair Value of Cash and Deposits, Trade Receivables, Trade Payables, and Other Current Financial Assets and Liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

2. Other Non-Current Receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.

3. Fair Value of Investments in Quoted Mutual Funds and Equity Shares are based on quoted market price at the reporting date. The fair value of unquoted Investments in Preference Shares are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The fair value of unquoted Investments in Equity Shares are estimated on Net Assets Basis.

4. Fair Value of Borrowings from Banks and other Non-Current Financial Liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

5. The Fair Values of Derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy:

The following Table provides the fair value measurement hierarchy of Company's Asset and Liabilities, grouped into Level 1 to Level 3 as described below:

i. **Level 1:** Quoted prices in active markets.

ii. **Level 2:** Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

iii. **Level 3:** Inputs that are not based on observable market data.

The following Table provides the Fair Value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 2 as described below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3
September 30, 2024 **Financial Assets** - Mutual Funds	55.27	-	-
March 31, 2024 **Financial Assets** - Mutual Funds	52.94	-	-

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Hansdeep Industries & Trading Company Limited New Delhi

21. Segment Information:

The Company is engaged primarily into Trading of Cement. The Company has only one business segment as identified by management namely Cementitious Material.

22. Income Tax Expense:

i. Amount recognized in statement of profit and loss:-

(₹ in Lakhs)

Particulars	September 30, 2024	March 31, 2024
Current Tax	-	2.51
Deferred Tax (Relating to origination and reversal of temporary difference	-	-
Adjustments in respect of current income tax of current period / previous year	-	-
MAT		
MAT Credit Entitlement	-	-
MAT Credit Entitlement Utilized	-	-

(ii) Reconciliation of effective tax rate.

((₹ in Lakhs)

Particulars	September 30, 2024	March 31, 2024
Accounting profit/(loss) before income tax	**(0.38)**	**13.85**
At applicable Statutory Income tax rates	**25.17%**	**25.17%**
Computed Income Tax Expense/(Income)	-	**3.49**
Increase/(Reduction) in taxes on account of -		
Other Adjustments	-	(0.98)
Current period/ Previous year tax adjustments	-	-
Taxes on Unabsorbed Dep & C/F Losses	-	-
Tax Due to Difference in Rates	-	-
Income Tax Expense/(Income) reported to profit & loss	-	**2.51**
Effective tax rate	-	**18.12%**

23. The company has neither proposed nor declared any Dividend during the quarter ended September'2024 (Previous Year – NIL).

24. Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under (as certified by Management) :

i. Principal and Interest amount due and remaining unpaid as at September 30, 2024 - Nil (Previous year - Nil).

ii. Interest paid in terms of section 16 of the MSME Act during the current period - Nil (Previous year - Nil).

iii. The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified – Nil (Previous year - Nil).

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Hanseeed Industries & Trading Company Limited New Delhi

iv. Payment made beyond the appointed day during the current period - Nil (Previous year - Nil).

v. Interest Accrued and unpaid as at 30th September 2024- Nil (Previous year - Nil).

25. . Amount paid to Auditors:

(₹ in Lakhs)

Particulars	Period Ended September 30, 2024	Year Ended March 31, 2024
Statutory Audit Fees	0.95	0.80
For Taxation Matters	-	0.20
For Other Services	0.20	0.46
Total	**1.15**	**1.46**

26. Related party disclosure

List of Related Party :

JK Lakshmi Cement Limited (JKLCL) (Holding Company)
Ram Kanta Properties Private Limited (RKPPL) (Subsidiary Company)
Udaipur Cement Works Limited (UCWL) (Fellow Subsidiary Company)
Hidrive Developers & Industries Private Limited (HDIPL) (Fellow Subsidiary Company) w.e.f. 30.08.2023
Agrani Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024
Mahabal Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024
Trivikram Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024
Avichal Cement Private Limited (Fellow Subsidiary Company) w.e.f. 12th February 2024

Key Management Personnel (KMP) :

Shri Ram Ratan Gupta	Director
Shri Ashok Gupta	Director
Shri Vinit Marwaha	Director
Ms. Bhawna Rustagi	Whole Time Director, Chief Financial Officer & Company Secretary (Ceased w.e.f. 11th November, 2024)
Shri Bharat Hari Singhania	Chairman (Ceased to be chairman w.e.f. 1st April 2024)
Smt. Vinita Singhania	Chairperson & Managing Director w.e.f. 1stApril 2024
Shri N.G. Khaitan	Independent & Non-Executive Director
Dr. Raghupati Singhania	Non Independent & Non-Executive Director
Shri Sadhu Ram Bansal	Non Independent & Non-Executive Director
Shri Ravi Jhunjhunwala	Independent & Non-Executive Director
Ms. Bhaswati Mukherjee	Independent & Non-Executive Director
Shri Arun Kumar Shukla	President & Director
Shri Sudhir A Bidkar	Chief Financial Officer
Shri Amit Chaurasia	Company Secretary
Smt. Shewtambara Shardul Shroff Chopra	(Independent & Non-Executive Director w.e.f. 01st July, 2024)

The following transactions were carried out with related parties in the ordinary course of business:

(₹ in Lakhs)

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Nature of Transaction	2024-25			2023-24		
	JKLCL	UCWL	RKPPL	JKLCL	UCWL	RKPPL
Sale of Clinker, Cement & Reimbursement of Expenses	90.22	-		151.09	-	
-Interest on Inter Corporate Loan	-	-	-	-	-	-
-Repayment of Loan Received					-	
Purchase of Clinker, Cement & Related Expenses	-	-	-	-	-	-
-Reimbursement of Expenses	-	-	-	2.21	-	-
-Investment in Equity Shares	-	-	-	-	-	-
-Security premium on investment in shares	-	-	-	-	-	-
Corporate Guarantee Outstanding	-			-		
Receivable/(Payable)	**(5063.54)**	-	-	**(4756.88)**	-	-

- Taxes and duties are included in the value as stated above.

27. (i). Capital Commitments: Nil (Previous Year – Nil)

(ii). Other Commitments: Rs. 3458 Lakhs (Previous Year – Rs. 3458 Lakhs)

The Company has been declared as Preferred Bidder for one of Limestone Block 4GIIA located at Dist. Nagaur, Rajasthan by Directorate of Mines & Geology Department, Udaipur. As per the terms of Allotment the Company was to make total payments of Rs. 4322.50 Lakhs. The Company has made the payment of Rs. 864.50 Lakhs upto 30th September,2024.

These Limestone Mines would be transferred by HITCL to JKLC at some stage, in future, after obtaining requisite approval from the Government of Rajasthan.

28. Ind AS -19 "Employee Benefit"

During the period the Company has no employees on its roll. Accordingly, provision of Ind AS-19 "Employee Benefits" are not applicable.

29. Subsequent Events

No adjusting or significant non – adjusting events have occurred between the reporting date and date of authorization of these financial statements.

30. Contingent Liability in respect of Income Tax matter is Nil (Previous Year- Rs. Nil)

31. Other Statutory Information:

1. The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

2. The Company do not have any transactions with companies struck off.

3. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

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Hansdeep Industries & Trading Company Limited New Delhi

4. The Company have not traded or invested in crypto currency or virtual currency during the current period.

5. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   (a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
   (b). Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.

6. The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

   (a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
   (b). Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.

7. The Company have not any such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the current period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

8. The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the current period.

32. The Company has entered into a composited scheme of amalgamation with its holding Company JK Lakshmi Cement Limited (resultant Company or amalgamated Company or JKLC), Udaipur Cement Works Limited (amalgamating Company 1 or UCWL) and Hidrive Developers & Industries Limited (amalgamating Company 2), which has been approved by the Board of Directors of the Company in their meeting held on 31st July, 2024, in terms of the provisions of the Sections 230 to 232, Section 66 (to the extent applicable) read with Section 52, and other applicable provisions of the Companies Act, 2013 ('the Act') and with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant rules issued thereunder (the 'applicable accounting standards') and other generally accepted accounting principles in India.

    JK Lakshmi Cement Limited and Udaipur Cement Works Limited (both listed entities) are in the process sending Notices of NCLT Court convened Meetings to their Shareholders and Unsecured Creditors for their approval of Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Limited (Amalgamated Company), Udaipur Cement Works Limited. (Amalgamating Company 1), Hidrive Developers & Industries & Ltd. (Amalgamating Company 2) and the Company (Amalgamating Company 3). Amalgamating Company 2 and Amalgamating Company 3 are unlisted entities.

    Pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, Amalgamated Company and Amalgamating Company 1 are required to include in their Notices being sent to their Shareholders for approval of the Scheme, the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018. The Company has prepared the financial statement according to the format given in the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018.

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Hansdeep Industries & Trading Company Limited New Delhi

33. Previous year's figures have been rearranged and regrouped wherever necessary to make them comparable with current period figures.

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration No. 001075N

Subodh Modi
Partner
Membership No.093684
New Delhi
Dated: 17th February, 2025

for & on behalf of the Board of Directors

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Vinit Marwaha
Director
(DIN: 00051403)

Hansdeep Industries & Trading Company Limited

CASH FLOW STATEMENT
For the six month ended 30th September, 2024

			(₹ Lakhs)
		For the six month ended 30th September, 2024 (Audited)	**For the six month ended 30th September, 2023 (Unaudited)**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Tax	(0.38)	0.06
	Adjustments for		
	Interest Income	-	
	Profit/Loss on Fair Valuation of Current Investment	(2.32)	(1.86)
	Operating Profit Before Working Capital Changes	(2.70)	(1.80)
	Adjustment for		
	Trade and Other Receivables	10.52	3.94
	Trade and Other Payables	0.96	0.12
	Cash Generated from Operations	8.78	2.26
	Direct Tax (Paid)/ Refund	(2.75)	(1.04)
	Net Cash from Operating Activities	6.03	1.22
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Interest Income	-	
	Investment in Mining Project (For Land)	(45.53)	(199.55)
	(Purchase)/ Sale of Property Plant & Eqip incl CWIP	(263.07)	(1,229.46)
	Net Cash from / (used in) Investing Activities	(308.60)	(1,429.01)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Received for Mining project from Holding Company	306.67	1,431.15
	Net Cash from Financing Activities	306.67	1,431.15
D.	Increase / (Decrease) in Cash & Cash Equivalents	4.10	3.36
E.	Cash & Cash Equivalents as at the beginning of the year	9.77	5.94
F.	Cash & Cash Equivalents as at the close of the year	13.87	9.30

Notes:-

1	Closing Cash and Cash Equivalents include:		
	-Cash on hand	11.90	7.94
	-Balance with Scheduled Bank	1.97	1.36
	Total	13.87	9.30

2 Previous year's figures have been re-arranged and re-cast wherever necessary.

for and on behalf of the Board of Directors

Ashok Kapoor Gupta
Director
(DIN : 06791126)

Vinit Marwaha
Director
(DIN : 00051403)

As per our report of even date
For NSBP & Co.
Chartered Accountants
Firm Registration Number. 001075N

NSBP & CO. NEW DELHI CHARTERED ACCOUNTANT

Subodh Modi
Partner
Membership No. : 093684
New Delhi, 17th February, 2025

Hansdeep Industries & Trading Company Limited New Delhi

A.K. GUTGUTIA & CO.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED

Report on the Audit of Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED** ("the Company"), which comprise the Balance sheet as at March 31 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the 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 (hereinafter referred to as "the financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 , as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the 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 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 Ind AS financial statements.

Other Matters

The comparative financial information of the Company for the year ended March 31, 2023 and the transition date opening balance sheet as at April 01, 2022 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 which were audited by us, on which we expressed an unmodifed opinion dated 2nd August, 2022 and 26th June, 2023 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

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sumitjain.akg@gmail.com

Other Information

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

Our opinion on the 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 Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's Responsibility for the Ind-AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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.

Auditor's Responsibility for the Audit of the Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

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 Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, including Other Comprehensive income, the statement of change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid Ind-AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.

(e) On the basis of written representations received from the directors as on 31st March'2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided remuneration to its directors during the year.

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

(i) The Company does not have any pending litigations which would impact its financial position in its the Ind AS financial statement.

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

(iii) The Company did not have any amounts required to be transferred to the Investor Education and Protection Fund.

(iv)

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

(b) The Management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

(v) No dividend has been declared or paid by the company during the year.

(vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.
Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

For A. K. GUTGUTIA & CO.
Chartered Accountants
Firm Registration Number 000012N

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

Sumit Jain
Partner
Membership No 099119
UDIN : 24099119BKBMDN7463

Place : New Delhi
Date : 20.05.2024

Annexure "A" referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date on the standalone Ind AS Financial Statements of Hidrive Developers and Industries Private Limited for the year ended 31st March 2024

1. In respect of its fixed assets:
   (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment.

   (b) The Company has not capitalized any Intangible Assets and hence reporting under Clause 3(i)(a) (B) of the Order is not applicable to the Company.

   (c) As explained to us, physical verification of property, plant and equipment has been carried out by the Company and no discrepancies were noticed on such verification. In our opinion the frequency of verification is reasonable, having regard to- the size of the Company and nature of its business.

   (d) Title deed of immovable property of the Company is held in the name of the Company.

   (e) The Company has revalued its property, plant & equipment upon adoption of Ind AS .

   (f) According to information and explanations given to us and records provided, no proceedings have been initiated during the year or are pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder .

2. The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the order are not applicable.

3.
   (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year, the Company has not given any security or guarantee or advance in nature of loans in companies, firms, limited liability partnership or any other parties.

   (b) In our opinion and according to the information and explanations given to us, the terms and conditions of loans granted in earlier years are not prima facie. prejudicial to the interest of the company

   (c) In our opinion and according to the information and explanations given to us, in respect of loans granted in earlier years, the schedule of repayment of principal

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and payment of interest has been stipulated and the repayments or receipts are regular during the year.

(d) In our opinion and according to the information and explanations given to us, there is no overdue amount in respect of loans given

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion , there were no fresh loans granted to settle the overdue existing loan given to parties.

(f) In our opinion and according to the information and explanations given to us, the Company has not granted loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment

4. According to the information, explanations and representations provided by the management and based upon audit procedures performed, during the year, the company has not given any guarantees, security. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 during the year with respect of investments made during the year. The Company has not given any loans covered under section 185 of the Companies Act .

5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the provision of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). Therefore, the provisions of the clause 3(v) of the order are not applicable to the company. We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.

6. In our opinion and according to information and explanation given to us, the company is not required to maintain cost records pursuant to section 148(1) of the companies Act, 2013.

7.
   a. According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including income tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2024. As per the information and explanations provided to us Provident Fund, Employees state insurance duty of customs are not applicable to the company.

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

b. According to the records and information & explanations given to us, there are no material dues in respect of Income tax, service tax, goods and service tax, and other material statutory dues that have not been deposited with the appropriate authorities.

8. There were no transactions relating to the previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961(43 of 1961) during the year.

9.

(a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) As per information and records verified by us, the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not obtain any money by way of term loans during the year. Accordingly, reporting under clause (ix)(c) of paragraph 3 of the Order is not applicable.

(d) As per information and records provided, on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On overall examination of the financial statements of the Company and based on representations of the Company, we report that the Company has neither taken any funds from any entity or person during the year nor it has raised funds through issue of shares or borrowings on account of or to meet the obligations of its associate. The Company does not have any subsidiary or joint venture.

(f) The Company do not have any subsidiaries, joint ventures or associate companies, hence reporting under clause 3(ix)(f) of the Order is not applicable.

10.

(a) The Company has not raised moneys by way of initial public issue offer or further public offer (including debt instruments) during the year. Therefore, reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.

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

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

11.

(a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company nor any fraud on the Company has been noticed or reported during the year; nor have we been informed of any such instance by the management.

(b) To the best of our knowledge, no report under sub section (12) of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government during the year and upto the date of this report.

(c) The provisions relating to whistle blower are not applicable to the company.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.

13. According to the information and explanations and records made available by the management of the Company and audit procedure performed for transactions with the related parties during the year, the Company has complied with the provisions of Section 177 and 188 of the Act, where applicable. As explained and as per records, details of related party transactions have been disclosed in the Ind AS financial statements as per the applicable Accounting Standards.

14. The Company does not have an internal audit system and is not required to have an internal audit system under the provisions of Section 138 of the Companies Act, 2013. Therefore, the requirement to report under clause 3 (xiv) (a) and (b) of the Order is not applicable to the Company.

15. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the Directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934 and hence reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable.

17. The Company has not incurred cash losses in the current and in the immediately preceding financial year.

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

18. There has been no resignation of the statutory auditors of the Company during the year.

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

20. The Company is not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of section 135 of the Act are not applicable to the Company during the year Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For A.K. GUTGUTIA & CO.
Chartered Accountants
Firm Registration Number 000012N

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

Sumit Jain
Partner
Membership No 099119
UDIN : 24099119BKBMDN7463

Place : New Delhi
Date : 20.05.2024

Hidrive Developers & Industries Private Limited

Balance Sheet as at 31st March,2024

(₹ Lakhs)

	Note No.	As At 31st March'2024	As At 31st March'2023	As At 01st April'2022
ASSETS				
(1) Non-current Assets				
(a) Property, Plant and Equipment	2	2,665.12	2,665.12	2,665.12
		2,665.12	2,665.12	2,665.12
(2) Current Assets				
(a) Financial Assets				
(i) Investments	3	112.76	67.60	38.39
(ii) Cash and Cash Equivalents	4	0.49	1.09	0.45
(iii) Bank Balance other than (ii)	5	1.96	1.92	1.73
(b) Current Tax Assets (Net)	6	0.12	-	-
(c) Other Current Assets	7	0.10	0.05	0.05
		115.43	70.66	40.62
TOTAL ASSETS		2,780.55	2,735.78	2,705.74
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share Capital	8	16.74	10.00	10.00
(b) Other Equity		2,751.02	1,625.15	1,595.55
		2,767.76	1,635.15	1,605.55
LIABILITIES				
(1) Non-Current Liabilities				
(a) Financial Liabilities				
(i) Long-Term Borrowings	9	-	151.00	151.00
		-	151.00	151.00
(2) Current Liabilities				
(a) Financial Liabilities				
(i) Short-Term Borrowings	10	-	940.00	940.00
(ii) Trade Payables				
Micro and Small Enterprises		-	-	-
Others	11	0.51	-	-
(iii) Other Financial Liabilities	12	10.50	9.00	9.00
(b) Other Current Liabilities	13	1.78	0.59	0.06
(c) Current Tax Liabilities (Net)	14	-	0.04	0.13
		12.79	949.63	949.19
TOTAL EQUITY AND LIABILITIES		2,780.55	2,735.78	2,705.74

Material Accounting Policies	1
Notes on financial statements	2-32

As per our report of even date
For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

SUMIT JAIN
Partner
Membership No. 99119
New Delhi,
Dated: 20th May, 2024

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

for and on behalf of the board
Directors

Sudhir A. Bidkar
(DIN: 00113646)

Chiranjiv Kumar Bagga
(DIN: 07344179)

Priyank Shukla
(DIN: 09694570)

Hidrive Developers & Industries Private Limited

Statement of Profit & Loss for the Year ended 31st March 2024

(₹ Lakhs)

		Note No.	For The Year Ended March 31 ,2024	For The Year Ended March 31 ,2023
	Income :			
I.	Revenue From Operations	15	42.00	36.00
II.	Other Income	16	6.28	2.84
III.	**Total Income (I+II)**		48.28	38.84
IV.	**Expenses :**			
	a) Other Expenses	17	6.68	0.09
	Total Expenses (IV)		6.68	0.09
V.	**Profit Before Exceptional Items and Tax (III-IV)**		41.60	38.75
VI.	Exceptional Items			
VII.	**Profit/(Loss) before Tax (V-VI)**		41.60	38.75
VIII.	Tax Expense			
	(1) Current tax		8.98	9.17
	(2) Deferred tax			
	(3) Tax adjustments for Earlier Years		-	-0.02
	Total Tax Expense (VIII)		8.98	9.15
IX.	**Profit / (Loss) for the Year**		32.62	29.60
X.	Other Comprehensive Income		-	-
XI.	**Total Comprehensive Income For The Year (IX+ X)**		32.62	29.60
XII.	Earnings Per Share (Face value of Rs. 10/- each)			
	Basic & Diluted	18	25.71	29.60
	Material Accounting Policies	1		
	Notes on financial statements	2-32		

for and on behalf of the Board of Directors

As per our report of even date
For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

SUMIT JAIN
Partner
Membership No. 99119
New Delhi,
Dated: 20th May, 2024

A. K. GUTGUTIA & CO. New Delhi Chartered Accountants

Sudhir A. Bidkar
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Hidrive Developers & Industries Private Limited

Statement Of Changes In Equity For The Year Ended 31st March, 2024

A. Equity Share Capital

(₹ Lakhs)

Particulars	As at 01st April'2022	Change during the year	As at 31st March'2023	Change during the year	As at 31st March'2024
Equity Shares	10	-	10	6.74	16.74
Total	**10**	**-**	**10**	**6.74**	**16.74**

B. Other Equity

(₹ Lakhs)

	Reserve & Surplus			
Particulars	**Retained Earning**	**Fair Value Reserve**	**Securities Premium**	**Total**
Balance as at 01st April'2021	**(40.90)**	**-**	**-**	**(40.90)**
Profit / (Loss) for the Year	26.85	1,633.49	-	1,660.34
Dividend paid on Preference Shares	(24.33)	-	-	(24.33)
Fair Value Gain on Mutual Fund	0.44			0.44
Balance as at 31st March'2022	**(37.94)**	**1,633.49**	**-**	**1,595.55**
Profit / (Loss) for the Year	29.60	-	-	29.60
Balance as at 31st March'2023	**(8.34)**	**1,633.49**	**-**	**1,625.15**
Profit / (Loss) for the Year	32.62	-	-	32.62
Issue of Eq.Shares 67360 at premium of Rs. 1623	-	-	1,093.25	1,093.25
Balance as at 31st March'2024	**24.28**	**1,633.49**	**1,093.25**	**2,751.02**

As per our report of even date
For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

SUMIT JAIN
Partner
Membership No. 99119
New Delhi,
Dated: 20th May, 2024

A. K. GUTGUTIA & CO. New Delhi Chartered Accountants

for and on behalf of the Board of Directors

Sudhir A. Bidkar
(DIN: 00113646)

Chiranjiv Kumar Bagga
(DIN: 07344179)

Priyank Shukla
(DIN: 09694570)

(v) Current & Non-Current Classifications

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

An asset is treated as current when it is expected to be realised or intended to be sold or consumed i normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelv months after the reporting period, or Cash or cash equivalent unless restricted from being exchanged o used to settle a liability for at least twelve months after the reporting period

A liability is current when It is expected to be settled in normal operating cycle,It is held primarily fo the purpose of trading, It is due to be settled within twelve months after the reporting period, or there i no unconditional right to defer the settlement of the liability for at least twelve months after th reporting period

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issu of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current

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

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

(vi) Material Accounting Judgements, Estimates and Assumptions

The preparation of these Financial Statements requires management judgements, estimates an assumptions that affect the application of Accounting Policies, the Accounting disclosures made and th reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumption are reviewed on an ongoing basis. Revisions to Accounting estimates are recognised in the period i which the estimates are revised and any future periods effected pursuant to such revision.

III. Material Accounting Policies

(1) Property, Plant and Equipment

Property, Plant and Equipment (PPE) are stated at cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenses directly attributable tc bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management. .

Subsequent cost are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of property, plant and equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an asset are capitalized until the period of commissioning has been completed and the asset is ready of its intended use.

Property, Plant and Equipment are eliminated from Financial Statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value.

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

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Property, Plant and Equipment are eliminated from Financial Statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods, estimated useful lives and residual value.

A. K. GUTGUTIA & CO. New Delhi Chartered Accountants

Deprecation is calculated using the Straight Line Method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013, except for Captive Power Plants, Split Grinding Units, Vehicles & Locomotives, office equipment and Furniture & Fixtures which is provided on Written Down Value Method (WDV) as per the said schedule. Depreciation on RMC is provided considering estimated useful life of 6 years on SLM basis.

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit or Loss within other gains / (losses).

Depreciation on impaired assets is provided on the basis of their residual useful life.

(2) Investment Properties

Property that is held for long-term rentals yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

Investment properties are depreciated using the Straight Line Method (SLM) over their estimated useful lives. The useful live has been determined based on technical evaluation performed by the management's expert.

The Residual value, useful lives and depreciation method of investment properties are reviewed, and adjusted on Prospective basis as appropriate, at each financial year end. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

(3) Intangible Assets

Intangibles Assets are recognized if the future economic benefits attributable to the Assets are expected to flow to the Company and the cost of the asset can be measured reliably.

Internally generated intangibles, excluding capitalized developments costs, are not capitalized and the related expenditure is reflected in Statement of Profit and Loss in the period in which the expenditure is incurred.
The useful lives of Intangibles Assets are assessed as either finite or indefinite. The amortization period and the amortization method for an Intangible Asset with a finite useful life are reviewed atleast at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible Asset with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the Intangible Asset may be impaired.

Intangible Assets are amortized as follows:

- Computer Software & Mining Right Over a period of five years

Intangibles Assets with indefinite useful lives, if any are not amortised, but are tested for impairment annually , either individually or at the cash-generating unit level. The assessment of indefinite useful life is reviewed annually to determine whether indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite life is made on prospective basis.

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Gain or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(4) Research and Development Cost

Revenue Expenditure on Research and Development is charged to Statement of Profit and Loss and Capital Expenditure is added to Property, Plant and Equipment.

However, Development expenditure on new product is capitalized as Intangible Asset.

(5) Inventories

Inventories are carried in the balance sheet as follows :

a)	Raw Materials, Packing Materials, construction Materials, Stores & Spares.	:	At cost , on weighted average basis.
b)	Work-in Progress – Manufacturing	:	At Lower of Cost of Material, plus appropriate production Overheads and Net Realizable Value.
c)	Finished Goods – Manufacturing	:	At Lower of Cost of Materials plus Appropriate Production Overheads and Net Realizable Value.
d)	Finished goods – Trading	:	At lower of cost, on Weighted Average Basis and Net Realizable Value.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Slow and non-moving material, obsolete, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of Balance Sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

Net Realisable Value is the estimated Selling Price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(6) Cash and Cash Equivalents

Cash and Cash Equivalents includes cash on hand, deposits held at call with Banks / Financial Institutions, other short-term, highly liquid investments which are subject to an insignificant risk of changes in value.

(7) Impairment of Assets

The carrying amounts of Property, Plant & Equipment, Intangible Assets and Investment Properties are reviewed at each Balance Sheet date to assess impairment, if any, based on internal / external factors. An impairment loss is recognised, as an expense in the Statement of Profit & Loss, wherever the carrying

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

amount of the Asset or Cash Generating Unit (CGU) exceeds its recoverable amount. The impairment loss recognised in prior accounting period is reversed, if there has been an improvement in recoverable amount in subsequent years. Recoverable amount is determined :-

- In the case of an Individual Asset, at the higher of the Fair Value less cost to sell and the value in use; and
- In the case of cash generating unit (a group of assets that generates identified, independent cash flows) at the higher of cash generating unit's fair value less cost to sell and the value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, and appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

(8) Foreign Currency Translations & Transitions

(i) Functional and Presentation Currency

The Company's financial statements are presented in INR, which is also the Company's Functional and Presentation Currency.

(ii) Transaction and Balance

Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary Assets and liabilities related to foreign currency transactions are stated at exchange rate prevailing at the end of the year and exchange difference in respect thereof is recognised to Statement of Profit & Loss.

(9) Financial Instruments.

A Financial Instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1. Financial Assets

1.1 <u>Definition</u>

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortised Cost

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit or loss. The losses arising from impairment are recognized in the Statement of Profit or Loss.

(ii) Financial Assets at Fair value through Other Comprehensive Income

A. K. GUTGUTIA & CO. New Delhi Chartered Accountants

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

(iii) Financial Assets at Fair value through Profit or Loss (FVTPL)

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement. For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

1.3 Investment in Equity Shares

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Statement of Profit and Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

1.4 Investment in Associates, Joint Ventures and Subsidiaries

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

1.5 Derecognition of Financial Assets

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right 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 right 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

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rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

2. Financial Liabilities

2.1 Definition

Financial liabilities include Long-term and Short-term Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement
All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

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

(b) Subsequent Measurement
The measurement of financial liabilities depends on their classification, as described below :

i)Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method (''EIR'') except for those designated in an effective hedging relationship. The carrying value of borrowings that are designated as hedged items in fair value hedges that would otherwise be carried at amortized cost are adjusted to record changes in fair values attributable to the risks that are hedged in effective hedging relationship.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Statement of Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

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Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized 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 amount initially recognized less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as trade payable if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

2.5 De-recognition of Financial Liability

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

3. Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

4. Derivative Financial Instruments

The Company uses derivative financial instruments, such as forward contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks. Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

(10) Grants

Grants from the Government are recognised when there is reasonable assurance that all underlying conditions will be complied with and that the grant will be received.

When loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. That grant is recognised in the Statement of Profit and Loss under 'other income'. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

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Government grants related to assets, including non-monetary grants at fair value, are presented in the balance sheet by recording the grant as deferred income which is released to the Statement of Profit and Loss on a systematic basis over the useful life of the asset.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other income'.

(11) Equity Share Capital

Ordinary Shares are classified as Equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from Retained Earnings, net of taxes.

(12) Provisions, Contingent liabilities and Contingent Assets

i) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

ii) Contingent Liability

Contingent Liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- A present obligation arising from past events, when no reliable estimate is possible:
- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

iii) Other Litigation Claims

Provision for litigation related obligation represents liabilities that are expected to materialize in respect of matters in appeal.

iv) Onerous Contracts

A provision for onerous contracts is measured at the present value of the lower of expected costs of terminating the contract and the expected cost of continuing with the contract. Before a provision is established, the Company recognizes impairment on the Assets with the contract.

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v) Contingent Asset

A Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(13) Revenue Recognition

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

i) Sale of Goods

Revenue is recognized upon transfer of control of promised goods or services to customers at transaction price (net of taxes and duties).

Taxes collected on behalf of the government are excluded from revenue. Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue and costs, if applicable, can be measured reliably

ii) Non-Cash Incentives

The Company provides Non-Cash incentives at Fair Value to customers. These benefits are passed on to customers on satisfaction of various conditions of various sales schemes. Consideration received is allocated between the products sold and non-cash incentives to be issued to customers. Fair value of the non-cash incentive is determined by applying principle of Ind AS 113 i.e. at market rate. A contract liability for the non-cash incentive is recognised at the time of sale.

iii) Power Distribution

Revenue from Power Distribution business is accounted on the basis of billings to the customers and includes unbilled revenues accrued up to the end of accounting year. Customers are billed as per the tariff rates issued by Electricity Regulatory Commission.

iv) Dividend Income

Dividend income is recognized when the right to receive dividend is established, which becomes certain after shareholders'approval.

v) Lease Income

Lease Agreements where the risk and rewards incidental to the ownership of an asset substantially vest with the lessor are recognized as operating leases. Leases rentals are recognized on straight –line basis as per the terms of the agreements in the statement of profit and loss.

vi) Interest Income

For all Financial instruments measured at amortized cost, interest income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial Instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in other income in Statement of Profit and Loss.

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vii) Renewable Energy Certificate

Renewable Energy Certificate (REC) benefits are recognized in Statement of Profit & Loss on Sale of REC. Income from Sale of RECs is recognized on the delivery to the Customers' Account.

viii) **Export Benefit**

Export incentives, Duty Drawbacks and other benefits are recognized in the Statement of Profit and Loss on Accrual Basis.

(14) Employees Benefits

i) Defined Contribution Plans

Contributions to the employees' regional Provident Fund, Superannuation Fund, Employees Pension Scheme and Employees' State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services. The Company has no obligation, other than the contribution payable to the respective funds. The Company recognises contribution payable to these schemes as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

ii) Defined Benefit Plans

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognized in Other Comprehensive Income. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

The Provident Fund Contribution other than contribution to Employees' Regional Provident Fund, is made to trust administered by the trustees. The interest rate to the members of the trust shall not be lower than the statutory rate declared by the Central Government under Employees' Provident Fund and Miscellaneous Provision Act, 1952. The Employer shall make good deficiency, if any.

iii) Short-term Employee Benefits

Short Term Benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

iv) Long-Term Employee Benefit

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date. Annual Leaves can either be availed or enchased subject to restriction on the maximum accumulation of Leaves.

v) Termination Benefits

Termination Benefits are recognized as an expense in the period in which they are incurred.

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The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

(a) When the entity can no longer withdraw the offer of those benefits; and

(b) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

(15) Borrowing Costs

(1) Borrowing Costs that are specifically attributable to the acquisition, construction, or production of a Qualifying Asset are capitalized as a part of the cost of such Asset till such time the asset is ready for its intended use or sale. A Qualifying Asset is an asset that necessarily requires a substantial period of time (generally over twelve months) to get ready for its intended use or sale.

The Borrowing Cost consists of Interest & Other Incidental costs that the Company incurs in connection with the borrowing of such Funds.

(2) For general borrowing used for the purpose of obtaining a Qualifying Asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

(3) Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. All other borrowing costs are recognized as expense in the period in which they are incurred.

(16) Leases

The Company assesses at contract inception whether a contract or part of contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

a) Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-Of-Use Assets

The Company recognises Right-Of-Use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use Assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of Right-Of-Use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use Assets are depreciated on a straight-line basis from the commencement date over the shorter of the lease term and the estimated useful lives of the Assets.

If ownership of the Leased Asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the Asset.

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ii) Lease Liabilities

At the commencement date of the lease, the Company recognises Lease Liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its existing weighted average cost of capital (WACC) rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Lease liabilities have been presented as a separate line and Right-of-use assets have been presented under Property Plant and Equipment in the balance sheet. Lease payments have been classified as cash used in financing activities.

i) Short-Term Leases and Leases of Low-Value Assets

The Company has elected not to recognise Right-of-Use Assets and Lease Liabilities for short term leases of all assets that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease.

b) **Company as a Lessor**

Lease income from Operating Leases where the Company is a Lessor is recognized in income on a straight-line basis over the lease term unless the recipients are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective Leased Assets are included in the Balance Sheet based on their nature.

(17) Taxes on Income

a) Current Tax

i) Tax on Income for the Current Period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii) Current Income Tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss .Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b) Deferred Tax

Deferred Tax is provided using the Balance Sheet Approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

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The carrying amount of Deferred Tax Assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the Deferred Tax Asset to be utilized. Unrecognized Deferred Tax Assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred Tax Assets and Liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred Tax relating to items recognized outside the Statement of Profit and Loss is recognized outside the Statement of Profit and Loss.

Deferred Tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in Equity.

The break-up of the major components of the Deferred Tax Assets and Liabilities as at Balance Sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company have a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

(18) Exceptional Items

On certain non-recurring occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

(19) Earnings Per Share (EPS)

i) Basic Earnings Per Share

Basic Earnings Per Share is calculated by dividing

- The Profit or Loss attributable to Equity Shareholders of the Company by the Weighted Average number of Equity Shares outstanding during the Financial Year, adjusted for bonus elements in Equity Shares issued during the Year.

ii) Diluted Earnings Per Share

Diluted Earnings Per Share adjusts the figures used in the determination of basic earnings per share to take into account

- The after Income Tax Effect of interest and other financing costs associated with dilutive potential equity shares, and the Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

(20) Segment Accounting

The Company is engaged primarily into manufacturing of Cement. The Company has only one business segment as identified by management namely Cementious Materials.

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Segments have been identified taking into account nature of product and differential risk and returns of the segment. The business segments are reviewed by the Vice Chairman & Managing Director (Chief Operating Decision Maker).

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on each segments profit or loss and is measured consistently with profit or loss in the financial statements.

(21) Cash dividend

The Company recognises a Liability to pay dividend to Equity Holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in Other Equity. Interim Dividends are recognised as a Liability on the date of declaration by the Company's Board of Directors.

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Note -2 Property, Plant and Equipment

(₹ Lakhs)

Particulars	Freehold Land	Buildings	Office Equipments	Total
Gross Block				
As at 01st April'2022	2,665.12	-	-	**2,665.12**
Additions/Adjustments	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at 31st March'2023	**2,665.12**	-	-	**2,665.12**
Additions/Adjustments	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at 31st March'2024	**2,665.12**	-	-	**2,665.12**
Accumulated Depreciation/ Amortisation				
As at 01st April'2022	-	-	-	-
Charged For the Year	-	-	-	-
Disposal	-	-	-	-
As at 31st March'2023	-	-	-	-
Charged For the Year	-	-	-	-
Disposals/Adjustments	-	-	-	-
As at 31st March'2024	-	-	-	-
Net Carrying Amount				
As at 31st March'2023	**2,665.12**	-	-	**2,665.12**
As at 31st March'2024	**2,665.12**	-	-	**2,665.12**

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(₹ Lakhs)

	31st March 2024	31st March 2023	01st April 2022

Note -3
Current Investment

Investments in Mutual Fund at FVTPL	31st March'2024		31st March'2023		01st April'2022	
	Number	Value	Number	Value	Number	Value
Kotak Low Duration fund_Regular Plan	623.71	20.56	-	-	1,407.83	38.39
Kotak Liquid Fund_Direct Growth	983.61	47.99	1,069.61	48.65	-	-
Kotak Money Market Fund_Direct Growth	828.59	34.16	495.37	18.95	-	-
Kotak Saving Funds	24,567.25	10.05	-	-	-	-
		112.76		67.60		38.39
Aggregate book value of quoted investments		112.76		67.60		38.39
Aggregate market value of quoted investments		112.76		67.60		38.39
Aggregate book value of unquoted investments		-		-		-
Aggregate amount of Impairment in value of investments		-		-		-

Note- 4
Cash & Cash Equivalents

	31st March 2024	31st March 2023	01st April 2022
Cash on hand	-	-	-
Balance with bank:-			
On Current Accounts	0.49	1.09	0.45
	0.49	1.09	0.45

Note - 5
Bank Balances Other than Cash and Cash Equivalents

	31st March 2024	31st March 2023	01st April 2022
Fixed Deposit	1.86	1.82	1.73
Central Bank Dividend Account	0.10	0.10	
	1.96	1.92	1.73

Note- 6
Current Tax Assets

	31st March 2024	31st March 2023	01st April 2022
Advance Income Taxes	0.12	-	-
	0.12	-	-

Note- 7
Other Current Assets

	31st March 2024	31st March 2023	01st April 2022
Accured Interest	0.10	0.05	0.05
	0.10	0.05	0.05

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(₹ Lakhs)

Note- 8 Equity Share Capital	31st March 2024	31st March 2023	01st April'2022
Authorised:			
Equity Shares - 10,00,000 of Rs. 10 each (Previous year 1,00,000 of Rs. 10 each)	100.00	10.00	10.00
Preference Shares - 1,51,,000 (Previous year 2,41,000) of Rs. 100 each)	151.00	241.00	241.00
	251.00	251.00	251.00
Issued, Subscribed and Paid up:			
Equity Shares 1,67,360 of Rs. 10 each (Previous year 1,00,000 of Rs. 10 each) fully paid up	16.74	10.00	10.00
8% Cumulative Preference Shares 1,51,000 of Rs. 100 each (Previous year 1,51,000 of Rs. 100 each) fully paid up	-	151.00	151.00
	16.74	161.00	161.00
Less: Reclassification of Preference Shares			
8% Cumulative Redeemable Preference Shares 1,51,000 of Rs. 100 each (Previous year 1,51,000 of Rs. 100 each) fully paid up	-	-151.00	-151.00
	-	-151.00	-151.00

a. Reconciliation of Number of Share Outstanding :

	31st March 2024	31st March 2023	01st April'2022
Opening Balance	1,00,000	1,00,000	1,00,000
Shares issued during the year	67,360	-	-
Shares brought back during the year	-	-	-
Shares outstanding at the end of the year	1,67,360	1,00,000	1,00,000

b. Shareholders Holding More Than 5% of Total Issued Shares

Name	% of holding	31st March 2024 Numbers	31st March 2023 Numbers	01st April 2022 Numbers
JK Lakshmi Cement Ltd & Its Nominees	100%	1,67,360	-	-
Sh. Bharat Hari Singhania	25%	-	25,000	25,000
Smt. Vinita Singhania	25%	-	25,000	25,000
Dr. Raghupati Singhania	25%	-	25,000	25,000
Smt. Sunanda Singhania	8%	-	8,333	8,333

c. Disclosure of Shareholding of Promoters

			% of Total number of Shares		
Promoters Name	**No. of shares**	**% of Change during the year**	**31st March 2024**	**31st March 2023**	**01st April 2022**
JK Lakshmi Cement Ltd & Its Nominees	167360	100%	100%	-	-
Sh. Bharat Hari Singhania	25000	-100%	-	25%	25%
Smt. Vinita Singhania	25000	-100%	-	25%	25%
Dr. Raghupati Singhania	25000	-100%	-	25%	25%
Smt. Sunanda Singhania	8333	-100%	-	8%	8%
Sh. Anshuman Singhania	4167	-100%	-	4.17%	4.17%
Sh. Shrivats Singhania	4167	-100%	-	4.17%	4.17%
Sh. Harsh Pati Singhania	4166	-100%	-	4.16%	4.16%
Sh. Vikrampati Singhania	4167	-100%	-	4.17%	4.17%

d. Terms / Rights Attached to Equity Shareholders :

1 The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share

e. The Company has successfully completed the Right Issue of Rs.6.74 lakhs in 06th November, 2023. Pursuant to the Right Issue, the Company issued 67,360 Equity Shares of Rs. 10 each at a price of Rs. 1633.(inclusive of a Premium of Rs.1623 Per Equity Share)

(₹ Lakhs)

	31st March 2024	31st March 2023	01st April 2022
Note- 9			
Other Non Financial Liabilities			
8% Cumulative Redeemable Prefernce Shares (Refer Note No. 30)	-	151.00	151.00
	-	151.00	151.00

Note- 10
Short Term Borrowings

	31st March 2024	31st March 2023	01st April 2022
Unsecured Loan	-	940.00	940.00
	-	940.00	940.00

Note- 11
Trade Payable

Particulars	Outstanding for following period from due date of payments					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
31st March 2024						
(i) MSME	-	-	-	-	-	-
(ii) Others	0.51		-	-	-	0.51
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
31st March 2023						
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-

Note- 12
Other Current Financial Liabilities

	31st March 2024	31st March 2023	01st April 2022
Security Deposit	10.50	9.00	9.00
	10.50	9.00	9.00

Note- 13
Other Current Liabilities

	31st March 2024	31st March 2023	01st April 2022
Govt. & Other Dues	0.57	0.54	-
Other Liabilities	1.21	0.05	0.06
	1.78	0.59	0.06

Note- 14
Current Tax Liabilities

	31st March 2024	31st March 2023	01st April 2022
Provision for Taxation	-	0.04	0.13
	-	0.04	0.13

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Hidrive Developers & Industries Private Limited

(₹ Lakhs)

	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Note- 15		
Revenue from Operation		
Income From Rent	42.00	36.00
	42.00	36.00
Note- 16		
Other Income		
Interest on F D- Banks	0.10	0.09
Profit on Sale of Current Investment*	6.14	2.75
Others	0.04	-
	6.28	2.84

* Net of Fair Value Gain of Rs. 5.87 Lakhs (Previous Year Gain of Rs.2.32 Lakhs)

	For The Year Ended March 31, 2024	For The Year Ended March 31, 2023
Note- 17		
Other Expenses		
Auditor's Remuneration		
Audit Fees	0.10	0.05
Others	0.02	-
Other Rates & Taxes	4.45	0.03
Advertisement & Publicity	0.16	-
Consultancy & Legal Charges	0.80	-
Electricity Expenses	0.85	-
Miscellaneous Expenses	0.30	0.01
	6.68	0.09
Note- 18		
Earning Per Share (Basic / Diluted)		
Net Profit/(Loss) as per Statement of Profit and Loss	32.62	29.60
Net profit/(loss) attributable to equity shareholders	32.62	29.60
Weighted average number of Equity Shares outstanding during the period	1,26,870.38	1,00,000.00
		-
Earnings per Equity Share (Rs.) (face value of Rs. 10/- each) Basic and Diluted	25.71	29.60

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Note- 19

Ratio Analysis and its Element

S. No.	Particulars	Units	March 31, 2024	March 31, 2023	% Change	Reasons
1	**Current Ratio** (Current Assets / Current Liabilities)	Times	9.40	0.07	12528%	Repayment of Current Liabilities in the CY
2	**Debt Equity Ratio** (Total Debt (Borrowing) / Total Equity)	Times	-	0.67	-100%	Repayment of Preference Share Capital
3	**Debt Service Coverage Ratio** (Earnings before Interest, depreciation and taxes / Interest + Principal Repayment)	Times	-	-	-	
4	**Return on Equity Ratio** (Profit for the period / Average Total Equity)	%	0.01	0.02	-19%	
5	**Inventory Turnover Ratio** (Net Revenue from Operations / Average Inventory)	Times	-	-	-	
6	**Trade Receivable Turnover Ratio** (Net Revenue from Operations / Average Trade Receivable)	Times	-	-	-	
7	**Trade Payable Turnover Ratio** (Purchases of Goods & Services / Average Trade Payable)	Times	-	-	-	
8	**Net Capital Turnover Ratio** (Net Revenue from Operations / Average Working Capital)	Times	0.02	0.02	-14%	
9	**Net Profit Ratio** (Profit for the period / Revenue from Operations)	%	0.78	0.82	-6%	
10	**Return on Capital Employed (Before Tax)** (Earnings before Interest, taxes & Exceptional Items / Average Capital Employed)	%	0.01	0.01	-5%	
11	**Return on Investment** (Interest Income on fixed deposits, bonds and debentures + Dividend Income + Profit on sale of Investments + Profit on fair valuation of Investments carried at FVTPL / Current Investments + Non Current Investments + Other bank balances)	%	5%	4%	36%	Increase in Investment in Mutual Fund in the CY

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New Delhi
Chartered Accountants

Notes accompanying the Financial Statements.

20. Financial Risk Management Objectives and Policies.

The Company realizes that risks are inherent & integral part of any business. The primary focus is to foresee the unpredictability of financial market & seek to minimize potential adverse effect on its financial performance. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk.

20.1 Market Risk:

Market Risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a Financial Instrument change may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes the affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive Financial Instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk: Interest Rate Risk, Currency Risk and Other Price Risk such as Equity Price Risk and Commodity Risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures.

(a). Interest Rate Risk:- Interest Rate Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in Market Interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The following Table shows the Company's Fixed & Floating Rate Borrowings:

(₹ in Lakhs)

S.No.	Particulars	As at 31.03.2024	As at 31.03.2023
1	**Loans in Rupees**		
	- Fixed Rate	-	-
	- Floating Rate	-	-
	Total	-	-

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

(b). Interest Rate Sensitivity: The Company has no Borrowings as stated in (a) above. Hence there is no interest rate sensitivity.

20.2 Credit Risk:

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivable:- Customer Credit Risk is managed based on Company's established policy, procedures and controls. The Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Individual risk limits are set accordingly.

The Aging of Trade Receivables are as below- **(₹ in Lakhs)**

Particulars	Neither Due not Impaired	Due upto 6 Months	Due 6 to 12 Months	Above 12 Months	Total
As at 31 March 2024	-	-	-	-	-
As at 31 March 2023	-	-	-	-	-

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Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

20.3 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 is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings, and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities :

The following Table provides undiscounted cash flows towards Financial Liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in Lakhs)

S.No	Particulars	Carrying Amount	Due within 1 Year	Due between 1-5 Years	Due after 5 Years	Total
1	**As on 31st March, 2024**					
	- Borrowings	-	-	-	-	-
	- Trade Payables	0.51	0.51	-	-	0.51
	- Other Liabilities	10.50	10.50	-	-	10.50
	Total	**11.01**	**11.01**	**-**		**11.01**
2	**As on 31st March 2023**					
	- Borrowings	1091.00	940.00	151.00	-	1091.00
	- Trade Payables	-	-	-	-	-
	- Other Liabilities	9.00	9.00	-	-	9.00
	Total	**1100.00**	**949.00**	**151.00**	**-**	**1100.00**

21. Capital Risk Management:

The Company manages its Capital Structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, compulsorily convertible debentures, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short-term deposits.

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(₹ in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Borrowings	-	1,091.00
Less: Cash and Cash equivalents (including Current Investments)	2.45	3.01
Net debt	**-**	**1,087.99**
Equity Share Capital	16.74	10.00
Other Equity	2,751.02	1,625.15
Total Capital	**2,767.76**	**1,635.15**
Capital and net debt	**2,767.76**	**2,723.14**
Gearing ratio	**-**	**39.95%**

The Company is not subject to any external imposed capital requirement. The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long-term debt.

22. Fair Value of Financial Assets and Liabilities:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the companies: -

(₹ in Lakhs)

Particulars	31st March'2024		31st March'2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
A. Financial Assets				
(i) At Fair Value through Profit and Loss:-				
Investments				
- Mutual Funds	112.76	112.76	67.60	67.60
(ii) At Amortized Cost:-				
a) Bank FDs.	1.86	1.86	1.82	1.82
b) Cash & Bank Balances	0.59	0.59	1.19	1.19
c) Trade Receivable	-	-	-	-
d) Others	-	-	-	-
Total	**115.21**	**115.21**	**70.61**	**70.61**
B. Financial Liabilities				
(i) At Amortized Cost				
- Borrowings	-	-	1,091	1,091
- Trade Payables	0.51	0.51	-	-
- Other Financial Liabilities	10.50	10..50	9.00	9.00
Total	**11.01**	**11.01**	**1,100.00**	**1,100.00**

Fair Valuation Techniques:
The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a

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liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values: -

1. Fair Value of Cash and Deposits, Trade Receivables, Trade Payables, and Other Current Financial Assets and Liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

2. Other Non-Current Receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.

3. Fair Value of Investments in Quoted Mutual Funds and Equity Shares are based on quoted market price at the reporting date. The fair value of unquoted Investments in Preference Shares are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The fair value of unquoted Investments in Equity Shares are estimated on Net Assets Basis.

4. Fair Value of Borrowings from Banks and other Non-Current Financial Liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

5. The Fair Values of Derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy:

The following Table provides the fair value measurement hierarchy of Company's Asset and Liabilities, grouped into Level 1 to Level 3 as described below:

i. **Level 1:** Quoted prices in active markets.

ii. **Level 2:** Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

iii. **Level 3:** Inputs that are not based on observable market data.

The following Table provides the Fair Value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 2 as described below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3
31st March, 2024 **Financial Assets** - Mutual Funds	112.76	-	-
31st March, 2023 **Financial Assets** - Mutual Funds	67.60	-	-

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23. Segment Information:

The Company is engaged primarily into Renting of Land.

24. Income Tax Expense:

i. Amount recognized in statement of profit and loss:-

(₹ in Lakhs)

Particulars	2023-24	2022-23
Current Tax	8.98	9.17
Deferred Tax (Relating to origination and reversal of temporary difference	-	-
Adjustments in respect of current income tax of previous year	-	(0.02)
MAT		
MAT Credit Entitlement	-	-
MAT Credit Entitlement Utilized	-	-

(ii) Reconciliation of effective tax rate.

((₹ in Lakhs)

Particulars	**2023-24**	**2022-23**
Accounting profit/(loss) before income tax	**41.60**	**38.75**
At applicable Statutory Income tax rates	**25.17%**	**25.17%**
Computed Income Tax Expense/(Income)	**10.47**	**9.75**
Increase/(Reduction) in taxes on account of -		
Other Adjustment	(1.49)	(0.58)
Previous year tax adjustments	-	(0.02)
Taxes on Unabsorbed Dep & C/F Losses	-	-
Tax Due to Difference in Rates	-	-
Income Tax Expense/(Income) reported to profit & loss	**8.98**	**9.15**
Effective tax rate	**21.59%**	**23.61%**

25. The company has neither proposed nor declared any Dividend during the Financial Year 2023-24 (Previous Year – NIL).

26. Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under (as certified by Management) :

i. Principal and Interest amount due and remaining unpaid as at 31st March 2024 - Nil (Previous year - Nil).

ii. Interest paid in terms of section 16 of the MSME Act during the year - Nil (Previous year - Nil).

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iii. The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified – Nil (Previous year - Nil).

iv. Payment made beyond the appointed day during the year - Nil (Previous year - Nil).

v. Interest Accrued and unpaid as at 31st March 2024- Nil (Previous year - Nil).

27. Amount paid to Auditors:

(₹ in Lakhs)

Particulars	**Year Ended 31st March'2024**	**Year Ended 31st March'2023**
Statutory Audit Fees	0.10	0.05
For Taxation Matters	-	-
For Other Services	0.02	-
Total	**0.12**	**0.05**

28. Related party disclosure

List of Related Party :

JK Lakshmi Cement Limited (JKLCL) (Ultimate Holding Company) w.e.f. 30th August, 2023.
Udaipur Cement Works Limited (UCWL) (Subsidiary of Ultimate Holding Company) w.e.f. 30th August, 2023.
Hansdeep Industries & Trading Company Limited (Subsidiary of Ultimate Holding Company) w.e.f. 30th August, 2023.
Agrani Cement Private Limited (Subsidiary of Ultimate Holding Company) w.e.f. 12th February 2024.

Key Management Personnel (KMP) :

Shri Sudhir A. Bidkar	Director w.e.f. 05.02.2024
Shri Chiranjiv Kumar Bagga	Director w.e.f. 05.02.2024
Shri Sanjiv Saxena	Director upto 06.02.2024
Shri Priyank Shukla	Director w.e.f. 05.02.2024
Shri UK Gupta	Director upto 06.02.2024
Shri Bharat Hari Singhania	Chairman
Smt. Vinita Singhania	Vice Chairman & Managing Director
Shri Arun Kumar Shukla	President & Director
Ms. Bhaswati Mukherjee	Independent & Non-Executive Director
Shri N.G. Khaitan	Independent & Non-Executive Director
Dr. Raghupati Singhania	Non Independent & Non-Executive Director
Shri Ravi Jhunjhunwala	Independent & Non-Executive Director
Shri Sadhu Ram Bansal	Independent & Non-Executive Director
Shri Sudhir A Bidkar	Chief Financial Officer
Shri Amit Chaurasia	Company Secretary

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

The following transactions were carried out with related parties in the ordinary course of business:

(₹ in Lakhs)

Nature of Transaction	2023-24 (JKLCL)	2022-23 (JKLCL)
Security Deposit received	1.50	-
Rent received	28.91	-
Security Deposit outstanding as at the end of the year	10.50	-

- Taxes and duties are included in the value as stated above.

29. Other Statutory Information:

1. The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

2. The Company do not have any transactions with companies struck off.

3. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

4. The Company have not traded or invested in crypto currency or virtual currency during the financial year.

5. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

   (a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
   (b). Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.

6. The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

   (a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
   (b). Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.

7. The Company have not any such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

8. The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.

30. During the year, the Company redeemed 8% Cumulative Preference shares of Rs 151 lacs at par. The accumulate dividend for the FY 2022-23 and upto date of redemption amounting to Rs. 19.43 Lakhs is being paid out of the profit of the Current Financial Year.

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30 (a). The Company has reclassified Inventories to Non- Current Assets (Property, Plant & Equipment) at the time of adoption of Ind AS.

31. First-time adoption of Ind AS

These are the first Financial Statements prepared in accordance with Ind AS by the Company. The accounting policies set out in Note 1 have been applied in preparing Financial Statements for the year ended March 31, 2024, the comparative information presented in these Financial Statements for the year ended March 31, 2023 and in preparation of an opening Ind AS balance sheet at April 01, 2022 (the transition date). In preparing its opening Ind AS balance sheet, the
Company has adjusted the amounts reported previously in Financial Statements prepared in accordance with the accounting standards noticed under the section 133 Companies Act, 2013, read together with rule 7 of Companies (Accounts) Rules, 2014 (Previous GAAP). An explanation of how the transition from Previous GAAP to Ind AS has affected the Company's nancialnancial- performance and cash flows is set out in following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. There is no such estimate which is changed while applying Ind AS. All the estimates as per Previous GAAP is carried forward as in Ind AS transition balance sheet as at April 01, 2022.
Further, the Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Previous GAAP:
- Investment in equity instruments carried at FVTPL or FVOCI.

A.2.2 Classification and measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of Financial Assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

B. (i) Reconciliations between Previous GAAP and Ind AS

Reconciliation of Other Equity as at April 1, 2022 on transition to Ind AS as at April 1, 2022

(₹ in Lakhs)

Particulars	Retained Earning	Fair Value Reserve	Total
Balance as at April 01, 2022 (IGAAP)	(38.38)	-	(38.38)
Fair Value Gain on Current Investment	0.44	-	0.44
Fair Valuation of PPE	-	1,633.49	1,633.49
Balance as at April 01, 2022 (IND AS)	**(37.94)**	**1,633.49**	**1,595.55**

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

Reconciliation of Other Equity as at March 31, 2023 on transition to Ind AS as at March 31, 2023

(₹ in Lakhs)

Particulars	Retained Earning	Fair Value Reserve	Total
Balance as at March 31, 2023 (IGAAP)	**(11.10)**	-	**(11.10)**
Impact in Other Equity on transition as per April 01, 2022	0.44	1,633.49	1,633.93
Fair Value Gain on Current Investment	2.32	-	2.32
Balance as at March 31, 2023 (IND AS)	**(8.34)**	**1,633.49**	**1,625.15**

The previous year GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purposes of this note

(ii) Reconciliation of Total Comprehensive Income from Previous GAAP to Ind AS as at March 31,2023

(₹ in Lakhs)

Particulars	Amount
Balance as at March 31, 2023 (IGAAP) – Profit & Loss	**27.28**
Fair Value Gain on Current Investment	2.32
Balance as at March 31, 2023 (IND AS)	**29.60**

Note a: Under previous GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled previous GAAP profit to total comprehensive income as per Ind AS.

Note b: Under previous GAAP, Investments in equity instruments and other instruments were classified as long-term investments or current investment based on the intended holding period and realisability. Long term investment was carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, investment in mutual fund are measured at fair value through profit & loss (FVTPL). At the transition to Ind AS difference between these instruments fair value and Previous GAAP carrying amount has been recognised in retained earnings. Subsequently, the fair value gain and loss are recorded in the statement of profit & loss.

Note c: Effect to Balance Sheet

(₹ in Lakhs)

Effect to Balance Sheet	March 31, 2023	April 01, 2022
Increase/ (Decrease) in Property Plant & Equipment-Non-Current Assets	1,633.49	1,633.49
Increase/ (Decrease) in Financial Assets- Current Investments	2.32	0.44

Note d : The transition from previous GAAP to Ind AS has not had a material impact on the statement of cash flows.

A. K. GUTGUTIA & CO. New Delhi Chartered Accountants

32. Previous year's figures have been rearranged and regrouped wherever necessary to make them comparable with current year figures.

As per our report of even date
For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

SUMIT JAIN
Partner
Membership No.99119
New Delhi
Dated: 20th May 2024

A. K. GUTGUTIA & CO.
New Delhi
Chartered Accountants

for & on behalf of the board

Directors

Sudhir A. Bidkar
(DIN: 00113646)

Chiranjiv Kumar Bagga
(DIN: 07344179)

Priyank Shukla
(DIN: 09694570)

Hidrive Developers & Industries Private Limited

CASH FLOW STATEMENT

For the year 31st March, 2024

		2023-2024	2022-2023
			(₹ Lakhs)
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Tax	41.60	38.75
	Adjustments for		
	Profit on Sale of Investments	(0.27)	(0.43)
	Profit/Loss on Fair Valuation of Current Investment	(5.87)	(2.32)
	Operating Profit Before Working Capital Changes	35.46	36.00
	Adjustment for		
	Trade and Other Receivables	(0.05)	0.03
	Trade and Other Payables	1.67	0.53
	Cash Generated from Operations	37.08	36.56
	Direct Tax (Paid)/ Refund	(9.14)	(9.26)
	Net Cash from Operating Activities	27.94	27.30
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	(Purchase)/ Sale of Investments (Net)	(39.00)	(26.47)
	Security Deposit Received	1.50	-
	Net Cash from / (used in) Investing Activities	(37.50)	(26.47)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Equity Shares	1,100.00	-
	Redemption of Preference Shares Capital	(151.00)	-
	Payment of Unsecured Loan	(940.00)	-
	Net Cash from Financing Activities	9.00	-
D.	Increase / (Decrease) in Cash & Cash Equivalents	(0.56)	0.83
E.	Cash & Cash Equivalents as at the beginning of the year	3.01	2.18
F.	Cash & Cash Equivalents as at the close of the year	2.45	3.01

Notes:-

		2023-2024	2022-2023
1	Closing Cash and Cash Equivalents include:		
	-Cash on hand	0.49	1.09
	-Balance with Scheduled Bank	1.96	1.92
	Total	2.45	3.01

2 Previous year's figures have been re-arranged and re-cast wherever necessary.

Place: New Delhi
Date: 20th May, 2024

for and on behalf of the Board
Directors

As per our report of even date
For A. K. Gutgutia & Co.
Chartered Accountants
Firm Registration No. 000012N

Sudhir A. Bidkar
(DIN: 00113646)

Chiranjiv Kumar Bagga
(DIN: 07344179)

SUMIT JAIN
Partner
Membership No. 99119
New Delhi,
Dated: 20th May, 2024

Priyank Shukla
(DIN: 09694570)

A.K. GUTGUTIA & CO. New Delhi Chartered Accountants

HIDRIVE DEVELOPERS & INDUSTRIES LIMITED

ANNUAL ACCOUNTS

FY 2024-25
(April - September)

Independent Auditors' Report

To the Board of Directors
Hidrive Developers & Industries Limited
(formerly known as Hidrive Developers & Industries Private Limited)
New Delhi

Report on the Special Purpose Financial Statements

Opinion

We have audited the accompanying special purpose financial statements of **Hidrive Developers & Industries Limited** (formerly known as Hidrive Developers & Industries Private Limited) (the "Company") which comprise the special purpose balance sheet as at September 30, 2024, special purpose statement of profit and loss for the six months period ended September 30, 2024, special purpose statement of changes in equity and special purpose cash flow statement for the six months period ended September 30, 2024, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the special purpose financial statements").

The Special purpose financial statements have been prepared in accordance with the basis of preparation as set out in Note no. 1 of the special purpose financial statements.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid special purpose financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at September 30, 2024, and its profit (including other comprehensive income), changes in the equity and cash flow for the six months period ended on that date.

Basis for Opinion

We conducted our audit of the special purpose financial statements in accordance with the Standards on Auditing (SAs), 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 Special Purpose 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 special purpose 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 special purpose financial statements.

Management's Responsibility for the Special Purpose Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these special purpose financial statements that give a true and fair view of the financial position, financial performance, cash flows statement and changes in equity of the Company in accordance with the Indian accounting standards (Ind AS) prescribed under Section 133 of the Act read with relevant Rules issued thereunder.

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This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the special purpose financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing these special purpose financial statements, the Board of Directors of the Company are responsible for assessing the ability of the Company 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 Special Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose 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 special purpose financial statements.

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

- Identify and assess the risks of material misstatement of the special purpose 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 special purpose financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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- Evaluate the overall presentation, structure and content of the special purpose financial statements, including the disclosures, and whether the special purpose 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.

Restriction on Use

This report is being issued to the Company for the limited purpose of submission with National Company Law Tribunal ("NCLT") and/ BSE Limited/National Stock Exchange Limited /or Central Government and/or any other concerned authority in connection with the proposed scheme of amalgamation & arrangement mentioned in basis of preparation as set out in Note no. 1 of the special purpose financial statements and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

For S S Kothari Mehta & Co LLP
Chartered Accountants
Firm's Registration No.000756N/N500441

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Sunil Wahal
Partner
Membership No. 087294
Place: New Delhi
Date: February 18, 2025
UDIN: 25087294BMLBGM1175

Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Special Purpose Balance Sheet as at September 30, 2024

(₹ Lakhs)

	Note No.	As At September 30, 2024	As At March 31, 2024
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	2,665.12	2,665.12
		2,665.12	2,665.12
(2) Current Assets			
(a) Financial Assets			
(i) Investments	3	114.99	112.76
(ii) Cash and Cash Equivalents	4	0.76	0.49
(iii) Bank Balance other than above	5	1.96	1.96
(iv) Other Financial Assets	7 (a)	0.15	0.10
(b) Current Tax Assets (Net)	6	0.12	0.12
(c) Other Current Assets	7 (b)	0.09	-
		118.07	115.43
TOTAL ASSETS		2,783.19	2,780.55
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	8	16.74	16.74
(b) Other Equity		2,753.88	2,751.02
		2,770.62	2,767.76
LIABILITIES			
(1) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)	8A	0.96	-
		0.96	-
(2) Current Liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
Micro and Small Enterprises		-	-
Others	9	-	0.51
(ii) Other Financial Liabilities	10	10.50	10.50
(b) Other Current Liabilities	11	1.11	1.78
		11.61	12.79
TOTAL EQUITY AND LIABILITIES		2,783.19	2,780.55
Material Accounting Policies	1		
Notes on special purpose financial statements	2-27		

As per our report of even date
For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No. 000756N/N500441

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Sunil Wahal
Partner
Membership No. 087294
New Delhi
Date : February 18, 2025

for and on behalf of the Board of Directors
Hidrive Developers & Industries Limited
(formerly known as Hidrive Developers & Industries Private Limited)

Sudhir A. Bidkar
(DIN: 00113646)
New Delhi
February 18, 2025

Chiranjiv Kumar Bagga
(DIN: 07344179)
New Delhi
February 18, 2025

Priyank Shukla
(DIN: 09694570)
New Delhi
February 18, 2025

Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Special Purpose Statement of Profit and Loss for the period ended September 30, 2024

		Note No.	For the period ended September 30 ,2024	For the year ended March 31 ,2024
	Income :			
I.	Revenue From Operations	12	-	42.00
II.	Other Income	13	4.28	6.28
III.	**Total Income (I+II)**		4.28	48.28
IV.	**Expenses :**			
	a) Other Expenses	14	0.46	6.68
	Total Expenses (IV)		0.46	6.68
V.	**Profit Before Exceptional Items and Tax (III-IV)**		3.82	41.60
VI.	Exceptional Items			
VII.	**Profit/(Loss) before Tax (V-VI)**		3.82	41.60
VIII.	Tax Expense			
	(1) Current tax		-	8.98
	(2) Deferred tax		0.96	-
	(3) Tax adjustments for Earlier Years		-	-
	Total Tax Expense (VIII)		0.96	8.98
IX.	**Profit / (Loss) for the Year**		2.86	32.62
X.	Other Comprehensive Income		-	-
XI.	**Total Comprehensive Income For The Year (IX+ X)**		2.86	32.62
	Earnings Per Share (Face value of Rs. 4/- each)			
XII.	(Previous Year Rs. 10/- each)			
	Basic & Diluted	15	0.68	10.29
	*not annualised for the period ended september 30, 2024			
	Material Accounting Policies	1		
	Notes on special purpose financial statements	2-27		

As per our report of even date
For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No. 000756N/N500441

Sunil Wahal
Partner
Membership No. 087294
New Delhi
Date : February 18, 2025

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for and on behalf of the Board of Directors
Hidrive Developers & Industries Limited
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Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Special Purpose Statement of Chenges in Equity for the period ended September 30, 2024

A. Equity Share Capital

(₹ Lakhs

Particulars	As at April 01, 2023	Change during the year	As At March 31, 2024	Change during the year	As At September 30, 2024
Equity Shares	10.00	6.74	16.74	-	16.74
Total	**10.00**	**6.74**	**16.74**	**-**	**16.74**

B. Other Equity

(₹ Lakhs)

Particulars	Reserve & Surplus		
	Retained Earning	Securities Premium	Total
Balance as at April 01, 2023	**1,625.15**	**-**	**1,625.15**
Profit / (Loss) for the Year	**32.62**	**-**	**32.62**
Received during the year	**-**	**1,093.25**	**1,093.25**
Balance as at March 31, 2024	**1,657.77**	**1,093.25**	**2,751.02**
Profit / (Loss) for the period	**2.86**	**-**	**2.86**
Balance as at September 30, 2024	**1,660.63**	**1,093.25**	**2,753.88**

As per our report of even date
For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No. 000756N/N500441

S S KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Sunil Wahal
Partner
Membership No. 087294
New Delhi
Date : February 18, 2025

for and on behalf of the Board of Directors
Hidrive Developers & Industries Limited
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Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Notes to Special Purpose Financial Statements as at September 30, 2024

Note - 1

Company Overview, Basis of Preparation & Material Accounting Policies

I. Corporate & General Information.

Hidrive Developers and Industries Limited (''the Company'') is domiciled and incorporated in India. The Registered Office of the Company is situated at Jaykaypuram, Basantgarh, District Sirohi, Rajasthan. The Company is wholly owned subsidiary of JK Lakshmi Cement Limited.

The Company is primarily engaged in Renting of Land.

These special purpose Financial Statements were approved and adopted by the Board of Directors of the Company in their meeting held on February 18, 2025.

II. Basis of Preparation of Special purpose Financial Statements

(i) Statement of Compliance

The Special purpose Financial Statements have been prepared in accordance with Indian Accounting Standards (IND AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended time to time, relevant provisions of the Companies Act, 2013 and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The Special purpose Financial Statements comply with IND AS notified by Ministry of Company Affairs ("MCA"). The Company has consistently applied the Accounting Policies used in the preparation for all periods presented.

(ii) Basis of Preparation and purpose of Special purpose financial statements

The material Accounting Policies used in preparing the Special purpose Financial Statements are set out in Part III of Note-1 of the Notes to the Special purpose Financial Statements.

The company has entered in a composite scheme of amalgamation with its holding company, JK Lakshmi Cement Limited (the resultant or amalgamated company or JKLC), Udaipur Cement Works Limited (amalgamating Company 1 or UCWL), and Hansdeep Industries & Trading Company Limited (amalgamating Company 2). The company will also comply with the accounting standards prescribed under Section 133 of the Act, as well as other applicable rules and generally accepted accounting principles in India. Given the ongoing submissions to the National Company Law Tribunal (NCLT) and other regulatory bodies, the relevant financial information and statements of the unlisted entities involved in the scheme, along with listed companies, will be presented in the format specified for an abridged prospectus, as outlined in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The company has prepared its financial statements in line with the format prescribed in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(iii) Basis of Measurement

The Special purpose Financial Statements have been prepared on Accrual Basis and under the Historical Cost Convention except for the items that have been measured at Fair Value as required by relevant IND AS.

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(iv) Fair Value Measurement

Fair Value is the price that would be received to sell an Asset or paid to transfer a Liability in an orderly transaction between market participants at the measurement date.

The Fair Value of an Asset or a Liability is measured using the assumptions that market participants would use when pricing the Asset or Liability, assuming that market participants act in their best economic interest.

A Fair Value Measurement of a Non- Financial Asset takes into account a market participant's ability to generate economic benefits by using the Asset at its highest and best use or by selling it to another market participant that would use the Asset in its highest and best use.

For the purpose of Fair Value disclosures, the Company has determined classes of Assets and liabilities on the basis of nature, characteristics and risks of the Asset or Liability and the level of the Fair Value Hierarchy in which they fall.

(v) Current & Non-Current Classifications

All Assets and Liabilities have been classified as Current or Non-Current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the product & activities of the Company and their realization in Cash and Cash Equivalent, the Company has determined its operating cycle as twelve months for the purpose of Current and Non-Current classification of Assets and liabilities. Deferred Tax Assets and Liabilities are classified as Non-Current Assets and liabilities.

(vi) Significant Accounting Judgements, Estimates and Assumptions

The preparation of these Special purpose Financial Statements requires management judgements, estimates and assumptions that affect the application of Accounting Policies, the accounting disclosures made, and the reports amounts of Assets, Liabilities, Income and Expenses. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to Accounting estimates are recognized in the period in which the estimates are revised and any future periods effected pursuant to such revision.

III. Material Accounting Policies

(a) Property, Plant and Equipment

Property, Plant and Equipment are stated at Cost less Accumulated Depreciation and Accumulated Losses, if any. Cost includes expenses directly attributable to bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management.

Subsequent cost is included in the Asset's carrying amount or recognized as separate Asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate Asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

Assets in the course of construction are Capitalized in Capital Work in Progress Account. At the point when an Asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to

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the appropriate category of Property, Plant and Equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an Asset are capitalized until the period of commissioning has been completed and the Asset is ready of its intended use.

Property, Plant and Equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, Plant and Equipment and Gains or Losses arising from disposal of Property, Plant and Equipment are recognized in Statement of Profit and Loss in the year of occurrence.

Depreciation methods estimated useful lives and residual Value.

Deprecation method is calculated using the Straight-Line Method (SLM) to allocate their cost, net of their residual Values, over their estimated useful lives as specified in Schedule II to Companies Act, 2013 and is provided on Straight Line Method (SLM). Leasehold Land amortized over the period of lease.

The Assets residual Values, useful lives and Methods of Depreciation are reviewed at each Financial Year End and adjusted prospectively, if appropriate.

Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit or Loss within other Gains / (Losses).

(b) Cash and Cash Equivalents

Cash and Cash Equivalents include Cash on hand, Deposits held at call with Banks / Financial Institutions, other Short-Term, Highly Liquid Investments which are subject to an insignificant risk of changes in value.

(c) Financial Instruments

A Financial Instrument is any contract that gives rise to a Financial Asset of one entity and a Financial Liability or Equity Instrument of another Entity.

1. Financial Assets.

1.1 <u>Definition</u>:

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

At initial recognition, all Financial Assets are measured at Fair Value. The classification is reviewed at the end of each reporting period.

(i) Financial Assets at Amortized Cost:

At the date of initial recognition, are held to collect contractual Cash Flows of principal and interest on principal amount outstanding on specified dates. These Financial Assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying

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amount of the Financial Asset. The EIR amortization is included as interest income in Profit or Loss. The Losses arising from impairment are recognized in the Profit or Loss.

(ii) Financial Assets at Fair Value through Profit or Loss (FVTPL):

At the date of initial recognition, Financial Assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at Fair Value, with all Fair Value movements recognized in the Statement of Profit and Loss.

1.2 Trade Receivables

A Receivable is classified as a 'trade receivable' if it is in respect of the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade Receivables are initially recognized at their Transaction Value as reduced by provision for impairment, if any. For some trade receivables the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

1.3 Investment in Equity Shares/Mutual Funds

Investment in Equity Securities/Mutual Funds are initially measured at cost. Any subsequent Fair Value Gain or Loss is recognized through Profit or Loss if such Investments in Equity Securities/Mutual Funds are held for trading purposes.

1.4 Investment in Subsidiary

The Company has accounted for its Investment in Subsidiary at Cost.

1.5 Derecognition of Financial Assets

A Financial Asset is primarily derecognized when:

- The right to receive Cash Flows from Asset has expired, or

- The Company has transferred its right 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 right to receive cash flows from an Asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the Asset, nor transferred control of the Asset, the Company continues to recognize the transferred Asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated Liability . The transferred Asset and the associated Liability are measured on a basis that reflects the rights and obligations that the Company has retained.

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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.

(d) Non -Current Assets held for sale

The Company classifies Non-Current Assets as held for Sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.
Management must be committed to the sale the Assets. The criteria for held for sale classification is regarded met only when the Assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such Assets, its sale is highly probable; and it will genuinely be sold, not abandoned.
The Company treats sale of the Asset to be highly probable when: • The appropriate level of management is committed to a plan to sell the Asset, • An active programme to locate a buyer and complete the plan has been initiated (if applicable), • The Asset is being actively marketed for sale at a price that is reasonable in relation to its current Fair Value, and • Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current Assets held for sale for to owners are measured at the lower of their carrying amount and the Fair Value Less Costs to Sell. Assets and Liabilities classified as held for Sale are presented separately in the Balance Sheet. Property, Plant and Equipment and Intangible Assets once classified as held for sale to owners are not depreciated or amortised.

2. Financial Liabilities

2.1 Definition:

Financial liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

(a) Initial Recognition and Measurement

All Financial Liabilities are recognized initially at Fair Value and, in the case of Loans and Borrowings and Payables, net of directly attributable transaction costs.

The Company's Financial liabilities include Trade and Other Payables, Loans and Borrowings including Bank Overdrafts, and Derivative Financial Instruments.

(b) Subsequent Measurement

The Measurement of Financial liabilities depends on their classification, as described below :

i) Financial Liabilities at Fair Value through Profit or Loss

Financial liabilities at Fair Value through Profit or Loss include Financial liabilities held for trading. The Company has not designated any Financial liabilities upon initial Measurement recognition at Fair Value through Profit or Loss.

S.S. KOTHARI MEHTA & CO. LLP NEW DELHI Chartered Accountants

Financial liabilities at Fair Value through Profit or Loss are at each reporting date at Fair Value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial Liabilities measured at Amortized Cost

After initial recognition, interest bearing Loans and Borrowings are subsequently measured at amortized cost using the Effective Interest Rate Method (''EIR'') except for those designated in an effective hedging relationship. The Carrying Value of Borrowings that are designated as hedged items in Fair Value hedges that would otherwise be carried at Amortized Cost are adjusted to record changes in Fair Values attributable to the risks that are hedged in effective hedging relationship.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in Finance Costs in the Statement of Profit and Loss.

2.2 Loans and Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the Effective Interest Rate Method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in Profit or Loss over the period of the borrowings using the Effective Interest Method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Borrowings are classified as Current Liabilities unless the Company has an unconditional right to defer settlement of the Liability for at least twelve months after the reporting period.

2.3 Financial Guarantee Contracts

Financial Guarantee Contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a Loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a Debt Instrument. Financial Guarantee contracts are recognized 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 amount recognized less cumulative amortization.

2.4 Trade and Other Payables

A payable is classified as 'Trade Payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of Financial Year which are unpaid. Trade and Other Payables are presented as Current Liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their Fair Value and subsequently measured at amortized cost using the Effective Interest Method.

2.5 De-recognition of Financial Liability

A Financial Liability is derecognized when the obligation under the Liability is discharged or cancelled or expires. The difference between the carrying amount of a Financial Liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash Assets transferred or liabilities assumed, is recognized in Profit or Loss as other income or finance costs.

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NEW DELHI
Chartered Accountants

3. Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the Assets and settle the liabilities simultaneously.

(e). Equity Share Capital

Ordinary shares are classified as equity. Incremental costs net of taxes directly attributable to the issue of new equity shares are reduced from retained earnings, net of taxes.

(f) Provisions, Contingent liabilities, Contingent Assets and Commitments

(g) General

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate Asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

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

Contingent Liability is disclosed in the case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.

- A present obligation arising from past events, when no reliable estimate is possible:

- A possible obligation arising from past events, unless the probability of outflow of resources is remote.

Commitments include the amount of Purchase Order (net of Advances) issued to parties for Completion of Assets.

Provisions, Contingent Liabilities, Contingent Assets and Commitments are reviewed at each Balance Sheet Date.

(h) Revenue Recognition

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

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Chartered Accountants

(i) Interest Income

For all Financial Instruments measured at Amortized Cost, Interest Income is recorded using Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the Financial instrument or a shorter period, where appropriate, to the net carrying amount of the Financial Asset. Interest income is included in Other Income in Statement of Profit and Loss.

(I) Taxes on Income

a) Current Tax

i.) Tax on Income for the Current Period is determined on the basis of estimated Taxable Income and Tax Credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

ii.) Current income tax relating to items recognized directly in equity is recognized in Equity and not in the Statement of Profit and Loss. Management periodically evaluates positions taken in the Tax Returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(m) Earnings Per Share (EPS)

i.) Basic Earnings Per Share.

Basic Earnings Per Share is calculated by dividing:

- The Profit or Loss attributable to Equity Shareholders of the Company.
- By the Weighted Average number of Equity Shares Outstanding during the Financial Year, adjusted for bonus elements in equity shares issued during the year

ii.) Diluted Earnings Per Share.

Diluted Earnings Per Share adjusts the figures used in the determination of Basic Earnings Per Share to take into account:

- The after income tax effect of interest and other Financing Costs associated with dilutive potential equity shares, and
- The Weighted Average number of additional Equity Shares that would have been outstanding assuming the conversion of all dilutive potential Equity Shares.

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4. Recent Accounting Pronouncements:

Accounting Standards, Interpretations and amendments to existing standards that are Effective from 1st April, 2022.

On March 23, 2022, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2022. Key amendments relating to Division II which relate to companies whose Financial Statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

(i) The excess of net sale proceeds of items produced over the cost of testing, if any should not be recognized in the statement of profit or loss but deducted from the directly attributable costs considered as part of cost of an item of PPE.

(ii) Ind AS 37 explains the cost that should comprise "cost of fulfilling a contract" while assessing the whether a contract is onerous as under:

- The incremental costs of fulfilling that contract
- An allocation of other costs that relate directly to fulfilling contracts

(iii) The requirement to recognize any impairment loss before establishing an onerous contract provision applies to all assets whose cost would be considered in assessing whether the contract is onerous.

(iv) In Ind AS 41, amendments have removed the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in Ind AS 41 with those in Ind AS 113, Fair Value Measurement.

(v) In Ind AS 109, for the purpose of performing the "10 per cent test" for derecognizing of financial liabilities, in determining fees paid, the borrower includes amount paid by the borrower to or on behalf of the lender, and fees received include amounts paid by the lender to or on behalf of the borrower.

(vi) In Ind AS 103, reference to the Framework for preparation of financial statements have been substituted with the reference to Conceptual framework for preparation of financial reporting under Indian Accounting Standards (Conceptual Framework). Due to this following accounting implications are:

An exception have been added to the requirements of paragraph 11 of Ind AS 103 for liabilities and contingent liabilities that would be within the scope of Ind AS 37 of Appendix C if incurred separately, rather than assumed in a business combination.

A paragraph 23A has been added to Ind AS 103 to make its requirement for contingent assets explicit and clarify that replacing the reference to the Conceptual Framework does not change its principles.

The amendments are extensive, and the Company will evaluate the same to give effect to them as required by law.

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Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Notes to Special Purpose Financial Statements as at September 30, 2024

Note -2 Property, Plant and Equipment

(₹ Lakhs)

Particulars	Freehold Land
Deemed Cost	
As at April 01, 2023	2,665.12
Additions/Adjustments	-
Disposals/Adjustments	-
As at March 31, 2024	**2,665.12**
Additions/Adjustments	-
Disposals/Adjustments	-
As at September 30, 2024	**2,665.12**
Accumulated Depreciation/ Amortisation	
As at April 30, 2023	**-**
Charged For the Year	-
Disposal	-
As at March 31, 2024	**-**
Charged For the Year	-
Disposals/Adjustments	-
As at September 30, 2024	**-**
Net Carrying Amount	
As at March 31, 2024	**2,665.12**
As at September 30, 2024	**2,665.12**

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Notes to Special Purpose Financial Statements as at September 30, 2024

Note -3
Current Investment

(₹ Lakhs)

Investments in Mutual Fund at FVTPL	As at September 30, 2024		As at March 31, 2024	
	Number	Value	Number	Value
Kotak Low Duration fund_Regular Plan	623.71	21.38	623.71	20.56
Kotak Liquid Fund_Direct Growth	944.05	47.74	983.61	47.99
Kotak Money Market Fund_Direct Growth	828.59	35.45	828.59	34.16
Kotak Saving Funds	24,567.25	10.43	24,567.25	10.05
		114.99		112.76
Aggregate book value of quoted investments		114.99		112.76
Aggregate market value of quoted investments		114.99		112.76
Aggregate book value of unquoted investments		-		-
Aggregate amount of Impairment in value of investments		-		-

Note- 4
Cash & Cash Equivalents

Balance with bank:-		
On Current Accounts	0.76	0.49
	0.76	0.49

Note - 5
Bank Balances Other than Cash and Cash Equivalents

Fixed Deposit	1.86	1.86
Other bank balances	0.10	0.10
	1.96	1.96

Note- 6
Current Tax Assets

Advance Income Taxes	0.12	0.12
	0.12	0.12

Note- 7 (a)
Other Financial Assets

Accured Interest	0.15	0.10
	0.15	0.10

Note- 7 (b)
Other Current Assets

Balance with Govt. Authorities	0.09	-
	0.09	-

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	As at September 30, 2024	(₹ Lakhs) As at March 31, 2024
Note- 8		
Equity Share Capital		
Authorised:		
Equity Shares - 25,00,000 of Rs. 4 each (Previous year 10,00,000 equity shares of Rs. 10 each)	100.00	100.00
Preference Shares - 1,51,000 (Previous year 1,51,000) of Rs. 100 each)	151.00	151.00
	251.00	251.00
Issued, Subscribed and Paid up:		
Equity Shares 4,18,400 of Rs. 4 each (Previous year 1,67,360 equity shares of Rs. 10 each) fully paid up	16.74	16.74
	16.74	16.74

a. Reconciliation of Number of Share Outstanding :

Opening Balance	1,67,360	1,00,000
Shares issued during the period/year	-	67,360
Shares brought back during the period /year	-	-
Split of shares during the period/year	2,51,040	-
Shares outstanding at the end of the period /year	4,18,400	1,67,360

b. Shareholders Holding More Than 5% of Total Issued Shares

Name	% of holding	30th September 2024	31st March 2024
		Numbers	Numbers
JK Lakshmi Cement Ltd & Its Nominees	100%	4,18,400	1,67,360

c. Disclosure of Shareholding of Promoters

Promoters Name	No. of shares	% of Change during the year	30th September 2024	31st March 2024
JK Lakshmi Cement Ltd & Its Nominees	4,18,400	0%	100%	100%

d. Terms / Rights Attached to Equity Shareholders :

1 The Company has only one class of equity shares having a par value of ₹ 4 per share. Each holder of equity shares is entitled to one vote per share held.

2 The Board of Directors of the Company in the Board meeting dated April 15, 2024, and the shareholders in their extra-ordinary general meeting held on May 14, 2024, approved the sub-division of equity shares of the Company by reducing the face value of shares from Rs, 100/- each to Rs. 4/- each. As a result of the above, the authorised equity share capital is 25,00,000 (Twenty five lakhs) equity shares of Rs. 4/- each i.e. Rs, 100.00 lakhs and the issued, subscribed and fully paid up equity share capital of the Company as on the date of signing of the financial statements is 4,18,400 (four lakhs eighteen thousands four hundred) equity shares of Rs, 4/- each i.e. Rs. 16.74 lakhs.

Note- 8A
Deferred tax liabilities

Deferred tax liabilities on fair value gain	0.99	-
Deferred tax asset on tax losses	(0.03)	-
	0.96	-

Note- 9
Trade Payable

Micro and Small Enterprises	-	-
Others	-	0.51
	-	0.51

Particulars	Not Due	Outstanding for following period from due date of payments				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
30th September 2024						
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-			-
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others		-	-	-	-	-
31st March 2024						
(i) MSME				-	-	-
(ii) Others	0.51			-	-	0.51
(iii) Disputed Dues - MSME				-	-	-
(iv) Disputed Dues - Others				-	-	-

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Note- 10
Other Current Financial Liabilities

Security Deposit	**10.50**	**10.50**
	10.50	**10.50**

Note- 11
Other Current Liabilities

Govt. & Other Dues	-	**0.57**
Other Liabilities	**1.11**	**1.21**
	1.11	**1.78**

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Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Notes to Special Purpose Financial Statements as at September 30, 2024 **(₹ Lakhs)**

	For the period ended September 30 ,2024	For the year ended March 31 ,2024
Note- 12		
Revenue from Operation		
Income From Rent	-	42.00
	-	42.00
Note- 13		
Other Income		
Interest on F D- Banks	0.05	0.10
Fair Value Gain of Current Investment	3.94	5.87
Profit on Sale of Current Investment	0.29	0.27
Others	-	0.04
	4.28	6.28
Note- 14		
Other Expenses		
Auditor's Remuneration		
Audit Fees	0.05	0.10
Others	0.11	0.02
Other Rates & Taxes	-	4.45
Advertisement & Publicity	-	0.16
Consultancy & Legal Charges	0.25	0.80
Electricity Expenses	-	0.85
Miscellaneous Expenses	0.05	0.30
	0.46	6.68
Note- 15		
Earning Per Share (Basic / Diluted)		
Numerator for earning per share		
Net Profit/(Loss) as per Statement of Profit and Loss	2.87	32.62
Net profit/(loss) attributable to equity shareholders	2.87	32.62
Denominator for earnings per share		
Weighted average number of Equity Shares outstanding original	1,67,360	1,00,000
Impact of Issue of shares during the year (allotment of 67,360 shares of Rs. 10 each)	-	26,870.38
Impact of sub-division during the year (each share of Rs. 10/- each divided into 2.5 shares of Rs. 4 each)	2,51,040	1,90,306
Weighted average number of equity shares post sub-division	4,18,400	3,17,176
Earnings per Equity Share (Rs.) (face value of Rs. 4/- each) (PY Rs. 10/-each)		
Basic and Diluted	0.68	10.29

Note:
Earnings per share is computed in accordance with Ind AS 33 with taking the effect of the Sub division of the Equity Shares of the Company. During the year the Board of Directors in their meeting held on April 15, 2024 approved the sub division of equity shares of the company by reducing the face value of the shares from Rs 10/- to Rs. 4/- each. Hence, the number of Shares has been considered after taking the above effect for calculating the earnings per share.

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16. Financial Risk Management Objectives and Policies.

The Company realizes that risks are inherent & integral part of any business. The primary focus is to foresee the unpredictability of financial market & seek to minimize potential adverse effect on its financial performance. The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk.

16.1 Market Risk:

Market Risk is the risk of loss of future earnings, fair values or future cash flows that may results from change in the price of a financial instrument. The value of a Financial Instrument change may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes the affect market risk sensitive instruments. Market Risk is attributable to all market risk sensitive Financial Instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly three types of risk: Interest Rate Risk, Currency Risk and Other Price Risk such as Equity Price Risk and Commodity Risk.

The Company has an elaborate risk management system to inform Board Members about risk management and minimization procedures.

(a). Interest Rate Risk:- Interest Rate Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in Market Interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The following Table shows the Company's Fixed & Floating Rate Borrowings:

(₹ in Lakhs)

S.No.	Particulars	As at 30.09.2024	As at 31.03.2024
1	**Loans in Rupees**		
	- Fixed Rate	-	-
	- Floating Rate	-	-
	Total	-	-

The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding.

(b). <u>Interest Rate Sensitivity</u>: The Company has no Borrowings as stated in (a) above. Hence there is no interest rate sensitivity.

16.2 Credit Risk:

Credit Risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivable:- Customer Credit Risk is managed based on Company's established policy, procedures and controls. The Company periodically assesses the financial reliability of customers, taking into account the financial conditions, current economic trends, and analysis of historical bad debts and aging of accounts receivables. Individual risk limits are set accordingly.

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The Aging of Trade Receivables are as below- **(₹ in Lakhs)**

Particulars	Neither Du not Impaired	Due upto 6 Months	Due 6 to 12 Months	Above 12 Months	Total
As at 31 March 2024	-	-	-	-	-
As at 30 September 2024	-	-	-	-	-

Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

16.3 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 is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The Company relies on a mix of borrowings, and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowings facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Maturity Profile of Financial Liabilities :

The following Table provides undiscounted cash flows towards Financial Liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in Lakhs)

S.No	Particulars	Carrying Amount	Due within 1 Year	Due between 1-5 Years	Due after 5 Years	Total
1	**As on 30th September, 2024**	-	-			
	- Borrowings	-	-	-	-	-
	- Trade Payables	-	-	-	-	-
	- Other Liabilities	10.50	10.50	-	-	10.50
	Total	**10.50**	**10.50**	**-**		**10.50**
2	**As on 31st March 2024**					
	- Borrowings	-	-	-	-	-
	- Trade Payables	0.51	0.51	-	-	0.51
	- Other Liabilities	10.50	10.50	-	-	10.50
	Total	**11.01**	**11.01**	**-**	**-**	**11.01**

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17. Capital Risk Management:

The Company manages its Capital Structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued capital, compulsorily convertible debentures, share premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, trade and other payables less cash and short-term deposits.

(₹ in Lakhs)

Particulars	As at 30.09.2024	As at 31.03.2024
Borrowings	-	-
Less: Cash and Cash equivalents (including Current Investments)	0.76	0.49
Net debt	-	-
Equity Share Capital	16.74	16.74
Other Equity	2,753.89	2,751.02
Total Capital	**2,770.62**	**2,767.76**
Capital and net debt	**2,770.62**	**2,767.76**
Gearing ratio	-	-

The Company is not subject to any external imposed capital requirement. The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long-term debt.

18. Fair Value of Financial Assets and Liabilities:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the companies: -

(₹ in Lakhs)

Particulars	30th September'2024		31st March'2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
A. Financial Assets				
(i) At Fair Value through Profit and Loss:-				
Investments				
- Mutual Funds	114.99	114.99	112.76	112.76
(ii) At Amortized Cost:-				
a) Bank FDs.	1.86	1.86	1.86	1.86
b) Cash & Bank Balances	0.86	0.86	0.59	0.59

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c) Trade Receivable	-	-	-	-
d) Others	0.15	0.15	0.10	0.10
Total	**117.86**	**117.86**	**115.31**	**115.31**
B. Financial Liabilities				
(i) At Amortized Cost				
- Borrowings	-	-	-	-
- Trade Payables	-	-		0.51
- Other Financial Liabilities	10.50	10.50	0.51 10.50	10.50
Total	**10.50**	**10.50**	**11.01**	**11.01**

Fair Valuation Techniques:

The Company maintains policies and procedures to value Financial Assets & Financial Liabilities using the best and most relevant data available. The Fair Values of the Financial Assets and Liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values: -

1. Fair Value of Cash and Deposits, Trade Receivables, Trade Payables, and Other Current Financial Assets and Liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

2. Other Non-Current Receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.

3. Fair Value of Investments in Quoted Mutual Funds and Equity Shares are based on quoted market price at the reporting date. The fair value of unquoted Investments in Preference Shares are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The fair value of unquoted Investments in Equity Shares are estimated on Net Assets Basis.

4. Fair Value of Borrowings from Banks and other Non-Current Financial Liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.

5. The Fair Values of Derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

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Fair Value Hierarchy:

The following Table provides the fair value measurement hierarchy of Company's Asset and Liabilities, grouped into Level 1 to Level 3 as described below:

i. **Level 1:** Quoted prices in active markets.

ii. **Level 2:** Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

iii. **Level 3:** Inputs that are not based on observable market data.

The following Table provides the Fair Value measurement hierarchy of Company's asset and liabilities, grouped into Level 1 to Level 2 as described below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3
30th September, 2024			
Financial Assets			
- Mutual Funds	114.99	-	-
31st March, 2024			
Financial Assets			
- Mutual Funds	112.76	-	-

19. Segment Information:

The Company is engaged primarily into Renting of Land.

20. Income Tax Expense:

i. Amount recognized in statement of profit and loss:-

(₹ in Lakhs)

Particulars	2024-25	2023-24
Current Tax	-	8.98
Deferred Tax (Relating to origination and reversal of temporary difference	0.96	-
Adjustments in respect of current income tax of current period /previous year	-	-
MAT		
MAT Credit Entitlement	-	-
MAT Credit Entitlement Utilized	-	-
Total Tax expenses	0.96	8.98

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(ii) Reconciliation of effective tax rate.

((₹ in Lakhs)

Particulars	2024-25	2023-24
Accounting profit/(loss) before income tax At applicable Statutory Income tax rates	**3.83** **25.17%**	**41.60** **25.17%**
Computed Income Tax Expense/(Income)	**0.96**	**10.47**
Increase/(Reduction) in taxes on account of - Other Adjustment Current period/ Previous year tax adjustments Taxes on Unabsorbed Dep & C/F Losses Tax Due to Difference in Rates	 - - - -	 (1.49) - - -
Income Tax Expense/(Income) reported to profit & loss **Effective tax rate**	**0.96** **25.17%**	**8.98** **21.59%**

21. The company has neither proposed nor declared any Dividend during the Current period (Previous Year – NIL).

22. Based on information available with the Company in respect of MSME ('The Micro Small & Medium Enterprises Development Act 2006'). The details are as under (as certified by Management) :

i. Principal and Interest amount due and remaining unpaid as at 30th September 2024 - Nil (Previous year - Nil).

ii. Interest paid in terms of section 16 of the MSME Act during the current period - Nil (Previous year - Nil).

iii. The amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the current period) but without adding the interest specified – Nil (Previous year - Nil).

iv. Payment made beyond the appointed day during the current period - Nil (Previous year - Nil).

v. Interest Accrued and unpaid as at 30th September 2024- Nil (Previous year - Nil).

23. Amount paid to Auditors:

(₹ in Lakhs)

Particulars	Period Ended 30th September'2024	Year Ended 31st March'2024
Statutory Audit Fees	0.05	0.10
For Taxation Matters	-	-
For Other Services	0.11	0.02
Total	**0.15**	**0.12**

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24. Related party disclosure
List of Related Party :

JK Lakshmi Cement Limited (JKLCL) (Ultimate Holding Company) w.e.f. 30th August, 2023.
Udaipur Cement Works Limited (UCWL) (Subsidiary of Ultimate Holding Company) w.e.f. 30th August, 2023.
Hansdeep Industries & Trading Company Limited (Subsidiary of Ultimate Holding Company) w.e.f. 30th August, 2023.
Agrani Cement Private Limited (Subsidiary of Ultimate Holding Company) w.e.f. 12th February 2024.

Key Management Personnel (KMP) :

Shri Sudhir Anna Bidkar	Director w.e.f. 05.02.2024
Shri Chiranjiv Kumar Bagga	Director w.e.f. 03.02.2021
Shri Priyank Shukla	Director w.e.f. 05.02.2024
Shri Sanjiv Saxena	Director (Ceased to be director w.e.f. 06.02.2024)
Shri U.K. Gupta	Director (Ceased to be director w.e.f. 06.02.2024)

The following transactions were carried out with related parties in the ordinary course of business:

(₹ in Lakhs)

Nature of Transaction	2024-25 (JKLCL)	2023-24 (JKLCL)
Security Deposit received	-	1.50
Rent received	-	28.91
Security Deposit outstanding as at the end of the current period/ year	10.50	10.50

- Taxes and duties are included in the value as stated above.

25. Other Statutory Information:

i. The Company do not have any benami property, and no proceeding has been initiated against the Company for holding any benami property.

ii. The Company do not have any transactions with companies struck off.

iii. The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv. The Company have not traded or invested in crypto currency or virtual currency during the Current period.

v. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

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(a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
(b). Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.

vi. The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a). Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
(b). Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.

vii. The Company have not any such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the current period in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

viii. The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the current period.

26. The Company has entered into a composited scheme of amalgamation with its holding Company JK Lakshmi Cement Limited (resultant Company or amalgamated Company or JKLC), Udaipur Cement Works Limited (amalgamating Company 1 or UCWL) and Hansdeep Industries & Trading Company Limited (amalgamating Company 2), which has been approved by the Board of Directors of the Company in their meeting held on July 31, 2024, in terms of the provisions of the Sections 230 to 232, Section 66 (to the extent applicable) read with Section 52, and other applicable provisions of the Companies Act, 2013 ('the Act') and with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant rules issued thereunder (the 'applicable accounting standards') and other generally accepted accounting principles in India.

JK Lakshmi Cement Limited and Udaipur Cement Works Limited (both listed entities) are in the process sending Notices of NCLT Court convened Meetings to their Shareholders and Unsecured Creditors for their approval of Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Limited (Amalgamated Company), Udaipur Cement Works Limited. (Amalgamating Company 1), Hansdeep Industries & Trading Company Limited (Amalgamating Company 2) and the Company (Amalgamating Company 3). Amalgamating Company 2 and Amalgamating Company 3 are unlisted entities.

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended, Amalgamated Company and Amalgamating Company 1 are required to include in their Notices being sent to their Shareholders for approval of the Scheme, the applicable information pertaining to the unlisted entity/ies involved in the scheme in the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018. The Company has prepared the financial statement according to the format given in the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018.

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

27. Previous year's figures have been rearranged and regrouped wherever necessary to make them comparable with current period figures.

As per our report of even date
For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No. 000756N/N500441

SUNIL WAHAL
Partner
Membership No. 087294
New Delhi
Dated: 18th February, 2025

for & on behalf of the board

Directors

Sudhir A. Bidkar
(DIN: 00113646)

Chiranjiv Kumar Bagga
(DIN: 07344179)

Priyank Shukla
(DIN: 09694570)

Hidrive Developers & Industries Limited
(Formerly known as Hidrive Developers & Industries Private Limited)
CIN: U23941RJ2012PLC096250
Special Purpose Cash Flow Statement for the period ended September 30, 2024

(₹ Lakhs)

		For the period ended September 30 ,2024	For the year ended March 31 ,2024
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Tax	3.82	41.60
	Adjustments for		
	Interest on Fixed Deposits	(0.05)	(0.10)
	Gain on Sale of Investments	(0.29)	(0.27)
	Gain/Loss on Fair Remeasurment of Current Investment	(3.94)	(5.87)
	Operating Profit Before Working Capital Changes	(0.46)	35.36
	Adjustment for		
	Trade and Other Receivables	(0.14)	(0.05)
	Trade and Other Payables	(1.18)	1.67
	Cash Generated from Operations	(1.78)	36.98
	Direct Tax (Paid)/ Refund	-	(9.14)
	Net Cash from Operating Activities	(1.78)	27.84
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	(Purchase)/ Sale of Investments (Net)	2.00	(39.00)
	Security Deposit Received	-	1.50
	Interest Received	0.05	0.06
	Net Cash from / (used in) Investing Activities	2.05	(37.44)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Equity Shares	-	1,100.00
	Redemption of Preference Shares Capital	-	(151.00)
	Payment of Unsecured Loan	-	(940.00)
	Net Cash from Financing Activities	-	9.00
D.	Increase / (Decrease) in Cash & Cash Equivalents	0.27	(0.60)
E.	Cash & Cash Equivalents as at the beginning of the year	0.49	1.09
F.	Cash & Cash Equivalents as at the close of the year	0.76	0.49

Notes:-

1	Closing Cash and Cash Equivalents include:		
	On Current Accounts	0.76	0.49
	Total	0.76	0.49

2 Previous year's figures have been re-arranged and re-cast wherever necessary.

As per our report of even date
For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No. 000756N/N500441

Sunil Wahal
Partner
Membership No. 087294
New Delhi
Date : February 18, 2025

S S KOTHARI MEHTA & CO. LLP
NEW DELHI
Chartered Accountants

for and on behalf of the Board of Directors
Hidrive Developers & Industries Limited
(formerly known as Hidrive Developers & Industries Private Limited)

Sudhir A. Bidkar
(DIN: 00113646)
New Delhi
February 18, 2025

Chiranjiv Kumar Bagga
(DIN: 07344179)
New Delhi
February 18, 2025

Priyank Shukla
(DIN: 09694570)
New Delhi
February 18, 2025

PwC Business Consulting Services LLP
Registered Valuer Entity
Registration No. IBBI/RV – E/02/2022/158

1st Floor, 11A, Sucheta Bhawan,
Vishnu Digambar Marg,
Delhi - 110002

Incwert Advisory Private Limited
Registered Valuer Entity
Registration No. IBBI/RV - E/05/2019/108

1006 A&B, 10th floor,
Welldone TechPark, Sohna Rd.,
Sector-48, Gurgaon – 122018
Haryana, India

Private & Confidential

Dated: 31 July 2024

To,

The Board of Directors,
JK Lakshmi Cement Limited
Jaykaypuram, District Sirohi,
Rajasthan – 307 019

The Board of Directors,
Udaipur Cement Works Limited
Shripati Nagar, CFA,
P.O. Dabok, Udaipur
Rajasthan – 313 022

Sub: Recommendation of the fair share exchange ratio for the proposed amalgamation of Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") into and with JK Lakshmi Cement Limited ("JKLC" or "Amalgamated Company").

Dear Sir/ Madam,

We refer to the respective engagement letters of PwC Business Consulting Services LLP ("PwC BCS") and Incwert Advisory Private Limited ("Incwert"), whereby PwC BCS has been appointed by JKLC vide engagement letter dated 30 July 2024 and Incwert has been appointed by UCWL vide engagement letter dated 01 May 2024 and addendum dated 17 July 2024 for recommending the fair share exchange ratio ("Share Exchange Ratio") for the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company.

JKLC and UCWL are hereinafter jointly referred to as the "Clients" or the "Companies".

PwC BCS and Incwert are hereinafter jointly referred to as "Valuers" or "we" or "us" in this Report.

Our deliverable for this engagement is a report on the Share Exchange Ratio ("Share Exchange Ratio Report" or "Valuation Report" or "Report") for the consideration of the Board of Directors of the respective Clients. In our analysis, we have considered the businesses of Amalgamated Company and Amalgamating Company 1 on a "Going Concern" premise with 30 July 2024 being the "Valuation Date".

PwC Business Consulting Services LLP

Incwert Advisory Private Limited

BACKGROUND OF THE COMPANIES

JKLC is a listed public limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019. The CIN of JKLC is L74999RJ1938PLC019511. The PAN of JKLC is AAACJ6715G. JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab. The equity shares of JKLC are listed on National Stock Exchange of India ("NSE") and BSE Limited ("BSE").

UCWL is a listed public limited company incorporated under the laws of India and having its registered office at Shripati Nagar, CFA, PO: Dabok Udaipur Rajasthan 313022 – India. The CIN of UCWL is L26943RJ1993PLC007267. The PAN of UCWL is AAACU8858M. UCWL is primarily engaged in the business of, inter alia, manufacturing and selling Clinker and Cement which is similar to the business of JKLC, and has a cement manufacturing plant located in the State of Rajasthan. UCWL is a subsidiary of JKLC and its equity shares are listed on NSE and BSE.

Hansdeep Industries & Trading Company Limited ("HITCL" or "Amalgamating Company 2") is a public limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019. The CIN of HITCL is U74899DL1993PLC054817. The PAN of HITCL is AABCJ0776A. HITCL has its objects similar to and is also engaged in a business similar to that of JKLC. HITCL is a wholly owned subsidiary of JKLC, and the equity shares of HITCL are not listed on any Stock Exchange in India or in any other country.

Hidrive Developers and Industries Private Limited ("HDIL" or "Amalgamating Company 3") is a public limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh Dist Sirohi, Rajasthan, India, 307019. The CIN of HDIL is U70101DL2012PTC239786 and its PAN is AACCH9735Q. HDIL has its objects similar to and is also engaged in a business similar to that of JKLC and in this context, it has a land situated at Village Dastan, Taluka Palsana, District Surat, Gujarat - 394310 which is intended to be used for the purpose of setting up cement grinding unit with capacity of 1.35 million Tonnes per annum. HDIL is a wholly owned subsidiary of JKLC, and the equity shares of HDIL are not listed on any Stock Exchange in India or in any other country.

SCOPE AND PURPOSE OF THIS REPORT

We understand from the management of Clients (hereinafter together referred to as "Management") that the Clients are evaluating the following proposed transactions ("Proposed Transactions") through a composite scheme of arrangement (the proposed "Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act"), other applicable laws and rules issued thereunder, as may be applicable:

- **Step I**: Amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company on a going concern basis and issue of equity shares by the Amalgamated Company to the shareholders of UCWL, in consideration thereof.
- **Step II**: Amalgamation of Amalgamating Company 2 into and with JKLC as the Amalgamated Company on a going concern basis.
- **Step III**: Amalgamation of Amalgamating Company 3 into and with JKLC as the Amalgamated Company on a going concern basis.

In connection with the proposed Scheme, the Board of Directors of JKLC and UCWL have appointed PwC BCS and Incwert, respectively as Registered Valuers, to recommend the Share Exchange Ratio and provide a Registered Valuers' Report in relation to the proposed amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company on a going concern basis, in accordance with the generally accepted professional standards.

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We understand that no shares will be issued as consideration in Step II and Step III above as both, the Amalgamating Company 2 and the Amalgamating Company 3 are wholly owned subsidiaries of the Amalgamated Company and the equity shareholding of the Amalgamated Company in Amalgamating Company 2 and Amalgamating Company 3 will get cancelled pursuant to the Proposed Transactions.

The Report will be used by JKLC and UCWL only for the purpose, indicated in this Report, for which we have been appointed. The results of our analysis and our Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report.

As per the Scheme, we understand that the Appointed Date for the Proposed Transactions is 01 April 2024.

The scope of our services includes valuation of the equity shares of JKLC and UCWL on a relative basis as part of this Scheme and to recommend a fair Share Exchange Ratio for the proposed amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company in accordance with the generally accepted professional standards.

The Valuers have worked independently in their analysis and arrived at different value per share of JKLC and UCWL. However, to arrive at the consensus on the Share Exchange Ratio, appropriate minor adjustments/ rounding off have been done by the Valuers.

We have been provided with the audited financials of the Companies for the year ended 31 March 2024 and for the three months period ended 30 June 2024. We have taken into consideration the current market parameters in our analysis and have made adjustments for additional facts made known to us till the Valuation Date. Further, we have been informed that all material information impacting the Companies and their operations have been disclosed to us.

We have been informed by the management of the Companies (the "Management") that:

a) there would not be any capital variation in the Clients till the proposed Scheme becomes effective. In case, any of the Companies restructure their share capital by way of share split/consolidation/issue of bonus shares before the proposed Scheme becomes effective, the issue of shares pursuant to Share Exchange Ratio recommended in this Report shall be adjusted accordingly to consider the effect of any such corporate actions.
b) there are no unusual/ abnormal events in the Companies materially impacting their operating performance/ financials after 30 June 2024 till the Valuation Date.

This Report is subject to the scope, assumptions, qualifications, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts and in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have received/obtained the following information about the Clients from the Management:

- Draft composite scheme of arrangement ("Scheme") for the Proposed Transactions;
- Audited financials of the Clients and their investee companies, as applicable for the year ended 31 March 2024 and for the three month period ended 30 June 2024;
- Financial Projections of JKLC and UCWL;
- Number of equity shares/ cumulative redeemable preference shares ("CRPS")/ optionally convertible cumulative redeemable preference shares ("OCRPS") of the Clients outstanding (on fully diluted basis) as on 30 July 2024;
- Other relevant information and documents for the purpose of this engagement provided through emails or during discussion.

In addition, we have obtained information from public sources/ proprietary databases including quarterly results of comparable companies.

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During discussions with the Management, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. The Clients have been provided with the opportunity to review the draft report (excluding the recommended Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracy/ omissions are avoided in our Report.

JKLC and UCWL have informed us that ICICI Securities Limited and D & A Financial Services Private Limited (individually or together referred to as "Fairness Team"), have been respectively appointed by the Clients to provide fairness opinion on the Share Exchange Ratio for the purpose of the Proposed Transactions. At the request of the Clients we have had discussions with the Fairness Team in respect of our respective valuation analysis.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information, and clarifications regarding past financial performance.
- Considered data available in public domain related to the Clients and their peers.
- Discussions (physical/ over call) with the Management to
  - understand the business and fundamental factors that affect its earning-generating capability and historical financial performance, as available in public domain.
- Undertook Industry Analysis:
  - researched publicly available market data including economic factors and industry trends that may impact the valuation.
  - analysed industry trends and valuation multiples of comparable companies using proprietary databases subscribed by us or our network firms.
- Selected internationally accepted valuation methodology/(ies) as considered appropriate by us, in accordance with the applicable Valuation Standards.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or our network firms.

The user to which this valuation is addressed should read the basis upon which the Valuation has been done and be aware of the potential for later variations in value due to factors that are unforeseen at the Valuation Date. Due to possible changes in market forces and circumstances, this Report can only be regarded as relevant as at the Valuation Date.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our Clients are the only authorized users of this report and use of the Report is restricted for the purpose indicated in the respective engagement letters. This restriction does not preclude the Clients from providing a copy of the Report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this Report.

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the Clients' existing business records. Accordingly, we express no audit opinion or any other form of assurance on this information.

This Report, its contents and the results herein are specific to (i) the purpose of relative valuation agreed as per the terms of our engagement; (ii) the Valuation Date; (iii) and are based on the audited financials of the Clients for the year ended 31 March 2024 and for three months period ended 30 June 2024 (iv) other information obtained by us from the Clients from time to time and (v) accuracy of information in public domain with respect to comparable companies including financial information. We have been informed that

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the business activities of the Clients have been carried out in the normal and ordinary course between 30 June 2024 and the Valuation Date and that no material changes have occurred in their respective operations and financial position between 30 June 2024 and the Valuation Date.

In no event shall we be liable for any loss, damages, cost and expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Clients, their directors, employees or agents.

The Clients and their management/ representatives warranted us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the Clients and their management, concerning the financial data, operational data and other information, except as specifically stated to the contrary in the Report. We shall not be liable for any loss, damages, cost or expenses arising from fraudulent acts, misrepresentations, or willful default on part of the Clients, their directors, employees or agents.

Valuers are not aware of any contingency, commitment or material issue which could materially affect the Companies' economic environment and future performance and therefore, the equity value of the Companies.

We do not provide assurance on the achievability of the results forecast by the Management as events and circumstances do not occur as expected; differences between actual and expected results may be material. We express no opinion as to how closely the actual results will correspond to those projected/forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of Management.

The Report assumes that the Clients comply fully with relevant laws and regulations applicable in all their areas of operations unless otherwise stated, and that the Clients will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited balance sheets of the Clients, if any, provided to us.

This Report does not look into the business/ commercial reasons behind the proposed Scheme of Arrangement, nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the proposed Scheme of Arrangement as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

The valuation analysis and results are governed by the concept of materiality.

It has been assumed that the required and relevant policies and practices have been adopted by the Clients and would be continued in the future.

The fee for the engagement is not contingent upon the results reported.

The actual share exchange ratio may be higher or lower than our recommendation depending upon the circumstances of the Proposed Transactions, the nature of the business. The knowledge, negotiating ability and motivation of the buyers and sellers will also affect the share exchange ratio achieved. Accordingly, our recommended Share Exchange Ratio will not necessarily be the share exchange ratio at which actual transaction will take place.

We have also relied on data from external sources to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

This Report and the information contained herein is absolutely confidential. The Report will be used by the Clients only for the purpose, as indicated in this Report, for which we have been appointed. The results of our valuation analysis and our Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report. Any person/ party intending to provide finance/ invest in the

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Incwert Advisory Private Limited

shares/ businesses of the Clients/ their subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Clients) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us.

It is clarified that any reference to this Report in any document and/ or filing with any tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Transactions, shall not be deemed to be an acceptance by the Valuers of any responsibility or liability to any person/ party other than to the respective Board of Directors.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the Proposed Transactions, without our prior written consent.

This Report is subject to the laws of India.

In addition, this Report does not in any manner address the price at which equity shares of JKLC/ UCWL shall trade following the announcement of the Proposed Transactions and we express no opinion or recommendation as to how the shareholders of either of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transactions. Our Report and opinion/ valuation analysis contained herein is not to be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities.

Any discrepancies in any table / annexure between the total and the sums of the amounts listed are due to rounding-off.

Though the Valuers are issuing a joint report, PwC BCS will owe the responsibility only to JKLC and Incwert will owe the responsibility only to UCWL. The Valuers have been appointed under the terms of their respective engagement letters. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person.

DISCLOSURE OF RV INTEREST OR CONFLICT, IF ANY AND OTHER AFFIRMATIVE STATEMENTS

- The Valuers are not affiliated to the Clients in any manner whatsoever.
- We do not have any financial interest in the Clients, nor do we have any conflict of interest in carrying out this valuation.
- Valuers' fee is not contingent on an action or event resulting from the analyses, opinions or conclusions in this Report.
- Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation. Sufficient time and information was provided to us to carry out the valuation.

PwC Business Consulting Services LLP

Incwert Advisory Private Limited

SHAREHOLDING PATTERN

JKLC

The issued and subscribed equity share capital of JKLC as of 30 June 2024 is INR 58.83 crores consisting of 11,76,70,066 equity shares with face value of INR 5/- each. The shareholding pattern is as follows:

Shareholding Pattern as on 30 June 2024	No. of Shares	% Shareholding
Promoter & Promoter Group	5,45,25,922	46.3%
Public	6,31,44,144	53.7%
Grand Total	**11,76,70,066**	**100.0%**

Source: www.bseindia.com accessed on 30 July 2024

Basis Management information, there are no employee stock ownership plan ("ESOP") outstanding as at the Valuation Date.

UCWL

The issued and subscribed equity share capital of UCWL as of 30 June 2024 is INR 224.21 crores consisting of 56,05,37,670 equity shares with face value of INR 4/- each.

The shareholding pattern is as follows:

Shareholding Pattern as on 30 June 2024	No. of Shares	% Shareholding
JKLC	39,86,80,252	71.1%
Dwarkesh	2,17,23,000	3.9%
Public	14,01,34,418	25.0%
Grand Total	**56,05,37,670**	**100.0%**

Source: www.bseindia.com *accessed on 30 July 2024*

Basis Management information, there are no ESOP's outstanding as at the Valuation Date.

We also note that UCWL has redeemable preference shares as on 30 June 2024 which include the following:

5 % Cumulative Redeemable Preference Shares as on 30 June 2024:

Particulars	Number of Shares	Amount in INR Crores
5 % Cumulative Redeemable Preference Shares (INR 1,00,000 each)	6,600	66.0
Total	**6,600**	**66.0**

6 % Optionally Convertible Cumulative Redeemable Preference Shares as on 30 June 2024:

Particulars	Number of Shares	Amount in INR Crores
6 % Optionally Convertible Cumulative Redeemable Preference Shares (INR 100 each)	5,00,000	5.0
Total	**5,00,000**	**5.0**

We note that all the preference shares of UCWL i.e. 5 % Cumulative Redeemable Preference Shares ("CRPS") and 6 % Optionally Convertible Redeemable Preference Shares ("OCRPS") are held by JKLC. We understand that such issued and paid up preference share capital comprising CRPS and OCRPS, issued by UCWL and upon the coming into effect of this Scheme, shall be automatically reduced and cancelled.

PwC Business Consulting Services LLP

Incwert Advisory Private Limited

APPROACH FOR RECOMMENDATION OF SHARE EXCHANGE RATIO

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for the proposed amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company and our reasonable judgment, in an independent and bona fide manner.

The valuation approach adopted by PwC BCS and Incwert is provided in Annex 1A and 1B respectively (Annex 1A and 1B together referred to as Annexes).

BASIS OF SHARE EXCHANGE RATIO

The Share Exchange Ratio has been arrived at on the basis of fair value of equity shares of JKLC and UCWL on a relative basis, based on the various approaches/ methods explained herein after considering various qualitative factors relevant to the Clients, business dynamics and growth potentials of the businesses of the Clients, information base and the underlying assumptions and limitations. To arrive at the consensus on the Share Exchange Ratio for the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company, suitable minor adjustments/ rounding off have been done.

While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio. The final responsibility for the determination of the Share Exchange Ratio at which the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company shall take place will be with the Board of Directors of the Clients who should take into account other factors such as their own assessment of the proposed Scheme and input of other advisors.

In view of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove;

We recommend the following Share Exchange Ratio for the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company as:

4 (four) equity shares of JKLC of INR 5/- each fully paid up for every 100 (one hundred) equity shares of UCWL of INR 4/- each fully paid up.

Respectfully submitted,

PwC Business Consulting Services LLP
Registered Valuer Entity
Registration Number: IBBI/RV-E/02/2022/158

Neeraj

Neeraj Garg
Partner
Registration Number: IBBI/ RV/02/2021/14036
Place: Delhi
Date:31 July 2024
VRN: IOVRVF/PWC/2024-2025/3785

Respectfully submitted,

Incwert Advisory Private Limited
Registered Valuer Entity
Registration Number: IBBI/RV - E/05/2019/108

Punit Khandelwal
Director
IBBI Registration No.: IBBI/ RV/05/2019/11375
Place: Gurgaon
Date:31 July 2024

Annex 1A - Approach to Valuation – PwC BCS

We have considered International Valuation Standards in carrying out our valuation analysis and delivering our valuation conclusion. There are several commonly used and accepted valuation approaches for determining the value of a business/ shares of a company, which have been considered in the present case, to the extent relevant and applicable:

1. Asset Approach - Net Asset Value method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in cases where the firm is to be liquidated i.e., it does not meet the "going concern" criteria or in case where the assets base dominates earnings capability. A scheme of amalgamation would normally be proceeded with, on the assumption that the business would continue as going concern and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power is of importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance.

2. Income Approach (Discounted Cash Flows (DCF) Method)

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital/ cost of equity. The sum of the discounted value of such free cash flows is the value of the business/ firm/ equity shareholders.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company/ business that are available to all providers of the companies'/ business' capital – both creditors and shareholders.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:
This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/ business. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

3. Market Approach:

Under this approach, value of a company is assessed basis its market price (i.e., if its shares are quoted on a stock exchange) or basis multiples derived using comparable (i.e., similar) listed companies or transactions in similar companies. Following are the methods under Market Approach:

- **Market Price (MP) Method**

  The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper indicator of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when the shares are thinly traded. Further, in the proposed amalgamation, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

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- **Comparable Companies' Multiple (CCM) Method**

  Under this method, value of a business/ company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. The market price, as a ratio of the comparable company's attribute such as book net worth, profit after tax, capital employed, earnings, etc. is used to derive an appropriate multiple. This multiple is then applied to the attribute of the asset being valued to indicate the value of the subject asset. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

- **Comparable Companies' Transaction Multiples (CTM) Method**

  Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable transactions. This valuation is based on the principle that transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a business/ share. The determination of a fair value of equity shares/ business undertaking/ preference shares/ Share Exchange Ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single fair value estimate/ Share Exchange Ratio. The fair value estimates/ Share Exchange Ratio rendered in this Report only represent our recommendation based upon information till the Valuation Date, furnished by the Management (or its representatives) and other sources, others may place a different value. The final responsibility for the determination of the Share Exchange Ratio at which the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company shall take place will be with the Board of Directors of JKLC who should take into account other factors such as their own assessment of the proposed Scheme and input of other advisors.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods by us have been tabled below.

The Share Exchange Ratio has been arrived at on the basis of the fair value estimate of the equity shares of JKLC and UCWL on a relative basis, based on the various methodologies explained herein earlier and other factors considered relevant, having regard to information base, key underlying assumptions, and limitations. Though different values have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single value for the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

In the current analysis, the arrangement involving proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company is proceeded with the assumption that on amalgamation, the Amalgamated Company will continue as a going concern and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of the amalgamation, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the equity shares of JKLC and UCWL under the Asset Approach, we have considered it appropriate not to give any weightage to the same in arriving at the Share Exchange Ratio.

Given the nature of businesses of JKLC and UCWL, and the fact that we have been provided with projected financials for JKLC and UCWL, we have considered it appropriate to apply the DCF Method under the

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Income Approach to arrive the fair value of the equity shares of JKLC and UCWL. Within the DCF method, equity value per share for JKLC and UCWL has been computed as follows:

- Enterprise value of JKLC and UCWL has been computed using DCF method;
- To arrive at the total value available to the equity shareholders for both JKLC and UCWL, value arrived as above is adjusted, as appropriate, for debt (including CRPS/ OCRPS issued by UCWL), cash and cash equivalents, investments and surplus assets as appearing in the balance sheet, contingent liabilities and other matters;
- The remaining value thus determined is then divided by fully diluted equity shares, to arrive at the value per equity share.

For our analysis under Market Approach, we have considered the Market Price Method to arrive at the fair value of the equity shares of JKLC and UCWL. For determining the market price, the volume weighted share price over an appropriate period has been considered in this case.

Considering the stage of operations of JKLC, industry within which it operates and the historical and current profitability status, we have considered EV/EBITDA multiples of various listed comparable companies. We have relied on publicly available information and certain databases such as CapIQ, etc. to arrive at the comparable company multiple. Further, considering the current size of UCWL and expected ramp-up in operations on account of the additional capacity of 2.5 MTPA, we have not considered the comparable company multiple,

Comparable Companies' Transaction Multiple (CTM) method has not been used due to lack of information in the public domain on comparable transactions of similar scale. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

For our final analysis and recommendation, we have considered the values arrived under the Income Approach and Market Approach to arrive at the fair value estimates of equity shares of JKLC and UCWL for the purpose of the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company.

We have considered appropriate weights to the values arrived at under the various valuation approaches/ methodologies.

In view of the above, and on consideration of the relevant factors and circumstances as discussed and outlined hereinabove, the table below summarises our workings for valuation of equity shares of JKLC and UCWL and the Share Exchange Ratio as derived by us.

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Share Exchange Ratio for the proposed amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company by PwC BCS is tabulated below:

Approach	JKLC (A)		UCWL (B)	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach-Net Asset Value Method	280.41	0.0%	15.63	0.0%
Income Approach - Discounted Cashflow Method	1,113.77	50.0%	42.60	50.0%
Market Approach				
Comparable Companies Method				
-EV/EBITDA	1,138.17	25.0%	NA	NA
-Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	870.35	25.0%	41.88	50.0%
Relative Value per Share	**1,059.01**		**42.24**	
Share Exchange Ratio (A:B) *	**4**		**100**	

**Rounded*

PwC Business Consulting Services LLP

Annex 1B - Approach to Valuation – Incwert

The standard of value used in our analysis is fair value, which is often defined as the price, in terms of cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

There are several commonly used and internationally accepted methods for determining the fair value of companies, which have been considered in the present case, to the extent relevant and applicable. Due cognizance and consideration have been given to International Valuation Standards ("IVS") valuation approaches and methods in valuing the Amalgamated Company and Amalgamating Company 1.

The valuation has been prepared on the basis of fair value and determines the value of 100 per cent of the equity of the Companies as at the Valuation Date.

The definition of fair value as per IVS issued by the International Valuation Standards Council ("IVSC"), is the price that would be received to sell an asset or paid to transfer liability in an orderly transaction between market participants at the valuation date. Fair value is the price in an orderly transaction in the principal (or most advantageous) market at the valuation date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

As part of our valuation analysis, we have considered the going-concern basis and as-is-where-is basis to be appropriate.

Valuation approaches and methods selected duly consider the guidance in "IVS 105 Valuation Approaches and Methods" which defines the approaches and methods for valuing an asset and provides guidance on the use of various valuation approaches and methods. We have considered the commonly used and accepted methods for computing the fair value, to the extent relevant and applicable, including:

1. Market Approach:
    - Market Price method
    - Comparable Companies Multiples
    - Comparable Transaction Multiple Method
2. Income Approach: Discounted Cash Flow Method
3. Cost Approach: Net Asset Value Method, Replacement Cost Method, Realisable Cost Method, and Underlying asset method

This valuation could fluctuate with a lapse of time, changes in prevailing market conditions and prospects, industry performance and general business and economic conditions, material change in the value of an underlying asset between the Valuation Date and date of issuance of this Report, financial and otherwise, of the Company, and other factors which generally influence the valuation of companies and their assets.

We have relied on the judgment of the Management as regards contingent and other liabilities.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of the methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature, regulatory guidelines, and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Incwert Advisory Private Limited

The valuation methodologies, as may be applicable, which have been used to arrive at Companies valuation are discussed hereunder:

- **Market Price (MP) Method**

  The market price of equity shares as quoted on a Stock Exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.
  Equity shares of the JKLC and UCWL are listed on National stock exchange and Bombay stock exchange and trade frequently, hence this method has been considered. For determining the market price of JKLC, the volume weighted share price on the NSE over an appropriate period has been considered.
  However, to determine the market price of UCWL, the volume-weighted share price on the BSE over an appropriate period has been considered, as trading on the NSE was suspended for six months from 26 October 2023 to 22 April 2024.

- **Comparable Companies Market Multiple ("CCM") Method**

  Under this method, the value of the equity shares of a company/ business undertaking is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant for the assessment of the value of the company.

  Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. In identifying the comparable companies, the business description and various operating metrics were analysed.

  For the purpose of the valuation of JKLC and UCWL, comparable companies listed in India were identified, but due to differences in the expected growth, margin and returns of the listed peers compared to UCWL, no weightage has been given to this method to arrive at the 100 per cent interest in equity of UCWL, however this method has been considered for JKLC since the Company is operating at similar metrics of expected growth, margin and returns of the listed peers.

- **Comparable Companies Transaction Multiple ("CTM") Method**

  Under the CTM method, the value of the equity shares of a company/ business undertaking is arrived at by using the prices implied by reported transactions/ deals of comparable companies.
  Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

  Due to different purposes of investments, transaction rationale and synergy benefits, different control premiums are embedded in the transaction values.
  We have not used comparable transactions multiples to value the Companies due to the lack of availability of similar transactions along with complete data relating to premiums/discounts involved in such transactions which have taken place in the last 12-24 months.

- **Income approach - Discounted Cash Flows (DCF) Method**

  Under the DCF method, forecast cash flows are discounted back at an appropriate discount rate to the present date, generating a net present value for the cash flow stream of the company. A terminal value at the end of the explicit Forecast Period is then determined, and that value is also discounted back to the valuation date to give an overall value of the company/business. We have used the free cash flows to the firm ("FCFF") approach to capture the value of the business.

Incwert Advisory Private Limited

In a DCF analysis, the forecast period should be of such a length to enable the business to achieve a stabilized level of earnings or to be reflective of an entire operational cycle for more cyclical industries.

The rate at which the future cash flows are discounted ("the discount rate") should reflect not only the time value of money but also the risk associated with the business' future operations. This means that in order for a DCF to produce a sensible valuation figure, the importance of the quality of the underlying cash flow forecasts is fundamental. The discount rate most generally employed for carrying out FCFF analysis is the weighted average cost of capital ("WACC"), reflecting an optimal as opposed to the actual financing structure, which is applied to leveraged cash flows and results in enterprise value.

In calculating the terminal value, regard must be given to the business' potential for further growth beyond the explicit forecast period. The "constant growth model", which applies a projected constant level of growth to the cash flow forecast in the last year of the forecast period and assumes such growth is achieved in perpetuity, is a common method.

We have used the DCF methodology to value the Companies due to the availability of management business plan.

Within the DCF method, equity value per share for JKLC and UCWL has been computed as follows:

- Enterprise value of JKLC and UCWL has been computed using DCF method;
- To arrive at the total value available to the equity shareholders for both JKLC and UCWL, value arrived as above is adjusted, as appropriate, for debt (including CRPS/ OCRPS issued by UCWL), cash and cash equivalents, investments and surplus assets as appearing in the balance sheet, contingent liabilities and other matters;
- The remaining value thus determined is then divided by fully diluted equity shares, to arrive at the value per equity share.

- **Net Asset Value (NAV) Method**
  Under the net asset value approach, total value is based on the sum of net asset value as recorded on the balance sheet. Net asset value is determined by marking every asset and liability on (and off) the company's balance sheet to current market values.

  The asset-based valuation technique is based on the value of the underlying net assets of the business either on a book value basis or realisable value basis or replacement cost basis. The cost approach assumes that a prudent investor would pay no more for an entity than the amount for which he could replace or re-create it or an asset with similar utility. Under a going-concern premise, the cost approach usually is best suited for valuing asset-intensive companies, such as investment or real estate holding companies, or companies with unstable or unpredictable earnings or companies with little or no growth prospects.

  The Scheme of Arrangement would normally be proceeded with on the assumption that the companies being part of the amalgamating process are going concerns and an actual realisation of their operating assets is not contemplated. Hence, while we have presented this method for comparative purposes, we have considered it appropriate to not provide any weightage to the NAV method.

Valuation analysis and interpretation

When evaluating the approaches/methodologies to be adopted for valuing a company or business, an appraisal engagement requires an understanding of the nature of the company's business. An operating company primarily derives profits through the offering of products or services.

Based on the foregoing, the valuation approach/methodology adopted for determining the value of JKLC and UCWL for the purpose of the proposed amalgamation of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company, are as follows:

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We have used the internationally accepted valuation methodology for determining fair market value. The applicability and appropriateness of the valuation approaches were analysed, however, the value is concluded based on the income approach using the DCF methodology and market approach using Market price method – for both JKLC and UCWL and Comparable Companies method – for JKLC only.

Management Business Plan has been utilised for computing the value of the Companies under the Discounted Cash Flow method.

We have considered appropriate weights to the values arrived at under the various valuation approaches/ methodologies.

In view of the above, and on consideration of the relevant factors and circumstances as discussed and outlined hereinabove, the table below summarises our workings for valuation of equity shares of JKLC and UCWL and the Share Exchange Ratio as derived by us.

Share Exchange Ratio for the proposed amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company by Incwert is tabulated below:

Approach	JKLC (A)		UCWL (B)	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach-Net Asset Value Method	280.41	0.0%	15.63	0.0%
Income Approach - Discounted Cashflow Method	1,129.97	50.0%	43.48	50.0%
Market Approach				
-Comparable Companies' Multiple Method (EV/EBITDA)	1,150.11	25.0%	NA	NA
-Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	870.35	25.0%	41.88	50.0%
Relative Value per Share	**1,070.10**		**42.68**	
Share Exchange Ratio (A:B) *	**4**		**100**	

*Rounded
NA = Not applicable/adopted

NM = Not meaningful

a. Cost approach – Net asset value method is not considered to value JKLC and UCWL considering the Scheme would normally be proceeded with on the assumption that the Companies being part of the amalgamating process are going concerns and an actual realisation of their operating assets are not contemplated.

b. Considering the stage of operations of JKLC, the industry within which it operates and the historical and current profitability status, we have considered EV/EBITDA multiples of various listed comparable companies. We have relied on publicly available information and proprietary databases to arrive at the comparable company multiple. Further, considering the current size of UCWL and expected ramp-up in operations following the addition of 2.5 MTPA of capacity, the current earning of UCWL would not reflect the growth. As such, we have not considered the comparable companies' multiple to value UCWL.

c. Comparable Companies' Transaction Multiple (CTM) method has not been used due to lack of information in the public domain on comparable transactions of similar scale. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

Incwert Advisory Private Limited

PwC Business Consulting Services LLP
Registered Valuer Entity
Registration No. IBBI/RV – E/02/2022/158

1st Floor, 11A, Sucheta Bhawan,
Vishnu Digambar Marg,
Delhi - 110002

Incwert Advisory Private Limited
Registered Valuer Entity
Registration No. IBBI/RV - E/05/2019/108

1006 A&B, 10th floor,
Welldone TechPark, Sohna Rd.,
Sector-48, Gurgaon – 122018
Haryana, India

Private & Confidential **02 August 2024**

To,

The Board of Directors
JK Lakshmi Cement Limited
Jaykaypuram, District Sirohi,
Rajasthan – 307 019

The Board of Directors
Udaipur Cement Works Limited
Shripati Nagar, CFA,
P.O. Dabok, Udaipur
Rajasthan – 313 022

Ref: Share Exchange Ratio ("SER") report issued jointly by PwC Business Consulting Services LLP ("PwC BCS") and Incwert Advisory Private Limited ("Incwert") dated 31 July 2024

Dear Sir/ Madam,

We refer to the respective engagement letters of PwC BCS and Incwert, whereby PwC BCS was appointed by JK Lakshmi Cement Limited ("JKLC" or "Amalgamated Company") vide engagement letter dated 30 July 2024 and Incwert had been appointed by Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") vide engagement letter dated 01 May 2024 and addendum dated 17 July 2024 to provide a joint SER report for the Proposed Transactions (as defined hereinafter).

JKLC and UCWL together are referred to as "Clients" or "Companies".

We understand that pursuant to a composite scheme of Arrangement ("Scheme"), the following transactions are proposed (together referred to as "Proposed Transactions") by the Clients under the provisions of Sections 230 to 232 of the Companies Act, 2013, other applicable laws and rules issued thereunder, as may be applicable:

- **Step I**: Amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company on a going concern basis and issue of equity shares by the Amalgamated Company to the shareholders of UCWL, in consideration thereof.
- **Step II**: Amalgamation of Hansdeep Industries & Trading Company Limited ("HITCL" or "Amalgamating Company 2") into and with JKLC as the Amalgamated Company on a going concern basis.
- **Step III**: Amalgamation of Hidrive Developers and Industries Private Limited ("HDIL" or "Amalgamating Company 3") into and with JKLC as the Amalgamated Company on a going concern basis.

JK LAKSHMI CEMENT LTD.

UDAIPUR CEMENT WORKS LTD

We understand that no shares will be issued as consideration in Step II and Step III above as both, the Amalgamating Company 2 and the Amalgamating Company 3 are wholly owned subsidiaries of the Amalgamated Company and the equity shareholding of the Amalgamated Company in Amalgamating Company 2 and Amalgamating Company 3 will get cancelled pursuant to the Proposed Transactions.

Accordingly, we have completed our procedures and submitted the joint SER report providing our recommendation of the fair share exchange ratio for the amalgamation of UCWL into and with JKLC as the Amalgamated Company on a going concern basis on 31 July 2024.

We understand from management that HITCL and HDIL have received the approvals for shifting their respective Registered Addresses and accordingly the updated CIN details for HITCL and HDIL are as follows:

- HITCL is a public limited company with CIN - U74899RJ1993PLC096253; and
- HDIL is a private limited company with CIN - U23941RJ2012PTC096250.

Our SER report dated 31 July 2024 should be read in conjunction with this letter.

Respectfully submitted,

For and on behalf of
PwC Business Consulting Services LLP
Registered Valuer Entity
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ GARG Digitally signed by NEERAJ GARG Date: 2024.08.02 20:31:54 +05'30'

Neeraj Garg
Partner
IBBI Membership No: IBBI/RV/02/2021/14036
Date: 02 August 2024

Respectfully submitted,

For and on behalf of
Incwert Advisory Private Limited
Registered Valuer Entity
IBBI Registered Valuer No.: IBBI/RV-E/05/2019/108

PUNIT KHANDELWAL Digitally signed by PUNIT KHANDELWAL Date: 2024.08.02 19:02:32 +05'30'

Punit Khandelwal
Director
IBBI Membership No: IBBI/RV/05/2019/11375
Date: 02 August 2024

Certified to be True
For JK Lakshmi Cement Ltd.
Amit Chaurasia
Company Secretary

For Udaipur Cement Works Ltd.
(Poonam Singh)
Company Secretary & Compliance Officer

JK LAKSHMI CEMENT LTD.

UDAIPUR CEMENT WORKS LTD

inCwert
Valuation Research

Incwert Advisory Private Limited
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Haryana, India

Telephone: +91 124-436-2995
Fax: +91 124-436-2995
Internet: www.incwert.com
Email: queries@incwert.com

Date: 05 August 2024

The Board of Directors

Udaipur Cement Works Limited
Shripati Nagar, CFA,
P.O. Dabok, Udaipur
Rajasthan – 313 022

Sub: Supplement to the valuation carried out in connection with the recommendation of Share Exchange Ratio pursuant to the Scheme of Arrangement presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, for the amalgamation of Udaipur Cement Works Limited into and with JK Lakshmi Cement Limited

Dear Sir/Madam,

We refer to our valuation report dated 31 July 2024 issued in connection with recommending the share exchange ratio in connection with the proposed amalgamation of Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") into and with JK Lakshmi Cement Limited ("JKLC" or "Amalgamated Company") pursuant to a composite scheme of arrangement (the proposed "Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act"), other applicable laws and rules issued thereunder, as may be applicable.

Incwert Advisory Private Limited ("We" or "Incwert") is registered with IBBI as a Registered Valuer Entity and is bound to keep the data provided by our client confidential. However, since we have received a specific request from you i.e. management of UCWL based on the requirement of the Stock Exchanges, we are pleased to attach our summary workings for the Share Exchange Ratio and details based on the requirements of the checklist for Schemes filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for submission to Stock Exchanges/ Regional Director, Ministry of Corporate Affairs ('MCA') and regulatory authorities as per the terms of our engagement letter dated 01 May 2024 and addendum dated 17 July 2024.

The share exchange ratio have been arrived at on the basis of the relative equity valuation of the businesses/companies based on the various qualitative factors relevant to each business.

Please note that we have not attempted to arrive at the absolute values but the comparative values to facilitate the determination of the share exchange ratio.

We hereby submit the details of computation for your record purposes (please refer to Appendices to this letter) for the details. Please note that totals may not add due to rounding. This supplement should be read in conjunction with our report dated 31 July 2024 issued jointly with PwC Business Consulting Services LLP.

This letter shall be subject to the terms of our Letter of Engagement dated 01 May 2024 and addendum dated 17 July 2024 whereby Incwert has been appointed by Udaipur Cement Works Limited to recommend the fair share exchange ratio ("Share Exchange Ratio") for the proposed amalgamation of the Amalgamating Company 1 into and with JK Lakshmi Cement Limited.

Respectfully submitted,
For Incwert Advisory Private Limited
Registered Valuer Entity under Companies (Registered Valuers and Valuation) Rules, 2017
IBBI Registration No. IBBI/RV-E/05/2019/108
Asset class: Securities or Financial Assets

PUNIT KHANDELWAL
Digitally signed by PUNIT KHANDELWAL
Date: 2024.08.05 18:48:40 +05'30'

Punit Khandelwal
Director
Registered Valuer under Companies (Registered Valuers and Valuation) Rules, 2017
IBBI Registration No. IBBI/RV/05/2019/11375
Asset class: Securities or Financial Assets

1.	**List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.**
	– Please refer to Appendix 2B of this letter for the list of comparable companies used in the valuation of JKLC or the Amalgamated Company. – For the purpose of the valuation of UCWL, comparable companies listed in India were identified, but due to differences in the expected growth, margin and returns of the listed peers compared to UCWL, no weightage has been given to this method. Details to this effect have been disclosed in page 14 and 16 of the Report.
2.	**If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.**
	– Please refer to Appendix 2A of this letter for the details relating to JKLC – Please refer to Appendix 3A of this letter for the details relating to UCWL
3.	**Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.**
	Incwert Advisory Private Limited is registered with ICMAI RVO which has prescribed the use of International Valuation Standards (IVS). These IVS have been used in our analysis. Page no 13 of the Report carries a reference to this effect.
4.	**Summary workings**
	Summary of computation of Share Exchange Ratio for the proposed amalgamation of UCWL into and with JKLC as the Amalgamated Company has been detailed in the appendices to this letter.

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APPENDIX – 1

The computation of Merger Share Exchange Ratio for amalgamation of Udaipur Cement Works Limited with and into JK Lakshmi Cement Limited is computed as below:

Valuation approach	JK Lakshmi Cement Limited (A)		Udaipur Cement Works Limited (B)	
	Value per share (in INR)	Weight	Value per share (in INR)	Weight
Income Approach - DCF method (i)	1,129.97	50.0%	43.48	50.0%
Market Approach				
- Market price method (ii)	870.35	25.0%	41.88	50.0%
- Comparable Companies' Multiple method (iii)	1,150.11	25.0%	NA	NA
Cost Approach - Net asset value method (iv)	281.99	NA	15.36	NA
Relative value per share (weighted average of (i), (ii), (iii) and (iv)	**1070.10**		**42.78**	
Share Exchange Ratio (A: B)	**4**		**100**	

NA = Not applicable/adopted
NM = Not meaningful
Totals may not add due to rounding
Note – Please refer to Appendix 2 and 3 for the details of computation

1. Cost approach - Net asset value method is not considered to value JKLC and UCWL considering the Scheme would normally be proceeded with on the assumption that the Companies being part of the amalgamating process are going concerns and an actual realisation of their operating assets are not contemplated.
2. Considering the stage of operations of JKLC, the industry within which it operates and the historical and current profitability status, we have considered EV/EBITDA multiples of various listed comparable companies. We have relied on publicly available information and proprietary databases to arrive at the comparable company multiple. Further, considering the current size of UCWL and expected ramp-up in operations following the addition of 2.5 MTPA of capacity, the current earning of UCWL would not reflect the growth. As such, we have not considered the comparable companies' multiple to value UCWL.
3. Comparable Companies' Transaction Multiple (CTM) method has not been used due to lack of information in the public domain on comparable transactions of similar scale. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

APPENDIX – 2

Details of computation of value per share of JKLC

Valuation summary of JKLC					
Approach	**Method**	**Refer to:**	**Equity value**	**Equity value per share**	***Weights***
Income approach	DCF method	Appendix 2A	1,32,964	1,129.97	*50.0%*
Market approach	CoCos - EV/LTM EBITDA multiple	Appendix 2B	1,35,334	1,150.11	*25.0%*
Market approach	Market price	Appendix 2C	1,02,415	870.35	*25.0%*
Value of 100% interest in equity			**1,25,919**	**1,070.10**	***100.0%***
Number of equity shares outstanding (in mn)			118		
Value per equity share (INR)				**1,070.10**	

Notes:

1) The information relating to the business plan and financial forecast of JKLC has been made available to us. We have analysed the business plan and financial forecast by benchmarking it with company's own historical performance and market data, the projected growth of the market and projected growth/ market share to extent available with us.
2) The discount rate applied on the cash flows is dependent on the business risk, size and stage of maturity amongst others. In determining the discount rate, due consideration has been given to the company specific risks relating to the exposure to the inherent project implementation risks for the capex plans with respect to timely receipt of approvals, time and cost overruns, and post implementation risk related to ramp-up and stabilisation of new capacity.
3) The EV/LTM EBITDA multiple of 12.7x (median multiple) has been used under the market approach.
4) Market prices up to and including 30 July 2024 (Valuation Date), i.e. the trading day immediately prior to the date on which the Scheme is placed before the Audit Committee of the respective Companies for their consideration has been considered.

APPENDIX – 2A

Valuation of JKLC (as per DCF)

KPIs					
KPIs	**FY2025 12mths Forecast**	**FY2026 12mths Forecast**	**FY2027 12mths Forecast**	**FY2028 12mths Forecast**	**FY2029 12mths Forecast**
Growth in revenue	*-3%*	*14%*	*8%*	*4%*	*3%*
EBITDA margin	*14%*	*15%*	*16%*	*17%*	*17%*
PAT margin	*8%*	*8%*	*9%*	*9%*	*10%*

Note:

Our analysis considers the business plan and financial forecast as provided by the management. For the purpose of undertaking valuation, we have analysed and discussed the business assumptions, benchmarked the forecast with company's own historical performance and market data, the projected growth of the market and projected growth/ market share to extent available with us.

We have assessed and evaluated the reasonableness of the information based on procedures such as analysing industry data, analysing historical performance, analysing expectations of comparable companies, and analysing analyst reports among others. However, we must emphasize that realisations of projections will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the final projections. Since the projections relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

Discounted cash flow						
INR million	FY2025 Stub-period 8mths	FY2026 12mths	FY2027 12mths	FY2028 12mths	FY2029 12mths	TY
Present value of cash flows as at 30 July 2024	99	6,884	7,271	6,774	6,249	82,187

Valuation Conclusion	
INR million	
Present value of cash flows	27,277
Present value of terminal value	82,187
Working capital surplus	4,535
Add: Net present value of project Durg	1,400
Enterprise value	**1,15,399**
Adj: net debt, non-controlling interest, surplus assets and others	17,565
Value of 100% interest in equity	**1,32,964**
Total shares outstanding	11,76,70,066
Value per equity share (in INR)	**1,129.97**

Note:

1. In determining the continuing value, a long horizon growth rate of 4% is assumed with sustainable EBITDA margin at the same level as projected for FY2029.
2. Please refer to Appendix 4 for the summary of investments by JKLC in subsidiaries/associates/others

APPENDIX – 2B

Valuation of JKLC (as per CCM)

1. Calculation of multiple:

Computation of valuation multiple	
In millions	**EV/LTM EBITDA**
J.K. Cement Limited	16.9x
Mangalam Cement Limited	13.2x
Nuvoco Vistas Corporation Limited	11.0x
Udaipur Cement Works Limited	18.6x
Birla Corporation Limited	10.1x
Shree Digvijay Cement Company Limited	11.0x
Orient Cement Limited	12.7x
Sagar Cements Limited	16.6x
Star Cement Limited	11.0x
Saurashtra Cement Limited	9.9x
The Ramco Cements Limited	15.4x
Median	**12.7x**

2. Valuation Conclusion

Comparable company valuation - EV/LTM EBITDA multiple	
INR million	**Median**
TTM EBITDA as of the valuation date	8,807
EV/LTM EBITDA multiple of guideline companies	12.7x
Enterprise value	**1,12,019**

Valuation based on guideline company analysis	
Method	**Enterprise value (INR mn)**
Comparable companies - EV/LTM EBITDA multiple	1,12,019
Add: Net present value of project Durg	1,400
Add: Value of surat grinding unit	4,350
Concluded enterprise value	**1,17,769**
Adj: net debt, non-controlling interest, surplus assets and others	17,565
Value of 100% interest in equity	**1,35,334**
Total shares outstanding	11,76,70,066
Value per equity share (in INR)	**1,150.11**

Please refer to Appendix 4 for the summary of investments by JKLC in subsidiaries/associates/others

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APPENDIX – 2C
Valuation of JKLC (as per Market Price)

Calculation of VWAP

S.No	Date	Volume	Total Turnover
1	30-Jul-24	2,57,160	22,97,59,985
2	29-Jul-24	2,60,723	22,77,83,767
3	26-Jul-24	69,472	5,91,62,156
4	25-Jul-24	61,712	5,20,03,313
5	24-Jul-24	76,024	6,46,05,289
6	23-Jul-24	1,64,677	13,86,75,855
7	22-Jul-24	1,06,291	8,96,11,713
8	19-Jul-24	1,03,696	8,79,47,413
9	18-Jul-24	90,859	7,86,18,151
10	16-Jul-24	3,92,493	34,96,94,960
11	15-Jul-24	97,191	8,55,80,697
12	12-Jul-24	84,457	7,46,89,654
13	11-Jul-24	2,60,724	23,37,72,208
14	10-Jul-24	3,32,388	29,37,02,459
15	09-Jul-24	1,40,934	12,24,85,697
16	08-Jul-24	1,53,052	13,17,70,376
17	05-Jul-24	96,241	8,39,10,595
18	04-Jul-24	2,23,037	19,48,06,825
19	03-Jul-24	1,96,302	17,38,39,963
20	02-Jul-24	1,66,782	14,92,12,568
21	01-Jul-24	1,70,344	15,24,78,020
22	28-Jun-24	3,67,610	32,54,95,333
23	27-Jun-24	20,97,309	1,90,94,69,400
24	26-Jun-24	16,13,543	1,43,27,45,632
25	25-Jun-24	1,90,494	16,24,63,533
26	24-Jun-24	2,59,857	21,99,54,390
27	21-Jun-24	2,17,303	18,17,08,563
28	20-Jun-24	2,61,915	22,04,00,061
29	19-Jun-24	1,87,704	15,63,14,268
30	18-Jun-24	5,46,876	45,80,42,441
31	14-Jun-24	2,61,073	21,52,63,264
32	13-Jun-24	3,08,083	25,42,12,542
33	12-Jun-24	2,67,398	21,89,63,927
34	11-Jun-24	2,72,781	22,32,22,401
35	10-Jun-24	10,09,949	82,65,34,679
36	07-Jun-24	1,51,374	12,02,76,573
37	06-Jun-24	3,60,385	28,13,99,889
38	05-Jun-24	1,24,709	9,62,51,491
39	04-Jun-24	2,25,808	17,23,64,224
40	03-Jun-24	2,80,525	22,18,29,294
41	31-May-24	1,17,019	9,22,28,748
42	30-May-24	80,377	6,36,04,520
43	29-May-24	1,13,888	9,10,30,446
44	28-May-24	1,18,458	9,49,65,878
45	27-May-24	2,04,038	16,38,72,642
46	24-May-24	17,41,513	1,43,66,99,897

Calculation of VWAP

S.No	Date	VOLUME	Total Turnover
47	23-May-24	1,18,453	9,45,92,650
48	22-May-24	77,382	6,13,90,771
49	21-May-24	1,22,632	9,63,97,836
50	18-May-24	14,055	1,09,74,692
51	17-May-24	53,774	4,20,36,575
52	16-May-24	54,793	4,26,04,603
53	15-May-24	75,169	5,82,11,049
54	14-May-24	83,406	6,38,57,296
55	13-May-24	1,27,011	9,65,39,305
56	10-May-24	1,12,091	8,69,36,333
57	09-May-24	78,308	6,12,43,886
58	08-May-24	74,221	5,87,40,770
59	07-May-24	2,92,101	23,01,65,182
60	06-May-24	1,42,368	11,38,59,270
61	03-May-24	1,20,430	9,53,62,789
62	02-May-24	97,553	7,71,92,265
63	30-Apr-24	1,39,955	11,17,45,362
64	29-Apr-24	78,431	6,24,56,476
65	26-Apr-24	80,768	6,42,60,504
66	25-Apr-24	91,905	7,35,67,263
67	24-Apr-24	1,55,611	12,42,31,339
68	23-Apr-24	2,21,861	17,49,90,056
69	22-Apr-24	1,16,458	9,27,32,120
70	19-Apr-24	1,26,698	10,15,44,844
71	18-Apr-24	97,005	7,91,25,476
72	16-Apr-24	3,62,500	29,41,72,870
73	15-Apr-24	2,32,508	18,61,54,588
74	12-Apr-24	3,03,422	24,37,79,904
75	10-Apr-24	3,13,161	25,06,57,725
76	09-Apr-24	2,38,050	19,38,10,889
77	08-Apr-24	3,06,081	25,34,86,110
78	05-Apr-24	3,30,429	28,04,26,328
79	04-Apr-24	1,57,689	13,74,50,400
80	03-Apr-24	1,39,606	12,35,37,988
81	02-Apr-24	1,39,572	12,36,37,406
82	01-Apr-24	50,593	4,46,03,372
83	28-Mar-24	1,27,654	11,15,26,302
84	27-Mar-24	1,41,670	12,21,20,720
85	26-Mar-24	1,25,978	10,77,64,670
86	22-Mar-24	1,69,334	14,38,11,800
87	21-Mar-24	1,68,455	14,02,14,508
88	20-Mar-24	1,54,144	12,69,69,890
89	19-Mar-24	1,01,567	8,28,93,914
90	18-Mar-24	96,849	7,90,48,565
10 day VWAP			**870.35**
90 day VWAP			**842.13**

APPENDIX – 3

Details of computation of value per share of Udaipur Cement Works Limited

Valuation summary of UCWL					
Approach	**Method**	**Refer to:**	**Equity value**	**Equity value per share**	***Weights***
Income approach	DCF method	Appendix 3A	24,373	43.48	*50.0%*
Market approach	Market Price method	Appendix 3B	23,477	41.88	*50.0%*
Value of 100% interest in equity			**23,925**	**42.68**	***100.0%***
Number of equity shares outstanding (in millions)			561		
Value per equity share				**42.68**	

Notes:

1) The information relating to the business plan and financial forecast of UCWL has been made available to us. We have analysed the business plan and financial forecast by benchmarking it with company's own historical performance and market data, the projected growth of the market and projected growth/ market share to extent available with us.
2) The discount rate applied on the cash flows is dependent on the business risk, size and stage of maturity amongst others. In determining the discount rate, due consideration has been given to the company specific risks relating to the exposure to the inherent project implementation risks for the capex plans with respect to timely receipt of approvals, time and cost overruns, and post implementation risk related to ramp-up and stabilisation of new capacity.
3) Market prices up to 30 July 2024 (Valuation Date), i.e. the trading day immediately prior to the date on which the Scheme is placed before the Audit Committee of the respective Companies for their consideration has been considered.

APPENDIX – 3A

Valuation of Udaipur Cement Works Limited (as per DCF)

KPIs					
KPIs	**FY2025 12mths Forecast**	**FY2026 12mths Forecast**	**FY2027 12mths Forecast**	**FY2028 12mths Forecast**	**FY2029 12mths Forecast**
Growth in revenue	*33%*	*25%*	*7%*	*2%*	*2%*
EBITDA margin	*15%*	*18%*	*20%*	*20%*	*20%*
PAT margin	*0%*	*5%*	*8%*	*9%*	*10%*

Note:

Our analysis considers the business plan and financial forecast as provided by the management. For the purpose of undertaking valuation, we have analysed and discussed the business assumptions, benchmarked the forecast with company's own historical performance and market data, the projected growth of the market and projected growth/ market share to extent available with us.

We have assessed and evaluated the reasonableness of the information based on procedures such as analysing industry data, analysing historical performance, analysing expectations of comparable companies, and analysing analyst reports among others. However, we must emphasize that realisations of projections will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the final projections. Since the projections relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

Discounted cash flow	FY2025 Stub-period	FY2026	FY2027	FY2028	FY2029	TY
INR million; Period ending 31 March	08mths	12mths	12mths	12mths	12mths	
Present value of cash flows as at 30 July 2024	(1,191)	2,917	3,079	2,583	2,213	26,885

Valuation Conclusion	
INR million	
Present value of cash flows	9,602
Present value of terminal value	26,885
Working capital surplus	1,209
Enterprise value	**37,696**
Adj: net debt, non-controlling interest, surplus assets and others	(13,322)
Value of 100% interest in equity	**24,373**
Total shares outstanding	56,05,37,670
Value per equity share (in INR)	**43.48**

Note: In determining the continuing value, a long-horizon growth rate of 4% is assumed with a sustainable EBITDA margin at the same level as projected for FY2029.

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APPENDIX – 3B

Valuation of Udaipur Cement Works Limited (as per Market price method)

Calculation of VWAP

S.No.	Date	WAP	Volume	Total Turnover
1	30-Jul-24	42.51	2,53,237	1,07,65,675
2	29-Jul-24	42.73	1,87,166	79,97,315
3	26-Jul-24	42.36	3,49,391	1,47,98,920
4	25-Jul-24	41.83	1,19,222	49,87,050
5	24-Jul-24	41.72	1,77,208	73,93,001
6	23-Jul-24	40.79	1,76,350	71,93,892
7	22-Jul-24	40.84	2,51,636	1,02,76,590
8	19-Jul-24	40.71	4,49,865	1,83,11,992
9	18-Jul-24	42.12	2,43,635	1,02,60,920
10	16-Jul-24	42.43	8,84,973	3,75,47,005
11	15-Jul-24	45.02	3,52,478	1,58,67,813
12	12-Jul-24	44.16	2,84,191	1,25,48,933
13	11-Jul-24	45.13	1,89,069	85,32,516
14	10-Jul-24	45.32	3,79,391	1,71,93,063
15	09-Jul-24	44.87	2,70,355	1,21,31,457
16	08-Jul-24	45.18	4,12,721	1,86,47,747
17	05-Jul-24	46.20	3,02,034	1,39,54,079
18	04-Jul-24	47.07	2,05,835	96,88,430
19	03-Jul-24	47.50	6,19,650	2,94,35,075
20	02-Jul-24	47.90	4,84,328	2,31,97,555
21	01-Jul-24	47.58	7,84,931	3,73,50,815
22	28-Jun-24	45.87	3,22,495	1,47,91,478
23	27-Jun-24	47.19	8,40,690	3,96,71,721
24	26-Jun-24	47.07	28,97,530	13,63,81,063
25	25-Jun-24	45.16	29,23,043	13,20,12,163
26	24-Jun-24	42.81	3,75,404	1,60,71,426
27	21-Jun-24	42.49	18,56,505	7,88,85,769
28	20-Jun-24	40.44	2,37,010	95,84,557
29	19-Jun-24	39.84	2,97,309	1,18,45,912
30	18-Jun-24	40.33	2,93,704	1,18,44,669
31	14-Jun-24	40.38	5,43,179	2,19,33,277
32	13-Jun-24	40.29	5,65,077	2,27,65,157
33	12-Jun-24	39.43	3,75,751	1,48,14,336
34	11-Jun-24	39.35	2,05,491	80,85,331
35	10-Jun-24	39.63	2,40,704	95,38,133
36	07-Jun-24	39.54	5,12,524	2,02,66,743
37	06-Jun-24	39.25	8,78,051	3,44,66,575
38	05-Jun-24	35.71	2,51,670	89,88,370
39	04-Jun-24	35.57	5,93,081	2,10,93,735
40	03-Jun-24	37.52	2,63,719	98,93,768
41	31-May-24	36.66	2,72,167	99,76,963
42	30-May-24	36.92	1,73,757	64,15,041
43	29-May-24	37.22	2,53,422	94,33,599
44	28-May-24	37.42	2,43,400	91,08,051
45	27-May-24	38.04	2,90,648	1,10,55,886
46	24-May-24	38.82	2,58,816	1,00,47,464
47	23-May-24	38.80	2,42,396	94,05,639
48	22-May-24	39.27	3,07,019	1,20,57,651
49	21-May-24	39.50	5,70,190	2,25,20,872
50	18-May-24	40.87	1,33,847	54,70,749
51	17-May-24	41.84	4,73,225	1,97,98,374
52	16-May-24	41.61	3,83,759	1,59,68,078
53	15-May-24	42.04	11,18,433	4,70,14,150
54	14-May-24	39.99	13,45,369	5,37,95,746
55	13-May-24	36.78	2,79,526	1,02,81,768
56	10-May-24	36.54	1,86,532	68,16,530
57	09-May-24	37.08	2,06,545	76,59,713
58	08-May-24	37.61	2,13,163	80,16,938
59	07-May-24	37.97	2,91,672	1,10,74,422
60	06-May-24	38.70	2,23,061	86,32,397
61	03-May-24	39.36	2,47,835	97,54,155
62	02-May-24	39.69	2,18,059	86,55,330
63	30-Apr-24	39.69	6,67,787	2,65,03,206
64	29-Apr-24	38.99	2,90,076	1,13,09,909
65	26-Apr-24	38.92	1,60,583	62,50,223
66	25-Apr-24	38.98	3,11,356	1,21,36,018
67	24-Apr-24	39.20	4,05,525	1,58,94,971
68	23-Apr-24	39.25	6,73,879	2,64,49,077
69	22-Apr-24	38.90	12,60,596	4,90,40,004
70	19-Apr-24	36.69	5,15,566	1,89,18,336
71	18-Apr-24	37.29	4,16,789	1,55,43,709
72	16-Apr-24	36.95	2,70,606	99,98,549
73	15-Apr-24	36.52	6,45,633	2,35,81,519
74	12-Apr-24	37.77	3,81,886	1,44,24,876
75	10-Apr-24	37.75	3,37,684	1,27,48,482
76	09-Apr-24	38.02	3,60,888	1,37,22,266
77	08-Apr-24	38.31	4,24,350	1,62,55,395
78	05-Apr-24	37.97	6,85,283	2,60,18,399
79	04-Apr-24	38.57	9,05,152	3,49,08,654
80	03-Apr-24	39.60	7,79,432	3,08,62,618
81	02-Apr-24	38.43	13,77,303	5,29,28,087
82	01-Apr-24	36.92	16,65,354	6,14,92,338
83	28-Mar-24	33.85	7,87,227	2,66,46,822
84	27-Mar-24	33.84	8,89,840	3,01,12,889
85	26-Mar-24	33.73	7,80,325	2,63,16,608
86	22-Mar-24	34.07	4,86,448	1,65,70,916
87	21-Mar-24	33.93	6,98,524	2,36,97,862
88	20-Mar-24	33.93	5,19,839	1,76,40,034
89	19-Mar-24	34.35	4,70,329	1,61,54,622
90	18-Mar-24	35.42	2,97,033	1,05,20,054
10 days VWAP				**41.88**
90 days VWAP				**40.44**

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APPENDIX – 4

Summary of investments by JKLC in subsidiaries/associates/others

Fair value of investment in subsidiaries/associates by JKLC					
INR million	Book value	% holding	Total fair value	Fair value of stake held	Appendix refer to
Investment in equity shares					
Subsidiaries					
Udaipur Cement Works Limited	4,703	*71.1%*	23,933	17,022	n/a
Udaipur Cement Works Limited - Equity Component	349	*n/a*	n/a	349	n/a
Hansdeep Industries and Trading Co. Ltd.	1,161	*100.0%*	1,301	1,301	Appendix 4A
Hidrive Developers and Industries Pvt. Ltd.	273	*100.0%*	277	277	Appendix 4B
Agrani Cement Pvt. Ltd.	3,251	n/a	n/a	3,251	
Associates					
Dwarkesh Energy Ltd	113.5	*33.4%*	356	119	Appendix 4C
Others					
Sungaze Power Pvt Ltd.	21	35.0%	n/a	21	n/a
Amplus Helios Private Limited	216.1	21.0%	n/a	216.1	n/a
Investment in preference shares					
Subsidiary					
Udaipur Cement Works Limited (5% CRPS)	610.3	n/a	610.3	610.3	n/a
Udaipur Cement Works Limited (6% OCCRPS)	70.7	n/a	70.7	70.7	n/a
Total investment	**10,768**		**26,549**	**23,238**	

APPENDIX – 4A

Valuation of Hansdeep Industries and Trading Co. Ltd. (as per NAV)

Fair value of equity			
INR million	Book value	Revalued	Amount
Non-current assets			
Property, Plant and Equipment	382.1	*n/a*	382.1
Capital Work-in-Progress	92.9	*n/a*	92.9
Investments	1,153.4	1,289.1	1,289.1
Other Non-Current Assets	15.5	*n/a*	15.5
Current assets			
Investments	5.4	*n/a*	5.4
Cash and Cash Equivalents	0.9	*n/a*	0.9
Current Tax Assets (Net)	2.9	*n/a*	2.9
Other Current Assets	4.3	*n/a*	4.3
Total Assets (A)	**1,657.5**		**1,793.2**
Non-Current liabilities			
Other Non-Current Liabilities	491.8	n/a	491.8
Current liabilities			
Other Current Liabilities	0.1	*n/a*	0.1
Total Liabilities (B)	**491.9**		**491.9**
NAV - value of equity (A-B)	**1,165.6**		**1,301.3**

Note: 1) The investments include the stake in Ram Kanta Properties Private Limited, which has been fair valued as of the valuation date. (Appendix 4A(a))

APPENDIX – 4A(a)

Valuation of Ram Kanta Properties Private Limited (as per NAV)

Fair value of equity			
INR million	**Book value**	**Revalued**	**Amount**
Non-current assets			
Property, plant and equipment	1,147.9	1,286.8	1,286.8
Other non-current financial assets	0.6	n/a	0.6
Current assets			
Investments	3.3	n/a	3.3
Cash and cash equivalents	0.1	n/a	0.1
Other current assets	-	n/a	-
Total Assets (A)	**1,151.8**		**1,290.8**
Current liabilities			
Other financial liabilities	1.7	n/a	1.7
Other Current Liabilities	0.1	n/a	0.1
Total Liabilities (B)	**1.7**		**1.7**
NAV - value of equity (A-B)	**1,150.1**		**1,289.1**

Fair value of Investment Property (included in Property, plant and equipment) is based on third party valuation report provided by the Management.

APPENDIX – 4B

Valuation of Hidrive Developers and Industries Pvt. Ltd. (as per NAV)

Fair value of equity			
INR million	**Book value**	**Revalued**	**Amount**
Non-current assets			
Property, plant and equipment	266.5	n/a	266.5
Current assets			
Investments	11.5	n/a	11.5
Cash and Cash Equivalents	0.1	n/a	0.1
Other Bank Balance	0.2	n/a	0.2
Current Tax Assets (Net)	0.0	n/a	0.0
Other Current Assets	0.0	n/a	0.0
Total Assets (A)	**278.3**		**278.3**
Current liabilities			
Trade Payables	0.1	n/a	0.1
Other Financial Liabilities	1.1	n/a	1.1
Other Current Liabilities	0.3	n/a	0.3
Total Liabilities (B)	**1.4**		**1.4**
NAV - value of equity (A-B)	**276.9**		**276.9**

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APPENDIX – 4C

Valuation of Dwarkesh Energy Ltd (as per NAV)

Fair value of equity			
INR million	**Book value**	**Revalued**	**Amount**
Non-current assets			
Capital work-in-progress	13.1	*n/a*	13.1
Other Financial Assets	14.8	*n/a*	14.8
Current assets			
Investments			
Investment in Mutual fund	160.7	*n/a*	160.7
Investment in UCWL	983.6	927.5	927.5
Cash and Cash Equivalents	0.7	*n/a*	0.7
Current Tax Assets (Net)	0.3	*n/a*	0.3
Assets held for Sale - Freehold Land	63.4	*n/a*	63.4
Total Assets (A)	**1,236.6**		**1,180.5**
Current liabilities			
Other Financial Liabilities	0.1	*n/a*	0.1
Other Current Liabilities	800.0	*n/a*	800.0
Non-current liabilities			
Other Financial Liabilities	-	*n/a*	-
Deferred Tax Liabilities (Net)	24.1	*n/a*	24.1
Total Liabilities (B)	**800.1**		**824.2**
NAV - value of equity (A-B)	**436.5**		**356.3**

---------END---------

pwc

Private & Confidential

28 August 2024

JK Lakshmi Cement Limited
Jaykaypuram, District Sirohi,
Rajasthan – 307 019

Dear Sirs,

We refer to our Share Exchange Ratio Report ("Report") dated 31 July 2024 and Summary Workings dated 05 August 2024, for providing the fair share exchange ratio for the proposed amalgamation of Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") into and with JK Lakshmi Cement Limited ("JKLC" or "Client") as the Amalgamated Company, proposed to be implemented through a composite scheme of arrangement, pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

As asked by you, find below our responses to queries received by you from the National Stock Exchange of India Ltd.

This letter should be read in conjunction with our report and the limitations mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

Trust you would find the above in order.

Yours faithfully,

For PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ GARG
Digitally signed by NEERAJ GARG
Date: 2024.08.28 17:38:45 +05'30'

Neeraj Garg
Partner
IBBI Membership No.: IBBI/RV/02/2021/14036

JK LAKSHMI CEMENT LTD.

PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028.
T : +91 (22) 66691500, F: + 91 (22) 66547801 /04 / 07 / 08, www.pwc.com/india
LLPIN AAO-9288 Registered with limited liability.
Registered Office 11-A,Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.

I. Summary Workings

Market Price Method (Higher of 10 trading days or 90 trading days VWAP):

Particulars	JKLC
A) VWAP of shares traded on NSE for immediately preceding 90 days (INR)	842.13
B) VWAP of shares traded on NSE for immediately preceding 10 days (INR)	**870.35**
Price per Equity Share (Higher of A & B) (INR)	870.35

For determining the market price of JKLC, the volume weighted share price on NSE has been considered given the highest trading volume in respect of the equity shares during the preceding 90 trading days period prior to the Valuation Date.

Particulars	UCWL
A) VWAP of shares traded on BSE for immediately preceding 90 days (INR)	40.44
B) VWAP of shares traded on BSE for immediately preceding 10 days (INR)	**41.88**
Price per Equity Share (Higher of A & B) (INR)	41.88

For determining the market price of UCWL, the volume weighted share price on BSE has been considered as UCWL shares have been listed on NSE on 23 April 2024 and therefore, trading data for entire 90 days trading period prior to the Valuation Date was not available on NSE.

Refer Appendix A.1 for underlying workings for JKLC and Appendix A.2 for underlying working for UCWL

PwC Business Consulting Services LLP

JK LAKSHMI CEMENT LTD.

Appendix A.1 (Totals may not add due to rounding)

JK Lakshmi Cement Limited		
	90 Days	**10 Days**
Start Date	18-Mar-24	16-Jul-24
End Date	30-Jul-24	30-Jul-24
Total Volume (Mn)	21.30	1.58
Total Turnover (INR Mn)	17,934	1,378
VWAP (INR) (Total Turnover / Total Volume)	842.13	870.35

Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
30-Jul-24	893.45	0.26	230
29-Jul-24	873.66	0.26	228
26-Jul-24	851.60	0.07	59
25-Jul-24	842.68	0.06	52
24-Jul-24	849.80	0.08	65
23-Jul-24	842.11	0.16	139
22-Jul-24	843.08	0.11	90
19-Jul-24	848.13	0.10	88
18-Jul-24	865.28	0.09	79
16-Jul-24	890.96	0.39	350
15-Jul-24	880.54	0.10	86
12-Jul-24	884.35	0.08	75
11-Jul-24	896.63	0.26	234
10-Jul-24	883.61	0.33	294
9-Jul-24	869.10	0.14	122
8-Jul-24	860.95	0.15	132
5-Jul-24	871.88	0.10	84
4-Jul-24	873.43	0.22	195
3-Jul-24	885.57	0.20	174
2-Jul-24	894.66	0.17	149
1-Jul-24	895.12	0.17	152
28-Jun-24	885.44	0.37	325
27-Jun-24	910.44	2.10	1,909
26-Jun-24	887.95	1.61	1,433
25-Jun-24	852.85	0.19	162
24-Jun-24	846.44	0.26	220
21-Jun-24	836.20	0.22	182
20-Jun-24	841.49	0.26	220
19-Jun-24	832.77	0.19	156
18-Jun-24	837.56	0.55	458
14-Jun-24	824.53	0.26	215
13-Jun-24	825.14	0.31	254
12-Jun-24	818.87	0.27	219
11-Jun-24	818.32	0.27	223
10-Jun-24	818.39	1.01	827
7-Jun-24	794.57	0.15	120
6-Jun-24	780.83	0.36	281
5-Jun-24	771.81	0.12	96
4-Jun-24	763.32	0.23	172
3-Jun-24	790.76	0.28	222
31-May-24	788.15	0.12	92
30-May-24	791.33	0.08	64

Source: NSE

JK LAKSHMI CEMENT LTD.

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Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
29-May-24	799.30	0.11	91
28-May-24	801.68	0.12	95
27-May-24	803.15	0.20	164
24-May-24	824.97	1.74	1,437
23-May-24	798.57	0.12	95
22-May-24	793.35	0.08	61
21-May-24	786.07	0.12	96
18-May-24	780.84	0.01	11
17-May-24	781.73	0.05	42
16-May-24	777.56	0.05	43
15-May-24	774.40	0.08	58
14-May-24	765.62	0.08	64
13-May-24	760.09	0.13	97
10-May-24	775.59	0.11	87
9-May-24	782.09	0.08	61
8-May-24	791.43	0.07	59
7-May-24	787.96	0.29	230
6-May-24	799.75	0.14	114
3-May-24	791.85	0.12	95
2-May-24	791.29	0.10	77
30-Apr-24	798.44	0.14	112
29-Apr-24	796.32	0.08	62
26-Apr-24	795.62	0.08	64
25-Apr-24	800.47	0.09	74
24-Apr-24	798.35	0.16	124
23-Apr-24	788.74	0.22	175
22-Apr-24	796.27	0.12	93
19-Apr-24	801.47	0.13	102
18-Apr-24	815.68	0.10	79
16-Apr-24	811.51	0.36	294
15-Apr-24	800.64	0.23	186
12-Apr-24	803.44	0.30	244
10-Apr-24	800.41	0.31	251
9-Apr-24	814.16	0.24	194
8-Apr-24	828.17	0.31	253
5-Apr-24	848.67	0.33	280
4-Apr-24	871.65	0.16	137
3-Apr-24	884.90	0.14	124
2-Apr-24	885.83	0.14	124
1-Apr-24	881.61	0.05	45
28-Mar-24	873.66	0.13	112
27-Mar-24	862.01	0.14	122
26-Mar-24	855.42	0.13	108
22-Mar-24	849.28	0.17	144
21-Mar-24	832.36	0.17	140
20-Mar-24	823.71	0.15	127
19-Mar-24	816.15	0.10	83
18-Mar-24	816.20	0.10	79

Source: NSE

JK LAKSHMI CEMENT LTD.

PwC Business Consulting Services LLP

Appendix A.2 (Totals may not add due to rounding)

Udaipur Cement Works Limited		
	90 Days	10 Days
Start Date	18-Mar-24	16-Jul-24
End Date	30-Jul-24	30-Jul-24
Total Volume (Mn)	47.25	3.09
Total Turnover (INR Mn)	1,911	130
VWAP (INR) (Total Turnover / Total Volume)	40.44	41.88

Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
30-Jul-24	42.51	0.25	10.77
29-Jul-24	42.73	0.19	8.00
26-Jul-24	42.36	0.35	14.80
25-Jul-24	41.83	0.12	4.99
24-Jul-24	41.72	0.18	7.39
23-Jul-24	40.79	0.18	7.19
22-Jul-24	40.84	0.25	10.28
19-Jul-24	40.71	0.45	18.31
18-Jul-24	42.12	0.24	10.26
16-Jul-24	42.43	0.88	37.55
15-Jul-24	45.02	0.35	15.87
12-Jul-24	44.16	0.28	12.55
11-Jul-24	45.13	0.19	8.53
10-Jul-24	45.32	0.38	17.19
9-Jul-24	44.87	0.27	12.13
8-Jul-24	45.18	0.41	18.65
5-Jul-24	46.20	0.30	13.95
4-Jul-24	47.07	0.21	9.69
3-Jul-24	47.50	0.62	29.44
2-Jul-24	47.90	0.48	23.20
1-Jul-24	47.58	0.78	37.35
28-Jun-24	45.87	0.32	14.79
27-Jun-24	47.19	0.84	39.67
26-Jun-24	47.07	2.90	136.38
25-Jun-24	45.16	2.92	132.01
24-Jun-24	42.81	0.38	16.07
21-Jun-24	42.49	1.86	78.89
20-Jun-24	40.44	0.24	9.58
19-Jun-24	39.84	0.30	11.85
18-Jun-24	40.33	0.29	11.84
14-Jun-24	40.38	0.54	21.93
13-Jun-24	40.29	0.57	22.77
12-Jun-24	39.43	0.38	14.81
11-Jun-24	39.35	0.21	8.09
10-Jun-24	39.63	0.24	9.54
7-Jun-24	39.54	0.51	20.27
6-Jun-24	39.25	0.88	34.47
5-Jun-24	35.71	0.25	8.99
4-Jun-24	35.57	0.59	21.09

Source: BSE

JK LAKSHMI CEMENT LTD. ★

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Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
3-Jun-24	37.5	0.26	9.89
31-May-24	36.7	0.27	9.98
30-May-24	36.9	0.17	6.42
29-May-24	37.2	0.25	9.43
28-May-24	37.4	0.24	9.11
27-May-24	38.0	0.29	11.06
24-May-24	38.8	0.26	10.05
23-May-24	38.8	0.24	9.41
22-May-24	39.3	0.31	12.06
21-May-24	39.5	0.57	22.52
18-May-24	40.9	0.13	5.47
17-May-24	41.8	0.47	19.80
16-May-24	41.6	0.38	15.97
15-May-24	42.0	1.12	47.01
14-May-24	40.0	1.35	53.80
13-May-24	36.8	0.28	10.28
10-May-24	36.5	0.19	6.82
9-May-24	37.1	0.21	7.66
8-May-24	37.6	0.21	8.02
7-May-24	38.0	0.29	11.07
6-May-24	38.7	0.22	8.63
3-May-24	39.4	0.25	9.75
2-May-24	39.7	0.22	8.66
30-Apr-24	39.7	0.67	26.50
29-Apr-24	39.0	0.29	11.31
26-Apr-24	38.9	0.16	6.25
25-Apr-24	39.0	0.31	12.14
24-Apr-24	39.2	0.41	15.89
23-Apr-24	39.2	0.67	26.45
22-Apr-24	38.9	1.26	49.04
19-Apr-24	36.7	0.52	18.92
18-Apr-24	37.3	0.42	15.54
16-Apr-24	36.9	0.27	10.00
15-Apr-24	36.5	0.65	23.58
12-Apr-24	37.8	0.38	14.42
10-Apr-24	37.8	0.34	12.75
9-Apr-24	38.0	0.36	13.72
8-Apr-24	38.3	0.42	16.26
5-Apr-24	38.0	0.69	26.02
4-Apr-24	38.6	0.91	34.91
3-Apr-24	39.6	0.78	30.86
2-Apr-24	38.4	1.38	52.93
1-Apr-24	36.9	1.67	61.49
28-Mar-24	33.8	0.79	26.65
27-Mar-24	33.8	0.89	30.11
26-Mar-24	33.7	0.78	26.32
22-Mar-24	34.1	0.49	16.57
21-Mar-24	33.9	0.70	23.70
20-Mar-24	33.9	0.52	17.64
19-Mar-24	34.3	0.47	16.15
18-Mar-24	35.4	0.30	10.52

Source: BSE

★ JK LAKSHMI CEMENT LTD.

PwC Business Consulting Services LLP ★

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20 September 2024

JK Lakshmi Cement Limited
Jaykaypuram, District Sirohi,
Rajasthan – 307 019

Dear Sirs,

We refer to our Share Exchange Ratio Report ("Report") dated 31 July 2024 and Summary Workings dated 05 August 2024 and 28 August 2024, for providing the fair share exchange ratio for the proposed amalgamation of Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") into and with JK Lakshmi Cement Limited ("JKLC" or "Client") as the Amalgamated Company, proposed to be implemented through a composite scheme of arrangement, pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

As asked by you, find below our responses to queries received by you from the Bombay Stock Exchange:

- **JK Lakshmi Limited**

Particulars (INR Crore)	Actual		Projected					
	FY24	01 April 2024 to 30 June 2024	01 July 2024 to 31 March 2025	FY25	FY26	FY27	FY28	FY29
Number of Months	12	3	9	12	12	12	12	12
Revenue	6,320	1,445	4,716	6,160	6,992	7,534	7,837	8,062
EBITDA	864	185	659	843	1,072	1,236	1,294	1,340
EBITDA margins	*14%*	*13%*	*14%*	*14%*	*15%*	*16%*	*17%*	*17%*
PAT	424	156	332	488	566	691	739	778
PAT Margins	*7%*	*11%*	*7%*	*8%*	*8%*	*9%*	*9%*	*10%*

PwC Business Consulting Services LLP

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Registered Office : 11-A,Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.

- **Udaipur Cement Works Limited**

Particulars (INR Crore)	Actual		Projected					
	FY24	01 April 2024 to 30 June 2024	01 July 2024 to 31 March 2025	FY25	FY26	FY27	FY28	FY29
Number of Months	12	3	9	12	12	12	12	12
Revenue	1,164	325	1,220	1,545	1,934	2,076	2,106	2,139
EBITDA	186	39	194	233	347	407	416	427
EBITDA margins	*16%*	*12%*	*16%*	*15%*	*18%*	*20%*	*20%*	*20%*
PAT	61	-10	10	0	97	164	182	203
PAT Margins	*5%*	*-3%*	*1%*	*0%*	*5%*	*8%*	*9%*	*10%*

This letter should be read in conjunction with our report and the limitations mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

Trust you would find the above in order.

Yours faithfully,

For PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ GARG
Digitally signed by NEERAJ GARG
Date: 2024.09.20 17:30:14 +05'30'

Neeraj Garg
Partner
IBBI Membership No.: IBBI/RV/02/2021/14036

incwert
Valuation|Research

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Fax: +91 124-436-2995
Internet: www.incwert.com
Email: queries@incwert.com

Date: 20 September 2024

The Board of Directors

Udaipur Cement Works Limited
Shripati Nagar, CFA,
P.O. Dabok, Udaipur
Rajasthan – 313 022

Sub: Supplement II to the valuation carried out in connection with the recommendation of Share Exchange Ratio pursuant to the Scheme of Arrangement presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, for the amalgamation of Udaipur Cement Works Limited into and with JK Lakshmi Cement Limited

Dear Sir/Madam,

We refer to our valuation report dated 31 July 2024 and supplement dated 05 August 2024 issued in connection with recommending the share exchange ratio in connection with the proposed amalgamation of Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") into and with JK Lakshmi Cement Limited ("JKLC" or "Amalgamated Company") pursuant to a composite scheme of arrangement (the proposed "Scheme") under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act"), other applicable laws and rules issued thereunder, as may be applicable.

Incwert Advisory Private Limited ("We" or "Incwert") is registered with IBBI as a Registered Valuer Entity and is bound to keep the data provided by our client confidential. However, since we have received a specific request from you i.e. management of UCWL based on the requirement of the Stock Exchanges, we are pleased to attach the details based on the requirements of the checklist for Schemes filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for submission to Stock Exchanges/ Regional Director, Ministry of Corporate Affairs ('MCA') and regulatory authorities as per the terms of our engagement letter dated 01 May 2024 and addendum dated 17 July 2024.

We hereby submit the details for your record purposes (please refer to Appendices to this letter) for the details. Please note that totals may not add due to rounding. This supplement should be read in conjunction with our report dated 31 July 2024 issued jointly with PwC Business Consulting Services LLP and a follow-on supplement dated 05 August 2024.

This letter shall be subject to the terms of our Letter of Engagement dated 01 May 2024 and addendum dated 17 July 2024 whereby Incwert has been appointed by Udaipur Cement Works Limited to recommend the fair share exchange ratio ("Share Exchange Ratio") for the proposed amalgamation of the Amalgamating Company 1 into and with JK Lakshmi Cement Limited.

Respectfully submitted,
For Incwert Advisory Private Limited
Registered Valuer Entity under Companies (Registered Valuers and Valuation) Rules, 2017
IBBI Registration No. IBBI/RV-E/05/2019/108
Asset class: Securities or Financial Assets

PUNIT KHANDELWAL
Digitally signed by PUNIT KHANDELWAL
Date: 2024.09.20 16:34:04 +05'30'

Punit Khandelwal
Director
Registered Valuer under Companies (Registered Valuers and Valuation) Rules, 2017
IBBI Registration No. IBBI/RV/05/2019/11375
Asset class: Securities or Financial Assets

1.	**PAT and EBIDTA in value terms for the projections considered for the FY 2025 till FY 2029.**
	– Please refer to Appendix 1A of this letter for the details relating to JKLC – Please refer to Appendix 1B of this letter for the details relating to UCWL

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APPENDIX – 1A

EBITDA and PAT - JKLC

Summary Profit and loss					
INR million	FY2025 12mths Forecast	FY2026 12mths Forecast	FY2027 12mths Forecast	FY2028 12mths Forecast	FY2029 12mths Forecast
EBITDA	8,431	10,717	12,358	12,942	13,398
PAT	4,880	5,664	6,910	7,389	7,780
KPIs					
EBITDA margin	*14%*	*15%*	*16%*	*17%*	*17%*
PAT margin	*8%*	*8%*	*9%*	*9%*	*10%*

APPENDIX – 1B

EBITDA and PAT - UCWL

Summary Profit and loss					
INR million; Period ending 31 March	FY2025 12mths Forecast	FY2026 12mths Forecast	FY2027 12mths Forecast	FY2028 12mths Forecast	FY2029 12mths Forecast
EBITDA	2,333	3,471	4,067	4,162	4,267
PAT	0	974	1,638	1,822	2,033
KPIs					
EBITDA margin	*15%*	*18%*	*20%*	*20%*	*20%*
PAT margin	*0%*	*5%*	*8%*	*9%*	*10%*

Note:

Our analysis considers the business plan and financial forecast as provided by the management. For the purpose of undertaking valuation, we have analysed and discussed the business assumptions, benchmarked the forecast with company's own historical performance and market data, the projected growth of the market and projected growth/ market share to extent available with us.

We have assessed and evaluated the reasonableness of the information based on procedures such as analysing industry data, analysing historical performance, analysing expectations of comparable companies, and analysing analyst reports among others. However, we must emphasize that realisations of projections will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the final projections. Since the projections relate to the future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material.

---------END---------

D&A

D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

Date: 31st July, 2024

The Board of Directors
Udaipur Cement Works Limited
Shripati Nagar, CFA PO, Dabok,
Udaipur, Rajasthan, India, 313022

Subject: Fairness opinion for the purpose of proposed scheme of amalgamation of Udaipur Cement Works Limited on a going concern basis into and with JK Lakshmi Cement Limited, and their respective shareholders and creditors ("Composite Scheme of Amalgamation and Arrangement or "Scheme")

Dear Sir/s,

We understand that the Board of Directors have proposed amalgamation of Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company") into and with JK Lakshmi Cement Limited ("JKLC" or "Amalgamated Company"), and their respective shareholders and creditors for the proposed scheme of Amalgamation under the provisions of Section 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

In connection with the proposed amalgamation, we, M/s D & A Financial Services (P) Ltd, SEBI registered Merchant Banker, having license no. INM000011484, have been engaged by the Board of Directors of UCWL to give our fairness opinion on the fair value analysis jointly recommended by registered valuers M/s PwC Business Consulting Services LLP (IBBI/RV-E/02/2022/158) having office at 11A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi - 110002 and M/s Incwert Advisory Private Limited (IBBI/RV-E/05/2019/108) having office at Welldone Techpark Sector 48 Gurgaon, 122018 (hereinafter referred to as "Valuers") in their joint valuation report dated 31st July 2024, who were appointed Valuer for the purpose of recommending fair exchange ratio for the Proposed Transaction.

The Scheme shall be subject to (i) Receipt of approval from the National Company Law Tribunal ("NCLT") and (ii) Other Statutory Approval(s) as may be required in this regard.

For Udaipur Cement Works Ltd.

(Poonam Singh)
Company Secretary & Compliance Officer

UDAIPUR CEMENT WORKS LTD

D & A Financial Services (P) Ltd. New Delhi

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)
Phone:+91 11 41326121, 40167038
E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com
Website:www.dnafinserv.com, **Branch Office :** Mumbai
CIN : U74899DL1981PTC012709

1. Scope and Purpose of the Opinion

The Management of UCWL has engaged M/s D & A Financial Services (P) Ltd to submit fairness opinion to the Board of Directors on the Proposed Transaction as defined above.

The Fairness Opinion is addressed to the Board of Directors of UCWL and JKLCL. Further, this Fairness Opinion has been issued as per the requirements of SEBI Circular no SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (**"SEBI Circular"**).

We have assumed and relied upon the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the authorized representatives of management of UCWL for the purpose of this Opinion. We have not reviewed any other documents of the Company other than those stated herein. We have not assumed any obligation to conduct, nor have we carried out any independent physical inspection or title verification of the property, investments etc. interests of companies and accept no responsibility therefore.

We have not reviewed any internal management information statements or any non-public reports and instead with your consent we have relied upon information that was publicly available or provided or otherwise made available to us by management of UCWL for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threatened claims.

2. BRIEF BACKGROUND OF THE COMPANIES

A. JK Lakshmi Cement Limited

(i) JKLC is a listed public limited company incorporated under the laws of India and having its registered office at Jaykaypuram Basantgarh District Sirohi, Rajasthan, India, 307019. The CIN of JKLC is L74999RJ1938PLC019511. The PAN of JKLC is AAACJ6715G.

(ii) JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

UDAIPUR CEMENT WORKS LTD

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D & A Financial Services (P) Ltd New Delhi

(iii) JKLC was originally incorporated on August 06, 1938, under the Indian Companies Act, 1913, under the name and style 'Straw Products Limited'. The name of the Company was changed to 'JK Corp Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Orissa on June 17, 1994.

Subsequently the Registered Office of the Company was shifted from the State of Orissa to the State of Rajasthan, pursuant to which a fresh certificate of registration (consequent to change of registered office) was issued by Registrar of Companies, Jaipur. Thereafter, the name of the Company was changed from 'JK Corp Limited' to 'JK Lakshmi Cement Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Jaipur on October 06, 2005.

(iv) The Equity Shares of JKLC are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**").

B. Udaipur Cement Works Limited

(i) UCWL is a listed public limited company incorporated under the laws of India and having its registered office at Shripati Nagar, CFA, PO: Dabok Udaipur Rajasthan 313022 – India. The CIN of UCWL is L26943RJ1993PLC007267. The PAN of UCWL is AAACU8858M.

(ii) UCWL is primarily engaged in the business of, inter alia, manufacturing and selling Clinker and Cement which is similar to the business of JKLC, and has a cement manufacturing plant located in the State of Rajasthan.

(iii) UCWL was originally incorporated on March 15, 1993, under the Companies Act, 1956, with the name and style 'J.K. Udaipur Udyog Limited'. The name of the company was changed to 'Udaipur Cement Works Limited', pursuant to which a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Jaipur on May 19, 2006.

(iv) UCWL is a subsidiary of JKLC and the Equity Shares of UCWL are listed on NSE and BSE.

3. RATIONALE OF THE PROPOSED TRANSACTION

(i) JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(ii) The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

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(iii) UCWL, in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of UCWL into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combined business/operations.

(iv) This composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

(v) The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

(vi) Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., JKLC and UCWL, as it proposes to consolidate all the cement companies into a single business focused entity resulting in optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, inter alia, result in the following benefits for the Scheme Entities:

(a) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

(b) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

(c) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from Amalgamated Company. Further, efficiency in debt and cash management will improve, enabling the Amalgamated Company to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

(d) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

(e) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further

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development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

(f) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

(g) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

(h) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

(vii) Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

4. Sources of Information

(i) Valuation Report on valuation of shares and Share Exchange Ratio for the purpose of the proposed scheme of Amalgamation issued jointly by valuers M/s PwC Business Consulting Services LLP and M/s Incwert Advisory Private Limited dated 31st July 2024.

(ii) Draft Composite Scheme of Amalgamation and Arrangement.

(iii) Discussions with the management.

(iv) Such other information, explanations and representations that were required and provided by the management.

5. Valuation Report

Valuer have recommended fair exchange ratio on the basis of analysis and analytical review and relative valuation of the equity shares of the respective companies and opined that the fair exchange ratio of equity as described below is fair and reasonable for all equity shareholders and the companies involved in the Scheme:

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"The Board of Directors of the Amalgamating Company and the Amalgamated Company, have determined the share swap ratio, on a fully diluted basis, as 4:100 (**"Share Swap Ratio"**), based on their independent judgment and after taking into consideration the aforesaid Valuation Report as:

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees four) each held in the Amalgamating Company, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) in the Amalgamated Company""

6. **Conclusion and Opinion**

On the basis of our scope and limitations mentioned in this report and based on our examination of the draft of the proposed composite scheme of amalgamation and arrangement and valuation report jointly issued by registered valuers M/s PwC Business Consulting Services LLP and M/s Incwert Advisory Private Limited dated 31st July 2024 and on consideration of all relevant factors as described herein above, we are of the opinion that the valuation done by the valuers for determining the fair exchange ratio is fair and reasonable.

Thanking You
For **D & A Financial Services (P) Ltd**
SEBI Cat-I, Merchant Banker
INM000011484

D & A Financial Services (P) Ltd. New Delhi

UDAIPUR CEMENT WORKS LTD

Vardhman Doogar
Director
Place: New Delhi
Date: 31 July, 2024

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APPENDIX A

EXCLUSIONS AND LIMITATIONS

- Our conclusion is based on the information furnished to us being complete and accurate in all material respects.
- We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Companies.
- Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this Opinion. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this Opinion.
- Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement.
- Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- We do not express any opinion as to the price at which shares of the Companies may trade at any time, including, subsequent to the date of this opinion.

UDAIPUR CEMENT WORKS LTD

For Udaipur Cement Works Ltd.

(Poonam Singh)
Company Secretary & Compliance Officer

D & A Financial Services (P) Ltd. New Delhi

July 31, 2024

To,

The Board of Directors,
JK Lakshmi Cement Limited
Nehru House,
4, Bahadur Shah Zafar Marg,
New Delhi - 110002

Sub: Fairness opinion to the Board of Directors of JK Lakshmi Cement Limited (JKLC or Company) on the recommendation of Share Exchange Ratio for merger of Udaipur Cement Works Ltd. (UCWL) into JKLC (Proposed Transaction)

In terms of our engagement with JKLC dated May 22, 2024, JKLC has requested ICICI Securities (**I-Sec**) to provide a fairness opinion to the Board of Directors of JKLC on the Share Exchange Ratio recommended by the Registered Valuers for the proposed Composite Scheme of Amalgamation and Arrangement **(Scheme),** pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

BACKGROUND, PURPOSE AND USE OF THIS FAIRNESS OPINION

JK Lakshmi Cement Limited is a leading manufacturer and supplier of Cement and Cementitious products like RMC and AAC Blocks. It has manufacturing facilities in the State of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Odisha with current capacity of 11.70 Million Tonnes Per Annum. Its equity shares are listed on the BSE and NSE.

Udaipur Cement Works Limited manufacturer and supplier of Cement products with manufacturing facilities in the State of Rajasthan with current capacity of 2.20 Million Per Annum. Its shares are listed on BSE and NSE.

Hansdeep Industries & Trading Company Limited (HITCL), is engaged in a business similar to that of JKLC. HITCL is a wholly owned subsidiary of JKLC, and the Equity Shares of HITCL are not listed on any Stock Exchange.

Hidrive Developers and Industries Limited (HDIL), is also engaged in a business similar to that of JKLC, it has a land situated at Village Dastan, Taluka Palsana, District Surat, which is intended to be used for the purpose of setting up cement grinding unit with capacity of 1.35 million Tonnes per annum. HDIL is a wholly owned subsidiary of JKLC, and the Equity Shares of HDIL are not listed on any Stock Exchange in India or in any other country.

JKLC, UCWL, HITCL and HDIL are hereinafter jointly referred to as the "**Companies**"

We understand that the scheme contemplates the following steps:
(i) Merger / amalgamation of UCWL into JKLC;
(ii) Merger / amalgamation of HITCL into JKLC; and
(iii) Merger / amalgamation of HDIL into JKLC

The Company has appointed PWC Business Consulting Services LLP ("PWC") and Incwert Advisory Private Limited ("Incwert") as **Registered Valuers** to determine and recommend the Share Exchange Ratio for the Scheme, on a going concern basis with 30 July 2024 being the valuation date. In this connection, pursuant to the requirements of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, we have been requested by the Board of Directors of JKLC to render an opinion on whether the Share Exchange Ratio determined and recommended by the Registered Valuers vide their joint valuation report dated 31 July 2024, is fair.

The Registered Valuers have recommended the following Share Exchange Ratio for the steps contemplated in the Scheme:

Share Entitlement Ratio for Merger of UCWL into JKLC:
"4 (four) equity shares of JKLC of INR 5/- each fully paid up for every 100 (one hundred) equity shares of UCWL of INR 4/- each fully paid up."

Share Entitlement Ratio for Merger of HITCL & HDIL into JKLC:
We understand that no shares will be issued as consideration for merger / amalgamation of HITCL and HDIL into JKLC as HITCL and HDIL are wholly owned subsidiaries of JKLC.

This fairness opinion is intended only for the sole use and information of the Board of Directors of JKLC and only in connection with the Proposed Transaction. We are not responsible in any way to any other person / party for any decision of such person or party based on this fairness opinion. Any person / party intending to provide finance / invest in the shares / business of any of the companies involved in the Transaction or their subsidiaries / joint ventures / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this fairness opinion or any part thereof, other than in connection with the Transaction as aforesaid can be done only with our prior permission in writing.

SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

1. Audited financial statements of the JKLC, UCWL, Dwarkesh Energy Limited, HITCL, HDIL for the year ended 31 March 2024 and quarter ended 30 June 2024;
2. Financial projections of the JKLC and UCWL; including key underlying assumptions with respect to the projected profit & loss account, and projected balance sheet;
3. The draft Composite Scheme of Amalgamation and Arrangement;
4. Number of equity shares / cumulative redeemable preference shares (CRPS) / optionally convertible cumulative redeemable preference shares (OCRPS) of the aforesaid companies outstanding (on fully diluted basis) as on 30 July 2024; and
5. Other information and documents that we considered necessary for the purpose of this engagement provided through emails or during discussion.

SCOPE LIMITATIONS

Our fairness opinion is subject to the scope limitations detailed hereinafter. As such the fairness opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to the Companies including their respective working results or businesses referred. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this fairness opinion. Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion as described hereinabove. It may not be valid for any other purpose or if provided on behalf of any other entity. Our fairness opinion is addressed to and is solely for the benefit of the Board of Directors of JKLC and should not be publicly or otherwise circulated, provided or disclosed to any person, authority (including regulatory authority), entity or any public or private platform without our prior written consent. No other person, entity or regulatory authority shall, save with our written consent, rely on this opinion or any part thereof.

We have considered financial information in our analysis and have made adjustments for facts made known to us till the date of our report, including taking into consideration current market parameters. An exercise of this nature involves consideration of various factors. This fairness opinion is issued on the understanding that each of the Companies have drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses upto the date of approval of the Scheme by the Board of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided without detailed inquiry. Also, we assume that the management of each of the Companies, has not omitted any relevant and material factors for the purposes of the work which we have undertaken in connection with this fairness opinion.

We shall have no obligation to verify the accuracy or completeness of any information or express any opinion or offer any form of assurance regarding the accuracy or completeness of such information and shall not assume any liability therefor. We assume no responsibility whatsoever for any errors in the information furnished to us and their impact on the present exercise.

We express no opinion whatsoever and make no recommendation at all to the shareholders or secured or unsecured creditors of each of the Companies, as to how they should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other term of the Scheme. We also express no opinion and accordingly accept no responsibility with respect to the financial performance of the Companies following the consummation of the Scheme. We also express no opinion on the likely market price of the Companies post the consummation of the Scheme.

No investigation with respect to the claim to title of assets of each of the Companies has been made for the purpose of this exercise and the same has been assumed to be valid. We have not placed any individual value on the assets of each of the Companies and have also not considered any liens or encumbrances on the same. Further we have not opined and accordingly do not take responsibility whatsoever for matters of a legal nature. Also, we are not opining on matters related to taxation. This fairness opinion should not be construed as a certification regarding the compliance of the Scheme with the provisions of any law including Companies Act, tax laws and capital market related laws or as regards any legal implications or issues arising from the Scheme.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Scheme.

In arriving at our opinion, we have assumed and relied upon, without any independent verification or validation, the accuracy and completeness of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with us and have relied upon the assurances of the management of JKLC that they are not aware of any facts or circumstances that would make such information or data inaccurate or misleading in any material respect. With respect to the financials and forecasts, we have been advised by JKLC, and have assumed, that: (i) they have been reasonably prepared and/or confirmed on bases reflecting the best currently available estimates and good faith judgements of the management of JKLC as to the future financial performance of the Companies or their respective subsidiaries and/or associates, and (ii) they are based on the understanding of the management of JKLC of the current business strategy, operations, competition and macro-economic indicators and involves known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results to be materially different from any future results, performance or achievements expressed or implied by the financials and forecast of the Companies or their respective subsidiaries and/or associates.

Without limiting the generality of the foregoing, we have also assumed, at the direction of JKLC, their respective subsidiaries and associates, as applicable, will receive all statutory clearances with respect to their respective operations in accordance with the assumptions regarding such clearances in their financials and forecasts.

We have been informed by the management of JKLC that the financials and forecasts provided to us have been prepared in accordance with Indian Accounting Standards (Ind-AS). We have not made or been provided with any independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of the Companies or their respective subsidiaries and/or associates, as applicable, and/or any other entity (other than the Valuation Report, which we have reviewed and relied upon without independent verification for purposes of this opinion), nor have we made any physical inspection or title verification of the properties or assets of the Companies, their respective subsidiaries and/or associates, as applicable, and/or any other entity, and we do not express any opinion as to the value of any asset of the Companies, their respective subsidiaries and/or associates, as applicable, and/or any other entity, whether at current prices or in the future. We have not evaluated the solvency or fair value of the Companies, their respective subsidiaries and/or associates, as applicable, and/or any other entity under the laws of India or any other laws relating to bankruptcy, insolvency or similar matters.

We have assumed, at the direction of JKLC, that the Transaction will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary governmental, judicial, regulatory and other approvals, consents, releases and waivers for the Transaction, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, will be imposed that would have an adverse effect on JKLC, their respective subsidiaries and/or associates, as applicable, and/or any other entity or the contemplated benefits of the Transaction. We also have assumed, at the direction of JKLC, that the final executed Scheme will not differ in any material respect from the Draft Scheme reviewed by us.

We have not undertaken any independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities, or any settlements thereof, to which JKLC, their respective subsidiaries and/or associates, as applicable, and/or any other entity, are or may be a party or are or may be subject, and this opinion does not consider the potential effects of any such litigation, actions, claims, other contingent liabilities or settlements.

We express no view or opinion as to any terms or other aspects or implications of the Transaction (other than the Ratios to the extent expressly specified herein), including, without limitation, the form or structure of the Transaction, the taxation impact of the Transaction or the Equity Shares issued and allotted under the Transaction or any terms or other aspects or implications of any other agreement, arrangement or understanding entered into in connection with or related to the Transaction or otherwise. We were not requested to, and we did not, participate in the negotiation of the terms of the Transaction. Our opinion does not address any matters otherwise than as expressly stated herein, including but not limited solely to matters such as corporate governance, shareholder rights or any other equitable consideration, and is limited to the fairness, from a financial point of view, to the Public Shareholders of JKLC of the Ratios provided for in the Scheme and no opinion or view is expressed with respect to any consideration received in connection with the Transaction by the holders of any other class of securities, creditors or other constituencies of any party. In addition, no opinion or view is expressed with respect to the fairness (financial or otherwise) of the amount, nature or any other aspect of any compensation to any of the officers, directors or employees of any party to the Transaction, or class of such persons, relative to the Ratios. Furthermore, no opinion or view is expressed as to the relative merits of the Transaction in comparison to other strategies or transactions that might be available to JKLC or in which JKLC might engage or as to the underlying business decision of JKLC to proceed with or effect the Transaction. Further, JKLC will remain solely responsible for the commercial assumptions on which this opinion is based and for its decision to proceed with the Transaction.

Further, our opinion does not take into account any corporate actions of JKLC after the date hereof, including payment of dividends. We are not expressing any opinion as to what the value of the Equity Shares actually will be when issued or the prices at which the Equity Shares will trade at any time, including following announcement or consummation of the Transaction. In addition, we express no opinion or recommendation as to how any shareholder, creditor or other person should vote or act in connection with the Transaction or any related matter. In addition, we are not expressing any view or opinion with respect to, and have relied, with the consent of JKLC, upon the assessments of representatives of JKLC regarding, legal, regulatory, accounting, tax and other matters relating to the Companies, any of their respective subsidiaries and/or associates, as applicable, or any other entity and the Transaction (including the contemplated benefits of the Transaction) as to which we understand that JKLC obtained such advice as it deemed necessary from qualifies professionals.

We have also assumed that all aspects of the Transaction and any other transaction contemplated in the Scheme would be in compliance with applicable laws and regulations, and we have issued this opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance, including without limitation, compliance with the provisions of SEBI Regulations. Without prejudice to the generality of the foregoing, we express no opinion and have assumed that the Transaction will not trigger obligation to make open offers under the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and accordingly, we have not considered the consequences or impact on ICICI Securities, if any such offers are mandated, and we have also assumed that the Transaction will not result in any adverse effect on ICICI Securities or its business, whether under tax or other laws or under the terms of any license or approval.

We have acted as financial advisor to the Board of Directors of JKLC to render this opinion and will receive a fee for our services, which will be paid upon the rendering of this opinion. In addition, JKLC has agreed to reimburse our expenses (subject to certain restrictions) and indemnify us against certain liabilities arising out of our engagement.

We and our affiliates comprise a full-service securities firm and commercial bank engaged in securities, commodities and derivatives trading, foreign exchange and other brokerage activities, and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and financial advisory services and other commercial services and products to a wide range of companies, governments and individuals. In the ordinary course of our businesses, we and our affiliates may invest on a principal basis or on behalf of customers or manage funds that invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in equity, debt or other securities or financial instruments (including derivatives, bank loans or other obligations) of JKLC and their respective subsidiaries, joint ventures, associates and/or affiliates.

We and our affiliates in the past have provided, currently are providing, and in the future may provide, investment banking, commercial banking and other financial services to JKLC and its subsidiaries, joint ventures, associates and/or affiliates, and have received or in the future may receive compensation for the rendering of these services.

It is understood that this letter is for the benefit and use of the Board of Directors of JKLC (in its capacity as such) in connection with and for purposes of its evaluation of the Transaction and is not rendered to or for the benefit of, and shall not confer rights or remedies upon, any person other than the Board of Directors of JKLC. This opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party, nor shall any public reference to us be made, for any purpose whatsoever except (i) with our prior written consent in each instance; (ii) as required to be disclosed by JKLC to the Stock Exchanges pursuant to applicable laws and may be disclosed on the website of JKLC and the Stock Exchanges to the extent required under applicable laws and further may also be made a part of the explanatory statement to be circulated to the shareholders and/or creditors of JKLC; and (iii) as required to be disclosed to relevant judicial, regulatory or government authorities, in each case only as may be mandatorily required by applicable laws. Our opinion is necessarily based on financial, economic, monetary, market and other conditions and circumstances as in effect on, and the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect this opinion, and we do not have any obligation to update, revise, or reaffirm this opinion.

RATIONALE & CONCLUSION

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the Share Exchange Ratio, as recommended by the Registered Valuers is fair.

Yours faithfully,

For ICICI Securities Limited,

Deepak Nawal
Senior Vice President
ICICI Securities, Mumbai
Date: July 31, 2024

UCWL UDAIPUR CEMENT WORKS LIMITED

Period of Complaints Report
(9th August 2024 to 1st September 2024)

Sub.: Requirements for in principle approval for the proposed Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Limited, Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Private Limited and their respective Shareholders and Creditors, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
NOT APPLICABLE			

Yours faithfully,

For Udaipur Cement Works Limited

(Poonam Singh)

Company Secretary

Date:02.09.2024

UDAIPUR CEMENT WORKS LTD

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com

CIN: L26943RJ1993PLC007267

UCWL UDAIPUR CEMENT WORKS LIMITED

Period of Complaints Report

9th August 2024 to 27th September 2024

Sub.: Requirements for in principle approval for the proposed Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Limited, Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Private Limited and their respective Shareholders and Creditors, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013.

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not Applicable
5.	Number of complaints pending	Not Applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
NOT APPLICABLE			

Yours faithfully,
For Udaipur Cement Works Limited

(Poonam Singh)
Company Secretary
Date:27.09.2024

UDAIPUR CEMENT WORKS LTD

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com
CIN: L26943RJ1993PLC007267

BSE
The Power of Vibrance

DCS/AMAL/JP/R37/3460/2024-25 **January 01, 2025**

The Company Secretary,
JK Lakshmi Cement Limited,
Jaykaypuram, Basantgarh,
Sirohi , Rajasthan,
307019

The Company Secretary,
Udaipur Cement Works Limited,
Shripati Nagar, CFA, P.O., Dabok,
Udaipur, Rajasthan, 313022

Dear Sir,

Sub: Observation letter regarding the Draft Composite Scheme of Amalgamation of Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Private Limited with and into JK Lakshmi Cement Limited and their respective shareholders & creditors.

We are in receipt of the Draft Composite Scheme of Amalgamation of Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Private Limited with and into JK Lakshmi Cement Limited and their respective shareholders & creditors under Section 230 to 232 of the Companies Act, 2013 as required under SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/665 dated November 23, 2021 read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 & 94(2) of SEBI LODR Regulations 2015 along with SEBI/HO/DDHS/DDHS Divl/P/CIR/2022/0000000103 dated July 29, 2022 (SEBI Circular) and Regulation 94A(2) SEBI (LODR) Regulations, 2015; SEBI vide its letter dated December 31, 2024 has inter alia given the following comment(s) on the draft Composite scheme of Amalgamation:

a. **"The Company shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."**

b. **"The Company shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**

c. **"The Company shall ensure compliance with SEBI circulars issued from time to time.The entities involved in the Scheme shall duly comply with various provisions of the SEBI master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."**

d. **"Company is advised that the information pertaining to all the unlisted companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of the schedule VI of the ICDR Regulations 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**

e. **"Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old, if applicable."**

f. **"Company shall ensure that the details of the proposed scheme under consideration as provided to the stock exchange shall be prominently disclosed in the notice sent to shareholders."**

g. **"Company is advised that proposed equity shares proposed to be issued as part of the "Scheme" shall mandatorily be in demat form only."**

JP.

h. "Company shall ensure that the "Scheme" shall be acted upon subject to the complying with the relevant clauses mentioned in the scheme document."

i. "Company shall ensure that no changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI."

j. "Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company is obliged to bring the observations to the notice of Hon'ble NCLT."

k. "Company is advised to comply with all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."

l. "Company shall ensure that the "Scheme" shall be acted upon subject to the companies involved in the scheme of arrangement complying with the Para 10 (a) & (b) of Part I of SEBI Master Circular issued on June 20, 2023 and relevant clauses mentioned in the scheme document."

m. "The Company is advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to make an informed decision:

I. Need, rationale and synergies of the scheme along with its impact on the shareholders;
II. a write up on the history of the amalgamating companies;
III. details of assets, liabilities, net worth, revenue of the companies involved in the scheme, for both pre and post scheme of arrangement;
IV. latest net worth certificate along with statement of assets and liabilities of all the companies involved in the scheme of arrangement for both pre and post the scheme of arrangement;
V. comparison of revenue and net worth of amalgamating company with the total revenue and net worth of the amalgamated company for last three financial years;
VI. Justification for classification of two public shareholders of UCWL under promoter group in JKLCL;
VII. Company is advised that applicable additional information, if any, to be submitted to SEBI along with the draft scheme of arrangement as advised by BSE email dated January 01, 2025 shall form part of the disclosures to the shareholders.

The proposal of scheme of arrangement shall be considered as approved only if the votes cast by public shareholders in favour of the proposal is more than the number of votes cast by public shareholders against it.

n. "It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."

JP.

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders; while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations do not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Ashok Kumar Singh
Deputy General Manager

Jayanti Pradhan.
Jayanti Pradhan
Assistant Manager

Annexure 12

January 01, 2025

Ref: NSE/LIST/43280 The Company Secretary JK Lakshmi Cement Limited Jaykaypuram, Sirohi, Rajasthan;	Ref: NSE/LIST/43281 The Company Secretary Udaipur Cement Works Limited Shripati Nagar, CFA, P.O. Dabok, Udaipur-313022

Kind Attn.: Mr. Amit Chaurasia and Ms. Poonam Singh

Dear Sir and Madam,

Sub: Observation Letter for draft composite scheme of arrangement between JK Lakshmi Cement Limited ("JKLCL") and Udaipur Cement Works Limited ("UCWL" or "Amalgamating Company 1") and Hansdeep Industries & Trading Company Limited ("HITCL" or "Amalgamating Company 2") and Hidrive Developers and Industries Private Limited ("HDIPL" or "Amalgamating Company 3") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt for captioned draft composite scheme of arrangement filed by JK Lakshmi Cement Limited and Udaipur Cement Works Limited.

Based on our letter reference no. NSE/LIST/43281/43280 dated October 24, 2024, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. SEBI vide its letter dated December 31, 2024, has inter alia given the following comment(s) on the draft scheme of arrangement:

a) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*

b) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed Companies and the Stock Exchanges.*

c) *The Company shall ensure compliance with the SEBI Circular issued from time to time.*

This Document is Digitally Signed

Signer: KHYATI NANDAN VIDWANS
Date: Wed, Jan 1, 2025 16:39:20 IST
Location: NSE

d) *The Companies involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*

e) *The Company shall ensure that information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*

f) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*

g) *The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the shareholders.*

h) *The Company shall ensure that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only.*

i) *The Company shall ensure that the "Scheme" shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.*

j) *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/ tribunals shall be made without specific written consent of SEBI.*

k) *The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*

l) *The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder, including obtaining the consent from the creditors for the proposed scheme.*

m) *The company shall ensure compliance with the Para 10 (a) and (b) of Part I of SEBI Master Circular issued on June 20, 2023 and relevant clauses mentioned in the scheme document.*

n) *The Company shall ensure that the company discloses the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013.*

   i. *Need, rationale and synergies of the scheme along with its impact on the shareholders*
   ii. *a write up on the history of the amalgamating companies*
   iii. *details of assets, liabilities, net worth, revenue o[illegible]anies involved in the scheme, for both pre and post scheme of arrangement*

iv. latest net worth certificate along with statement of assets and liabilities of all the companies involved in the scheme of arrangement for both pre and post the scheme of arrangement;

v. comparison of revenue and net worth of amalgamating company with the total revenue and net worth of the amalgamated company for last three financial years

vi. Justification for classification of two public shareholders of UCWL under promoter group in JKLCL

vii. The Companies shall ensure that all the applicable additional information shall form part of disclosures to the shareholders, which was submitted by the Company to the Stock Exchange as per Annexure M of Exchange checklist

o) It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBl /stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBl/ Stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India Limited (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Listed entities involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from January 01, 2025, within which the Scheme shall be submitted to NCLT.

This Document is Digitally Signed

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which [illegible]any may be required to obtain

Signer: KHYATI NANDAN VIDWANS
Date: Wed, Jan 1, 2025 16:35:20 IST
Location: NSE

approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Khyati Vidwans
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist

This Document is Digitally Signed

Signer: KHYATI NANDAN VIDWANS
Date: Wed, Jan 1, 2025 16:39:20 IST
Location: NSE

Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against Udaipur Cement Works Ltd., its promoters and directors

A. Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against Udaipur Cement Works Ltd.:

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
1	Commissioner Appeal -GST	**Goods Service Tax (GST) on District Mineral Fund Trust (DMFT) & National Mineral Exploration Trust (NMET).** GST department issued Show cause notice to pay Interest and Penalty on delayed payment of GST on DMFT and NMET fund for the period from July 2017 to Feb 2019.	**1.27**	The Company shall be filing an appeal against the said Order-In-Appeal No. 50(GKT)CGST/JDR/2023 dated 19.01.2023 before the Good Service Tax Tribunal as and when constituted and made operational.
2	Rajashthan High Court, Jodhpur	**Cross Subsidy And Electricity Duty On Solar Power.** Ajmer Vidyut Vitran Nigam Ltd. (AVVNL) charged Cross Subsidy charges on Purchase of Solar Energy @Rs. 1.70 per unit on purchase of power from third party and Electricity Duty @ Rs 0.40 per unit.	**0.97**	As per Solar Policy of the State of Rajasthan, the cross subsidy shall be exempted for 7 years but AVVNL imposed the charges in contravention of the policy. Against the order, Solar association has filed writ at Rajasthan High Court, Jodhpur. The Company is also one of the party among the association. The decision is pending.
3	Rajashthan High Court, Jodhpur	**Challenged for recovered amount by Employee State Insurance Corporation (ESIC).** ESI recovered amount from our bank account in lieu of contribution of employer and employees share during the period of exemption and non-implementation of the Act for the plant area.	**0.15**	The Company has challenged, the recovered amount by ESIC vide demand notice dated 03.12.2018 and 13.12.2018 issued against the order of BIFR dated 13.01.2012, in turn reply was also filed by ESIC, presently matter is pending with High Court, Jodhpur.
4	The Controlling Authority, Under Payment of Gratuity Act,1972	**Payment of Gratuity for badli period.** Demand for payment of Gratuity raised by badli workers for the "Badli Period" of service tenure despite their service period was not eligible for claim.	**0.90**	The Company has replied over their claim and matters are in the stage of production of evidences by parties.
5	The Authority, Under Payment of Wages Act,1936	**Payment of Joining Incentive amount.** Demand raised for payment of Joining Incentive amount as per Memorandum of Understanding (MOU) dated 16.06.2010, despite worker's service period was not eligible for claim.	**0.06**	The Company has replied over their claim against filed application and further seeking additional documents from claimant and these are still awaited.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
6	Add. District Judge - Mavli & Udaipur	**Security and Freight amount of unsecured creditors.** Matters raised by unsecured creditors (Transporters) demanding security and freight amount unpaid before the period of suspension of work and in view of BIFR order's.	**0.09**	The Company has filed reply on claim and application against decree of execution for waiver of amount based on BIFR order, argument to be done.
7	Workman Compensation Authority-Udaipur	**Land partition and mutation.** One workman was injured while working in plant and medicated by UCWL, later on, after retirement he filed a suit for demanding for Compensation and Medical exp. of Rs. 16.72 Lacs.	**0.17**	The Company has filed reply and awaiting cross examination of his affidavit by concerned authority.
8	Rajashthan High Court, Jodhpur	**Dismissal case of workman.** Dismissal of Mr. Sohan Lal (Ex-worker of Civil Deptt.) from company services after holding domestic enquiry on account of refuse to work at instrument deptt.	**0.04**	The Company have not received any notice and updates on the case since last five years, matter pending in due course.
	Disallowance of Various Expenses Under Income Tax			
9	Assistant Commissioner of Income Tax, Circle 2, Udaipur – AY 2018-19	Addition of Rs. 17.57 crores u/s 40(a)(ia) was made due to non-deduction of TDS on interest payments of Rs. 58.56 crores made by UCWL to HITCL. An appeal filed before ITAT, Jodhpur Bench, against the revision order passed by PCIT u/s 263 of the Act dated 18.03.2024, which is pending for final order.	**6.08**	ACIT, Udaipur has passed the assessment order u/s 143(3) r.w.s. 263 of the Income Tax Act, 1961 on 23.12.2024 and we are under process of filing appeal before the Commissioner of Income Tax (Appeals).
10	Commissioner of Income Tax (Appeals), National Faceless Appeal Centre – AY 2013-14	Disallowance of deduction of deferred interest credited to the Profit & Loss A/c u/s 43B.	**3.51**	Appeal is pending before CIT(A).
11	Commissioner of Income Tax (Appeals), Delhi – 44 – AY 2016-17	Brand royalty paid to JKLC disallowed under normal provision. Remuneration paid to WTD partly disallowed as it exceeds the ceiling limit as provided in the Companies Act, 2013.	**0.33**	Appeal is pending before CIT(A).
12	Commissioner of Income Tax (Appeals), National Faceless Appeal Centre – AY 2017-18	Brand royalty paid to JKLC disallowed under normal provision. Remuneration paid to WTD partly disallowed as it exceeds the ceiling limit as provided in the Companies Act, 2013. Non allowance of deduction u/s 32AC on the ground that claiming both investment allowance and depreciation (including addl. depreciation) on the same Plant & Machinery amounts to double deduction.	**26.01**	Appeal is pending before CIT(A).

B. Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, against Promoter of Udaipur Cement Works Ltd.:

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
1	Rajasthan High Court, Jodhpur	**Demand of Differential Excise Duty @ 8% on transfer of Limestone from Unit I to Unit II Jaykaypuram, Sirohi.** Limestone was transferred from JKLC Jaykaypuram Unit-I to JKLC Unit-II in 1996-97 & 1997-98. Department demanded 8% duty amount on the value of crushed limestone so transferred.	**1.22**	The Customs Excise and Service Tax Appellate Tribunal (CESTAT) set aside the Commissioner's Order against which Department has filed appeal before the Rajasthan High Court, Jodhpur.
2	Assessing Authority, Sirohi, Rajasthan High Court, Jodhpur	**Rajasthan Sales Tax on post sale discount issued via Credit Notes.** Notices were issued alleging that Post Sale discounts issued vide Credit Notes for the years 1996-97 & 1997-98 are taxable in terms of Rajasthan Sales Tax Act, 1994.	**4.04**	Matter was pending before Rajasthan High Court, Jodhpur wherein vide order dt. 21.03.2024, for Assessment Year (AY) 1997-98, matter was remanded to the Adjudicating Authority on the ground that Final Order is yet to be passed in the matter in accordance with the law. Similarly for the year 1996-97, Order is due to be passed.
3	Rajasthan High Court, Jodhpur	**Cenvat Credit of Service tax paid on Services rendered by Sales Promotors.** Deptt. alleged that Cenvat credit taken on service tax paid on the services of Sales promoters/Commission Agents for the period Aug' 2013-Jun' 2017 is not covered under the purview of Sales Promotion activity as defined in Business Auxiliary service.	**5.34**	CESTAT decided the matter in favour of the Company against which Department filed appeals before Rajasthan High Court. Vide Application dt. 18.11.2024, Department has filed Application for withdrawal of these appeals as per Litigation Policy as amended. For the period Apr'12-Jul'13 appeal amounting to Rs. 1.29 Cr has already been withdrawn.
4	Rajasthan High Court, Jodhpur	**Cenvat Credit of 2% Counter Vailing Duty (CVD) paid on Imported Coal.** Department relying on Notification No. 1/2011 –C.E. and 12/2012- C.E. alleged that the Company has wrongly availed Cenvat credit of 2% of Additional Duty of Customs (CVD) paid on the imported coal for the period Jul'12 - Jun'17 in contravention of Cenvat Credit Rules 2004. The Company is contesting on the ground that District Mineral Foundation Trust (DMFT) / National Mineral Exploration Trust (NMET) is not providing any services and that these are Governmental Authorities and not Government or Local Authority.	**1.83**	CESTAT decided the matter in our favour by dismissing Department's appeal against which Department has filed appeal before the High Court. Department has filed application for withdrawal of the appeal vide Application dated 18.11.2024.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
5	Rajasthan High Court, Jodhpur	**Value Added Tax (VAT) on High Speed Diesel (HSD) issued to contractors.** The Company issued self-procured HSD to its contractors and transporters for the various manufacturing process activities and transportation of clinker to its various grinding units, etc. and no cost is being charged for providing the diesel as the same is being consumed for its captive usage. However, Department has alleged that this type of transaction tantamount to Sale under Rajasthan Value Added Tax (RVAT) Act, 2003 thereby raised demand for differential RVAT.	**23.83**	Writ Peititons filed against the demand notices wherein Stay Order is operative and Department's Application for vacation of stay has been rejected.
6	Rajasthan High Court, Jodhpur	**Railway Demand of Operative Staff cost at the Jaykaypuram siding.** Railway raised the demand for Operating Staff cost whereas Siding Agreement contemplated bills only for commercial staff.	**1.09**	Writ Peition was filed in the matter wherein stay order was passed. Matter is pending for final arguments.
7	Supreme Court of India	**Environment & Health Cess on Limestones dispatched from Mines.** Rajasthan Govt. promulgated the Rajasthan Environment & Health Cess Act through Finance Act, 2008 vide Notification dated 25.2.2008 levying the said cess on minerals despatched from mines for the period 25.02.2008 - 06.01.2007. We challenged the legislative competence of the state Govt to levy cess on major mineral bearing land.	**35.62**	Vide it's Judgement dated 25.07.2024 Supreme Court via its 9 judges' Constituional Bench by 8-1 majority upheld the State Government's legislative competence to levy tax on mineral rights. Further vide its judgement dated 14.08.2024, Interest & Penalty have been waived and tax demand to be paid in 12 equal instalments starting from 01.04.2026. Matter has been remanded to the Regular Bench wherein matter is pending for Final adjudication.
8	Supreme Court of India	**Water Conservation Cess.** Rajasthan Government imposed Water Conservation Cess @ 0.10 Paise per unit by inserting Section 3 B in the Electricity Duty Act on electricity consumed. We challenged the action of the Government on the context that this action of the State Government is beyond the powers of State Legislature and ultra virus to the Constitution.	**7.44**	Against the Judgement passed by the Rajasthan High Court, the Company filed Special Leave Petition (SLP) which is pending for Final disposal before Supreme Court. The amount is being paid under protest with corresponding letter being forwarded to the Jodhpur Vidyut Vitran Nigam Ltd. (JdVVNL).

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
9	Rajasthan High Court, Jodhpur	**DISCOM (JdVVNL) demand for Electricity Duty, Cross Subsidy Surcharge (CSS) & Water Conservation Cess (WCC) on consumption of electricity supplied by VS Lignite Power Ltd. (VSLP) treating it as Non-Captive Consumption.** JdVVNL raised the demand alleging that each participant, except VSLP, has to consume power in the ratio of their shareholding in the venture with minimum 51% consumption, failure of which loses the status of Captive Power Plant (CPP). Because of two members not consuming power as per their shareholding %, proportionate criterion couldn't be met against which DISCOM raised the demand for the period Jul'10-Aug'13. The Company filed the writ petition before Rajasthan High Court on the grounds of principle of natural justice etc.	**29.12**	Writ Peition was filed in the matter wherein stay order was passed. Matter is pending for final arguments.
10	Rajasthan High Court, Jodhpur	**Demand for reversal of Input Tax Credit (ITC) on Inputs & Capital Goods used in Mining activities.** Commercial Taxes Officer alleged that lubricants, spares and accessories as used in mines for the period 2006-07 to 2010-11 are not eligible to input tax credit as mining activity does not amounts to manufacturing activity, resultantly input tax credit availed on these items is liable to be reversed.	**2.7**	Writ Petitions are pending before the Rajasthan High Court, Jodhpur. Department had already realized the entire amount.
11	Revisionary Authority, Ministry of Mines	**Effective date of contribution to National Mineral Exploration Trust (NMET).** Mining Department issued demand notice vide its notice dt. 11.05.2016 for contribution @ 2% of the royalty amount w.e.f 12.01.2015, whereas Trust was created vide Notification dated 14.08.2015. The Company challenged the retrospective demand of the contribution to NMET before the Rajasthan High Court, Jodhpur.	**0.8**	Writ Petition was filed before the High Court which had remanded the matter to the Revisionary Authority to decide the issue in the light of the Supreme Court's judgement dated 13.10.2017 in the matter of FIMI & Ors. vs. UOI. Final Hearing has been conducted, Matter is pending for Pronouncement of Order.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
12	Rajasthan High Court, Jodhpur	**Cenvat Credit on Clean Energy Cess (CES) paid on the Imported Coal.** Department alleged that the Clean Energy Cess has neither been specified as Duty nor a Cess on which manufacturer shall be allowed to take Cenvat credit under Rule 3(1) of the Cenvat Credit Rules 2004 and issued Show Cause Notice for wrongly availed Cenvat Credit for the period Jul'15-Jun'17. The Company availed Cenvat credit as CES was collected as duty of excise on which credit is available and there was no express bar under Central Value Added Tax (CENVAT) Credit Rules to disallow credit on CES.	**4.28**	Appeals have been filed against the order passed by CESTAT, New Delhi vide its order dated 07.10.2022 wherein stay order has been passed vide its order dt. 22.10.2023. After the passing of adverse order by CESTAT, the Company has deposited the principal amount under protest.
13	Rajasthan High Court, Jaipur	**DISCOM's (JdVVNL) Demand of excess power factor incentive availed.** Based on the clarification issued by Rajasthan Electricity Regulatory Commission (RERC)vide letter dt. 26.12.2006 Co-ordination Committee issued order No.921 dated 9.7.2007 for calculation of power factor incentive considering reading upto two digits, while earlier it was considered upto three digits. Accordingly, JdVVNL reopened the calculation for the period from May'2005 - Aug'2007. The Company challenged the letter dt. 26.12.06 and circular dt. 09.07.07 of RERC to DISCOM.	**1.05**	The Ombudsman rejected the appeal against which a common appeal has been filed by a number of parties including JKLC before High Court, Jaipur. The Company had deposited amount under protest.
14	Rajasthan High Court, Jodhpur	**Railway's Demand on account of alleged Excess free time allowed for loading/unloading.** Vide its letter dated 24.05.2016 and subsequent reminder letters, Chief Goods Superintendent, Banas intimated to deposit outstanding late fees debit amount of Rs. 62,50,458/- for the period Feb'09 to Jan'13 referencing that excess free time for loading/unloading were provided which was not in line with Railway Board's circular.	**0.62**	The Company filed the writ petition in which stay order is operative, matter is pending for Final Hearing.
15	Rajasthan High Court, Jodhpur	**Recovery of enhanced Leasehold Rent from retrospective effect.** Collector, Sirohi vide order dated 09.6.2017 intimated that as per notification dt. 13.08.2009 issued by the Deputy Secretary, Revenue, State of Rajasthan the annual rent is payable at the rate of 0.50 Paisa per sq. mtr under the provisions of Rajasthan (Industrial Area Allotment) Rules, 2009 and raised the demand towards revised annual rent.	**2.09**	The Company challenged the retrospective recovery of the Lease Rent, Stay order is operative in the matter which is pending for Final Hearing.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
16	Rajasthan High Court, Jodhpur	**Service Tax on contribution to District Mineral Fund Trust (DMFT) & National Mineral Exploration Trust (NMET).** Department alleged that in terms of Notification No. 22/2016-ST dated 13.04.2016 Services provided by Government or a local Authority by way of assignment of right to use any natural resource where such right to use was assigned by the Government or the Local Authority was made part of taxable activity and hence Service Tax was recoverable under reverse charge mechanism. Accordingly, the Company has not paid Service Tax on contribution made towards DMFT and NMET for the period Apr'16-Jun'17.	**3.19**	CESTAT vide its order dated 28.11.2024 has held that Service Tax is leviable under Reverse Charge Mechanism (RCM) against which the Company is in the process of filing the appeal before the Rajasthan High Court, Jodhpur.
17	Rajasthan High Court, Jodhpur	**DISCOM's (JdVVNL) demand for Cross Subsidy Surcharge on the electricity purchased from Solar Power plant operated by Third Party.** JdVVNL, issued electricity bill including Cross Subsidy Surcharge (CSS) in the electricity bill dt. 12.04.2022 levied from the date of commissioning of the Solar Power Plant on 23.07.2020 at Sirohi which was managed and operated by the third party. This levy of CSS has been made in accordance with the clause 91.6 of RERC (Terms & Conditions for tariff determination from Renewable energy sources) Regulations, 2020, notified on 02.11.2020 which were sought to be enforced from 01.04.2020. This was in contravention of the Rajasthan Solar Policy-2019 dt.18.12.2019.	**6.11**	High Court passed the stay order dated 20.04.2022.
18	High Court of Chhattisgarh	**Entry Tax Act, 1976 (Chhattisgarh)** The Commercial Tax Department denied benefit of exemption from payment of entry tax on the material used for manufacturing of 'Clinker'. The department issued the assessment orders for the years 2014-15 to 2017-18 are apparently arbitrary and contrary to the terms of the Industrial Policy, 2014-19 framed by the Chhattisgarh State Government, read with the Memorandum of Understanding (MOU) entered.	**4.78**	Appeal filed by the Company before Hon'ble High Court of Chhattisgarh with ground that plant is an integrated Cement plant consisting of a Clinkerisation and its Grinding, for which an Memorandum of Understanding (MOU) prepared in clear and unambiguous language was reached between the State Government and the Company. Clinker being an Intermediate and essential for manufacturing of Cement hence, the product 'clinker' could not be considered in isolation. Presently 80% of demand amount is stayed by Hon'ble High Court.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
19	Central Excise & Service Tax Appeallate Tribunal, Delhi	**Clean Energy Cess on Pet Coke/Coal.** Received Show Cause Notice dated 20.03.2019 for the period from April 2014 to June 2017 disapproving the legitimacy and availability of Cenvat credit pertaining to the incidence of 'Clean Energy Cess', levied and collected as 'Excise Duty' on the goods 'produced and consumed in India.	**2.44**	The Company have filed appeal before CESTAT by depositing 7.5% of the demand confirmed (i.e. Rs 15.25 lacs). Personal Hearing attended out come awaited.
20	High Court of Chhattisgarh	**The Chhattisgarh Gram Panchayat Terminal Tax.** As per Notification dt. 27.02.2003 Chhattisgarh State Govt. levied 2% Gram panchayat terminal tax on transfer of Clinker outside Gram panchayat by Road accordingly notice was issued from Janpad panchayat.	**2.49**	The Company has challenged the notice in Hon'ble High Court of Chhattisgarh, In the final hearing though the Court found Provisions to be valid and did not accede to preposition offered by the Company, but observed that no levy of Tax by panchayat can happen without following the procedure and in our case no procedure was followed meaning thereby that Terminal Tax can only be imposed if such procedure is followed. After the court decision in Sept 23 no demand is raised.
21	Additional Commissioner CGST & Central Excise Raipur (CG)	**Interest & Penalty on delayed payment of RCM liability on Infrastructure Development & Environment Cess.** The Company has paid GST under Reverse Charge Mechanism (RCM) on Infra cess & Environment cess for the period from July 2017 to August 2021 on 29.09.2021. Department had issued Show Cause Notice for Interest & penalty for the delayed payment.	**1.52**	The Company has filed an appeal before Additional Commissioner Raipur which has been rejected by the adjudicating authority in Nov 24. The company is exploring the possibility to take advantage u/s 128 A of Central Goods and Services Tax (CGST) Act for waiver of interest and penalty till March 20.
22	Supreme Court (demand issued by Chief Electrical Inspector Raipur)	**Electricity Cess on Waste Heat Recovery / Captive Power Plant.** In 2004 Chhattisgarh Govt. had notified that cess would be charged @ Rs. 0.10 per unit on the electricity generated through all the power plants within the state of Chhattisgarh. Being declared "Ultra Vires" by Hon'ble High Court of Chhattisgarh, the State Govt. filed an appeal in Supreme Court. Hon'ble Supreme Court has ordered that "Pending the hearing and final disposal of the civil appeal, the Department may raise the bills so that the claim does not become time barred." The Chief Electrical Inspector has assessed Liability of Rs. 6.96 Crore as cess for period Nov-17 to Oct-23.	**8.34**	Since department has moved to Hon'ble Supreme Court against the High Court decision and the matter is pending. Out of Abandoned caution the Company has provided this amount.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
23	High Court of Chhattisgarh	**Demand on Ground Water Usage.** Chhattisgarh State government Tandula Water Resources division had issued notice dated 14.02.2022 for unauthorised usage of Ground Water for the period Apr-16 to Mar-19 & 2020-21.	**0.65**	Matter pending at Hon'ble High Court of Chhattisgarh, the Company's plea is that the ground water is being used for drinking/greenbelt purposes as per the terms of No Objection Certificate issued by Water Resources Dept. Chhattisgarh to the Company. Matter is pending in the Court.
24	High Court of Chhattisgarh	**Income Tax Demand for Payment of TCS on District Mineral Fund (DMF).** Notice issued by Dy. Commissioner of Income Tax (TDS) Raipur. for demand of TCS on District Mineral Fund (DMF) for the period AY 2012 -13 to 2016-17 & AY 2019-20 to 2020-21.	**0.56**	The Company have deposited DMF liability fully and liability to discharge Tax Collected at Source (TCS) is on Mining Department. As per High Court order dated 16.03.2020 no action to be taken upon notice till the respondents take a decision on the statement of oath so submitted by the Company.
25	National Company Law Appelleate Tribunal (NCLAT), New Delhi	**Competition Commission of India (CCI).** In the state of Haryana through Dir, Supply & Disposal filed the case before the CCI against JKLC and 6 Other Cement Companies. Accordingly, in CCI order dated 19-01-2017 the Company had been imposed a fine of Rs. 6.55 crores.	**6.55**	All the Companies filed their appeal before Competition Appellate Tribunal (now transferred to NCLAT). The matter is pending with NCLAT for their decision. However, on abundant cautious the Company has provided the amount.
26	High Court, Patna	**Land (34.64 Acres) - Kishanganj, Bihar** Bihar Industrial Area Development Authority (BIADA) had allotted Leasehold Land to the Company for the purpose of putting a Cement Grinding Unit. The Company couldn't made the use of Land.	**4.02**	BIADA has given a notice to the Company on 30.06.2020 that the amount paid by the Company towards Leasehold Land has been forfeited. Aggrieved by the BIADA's notice, the Company had moved to Hon'ble Patna High Court in 2020. The Hon'ble High Court has directed BIADA to relook into the allotment of an alternate Land. On refusal of BIADA to give any alternate Land, the Company has filed a case against BIADA at Hon'ble Patna High Court in January 2023 for adjudication of the matter.

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
27	Delhi High Court	**Mesne Profit - Difference in Rent - Milap, Delhi.** Some Landlords had filed suits for "Recovery of Possession of tenanted premises and damages in absence of alleged non-renewal of the rent agreements" for in Milap Niketan, New Delhi , though renewal requested by the Company. The suits were later decided and decreed against the Company. The said judgments were challenged first before the District Court and then before Delhi High Court.	**3.84**	Recently Delhi High Court too upheld the judgement of the lower courts vide its order 27.11. 2024. Though above claims shall be resolved shortly with the parties in view of Delhi High Court judgments.
	Income Tax Cases			
28	Commissioner of Income Tax (Appeals) National Faceless Appeal Centre – AY 2013-14	Addition made to the book profit due to change in method of depreciation from Straight Line Method (SLM) to Written Down Value (WDV) for earlier years. Non allowance of deduction u/s 80IA under normal provision due to reduction in the selling price of power sold by the Power undertakings to Cement undertakings. Non allowance of weighted average deduction for in house R&D under Normal provision of tax.	**0.84**	Appeal is pending before CIT(A)
29	Commissioner of Income Tax (Appeals) National Faceless Appeal Centre – AY 2014-15	Addition to book profit on account of disallowance of expenses incurred in relation to earning of exempt dividend income. Non allowance of deduction u/s 80IA under normal provision due to reduction in the selling price of power sold by the Power undertakings to Cement undertakings. Addition to taxable income under normal provision on account of disallowance of expenses incurred in relation to earning of exempt dividend income.	**5.30**	Appeal is pending before CIT(A)
30	Commissioner of Income Tax (Appeals) National Faceless Appeal Centre – AY 2015-16	Addition to book profit on account of disallowance of expenses incurred in relation to earning of exempt dividend income. Addition to taxable income under normal provision on account of disallowance of expenses incurred in relation to earning of exempt dividend income.	**0.16**	Appeal is pending before CIT(A)

S. No.	Court / Tribunal	Brief Summary	Amount / Stake Involved (Rs. in Crores)	Current Status
31	Commissioner of Income Tax (Appeals) National Faceless Appeal Centre – AY 2017-18	Addition to book profit on account of disallowance of expenses incurred in relation to earning of exempt dividend income. Non allowance of weighted average deduction for in house R&D under Normal provision of tax. Addition to taxable income under normal provision on account of disallowance of expenses incurred in relation to earning of exempt dividend income.	**0.39**	Appeal is pending before CIT(A)
32	Commissioner of Income Tax (Appeals) National Faceless Appeal Centre – AY 2021-22	Non allowance of deduction u/s 80IA under normal provision due to reduction in the selling price of power sold by the Power undertakings to Cement undertakings.	**30.79**	Appeal is pending before CIT(A). On the basis of rectification order passed this amount has been increased to Rs 9721.62, however Assessing Officer is yet to pass the order against the same.
33	Calcutta High Court	Non allowance of set off losses of amalgamating company (Orissa Synthetics Ltd.) to the amalgamated company (JK Corp, now JK Lakhsmi Cement Ltd.). Non allowance of interest on borrowed funds for expansion (capitalised in books). Non allowance of gain on cancellation of forward contract. Non allowance of roll over charges for coverage of foreign currency loan. Non allowance of Premium on redemption of debentures. Non allowance of amortisation of miscellaneous expenses. Non allowance of capital loss on sale of non convertible debentures.	**22.79**	As on date, these appeals are not active, as High Courts has directed the department to file the paper books, which were not filed within the permitted time. However, if the department files application before High Court for restoration of the appeals of the High Court allows such applications, these appeals become active.

C. Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, against directors of Udaipur Cement Works Ltd.: Nil

JK LAKSHMI CEMENT Ltd.

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF JK LAKSHMI CEMENT LIMITED ("COMPANY") ON JULY 31, 2024, RECOMMENDING THE DRAFT COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST AND BETWEEN THE COMPANY, UDAIPUR CEMENT WORKS LIMITED, HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED, HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED, AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS.

A meeting of Board of Directors ("**Board**") of JK Lakshmi Cement Limited ("**Company**"), is held on July 31, 2024, to consider and approve the draft composite scheme of amalgamation and arrangement between the Company ("**JKLC / Amalgamated Company**" *as defined in the Scheme*), Udaipur Cement Works Limited ("**UCWL / Amalgamating Company 1**" *as defined in the Scheme*), Hansdeep Industries & Trading Company Limited ("**HITCL / Amalgamating Company 2**" *as defined in the Scheme*) and Hidrive Developers and Industries Private Limited ("**HDIPL / Amalgamating Company 3**" *as defined in the Scheme*), each a "**Scheme Entity**" and their respective shareholders and creditors, for *inter alia*, amalgamation of Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3, along with their respective assets, liabilities, etc., on a going concern basis, into and with the Company as the Amalgamated Company, each with effect from April 01, 2024 (opening of business hours, "**Appointed Date**"), as stated in the draft Composite Scheme of Amalgamation and Arrangement ("**Scheme**"), under Sections 230 to 232 of the Companies Act, 2013 ("**2013 Act**") read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act (*as defined in the Scheme*) and other applicable laws including the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, issued by the Securities and Exchange Board of India ("**SEBI**") on June 20, 2023 or any other circulars issued by SEBI applicable to schemes of amalgamation and arrangement from time to time ("**SEBI Master Circular**").

While deliberating on the Scheme, the Board *inter-alia* considered, took on record and approved the following documents along with this report (i) draft Scheme, (ii) the Valuation Report specifying the Share Swap Ratio for amalgamation in accordance with Part III of the Scheme; (iii) the Fairness Opinion dated July 31, 2024 issued by ICICI Securities Ltd, SEBI Registered Category 1 Merchant Bankers holding Permanent registration – INM000011179 engaged by the Amalgamated Company, providing its opinion on the fairness of the Share Swap Ratio as recommended in the Valuation Report; (iv) the statutory auditor's certificate dated July 31,2024 stating that the accounting treatment contained in the draft Scheme is in conformity with the Accounting Standards prescribed by Section 133 of the Act; (v) the report dated July 31,2024 of the Committee of Independent Directors of the Company recommending the Scheme to the Board; (vi) resolution and report of the Audit Committee of the Company passed at their meeting held on July 31,2024 and (vii) all other relevant documents, undertakings, reports, etc., as placed before the Board.

This Scheme contemplates *inter alia* the Amalgamation (*as defined in the Scheme)* of each of the Amalgamating Companies (*as defined in the Scheme),* along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company; in accordance with Sections 230-232 of the 2013 Act read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act *(as defined in the Scheme)*, as applicable and the SEBI Listing Regulations *(as defined in the Scheme)*, the SEBI Master

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Circular and various other matters consequential or integrally connected therewith under Applicable Law, which is tabled for approval by the Board at its meeting held on July 31,2024.

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of the proposed Scheme, on each class of shareholders, key managerial personnel ("**KMP**"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and the same is required to be circulated as a part of the notice of the meeting(s) of shareholders and creditors for approval of the Scheme.

This report of the Board ("**Report**") is accordingly being made pursuant to the requirements of Section 232(2)(c) of the 2013 Act.

I. Objectives and Rationale of the Scheme

1.1. *Inter alia* the following are proposed under the Scheme:

(a) Amalgamation of the Amalgamating Company 1 as a going concern into and with the Company as the Amalgamated Company in accordance with Part III of the Scheme, *inter alia*, transfer of the authorized Share Capital of the Amalgamating Company 1 into and with the Amalgamated Company, issuance of Consideration Shares (*as defined in the Scheme*) by the Amalgamated Company to Eligible Shareholders, dissolution of the Amalgamating Company 1 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(b) Amalgamation of the Amalgamating Company 2 as a going concern into and with the Company as the Amalgamated Company in accordance with Part IV of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 2 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 2, dissolution of the Amalgamating Company 2 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(c) Amalgamation of the Amalgamating Company 3 as a going concern into and with the Company as the Amalgamated Company in accordance with Part V of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 3 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 3, dissolution of the Amalgamating Company 3 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws; and

(d) various other matters consequential or otherwise integrally connected therewith.

1.2. The objects and rational of the Scheme, *inter alia*, include:

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Secretarial Deptt: Gulab Bhawan (Rear Wing) 3rd Floor, 6A Bahadur Shah Zafar Marg, New Delhi-110002; E-mail:jklc.investors@jkmail.com

(a) The Company is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(b) The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of the Company. Hence, Amalgamation of the Amalgamating Companies, into and with the Company as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

(c) The Amalgamating Company 1, in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combines business/operations.

(d) The Amalgamating Company 2, a wholly owned subsidiary of the Company, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of the Company) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to the Company in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with the Company in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to the Company more efficiently.

(e) The Amalgamating Company 3, also a wholly owned subsidiary of the Company, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of the Company. The Company is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (the Company and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by the Company for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with the Company/ the Amalgamated Company.

(f) The composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

(g) The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

(h) Presently, the cement business is fragmented in four (4) entities i.e., the Company and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., the Company and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

(i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

(ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

(iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from the Company. Further, efficiency in debt and cash management will improve, enabling the Company to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

(iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

(v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

(vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

(vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

(viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the

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formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

(i) Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

II. Share Swap Ratio in respect of Amalgamation of Amalgamating Company 1 into and with the Amalgamated Company in terms of Part III of the Scheme

2.1 Upon the Scheme becoming effective and in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with Company as the Amalgamated Company in terms of Part III of the Scheme, the Amalgamated Company shall issue and allot Consideration Shares of INR 5 (Indian Rupee five) each, credited as fully paid-up equity shares to each of the Eligible Shareholders (*as defined in the Scheme*) of the Amalgamating Company 1 (i.e., to each shareholder of the Amalgamating Company 1, except the Amalgamated Company to the extent of its shareholding) in accordance with the Share Swap Ratio of 4:100 set out in the joint Valuation Report:

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees Four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) each in the Amalgamated Company"

2.2 The issuance of Consideration Shares of the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 (except the Company to the extent of its shareholding in the Amalgamating Company 1) in accordance with paragraph II above, in consideration of the Amalgamation of Amalgamating Company 1 into and with the Company as the Amalgamated Company, will be undertaken simultaneously following effectiveness of the Scheme. Upon the Scheme becoming effective, the investment appearing in the books of JKLC / the Amalgamated Company in the form of Equity Shares and Preference Shares held in the Amalgamating Company 1 (prior to the effectiveness of the Scheme), shall, without any further act or deed, stand cancelled.

III. No issuance of shares in respect of Amalgamation of Amalgamating Company 2 into and with the Amalgamated Company

3.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

3.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 2, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of this Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

IV. No issuance of shares in respect of Amalgamation of Amalgamating Company 3 into and with the Amalgamated Company

4.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

4.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 3, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of this Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

V. Effectiveness of the Scheme.

5.1. The Scheme is conditional upon, and shall become effective on happening of the last of the following ("**Effective Date**"):

(i) receipt of observation or no-objection letter by JKLC and the Amalgamating Company 1 from SEBI / Stock Exchanges under Regulation 37 of the SEBI Listing Regulations, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to JKLC and the Amalgamating Company 1;

(ii) this Scheme being approved by the respective requisite majorities of the various classes of shareholders and/or creditors, as per the directions of the Tribunal of each of the Scheme Entities as required under the 2013 Act;

(iii) the Scheme being sanctioned by the Tribunal and appropriate orders being passed by the Tribunal pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereof, as may be applicable; and

(iv) certified copies of the relevant Orders of the Tribunal being filed by each of the Amalgamating Companies and the Amalgamated Company with the Registrar of Companies, Jaipur.

5.2. This Scheme shall become effective from the Effective Date, and the provisions of this Scheme shall be applicable and come into operation with effect from the Appointed Date.

VI. Effect of the Scheme on the shareholders of the Company, including the promoters and non-promoter shareholders of the Company

6.1. The Company has three classes of authorized share capital i.e., equity share capital, preference share capital and unclassified share capital and only one class of issued and paid-up share capital, i.e., Equity Shares. Accordingly, there is only one class of shareholders of the Company, i.e., equity shareholders.

6.2. Upon the Scheme becoming effective and in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with Company as the Amalgamated Company in terms of Part III of the Scheme, the Amalgamated Company shall issue and allot Consideration Shares of INR 5 (Indian Rupee five) each, credited as fully paid-up equity shares to each of the Eligible Shareholders (*as defined in the Scheme*) of the Amalgamating Company 1 (i.e., to each shareholder of the Amalgamating Company 1, except the Amalgamated Company) in accordance with the Share Swap Ratio of 4:100 set out in the joint Valuation Report:

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees Four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five)each in the Amalgamated Company"

6.3. The issuance of Consideration Shares of the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 (except the Company to the extent of its shareholding in the Amalgamating Company 1) in accordance with paragraph 6.2 above, in consideration of the Amalgamation of Amalgamating Company 1 into and with the Company as the Amalgamated Company, will be undertaken simultaneously following effectiveness of the Scheme. Upon the Scheme becoming effective, the investment appearing in the books of JKLC / the Amalgamated Company in the form of Equity Shares and Preference Shares held in the Amalgamating Company 1 (prior to the effectiveness of the Scheme), shall, without any further act or deed, stand cancelled.

6.4. Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 1 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

6.5. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

6.6. Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 2, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards

LAKSHMI CEMENT

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capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of this Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

6.7. Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 2 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

6.8. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

6.9. Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 3, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of this Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

6.10. Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 3 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

6.11. The Scheme is expected to be in the best interest of all the shareholders of the Company, including the promoters and non-promoter shareholders, for the reason indicated in the rationale of the Scheme.

VII. Effect of the Scheme on the Creditors

7.1. No rights of the creditors (whether secured or unsecured) of the Company are being affected pursuant to the Scheme. All 'Liabilities of the Amalgamating Companies' (*as defined in the Scheme*) including inter alia, debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured in relation to the Amalgamating Companies, shall be transferred and vested with the Company as the Amalgamated Company and deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Company as the Amalgamated Company, without any further act or deed, and the Company / the Amalgamated Company shall meet, discharge and satisfy the same in terms of their respective terms and conditions, if any, in accordance with Part III, Part IV and Part V of the Scheme.

7.2. It is clarified that all the assets of the Amalgamating Companies shall, subject to Applicable Laws, remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Amalgamated Company in accordance with the provisions of Applicable Laws.

VIII. Effect of the Scheme on Key Managerial Personal (KMP) and Employees

8.1. Upon this Scheme becoming effective and with effect from the Appointed Date (*as defined in the Scheme*) and in accordance with the provisions of this Scheme, all the present and future assets and liabilities of the Amalgamating Companies as on the Appointed Date, whether known or unknown, and the entire business of the Amalgamating Companies shall stand transferred to and vested in JKLC as the Amalgamated Company, as a going concern, together with all its properties, assets, rights, benefits and interests therein.

8.2. None of the directors or KMPs or their relatives, is concerned, or interested financially or otherwise in the Scheme, except to the extent of the shares held by such directors or KMPs or their relatives in the Company and/or any of the Scheme Entities, if any.

8.3. With effect from the Effective Date (*as defined in the Scheme*), all Employees of each of the Amalgamating Companies (*as defined in the Scheme*) shall become employees of the Amalgamated Company upon the Scheme becoming effective, on such terms and conditions as are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Companies (*as defined in the Scheme*), without any interruption of service as a result of this Scheme, and in accordance with the terms of the Scheme.

8.4. Accordingly, there will be no adverse effect of the said Scheme on the shareholders (including the shareholders and the non-promoter shareholders), key managerial personnel and other stakeholders of the Company.

Adopted at the meeting of the Board of the Company held on July 31,2024.

On behalf of the Board of JK Lakshmi Cement Limited

JK LAKSHMI CEMENT LTD.

(Vinita Singhania)
Chairperson & Managing Director
DIN: 00042983

Date: July 31,2024
Place: New Delhi

UCWL UDAIPUR CEMENT WORKS LIMITED

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF UDAIPUR CEMENT WORKS LIMITED ("COMPANY") ON JULY 31, 2024, RECOMMENDING THE DRAFT COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST AND BETWEEN THE COMPANY, JK LAKSHMI CEMENT LIMITED, HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED, HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS.

A meeting of Board of Directors ("**Board**") of Udaipur Cement Works Limited ("**Company**"), is held on July 31,2024, to consider and approve the draft composite scheme of amalgamation and arrangement between the Company ("**UCWL / Amalgamating Company 1**" *as defined in the Scheme*), JK Lakshmi Cement Limited ("**JKLC / Amalgamated Company**" *as defined in the Scheme*), Hansdeep Industries & Trading Company Limited ("**HITCL / Amalgamating Company 2**" *as defined in the Scheme*) and Hidrive Developers and Industries Private Limited ("**HDIPL / Amalgamating Company 3**" *as defined in the Scheme*), each a "**Scheme Entity**" and their respective shareholders and creditors, for *inter alia*, (i) amalgamation of Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3, along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company, each with effect from April 01, 2024 (opening of business hours, "**Appointed Date**"), as stated in the draft Composite Scheme of Amalgamation and Arrangement ("**Scheme**"), under Sections 230 to 232 of the Companies Act, 2013 ("**2013 Act**") read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act (*as defined in the Scheme*) and other applicable laws including the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, issued by the Securities and Exchange Board of India ("**SEBI**") on June 20, 2023 or any other circulars issued by SEBI applicable to schemes of amalgamation and arrangement from time to time ("**SEBI Master Circular**").

While deliberating on the Scheme, the Board *inter-alia* considered, took on record and approved the following documents along with this report (i) draft Scheme, (ii) the Valuation Report specifying the Share Swap Ratio for amalgamation in accordance with Part III of the Scheme; (iii) the Fairness Opinion dated July 31, 2024 issued by D&A Financial Services Private Limited, SEBI Registered Category 1 Merchant Bankers holding Permanent registration – INM000011484, providing its opinion on the fairness of the Share Swap Ratio as recommended in the Valuation Report; (iv) the statutory auditor's certificate dated July 31, 2024 stating that the accounting treatment contained in the draft Scheme is in conformity with the Accounting Standards prescribed by Section 133 of the 2013 Act; (v) the report dated July 31, 2024 of the Committee of Independent Directors of the Company recommending the Scheme to the Board; (vi) resolution and report of the Audit Committee of the Company passed at their meeting held on July 31, 2024 and (vii) all other relevant documents, undertakings, reports, etc., as placed before the Board.

This Scheme contemplates *inter alia* the Amalgamation *(as defined in the Scheme)* of each of the Amalgamating Companies (*as defined in the Scheme*), along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company; in accordance with Sections 230-232 of the 2013 Act read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act *(as defined in* *the Scheme)*, as applicable and the SEBI Listing Regulations *(as defined in the Scheme)*, the SEBI Master Circular and various other matters consequential or integrally connected therewith under Applicable Law, which is tabled for approval by the Board at its meeting held on July 31, 2024 .

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of the proposed Scheme, on each class of shareholders, key managerial personnel ("**KMP**"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and the same is required to be circulated as a part of the notice of the meeting(s) of shareholders and creditors for approval of the Scheme.

This report of the Board ("**Report**") is accordingly being made pursuant to the requirements of Section 232(2)(c) of the 2013 Act.

I. Objectives and Rationale of the Scheme

1.1. *Inter alia* the following are proposed under the Scheme:

(a) Amalgamation of the Company/Amalgamating Company 1 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part III of the Scheme, *inter alia*, transfer of the authorized Share Capital of the Amalgamating Company 1 into and with the Amalgamated Company, issuance of Consideration Shares (*as defined in the Scheme*) by the Amalgamated Company to Eligible Shareholders, dissolution of the Amalgamating Company 1 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(b) Amalgamation of the Amalgamating Company 2 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part IV of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 2 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 2, dissolution of the Amalgamating Company 2 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(c) Amalgamation of the Amalgamating Company 3 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part V of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 3 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 3, dissolution of the Amalgamating Company 3 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws; and

(d) Various other matters consequential or otherwise integrally connected therewith.

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1.2. The objects and rational of the Scheme, *inter alia*, include:

(a) JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(b) The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

(c) The Amalgamating Company 1, in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combines business/operations.

(d) The Amalgamating Company 2, a wholly owned subsidiary of JKLC, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of JKLC) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to JKLC in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with JKLC in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to JKLC more efficiently.

(e) The Amalgamating Company 3, also a wholly owned subsidiary of JKLC, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of the JKLC. JKLC is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (JKLC and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by JKLC for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with JKLC/ the Amalgamated Company.

(f) The composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational

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efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

(g) The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

(h) Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., JKLC and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

(i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

(ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

(iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from JKLC. Further, efficiency in debt and cash management will improve, enabling JKLC to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

(iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

(v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

(vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

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(vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

(viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

(i) Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

II. Share Swap Ratio in respect of Amalgamation of Amalgamating Company 1 into and with the Amalgamated Company in terms of Part III of the Scheme

2.1. Upon the Scheme becoming effective and in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company in terms of Part III of the Scheme, the Amalgamated Company shall issue and allot Consideration Shares of INR 5 (Indian Rupee five) each, credited as fully paid-up equity shares to each of the Eligible Shareholders (*as defined in the Scheme*) of the Amalgamating Company 1 (i.e., to each shareholder of the Amalgamating Company 1, except the Amalgamated Company) in accordance with the Share Swap Ratio of 4:100 set out in the joint Valuation Report:

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees Four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) each in the Amalgamated Company"

2.2. The issuance of Consideration Shares of the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 (except JKLC to the extent of its shareholding in the Amalgamating Company 1) in accordance with paragraph 2.1 above, in consideration of the Amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company, will be undertaken simultaneously following effectiveness of the Scheme. Upon the Scheme becoming effective, the investment appearing in the books of JKLC / the Amalgamated Company in the form of Equity Shares and Preference Shares held in the Amalgamating Company 1 (prior to the effectiveness of the Scheme), shall, without any further act or deed, stand cancelled.

III. Effectiveness of the Scheme

3.1. The Scheme is conditional upon, and shall become effective on happening of the last of the following (“**Effective Date**”):

(i) receipt of observation or no-objection letter by JKLC and the Amalgamating Company 1 from SEBI / Stock Exchanges under Regulation 37 of the SEBI Listing Regulations, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to JKLC and the Amalgamating Company 1;

(ii) this Scheme being approved by the respective requisite majorities of the various classes of shareholders and/or creditors, as per the directions of the Tribunal of each of the Scheme Entities as required under the 2013 Act;

(iii) the Scheme being sanctioned by the Tribunal and appropriate orders being passed by the Tribunal pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereof, as may be applicable; and

(iv) certified copies of the relevant Orders of the Tribunal being filed by each of the Amalgamating Companies and the Amalgamated Company with the Registrar of Companies, Jaipur.

3.2. This Scheme shall become effective from the Effective Date, and the provisions of this Scheme shall be applicable and come into operation with effect from the Appointed Date.

IV. Effect of the Scheme on the shareholders of the Company, including the promoters and non-promoter shareholders of the Company

4.1. The Company has two classes of authorized share capital i.e., equity share capital and preference share capital and two classes of issued and paid-up share capital, i.e., equity share capital and preference share capital.

4.2. Upon the Scheme becoming effective and in consideration of the transfer and vesting of all assets and liabilities of the Amalgamating Company 1 into and with JKLC as the Amalgamated Company in terms of Part III of the Scheme, the Amalgamated Company shall issue and allot Consideration Shares of INR 5 (Indian Rupee five) each, credited as fully paid-up equity shares to each of the Eligible Shareholders (*as defined in the Scheme*) of the Amalgamating Company 1 (i.e., to each shareholder of the Amalgamating Company 1, except the Amalgamated Company) in accordance with the Share Swap Ratio of 4:100 set out in the joint Valuation Report:

“for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) each in the Amalgamated Company”

4.3. The issuance of Consideration Shares of the Amalgamated Company to the Eligible Shareholders of the Amalgamating Company 1 (except JKLC to the extent of its shareholding in the Amalgamating Company 1) in accordance with paragraph 4.2 above, in consideration of the Amalgamation of Amalgamating Company 1 into and with JKLC as the Amalgamated Company, will be undertaken simultaneously following effectiveness of the Scheme. Upon the Scheme becoming effective, the investment appearing in the books of JKLC / the Amalgamated Company in the form of Equity Shares and Preference Shares held in the Amalgamating Company 1 (prior to the effectiveness of the Scheme), shall, without any further act or deed, stand cancelled.

4.4. Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 1 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

4.5. The Scheme is expected to be in the best interest of all the shareholders of the Company, including the promoters and non-promoter shareholders, for the reason indicated in the rationale of the Scheme.

V. Effect of the Scheme on the Creditors

5.1. No rights of the creditors (whether secured or unsecured) of the Company are being affected pursuant to the Scheme. All 'Liabilities of the Company' (*as defined in the Scheme*) including inter alia, debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured in relation to the Company, shall be transferred and vested with JKLC as the Amalgamated Company and deemed to be the debts, liabilities, contingent liabilities, duties and obligations of JKLC as the Amalgamated Company, without any further act or deed, and JKLC / the Amalgamated Company shall meet, discharge and satisfy the same in terms of their respective terms and conditions, if any, in accordance with Part III of the Scheme.

5.2. It is clarified that all the assets of the Company shall, subject to Applicable Laws, remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Amalgamated Company in accordance with the provisions of Applicable Laws.

VI. Effect of the Scheme on Key Managerial Personal (KMP) and Employees

6.1. Upon this Scheme becoming effective and with effect from the Appointed Date (*as defined in the Scheme*) and in accordance with the provisions of this Scheme, all the present and future assets and liabilities of the Company as on the Appointed Date, whether known or unknown, and the entire business of the Company shall stand transferred to and vested in JKLC as the Amalgamated Company, as a going concern, together with all its properties, assets, rights, benefits and interests therein.

6.2. None of the directors or KMPs or their relatives, is concerned, or interested financially or otherwise in the Scheme, except to the extent of the shares held by such directors or KMPs or their relatives in any of the Scheme Entities, if any.

6.3. With effect from the Effective Date (*as defined in the Scheme*), all Employees of the Company shall become employees of the Amalgamated Company upon the Scheme becoming effective, on such terms and conditions as are no less favourable in aggregate than those on which they are currently engaged by the Company, without any interruption of service as a result of this Scheme, and in accordance with the terms of the Scheme.

6.4. Accordingly, there will be no adverse effect of the said Scheme on the shareholders (including the shareholders and the non-promoter shareholders), key managerial personnel and other stakeholders of the Company.

Adopted at the meeting of the Board of the Company held on July 31, 2024.

On behalf of the Board of Udaipur Cement Works Limited

Udaipur Cement Works Ltd.

(Vinita Singhania)
Chairperson
DIN: 00042983

Date: July 31, 2024
Place: New Delhi

Annexure 16

HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED

[CIN: U74899RJ1993PLC096253;
Regd. Office- Jaykaypuram, Basantgarh District Sirohi, Rajasthan – 307019,
Telephone: 011- 66001112/68201869; Fax: 011-23716607; Website: http://hitcl.in/
Sect. Office: Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002;
E-mail: bhawna@jkmail.com,

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED ("COMPANY") ON JULY 31, 2024, RECOMMENDING THE DRAFT COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST AND BETWEEN THE COMPANY, JK LAKSHMI CEMENT LIMITED, UDAIPUR CEMENT WORKS LIMITED, HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED, AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS.

A meeting of Board of Directors ("**Board**") of Hansdeep Industries & Trading Company Limited ("**Company**"), is held on July 31, 2024, to consider and approve the draft composite scheme of amalgamation and arrangement between the Company ("**HITCL / Amalgamating Company 2**" *as defined in the Scheme*), JK Lakshmi Cement Limited ("**JKLC / Amalgamated Company**" *as defined in the Scheme*), Udaipur Cement Works Limited ("**UCWL / Amalgamating Company 1**" *as defined in the Scheme*), and Hidrive Developers and Industries Private Limited ("**HDIPL / Amalgamating Company 3**" *as defined in the Scheme*), each a "**Scheme Entity**" and their respective shareholders and creditors, for *inter alia*, amalgamation of Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3, along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company, each with effect from April 01, 2024 (opening of business hours, "**Appointed Date**"), as stated in the draft Composite Scheme of Amalgamation and Arrangement ("**Scheme**"), under Sections 230 to 232 of the Companies Act, 2013 ("**2013 Act**") read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act (*as defined in the Scheme*) and other applicable laws including the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, issued by the Securities and Exchange Board of India ("**SEBI**") on June 20, 2023 or any other circulars issued by SEBI applicable to schemes of amalgamation and arrangement from time to time ("**SEBI Master Circular**").

While deliberating on the Scheme, the Board *inter-alia* considered, took on record and approved the following documents along with this report (i) draft Scheme, (ii) the statutory auditor's certificate dated July 31,2024 stating that the accounting treatment contained in the draft Scheme is in conformity with the Accounting Standards prescribed by Section 133 of the Act; and (iii) all other relevant documents, undertakings, reports, etc., as placed before the Board.

This Scheme contemplates *inter alia* the Amalgamation *(as defined in the Scheme)* of each of the Amalgamating Companies (*as defined in the Scheme*), along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company; in accordance with Sections 230-232 of the 2013 Act read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act *(as defined in the Scheme)*, as applicable and the SEBI Listing Regulations *(as defined in the Scheme)*, the SEBI Master Circular and various other matters consequential or integrally connected therewith under Applicable Law, which is tabled for approval by the Board at its meeting held on July 31,2024.

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of the proposed Scheme, on each class of shareholders, key managerial

Hansdeep Industries & Trading Company Ltd.

personnel ("**KMP**"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and the same is required to be circulated as a part of the notice of the meeting(s) of shareholders and creditors for approval of the Scheme.

This report of the Board ("**Report**") is accordingly being made pursuant to the requirements of Section 232(2)(c) of the 2013 Act.

I. Objectives and Rationale of the Scheme

1.1. *Inter alia* the following are proposed under the Scheme:

(a) Amalgamation of the Amalgamating Company 2 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part IV of the Scheme, *inter alia*, transfer of the authorized Share Capital of the Amalgamating Company 2 into and with the Amalgamated Company, issuance of Consideration Shares (*as defined in the Scheme*) by the Amalgamated Company to Eligible Shareholders, dissolution of the Amalgamating Company 1 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(b) Amalgamation of the Amalgamating Company 2 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part IV of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 2 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 2, dissolution of the Amalgamating Company 2 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(c) Amalgamation of the Amalgamating Company 3 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part V of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 3 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 3, dissolution of the Amalgamating Company 3 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws; and

(d) various other matters consequential or otherwise integrally connected therewith.

1.2. The objects and rational of the Scheme, *inter alia*, include:

(a) JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious

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products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

(b) The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

(c) The Amalgamating Company 1, in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combines business/operations.

(d) The Amalgamating Company 2, a wholly owned subsidiary of JKLC, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of JKLC) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to JKLC in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to JKLC more efficiently.

(e) The Amalgamating Company 3, also a wholly owned subsidiary of JKLC, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC. JKLC is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (JKLC and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by JKLC for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with JKLC/ the Amalgamated Company.

(f) The composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

Hansdeep Industries & Trading Company Ltd.

(g) The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

(h) Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., JKLC and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

(i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

(ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

(iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from JKLC. Further, efficiency in debt and cash management will improve, enabling JKLC to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

(iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

(v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

(vi) streamlining the group structure, rationalization of multiplicity of entities,thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

(vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

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(viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

(i) Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

II. No issuance of shares in respect of Amalgamation of Amalgamating Company 2 into and with the Amalgamated Company

2.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

2.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 2, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of this Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

III. Effectiveness of the Scheme.

3.1 The Scheme is conditional upon, and shall become effective on happening of the last of the following ("**Effective Date**"):

(i) receipt of observation or no-objection letter by JKLC and the Amalgamating Company 1 from SEBI / Stock Exchanges under Regulation 37 of the SEBI Listing Regulations, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to JKLC and the Amalgamating Company 1;

Hansdeep Industries & Trading Company Ltd.

(ii) this Scheme being approved by the respective requisite majorities of the various classes of shareholders and/or creditors, as per the directions of the Tribunal of each of the Scheme Entities as required under the 2013 Act;

(iii) the Scheme being sanctioned by the Tribunal and appropriate orders being passed by the Tribunal pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereof, as may be applicable; and

(iv) certified copies of the relevant Orders of the Tribunal being filed by each of the Amalgamating Companies and the Amalgamated Company with the Registrar of Companies, Jaipur.

3.2 This Scheme shall become effective from the Effective Date, and the provisions of this Scheme shall be applicable and come into operation with effect from the Appointed Date.

IV. Effect of the Scheme on the shareholders of the Company, including the promoters and non-promoter shareholders of the Company

4.1 The Amalgamating Company 2 has two classes of authorized share capital i.e., equity share capital and preference share capital and only one class of issued and paid-up share capital, i.e., Equity Shares. Accordingly, there is only one class of shareholders of the Amalgamating Company 2, i.e., equity shareholders.

4.2 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

4.3 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 2, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 2 in terms of this Part IV of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

4.4 Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 2 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged

Hansdeep Industries & Trading Company Ltd.

with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

V. Effect of the Scheme on the Creditors

5.1 No rights of the creditors (whether secured or unsecured) of Amalgamating Company 2 are being affected pursuant to the Scheme. All 'Liabilities of the Amalgamating Companies' (*as defined in the Scheme*) including inter alia, debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured in relation to the Amalgamating Company 2, shall be transferred and vested with JKLC as the Amalgamated Company and deemed to be the debts, liabilities, contingent liabilities, duties and obligations of JKLC as the Amalgamated Company, without any further act or deed, and JKLC / the Amalgamated Company shall meet, discharge and satisfy the same in terms of their respective terms and conditions, if any, in accordance with Part IV of the Scheme.

5.2 It is clarified that all the assets of the Amalgamating Company 2 shall, subject to Applicable Laws, remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Amalgamated Company in accordance with the provisions of Applicable Laws.

VI. Effect of the Scheme on Key Managerial Personal (KMP) and Employees

6.1 Upon this Scheme becoming effective and with effect from the Appointed Date (*as defined in the Scheme*) and in accordance with the provisions of this Scheme, all the present and future assets and liabilities of the Amalgamating Company 2 as on the Appointed Date, whether known or unknown, and the entire business of the Amalgamating Companies shall stand transferred to and vested in JKLC as the Amalgamated Company, as a going concern, together with all its properties, assets, rights, benefits and interests therein.

6.2 None of the directors or KMPs or their relatives, is concerned, or interested financially or otherwise in the Scheme, except to the extent of the shares held by such directors or KMPs or their relatives in any of the Scheme Entities, if any.

6.3 With effect from the Effective Date (*as defined in the Scheme*), all Employees of each of the Amalgamating Company 2 shall become employees of the Amalgamated Company upon the Scheme becoming effective, on such terms and conditions as are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 2, without any interruption of service as a result of this Scheme, and in accordance with the terms of the Scheme.

6.4 Accordingly, there will be no adverse effect of the said Scheme on the shareholders (including the shareholders and the non-promoter shareholders), key managerial personnel and other stakeholders of Amalgamating Company 2.

Adopted at the meeting of the Board of the Company held on July 31,2024.

Hansdeep Industries & Trading Company Ltd.

HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED

[CIN: U74899RJ1993PLC096253;
Regd. Office- Jaykaypuram, Basantgarh District Sirohi, Rajasthan – 307019,
Telephone: 011- 66001112/68201869; Fax: 011-23716607; Website: http://hitcl.in/
Sect. Office: Gulab Bhawan (Rear Wing), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi – 110 002;
E-mail: bhawna@jkmail.com,

On behalf of the Board of Hansdeep Industries & Trading Company Limited

Hansdeep Industries & Trading Company Ltd.

(Ram Ratan Gupta)
Director
DIN: 01990838

Date: July 31,2024
Place: New Delhi

Annexure 17

HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED
Regd. Office- Jayakaypuram, Basantgarh Distt. Sirohi Rajasthan 307019,Tel. 011-68201894; Fax: 011-23716607;CIN : U23941RJ2012PTC096250;
Email ID: amit.chaurasia@jkmail.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED ("COMPANY") ON JULY 31, 2024, RECOMMENDING THE DRAFT COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AMONGST AND BETWEEN THE COMPANY, JK LAKSHMI CEMENT LIMITED, UDAIPUR CEMENT WORKS LIMITED HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED, AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE LAWS.

A meeting of Board of Directors ("**Board**") of Hidrive Developers and Industries Private Limited ("**Company**"), is held on July 31,2024, to consider and approve the draft composite scheme of amalgamation and arrangement between the Company ("**HDIPL / Amalgamating Company 3**" *as defined in the Scheme*), JK Lakshmi Cement Limited ("**JKLC / Amalgamated Company**" *as defined in the Scheme*), Udaipur Cement Works Limited ("**UCWL / Amalgamating Company 1**" *as defined in the Scheme*), and Hansdeep Industries and Trading Company Limited ("**HITCL / Amalgamating Company 2**" *as defined in the Scheme*), each a "**Scheme Entity**" and their respective shareholders and creditors, for *inter alia*, amalgamation of Amalgamating Company 1, Amalgamating Company 2, and Amalgamating Company 3, along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company, each with effect from April 01, 2024 (opening of business hours, "**Appointed Date**"), as stated in the draft Composite Scheme of Amalgamation and Arrangement ("**Scheme**"), under Sections 230 to 232 of the Companies Act, 2013 ("**2013 Act**") read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act (*as defined in the Scheme*) and other applicable laws including the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, issued by the Securities and Exchange Board of India ("**SEBI**") on June 20, 2023 or any other circulars issued by SEBI applicable to schemes of amalgamation and arrangement from time to time ("**SEBI Master Circular**").

While deliberating on the Scheme, the Board *inter-alia* considered, took on record and approved the following documents along with this report (i) draft Scheme, (ii) the statutory auditor's certificate dated July 31,2024 stating that the accounting treatment contained in the draft Scheme is in conformity with the Accounting Standards prescribed by Section 133 of the Act; and (iii) all other relevant documents, undertakings, reports, etc., as placed before the Board.

This Scheme contemplates *inter alia* the Amalgamation *(as defined in the Scheme)* of each of the Amalgamating Companies (*as defined in the Scheme*), along with their respective assets, liabilities, etc., on a going concern basis, into and with JKLC as the Amalgamated Company ; in accordance with Sections 230-232 of the 2013 Act read with Section 2(1B), Section 72A, Section 47 and/or other applicable provisions of the IT Act *(as defined in the Scheme)*, as applicable and the SEBI Listing Regulations *(as defined in the Scheme),* the SEBI Master Circular and various other matters consequential or integrally connected therewith under Applicable Law, which is tabled for approval by the Board at its meeting held on July 31, 2024.

Pursuant to the provisions of Section 232(2)(c) of the 2013 Act, the Board is required to adopt a report explaining the effect of the proposed Scheme, on each class of shareholders, key managerial personnel ("**KMP**"), promoter and non-promoter shareholders, and laying out in particular the share entitlement ratio and specifying special valuation difficulties, if any, and

Hidrive Developers and Industries Pvt. Ltd.

the same is required to be circulated as a part of the notice of the meeting(s) of shareholders and creditors for approval of the Scheme.

This report of the Board ("**Report**") is accordingly being made pursuant to the requirements of Section 232(2)(c) of the 2013 Act.

I. Objectives and Rationale of the Scheme

1.1. *Inter alia* the following are proposed under the Scheme:

(a) Amalgamation of the Amalgamating Company 1 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part III of the Scheme, *inter alia*, transfer of the authorized Share Capital of the Amalgamating Company 1 into and with the Amalgamated Company, issuance of Consideration Shares (*as defined in the Scheme*) by the Amalgamated Company to Eligible Shareholders, dissolution of the Amalgamating Company 1 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(b) Amalgamation of the Amalgamating Company 2 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part IV of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 2 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 2, dissolution of the Amalgamating Company 2 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws;

(c) Amalgamation of the Amalgamating Company 3 as a going concern into and with JKLC as the Amalgamated Company in accordance with Part V of the Scheme, *inter alia*, transfer of the authorised Share Capital of the Amalgamating Company 3 to that of the Amalgamated Company, cancellation of entire shareholding of Amalgamated Company in the Amalgamating Company 3, dissolution of the Amalgamating Company 3 without winding up, accounting treatment, taxes and other matters consequential or otherwise integrally connected therewith in accordance with Sections 230-232 of the 2013 Act and other Applicable Laws; and

(d) various other matters consequential or otherwise integrally connected therewith.

1.2. The objects and rational of the Scheme, *inter alia*, include:

(a) JKLC is primarily engaged in the business of, inter alia, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

Hidrive Developers and Industries Pvt. Ltd.

(b) The Amalgamating Companies are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

(c) The Amalgamating Company 1, in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combines business/operations.

(d) The Amalgamating Company 2, a wholly owned subsidiary of JKLC, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of JKLC) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to JKLC in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with the Amalgamated Company in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to JKLC more efficiently.

(e) The Amalgamating Company 3, also a wholly owned subsidiary of JKLC, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC. JKLC is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (JKLC and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by JKLC for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with JKLC/ the Amalgamated Company.

(f) The composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

(g) The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

(h) Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders

Hidrive Developers and Industries Pvt. Ltd.

of the two (2) listed entities, i.e., JKLC and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

(i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

(ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

(iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from JKLC. Further, efficiency in debt and cash management will improve, enabling JKLC to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

(iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

(v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

(vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

(vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

(viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

(i) Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and

Hidrive Developers and Industries Pvt. Ltd. ★

other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

II. No issuance of shares in respect of Amalgamation of Amalgamating Company 3 into and with the Amalgamated Company

2.1 Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

2.2 Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 3, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of this Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

III. Effectiveness of the Scheme.

3.1. The Scheme is conditional upon, and shall become effective on happening of the last of the following ("**Effective Date**"):

(i) receipt of observation or no-objection letter by JKLC and the Amalgamating Company 1 from SEBI / Stock Exchanges under Regulation 37 of the SEBI Listing Regulations, in accordance with the SEBI Scheme Circular in respect of the Scheme, on terms acceptable to JKLC and the Amalgamating Company 1;

(ii) this Scheme being approved by the respective requisite majorities of the various classes of shareholders and/or creditors, as per the directions of the Tribunal of each of the Scheme Entities as required under the 2013 Act;

(iii) the Scheme being sanctioned by the Tribunal and appropriate orders being passed by the Tribunal pursuant to Sections 230 and 232 of the 2013 Act and other relevant provisions thereof, as may be applicable; and

(iv) certified copies of the relevant Orders of the Tribunal being filed by each of the Amalgamating Companies and the Amalgamated Company with the Registrar of Companies, Jaipur.

3.2. This Scheme shall become effective from the Effective Date, and the provisions of this Scheme shall be applicable and come into operation with effect from the Appointed Date.

Hidrive Developers and Industries Pvt. Ltd.

Regd. Office- Jayakaypuram, Basantgarh Distt. Sirohi Rajasthan 307019,Tel. 011-68201894; Fax: 011-23716607;CIN : U23941RJ2012PTC096250;
Email ID: amit.chaurasia@jkmail.com

IV. Effect of the Scheme on the shareholders of the Company, including the promoters and non-promoter shareholders of the Company

4.1. The Amalgamating Company 3 has two classes of authorized share capital i.e., equity share capital and preference share capital and only one class of issued and paid-up share capital, i.e., Equity Shares. Accordingly, there is only one class of shareholders of the Amalgamating Company 3, i.e., equity shareholders.

4.2. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of this Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

4.3. Upon this Scheme becoming effective, in the (consolidated/merged) balance sheet of the Amalgamated Company, the investments of the Amalgamated Company being Equity Shares held in the Amalgamating Company 3, whether held in its own name or through nominee shareholders, shall stand cancelled in entirety and be extinguished without any consideration and without any further act or deed and without any liability towards capital gains tax under the IT Act. There will be no change in the shareholding pattern of the Amalgamated Company pursuant to the Amalgamation of the Amalgamating Company 3 in terms of this Part V of the Scheme, since no shares are being issued by the Amalgamated Company pursuant to such Amalgamation.

4.4. Upon this Scheme becoming effective and with effect from the Appointed Date, the authorised Share Capital of the Amalgamating Company 3 (both, authorised equity Share Capital and authorised preference Share Capital), shall stand transferred to and be merged with the authorised equity Share Capital of the Amalgamated Company, as on such date without any further act, deed, procedure or formalities.

V. Effect of the Scheme on the Creditors

5.1. No rights of the creditors (whether secured or unsecured) of Amalgamating Company 3 are being affected pursuant to the Scheme. All 'Liabilities of the Amalgamating Companies' (*as defined in the Scheme*) including *inter alia*, debts, liabilities, contingent liabilities, duties and obligations, whether secured or unsecured in relation to the Amalgamating Company 3, shall be transferred and vested with JKLC as the Amalgamated Company and deemed to be the debts, liabilities, contingent liabilities, duties and obligations of JKLC as the Amalgamated Company, without any further act or deed, and JKLC / the Amalgamated Company shall meet, discharge and satisfy the same in terms of their respective terms and conditions, if any, in accordance with Part V of the Scheme.

5.2. It is clarified that all the assets of the Amalgamating Company 3 shall, subject to Applicable Laws, remain free and available for creation of any security thereon in future in relation to any new indebtedness that may be incurred by the Amalgamated Company in accordance with the provisions of Applicable Laws.

Hidrive Developers and Industries Pvt. Ltd.

HIDRIVE DEVELOPERS AND INDUSTRIES PRIVATE LIMITED
Regd. Office- Jayakaypuram, Basantgarh Distt. Sirohi Rajasthan 307019,Tel. 011-68201894; Fax: 011-23716607;CIN : U23941RJ2012PTC096250;
Email ID: amit.chaurasia@jkmail.com

VI. Effect of the Scheme on Key Managerial Personal (KMP) and Employees

6.1. Upon this Scheme becoming effective and with effect from the Appointed Date (*as defined in the Scheme*) and in accordance with the provisions of this Scheme, all the present and future assets and liabilities of the Amalgamating Company 3 as on the Appointed Date, whether known or unknown, and the entire business of the Amalgamating Companies shall stand transferred to and vested in JKLC as the Amalgamated Company, as a going concern, together with all its properties, assets, rights, benefits and interests therein.

6.2. None of the directors or KMPs or their relatives, is concerned, or interested financially or otherwise in the Scheme, except to the extent of the shares held by such directors or KMPs or their relatives in any of the Scheme Entities, if any.

6.3. With effect from the Effective Date (*as defined in the Scheme*), all Employees of each of the Amalgamating Company 3 shall become employees of the Amalgamated Company upon the Scheme becoming effective, on such terms and conditions as are no less favourable in aggregate than those on which they are currently engaged by the Amalgamating Company 3, without any interruption of service as a result of this Scheme, and in accordance with the terms of the Scheme.

6.4. Accordingly, there will be no adverse effect of the said Scheme on the shareholders (including the shareholders and the non-promoter shareholders), key managerial personnel and other stakeholders of Amalgamating Company 3.

Adopted at the meeting of the Board of the Company held on July 31,2024.

On behalf of the Board of
Hidrive Developers and Industries Private Limited

Chiranjiv Bagga

Hidrive Developers and Industries Pvt. Ltd.

Chiranjiv Kumar Bagga
Director
DIN: 07344179

Date: July 31,2024
Place: New Delhi

S S KOTHARI MEHTA
& CO. LLP
CHARTERED ACCOUNTANTS

Independent Auditor's Certificate on the Statement of Post-Amalgamation Provisional Standalone Net Worth as at June 30, 2024

To,
The Board of Directors
JK Lakshmi Cement Limited
Jayakaypuram
Basantgarh District Sirohi,
Rajasthan, India

We, S S Kothari Mehta & Co. LLP, Chartered Accountants, the statutory auditors of JK Lakshmi Cement Limited (the "Company" or "JKLC"), having its registered office at Jayakaypuram Basantgarh District Sirohi, Rajasthan, India, have received a request from the Company for providing a Certificate on Statement of Computation post-amalgamation provisional standalone net worth as at June 30, 2024 (hereinafter referred to as the "Statement"). The Company has entered into a composite scheme of amalgamation between the Company, and its subsidiary companies Udaipur Cement Works Limited, Hansdeep Industries and Trading Company, and Hidrive Developer and Industries Limited ("Proposed scheme"). The details as required are pursuant to compliance with the requirement of National Company Law Tribunal ("NCLT"), /BSE Limited/National Stock Exchange Limited and/or Central Government and/or any other concern authority, if any, and as required for the purpose of the Proposed Scheme approved by the Board of Directors of the Company.

Management's Responsibility

1) The preparation of the Statement as given in Annexure I is the responsibility of the Management of Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

2) The management of the Company is also responsible for ensuring that the company complies with the requirements relating to the Proposed Scheme.

Auditors' responsibility

3) Pursuant to the requirements, it is our responsibility to provide a limited assurance as to whether

   a. the amounts in the Statement as given in Annexure I have been computed considering the accounting treatment contained in the Proposed Scheme, the audited standalone financial statements of the Company for the quarter ended June 30, 2024 and the audited financial statements of the subsidiary companies for the quarter ended June 30, 2024 audited by other firms of Chartered Accountants as mentioned below in paragraph 4 and 5
   b. the computation is arithmetically correct

4) The audited financial statements of Hidrive Developers and Industries Private Limited referred to in paragraph 3 above, have been audited by other auditor, A. K. Gutgutia & Co., Chartered Accountants, on which they issued an unmodified audit report dated July 31, 2024.

   The audited financial statements of Hansdeep Industries and Trading Company Limited referred to in paragraph 3 above, have been audited by other auditor, NSBP & Co., Chartered Accountants, on which they issued an unmodified audit report dated July 31, 2024.

   The audited financial statements of Udaipur Cement Works Limited referred to in paragraph 3 above, have been audited by other auditor, Bansilal Shah & Co., Chartered Accountants, on which they issued an unmodified audit report dated July 31, 2024.

5) The audited standalone financial statements of the Company referred to in paragraph 3 above, have been audited by us, on which we issued an unmodified audit report dated July 31, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

6) We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

8) A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 3 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We have performed the following procedures in relation to the Statement:
   a. Obtained the Statement from the management.
   b. Verified that the amounts mentioned in the Statement have been computed after taking into impact the accounting treatment contained in the Proposed Scheme, the audited standalone financial statements of the Company for the quarter ended June 30, 2024 and the audited financial statements of the subsidiary companies for the quarter ended June 30, 2024 audited by other firms of Chartered Accountants
   c. Obtained letter of representation from the Company.

Conclusion

9) Based on our examination, as above, and according to the information and explanation received and representation obtained, we conclude that
   a. figures mentioned in the Statement as given in Annexure I have been computed after considering the accounting treatment contained in the Proposed Scheme, the audited standalone financial statements of the Company for the quarter ended June 30, 2024 and the audited financial statements of the subsidiary companies for the quarter ended June 30, 2024 audited by other firms of Chartered Accountants
   b. the computation of post-amalgamation provisional net worth is arithmetically correct

Restriction on use

10) Our work was performed solely to assist you in meeting your responsibilities in relation to your filling of Proposed Scheme with NCLT/ Central Government of India/BSE Limited/National Stock Exchange Limited and any other concerned authority. Our responsibilities in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditor of the Company.

11) This certificate is being issued to the Company for the limited purpose of submission with National Company Law Tribunal ("NCLT") and/ BSE Limited/National Stock Exchange Limited /or Central Government and/or any other concerned authority in connection with the scheme of amalgamation & arrangement and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
FRN: 000756N/N500441

Amit Goel

AMIT GOEL
Partner
M. No: 500607
UDIN: 24500607BKEIZU1897
Date: August 06, 2024
Place: New Delhi

JK LAKSHMI CEMENT Ltd.

Annexure I of the certificate dated August 06, 2024

Statement of Computation of Net Worth as at June 30, 2024

(INR in Crores)

Particulars	**Net Worth as at June 30, 2024 (Post-amalgamation)**
Paid up share capital	62.09
Securities premium	198.99
General reserve	950.74
Retained earnings	2,189.31
Items of Other Comprehensive Income, that will be reclassified to Statement of Profit and Loss (Remeasurement of Net Defined Benefit Plans)	(9.68)
Net Worth	**3,391.45**

Notes –

1. Net Worth in the above table is calculated as defined under Section 2(57) of the Companies Act, 2013. Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of accumulated losses, deferred expenditures and miscellaneous expenses not written off, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

2. The Appointed Date is April 1, 2024 as per the Proposed Scheme.

3. The post-scheme net worth calculation of JK Lakshmi Cement Limited is after taking into the account the following as per the Proposed Scheme:

   - Amalgamation of (i) Udaipur Cement Works Limited (71.12% subsidiary of JKLC as on June 30, 2024), (ii) Wholly owned subsidiary Hansdeep Industries & Trading Company Limited and (iii) Wholly owned subsidiary Hidrive Developers & Industries Limited
   - Cancellation of JKLC's holding in Equity Share Capital & Preference Share Capital in the respective subsidiaries
   - Issue of fresh Equity Shares to the balance 28.88% shareholders of Udaipur Cement Works Limited pursuant to the Proposed Scheme
   - After adjustments of net assets and liabilities taken over from Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers & Industries Limited and negative capital reserve arising pursuant to amalgamation.

For and on behalf of
JK Lakshmi Cement Limited

JK LAKSHMI CEMENT LTD. NEW DELHI

(Priyank Shukla)
(Head Accounts)

Admn. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi 110 002; Phone: 66001142 / 66001112; Fax: 91-011-23722251/ 23722021;
E-Mail: jklc.customercare@jkmail.com; Website: www.jklakshmi.com, CIN L74999RJ1938PLC019511
Regd. & Works Office: Jaykaypuram, Distt. Sirohi, Rajasthan; Phone: 02971-244409/ 244410; Fax: 02971-244417; E-Mail: lakshmi_cement@lc.jkmail.com

JK LAKSHMI CEMENT | JK LAKSHMIPLAST PLASTER OF PARIS | JK LAKSHMI READY MIX CONCRETE

REPORT ON THE POST-AMALGAMATION PROVISIONAL STATEMENT OF STANDALONE ASSETS AND LIABILITIES, AND TOTAL INCOME

To,
The Board of Directors
JK Lakshmi Cement Limited
Jayakaypuram
Basantgarh District Sirohi,
Rajasthan, India

1. We, **S S Kothari Mehta and Co. LLP**, Chartered Accountants, Statutory Auditors of JK Lakshmi Cement Limited (hereinafter referred to as the "Company" or "JKLC"), having its registered office at Jayakaypuram Basantgarh District Sirohi, Rajasthan, India have received a request from the Company to provide a report on the post-amalgamation provisional statement of standalone total assets and liabilities, and total income ("the Statement") as on and for the quarter ended June 30, 2024 for the purpose of submission to National Company Law Tribunal ("NCLT") and/ BSE Limited/National Stock Exchange Limited /or Central Government and/or any other concerned authority in connection with the proposed scheme of amalgamation & arrangement. The Company has entered into a composite scheme of amalgamation between the Company, and its subsidiary companies Udaipur Cement Works Limited, Hansdeep Industries and Trading Company, and Hidrive Developers and Industries Limited ("Proposed scheme").

Management's Responsibility for the Statement

2. The preparation of the Statement as given in Annexure I is the responsibility of the Management of the Company, including the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 ("the Act") for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the balance sheet that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. The Management of the Company is responsible for the preparation of the Statement that give a true and fair view of the financial position of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under section 133 of the Act.

Auditor's Responsibility

4. Our responsibility is to provide a limited assurance as to whether the amounts in the Statement as given in Annexure I have been computed considering the accounting treatment contained in the Proposed Scheme, the audited standalone financial statements of the Company for the quarter ended June 30, 2024 and the audited financial statements of the subsidiary companies for the quarter ended June 30, 2024 audited by other firms of Chartered Accountants as mentioned below in paragraph 5 and 6

5. The audited financial statements of Hidrive Developers and Industries Private Limited referred to in paragraph 4 above, have been audited by other auditor, A. K. Gutgutia & Co., Chartered Accountants, on which they issued an unmodified audit report dated July 31, 2024.

   The audited financial statements of Hansdeep Industries and Trading Company Limited referred to in paragraph 4 above, have been audited by other auditor, NSBP & Co., Chartered Accountants, on which they issued an unmodified audit report dated July 31, 2024.

   The audited financial statements of Udaipur Cement Works Limited referred to in paragraph 4 above, have been audited by other auditor, Bansilal Shah & Co., Chartered Accountants, on which they issued an unmodified audit report dated July 31, 2024.

6. The audited standalone financial statements of the Company referred to in paragraph 4 above, have been audited by us, on which we issued an unmodified audit report dated July 31, 2024. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

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

9. A limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned paragraph 4 above. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. We have performed the following procedures in relation to Statement:

   a) Verified that the figures mentioned in the Statement as given in Annexure I have been computed considering the accounting treatment contained in the Proposed Scheme, the audited standalone financial statements of the Company for the quarter ended June 30, 2024 and the audited financial statements of the subsidiary companies for the quarter ended June 30, 2024 audited by other firms of Chartered Accountants

   b) Obtained letter of representation from the Company that the amounts so extracted are true and correct.

Conclusion

10. Based on procedure performed by us, and according to the information and explanations provided to us and representation obtained, we conclude that figures mentioned in the Statement as given in Annexure I have been computed after considering the accounting treatment contained in the Proposed Scheme, the audited standalone financial statements of the Company for the quarter ended June 30, 2024 and the audited financial statements of the subsidiary companies for the quarter ended June 30, 2024 audited by other firms of Chartered Accountants

S S KOTHARI MEHTA
& CO. LLP
CHARTERED ACCOUNTANTS

Restriction of use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your filling of Proposed Scheme with NCLT/ Central Government of India/BSE Limited/National Stock Exchange Limited and any other concerned authority. Our responsibilities in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditor of the Company.

12. This certificate is being issued to the Company for the limited purpose of submission with National Company Law Tribunal ("NCLT") and/ BSE Limited/National Stock Exchange Limited /or Central Government and/or any other concerned authority in connection with the scheme of amalgamation & arrangement and is not to be used, referred to or distributed for any other purpose without our prior and written consent.

For S S Kothari Mehta and Co. LLP
Chartered Accountants
Registration No. 000756N/N500441

Amit Goel

AMIT GOEL
Partner
Membership No. 500607
Date: August 06, 2024
Place: New Delhi
UDIN: 24500607BKEIZV2681

JK LAKSHMI CEMENT Ltd.

Annexure I to the report dated August 06, 2024 of JK Lakshmi Cement Limited

Statement of Assets & Liabilities as at June 30, 2024 **(₹ in crores)**

Asset		**Post-amalgamation**
Non-current Assets		
Property, Plant and Equipment		4,651.55
Capital work-in-progress		413.19
Investment Property		9.55
Intangible Assets		4.56
Financial Assets		
(i)	Investments	475.52
(ii)	Loans	15.00
(iii)	Others	61.58
Other Non-Current Assets		211.88
		5,842.83
Current Assets		
Inventories		929.68
Financial Assets		
(i)	Investments	259.80
(ii)	Trade receivables	171.19
(iii)	Cash and cash equivalents	35.12
(iv)	Bank balance other than (iii)	113.43
(v)	Loans	73.32
(vi)	Others	29.51
Other Current Assets		175.05
		1,787.10
Total assets		**7,629.93**
Liabilities		
Non-current Liabilities		
Financial Liabilities		
(i)	Borrowings	1,650.18
(ii)	Lease liabilities	48.48
(iii)	Other financial liabilities	274.59
Provisions		16.85
Deferred Tax Liabilities (Net)		276.99
Other Non-Current Liabilities		91.15
		2,358.24
Current Liabilities		
Financial Liabilities		
(i)	Borrowings	411.28
(ii)	Lease liabilities	11.30
(iii)	Trade payables	
	Micro and small enterprises	19.49
	Others	409.10
(iv)	Other financial liabilities	676.01
Other Current Liabilities		282.84
Provisions		4.45
Current tax liabilities (net)		17.53
		1,832.00
		4,190.24

Priya Shah

LAKSHMI CEMENT LTD. NEW DELHI

Admn. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi 110 002; Phone: 66001142 / 66001112; Fax: 91-011-23722251/ 23722021;
E-Mail: jklc.customercare@jkmail.com; Website: www.jklakshmi.com, CIN L74999RJ1938PLC019511
Regd. & Works Office: Jaykaypuram, Distt. Sirohi, Rajasthan; Phone: 02971-244409/ 244410; Fax: 02971-244417; E-Mail: lakshmi_cement@lc.jkmail.com

JK LAKSHMI CEMENT Ltd.

Statement of total income for the quarter ended June 30, 2024

Particulars	**Post-amalgamation**
Revenue from operations	1,563.88
Other income	92.27
Total income	**1,656.15**

1. The Appointed Date is April 1, 2024 as per the Proposed Scheme.
2. The post-scheme net worth calculation of JK Lakshmi Cement Limited is after taking into the account the following as per the Proposed Scheme:
   - Amalgamation of (i) Udaipur Cement Works Limited (71.12% subsidiary of JKLC as on June 30, 2024), (ii) Wholly owned subsidiary Hansdeep Industries & Trading Company Limited and (iii) Wholly owned subsidiary Hidrive Developers & Industries Limited
   - Cancellation of JKLC's holding in Equity Share Capital & Preference Share Capital in the respective subsidiaries
   - Issue of fresh Equity Shares to the balance 28.88% shareholders of Udaipur Cement Works Limited pursuant to the Proposed Scheme
   - After adjustments of net assets and liabilities taken over from Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers & Industries Limited and negative capital reserve arising pursuant to amalgamation.

For and on behalf of
JK Lakshmi Cement Limited

Priyank Shukla

(Priyank Shukla)
(Head Accounts)

JK LAKSHMI CEMENT LTD. NEW DELHI

Admn. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi 110 002; Phone: 66001142 / 66001112; Fax: 91-011-23722251/ 23722021;
E-Mail: jklc.customercare@jkmail.com; Website: www.jklakshmi.com, CIN L74999RJ1938PLC019511
Regd. & Works Office: Jaykaypuram, Distt. Sirohi, Rajasthan; Phone: 02971-244409/ 244410; Fax: 02971-244417; E-Mail: lakshmi_cement@lc.jkmail.com

UCWL UDAIPUR CEMENT WORKS LIMITED

Compliance Report

It is hereby certified that the draft scheme of arrangement involving Udaipur Cement Works Limited (UCWL) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular no SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June, 2023 (this Circular), including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of SEBI circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied Information pertaining to unlisted entities involved in the Scheme will be provided in the explanatory statement as per the format prescribed
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied Enclosed as annexure to this application
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied Enclosed as annexure to this application
(e)	Para (I)(A)(9)	Provision of approval of public shareholders	Will be complied

(Poonam Singh)
Company Secretary

UDAIPUR CEMENT WORKS LTD.

(Shrivats Singhania)
Director & Chief Executive Officer

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com

CIN: L26943RJ1993PLC007267

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving UCWL are in compliance with all the Accounting Standards applicable to a listed entity

(Pranav Chitre)
Chief Financial Officer

(Shrivats Singhania)
Director & Chief Executive Officer

Date:05.08.2024

UDAIPUR CEMENT WORKS LTD

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com
CIN: L26943RJ1993PLC007267

UCWL UDAIPUR CEMENT WORKS LIMITED

Date: 9th August 2024

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza. C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Report on unpaid dues

Sr. No.	Particulars	Details of dues/fine	Amount	Reason for non-payment
1.	**Pending Dues of SEBI**	Nil	Nil	Nil
2.	**Pending Dues of Stock Exchanges**	Nil	Nil	Nil
3.	**Pending Dues of Depositories**	Nil	Nil	Nil

For Udaipur Cement Works Limited

UDAIPUR CEMENT WORKS LTD

(Poonam Singh)
Company Secretary

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com
CIN: L26943RJ1993PLC007267

Date: 5th August 2024

To,
General Manager,
BSE Ltd.
Department of Corporate Services
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001

Dear Sir/Madam,

Sub: Confirmation of No Dues

As per the records maintained by the Company, this is to confirm that there are no pending dues/fines/ penalties imposed by SEBI, Stock Exchanges and Depositories, and accordingly, submission of a **'Report on Unpaid Dues'** is not applicable.

Thanking you,

For Udaipur Cement Works Limited

(Poonam Singh)
Company Secretary and Compliance Officer

UDAIPUR CEMENT WORKS LTD

Admin. Office: Nehru House, 4, Bahadur Shah Zafar Marg, New Delhi - 110002 | Phone: +91-11-66001142 / 66001112 | Fax: +91-11-66001142 | Email: ucwl.customercare@ucwl.jkmail.com | **Works & Regd. Office:** Shripati Nagar, CFA, P.O. Dabok, Udaipur - 313022, Rajasthan | Phone: +91-294-2655076 | Fax: +91-294-2655077 | Email: ucwl@ucwl.jkmail.com
CIN: L26943RJ1993PLC007267

www.udaipurcement.com

This Abridged Prospectus / Disclosure document dated February 17, 2025, (*Disclosure Document*) has been issued in compliance with the provisions of Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 read with Master Circular bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (*SEBI*) (*SEBI Circulars*) in connection with the Composite Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Ltd. ('JKLC' / 'Amalgamated Company'), Udaipur Cement Works Ltd. ('UCWL' / 'Amalgamating Company 1'), Hansdeep Industries & Trading Company Ltd. ('HITCL' / 'Amalgamating Company 2'), Hidrive Developers and Industries Ltd. ('HDIL' / 'Amalgamating Company 3') and their respective Shareholders and Creditors, under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (*Companies Act / Act*) (*Scheme of Arrangement / Scheme*) filed before the National Company Law Tribunal, bench at Jaipur.

This Disclosure Document contains the applicable information (as prescribed in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 pertaining to Hansdeep Industries & Trading Company Limited being an unlisted company in the Scheme.

Nothing in this Disclosure Document shall be considered as an invitation or an offer of any securities by or on behalf of JKLC or UCWL or HITCL or HDIL, on private placement or a public offer.

Capitalised terms not defined herein shall have same meaning as defined in the Notice.

THIS DISCLOSURE DOCUMENT CONTAINS 9 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

HANSDEEP INDUSTRIES & TRADING COMPANY LIMITED

CIN: U74899RJ1993PLC096253 | **Date of Incorporation**: August 13, 1993

Registered Office Jaykaypuram, Basantgarh, Dist. Sirohi, Rajasthan, India, 307019
Communication Address: 3rd Floor, Gulab Bhawan, 6, Bahadur Shah Zafar Marg, Vikram Nagar, New Delhi, Delhi 110002
Contact Person: Ms. Poonam Singh
Telephone: 011-68201864
Email: Poonamsingh@jkmail.com
Website: http://hitcl.in/
NAME OF THE PROMOTERS OF THE COMPANY
JK LAKSHMI CEMENT LIMITED
DETAILS OF THE SCHEME, LISTING AND PROCEDURE
DETAILS OF SCHEME OF ARRANGEMENT The Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Ltd. ('JKLC' / 'Amalgamated Company'), Udaipur Cement Works Ltd. ('UCWL' / 'Amalgamating Company 1'), Hansdeep Industries & Trading Company Ltd. ('HITCL' / 'Amalgamating Company 2'), Hidrive Developers and Industries Ltd. ('HDIL' / 'Amalgamating Company 3') and their respective Shareholders and Creditors, *inter-alia* provides for:

Hansdeep Industries & Trading Company Ltd.

1. Amalgamation of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 as a going concern into and with Amalgamated Company in accordance with the terms provided in Scheme, under Sections 230 to 232 read with other applicable provisions of Companies Act, 2013 (**Act**) and SEBI Circulars. The Scheme also provides for various other matters consequent and incidental thereto including but not limited to the transfer of the authorised Share Capital of the Amalgamating Company 1, 2 and 3 to that of the Amalgamated Company and dissolution of the Amalgamating Company 1, 2 and 3 without winding up, accounting treatment, taxes and other matters consequently or otherwise integrally connected therewith in accordance with Sections 230-232 of the Act and other applicable Laws.

2. Upon Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 2, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 2 and the entire business shall stand transferred to and vested with the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 2 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of the Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

3. After this Scheme is sanctioned but before it becomes effective (Effective Date), the Board of Directors of the Amalgamating Company 1 shall, in consultation with the Board of Directors of JKLC / the Amalgamated Company, determine the record date ("Record Date") for issuance and allotment of Equity Shares to the Eligible Shareholders of the Amalgamating Company 1 in the following Share Swap Ratio and the direction of the Tribunal in this regard (if any) for the Amalgamation of the Amalgamating Company 1 pursuant to the Scheme. On determination of Record Date, the Amalgamating Company 1 shall provide to the Amalgamated Company, the list of their respective shareholders as on such Record Date, who are entitled to receive the Equity Shares by the Amalgamated Company in order to enable the Amalgamated Company to issue and allot such Equity Shares to such eligible shareholders of the Amalgamating Company 1:

   "for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) each in the Amalgamated Company"

4. Details about the basis for the Share Swap Ratio, the valuation report and fairness opinion are available on the website of Amalgamated Company, i.e., www.jklakshmicement.com, Amalgamating Company 1 i.e., www.udaipurcement.com, BSE Limited, i.e. www.bseindia.com and National Stock Exchange of India Limited, i.e. www.nseindia.com. (**Stock Exchanges**)

5. The equity shares issued and allotted by the Amalgamated Company to the shareholders of Amalgamating Company 1, will be listed and / or admitted to trading on the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), subject to entering into such arrangements and giving such confirmations and / or undertakings as may be necessary in accordance with the applicable laws or regulations for the Amalgamated Company, for complying with the formalities / requirements of the BSE and NSE.

LISTING AND PROCEDURE

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal (**NCLT**) and upon certified copy of the sanctioned order of the NCLT approving the Scheme being filed with the Registrar of Companies, the Amalgamated Company shall issue and allot equity shares to shareholders of the Amalgamating Company 1, as per the Share Exchange Ratio set out in the Scheme. The Amalgamated Company shall be making

Hansdeep Industries & Trading Company Ltd.

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necessary application for the listing of the equity shares allotted pursuant to the Scheme. The equity shares are proposed to be listed on BSE Limited and National Stock Exchange of India Limited. No further steps or actions would be required to be undertaken by the shareholders of the Amalgamating Company 1 to be entitled to receive equity shares of the Amalgamated Company.

The procedure with respect to public issue/ offer would not be applicable to Amalgamating Company 2 as it is an unlisted company and is not offering any of its securities /Equity Shares to the public under the Scheme. Further, the allotment of equity shares of Amalgamated Company under the Scheme is limited to the shareholders of Amalgamating Company 1. Hence, the procedure with respect to a General Information Document (**GID**) is not applicable, and this Disclosure Document must be read accordingly.

ELIGIBILITY FOR THE ISSUE

This Disclosure Document is prepared in compliance with the observation letters issued by the BSE Limited (**BSE**) and National Stock Exchange of India Limited (**NSE**), dated January 01, 2025 and SEBI Circulars and contains the applicable information in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable [SEBI (ICDR)];

The equity shares sought to be listed are proposed to be allotted by the Amalgamated Company to the shareholders of the Amalgamating Company 1 pursuant to the Scheme to be sanctioned by NCLT under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the SEBI Circulars and subject to and in accordance with the terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the Regulations 26(1) or 26(2) of the SEBI (ICDR) are not applicable.

This document does not constitute an offer to public at large. There being no initial public offering or rights issue, the eligibility criteria of SEBI (ICDR) are not applicable.

INDICATIVE TIMETABLE

This Document should not be deemed to be an offer to the public at large. The Scheme requires approval of the National Company Law Tribunal, Jaipur Bench (**NCLT**) and no exact time frame can be given for when the Scheme will become effective. However, the Appointed Date for the Scheme is April 01, 2024, or such other date as may be approved by the NCLT.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors mentioned in this Disclosure Document carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Amalgamated Company, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention to investors is invited to the section titled 'Scheme Details and Procedure' beginning on page 1 and section titled 'Internal Risk Factors' beginning on page no. 9 of this Disclosure Document.

REGISTERED MERCHANT BANKER

Price Information of Book Running Lead Manager – Not Applicable

The details of registered Merchant Bankers appointed under the SEBI Circulars are as follows:

Name of the Registered Merchant Banker	D & A Financial Services (P) Ltd

Hansdeep Industries & Trading Company Ltd.

Contact Details	Address: 13, Community Centre, East of Kailash, New Delhi-110065 Tel No.: +9111 41326121, +9111 40167308 Email: vardhmandoogar@gmail.com Website: www.dnafinserv.com Contact Person: Vardhman Doogar

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor and contact details	NSBP & Co., Chartered Accountants **Firm Registration No.** - 001075N **Registered Office:** 325, 3rd Floor, U.S. Complex, Opp. Apollo Hospital, 120, Mathura Road, Sarita Vihar, New Delhi 110 076 India Phone: +91 9810301988 **Email:** info@nsbpco.com
Name of Syndicate Member	Not Applicable
Name of Registrar to the Issue and contact details (telephone and email ID)	Not Applicable
Name of credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PRICE INFORM ATION OF BRLM's

Not Applicable

PROMOTERS OF THE COMPANY

S.N.	Name	Individual/Corporate	Experience
1	**JK Lakshmi Cement Limited**	Corporate	**JK Lakshmi Cement Limited (JKLC)** CIN - L74999RJ1938PLC019511. PAN - AACJ6715G. JKLC is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 on August 06, 1938, having its registered office at Jaykaypuram Basantgarh, Dist. Sirohi, Rajasthan, India, 307019. JKLC is primarily engaged in the business of, *inter alia*, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab. Equity Shares of JKLC are listed and traded on the BSE Limited and National Stock Exchange of India Limited.

Hansdeep Industries & Trading Company Ltd.

			JKLC holds 100% Shares in HITCL.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: HITCL is a public limited company incorporated under the laws of India and having its registered office at Jaykaypuram, Basantgarh, Dist., Sirohi, Rajasthan, India, 307019. The CIN of HITCL is U74899RJ1993PLC096253. The PAN of HITCL is AABCJ0776A.

HITCL is a wholly owned subsidiary of JKLC, and the Equity Shares of HITCL are not listed on any Stock Exchange in India or in any other country and has its objects and is also engaged in a business, similar to that of Amalgamated Company.

BOARD OF DIRECTORS

S.N.	Name	Designation (Independent / Wholetime / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1.	Ram Ratan Gupta	Director	Shri Ram Ratan Gupta holds Bachelor's Degree in Commerce and is a fellow Member of the Institute of Cost Accountants of India. He has 56 years of experience in various industrial group's out of which almost 43 years has been in Cement Industry.	1. Dwarkesh Energy Limited 2. Sidhivinayak Trading and Investment Limited 3. Ram Kanta Properties Private Limited 4. Panchmahal Properties Limited
2.	Vinit Marwaha	Director	Shri Vinit Marwaha, is a commerce graduate and has vast experience in the field of taxation and Corporate matters.	1. Udaipur Cement Works Limited 2. Pranav Investment (MP) Company Limited 3. Rouncy Trading Private Limited. 4. NVM Capital Private Limited 5. Saptrishi Consultancy Services Limited
3.	Ashok Gupta	Director	Shri Ashok Gupta is a qualified Chartered Accountant having over 30 years of experience in Finance, Treasury, Accounts, MIS, Mergers & Acquisitions, Business Strategies and Restructuring.	1. Terrestrial Food Processors Private Limited 2. Anant Art & Cultural Foundation 3. Pranav Investment (MP) Company Limited 4. JK Plant Bio Sciences Research Limited 5. Enviro Tech Ventures Limited 6. Nav Bharat Vanijya Limited

Hansdeep Industries & Trading Company Ltd.

				7. Terrestrial Foods Bengal Limited 8. J.K. Credit and Finance Limited 9. Dwarkesh Energy Limited

OBJECT OF THE ISSUE / PROPOSED SCHEME

Details of means of finance, Name of monitoring agency etc. - Not applicable as HITCL is not offering securities / equity shares through an initial public offer to the public at large, pursuant to the Scheme.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Object and Rationale of the Scheme

1. JKLC is primarily engaged in the business of, *inter alia*, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

2. The Amalgamating Companies (UCWL, HITCL and HDIL) are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

3. The Amalgamating Company 1 (UCWL), in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combined business/operations.

4. **The Amalgamating Company 2 (HITCL), a wholly owned subsidiary of JKLC, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of JKLC) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to JKLC in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with JKLC in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to JKLC more efficiently.**

5. The Amalgamating Company 3 (HDIL), also a wholly owned subsidiary of JKLC, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC. JKLC is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (JKLC and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by JKLC for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with JKLC / the Amalgamated Company.

6. This composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency

Hansdeep Industries & Trading Company Ltd.

due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

7. The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

8. Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., JKLC and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting in optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

   (i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

   (ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

   (iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from Amalgamated Company. Further, efficiency in debt and cash management will improve, enabling the Amalgamated Company to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

   (iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

   (v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

   (vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

   (vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

   (viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

Hansdeep Industries & Trading Company Ltd.

PRE-SCHEME AND POST-SCHEME SHAREHOLDING PATTERN			
S.N.	**Particulars**	**Pre-Scheme number of shares**	**Pre-Scheme % Holding**
1	Promoter and Promoter Group	11,60,50,007*	**100%**
2	Public	-	-
	Total	11,60,50,007*	**100%**

*JK Lakshmi Cement Limited holds 11,60,50,007 equity shares which includes 1 share each held jointly with Shri Arun Kumar Shukla, Shri Sudhir A. Bidkar, Shri Brij Bhushan Sharma, Shri Amit Chaurasia, Shri Priyank Shukla and Smt. Poonam Singh.

POST SCHEME SHAREHOLDING PATTERN

The shareholding pattern of Hansdeep Industries & Trading Company Limited upon effectiveness of the Scheme will become NIL. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 2 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 2 into and with the Amalgamated Company in accordance with Part IV of the Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 2 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 2.

STANDALONE FINANCIAL INFORMATION

Amount (Rupees in lakhs)

S.N.	**Particulars**	**Period ended Sept. 30, 2024**	**As on and for the year ended**		
			March 31, 2024	**March 31, 2023**	**March 31, 2022**
1	Total income from operations (net)	78.78	145.32	116.67	584.61
2	Net Profit/(loss) before tax and extraordinary items	(0.38)	13.85	(0.55)	68.92
3	Net Profit/(loss) after tax and extraordinary items (A)	(0.38)	11.34	(0.55)	20.17
4	Equity Share Capital (Face Value of ₹10 per share) (B)	11,605	11,605	11,605	11,605
5	Reserves and Surplus (Other Equity)	50.87	51.24	39.90	40.45
6	Net Worth (C)	11,655.87	11,656.24	11,644.90	11,645.45
7	Basic Earnings per Share (₹)	(0.00)	0.01	(0.00)	0.02
8	Diluted Earnings per Share (₹)	(0.00)	0.01	(0.00)	0.02
9	Return on Net Worth (%) [(A/C) x 100]	(0.00)	0.10	(0.00)	0.17
10	Net asset value per share (₹) [C/(B/10)]	10.04	10.04	10.03	10.03

Hansdeep Industries & Trading Company Ltd.

In compliance with the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company i.e. HITCL do not prepare the Consolidated Financial Statements since its Holding company i.e. JK Lakshmi Cement Limited prepares the Consolidated Financial Statements and files the same with the Registrar of Companies.
INTERNAL RISK FACTORS
1. The Scheme of Arrangement is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approval will result in non-implementation of the Scheme and may adversely affect the shareholders. 2. Any non-compliance with the regulatory laws of the land may lead to penalties and fines. 3. Equity Shares to be issued pursuant to the Scheme shall be listed on BSE and NSE, which would be subject to approvals from the said Stock Exchanges and other necessary compliance. In the event that these approvals are delayed, the listing of the equity shares may get impacted.
SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION
A. Total number of outstanding litigations against the company and amount involved: Nil
B. Brief details of top 5 material outstanding litigations against the company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount Involved	Sr. No.
1.	NIL				

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in the last 5 financial years including outstanding action, if any – None
D. Brief details of outstanding criminal proceedings against Promoters – None
ANY OTHER IMPORTANT INFORMATION OF THE COMPANY: NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For **Hansdeep Industries & Trading Company Limited**

Hansdeep Industries & Trading Company Ltd.

(Vinit Marwaha)
Director
DIN: 00051403

Date: February 17, 2025

Place: New Delhi

D&A

D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

February 17, 2025

To
The Board of Directors
Hansdeep Industries & Trading Company Limited
Jaykaypuram, Basantgarh,
Dist. Sirohi, Rajasthan, India, 307019

Subject: Compliance Report on the disclosure(s) made in the Abridged Prospectus in compliance with the requirement of Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 with respect to Hidrive Developers and Industries Limited under Proposed Composite Scheme of Amalgamation between JK Lakshmi Cement Limited (Amalgamated Company) and Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Limited (Amalgamating Companies) and their respective shareholders and creditors.

Dear Sir/s,

We, M/s D & A Financial Services Private Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000011484, have been appointed by **Hansdeep Industries & Trading Company Limited** to provide a compliance report with respect to adequacy and accuracy of disclosure(s) made in the Abridged Prospectus concerning **Hansdeep Industries & Trading Company Limited**, under the proposed composite scheme of amalgamation (Hereinafter referred to as "Scheme") of JK Lakshmi Cement Limited, Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Limited (Hereinafter collectively referred to as "Companies").

Scope and Purpose of the Compliance Report

Pursuant to the requirements of SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular"), a compliance report has to be obtained from an independent Merchant Banker on the information disclosed in Abridged Prospectus in line with information required to be disclosed as per Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations"**).

The purpose of the report is to inform the shareholders about the information/details of unlisted company to the extent applicable, involved in the scheme in line with the information required to be disclosed as per Part E of Schedule VI to ICDR Regulations.

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)
Phone:+91 11 41326121, 40167038
E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com
Website:www.dnafinserv.com, **Branch Office :** Mumbai
CIN : U74899DL1981PTC012709

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Composite Scheme of Arrangement.
2. Abridged Prospectus dated 17 February, 2025 prepared in accordance with SEBI Scheme Circular
3. Information/documents/undertakings etc. provided by management of companies pertaining to disclosures made in Abridged Prospectus dated February, 17 2025

Disclaimer: This Report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Companies. We have assumed that the documents/information provided by the management of Companies wherever required for the purpose of disclosures in Abridged Prospectus is complete in all respects.

This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act, guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report. In no circumstances whatsoever, will D & A Financial Services (P) Limited, its Directors and Employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Compliance Report

We in the capacity of SEBI registered Merchant Banker do hereby certify that the information as disclosed in the Abridged Prospectus dated February 17, 2025, is in line with disclosures required to be made as per Part E of Schedule VI to ICDR Regulations to the extent applicable to an unlisted company i.e. Hansdeep Industries & Trading Company Limited and the disclosures made concerning Hansdeep Industries & Trading Company Limited are accurate and adequate to the extent applicable and available.

Thanking You

For **D & A Financial Services Private Limited**

D & A Financial Services (P) Ltd. New Delhi

(Aman Bansal)

Authorized Signatory

SEBI Registration No. INM000011484

Date: February, 17, 2025

Place: New Delhi

This Abridged Prospectus / Disclosure document dated February 18, 2025, (*Disclosure Document*) has been issued in compliance with the provisions of Circular No. SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022 read with Master Circular bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (*SEBI*) (*SEBI Circulars*) in connection with the Composite Scheme of Amalgamation and Arrangement between JK Lakshmi Cement Ltd. ('JKLC' / 'Amalgamated Company'), Udaipur Cement Works Ltd. ('UCWL' / 'Amalgamating Company 1'), Hansdeep Industries & Trading Company Ltd. ('HITCL' / 'Amalgamating Company 2'), Hidrive Developers and Industries Ltd. ('HDIL' / 'Amalgamating Company 3') and their respective Shareholders and Creditors, under Sections 230 to 232 of the Companies Act, 2013 and the rules framed thereunder (*Companies Act / Act*) (*Scheme of Arrangement / Scheme*) filed before the National Company Law Tribunal, bench at Jaipur.

This Disclosure Document contains the applicable information (as prescribed in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 pertaining to Hidrive Developers and Industries Ltd., being an unlisted company in the Scheme.

Nothing in this Disclosure Document shall be considered as an invitation or an offer of any securities by or on behalf of JKLC or UCWL or HITCL or HDIL, on private placement or a public offer.

Capitalised terms not defined herein shall have same meaning as defined in the Notice.

THIS DISCLOSURE DOCUMENT CONTAINS 10 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

HIDRIVE DEVELOPERS AND INDUSTRIES LIMITED

CIN: U23941RJ2012PLC096250 | **Date of Incorporation**: August 03, 2012

Registered Office: Jayakaypuram, Basantgarh, Distt. Sirohi, Rajasthan - 307019
Communication Address: Gulab Bhawan (Rear Wing), 3rd Floor, 6-A, Bahadur Shah Zafar Marg, New Delhi-110 002
Contact Person: Shri Amit Chaurasia
Telephone: 011-68201860
Email: amit.chaurasia@jkmail.com
Website: N.A.
NAME OF THE PROMOTER OF THE COMPANY
JK LAKSHMI CEMENT LIMITED
DETAILS OF THE SCHEME, LISTING AND PROCEDURE

DETAILS OF SCHEME OF ARRANGEMENT

The Composite Scheme of Amalgamation and Arrangement amongst JK Lakshmi Cement Ltd. ('JKLC' / 'Amalgamated Company'), Udaipur Cement Works Ltd. ('UCWL' / 'Amalgamating Company 1'), Hansdeep Industries & Trading Company Ltd. ('HITCL' / 'Amalgamating Company 2'), Hidrive Developers and Industries Ltd. ('HDIL' / 'Amalgamating Company 3') and their respective Shareholders and Creditors, *inter-alia* provides for:

1. Amalgamation of Amalgamating Company 1, Amalgamating Company 2 and Amalgamating Company 3 as a going concern into and with Amalgamated Company in accordance with the terms provided in Scheme, under

Hidrive Developers and Industries Ltd.

Sections 230 to 232 read with other applicable provisions of Companies Act, 2013 (**Act**) and SEBI Circulars. The Scheme also provides for various other matters consequent and incidental thereto including but not limited to the transfer of the authorised Share Capital of the Amalgamating Company 1, 2 and 3 to that of the Amalgamated Company and dissolution of the Amalgamating Company 1, 2 and 3 without winding up, accounting treatment, taxes and other matters consequently or otherwise integrally connected therewith in accordance with Sections 230-232 of the Act and other applicable Laws.

2. Upon Scheme becoming effective and with effect from the Appointed Date, the Amalgamating Company 3, together with all its present and future properties, assets, investments, liabilities, rights, benefits, interests and obligations therein, whether or not recorded in the books of accounts of the Amalgamating Company 3 and the entire business shall stand transferred to and vested with the Amalgamated Company, as a going concern, and shall become the property of and an integral part of the Amalgamated Company, without any further act, instrument or deed required by either of the Amalgamating Company 3 or the Amalgamated Company and without any approval or acknowledgement of any third party, to the extent permitted under Applicable Law. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of the Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

3. After this Scheme is sanctioned but before it becomes effective (Effective Date), the Board of Directors of the Amalgamating Company 1 shall, in consultation with the Board of Directors of JKLC / the Amalgamated Company, determine the record date ("Record Date") for issuance and allotment of Equity Shares to the Eligible Shareholders of the Amalgamating Company 1 in the following Share Swap Ratio and the direction of the Tribunal in this regard (if any) for the Amalgamation of the Amalgamating Company 1 pursuant to the Scheme. On determination of Record Date, the Amalgamating Company 1 shall provide to the Amalgamated Company, the list of their respective shareholders as on such Record Date, who are entitled to receive the Equity Shares by the Amalgamated Company in order to enable the Amalgamated Company to issue and allot such Equity Shares to such eligible shareholders of the Amalgamating Company 1:

"for 100 equity shares of face and paid-up value of INR 4 (Indian Rupees four) each held in the Amalgamating Company 1, 4 equity shares of face and paid-up value of INR 5 (Indian Rupees five) each in the Amalgamated Company"

4. Details about the basis for the Share Swap Ratio, the valuation report and fairness opinion are available on the website of Amalgamated Company, i.e., www.jklakshmicement.com, Amalgamating Company 1 i.e., www.udaipurcement.com, BSE Limited, i.e. www.bseindia.com and National Stock Exchange of India Limited, i.e. www.nseindia.com. (**Stock Exchanges**).

5. The equity shares issued and allotted by the Amalgamated Company to the shareholders of Amalgamating Company 1, will be listed and / or admitted to trading on the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), subject to entering into such arrangements and giving such confirmations and / or undertakings as may be necessary in accordance with the applicable laws or regulations for the Amalgamated Company, for complying with the formalities / requirements of the BSE and NSE.

LISTING AND PROCEDURE

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal (**NCLT**) and upon certified copy of the sanctioned order of the NCLT approving the Scheme being filed with the Registrar of Companies, the Amalgamated Company shall issue and allot equity shares to shareholders of the Amalgamating Company 1, as per the Share Exchange Ratio set out in the Scheme. The Amalgamated Company shall be making necessary application for the listing of the equity shares allotted pursuant to the Scheme. The equity shares are proposed to be listed on BSE Limited and National Stock Exchange of India Limited. No further steps or actions would be required to be undertaken by the shareholders of the Amalgamating Company 1 to be entitled to receive equity shares of the Amalgamated Company.

Hidrive Developers and Industries Ltd.

The procedure with respect to public issue/ offer would not be applicable to Amalgamating Company 3 as it is an unlisted company and is not offering any of its securities /Equity Shares to the public under the Scheme. Further, the allotment of equity shares of Amalgamated Company under the Scheme is limited to the shareholders of Amalgamating Company 1. Hence, the procedure with respect to a General Information Document **(GID)** is not applicable, and this Disclosure Document must be read accordingly.

ELIGIBILITY FOR THE ISSUE

This Disclosure Document is prepared in compliance with the observation letters issued by the BSE Limited **(BSE)** and National Stock Exchange of India Limited (**NSE**), dated January 01, 2025 and SEBI Circulars and contains the applicable information in the format for abridged prospectus as provided in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable [SEBI (ICDR)];

The equity shares sought to be listed are proposed to be allotted by the Amalgamated Company to the shareholders of the Amalgamating Company 1 pursuant to the Scheme to be sanctioned by NCLT under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the SEBI Circulars and subject to and in accordance with the terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the Regulations 26(1) or 26(2) of the SEBI (ICDR) are not applicable.

This document does not constitute an offer to public at large. There being no initial public offering or rights issue, the eligibility criteria of SEBI (ICDR) are not applicable.

INDICATIVE TIMETABLE

This Document should not be deemed to be an offer to the public at large. The Scheme requires approval of the National Company Law Tribunal, Jaipur Bench (**NCLT**) and no exact time frame can be given for when the Scheme will become effective. However, the Appointed Date for the Scheme is April 01, 2024, or such other date as may be approved by the NCLT.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors mentioned in this Disclosure Document carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Amalgamated Company, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention to investors is invited to the section titled 'Scheme Details and Procedure' beginning on page 1 and section titled 'Internal Risk Factors' beginning on page no. 10 of this Disclosure Document.

REGISTERED MERCHANT BANKER

Price Information of Book Running Lead Manager – Not Applicable

The details of registered Merchant Bankers appointed under the SEBI Circulars are as follows:

Name of the Registered Merchant Banker	D & A Financial Services (P) Ltd
Contact Details	Address: 13, Community Centre, East of Kailash, New Delhi-110065 Tel No.: +91 11 41326121, 40167038 Email: Valuation@dnafinserv.com Website: www.dnafinserv.com Contact Person: Mr. Vardhman Doogar

Hidrive Developers and Industries Ltd. ★

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor and contact details	S S KOTHARI MEHTA & CO. LLP, Chartered Accountants **Firm Registration No.** - 000756N/N500441 **Registered Office:** Plot No. 68, Okhla Industrial Area. Phase-III, New Delhi-110020 **Phone:** +91-11-4670 8888 **Email:** info@sskmin.com
Name of Syndicate Member	Not Applicable
Name of Registrar to the Issue and contact details (telephone and email ID)	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PRICE INFORM ATION OF BRLM's

Not Applicable

PROMOTERS OF THE COMPANY

S.N.	Name	Individual/Corporate	Experience
1	JK LAKSHMI CEMENT LIMITED	Corporate	**JK Lakshmi Cement Limited (JKLC)** CIN - L74999RJ1938PLC019511. PAN - AAACJ6715G. JKLC is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 on August 06, 1938, having its registered office at Jaykaypuram Basantgarh, Dist. Sirohi, Rajasthan, India, 307019. JKLC is primarily engaged in the business of, *inter alia*, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab. Equity Shares of JKLC are listed and traded on the BSE Limited and National Stock Exchange of India Limited. JKLC holds 100% Shares in HDIL.

BUSINESS OVERVIEW AND STRATEGY

Company Overview: Hidrive Developers and Industries Limited (**HDIL**) is a public limited company incorporated under the provisions of the Companies Act, 1956 on August 03, 2012, having its registered office at Jayakaypuram, Basantgarh, Distt. Sirohi, Rajasthan 307019. CIN of HDIL is U23941RJ2012PLC096250 and its PAN is AACCH9735Q.

Hidrive Developers and Industries Ltd. ★

HDIL is a wholly owned subsidiary company of Amalgamated Company and the Equity Shares of HDIL are not listed on any Stock Exchange in India or in any other country and has its objects and is also engaged in a business, similar to that of Amalgamated Company and in this context, it has a land situated at Village Dastan, Taluka Palsana, District Surat, Gujarat - 394310 which is intended to be used for the purpose of setting up cement grinding unit by Amalgamated Company with capacity of 1.35 million Tonnes per annum.

BOARD OF DIRECTORS

S.N.	Name	Designation (Independent / Wholetime / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1.	Mr. Sudhir Anna Bidkar	Director	Mr. Sudhir Anna Bidkar, aged 63 years, is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has over 41 years of post-qualification experience. Mr. Bidkar has worked for over 38 years in Corporate Finance Department of various JK Group companies. He has vast experience in the field of Corporate Finance. Apart from handling the normal finance function of fund raising for Projects & Working Capital, Mr. Bidkar had been actively involved in many M&A Transactions of the Group. In-depth Financial	1. Trivikram Cement Pvt. Ltd. 2. Avichal Cement Pvt. Ltd. 3. Mahabal Cement Pvt. Ltd. 4. Agrani Cement Pvt. Ltd. 5. Udaipur Cement Works Ltd. 6. JKLC Employees' Welfare Association Ltd. 7. Lakshmipat Singhania Foundation for Higher Learning

Hidrive Developers and Industries Ltd. ★

			Analysis has been Mr. Bidkar's forte. For the last 17 years, he has been the Chief Financial Officer of JK Lakshmi Cement Limited, the holding company	
2.	Mr. Chiranjiv Kumar Bagga	Director	Mr. Chiranjiv Kumar Bagga, aged 65 years holds a Bachelor's degree in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India. He is having rich experience in Commercial Matters, Accounting Standards, GST laws and Control of Accounts, beside having expertise in module like SAP.	1. Elate Builders Pvt. Ltd. 2. Nav Bharat Vanijya Ltd. 3. Swadeshi Electoral Trust 4. Ram Kanta Properties Pvt Ltd.
3.	Mr. Priyank Shukla	Director	Mr. Priyank Shukla, aged 41 years, is a Member of the Institute of Chartered Accountants of India. He has over 18 years of post-qualification experience. He has vast experience in the field of Corporate Finance.	1. Ram Kanta Properties Pvt. Ltd. 2. JKLC Employees' Welfare Association Ltd.

Hidrive Developers and Industries Ltd.

			Currently, he is Head (Accounts) of JK Lakshmi Cement Limited, the holding company.	

OBJECT OF THE ISSUE / PROPOSED SCHEME

Details of means of finance, Name of monitoring agency etc. - Not applicable as HDIL is not offering securities / equity shares through an initial public offer to the public at large, pursuant to the Scheme.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Object and Rationale of the Scheme

1. JKLC is primarily engaged in the business of, *inter alia*, manufacturing, selling and trading of (a) Clinker and Cement, with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana and Odisha; and (b) other Cementitious products like Ready Mix Concrete (RMC), Fly Ash Blocks, Plaster of Paris (POP), White Cement and Putty etc., with manufacturing facilities located in the States of Rajasthan, Chhattisgarh, Gujarat, Haryana, Uttar Pradesh and Punjab.

2. The Amalgamating Companies (UCWL, HITCL and HDIL) are primarily engaged in businesses and/or have objects similar to that of JKLC. Hence, Amalgamation of the Amalgamating Companies, into and with JKLC as the Amalgamated Company shall provide an opportunity to the Scheme Entities to better consolidate their assets and to utilize the same more efficiently, which will be in the interest of all stakeholders of all four Scheme Entities.

3. The Amalgamating Company 1 (UCWL), in addition to being in the same business as that of the Amalgamated Company, has a strong network of cement dealers spread *inter alia* in Rajasthan, Madhya Pradesh, Maharashtra and Gujarat. Hence, Amalgamation of the Amalgamating Company 1 into and with the Amalgamated Company is expected to result in enhanced growth, competitiveness and sustainability of the combined entity in the industry. Also, it will streamline the corporate organizational structure by reducing the number of layers of legal entities and will in turn assist the shareholders and investors in better understanding and evaluating the structure and strength of the operations of the combined business/operations.

4. The Amalgamating Company 2 (HITCL), a wholly owned subsidiary of JKLC, *inter alia*, has been declared as preferred bidder (based on the credentials and net worth of JKLC) for one of the Limestone Block 4GIIA located at District Nagaur, Rajasthan, by Directorate of Mines & Geology Department, Udaipur. Such Limestone mines were supposed to be transferred by the Amalgamating Company 2 to JKLC in future, after obtaining necessary approvals in this regard. Amalgamation of the Amalgamating Company 2 into and with JKLC in terms of this Scheme, would facilitate such transfer of Limestone mines from the Amalgamating Company 2 to JKLC more efficiently.

5. **The Amalgamating Company 3 (HDIL), also a wholly owned subsidiary of JKLC, *inter alia*, owns a non-agriculture industrial plot located at Surat adjacent to the grinding unit of JKLC. JKLC is presently doubling the cement capacity at its Surat Grinding Unit from 1.35 Million Tonnes per annum to 2.7 Million Tonnes per annum. It is proposed that if the two companies (JKLC and the Amalgamating Company 3) amalgamate or merge together, the said non-agriculture industrial plot owned by Amalgamating Company 3, shall be more beneficially used by JKLC for its expansion at Surat Grinding Unit. Accordingly, it is proposed in this Scheme that the Amalgamating Company 3 amalgamates into and with JKLC / the Amalgamated Company.**

Hiririve Developers and Industries Ltd.

6. This composite Scheme of Amalgamation and Arrangement will result in consolidating and improving the internal systems, procedures and controls and will also bring greater management and operational efficiency due to integration of various similar functions presently being carried out in each individual entity within the group leading to a more efficient organization.

7. The proposed Scheme shall also simplify the group structure and make it more commercially meaningful to have one combined entity focused in the business of cement and cement products.

8. Presently, the cement business is fragmented in four (4) entities i.e., JKLC and the Amalgamating Companies. The Scheme shall be in the interest of the shareholders of the two (2) listed entities, i.e., JKLC and the Amalgamating Company 1, as it proposes to consolidate all the cement companies into a single business focused entity resulting in optimum market multiple valuation (as opposed to discounted multiple with fragmented capacities). The Scheme would, *inter alia*, result in the following benefits for the Scheme Entities:

    (i) enable value unlocking for the shareholders of all the Scheme Entities and shall also enhance the potential for growth of the overall business by effectively utilizing the synergies resulting out of the Amalgamation;

    (ii) provide opportunity for reduction of operational costs through synergies from sales and production planning across the business and better order load;

    (iii) reduce inventory, improve vendor/customer management, and better monitoring of receivables and of age profile of creditors, resulting in release of working capital from Amalgamated Company. Further, efficiency in debt and cash management will improve, enabling the Amalgamated Company to have unfettered access to cash flows generated which can be utilized for growth and sustenance;

    (iv) dedicated management approach and focus on the business, creating opportunities for pursuing independent growth and expansion strategies, and efficient capital allocation;

    (v) consolidation of the Amalgamating Companies into and with the Amalgamated Company would also lead to synergies in manufacturing and distribution process, operational process, logistic alignment, better utilisation of human resources, elimination of duplication of work and related party transactions, rationalization and reduction of compliance requirements and financial exposure by avoidance of corporate guarantees for financial assistance for subsidiaries and further development and growth of businesses, leading to economies of scale and creation of efficiency by reducing time to market and benefiting customers;

    (vi) streamlining the group structure, rationalization of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances;

    (vii) easier to address the needs of customers by providing them uniform product and service experience, on time supplies, and improved service levels thereby improving customer satisfaction; and

    (viii) necessary consolidation of all assets related to the cement business including fragmented capacities currently housed under different Scheme Entities, into and with the Amalgamated Company which will also enhance the financial health with higher growth, margin, expansion and increased cashflows which will provide further support for organic growth opportunities and result in the formation of a larger, more profitable and broader company, having greater capacity to raise and access funds for growth and expansion of the business.

Accordingly, the Scheme Entities believe that this Scheme is in their best interests and in the best interest of their respective shareholders, creditors, employees, and other stakeholders, as it is expected to provide greater financial strength, attract investors and provide flexibility and better access of funds as result of the Scheme.

Hidrive Developers and Industries Ltd.

PRE-SCHEME AND POST-SCHEME SHAREHOLDING PATTERN			
Sr. No.	**Particulars**	**Pre-Scheme number of shares**	**Pre-Scheme % Holding**
1	Promoter & Promoter Group	4,18,400*	**100%**
2	Public	-	-
	Total	4,18,400*	**100%**

*Out of 4,18,400 Equity Shares, 25 Equity Shares are held by each of Shri Arun Kumar Shukla, Shri Sudhir Anna Bidkar, Shri Amit Chaurasia, Smt. Poonam Singh, Shri Priyank Shukla and Shri Brij Bhushan Sharma, the Beneficial Owner of which is JKLC.

POST SCHEME SHAREHOLDING PATTERN

The shareholding pattern of Hidrive Developers and Industries Limited upon effectiveness of the Scheme will become NIL. Since the entire issued, subscribed, and paid-up Share Capital of the Amalgamating Company 3 is held by the Amalgamated Company (along with its nominees), and since no company can hold its own shares, upon the Scheme becoming effective, and upon transfer and vesting of all assets and liabilities of the Amalgamating Company 3 into and with the Amalgamated Company in accordance with Part V of the Scheme, no shares shall be issued/allotted by the Amalgamated Company either to itself or to any of its nominee shareholders holding shares in the Amalgamating Company 3 in lieu of or in exchange of its/their shareholding in the Amalgamating Company 3.

STANDALONE FINANCIAL INFORMATION

Amount (Rupees in Lakh)

S.N.	**Particulars**	**Period ended September 30, 2024**	**As on and for the year ended**		
			March 31, 2024	**March 31, 2023**	**March 31, 2022**
1	Total income from operation (net)	4.28	48.28	38.84	36.25
2	Net Profit/(loss) before tax and extraordinary items	3.82	41.60	38.75	36.01
3	Net Profit/(loss) after tax and extraordinary items (A)	2.86	32.62	29.60	26.85
4	Equity Share Capital (Face Value of ₹10 per share) (B)	16.74	16.74	10.00	10.00
5	Reserves and Surplus (Other Equity)	2753.88	2,751.02	1625.15	1595.55
6	Net Worth (C)	1137.13	1,134.27	1.66	(27.94)
7	Basic Earnings per Share (₹)	0.68	25.71	29.60	14.60
8	Diluted Earnings per Share (₹)	0.68	25.71	29.60	14.60
9	Return on Net Worth (%) [(A/C) x 100]	0.25	2.88	1783.13	-
10	Net asset value per share (₹) [C/(B/10*)]	271.78	667.58	1.66	(27.94)

**For the period ended 30th September 2024, the face value of the Share is 4 and accordingly, the number of Shares have been increased.*
INTERNAL RISK FACTORS
1. The Scheme of Arrangement is subject to the conditions / approvals as envisaged under the Scheme and any failure to receive such approval will result in non-implementation of the Scheme and may adversely affect the shareholders. 2. Any non-compliance with the regulatory laws of the land may lead to penalties and fines. 3. Equity Shares to be issued pursuant to the Scheme shall be listed on BSE and NSE, which would be subject to approvals from the said Stock Exchanges and other necessary compliance. In the event that these approvals are delayed, the listing of the equity shares may get impacted.
SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION
A. Total number of outstanding litigations against the company and amount involved: Nil
B. Brief details of top 5 material outstanding litigations against the company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current Status	Amount Involved
1.	NIL			

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in the last 5 financial years including outstanding action, if any – None
D. Brief details of outstanding criminal proceedings against Promoters – None
ANY OTHER IMPORTANT INFORMATION OF THE COMPANY: NIL

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Disclosure Document are true and correct.

For **Hidrive Developers and Industries Limited**

(Chiranjiv Kumar Bagga)
Director
DIN: 07344179

Hidrive Developers and Industries Ltd.

Date: February 18, 2025

Place: New Delhi

D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

February 18, 2025

To
The Board of Directors
Hidrive Developers and Industries Limited
Jaykaypuram, Basantgarh,
Dist. Sirohi, Rajasthan, India, 307019

Subject: Compliance Report on the disclosure(s) made in the Abridged Prospectus in compliance with the requirement of Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 with respect to Hidrive Developers and Industries Limited under Proposed Composite Scheme of Amalgamation between JK Lakshmi Cement Limited (Amalgamated Company) and Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Limited (Amalgamating Companies)) and their respective shareholders and creditors.

Dear Sir/s,

We, M/s D & A Financial Services Private Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000011484, have been appointed by **Hidrive Developers and Industries Limited** to provide a compliance report with respect to adequacy and accuracy of disclosure(s) made in the Abridged Prospectus concerning **Hidrive Developers and Industries Limited**, under the proposed composite scheme of amalgamation (Hereinafter referred to as "Scheme") of JK Lakshmi Cement Limited, Udaipur Cement Works Limited, Hansdeep Industries & Trading Company Limited and Hidrive Developers and Industries Limited (Hereinafter collectively referred to as "Companies").

Scope and Purpose of the Compliance Report

Pursuant to the requirements of SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular"), a compliance report has to be obtained from an independent Merchant Banker on the information disclosed in Abridged Prospectus in line with information required to be disclosed as per Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations"**).

The purpose of the report is to inform the shareholders about the information/details of unlisted company to the extent applicable, involved in the scheme in line with the information required to be disclosed as per Part E of Schedule VI to ICDR Regulations.

D & A Financial Services (P) Ltd. New Delhi

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)
Phone:+91 11 41326121, 40167038
E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com
Website:www.dnafinserv.com, **Branch Office :** Mumbai
CIN : U74899DL1981PTC012709

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Composite Scheme of Arrangement.
2. Abridged Prospectus dated 18 February, 2025 prepared in accordance with SEBI Scheme Circular. .
3. Information/documents/undertakings etc. provided by management of companies pertaining to disclosures made in Abridged Prospectus dated February 18, 2025.

Disclaimer: This Report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Companies.

We have assumed that the documents/information provided by the management of Companies wherever required for the purpose of disclosures in Abridged Prospectus is complete in all respects.

This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act, guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report. In no circumstances whatsoever, will D & A Financial Services (P) Limited, its Directors and Employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Compliance Report

We in the capacity of SEBI registered Merchant Banker do hereby certify that the information as disclosed in the Abridged Prospectus dated February 18, 2025, is in line with disclosures required to be made as per Part E of Schedule VI to ICDR Regulations, to the extent applicable to an unlisted company i.e. Hidrive Developers and Industries Limited and the disclosures made concerning Hidrive Developers and Industries Limited are accurate and adequate to the extent applicable and available.

Thanking You

For **D & A Financial Services Private Limited**

D & A Financial Services (P) Ltd. New Delhi

(Aman Bansal)

Authorized Signatory

SEBI Registration No. INM000011484

Date: February, 18, 2025

Place: New Delhi

UCWL UDAIPUR CEMENT WORKS LIMITED

Corporate Identity Number (CIN): L26943RJ1993PLC007267
Registered Office: Shripati Nagar, CFA, P.O.: Dabok, Udaipur-313 022 (Rajasthan)
Email: ucwl.investors@jkmail.com, Website: www.udaipurcement.com
Phone: 91-011- 68201862; Fax No.: 91-294-2655077