



62nd Annual Report
2019-20

Saurashtra Cement Limited

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GENERAL INFORMATION

Board of Directors

Mr. M. N. Mehta
Chairman

Mr. Jay M. Mehta
Executive Vice Chairman

Mr. Hemang D. Mehta
Non-Executive Director

Mr. Hemnabh Khatau
Non-Executive Director

Mr. M. N. Rao
Non-Executive
Independent Director

Mr. B. P. Deshmukh
Non-Executive
Independent Director

Mr. K. N. Bhandari
Non-Executive
Independent Director

Mr. Jayant N. Godbole
Non-Executive
Independent Director

Mr. Bimal Thakkar
Non-Executive
Independent Director

Mrs. Bhagyam Ramani
Non-Executive
Independent Director

Mr. Ashwani Kumar
Non-Executive
Independent Director

Mr. M. S. Gilotra
Managing Director

Chief Financial Officer

Mr. Rakesh H. Mehta

Sr. Vice President (Legal) & Company Secretary

Ms. Sonali Sanas

Auditors

M/s. Manubhai & Shah LLP
Chartered Accountants

Registered Office & Works

Near Railway Station, Ranavav 360 560 (Gujarat)
Tel. 02801 - 235001/7, 02801 - 304200
Fax: 02801 - 304376, 304384
CIN: L26941GJ1956PLC000840

Registrars & Transfer Agent

M/s. Link Intime India Pvt Ltd
(Unit: Saurashtra Cement Limited)
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083
Tel. 022- 49186000, Fax : 022-49186060

Corporate Office

N. K. Mehta International House, 2nd Floor,
178, Backbay Reclamation, Mumbai 400 020.
Tel. 022- 66365444, Fax : 022-66365445

Website

www.saurashtracementlimited.com

Bankers

Central Bank of India
Bank of Baroda
HDFC Bank Ltd.

BOARD'S REPORT

To the Members,

Your Directors take pleasure in presenting the Company's 62nd Annual Report and the Company's audited financial statements (standalone and consolidated) for the Financial Year ended March 31, 2020.

Financial Results

The Company's financial results for the year ended March 31, 2020 are summarized below:

(₹ in million)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Revenue from Operation (Net of GST) and Other Income	6165.93	6300.31	6165.90	6300.81
Profit / (Loss) before Interest, Depreciation, Exceptional items and Tax	1176.00	131.52	1174.96	131.02
Finance Cost	44.75	47.43	44.75	47.43
Profit/(Loss) before Depreciation, Exceptional Items and Tax	1131.25	84.09	1130.21	83.59
Depreciation & Amortisation	196.82	183.35	196.82	183.35
Exceptional Items	(160.00)	31.97	(160.00)	31.97
Profit/(Loss) before Tax	774.43	(67.29)	773.39	(67.79)
Current Tax Expense	136.27	2.05	136.27	2.03
Deferred Tax Adjustment	72.06	(20.61)	72.06	(20.61)
Profit/(Loss) for the year	566.10	(48.73)	565.06	(49.21)
Total Other Comprehensive Income (net of tax)	(23.11)	(11.69)	(23.11)	(11.69)
Total Comprehensive Income	542.99	(60.42)	541.95	(60.90)
Retained Earnings - Opening Balance	1656.73	1792.33	1645.63	1781.71
Add/ (Less) :				
Profit/(Loss) for the Year	566.10	(48.73)	565.06	(49.21)
Re-measurement of Defined Benefit Plans (Net of Tax)	(5.28)	(3.46)	(5.28)	(3.46)
Less : Equity Dividend & Dividend Distribution Tax thereon	146.63	83.41	146.63	83.41
Retained Earnings - Closing Balance	2070.92	1656.73	2058.78	1645.63

Management Discussion and Analysis Report

The Management Discussion and Analysis Report is provided in a separate section and forms a part of this Report as **Annexure A**.

Corporate Governance

Your Company diligently complies with the Corporate Governance guidelines and best practices along with the requirements of Regulations 17 to 27 & Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time. Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on Corporate Governance along with the

Auditor's Certificate on its compliance is annexed separately to this report. A declaration by the Managing Director that the Board and Senior Executives have complied with the Code of Conduct of the Company also forms a part of this Report as **Annexure B**.

Material Changes and Commitments Affecting Financial Position and Change in Business

In view of the Nationwide lockdown w.e.f. 25th March 2020 due to COVID-19 being declared as a pandemic; the factory of your Company at Ranavav, Gujarat was completely shut down from 25th March 2020 till 31st March 2020. The business has impacted due to the lockdown leading to reduction in the economic activity going forward.



No other material change(s) and commitment(s) have occurred between the end of the Financial Year and the date of this Report, which has affected the Financial Statements of the Company with respect to the reporting year.

There has been no change in the nature of business of the Company during the Financial Year ended on March 31, 2020.

Performance Highlights

Your Company has been constantly striving to maximize the profitability and to focus upon sustainable development. During the year under review, your Company has “retained and sustained” the existing customers, has worked towards reducing the fixed overheads and enhancing the productivity.

During the year under review:

- Clinker Production was 1.27 Million tons.
- Cement Production was 1.28 Million tons commensurate with demand.
- Total income for the year was ₹ 6165.93 million, 2.13% lower than the previous year of ₹ 6300.31 million.
- Net profit before tax for the year 2019- 2020 was ₹ 774.43 million compared to loss of ₹ 67.29 million in FY 2018-2019. The profitability in the previous year was lower due to high input costs and low realisations.

Dividend

In view of the surplus profits and to increase value for the shareholders, the Board of Directors of your Company, during the Financial Year has declared interim dividend(s) for the period ended 30th September 2019 and for the period ended 31st December 2019. The Board has declared and paid an interim dividend of ₹ 0.75 paise per equity share of the face value of ₹ 10/- each (@ 7.5%) aggregating to ₹ 52.11 million on 14.11.2019 and ₹ 1/- per equity share of the face value of ₹ 10/- each (@ 10%) aggregating to ₹ 69.52 million on 14.2.2020.

An amount of ₹ 25.00 million was paid as Dividend Distribution Tax on the interim dividend declared by the Board.

The Board of Directors of your Company, after considering holistically the relevant circumstances, decided that it would be prudent, not recommending any Final Dividend for the Financial Year 2019-2020.

Financial Statements

The Audited Standalone and Consolidated Financial Statements of the Company which form a part of this Annual Report have been prepared pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, in accordance with the provisions of the Companies Act, 2013 and Companies (Indian Accounting Standards) Rules, 2015.

The Consolidated Net Profit of the Company is ₹ 565.06 million for the Financial Year ended 31st of March 2020.

Share Capital

The paid up Equity Share Capital of the Company as on 1st April 2019 was ₹ 693.40 million. The paid up Equity Share Capital of the Company as on 31st March 2020 including the forfeited shares was ₹ 695.22 million.

During the year, 1,81,135 Equity Shares of ₹ 10/- each were allotted to the employees in accordance with Employee Stock Option Scheme 2017.

Employees Stock Option Scheme

The disclosure pursuant to the provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62(1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is given as **Annexure C** to this Report.

Deposits

During the year under review, your Company has not accepted/received any deposits falling within the ambit of Section 73 of the Act and not under the exceptions provided under Rule 2 of the Companies (Acceptance of Deposits) Rules, 2014.

Related Party Transactions

All transactions entered into with the related parties are in accordance with the approvals being granted by the Audit Committee, Board and the Members at the General Meeting (as applicable). The other details as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134 (3) of the Companies Act, 2013 are mentioned in the Corporate Governance Report.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto is Annexed herewith at **Annexure D** in Form No. AOC -2.

Particulars of Loans, Guarantees and Investments

The particulars of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 and under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Notes to the Standalone Financial Statements.

Internal Control Systems and Internal Audit

The Company has adequate internal control procedures commensurate with its size and nature of business. In accordance with the requirements, the Company has appointed Internal Auditors who periodically audit the adequacy and the effectiveness of internal controls and procedures as laid down by the management and suggest improvements.

Your Company has adequate financial control system and framework in place to ensure:

1. The orderly and efficient conduct of its business including adherence to Company's policies;
2. Safeguarding of its assets;
3. The prevention and detection of frauds and errors;
4. The accuracy and completeness of the accounting records; and
5. The timely preparation of reliable financial information.

The Audit Committee of the Board of Directors approves from time to time the quarterly audit assignments, reviews the progress of audit findings presented by the Internal Auditors and Statutory Auditors on Internal Financial Controls. Also the status of the implementation of audit recommendations and adequacy of the internal controls is reviewed by the Audit Committee.

Insurance

All the properties including buildings, plant, machinery and stocks have been adequately insured.

Subsidiaries and Associate Companies

Your Company has one subsidiary company; viz. Agrima Consultants International Limited. Section 136 of the Companies Act, 2013 has exempted the listed companies from attaching the financial statements of their Subsidiary company to the Annual Report of the Company. In accordance with the proviso to sub-section (1) of Section 136; a copy of the audited annual accounts of Agrima Consultants International Limited is provided at the following link: <http://scl.mehtagroup.com/subsidiary-companies/agrima-consultants-international-ltd-finance-reports>

In accordance with Section 129(3) of the Companies Act, 2013 read with the rules made there under; a statement containing the salient features of the Financial Statements of the Company's Subsidiary is disclosed separately in this Annual Report under Form AOC 1.

The Company will make available the Annual Accounts of the subsidiary company to any Member on their request and the same shall also be kept open for inspection by any Member at the registered office of the Company. The statement is also available on the website of the Company at <http://scl.mehtagroup.com/investors/financials>.

Directors and Key Managerial Personnel**Reappointment of Directors**

The tenure of Mr. Jay Mehta as the Executive Vice Chairman is upto 31st of December, 2020. The Nomination & Remuneration Committee at its meeting held on 12th May 2020 approved re-appointment of Mr. Jay Mehta as the Executive Vice Chairman for a further period of 3 (Three) years with effect from 1st January 2021 to 31st December, 2023 and recommended to the Board for its approval. The Board at its meeting held on 18th May 2020 considered the recommendation of Nomination & Remuneration Committee and approved the said reappointment and recommended to the Shareholders for its approval.

The tenure of Mr. M. S. Gilotra as the Managing Director is upto 31st of December, 2020. The Nomination & Remuneration Committee at its meeting held on 12th May 2020 approved re-appointment of Mr. M. S. Gilotra who shall attain the age of 70 years on 17th September 2020 as the Managing Director for a further period of 3 (Three) years with effect from 1st January 2021 to 31st December, 2023 and recommended to the Board for its approval. The Board at its meeting held on 18th May 2020 considered the recommendation of Nomination & Remuneration Committee and approved the said reappointment and recommended to the Shareholders for its approval.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Hemang D. Mehta (DIN: 00146580), will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Brief resume of the Directors seeking re-appointment along with other details as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as **Annexure E**.

The Board recommends the re- appointment.

Appointment / Change in Other Key Managerial Personnel

During the year under review, there is no appointment / change in Key Managerial personnel.

Independent Directors' Declarations

The Company has received the necessary declaration from each Independent Directors in accordance with Section 149 (6) of the Companies Act, 2013 and Regulation 25 & 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he/she meets the criteria of independence as laid out in the Section.

**Disclosure pertaining to disqualification of Directors:**

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; a certificate has been received from M/s Ragini Chokshi & Co. practicing Company Secretaries, that none of the Directors on the Board of the Company have been disqualified to act as Director. The same is annexed herewith as **Annexure F**.

Annual Evaluation by the Board of its own performance, its Committees and Individual Directors

In accordance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has put in place a mechanism for evaluation of its performance, Committees and Individual Directors. The evaluation process considers attendance of Directors at the Board and Committee meetings, participation at the meetings, domain knowledge in the Board Meeting, awareness and observation of Governance etc. Accordingly, evaluation sheet gets circulated to the Board and the Board carries out annual performance evaluation. The responses being received were evaluated by the Board.

Meetings of the Board and Committees

During the year under review, five Board Meetings were held. These meetings were held on 25th day of May 2019, 8th day of August 2019, 14th day of November 2019, 11th day of February 2020 and 14th day of February 2020. The details of number of meetings of the Board and various Committees of your Company are set out in the Corporate Governance Report, which forms part of this report.

Secretarial Standards

The Company has in place proper system to ensure compliance with the provisions of the applicable Secretarial Standards i.e. SS-1 and SS-2, issued by The Institute of Company Secretaries of India.

Nomination & Remuneration Committee and Policy

The Company has a Nomination & Remuneration Committee and has also adopted Nomination & Remuneration Charter and Remuneration/Compensation Policy. The constitution of the Committee along with the terms of reference to the Committee is set out in the Corporate Governance Report. The Nomination and Remuneration Charter and Compensation Policy is available at the following links: <http://scl.mehtagroup.com/policy/nomination-and-remuneration-charter> and <http://scl.mehtagroup.com/policy/compensation-policy>

Particulars of Employees and Related Disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 are annexed at **Annexure G**. There were 385 permanent employees of the company as on 31st of March 2020.

A statement showing names and other particulars of employees drawing remuneration in excess of the limits as set out in the Rule 5(2) and 5(3) and other details as required of the aforesaid Rules, forms part of this report. However, in terms of first proviso to Section 136(1) of the Act, the Annual Report and Accounts are being sent to the members and others entitled thereto, excluding the aforesaid information. The said information is available for inspection by Members at the Registered Office of the Company, during business hours on working days upto the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company at sclinvestorquery@mehtagroup.com whereupon a copy would be sent. Further, the details are also available on the Company's website: <http://scl.mehtagroup.com/investors>.

Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013 and Rules made there-under, the Company at its 60th AGM appointed M/s. Manubhai & Shah LLP, Chartered Accountants, (Firm Registration No. 106041W / W100136) as Statutory Auditors of the Company, to audit the accounts of the Company upto the Financial Year 2021-22, who shall hold office from the conclusion of the 60th Annual General Meeting till the conclusion of 64th Annual General Meeting of the Company.

The Report given by M/s. Manubhai & Shah LLP, Chartered Accountants on the financial statements of the Company for FY 2019- 2020 is part of the Annual Report.

Secretarial Auditors

M/s. Ragini Chokshi & Co, Practicing Company Secretaries were appointed by the Board of Directors as the Secretarial Auditors of the Company to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2019-2020. The report of the Secretarial Auditor is annexed as **Annexure H** to this report. The report does not contain any qualification, reservation nor adverse remarks.

The Board of Directors of the Company on the recommendation of the Audit Committee appointed M/s Ragini Chokshi & Co., Practicing Company Secretaries

as Secretarial Auditors of the Company for the Financial Year 2020-21.

Cost Auditors

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and on the recommendation of Audit Committee, M/s. V. J. Talati & Co, Cost Accountants, have been reappointed by the Board as Cost Auditors of the Company for the Financial Year 2020-21. A certificate of eligibility under Section 148 of the Companies Act, 2013 has been received.

As required under the Act, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a Resolution for seeking Members ratification for the remuneration payable to M/s. V. J. Talati & Co., Cost Auditor, is included at item no. 3 of the Notice convening the Annual General Meeting.

Cost Records

The Cost accounts and records as required to be maintained under Section 148(1) of Act are duly made and maintained by the Company.

Tax Auditors

The Board of Directors, on the recommendation of the Audit Committee reappointed M/s Manubhai & Shah LLP, Chartered Accountants to carry out the Tax Audit for the Assessment Year 2020-21.

Internal Auditors

The Board of Directors on the recommendation of the Audit Committee reappointed M/s Haribhakti & Co., LLP, Chartered Accountants, to carry out the Internal Audit of the Company for the Financial Year 2020-21.

Reporting of Frauds by Auditors

During the year, neither the Statutory Auditors nor the Secretarial Auditors have reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Director's Report.

Other Disclosures under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**Audit Committee**

The Company has an Audit Committee and details of its constitution, terms of reference are set out in the Corporate Governance Report.

Risk Management

Given the uncertain and volatile business environment, your Company faces risk pertaining to continuous changes in the technology, geo-politics, financial markets, high cost of raw material, volatile price and demand, change in regulations etc. The impact due to the outbreak of COVID 19 Pandemic during the short terms and long term upon the business is still difficult to assess at the given point of time. To build a sustainable business that can weather these changes, companies need to manage risk and opportunities on a proactive basis.

Accordingly, your Company has in place a Risk Management Policy to identify, monitor and mitigate various risks to key business objectives. Major risks identified are being addressed by the plant, marketing and corporate through risk response strategies and subsequently mitigating actions is taken. The Risk as is escalated by the Executive Management is reviewed periodically by the Audit Committee and the Board and action taken as suggested.

Corporate Social Responsibility

The objective of the Company's Corporate Social Responsibility (CSR) initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders.

Your Company has always laid emphasis on progress with social commitment. Your Company believes strongly in its core values of empowerment and betterment of not only the employees but also its communities around. Your Company has undertaken projects in the area of promoting education, healthcare, environment sustainability, rural development etc. These projects are in accordance with Schedule VII of the Companies Act, 2013 and the Company's CSR policy.

Your Company has impacted the lives of the community around, through substantial investments towards improving the initiatives in educational activities and through various projects such as rural development project, environment and health related projects undertaken by the Company with the aim of welfare of its society.

Your Company has undertaken various CSR activities during the year under review and few to highlight are as under:-

- Promoting education and knowledge enhancement by running a school through Saurashtra Cement Educational Trust (Trust). The students are coming from nearby areas and are not necessarily children of the Employees of the Company. The Company continues to contribute to the Trust for the development of school and improvement its infrastructure keeping in mind the safety of the students.

- Extra coaching classes have also been started with the aim of providing students full support in the areas where they can excel their future.
- Undertaking rural development projects such as desilting of dam, river and pond under the initiative - Jal Sanchay Abhiyaan & Sujalam Sufalam Jal Abhiyaan 2019 undertaken by the Government of Gujarat.
- Providing skill development and vocational enhancement courses which ensures educational support not only to disabled people but also to the local people.
- Supporting various association, NGO and forest department in the afforestation drive run by them. There are other environmental projects such as environment awareness, plantation, distributing of saplings undertaken by the Company.
- Taken up various health related projects which mainly focuses on cleanliness and reduction in use of plastic. Support is also provided to the civil hospital in Porbandar, Gujarat by donating ventilator machines to the hospital.

The Board of Directors, on the recommendation of the Corporate Social Responsibility Committee, formulated a Corporate Social Responsibility Policy for welfare of the society, which is in consonance with Section 135 of the Companies Act, 2013 on CSR and in accordance with CSR rules notified by the Ministry of Corporate Affairs. The policy is available at the following link: <http://scl.mehtagroup.com/policy/csr-policy>.

The constitution and functions of the Corporate Social Responsibility Committee is provided under the Corporate Governance Report.

The details of various CSR activities undertaken during Financial Year 2019-2020 are discussed in detail in the Management Discussion and Analysis Report.

The annual report on CSR activities and expenditure required under Section 134 & 135 of the Companies Act, 2013 read with Rule 8 of the Companies Corporate Social Responsibility Policy Rules, 2014 and Rule 9 of the Companies (Account) Rules, 2014 are given in **Annexure I** of the Report.

Significant and Material Orders passed by the Regulators or Courts

There are no significant / material orders passed by the regulators, any court or tribunal impacting going concern status of the Company and its operations in future.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them,

your Directors make the following statements in terms of Section 134 (3) (c) of the Companies Act, 2013.

- (a) that in the preparation of the annual financial statements for the year ended 31st March 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures; if any;
- (b) that the accounting policies as mentioned in Note No. 1 (B) to the Financial statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit and loss of the Company for that period;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual financial statements have been prepared on a going concern basis;
- (e) that proper internal financial controls were laid down and that such internal financial controls were adequate and were operating effectively; and
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Other Information

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

Particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 are provided in **Annexure J** forming part of this Report.

Whistle Blower Policy/Vigil Mechanism

The Company has established a Vigil Mechanism / Whistle Blower Policy and the Directors and employees of the Company can approach the Audit Committee when they suspect or observe unethical practices, malpractices, non-compliances of company policies, etc. The Whistle Blower Policy has been posted on the website Company at the following link: <http://scl.mehtagroup.com/policy/whistle-blower-policy>

Prevention of Sexual Harassment at Workplace

The Company has zero tolerance towards sexual harassment at workplace and has adopted a formal policy

on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace in line with the provisions on the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Detailed note is set out in the Corporate Governance report.

During the year under review, the Company has not received any complaints of sexual harassment from any of the women at work place of the Company.

Extract of the Annual Return

Pursuant to Section 92(3) and Section 134(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Annual Return in Form MGT-9 is annexed herewith as **Annexure K** and is also available on the website of the Company at the following link: <http://scl.mehtagroup.com/investors/annualreturn>

Other Disclosures:

1. Secretarial Compliance Report

The Company has received Secretarial Compliance Report for the year ended 31st March 2020 from M/s. Ragini Chokshi & Co., Practicing Company Secretaries, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is annexed hereto as **Annexure L**.

2. No disclosure or reporting is made in respect of the following items as required under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as during the year under review:

- There are no deposits with respect to deposits covered under Chapter V of the Companies Act, 2013.
- There were no issue of equity shares with differential rights as to dividend, voting or otherwise.
- The Company does not have any scheme or provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- No remuneration is paid/is payable to the Managing Director of the Company from the subsidiary of the Company.
- Revision in the financial statements.
- There was no change in the nature of business.

General

Transfer of Shares

As notified under Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

Listing of Equity Shares

The Company's equity shares are listed on the Bombay Stock Exchange Ltd (BSE). The Company has paid the listing fees for the Financial Year 2020-21.

Staff Relations

Industrial relations at our Factory and Offices have remained cordial.

Secretarial Standards

In accordance with SS-1, the Company has complied with all applicable secretarial standards.

Awards

During the year under review, your Company has received following Awards as a result of the Company's continuous efforts towards preserving the environment:-

- 1) Greentech Environment Award - 2019 - by the Greentech Foundation; and
- 2) Fame Excellence Award - 2019.
- 3) Awards won in the 10th Metaliferous Mines Safety, Swachhata & Silicosis Awareness Week - 2019 - 1st prize under the categories of (i) Mine Lighting & Electrical Installation - Adityana Mines, (ii) Haul Road Maintenance and Transportation - Ran Bauxite Mines, (iii) Health, Safety, Welfare & Occupational Health Check up Facilities - Ran Bauxite Mines and 2nd prize under the category of overall performance in Ran Bauxite Mines.

Acknowledgement

The Board of Directors wish to place on record their appreciation of the contribution made by the employees at all levels to the continued growth and prosperity of your company.

The Board of Directors also wish to place on record their appreciation to the shareholders, dealers, distributors, consumers, banks and other financial institutions for their continued support.

For & on behalf of the Board of Directors

M. S. Gilotra
Managing Director
(DIN: 00152190)

Jay Mehta
Exec.Vice Chairman
(DIN: 00152072)

Dated : 18.5.2020

Place : Mumbai