

70th ANNUAL REPORT 2016-2017



TCL

**THE TRAVANCORE CEMENTS LIMITED
NATTAKOM, KOTTAYAM – 686 013, KERALA**



BOARD OF DIRECTORS

| | |
|--------------------------|---|
| Sri. S. Santhosh | Chairman & Managing Director |
| Sri. K. Radhakrishnan | Director, Industries Department, Govt. of Kerala |
| Sri. S. Anilkumar | Director, Finance Department, Govt. of Kerala |
| Sri. C.J. Joseph | Director |
| Sri. K. Prakash Babu | Director |
| Sri. Mathews George | Director |
| Sri. G. Unnikrishnan | Director |
| Sri. V.K. Santhosh Kumar | Director |
| Sri. S. Ganesh Kumar | Director |

**Dy. GENERAL MANAGER-
COMPANY SECRETARY** SAJI A.J.

AUDITORS M/s.Rangamani & Co.
Chartered Accountants,
Kollam - 691013

BANKERS State Bank of India
Oriental Bank of Commerce
HDFC Bank

**REGISTERED OFFICE
& FACTORY** Nattakom, Kottayam, Kerala – 686 013
Ph: 0481 - 2361371, 2361372
Fax: 0481 - 2362354
e-mail: info@travcement.com
website: www.travcement.com
CIN:U26941KL1946SGC001213

**THE TRAVANCORE CEMENTS LIMITED**

(Regd. Office: Nattakom, Kottayam, Kerala – 686 013)

Ph: 0481 - 2361371, 2361372, Fax: 0481 – 2362354

e-mail: info@travcement.com website: www.travcement.com

CIN: U26941KL1946SGC001213

ADJOURNED 70th ANNUAL GENERAL MEETING**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the adjourned 70th Annual General Meeting of the members of THE TRAVANCORE CEMENTS LIMITED will be held at the Registered Office of the Company at Nattakom, Kottayam on Thursday, 29th April 2021 at 11.00 a.m. to transact the following business deferred at the 70th Annual General Meeting held on 20th September 2017.

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March 2017 together with the Reports of the Board of Directors, Auditors and Accountant General (Audit), Kerala, thereon.

All Shareholders are requested to be present in person or by proxy.

BY ORDER OF THE BOARD,
FOR THE TRAVANCORE CEMENTS LIMITED,

(Sd/-)

SAJI A.J.,

Dy. GENERAL MANAGER - COMPANY SECRETARY

Place: Kottayam,

Date : 26-02-2021

Notes:

1. The 70th Annual General Meeting of the Company was held on 20th September 2017. This meeting was adjourned sine die as the accounts for the year ended 31st March 2017 were not ready. Subsequently, the statutory audit as well as the audit by C&AG on the accounts of the Company for the year ended 31st March 2017 was completed. Comments of C&AG of India on the annual accounts of the Company for the year 2016-2017 is annexed.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing a proxy and the authority if any under which such instrument is executed must be lodged at the Company's Registered Office not less than 48 hours before the commencement of the meeting.
3. The Register of Members of the Company will remain closed from 15-04-2021 to 23-04-2021 both days inclusive.
4. The route map showing the directions to reach the venue of the AGM is annexed.
5. Members are requested to intimate immediately any changes in their address to the Company.



ദി ട്രാവൻകൂർ സിമെന്റ്സ് ലിമിറ്റഡ്

രജിസ്റ്റേർഡ് ഓഫീസ് : നാട്ടകം, കോട്ടയം - 686 013

CIN: U26941KL1946SGC001213

വാർഷിക പൊതുയോഗ നോട്ടീസ്

താഴെ പറയുന്ന ബിസിനസിനായി ട്രാവൻകൂർ സിമെന്റ്സ് ലിമിറ്റഡിന്റെ അവധിക്കുവെച്ച 70-ാമത് വാർഷിക പൊതുയോഗം കമ്പനിയുടെ നാട്ടകത്ത് സ്ഥിതിചെയ്യുന്ന രജിസ്റ്റേർഡ് ഓഫീസിനോടനുബന്ധമായുള്ള ഹാളിൽ വെച്ച് 2021 ഏപ്രിൽ 29-ാം തീയതി വ്യാഴാഴ്ച രാവിലെ 11.00 മണിക്ക് ചേരുന്നതിന് ഇതിനാൽ നോട്ടീസ് നൽകുന്നു.

സാധാരണ ഇടപാട്:

1. 2017 മാർച്ച് 31 ന് അവസാനിച്ച വർഷത്തിലെ ഓഡിറ്റുചെയ്ത ലാഭനഷ്ടക്കണക്കുകൾ, കമ്പനി ഡയറക്ടർമാരുടെ റിപ്പോർട്ടുകൾ, അക്കൗണ്ടന്റ് ജനറൽ (ഓഡിറ്റ്) കേരള റിപ്പോർട്ട് എന്നിവ സ്വീകരിച്ച് പരിഗണിക്കുകയും അംഗീകരിക്കുകയും ചെയ്യുക.

എല്ലാ ഓഹരി ഉടമകളും നേരിട്ടോ പ്രതിപുരുഷൻ മുഖാന്തിരമോ ഹാജരാകണമെന്ന് അഭ്യർത്ഥിക്കുന്നു.

ബോർഡിന്റെ ഉത്തരവ് പ്രകാരം,
ട്രാവൻകൂർ സിമെന്റ്സ് ലിമിറ്റഡിനുവേണ്ടി,

(ഒപ്പ്)

സജി. എ. ജെ.,

ഡെപ്യൂട്ടി ജനറൽ മാനേജർ - കമ്പനി സെക്രട്ടറി

സ്ഥലം : കോട്ടയം

തീയതി: 26-02-2021

അംഗങ്ങളുടെ ശ്രദ്ധയ്ക്ക് :

1. കമ്പനിയുടെ 70-ാമത് വാർഷിക പൊതുയോഗം 2017 സെപ്റ്റംബർ 20-ാം തീയതി നടന്നു. 2017 മാർച്ച് 31നു അവസാനിച്ച വർഷത്തേക്കുള്ള കണക്കുകൾ പൂർത്തിയാകാത്തതിനാൽ മേൽപ്പറഞ്ഞ പൊതുയോഗം അവധിച്ചു മാറ്റുകയുണ്ടായി. ക്രമേണ സ്റ്റാറ്റ്യൂട്ടറി ഓഡിറ്റും സി & എ. ജി. ഓഡിറ്റും പൂർത്തിയാവുകയുണ്ടായി. 2017 മാർച്ച് 31 നു അവസാനിച്ച കണക്കിന്മേൽ സി & എ. ജി. യുടെ അഭിപ്രായവും ഇതോടൊപ്പം ചേർത്തിട്ടുണ്ട്.
2. യോഗത്തിൽ പങ്കെടുക്കാനും വോട്ട് ചെയ്യാനും അവകാശമുള്ള ഒരംഗത്തിന് പ്രതിപുരുഷനെ (പ്രോക്സി) നിയമിക്കാനും തനിക്ക് പകരം ഇയാളെ വോട്ടെടുപ്പിൽ പങ്കെടുപ്പിക്കാനും അവകാശമുണ്ടായിരിക്കുന്നതാണ്. ഇത്തരം പ്രതിപുരുഷന്മാർ കമ്പനിയുടെ അംഗമായിരിക്കണമെന്നില്ല. പ്രതിപുരുഷനെ നിയമിച്ചുകൊണ്ടുള്ള നോട്ടീസ് സാധുവാകുന്നതിന് ടി നോട്ടീസ് യോഗം തുടങ്ങുന്നതിന് 48 മണിക്കൂർ മുൻപ് രജിസ്റ്റേർഡ് ഓഫീസിൽ നൽകിയിരിക്കേണ്ടതാണ്.
3. കമ്പനിയുടെ അംഗത്വ രജിസ്റ്ററും ഓഹരി കൈമാറ്റ പുസ്തകവും 2021 ഏപ്രിൽ 15-ാം തീയതി മുതൽ 23-ാം തീയതി വരെ (ഇരു ദിവസങ്ങളും ഉൾപ്പെടെ) അടച്ചുവെക്കുന്നതാണ്.
4. അവധിക്കു വെച്ച 70-ാമത് വാർഷിക പൊതുയോഗസ്ഥലം കാണിക്കുന്ന ഒരു റൂട്ട് മാപ്പ് ഇതോടൊപ്പം ചേർക്കുന്നു.
5. അംഗങ്ങൾ അവരുടെ മേൽവിലാസത്തിലുണ്ടാകുന്ന മാറ്റങ്ങൾ അതാത് സമയങ്ങളിൽ കമ്പനിയെ അറിയിക്കണമെന്ന് അഭ്യർത്ഥിക്കുന്നു.



DIRECTORS' REPORT

Your Directors have pleasure in presenting the 70th Annual Report together with the audited statement of accounts for the year ended 31st March 2017.

1. FINANCIAL RESULTS

| | (Rs. in lakhs) | |
|--|-------------------|-------------------|
| | <u>2016-17</u> | <u>2015-16</u> |
| Sales/Net of Central Excise & VAT | 1887.43 | 2712.53 |
| Income from other sources | 106.82 | 159.94 |
| | <u>1994.25</u> | <u>2872.47</u> |
| Profit before depreciation and exceptional items/provisions. | (1,335.81) | (1,132.21) |
| Depreciation | 25.84 | 25.54 |
| Profit after depreciation | (1,361.65) | (1,157.75) |
| Exceptional Items/Provisions | 2.76 | 69.27 |
| | <u>(1,358.89)</u> | <u>(1,088.48)</u> |
| Provision for taxation | <u>0.00</u> | <u>0.00</u> |
| Profit after taxation | (1,358.89) | (1,088.48) |
| Profit/Loss carried forward from previous year | (4,998.59) | (3,910.11) |
| Balance Profit/(Loss) carried forward to Balance Sheet | (6,357.48) | (4,998.59) |

2. DIVIDEND

Your Directors have decided to pass over dividend for the year 2016-2017 (previous year – Nil) in the absence of profit during the year 2016-2017.

3. TURNOVER, PROFIT & LOSS

The Turnover of the company for the year ended 31st March 2017 has decreased to Rs.1,887.43 lakhs as against Rs.2,712.53 lakhs in the previous year. There is a decrease of Rs.825.10 lakhs in turnover and Rs.53.12 lakhs in other income compared to previous year.

The net loss of the Company for the report year is increased to Rs.1,358.89 lakhs, after taking into account of exceptional items as against Rs.1,088.48 lakhs in the previous year. This is due to decrease in the volume of production and sales.

As per Section 148 of Companies Act, 2013 read with Companies (Cost Record & Audit) Rule, 2014, Cost Audit is not mandatory for the financial year 2016-2017 for the Company.

**4. PRODUCTION & SALES**

The shell production, clinker production, cement production and cement sales during the last three years were as follows:-

| Sl.No. | Item | 2016-17 MTs | 2015-16 MTs | 2014-15 MTs |
|--------|-------------------------|-------------|-------------|-------------|
| 1 | Shell | 0 | 0 | 3263 |
| 2 | Clinker (purchased) | 9392 | 13392 | 15847 |
| 3 | White Cement Production | 9817 | 14407 | 16336 |
| 4 | White Cement Sales | 10025 | 14844 | 15978 |
| 5 | Wall putty Production | 387 | 338 | 145.394 |
| 6 | Wall putty Sales | 407 | 281 | 133.967 |

5. DIVERSIFICATION ACTIVITIES/ PROJECTS**(a). Dredging and Environmental Rejuvenation of Akkulam Lake**

The work of rejuvenation of Akkulam Lake was awarded to TCL and KSMDCL jointly by Coastal Shipping and Inland Navigation Department (CSIND) of Government of Kerala at total cost of Rs. 17 Crores and received Rs. 15 Crore as advance in the year 2010. When about 3.85 lakhs m³ of material was dredged out the entire dumping yard allotted by Department got full leaving no space for further dumping. The work is idling for want of dumping yard since 4 years.

(b). Side Protection and Beautification of Akkulam Lake

The said work was also awarded to TCL and KSMDCL jointly by CSIND in the year 2012 at total cost of Rs. 12.35 Crores. Also full amount has been received as advance around of 93% of work has been completed.

(c). Desiltation of Lower Periyar Reservoir.

Company has got order from Industries Department and Power Department of Government of Kerala to undertake desiltation work of Lower Periyar Reservoir in the year 2010-11. Agreement executed with KSEB and work awarded to M/s. Thoppil Infra Associates. As the agreement period is expired, supplementary agreement executed with KSEB on 26/07/2019 for a period of 3 years. The work is yet to be started and awaiting for forest clearance.

(d). On getting permission from Government of Kerala, Travancore Cements Limited invited competitive e-bid from Public Sector Oil Companies to set up petrol pump in the premises of Travancore Cements Limited. Date and time of opening the bid is 25/10/2019 @ 3.00 pm.

**6. NO OF MEETINGS OF THE BOARD OF DIRECTORS**

5 (five) meetings of the Board of Directors were held during the year. (27/04/2016, 09/08/2016, 06/09/2016, 22/12/2016 & 22/03/2017).

7. KEY MANAGERIAL PERSONNELS

The following are the Key Managerial Personnel of the Company:-

- (i) Sri. S. Santhosh - Chairman & Managing Director
- (ii) Sri. Saji A.J. - Dy. General Manager - Company Secretary

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, your Directors confirm that:

- a. in the preparation of annual accounts, the applicable accounting standards have been followed;
- b. accounting policies were applied consistently and the judgments and estimates made, are reasonable and prudent so as to give a true and fair view of the affairs of the Company as at March 31, 2017, and of the profit or loss of the Company for the period;
- c. proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities have been taken;
- d. the annual accounts have been prepared on a going concern basis.

9. AUDIT/AUDITORS

Under Section 139 of the Companies Act, 2013, the Comptroller & Auditor General of India has appointed M/s. Rangamani & Co., Chartered Accountants, "Rohini", Lakshminada, Kollam – 691013 to audit the accounts of the Company for the financial year ended 31st March 2017. Their report on the accounts is annexed.

The audits under Section 143(6) (b) of the Companies Act, 2013 was conducted by the Accountant General (E&RSA), Kerala, and have issued 'Nil' Comments Certificate on the audit of the financial statements of the Travancore Cements Limited, Kottayam for the year ended 31st March 2017, under Section 143(6) (a) of the Act. Copy of 'Nil' Comment Certificate issued by Accountant General (E&RSA), Kerala is annexed.

10. DE-LISTING OF SHARES OF THE TRAVANCORE CEMENTS LIMITED - EXCLUSIVELY LISTED COMPANIES OF DE-RECOGNISED/NON-OPERATIONAL/EXITED STOCK EXCHANGES PLACED IN THE DISSEMINATION BOARD (DB)

The Company has ceased to be a Listed Company pursuant to the communication received from Madras stock Exchange dated 03/12/2014 and SEBI exit order of Cochin stock exchange dated 23/12/2014. Hence the shares of the Company are under the Dissemination Board of National Stock Exchange. The matter has been brought to the notice of the Board of Directors of the Company for take a decision. The Board has authorized Managing Director to write to Government of Kerala, the promoter of the Company to take a suitable decision in the matter. On the basis, Government of Kerala has communicated that,



the Government has no objection for delisting of equity shares of the Company with Cochin & Madras Stock Exchanges and also in changing the master data of the company with the records of Registrar of Companies.

On the basis of the above decisions, we have invited applications from Merchant Banking Companies for exiting the name of The Travancore Cements Limited from the Dissemination Board of National Stock Exchange (NSE) and have appointed M/s. Turnaround Corporate Advisors Private Limited, 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi-110 058 for exiting work from the Dissemination Board of NSE.

11. DEMAT OF SHARES

Ministry of Corporate Affairs vide its notification dated September 10, 2018 has notified that, every unlisted Public Company shall issue the securities only in dematerialized form; and facilitate dematerialization of all its existing Securities and is required to issue of further shares and transfer of all securities in dematerialized form only with effect from 2nd October 2018.

We have make necessary steps to dematerialize the shares of the company and to get International Securities Identification Number (ISIN) from National securities and Depository Limited or Central Depository Securities Limited in India who are authorized to issue ISIN. For comply with the procedure, we have appointed M/s. Cameo Corporate Services Limited, Chennai as Registrar & Share Transfer Agent (RTA).

12. PARTICULARS OF CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION

As required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014, the particulars in respect of Conservation of Energy and Technology Absorption are set out in the Annexure forming part of this report.

13. FOREIGN EXCHANGE EARNING AND OUTGO

Foreign Exchange Earnings: Rs. Nil.

Foreign Exchange Outgo : \$1,502,492 (INR - 10,11,13,144/-)

14. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the sexual harassment of women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Compliance Committee (ICC) is already been functioned for redressing complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaints under this policy during the year ended 31st March 2017.

15. PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134 (3) (q) OF THE COMPANISE ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

The Company does not have any employee who was in receipt of or entitled to receive emoluments coming within the purview of Section 134 (3) (q) of the Companies Act, 2013, read with the Companies (Particulars of Employees) Rules 1975.

**16. HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Sri. Raghu. N., has been appointed as Senior Manager (Finance) during the financial year 2017-18 in place of Smt. Lovely E. Andrews, Senior Manager (Finance) who has resigned during the financial year 2016-17.

17. ACKNOWLEDGEMENT

Your Directors convey their gratitude to the Government of Kerala and every official, Banks, Stockists, Consumers, Suppliers, other associates of the Company for their continued assistance and support. The Directors also wish to thank all the employees of the Company for their co-operation and sincere and hard work put in by them. The Directors are also grateful to you, the Shareholders for the confidence you continue to repose in the Company.

ON BEHALF OF THE BOARD OF DIRECTORS,

(Sd/-)

S. SANTHOSH,
CHAIRMAN & MANAGING DIRECTOR

Place: Kottayam,

Date : 26-02-2021

**ADDENDUM TO DIRECTORS' REPORT****Paragraph wise explanations to the Auditor's Report are as follows:-**

1. The LIC Group Gratuity Policy was started in the year 1995 when about 500 Nos of employees were there. Due to acute shortage of fund TCL was remitting only the premium for its renewal and full premium was not paid since many years. Now there are only 215 employees and TCL is in discussion with LIC authorities for availing a new LIC Group Gratuity Policy for the employees having minimum one time and yearly premium.
2. Management is in the process of clearing the dues of Provident Fund and provision was not yet made as such details were not received from PF authorities. Such details will be given by PF authorities only after remittance of dues.
3. Supporting evidences/confirmation will be available on implementation of total ERP which is scheduled to complete by the end of December 2020.
4. The Suspense account under short term loans and advances includes Rs.18,35,140/- paid to M/s. Sree Narayana Constructions Pvt Ltd. We wrote to Government to adjust the said amount against the advance amount of Rs.12.35 Crores received from Irrigation Department as this additional work was carried out as per directions of departmental officials.
5. The deposits on various dates amounting to Rs.1,41,944/- in the State Bank of India current account will be taken in credit in the Books of Accounts when it is provided by the bank.
6. The case was dismissed by National Company Law Tribunal (NCLT) and the Plaintiff appeared before the National Company Law Appellate Tribunal (NCLAT), New Delhi. The NCLAT was also dismissed the same. There the Plaintiff approach before the Hon'ble High Court of Kerala for arbitration as per the clause of the White Clinker supply agreement. The Hon'ble High Court appointed Arbitrator and arbitration proceeding is going on.
7. Management have taken steps to dispose off the identified obsolete fixed assets and sale proceed received will be accounted accordingly.
8. Management have taken steps to identify non moving and obsolete stores and spares. Provision for the loss will be made on disposal and quantifying the amount.
9. (a) Vide Government Order No.26670/H2/06/ID dated 14.02.2011, we have resurveyed the available land of the Company at Kakkanadu, Ernakulam District and demark the same.
(b) In the case of landed property at Kulasekharamangalam at Vaikom Taluk, vide letter No.C4/6182/12 dated 29/01/2013 of Additional Tahsildar, Vaikom, it is reported that 0.0255 hc (6.36 cents) has encroached and 0.0543 hc (13.5 cents) loss has due to road widening. The total shortage of land was shown as 0.0798 hc (19.91 cents). The same has been communicated to the District - Collector, Kottayam, and it was under the consideration of Additional Tahsildar, Vaikom.
10. Management has addressed Government for closure of the said work. The statement of expenditure was also given to Government. Profit/Loss will be ascertained immediately on getting reply from Government.
11. Interest Income and fixed deposit disclosed in financial statements will be updated for conformation on receipt of the same from SBI.

ON BEHALF OF THE BOARD OF DIRECTORS,

(Sd/-)

**S. SANTHOSH,
CHAIRMAN & MANAGING DIRECTOR**Place: Kottayam,
Date : 26-02-2021



A N N E X U R E
F O R M - A
(See Rule - 2)

Form for disclosure of particulars with respect to Conservation of Energy

A. Power and Fuel Consumption

| | Current Yr. | Previous Yr. |
|--|-------------|--------------|
| 1. Electricity: | | |
| a. Purchased units (units in lakhs) | 13.29 | 11.72 |
| Total amount (Rs. lakhs) | 100.64 | 99.56 |
| Rate/Unit Rs. | 7.57 | 8.49 |
| Own generation: | | |
| i) Through Diesel Generator Units | | |
| (Units lakhs) | 0.26 | 0.04 |
| Cost/Unit Rs. | 1.98 | 30.02 |
| ii) Through Steam Turbine/Generator Units | 0.28 | 0.24 |
| Units per Ltr., of fuel oil/gas cost/unit | 0.00 | 0.00 |
| 2. Coal (Specify quality and were used) | | |
| Quantity (Tonnes) | 0.00 | 0.00 |
| Total cost Rs. | 0.00 | 0.00 |
| Average Rate Rs. | 0.00 | 0.00 |
| 3. Furnace Oil – Quantity (Mt.) | 0.00 | 0.00 |
| Total Amount (Rs. lakhs) | 0.00 | 0.00 |
| Average Rate Rs. | 0.00 | 0.00 |
| HSD Oil – Quantity (KL) | 0.00 | 0.00 |
| Total Cost (Rs. lakhs) | 0.00 | 0.00 |
| Rate/Unit Rs. | 0.00 | 0.00 |

A. Consumption per Unit of Production:

| | Standards | Current Yr. | Previous Yr. |
|---------------------------------------|------------|-------------|--------------|
| 1. Electricity –White Cement (Kwh/Mt) | 210 to 215 | 0 | 96 |
| 2. Electricity- Cement Paint (Kwh/Mt) | 100 to 110 | Nil | Nil |
| 3. Electricity- Wall Putty (Kwh/Mt) | 100 to 110 | Nil | Nil |
| 4. Furnace Oil- Clinker (KL/Mt) | 240 to 250 | 0 | 0 |
| 5. Coal (Specify Quality) | | 0 | 0 |
| 6. Others (Specify) | | 0 | 0 |

(*) Standard consumption is 220 kwh for manufacturing White Cement. During the year 2015-16 we have manufactured 14407 Mts of White Cement, manufactured with imported clinker. During 2016-17, we have manufactured 9817 Mts of White Cement from imported Clinker. Manufacturing of White Cement with imported clinker, major machineries are not required. Hence electricity consumption is very low compared to standard consumption.

**FORM – B****(See Rule – 3)**

Form for disclosure of particulars with respect to absorption
Research and Development (R & D)

- | | |
|--|---|
| 1. Specific areas in which R & D by the Company. | 1. Quality improvement of White Cement, Wallputty. 2. Electrical Energy Savings/Steps taken to reduce contract demand. 3. Improvement and modification in the formulation of Cement based Wall Putty. |
| 2. Benefits derived as a result of the above R&D | Cost reduction and quality improvement. |
| 3. Future Plan of action | 1. Increase Production & Sale of Products. 2. Product Diversifications. |
| 4. Expenditure on R & D | |
| i) Efforts, in brief made towards technology absorption, adaptation & innovation | : Innovation in White Cement, Wall putty and Cement Paint technology for quality improvement. Technology has already been absorbed. |
| ii) Benefits derived as a result of the above efforts, eg. Product improvement, import Substitution etc. materials. | : Product improvement for White Cement & Wall putty. Cost reduction in packing materials. |
| iii) In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished. | : Nil |
| a) Technology imported | : N.A |
| b) Year of import | : N.A. |
| c) Has technology been fully absorbed? | : NA. |
| d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action. | : N.A. |



Independent Auditor's Report

To,
The Members
The Travancore Cements Ltd
Nattakom, Kottayam

Report on the Standalone Financial Statements:

We have audited the accompanying financial statements of **The Travancore Cements Limited, Nattakom, Kottayam** which comprise of the Balance Sheet as at **31st March, 2017**, The Statement of Profit and Loss for the year ended **31st March, 2017**, Cash Flow Statement for the year ended **31st March 2017** and a Summary of Significant Accounting Policies and other explanatory information.

Management's responsibility for the 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 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 Rule 7 of the Companies (Accounts) Rules, 2014. 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.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the



circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

1. The company has taken LIC Group Gratuity Policy. Gratuity liability as on 31.03.2017 has been provided based on the report from Life Insurance Corporation of India as per AS 15(Revised 2005). No separate actuarial valuation has been taken by the company. Further, full premium is not paid by the company in various years and this may result in lapse of the policy.
2. No provision for interest/penalty has been made for the delay in payment of dues of Provident Fund as the amount involved is not ascertainable.
3. Confirmation of balance of Unsecured Loans, Debtors and Creditors, Loans & Advances, Deposits, EMD are not available. The following balances of old outstanding accounts could not be verified and no supporting evidences/confirmations are available .
 - Ø Note 2 – Capital Reserve – Cr Rs.3,17,04,359 /-
 - Ø Note 5 – Short Term Borrowings Unsecured – Security Deposit from Stockist & Contractors– Rs.6,63,72,544 /- (Cr)
 - Ø Note 6 – Trade Payables – 3,28,62,347 Cr
 - Ø Note 7 – Other Current Liabilities – 33,08,60,709Cr
 - Ø Note 10 – Non Current Investments – 35,24,824 Dr
 - Ø Note 14 – Trade Receivables – 65,65,608 Dr
 - Ø Note 16 – Short Term Loans & Advances – Rs.3,17,11,049 /- (Dr)
4. An amount of Rs.20,39,630 /- is reflected under the head Suspense Account and grouped under Short Term Loans and Advances. This balance includes an amount of Rs 18,35,140 /- paid for additional work performed in Akkulam Project by contractor Sree Narayana Constructions Private Ltd and the amount is based on a note dated 11.04.2016 from Sree Narayana Constructions Private Ltd and journal entry is passed in the books of account. It is also observed that the work is yet to be completed and hence the amount is still classified under the head suspense account. It is informed that final bill and completion certificate of the work is yet to be obtained.
5. State Bank of India current account 30691247890 includes certain deposits on various dates amounting to Rs 1,41,944, which are not taken credit in the books of account by the Company as details for such credits are not provided by the bank and is reflected the reconciliation statement .



6. Insolvency petition has been filed by a vendor, Universal Solution LLC due to non payment of certain dues and is pending before NCLT. Adverse decision by NCLT may affect the going concern status of the Company. As per the Order of NCLT Division Bench Chennai, order no: CP/198/IB/2018 dated 22.05.2019, the petition of Universal Solutions of America LLC is hereby dismissed as misconceived with liberty to proceed in accordance with law exempting the time gone in pursuing the proceeding as contemplated u/s 14 of the Limitation Act 1963.
7. It is informed that the management is in the process of identifying obsolete, damaged and scrapped fixed assets and the disclosures required as per Accounting Standard – 28 (Impairment of Assets) have not been made. Provision for such items identified is to be made.
8. The inventory of general stores, building materials, spare parts etc includes non-moving and obsolete items. Provision, if any, for the loss has not been made.
9. (a) It is informed that there is a shortage of 28 cents in the total area of 307 cents of land as per records in respect of landed property owned by the company at Thrikakara, Ernakulam, the market value of which is high.

(b) There is a shortage of 19.91 cents of land in the total area of 202.640 cents owned at Vaikkom.
10. The Company has entered into a joint venture agreement with another company for the dredging and beautification works of Akkulam Lake awarded by Government of Kerala. The share of profit or loss for the year ended up to 31st March, 2017 has not been ascertained. The disclosures required as per Accounting Standard – 27 (Financial Reporting of interest in Joint ventures) have not been made. The total amount expended is disclosed in Note – 10 Non Current Investments as investment.
11. Interest income and Fixed deposits disclosed in financial statements are subject to confirmations.
12. The audit report for the FY 2015-16 has been issued by the statutory auditor on 04.02.2019. However, it is not yet adopted by the shareholder as the Annual General Meeting for the financial year 2015-16 is yet to be held.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2017.
- ii. In the case of the Statement of Profit and Loss of the “Loss” for the year ended 31st March 2017.



iii. In the case of the Cash Flow Statement of the cash flows for the year ended on that date.

Emphasis of Matter

1. Delisting of company from Cochin Stock Exchange and Madras Stock Exchange is under process. No objection from Govt of Kerala Letter No.IND H2/95/2016 dated 19.07.2016 has been received.
2. The software package in use is to be upgraded / substituted and it is suggested that a system audit may be conducted in order to ensure the efficiency of the software.
3. The company has incurred an accumulated loss of Rs 63.57 Crores and the share capital is Rs 2.71 Crores. This indicates the existence of uncertainty to continue as a going concern.
4. Suits against the company are outstanding before various courts for which orders are yet to be received. Details are referred in Note No:37 :-

Report on legal and other regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Companies Act, 2013 we report that:
 - a. We have obtained all the information and explanation, 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e. Since the written representations are not received from the directors as on March 31, 2017, we are not in a position to ascertain whether the directors are disqualified as on March 31, 2017 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”**
- g. 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, 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 the financial statements - Refer Note 37 to the Notes forming Part of Accounts**
 - ii. **The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. Hence this clause is not applicable**
 - iii. **There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company**
3. As required by Sec 143(5) of the Companies Act 2013, our comments in regard to the directions and sub directions issued by the Comptroller & Auditor General of India is enclosed herewith - **“Annexure C”**
4. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note 33 of the Notes forming part of accounts.

(Sd/-)

R. Sankar B.Com FCA DISA

(Membership No.025718)

UDIN : 19025718AAAAAE5920

Partner, Rangamani & Co

Chartered Accountants

(Firm No.003052S)

Kollam - 691013

Place: Kollam

Date: 12.07.2019

**“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1 (a) The company has kept the details of fixed assets. However no proper register is maintained incorporating the full particulars.
- (b) It is reported that the company has conducted physical verification of fixed assets and is in the process of identifying the obsolete, damaged and scrapped items.
- (c) The title deeds of immovable properties are held in the name of the company. It is reported that shortage in the total area of land on measurement is seen. (Refer Auditor’s Report).
- 2) Physical verification of inventory has been conducted at reasonable intervals by the management. The company is maintaining proper records of inventory. Provision for the shortages noticed on the physical verification has been made. However the obsolete, damaged and scrapped items especially in respect of general stores, building materials, spare parts etc. have not been identified and the same has not been properly dealt with in the books of accounts. Also the finished goods are valued at NRV, since the NRV is less than cost.
- 3) On the basis of information and explanations given by the management, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, (iii) (a), (b) and (c) of the Companies (Auditor’s Report) Order, 2016 are not applicable to the company for the year.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) The company is regular in depositing undisputed statutory dues including employees’ state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. **However, the company is not regular in remitting Provident Fund.**
- b) The details of dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess not deposited on account of dispute are as under:

| Nature of Statute | Period to which dispute relates (Assessment Year) | Amount Disputed (in lakhs) | Forum where dispute is pending |
|-------------------|---|----------------------------|--------------------------------------|
| a) Income tax | 2000-01 | Rs. 23.31 | Commissioner of Income tax (Appeals) |
| b) Service tax | 2010-11 and 2011-12 | Rs. 174.03 | Appellate tribunal |
| c) Sales tax | 1996-97 to 1998-99 2005-06 | Rs. 13.81 Rs. 3.45 | Deputy Commissioner (Appeals) |



- 8) The company has not defaulted in repayment of dues to financial institution or bank or debenture holders. The company has not repaid the loan amount and interest on loans taken from Government of Kerala. The period of loan is 5 years. The company has taken loan on various dates from 15-09-2010 onwards. Repayment of loan shall commence on the first anniversary of the withdrawal of loan. The details of default are as under:

| Loan from Government of Kerala | Purpose | Rate of interest | Principal | Principal in default (Rs. In lakhs) | Interest in default (Rs. In lakhs) |
|--------------------------------|-----------------|------------------|-------------|-------------------------------------|------------------------------------|
| 01) 15-09-2010 | Working capital | 14.5% | 150 lakhs | 150.00 | 155.91 |
| 02) 23-12-2010 | Working capital | 14.5% | 100 lakhs | 100.00 | 99.14 |
| 03) 17-04-2012 | Working capital | 13.5% | 300 lakhs | 281.25 | 210.97 |
| 04) 21-03-2013 | Working capital | 13.5% | 300 lakhs | 225.00 | 172.13 |
| 05) 31-03-2014 | Investment | 11.5% | 150 lakhs | 75.00 | 53.85 |
| 06) 22-03-2014 | Investment | 11.5% | 250 lakhs | 125.00 | 90.55 |
| 07) 22-03-2014 | Working capital | 13.5% | 43 lakhs | 21.5 | 18.17 |
| 08) 02-03-2015 | Working capital | 13.5% | 160 lakhs | 40.00 | 45.54 |
| 09) 27-03-2015 | Working capital | 13.5% | 240 lakhs | 60.00 | 66.09 |
| 10) 30-11-2015 | Working capital | 13.5% | 200 lakhs | 12.5 | 37.18 |
| 11) 20-02-2016 | Working capital | 13.5% | 200 lakhs | | 29.80 |
| 12) 28-09-2016 | Working capital | 13.5% | 146 lakhs | | 9.99 |
| 13) 31-03-2017 | Working capital | 13.5% | 350 lakhs | | 0.13 |
| Total (in lakhs) | | | 2589 | 1090.25 | 989.50 |



The company repaid the loan amount taken from Malabar Cements Limited on 07-04-2017. Details are as under:

| Loan from Government of Kerala | Purpose | Rate of interest | Principal | Principal in default (Rs. In lakhs) | Interest in default (Rs. In lakhs) |
|--------------------------------|-----------------|------------------|-----------|-------------------------------------|------------------------------------|
| 01)10-03-2017 | Working capital | Not mentioned | 150 lakhs | Repaid on 07-04-2017 | Not mentioned |
| Total in Lakhs | | | 150 | | |

- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon. The loan from Government of Kerala was for meeting working capital requirements.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided as per guidelines issued by Bureau of Public Enterprises and not in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and 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. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

(Sd/-)

R. Sankar B.Com FCA DISA
(Membership No.025718)

UDIN : 19025718AAAAAE5920

Partner, Rangamani & Co
Chartered Accountants
(Firm No.003052S)

Kollam - 691013

Place: Kollam

Date: 12.07.2019

**Annexure- B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.**

We have audited the internal financial controls over financial reporting of Kerala Ceramics Limited as of 31 March 2017 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. 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 Companies Act, 2013.

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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 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 (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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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, the Company has, in all material respects an adequate internal financial controls system over financial reporting, except for the control over the spending of Project Fund and also the utilization of Loan Fund as to the purpose for which it was sanctioned, and subject to which, such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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. According to the information and explanations given to us and based on our Audit the following weaknesses have been identified as at 31st, March 2017.

- a. Reconciliation of physical inventory with inventory records.
- b. Reconciliation of fixed assets with fixed asset register and identification of impaired assets.
- c. Timely recording of transactions

(Sd/-)

R. Sankar B.Com FCA DISA

(Membership No.025718)

UDIN : 19025718AAAAAE5920

Partner, Rangamani & Co

Chartered Accountants

(Firm No.003052S)

Kollam - 691013

Place: Kollam

Date: 12.07.2019



The Travancore Cements Limited
Nattakom, Kottayam-686013 (CIN U26941KL1946SGC001213)
Balance Sheet as at 31st March, 2017

(Amount in ₹)

| Particulars | Note No | 31st March, 2017 | 31st March, 2016 |
|--|---------|--------------------|--------------------|
| I. EQUITY AND LIABILITIES | | | |
| 1 Shareholders' funds | | | |
| (a) Share capital | 1 | 27,087,420 | 27,087,420 |
| (b) Reserves and surplus | 2 | -604,043,339 | -468,154,611 |
| (c) Money received against share warrants | | - | - |
| 2 Share application money pending allotment | | - | - |
| 3 Non-current liabilities | | | |
| (a) Long-term borrowings | 3 | 258,900,000 | 209,300,000 |
| (b) Deferred tax liabilities (Net) | | - | - |
| (c) Other Long term liabilities | 4 | 414,919 | 598,241 |
| (d) Long-term provisions | | - | - |
| 4 Current liabilities | | | |
| (a) Short-term borrowings | 5 | 66,372,544 | 66,148,444 |
| (b) Trade payables | 6 | 32,862,348 | 29,375,133 |
| (c) Other current liabilities | 7 | 330,860,709 | 277,945,581 |
| (d) Short-term provisions | 8 | 21,549,079 | 21,825,397 |
| TOTAL | | 134,003,680 | 164,125,604 |
| II. ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 9 | 10,788,809 | 11,493,445 |
| (ii) Capital work in Progress | | 9,572,338 | 10,629,033 |
| (b) Non-current investments | 10 | 3,524,824 | 3,062,502 |
| (c) Other Non-Current Assets | 11 | 1,706,523 | 3,361,356 |
| (d) Long-term Loans & Advances | 12 | Nil | Nil |
| 2 Current assets | | | |
| (a) Inventories | 13 | 34,842,840 | 51,531,951 |
| (b) Trade receivables | 14 | 6,565,608 | 4,324,455 |
| (c) Cash and cash equivalents | 15 | 35,291,689 | 54,380,627 |
| (d) Short-term loans and advances | 16 | 31,711,049 | 25,342,235 |
| (e) Other current assets | | | |
| TOTAL | | 134,003,680 | 164,125,604 |

The Notes annexed hereto form an integral part of the Balance Sheet

For and on behalf of the Board

(Sd/-) Senior Manager (Finance)
(Sd/-) Dy.GM-Company Secretary
(Sd/-) Chairman & Managing Director

As per our report of even date
For M/s Rangamani & Co
Chartered Accountants
FRN - 003052S

(Sd/-)
R Sankar FCA, DISA
M No: 025718
Partner



The Travancore Cements Limited
Nattakom, Kottayam-686013 (CIN U26941KL1946SGC001213)
Statement of Profit and Loss for the year ended 31st March, 2017

| | Particulars | Note No | 31st March, 2017 | 31st March, 2016 |
|-------|--|---------|------------------|------------------|
| I. | Revenue from operations | 17 | 188743185 | 271,252,864 |
| II. | Other income | 18 | 10682994 | 15,994,178 |
| III. | Total Revenue (I + II) | | 199426179 | 287,247,042 |
| IV. | Expenses: | | | |
| | Cost of Materials Consumed | 19 | 126343970 | 185,589,100 |
| | Change in Inventories of Finished Goods, Work In Progress & Stock in Trade | 20 | 5151695 | 3088454 |
| | Employee benefits expense | 21 | 123570212 | 122,788,903 |
| | Finance Cost | 22 | 31081898 | 25,124,642 |
| | Depreciation and amortization expenses | | 2584519 | 2,554,459 |
| | Other expenses | 23 | 46858932 | 63,876,026 |
| | Total expenses | | 335591226 | 403,021,585 |
| V. | Profit before exceptional and extraordinary items and tax (III-IV) | | (136165047) | (115774543) |
| VI. | Exceptional items : Expenditure (+)/ Income (-) | 24 | (276318) | (6,926,447.00) |
| VII. | Profit before extraordinary items and tax (V-VI) | | (135888729) | (108848096) |
| VIII. | Extraordinary Items | 0 | 0 | |
| IX. | Profit before tax (VII-VIII) | | (135888729) | (108848096) |
| X | Tax expense: | | | |
| | (i) Current tax | 0 | 0 | |
| | (iii) Deferred tax | 0 | 0 | |
| | Total Taxes | 0 | 0 | |
| XI | Profit (Loss) for the period from Continuing operations (VII-VIII) | | (135888729) | (108848096) |
| XII | Profit (Loss) for the period from Discontinuing operations | | 0 | 0 |
| XIII | Tax expense of discontinuing operations | 0 | 0 | |
| XIV | Profit (Loss) from Discontinuing operations (after tax)(XII-XIII) | 0 | 0 | |
| XV | Profit (Loss) for the period(XI+XIV) | | (135888729) | (108848096) |
| XVI | Earnings per equity share: | | | |
| | Profit after Tax | | (135888729) | (108848096) |
| | No. of equity Shares of Rs.10/-each | | 2708742 | 2,708,742 |
| | Basic | | (50) | (40) |
| | Diluted | | (50) | (40) |

The Notes hereto forms an integral part of the Statement of Profit and Loss Account

For and on behalf of the Board

(Sd/-) Senior Manager (Finance)
(Sd/-) Dy.GM-Company Secretary
(Sd/-) Chairman & Managing Director

As per our report of even date
For M/s Rangamani & Co
Chartered Accountants
FRN - 003052S

(Sd/-)
R Sankar FCA, DISA
M No: 025718
Partner



The Travancore Cements Limited
Nattakom, Kottayam-686013
Cash Flow Statement for the year ended 31.03.2017.

| Particulars | For the year ended 31.03.2017 | | For the year ended 31.03.2016 | |
|--|----------------------------------|---------------|----------------------------------|---------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| NET PROFIT BEFORE TAX | | (135,888,729) | | (108,848,096) |
| Adjustments for: | | | | |
| Profit/Loss on sale of Assets | (80,998) | | (33,141) | |
| Depreciation | 2,584,519 | | 2,554,459 | |
| Amortisation of Share issue expenses | - | 2,503,521 | | 2,521,318 |
| | | 133,385,208 | | (106,326,778) |
| Operating Profit before working capital changes | | | | |
| Adjustments for : | | | | |
| Decrease/Increase in Inventories | 16,689,111 | | 4,690,122 | |
| Decrease in Trade receivables | (2,241,153) | | (782,738) | |
| Increase in Other Non-Current Assets | 1,654,833 | | 4,792,445 | |
| Increase in Long -Term Loans & Advances | - | | - | |
| Increase in Short -Term Loans & Advances | (6,368,814) | | (354,793) | |
| Decrease/Increase in Other Current Liabilities | 52,915,128 | | 12,949,233 | |
| Decrease in Short-term borrowings | 224,100 | | 51,289,600 | |
| Decrease/Increase in Trade payables | 3,487,215 | | (26,801,723) | |
| Increase in Short Term Provisions | (276,318) | | 2,065,341 | |
| Increase in Other Long term liabilities | (183,322) | 65,900,781 | (124,000) | 47,723,488 |
| Cash generated from operations | | (67,484,426) | | (58,603,290) |
| Taxes paid | | - | | - |
| Cash flow before extraordinary/prior period items | | (67,484,426) | | (58,603,290) |
| Extraordinary/Prior period items | | - | | - |
| NET CASH FLOW USED IN OPERATING ACTIVITIES (A) | | (67,484,426) | | (58,603,290) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets/addition to CWIP | | 1,879,885 | | 514,893 |
| Sale of Fixed Assets | | - | | - |
| NET CASH FLOW USED IN INVESTING ACTIVITIES (B) | | 1,879,885 | | 514,893 |
| Interest Received | | - | | 0 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| <i>Issue of share capital</i> | | | | |
| Increase in Long Term Borrowings | | 49,600,000 | | 40,000,000 |
| Share issue expenses | | - | | 0 |
| NET CASH INFLOW FROM FINANCING ACTIVITIES (C) | | 49,600,000 | | 40,000,000 |
| Net increase in cash and cash equivalents (A+B+C) | | (19,088,938) | | (30,088,284) |
| Cash and cash equivalents at beginning of period | | 54,380,627 | | 84,468,911 |
| Cash and cash equivalents at end of period | | 35,291,689 | | 54,380,627 |

Notes: -

- 1.The Cash flow Statement has been prepared under the indirect method as set out in the Accounting Standard,
AS-3: Cash Flow Statements issued by the Institute of Chartered Accountants of India

For and on behalf of the Board

(Sd/-) Senior Manager (Finance)
(Sd/-) Dy.GM-Company Secretary
(Sd/-) Chairman & Managing Director

As per our report of even date
For M/s Rangamani & Co
Chartered Accountants
FRN - 003052S

(Sd/-)
R Sankar FCA, DISA
M No: 025718
Partner

**Note-9 FIXED ASSETS**

| SR. NO. | DESCRIPTION OF ASSETS | Rate % | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | | |
|---------------------------------|-------------------------------|-----------|-----------------------|---------------------------|--------------------------|-----------------------------|------------------------------|------------------|----------------------------|------------------------------|-------------------|-------------------|-------------------|
| | | | COST AS ON 01.04.2016 | Additions DURING THE YEAR | Deductions / Adjustments | TOTAL COST AS AT 31.03.2017 | DEPRECIATION Upto 01.04.2016 | For the year | DEP Deductions Adjustments | TOTAL DEPRE. AS AT 31.3.2017 | AS AT 31.03.2017 | AS AT 31.03.2016 | |
| | | | | | | | | | | | | | |
| 10. | Tangible Assets: | | | | | | | | | | | | |
| 1 | Land- Free Hold | 0 | 1,699,534 | - | - | 1,699,534 | - | - | - | - | - | 1,699,534 | 1,699,534 |
| 2 | Trees on leasehold land | | 2,505 | - | - | 2,505 | 2,504 | - | - | 2,504 | 1 | 1 | 1 |
| 3 | Factory Building | 10&5 | 11,297,183 | - | - | 11,297,183 | 10,633,915 | 48,591 | - | 10,682,506 | 614,677 | 614,677 | 663,268 |
| 4 | Residential building | 5 | 7,246,321 | - | - | 7,246,321 | 6,626,658 | 53,849 | - | 6,680,507 | 565,814 | 565,814 | 619,663 |
| 5 | Plant & Machinery | 27.82 | 23,322,069 | - | - | 23,322,069 | 22,730,871 | 92,698 | - | 22,823,569 | 498,500 | 498,500 | 591,198 |
| 6 | Other Machinery/Office equip. | 13.91& 40 | 2,754,464 | 1,879,885 | - | 4,634,349 | 2,256,740 | 1,152,908 | - | 3,409,648 | 1,224,701 | 1,224,701 | 497,724 |
| 7 | Electrical installations | 13.91 | 8,276,856 | - | - | 8,276,856 | 6,062,339 | 363,009 | - | 6,425,348 | 1,851,508 | 1,851,508 | 2,214,517 |
| 8 | Vehicles | 30&25.89 | 4,051,799 | - | - | 4,051,799 | 2,393,453 | 504,345 | - | 2,897,798 | 1,154,001 | 1,154,001 | 1,658,346 |
| 9 | Earth Moving Machinery | 30 | 4,062,126 | - | - | 4,062,126 | 2,993,007 | 178,702 | - | 3,171,709 | 890,417 | 890,417 | 1,069,119 |
| 10 | Laboratory equipment | 27.82 | 763,278 | - | - | 763,278 | 746,074 | 4,202 | - | 750,276 | 13,002 | 13,002 | 17,204 |
| 11 | Dredger,boats and Barges | 19.8 | 5,397,981 | - | 7,109 | 5,390,872 | 4,449,544 | 174,042 | 7,107 | 4,616,479 | 774,393 | 774,393 | 948,437 |
| 12 | Cutter Suction dredger | 19.8 | 27,094,744 | - | - | 27,094,744 | 25,740,007 | - | - | 25,740,007 | 1,354,737 | 1,354,737 | 1,354,737 |
| 13 | Furniture & Fittings | 91,18.1& | 2,529,104 | - | - | 2,529,104 | 2,369,408 | 12,173 | - | 2,381,581 | 147,523 | 147,523 | 159,696 |
| 14 | Library Books | | 7,217 | - | - | 7,217 | 7,216 | - | - | 7,216 | 1 | 1 | 1 |
| TOTAL | | | 98,505,180 | 1,879,885 | 7,109 | 100,377,956 | 87,011,735 | 2,584,519 | 7,107 | 89,589,147 | 10,788,809 | 10,788,809 | 11,493,445 |
| Previous Years Figures | | | 98,461,787 | 514,893 | 471,500 | 98,505,180 | 84,905,201 | 2,554,459 | 447,925 | 87,011,735 | 11,493,445 | 11,493,445 | 13,556,586 |
| Capital work in progress | | | | | | | | | | | | | |
| | | | 10,629,033 | - | 1,056,695 | 9,572,338 | - | - | - | - | - | 9,572,338 | |

(Sd/-) Senior Manager (Finance)
(Sd/-) Dy.GM-Company Secretary
(Sd/-) Chairman & Managing Director

**B - NOTES FORMING PART OF ACCOUNTS****Note -1****SHARE CAPITAL****(Amount in ₹)**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| -Authorised 6000000 Equity Shares of Rs. 10/- each Previous Year : 6000000 Equity Shares of Rs.10/- each] | 60000000 | 60000000 |
| -Issued, Subscribed and Paid up * 2708742 Equity Shares of Rs.10/- each fully paid-up. [Previous Year : 2708742 Equity Shares of Rs.10/- each] | 27087420 | 27087420 |
| TOTAL | 27087420 | 27087420 |

Note 1.1

- a) Company has not issued any shares during the year
b) Only Equity shares have been issued by the Company and the share holders are entitled to one vote per share
c) All the share holders have equal rights in dividends
d) Particulars of share holding more than 5% of share

| As at 31.03.2017 | As at 31.03.2016 |
|------------------|------------------|
| 2,465,387 | 2,465,387 |

1) Government of Kerala 91% (Equity shares of Rs.10 each

Note-2**RESERVES AND SURPLUS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| Reserve | | |
| Capital Reserve | 31704359 | 31704359 |
| Surplus | | |
| In Statement of Profit & Loss | | |
| Loss brought forward from previous Year | -499858970 | (391010874) |
| Add current year's loss | -135888729 | (108848096) |
| | -635747699 | (499858970) |
| Miscellaneous Expenditure | 0 | 0 |
| TOTAL | -604043339 | (468154611) |

Note-3**LONG TERM BORROWINGS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| - Unsecured | | |
| Loans & Advance from Related Parties:- Govt of Kerala | 258900000 | 209300000 |
| TOTAL | 258900000 | 209300000 |

- The period of loan is 5 years. The Company has taken loans on various dates from 15-09-2010
- Repayment of loan shall commence on the first anniversary of the withdrawal of loan.
- Loan shall be repaid in equal quarterly installments along with interest.
- In case of default, penal interest @ 2.5% per annum shall be charged in addition to the normal rate of interest.
- Details of Term loan & the period of continuing default of principal and interest



| Loan taken on | Purpose | ROI | Principal | Principal in default (Rs. In lakhs) | Interest in default (Rs. In lakhs) |
|----------------|-----------------|--------|-------------------|-------------------------------------|------------------------------------|
| 01) 15-09-2010 | Working Capital | 14.5 % | 150 lakhs | 150.00 | 155.92 |
| 02) 23-12-2010 | Working Capital | 14.5 % | 100 lakhs | 100.00 | 99.14 |
| 03) 17-04-2012 | Working Capital | 13.5 % | 300 lakhs | 281.25 | 210.97 |
| 04) 21-03-2013 | Working Capital | 13.5 % | 300 lakhs | 225.00 | 172.14 |
| 05) 31-03-2014 | Investment | 11.5% | 150 lakhs | 75.00 | 53.86 |
| 06) 22-03-2014 | Investment | 11.5% | 250 lakhs | 125.00 | 90.55 |
| 07) 22-03-2014 | Working Capital | 13.5% | 43 lakhs | 21.50 | 18.18 |
| 08) 02-03-2015 | Working Capital | 13.5% | 160 lakhs | 40.00 | 45.54 |
| 09) 27-03-2015 | Working Capital | 13.5% | 240 lakhs | 60.00 | 66.09 |
| 10) 16-11-2015 | Working Capital | 13.5% | 200 lakhs | 12.50 | 37.18 |
| 11) 20-02-2016 | Working Capital | 13.5% | 200 lakhs | - | 29.80 |
| 12) 28-09-2016 | Working Capital | 13.5% | 146 lakhs | | 10 |
| 13) 31-03-2017 | Working Capital | 13.5% | 350 lakhs | | 0.13 |
| Total | | | 2589 lakhs | 1,090.25 | 989.50 |

Note-4**OTHER LONG TERM LIABILITIES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Others : HDFC Bank Vehicle loan (Ref. Note 7.a) | 414919 | 598241 |
| TOTAL | 414919 | 598241 |

Note-5**SHORT TERM BORROWINGS - Unsecured**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| Security Deposit from Stockist & Contractors | 66372544 | 66148444 |
| TOTAL | 66372544 | 66148444 |

Note-6**TRADE PAYABLES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| For Goods Purchased (The details of suppliers covered in terms of Sec. 16 of The Micro, Small & Medium Enterprises Development Act, 2006 are not available) | 32862348 | 29375133 |
| TOTAL | 32862348 | 29375133 |

Note-7**OTHER CURRENT LIABILITIES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| a) Current maturities on long term debts (Ref. Note 4) | 157224 | 124,000 |
| b) Other liabilities | 144361207 | 127652563 |
| c) Interest accrued and due on Government Loan | 98950148 | 67868250 |
| d) Advance against supply of Cement & Cement paint | 85317552 | 82072044 |
| e) Short Term Borrowings from Banks | 2074579 | 228723 |
| TOTAL | 330860709 | 277945581 |

Note-8**SHORT TERM PROVISIONS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| Provision for Employee Benefits:- Leave encashment | 21549079 | 21825397 |
| TOTAL | 21549079 | 21825397 |

**Note-10****NON-CURRENT INVESTMENTS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Investment in 500 B Class Shares of Rs 100/- each in TCE, Co-operative Bank LTD No-K-234 | 50000 | 50,000 |
| Investment in Joint Venture (Akkulam Project) | 3474824 | 3,012,502 |
| Total | 3524824 | 3,062,502 |

Note-11**OTHER NON-CURRENT ASSETS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|------------------------|----------------------------|----------------------------|
| With Banks | 1,151,523 | 2,806,356 |
| With District Treasury | 555,000 | 555,000 |
| TOTAL | 1,706,523 | 3,361,356 |

Deposit receipts are given as Security for Bank Guarantees issued by Bankers

Note-12**LONG TERM LOANS & ADVANCES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Secured considered good | Nil | Nil |
| UnSecured considered good | Nil | Nil |
| Doubtful | Nil | Nil |
| Less : Allowance for bad and doubtful debts | Nil | Nil |
| TOTAL | - | - |

Note-13**INVENTORIES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| a) Rawmaterials | 22854263 | 22341410 |
| b) work in progress | 21726335 | 21725229 |
| c) Finished goods | 6489056 | 11641857 |
| d) Stores & Spares | 23546581 | 35575367 |
| e) Loose Tools | 340829 | 362312 |
| Sub Total | 74957064 | 91646175 |
| Less: Provision for Shortage in Shell & Clinker | 39863891 | 39863891 |
| Less: Provision for Shortage in Stores & Spares | 250333 | 250333 |
| TOTAL | 34842840 | 51531951 |

Raw Materials have been valued at average cost. Work in Progress has been valued at cost.

Finished goods has been valued at lower of cost or net realizable value

Stores & Spares and Loose Tools have been valued at cost

Note-14**TRADE RECEIVABLES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Outstanding for a period exceeding six months from the date they are due for payment | | |
| Good | 106074 | 106074 |
| Doubtful | 1782284 | 1782284 |
| Less provision | 1782284 | 1782284 |
| Other debts | 6459534 | 4218381 |
| TOTAL | 6565608 | 4,324,455 |

**Note-15****CASH AND CASH EQUIVALENTS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|------------------------------------|----------------------------|----------------------------|
| -Cash and Cash Equivalents | | |
| Cash on Hand | 116565 | 82017 |
| Balance with Banks | | |
| : In Current Accounts | 160671 | 18116055 |
| With Treasury Savings Bank Account | 35014034 | 35915542 |
| With TCE Co-op Bank LTD-K-234 | 420 | 265823 |
| TOTAL | 35291689 | 54380627 |

Fixed Deposit Receipts for Rs.3,50,14,034 have been given as security for letter of Credit & Bank Gurantee issued

Note-16**SHORT TERM LOANS AND ADVANCES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| a) Unsecured considered good | | |
| Advance to Suppliers | 12480245 | 5938048 |
| Income Tax advance | 839551 | 839551 |
| Staff advances | 4529634 | 4746905 |
| Deposits | 4012983 | 3952983 |
| Suspenses & sales Tax advance | 2039630 | 65066 |
| Interest Receivable | 249251 | 1086302 |
| Excise duty receivable | 802176 | 755876 |
| Excise Duty paid on Goods Transfer | 0 | 0 |
| Sales tax receivable | 226479 | 226479 |
| Income tax receivable | 1773738 | 1594699 |
| prepaid expenses | 122283 | 310279 |
| Rent receivable | 650 | 650 |
| Service Tax receivable -akkulam | 5825397 | 5825397 |
| P F Contribution Receivable | 13041 | 0 |
| T C E Co -operative Bank ltd K234 | 0 | 0 |
| LIC Premium Col Payable | 0 | 0 |
| Service Tax Col Payable | 0 | 0 |
| b) Unsecured considered Doubtful | | |
| Advance to Suppliers | 1204010 | 1204010 |
| Less provision for Doubt full advances | 1204010 | 1204010 |
| TOTAL | 31711049 | 25342235 |

Note-17**REVENUE FROM OPERATION**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-------------------------|----------------------------|----------------------------|
| Sale of Products | | |
| White Cement | 203567278 | 298291656 |
| Wall Putty | 8485826 | 6153729 |
| Cement Paint | 537354 | 1138747 |
| Emulsion Paint | 0 | 0 |
| Less Excise Duty | 23847273 | 34331268 |
| TOTAL | 188743185 | 271252864 |

Note-18**OTHER INCOME**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Rent | 152972 | 120866 |
| Miscellaneous Income | 1727330 | 1792799 |
| Project Income : Thottapally Harbour Project | 8201694 | 9550751.00 |
| Profit on sale of assets | 80998 | 33141 |
| Interest on Fixed deposit with Banks | 520000 | 4496621 |
| TOTAL | 10682994 | 15994178 |

**Note-19****COST OF MATERIAL CONSUMED**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|----------------------------|----------------------------|----------------------------|
| Opening Stock | 22341410 | 28024872 |
| Add: Purchases | 126856823 | 179905639 |
| Less : Closing Stock | 22854263 | 22341410 |
| Raw Materials' Consumption | 126343970 | 185589100 |
| TOTAL | 126343970 | 185589100 |

See Note 28 for break up of consumption

Note-20**INCREASE/DECREASE IN STOCK**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-------------------------------------|----------------------------|----------------------------|
| Opening Stock | | |
| Finished Goods | 11641857 | 14728719 |
| Work in Progress | 21725229 | 21726821 |
| Total | 33367086 | 36455540 |
| Closing Stock | | |
| Finished Goods | 6489056 | 11641857 |
| Work in Progress | 21726335 | 21725229 |
| Total | 28215391 | 33367086 |
| (Increase)/Decrease in stock | 5151695 | 3088454 |

Note-21**EMPLOYEE BENEFITS EXPENSES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Salaries & Wages | 110851325 | 108080876 |
| Contribution to Provident & Other Funds | 7823240 | 9622402 |
| Staff Welfare Expenses | 4895647 | 5085625 |
| TOTAL | 123570212 | 122788903 |

Salaries & Wages include Rs.1631345.00 paid as Remuneration to Managing Director

Note-22**FINANCE COSTS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|------------------------------|----------------------------|----------------------------|
| Interest Expense | | |
| Interest on Government Loans | 31081898 | 25124642 |
| TOTAL | 31081898 | 25124642 |

**Note-23
OTHER EXPENSES**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Consumptions of Store and Spares | 1424246 | 2516742 |
| Power and Fuels | 10064087 | 10749911 |
| Repairs To - Buildings | 56783 | 106819 |
| - Machinery | 2320544 | 4475739 |
| Packing Materials | 3860124 | 6189117 |
| Discounts | 11521517 | 15552906 |
| Selling & Distribution Expenses | 5597344 | 8136509 |
| Rent | 132539 | 123749 |
| Insurance | 351921 | 473968 |
| Rates and Taxes | 396367 | 447523 |
| Advertisement & Publicity | 231908 | 858094 |
| Printing & Stationery | 156130 | 167292 |
| Vehicle Maintenance | 462397 | 583921 |
| Postage,telegram & Telephone | 245475 | 293693 |
| Travelling expenses | 457505 | 986721 |
| Bank Charges | 27852 | 29958 |
| Legal Charges | 317905 | 109325 |
| Professional Charges : | | |
| : For Consultant Services | 307916 | 610667 |
| : For Internal Audit | 40074 | 45225 |
| : For Other Services | 35730 | 72827 |
| : Expenses reimbursed | 88380 | 70547 |
| Payments to Auditors : As Auditor | 171875 | 125625 |
| Directors Sitting Fees & Travelling Exp. | 33309 | 146072 |
| Honorarium to Chairman | 0 | 220000 |
| Misellaneous Expenditure Written off | 0 | 0 |
| Losses on sale of fixed assets | 0 | 0 |
| Bad debts provided | 0 | 0 |
| Corporate Social Responsibility Exp. | 14318 | 20247 |
| Project Expenses- Thottappally Project&Lower Periyar | 8178247 | 9006877 |
| Other Interest Paid | 327652 | 1877726 |
| Other Expenses | 554041 | 654649 |
| TOTAL | 47376186 | 64652449 |
| Less Decrease(-)/Add Increase in Excsie Duty on stock | -517254 | -776423 |
| NET AMOUNT | 46858932 | 63876026 |

**Note-24
EXCEPTIONAL ITEMS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| Expenditure | | |
| a) Provision for Shortage in Stock | | |
| i) Limeshell | Nil | Nil |
| ii) Clinker | Nil | Nil |
| TOTAL | Nil | Nil |
| Income | | |
| b) Excess provision reversed | 276318 | 6926447 |
| TOTAL | 276318 | 6926447 |

For and on behalf of the Board

(Sd/-) Senior Manager (Finance)
(Sd/-) Dy.GM-Company Secretary
(Sd/-) Chairman & Managing Director

As per our report of even date
For M/s Rangamani & Co
Chartered Accountants
FRN - 003052S

(Sd/-)
R Sankar FCA, DISA
M No: 025718
Partner

**SUB SCHEDULES FOR NOTES**

(Amount in ₹)

To Note-1

| - Reconciliation of Shares outstanding at the beginning and at the end of the reporting period | As at March 31,2017 | | As at March 31,2016 | |
|---|----------------------------|----------------|----------------------------|----------------|
| | Nos | Amt(Rs) | Nos | Amt(Rs) |
| Opening Share Capital at the beginning of the period | 2708742 | 27,087,420.00 | 2708742 | 27087420 |
| Add: Shares issued During the year | 0 | - | 0 | 0 |
| Add: Rights/Bonus Shares Issued | 0 | - | 0 | 0 |
| Total | 2708742 | 27,087,420.00 | 2708742 | 27087420 |
| Less: Buy back of Shares | 0 | - | 0 | 0 |
| Less : Reduction in Capital | 0 | - | 0 | 0 |
| Closing Share Capital at the end of the period | 2708742 | 27,087,420.00 | 2708742 | 27087420 |

To Note-1**-List of Share holders having 5% or more Shares (In Nos)**

| Name Of Shareholders | As at March 31,2017 | | As at March 31,2016 | |
|-----------------------------|----------------------------|----------|----------------------------|----------|
| | Nos | % | Nos | % |
| Government of Kerala | 2,465,387 | 91.02 | 2,465,387 | 91.02 |

To Note-2

| Particulars | As at March 31,2017 | | As at March 31,2016 | |
|--|----------------------------|--------------------|----------------------------|--------------------|
| | Amt(Rs) | Amt(Rs) | Amt(Rs) | Amt(Rs) |
| Capital Reserve | | | | |
| Grant from Govt of Kerala | 25000000.00 | | 25000000.00 | |
| Reserve for Rehabilitation & Development | 204359.18 | | 204359.18 | |
| Expansion Reserve | 5000000.00 | | 5000000.00 | |
| Investment subsidy Reserve | 1500000.00 | 31704359.18 | 1500000.00 | 31704359.18 |
| TOTAL | | 31704359.18 | | 31704359.18 |

To Note-3

| Particulars | As at March 31,2017 | | As at March 31,2016 | |
|---|----------------------------|---------------------|----------------------------|------------------|
| | Amt(Rs) | Amt(Rs) | Amt(Rs) | Amt(Rs) |
| LONG TERM BORROWINGS | | | | |
| -Secured | 0 | 0 | 0 | 0 |
| - Unsecured | | | | |
| Loans & Advance from Related Parties:- | | | | |
| Working Capital loan from Govt of Kerala | 258900000.00 | | 209300000 | |
| Interest accrued on the above | 98950151.00 | 357850151.00 | 67868250 | 277168250 |
| TOTAL | | 357850151.00 | | 277168250 |

**To Note 18& 19**

| Particulars | As at March 31,2017 | | As at March 31,2016 | |
|-----------------------------------|---------------------|--------------|---------------------|-----------|
| | Amt(Rs) | Amt(Rs) | Amt(Rs) | Amt(Rs) |
| COST OF MATERIAL CONSUMED | | | | |
| Raw Materials' Consumption | | | | |
| Stock at Commencement | 22341410.25 | | 28024872 | |
| Add: Purchases | 126856823.02 | | 179905639 | |
| | 149198233.27 | | 207930511 | |
| Less : Stock at Close | 22854263.24 | 126343970.03 | 22341410 | 185589100 |
| Change in Stocks | | | | |
| Stock at Commencement | | | | |
| Work-in Process& finished goods | | 33367085.67 | | 36455540 |
| Less: Stock at Close | | | | |
| Work-in Process& finished goods | | 28215391.05 | | 33367086 |
| Stock Decreased /(Increased) by | | 5151694.62 | | 3088454 |
| TOTAL | | 5151694.62 | | 3088454 |

To Note-7 b
Other Liabilities

| Particulars | As at March 31,2017 (Rs) | As at March 31,2016 (Rs) |
|---|--------------------------------|--------------------------------|
| Contribution to PF receivable | 0.00 | 0.00 |
| Gratuity receivable | 591.00 | 167504.00 |
| Suspense | 0.00 | 0.00 |
| Outstanding Charges | 9670832.00 | 14367715.00 |
| Sales Tax payable | 1039917.00 | 3670032.00 |
| Bank Loan recoveries payable | 308214.30 | 157525.00 |
| Excise duty payable on Finished goods | 369984.00 | 887238.00 |
| PF Collection payable | 1645188.00 | 1692706.00 |
| ESI Payable | 7299.00 | 12089.00 |
| LIC Premium Collection payable | 127158.70 | 140706.00 |
| Salaries & Wages Payable | 970194.78 | 1088256.00 |
| TDS from Contractors/Professional payable | 400757.00 | 252685.00 |
| TCE Co op Bank LTD K 234 | 957497.98 | 1108434.00 |
| Housing loan recoveries payable | 34974.00 | 1164.00 |
| Employees welfare fund Collection payable | 79111.37 | 633383.00 |
| Bonus/Festival allowance payable | 2198061.00 | 2298980.00 |
| Kerala Construction Workers Welfare Fund | 85580.00 | 69691.00 |
| Professional Tax collection payable | 0.00 | 0.00 |
| Face recoveries payable | 7850.00 | 5675.00 |
| Trade union recoveries payable | 6025.00 | 18025.00 |
| Canteen recoveries Payable | 19980.60 | 4.00 |
| LIC-Group Gratuity Premium Payable | 79116563.00 | 67688066.00 |
| Sales tax deducted from contractors | 4437.00 | 4437.00 |
| Service Tax col. Payable | 420.00 | 0.00 |
| Lease Rent Payable | 149863.00 | 128454.00 |
| Customs Duty Payable | 0.00 | 0.00 |
| Kerala State Electricity Board | 21397425.00 | 22496509.00 |
| Kerala State Maritime Development Corpn. | 10763283.00 | 10763283.00 |
| Short term borrowings from PSUs | 15000000.00 | 0.00 |
| Round off | 0.00 | 2.00 |
| Total | 144361206.73 | 127652563.00 |

**To Note- 4 & 7 a**
HDFC BANK LOAN

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-----------------------------------|----------------------------|----------------------------|
| Vechile loan : Less than one year | 157,224.00 | 124000.00 |
| Vechile loan : More than one year | 414,919.24 | 598240.93 |
| Total | 572,143.24 | 722241.93 |

To Note- 17
EXCISE DUTY COLLECTED

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--|----------------------------|----------------------------|
| Excise Duty on Sale of Products | 23,847,273.00 | 34331268 |
| Excise Duty on Products used for other purpose | - | 0 |
| Sale of Scrap | 111,503.00 | 57313 |
| Total | 23,958,776.00 | 34388581 |

To Note-21**EMPLOYEE BENEFITS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| a) Salaries, Wages, Bonus etc. | | |
| BONUS | 2,138,620.00 | 2,243,402.00 |
| FESTIVAL ALLOWANCE | 27,500.00 | 28,800.00 |
| LEAVE SALARY | - | 2,065,341.00 |
| SALARIES & WAGES- C. PAINT | 1,651,638.29 | 961,963.73 |
| SALARIES & WAGES-GENERAL | 45,280,512.64 | 46,302,823.98 |
| SALARIES & WAGES-MANUFACTURING | 20,303,308.91 | 16,692,729.20 |
| SALARIES & WAGES-MEDICAL AID | 364,173.98 | 344,711.90 |
| SALARIES & WAGES-PACKING | 3,407,052.68 | 3,552,070.90 |
| SALARIES & WAGES-SHELL | - | - |
| SALARIES & WAGES - VEHICLE MAINTENANCE | 1,742,996.09 | 1,630,819.55 |
| SALARY - DEPOTS & REPS | 4,178,430.42 | 3,832,827.70 |
| SALARY - OFFICE | 8,655,401.00 | 8,583,319.83 |
| SALARY - SALES | 933,569.89 | 842,562.26 |
| SALARIES & WAGES - MACHINERY MAINTENANCE | 20,536,775.92 | 19,294,297.63 |
| WORK MEN COMPENSATION | - | - |
| SUBSISTANCE ALLOWANCE | - | - |
| REMUNARATION TO MANAGING DIRECTOR | 1,631,345.00 | 1,705,206.00 |
| Total | 110,851,324.82 | 108,080,875.68 |
| b) Contribution to Provident & Other Funds | | |
| Gratuity | - | 68,126.00 |
| Contribution to Provident Fund | 7,771,060.00 | 8,732,534.00 |
| Contribution to ESI | 47,108.00 | 51,205.00 |
| Contribution to Kerala Labour Welfare Fund | 5,072.00 | 5,408.00 |
| GROUP INSURANCE PREMIUM | - | 765,129.00 |
| Total | 7,823,240.00 | 9,622,402.00 |
| C) Staff Welfare Expenses | | |
| CANTEEN SUBSIDY | 1,260,972.00 | 1,912,423.00 |
| CONTRIBUTION TO WELFARE FUND | 74,130.00 | 40,010.00 |
| EMPLOYEES WELFARE EXPENSES | 1,768,444.20 | 1,639,351.40 |
| MEDICAL AID | 1,774,299.00 | 1,441,327.00 |
| WASTE & GARBAGE REMOVAL | 17,802.00 | 52,514.00 |
| Total | 4,895,647.20 | 5,085,625.40 |
| Grand Total | 123,570,212.02 | 122,788,903.08 |

**To Note-17
REVENUE FROM OPERATIONS**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|----------------------------|----------------------------|----------------------------|
| Sale of Products | | |
| White Cement Sales - HO | 168329096.00 | 252519636.00 |
| White Cement Sales - Depot | 35238182.00 | 45772020.00 |
| Cement Paint Sales | 537354.00 | 1138747.00 |
| Emulsion Paint | 0.00 | 0.00 |
| Wall Putty Sales - HO | 8089976.00 | 6021779.00 |
| Wall Putty Sales - Depot | 395850.00 | 131950.00 |
| Excise Duty | 23847273.00 | 34331268.00 |
| Total | 236437731.00 | 339915400.00 |

**To Note-18
MISCELLANEOUS INCOME**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--------------------------------------|----------------------------|----------------------------|
| a) Rent (Income) | | |
| Rent Received - Other Source | 146162.00 | 113864.00 |
| Rent Received - Post Office Nattakom | 6810.00 | 7002.00 |
| Total | 152972.00 | 120866.00 |
| B) Sundry Income | | |
| Misc. Income : Auction Sales | 6000.00 | 2101.00 |
| Misc. Income : Hire Charges | 6900.00 | 1850.00 |
| Misc. Income : Others | 225.00 | 1500.00 |
| Misc. Income : Project/internalship | 696000.00 | 374000.00 |
| Misc. Income : RTI Act | 445.00 | 1136.00 |
| Misc. Income : Sale of Sundry Items | 130370.00 | 913842.00 |
| Misc. Income : Scrap sales | 887390.00 | 498370.00 |
| Total | 1727330.00 | 1792799.00 |
| c) Profit on Sale of Asset | 80998.00 | 33141.00 |
| d) Interest (Income) | 520000.30 | 4496621.17 |
| e) Project Income | 8201694.00 | 9550751.00 |
| e) Prior period Income | 0.00 | 0.00 |

**To Note-22
FINANCE COST & INTEREST PAID**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-----------------------------|----------------------------|----------------------------|
| Interest on Government Loan | 31081898.00 | 25124642.00 |
| KSEB Dues | 0.00 | 1452187.00 |
| Stockist Deposits | 228267.00 | 205930.00 |
| Others | 99384.88 | 75419.93 |
| Buyers Credit | 0.00 | 144189.15 |
| Total | 31409549.88 | 27002368.08 |

**To Note-23
Packing Materials**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-------------------------------------|----------------------------|----------------------------|
| PACKING MATERIALS * W. PUTTY * KTM. | 21,444.00 | 307,345.00 |
| PACKING MATERIALS * PAINT* KOTTAYAM | 122,951.00 | 46,126.00 |
| PAPER BAGS CONSUMED | 3,715,729.00 | 5,835,646.00 |
| Total | 3,860,124.00 | 6,189,117.00 |

**To Note-23
Discounts**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|------------------------------------|----------------------------|----------------------------|
| CASH DISCOUNT * C. PAINT | 698,042.00 | 598,773.00 |
| CASH DISCOUNT * W. CEMENT | 377,540.00 | 613,347.00 |
| DEALERS DISCOUNT | 5,396,685.00 | 6,584,030.00 |
| PROMOTIONAL DISCOUNT * W. CEMENT | 2,348,252.00 | 4,178,704.00 |
| SPECIAL DISCOUNTS * W.C | 220,476.00 | 321,389.00 |
| SPECIAL DISCOUNTS * C.P | 5,090.00 | 184,091.00 |
| SPECIAL TRADE DISCOUNT * C. PAINT | 323,531.00 | 1,627.00 |
| SPECIAL TRADE DISCOUNT * W. CEMENT | 1,707,574.00 | 2,617,430.00 |
| SPECIAL INCENTIVE TO STOCKIEST | 106,467.00 | - |
| PAINTERS DISCOUNT COUPON | 337,860.00 | 453,515.00 |
| Total | 11,521,517.00 | 15,552,906.00 |

**To Note-23
Other Selling Expenses**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--------------------------------|----------------------------|----------------------------|
| SELLING & DISTRIBUTION | 5,274,029.00 | 7,875,340.00 |
| SELLING EXP.* FREIGHT CH.* C.P | - | - |
| SELLING EXP.* FREIGHT CH.* W.C | - | - |
| C&F AGENTS COMMISSION | 222,563.00 | 160,312.00 |
| SERVICE TAX ON OUTWARD FREIGHT | 100,752.00 | 100,857.00 |
| Total | 5,597,344.00 | 8,136,509.00 |

**To Note-23
Rent Paid**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-----------------------------------|----------------------------|----------------------------|
| THANNERMUKKAM - DREDGING DIVISION | - | - |
| OTHERS - LEASE RENT | 21,409.00 | 21,409.00 |
| COIMBATORE SALES OFFICE | 91,000.00 | 84,000.00 |
| TVM. OFFICE | 20,130.00 | 18,340.00 |
| Total | 132,539.00 | 123,749.00 |

**To Note-23
Rates & Taxes**

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|---|----------------------------|----------------------------|
| RATES & TAXES - INSP. FEE-DREDGER,BOATS etc | 4,875.00 | 4,285.00 |
| RATES & TAXES -OTHERS | 359,992.00 | 415,785.00 |
| RATES & TAXES - KVAT/SALESTAX RENEWAL etc | 3,600.00 | 3,668.00 |
| RATES & TAXES -VEHICLE TAX | 27,900.00 | 23,785.00 |
| RATES & TAXES - WATER CESS | - | - |
| Total | 396,367.00 | 447,523.00 |



To Note-23
Advertisement & Publicity

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-------------------------------------|----------------------------|----------------------------|
| ADVERTISEMENT * NEWSPAPERS | - | 21,000.00 |
| ADVERTISEMENT * SOUVENIRS & BANNERS | 20,000.00 | 149,000.00 |
| ADVERTISEMENT * NOTICES & TENDERS | 211,908.00 | 688,094.00 |
| ADVERTISEMENT - VISUAL MEDIA | - | - |
| Total | 231,908.00 | 858,094.00 |

To Note-17
Excise Duty

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|--------------|----------------------------|----------------------------|
| White Cement | 22,842,710.00 | 33,510,846.00 |
| Wall Putty | 944,852.00 | 691,942.00 |
| Cement Paint | 59,711.00 | 128,480.00 |
| Others | 111,503.00 | 57,313.00 |
| Total | 23,958,776.00 | 34,388,581.00 |

INCREASE/DECREASE IN STOCK

| Particulars | As at 31.03.2017 Rupees | As at 31.03.2016 Rupees |
|-------------------------------------|----------------------------|----------------------------|
| White Cement | 5328114.70 | 13615422.00 |
| Cement in Process | 21725228.77 | 21726821.00 |
| Cement Paint | 717042.00 | 464147.00 |
| Ayrcilic Emulsion Paint | 423.00 | 423.00 |
| Wall Putty | 5596277.20 | 469412.88 |
| Stock At Depots | 0.00 | 179314.00 |
| Total Opening Stock | 33367085.67 | 36455539.88 |
| White Cement | 1416907.43 | 5328114.70 |
| Cement in Process | 21726334.71 | 21725228.77 |
| Cement Paint | 1781613.00 | 717042.00 |
| Ayrcilic Emulsion Paint | 423.00 | 423.00 |
| Wall Putty | 3290112.90 | 5596277.00 |
| Stock At Depots | 0.00 | 0.00 |
| Total Closing Stock | 28215391.05 | 33367086.00 |
| (Increase)/Decrease in stock | 5151694.62 | 3088454.00 |



A- SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31STMARCH. 2017

1. SIGNIFICANT ACCOUNTING POLICIES

a Basis of Accounting

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India. The Company has prepared these financial statements in accordance with the Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Insolvency petition is pending at NCLT which may affect the Going Concern of the company.

b Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

c Revenue Recognition

Revenue on sale of goods is recognized when the significant risks and rewards of ownership of goods have been passed to the buyer. Gross sales are exclusive of excise duty and sales tax whenever applicable. Other revenues are recognized on accrual basis.

d Fixed Assets

Fixed assets are stated at historical cost which includes taxes, duties, freight and other incidental expenses incurred for bringing the asset to the working condition required for their intended use, less depreciation to date.

e Depreciation/ Amortization

In compliance with the provisions of the Companies Act, 2013, the company has reworked depreciation with reference to the estimated economic life of Fixed Assets prescribed by Schedule II of the Act.

**f Investments**

Long term, Non - Trade and Unquoted 500 shares of Rs.100/- each of TCE Co-operative Bank Ltd. No: K 234, valued at cost.

g Inventories

Inventories are valued at cost or net realizable value whichever is lower.

The method of valuation is as under:

- a. Raw materials and stores and spare parts are valued at cost based on FIFO method.
- b. Finished goods are valued at cost or net realizable value which ever is less. Since the current selling price is less than the cost, selling price is considered for valuation of closing stock.
- c. Work in progress at cost of input raw material along with conversion cost including labour and overhead with weightage for degree of completion.

h Employee Benefits**i. Defined Contribution Plans**

The company has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are charged to the Statement of Profit and Loss for the year.

ii. Defined Benefit Plans(Gratuity -Funded)

The Company provides gratuity to the eligible employees under the Group Gratuity Scheme of Life Insurance Corporation of India.

iii. Long Term Employee Benefits

The Company has made provision for leave encashment benefit on the leave standing to the credit of each employee as on the date of balance sheet.

i Income Tax

Provision for current tax if any, is made as per the provisions of Income tax Act 1961. Deferred tax asset/liability, if any, and if substantial, appropriate provisions will be made in the accounts.

j Foreign Currency Transactions

The expenses and income in foreign exchange are accounted for at the rates prevailing on the date of transaction.

**k Investment Subsidy**

Investment subsidy received is treated as Capital Reserve.

l Earnings per share

Basic/ diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares/ dilutive potential equity shares outstanding as at the end of the year as the case may be.

m Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the company has a present obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the correct management estimates.

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are neither recognized, nor disclosed in the accounts.

n Specified Bank Notes

| | SBNs | Other denomination notes | Total |
|---------------------------------------|-------|--------------------------|---------|
| Closing cash in hand as on 08.11.2016 | 500 | 18425 | 18925 |
| (+) Permitted receipts | 18000 | 1413496 | 1431496 |
| (-) Permitted payments | 18500 | 1299416 | 1317916 |
| (-) Amount deposited in Banks | - | - | - |
| Closing cash in hand as on 30.12.2016 | - | 132505 | 132505 |

(Sd/-) Senior Manager (Finance)

(Sd/-) Dy.GM-Company Secretary

(Sd/-) Chairman & Managing Director

**37-DISCLOSURE UNDER THE ACCOUNTING STANDARDS****1. ACCOUNTING STANDARD 15 – EMPLOYEE BENEFITS****A. DEFINED CONTRIBUTION PLANS**

During the year, the following amounts have been recognized in the Statement of Profit and Loss on account of defined contribution plans:-

| Particulars | 2016 -17 | 2015-16 |
|--------------------------------|-----------------|-----------------|
| Employers contribution to PF | Rs. 77,71,060/- | Rs.87,32,534 /- |
| Employers contribution to ESIC | Rs. 47,108/- | Rs. 51,205/- |

B. DEFINED BENEFIT PLANS

The Company provides gratuity to the eligible employees under the group gratuity scheme of Life Insurance Corporation of India. During the year an amount of Rs.1,21,78,497/- have been provided for as premium payable under the said scheme. An amount of Rs.7,91,16,563/- (Rs.6,76,88,066 for the previous year) is payable as accumulated premium as on 31st March 2017).

C. OTHER EMPLOYEE BENEFITS

| | |
|---|---------------|
| Canteen Subsidy | Rs. 12,60,972 |
| Medical Aid (Including Medical Insurance) | Rs. 17,74,299 |
| Employee's Welfare Expenses | Rs. 17,68,444 |
| Contribution to Employees welfare Fund | Rs. 74,130 |

2. ACCOUNTING STANDARD 18 – RELATED PARTY DISCLOSURE

(As prescribed by Companies (Accounting Standard) Rules, 2006)

A. Related Parties and nature of relationship

- (i) Mr. G. Lakshman IPS, Managing Director
a) Salary paid - Rs.16,31,345/- (Rs.17,05,206 for the previous year) including Pay revision arrears Rs.3,02,724/- for the year 2014-17

- (ii) Mr.Saji .A.J , Company Secretary
a) Salary Rs.7,25,697/- (Rs. 7,83,506 for the previous year)
b) Seasonal & Festival Advance Rs. 7500/- (Rs. 5430 for the previous year)

3. ACCOUNTING STANDARD 20 – EARNINGS PER SHARE

| Particulars | Profit for the year ended 31.03.2017 | Profit for the year ended 31.03.2016 |
|--|--------------------------------------|--------------------------------------|
| Profit after taxation | | |
| Weighted average number of equity shares of Rs.10 each (Fully paid up) | 2708742 Nos | 2708742 Nos |
| Earnings per share (Basic and diluted) | (50) | (40) |

4. ACCOUNTING STANDARD 22 – ACCOUNTING FOR TAXES ON INCOME

Deferred tax asset/liability has not been taken into account in view of substantial amounts of loss for the year and carried forward losses.

5. ACCOUNTING STANDARD 27 – JOINT VENTURE

The Company has entered into a joint venture agreement with the Kerala State Maritime Development Corporation for the dredging and beautification (of the side protection) works of Akkulam Lake awarded by the Government of Kerala for a total contract value of 29 crores. As per the direction of the Government of Kerala, the work is to be carried out in joint venture with Kerala State Maritime Development Corporation Ltd and the company as the lead party. The profit/loss is to be shared equally by the parties. However, the Company is responsible for the execution of the work. The Government of Kerala has given the full contract value in advance. The value of work done every year is adjusted against the advance received and the profit earned has been shared till 31st March 2014. The share of profit/loss for the year ended 31st March 2017 has not been ascertained and not taken into account.

6. ACCOUNTING STANDARD 28 – IMPAIRMENT OF ASSETS

The Company is in the process of ascertaining the details of impaired assets and the necessary adjustments will be made in the books of accounts on ascertaining the details.

7. ACCOUNTING STANDARD 29 – PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

a) M/s Indian Oil Corporation Limited has claimed Rs.41,54,066/- towards supply of furnace oil and pending before the court. The company has disputed the claim since the claim relates to shortages in the supply of furnace oil.

b) M/s General Chemical Industries claimed Rs.50,000/- towards value of Flint Pebbles supplied and the case is pending before Honourable City Civil Court, Calcutta. The company has disputed the claim since the goods supplied were of inferior quality.

c) The Income Tax Department had claimed an amount of Rs.23,31,170/- including interest for the assessment year 2000-01. The demand was raised due to dis-allowance of the claim for provision made for shortage in stock amounting to Rs.46,13,711/-. The matter is pending before commissioner of Income Tax (Appeals).

d) The commissioner of Central Excise, Customs and Service Tax has issued order dated 27-07-2016 against the company on appeal filed by the company for waiver of interest and penalty for the delay in remitting the Service Tax. The liability towards interest for the delayed payments and penalty amounts to Rs.17402813. The company prefers an appeal against the order before the due date.

e) Sales Tax & Vat

- 1) Sales Tax demand for the assessment years 1996-97 to
1998 - 99 of Coimbatore Office.

Rs.13, 81,364

- 2) Vat demand for the assessment year 2005-06

Rs. 3, 45,807

As per the orders of Sales tax authorities, an amount of Rs.4,40,128 has been paid till 31.03.2009 and is included in Schedule No.12, under the head 'Loans and Advances'. Besides, Bank guarantee for Rs.12, 11,236 have also been executed for the assessment years 1995-96, 1996-97, 1997-98 and 1998-99.

For and on behalf of the Board

(Sd/-) Senior Manager (Finance)
(Sd/-) Dy.GM-Company Secretary
(Sd/-) Chairman & Managing Director

As per our report of even date
For M/s Rangamani & Co
Chartered Accountants
FRN - 003052S

(Sd/-)
R Sankar FCA, DISA
M No: 025718
Partner



NOTES FORMING PART OF THE ACCOUNTS

Note 25

Vide Government Order No. 37/06/Revenue dated 07/02/2006, lease rent of land was increased from Rs. 21,409/- to Rs. 13,24,688.50 per annum with effect from the year 1985 onwards resulting in a liability of Rs. 3,12,78,708 up to the year 2008-09. The Company vide letter no. 1245 dated 03/07/2009, requested the Government to withdraw the above mentioned Government Order and either to maintain the status quo prior to the issue of it or to transfer title of the property to the Company. Considering the Company's representation, Government of Kerala vide order No. 177/2010/Revenue, dated 18/05/2010 has restored old lease fee of Rs. 21,409/- up to the year 2009-2010. The Lease Rent was not revised by the Government till date. Accordingly, the lease rent at the existing rate of Rs. 21,409/- payable for the current year is included in rent paid.

Note 26

In addition to remuneration, the Managing Director was provided with a Staff Car for Official duties. The car when used for non-duty purpose by Managing Director, recovery is made as per the existing Government rules. Travelling expenses amount Rs.2,24,544/- reimbursed is included in 'Travelling Expenses'. The remuneration of Rs. 16,31,345.00 paid to the Managing Director including salary arrears of Rs.3,02,724.00 relating to previous year.

Note 27

Trade Payable, Trade Receivables and Loans and Advances are subject to confirmation.

Note 28

Detailed particulars of raw materials consumed:

| No.1 | For White Cement | Current year | | Previous year | |
|------|-----------------------|--------------|--------------|---------------|-------------|
| | | Qty. M.T. | Amount(Rs.) | Qty. M.T. | Amount(Rs.) |
| | Lime Shell | 0 | 0 | 0 | 0 |
| | Waste Sandy Clay | 0 | 0 | 0 | 0 |
| | White Clay | 0 | 0 | 0 | 0 |
| | White Gypsum | 446 | 13,93,382 | 575 | 2,030,992 |
| | Lime Sludge | 0 | 0 | 0 | 0 |
| | Imported W. Clinker | 9,371 | 12,19,51,108 | 13,832 | 180,187,254 |
| | Other Direct Expenses | 0 | 0 | 0 | 27,897 |

(Sd/-) Senior Manager (Finance)

(Sd/-) Dy.GM-Company Secretary

(Sd/-) Chairman & Managing Director



| | | | | | |
|---|---------------------|-------|--------------|--------|--------------|
| 2 | For Cement Paint | | | | |
| | White Cement | 9.325 | 0 | 28.625 | 0 |
| | Titanium Dioxide | 0.045 | 7,946 | 0.180 | 26,645 |
| | Aluminium Stearate | 0.151 | 12,048 | 0.347 | 33,769 |
| | Red Oxide | 0.072 | 3,067 | 0.261 | 20,011 |
| | Calcite Powder | 0.0 | 0 | 6.050 | 22,853 |
| | Other raw materials | 0 | 76,436 | 0 | 2,73,040 |
| 3 | For Wall Putty | | 28,99,983 | | 29,66,639 |
| | GRAND TOTAL | | 12,63,43,970 | | 18,55,89,100 |

Break up of Consumption

| Particulars | For the year ended 31-03-2017 | | For the year ended 31-03-2016 | |
|------------------|-------------------------------|--------------|-------------------------------|-------------|
| | % | Amount | % | Amount |
| Imported Clinker | 96.50 | 12,19,51,108 | 97.09 | 180,187,254 |
| Indigenous | 3.5 | 43,92,862 | 2.91 | 5,401,846 |
| Total | 100.00 | 12,63,43,970 | 100.00 | 185,589,100 |

Note 29

Particulars of Opening & Closing Stocks of goods produced:

| No | | Closing Stock 31/03/2017 | | Opening Stock 01/04/2016 | |
|----|-----------------------------|--------------------------|------------|--------------------------|------------|
| | | Quantity Tonnes | ValueRs. | QuantityTonnes | ValueRs. |
| 1 | Cement & Cement in Process | | | | |
| | (a) White Cement | 64.733 | 12,42,929 | 272.698 | 5,244,719 |
| | Stock at Depot | 0.000 | 19,93,808 | 0.000 | 83,396 |
| | (b) Cement in process : | | | | |
| | White Slurry | 26.000 | 198,312 | 26.000 | 198,312 |
| | White Clinker | 897.00 | 21,528,023 | 897.00 | 21,526,917 |
| 2 | Cement Paint | 16.263 | 4,57,397 | 20.758 | 717,042 |
| 3 | Wall Putty | 73.914 | 15,67,439 | 89.772 | 5,996,277 |
| 4 | Emulsion Paint (in Litters) | 8.000 | 423 | 8.000 | 423 |
| | Total | | 26,988,331 | | 33,367,086 |

(Sd/-) Senior Manager (Finance)

(Sd/-) Dy.GM-Company Secretary

(Sd/-) Chairman & Managing Director

**Note 30**

. Value of Imports on CIF basis

| | |
|-----------------------------|---------------------|
| 1. Raw Materials | Rs. 10,11,13,444.00 |
| 2. Components & Spare Parts | Nil |
| 3. Capital Goods | Nil |
| 4. Packing Materials | Nil |

Expenditure in Foreign Currency during the financial year USD 15,02,492.00

Note 31

Provision for Leave Encashment:

The Company has made provision for leave encashment benefit based on the leave standing to the credit of the employees as at the year end. Liability for leave encashment as at 31st March 2017 amounting to Rs.2,15,49,079.

Note 32

The following Income tax claims are under dispute and hence not provided for:

- | | |
|---|---------------|
| a) Income tax demand for the assessment year 2000-01 | |
| Pending before the CIT (Appeals) | Rs.23.31 lakh |
| b) Income tax demand for the assessment year 2001-02 | Rs.2.24 lakh |

Note 33

Accounting Standard 17 on segment reporting is not applicable to the Company, as its products form part of a single business segment viz., Cement and Cement products. Moreover, since the Company confines its revenue generating activities within India, there is only one geographical segment as far as the Company is concerned.

Note 34

Interest expense include Rs.3,10,81,898/- being the interest payable for the year 2016-17 on loan of Rs.25.89 crores received from Government of Kerala. The interest payable was calculated at a rate including penal interest.

Note 35

Previous year's figures have been regrouped wherever found necessary.

Note 36

Since the financial result is negative no deferred tax asset/liability for the year has been provided.

**Note 37**

The following suits are pending against the company:-

- ❖ Insolvency petition has been filed by a vendor, Universal Solution LLC due to non payment of certain dues and is pending before NCLT. Adverse decision by NCLT may affect the going concern status of the Company. As per the Order of NCLT Division Bench Chennai, order no: CP/198/IB/2018 dated 22.05.2019, the petition of Universal Solutions of America LLC is hereby dismissed as misconceived with liberty to proceed in accordance with law exempting the time gone in pursuing the proceeding as contemplated u/s 14 of the Limitation Act 1963.
- ❖ OS No. 172/2006 Before the Addl. Sub Court, Kottayam, Travancore Cements V/s. M/s. Vembanad Enterprises, recovery of amount of Rs. 3,71,843.75 due from the party.
- ❖ Suit No.2538/ 1993 Before the High Court of Judicature at Bombay, TCL V/s. Bharathi Shipyard Pvt. Ltd, The suit is for the recovery of Rs. 22,79,730/- being interest claimed on Rs. 11,43,016/- from 2nd March 1984 to 2nd September 1993. The party collected an amount of Rs. 11,43,016/- as excise duty in 1984 but did not remit this money to central Excise Dept.
- ❖ OS 20/2007 Before the Addl. Sub-Court, Kottayam, TCL c/s M/s V. John & Sons, Thiruvalla. The opposite party was the stockist of the Company. The suit was filed claiming the amount of Rs 8,01,235.50 due from them towards the credit sales of White Cement & Cement Paint made to them.
- ❖ OS No.583/2008 (Old No) OS No.627/2010.(New No) Before the Fast Tract Court-II, Coimbatore & Principal Subordinate Judge, Coimbatore, Claiming a sum of Rs. 5,31,618-29 together with interest @ 18% p.a. (total amount claimed as on 10/07/2008 was Rs. 5,58,027/-) due from Sree Lakshmi Associate, one of the company's stockist for White Cement in Coimbatore.
- ❖ WP(C) 39529/2015 Before the High Court of Kerala, TCL V/s Asst. Commissioner of Central Excise Customs and Service Tax claim for Service Tax Refund for the period 2010-11, 2011-12 regarding Akkulam Rejuvenation Project under the head of dredging service and goods transport agency service.

(Sd/-) Senior Manager (Finance)
 (Sd/-) Dy.GM-Company Secretary
 (Sd/-) Chairman & Managing Director

**Annexure C****The Travancore Cements Limited, Kottayam- 686013****Directions under sub-section (5) of section 143 of the Companies Act, 2013 –
For the year 2016-17****GENERAL**

1. If the Company has been selected for disinvestment, a complete status report in terms of valuation of Assets (including intangible asset and land) and Liabilities (including committed & General Reserves) may be examined, including the mode and present stage of disinvestment process.

Not Applicable.

2. Whether the company has clear title/ lease deeds for freehold and leasehold land respectively? If not please state the area of freehold and leasehold land for which title/lease deeds are not available.

(a) It is informed that there is a shortage of 28 cents in the total area of 307 cents of land as per records in respect of landed property owned by the company at Thrikakara, Ernakulam, the market value of which is high.

(b) There is a shortage of 19.91 cents of land in the total area of 202.640 cents owned at Vaikkom.

3. To report whether there are any cases of waiver/write off of debts/loans/interest etc., if yes, the reasons thereof, and the amount involved.

There are no cases of waivers of debts/loans/interest etc.

4. Whether proper records are maintained for inventories lying with third parties & assets received as gift from Government or other authorities?

Proper records are maintained for inventories lying with third parties. No assets have been received as gift from Government or other authorities.

5. A report on age-wise analysis of pending legal/ arbitration cases, including the reason of pendency and existence/ effectiveness of a monitoring mechanism for expenditure on all legal cases (foreign and local) may be given.

Details of pending legal/arbitration cases are as follows:-

| Nature of Statute | Period to which dispute relates (Assessment Year) | Amount Disputed (in lakhs) | Forum where dispute is pending |
|-------------------|---|----------------------------|---|
| a) Income Tax | 2000-01 | Rs 23.31 | Commissioner of Income Tax (Appeals) |
| b) Service Tax | 2010-11 and 2011-12 | Rs 174.03 | The company has filed an appeal before the Appellate Tribunal |
| c) Sales Tax | 1996-97 to 1998-99, 2005-06 | Rs 13.81 Rs 3.45 | Deputy Commissioner (Appeals) |



MANUFACTURING SECTOR

1. Whether the Company's pricing policy absorbs all fixed and variable cost of production as well as the allocation of overheads?

The pricing policy does not absorb all fixed and variable costs of production as well as allocation of overhead.

2. Whether the company has utilized the Government assistance for technology up gradation/ modernization of its manufacturing process and timely submitted the utilization certificates.

The company has received loans for capital projects/working capital. However, there is diversion of funds received for capital projects, Further, the capital projects have not been completed.

3. Whether the company has fixed norms for normal losses and a system for evaluation of abnormal losses or for remedial action is in existence.

The company has no fixed norms for normal losses. It also does not have a system for evaluation of abnormal losses or for remedial action.

4. What is the system of valuation of by-products and finished products? List out the cases of deviation from declared policy.

There are no by-products. Finished products have been valued at lower of cost or net realizable value. Cost of materials consumed has been arrived at by adopting average cost method and not on weighted average cost method prescribed by Accounting Standard 2 of Institute of Chartered Accountants of India. However the effect of the same is not material.

5. Whether the effect of deteriorated stores and spares of closed units been properly accounted for in the books.

The effect of deteriorated stores and spares of idle manufacturing units have not been properly accounted. Such items should be identified and necessary entries should be passed.

6. Whether the company has an effective system for physical verification, valuation of stock, treatment of non-moving items and accounting the effect of shortage/excess noticed during physical verification.

The company has an effective system of physical verification of raw materials and finished goods. General stores, building materials, spare parts etc. includes non-moving obsolete items. This has not been identified and adequate provisions has not been made.

7. State the extent of utilization of plant and machinery during the year vis-à-vis installed capacity.



It was informed that the installed capacity is as follows:-

INSTALLED AND LICENCES CAPACITY

- | | |
|----------------------------------|--|
| a) 1. Installed capacity | 50,800 tonnes of Grey Cement or 30,000 tonnes of White Cement per annum 1,050 tonnes of Cement Paint per annum |
| 2. Licensed Capacity | 50,800 tonnes of cement per annum |
| 3. Capacity registered with DGTD | 6,000 tonnes of Cement Paint per annum |
- b) Actual Production

Current year (in MT)

- | | |
|-------------------|------|
| (i) White Cement | 9817 |
| (ii) Cement Paint | 15 |
| (iii) Wall Putty | 387 |

8. Report on the cases of discounts/ commission in regard to debtors and creditors where the Company has deviated from its laid down policy.

No such instances were found during the period under review.

TRADING

1. Whether the Company has an effective system for recovery of dues in respect of its sales activities and the dues outstanding and recoveries there against have been properly recorded in the books of accounts?

Yes

2. Whether the Company has an effective system for physical verification, valuation of stock, treatment of non-moving items and accounting the effect of shortage/ excess noticed during physical verification.

The inventory has been physically verified by the management at the close of the year. In our opinion, the frequency of verification is not reasonable.

The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

The company is maintaining proper records of inventory. The inventory of general stores, building materials, spare parts etc includes non-moving and obsolete items. Adequate provision for the loss has not been made.

The discrepancies noticed on verification between the physical stocks and the book records were not material.

**OTHERS**

1. Examine the system of effective utilization of loans/ Grant-in-Aid/Subsidy. List the cases of deviation of funds.

The company has taken loan from the government of Kerala and the total loan received up to 31.3.17 amounts to Rs.25.89 crores. Most of the loan amounts was utilized for working capital.

2. Examine the cost benefit analysis of major capital expenditure/ expansion including IRR and payback period.

During the year there is no major capital expenditure/ expansion

3. If the audited entity has computerized its operations or part of it, assess and report, how much of the data in the company is in electronic format, which of the areas such as accounting, sales personnel information, payroll, inventory etc. have been computerized and whether the company has evolved proper security policy for the data/software/hardware?

The company has computerized its operations except stock records for raw materials and finished goods. The software package in use is to be up graded/ replaced. We also suggest that a system audit may be conducted in order to ensure the reliability and effectiveness of the system controls of the software.

(Sd/-)

R. Sankar B.Com FCA DISA
(Membership No.025718)
UDIN : 19025718AAAAAE5920
Partner, Rangamani & Co
Chartered Accountants
(Firm No.003052S)
Kollam - 691013

Place: Kollam

Date: 12.07.2019



**OFFICE OF THE ACCOUNTANT GENERAL (ECONOMIC AND REVENUE
SECTOR AUDIT) KERALA, THIRUVANANTHAPURAM**

**COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER
SECTION 143(6)(b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL
STATEMENTS OF THE TRAVANCORE CEMENTS LIMITED, KOTTAYAM FOR THE
YEAR ENDED 31 MARCH 2017.**

The preparation of financial statements of **The Travancore Cements Limited, Kottayam** for the year ended **31 March 2017** in accordance with the financial reporting framework prescribed under the Companies Act, 2013 (Act) is the responsibility of the management of the company. The statutory auditors appointed by the Comptroller and Auditor General of India under Section 139(5) of the Act are responsible for expressing opinion on the financial statements under section 143 of the Act based on independent audit in accordance with the standards on auditing prescribed under section 143(10) of the Act. This is stated to have been done by them vide their Audit Report dated **12 July 2019**.

I, on behalf of the Comptroller and Auditor General of India, have decided not to conduct the supplementary audit of the financial statements of **The Travancore Cements Limited, Kottayam** for the year ended **31 March 2017** under section 143 (6) (a) of the Act.

**For and on behalf of
The Comptroller and Auditor General of India**

K. P. ANAND

ACCOUNTANT GENERAL (E&RSA), KERALA

Thiruvananthapuram

Dated: 13.08.2019



THE TRAVANCORE CEMENTS LIMITED
Regd. Office: NATTAKOM, KOTTAYAM, KERALA – 686 013

ATTENDANCE SLIP

I hereby record my presence at the adjourned 70th Annual General Meeting of the Company held on Thursday, 29th April 2021 at 11.00 a.m. at Nattakom, Kottayam- 686013.

Member's Folio/DPID Client ID No.

Name & Address of Shareholder:

Joint Shareholder :

Signature of the Member/
Joint Members/Proxy

Note :

1. Sign this attendance slip and hand it over at the attendance verification counter at the entrance of meeting hall.
2. Electronic copy of the notice of the AGM along with attendance slip and proxy form is being sent to all members whose e-mail address is registered with the company/depository participants unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this attendance slip.
3. Physical copy of the Annual Report 2016-2017 along with attendance slip and proxy form is sent in the permitted modes to all members whose e-mail is not registered or have requested for a hard copy.

ELECTRONIC VOTING INFORMATION

| EVEN(Electronic Voting Event Number) | USER ID | PASSWORD |
|--------------------------------------|---------|----------|
| | | |

**THE TRAVANCORE CEMENTS LIMITED****Regd. Office: NATTAKOM, KOTTAYAM, KERALA – 686 013**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the adjourned 70th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the adjourned 70th AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.
- IV. The remote e-voting period commences on 26-04-2021 at 9.00 am and ends on 28-04-2021 at 5.00 pm. During this period members of the company holding shares either in physical form or dematerialized form as on the cut off date 23-04-2021 being the record date for the purpose of voting, may cast their vote electronically. The remote e-voting module shall be disable by NSDL for voting thereafter. Once the vote on a resolution is cast by the member shall not be allowed to change it subsequently.
- V. Process and manner for remote e-voting are as under

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

1. Your password details are given below:

a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to krishnaprasadcs@gmail.com with a copy marked to evoting@nsdl.co.in
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



- A. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM:
- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23-04-2021.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX Mr. Krishna Prasad R.S., Practicing Company Secretary (Membership No.7080) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the (AGM), a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company in www.travcement.com and on the website of NSDL
- XIII. The Results of e-voting and voting at the meeting, if any, on resolutions shall be aggregated and declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite numbers of votes in favor of the Resolutions.
- XIV. The Notice of the adjourned 70th AGM is placed in the website of the Company www.travcement.com
- XV. For further clarifications or grievances please contact: cstravcement@gmail.com

**FORM No. MGT-11****Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U26941KL1946SGC001213
 Name of the company : THE TRAVANCORE CEMENTS LTD
 Registered office : NATTAKOM, KOTTAYAM, KERALA - 686013
 Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

Name:

Address:

E-mail Id:

Signature:or failing him

Name:

Address:

E-mail Id:

Signature:or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the adjourned 70th Annual General Meeting of the Company, to be held on Thursday, 29th April 2021 at 11.00 a.m. at the registered office and at any adjournment thereof in respect of such resolution as indicated below:-

| Sl. No. | Resolution |
|--------------------------|--|
| Ordinary Business | |
| 1 | To receive, consider and adopt the Directors' Report and the Audited Statements of Accounts for the year ended 31 st March 2017 with the reports of the Auditors and Accountant General (Audit), Kerala, thereon. |

Signed this..... day of..... 2021

Affix Rs.1/- Revenue Stamp

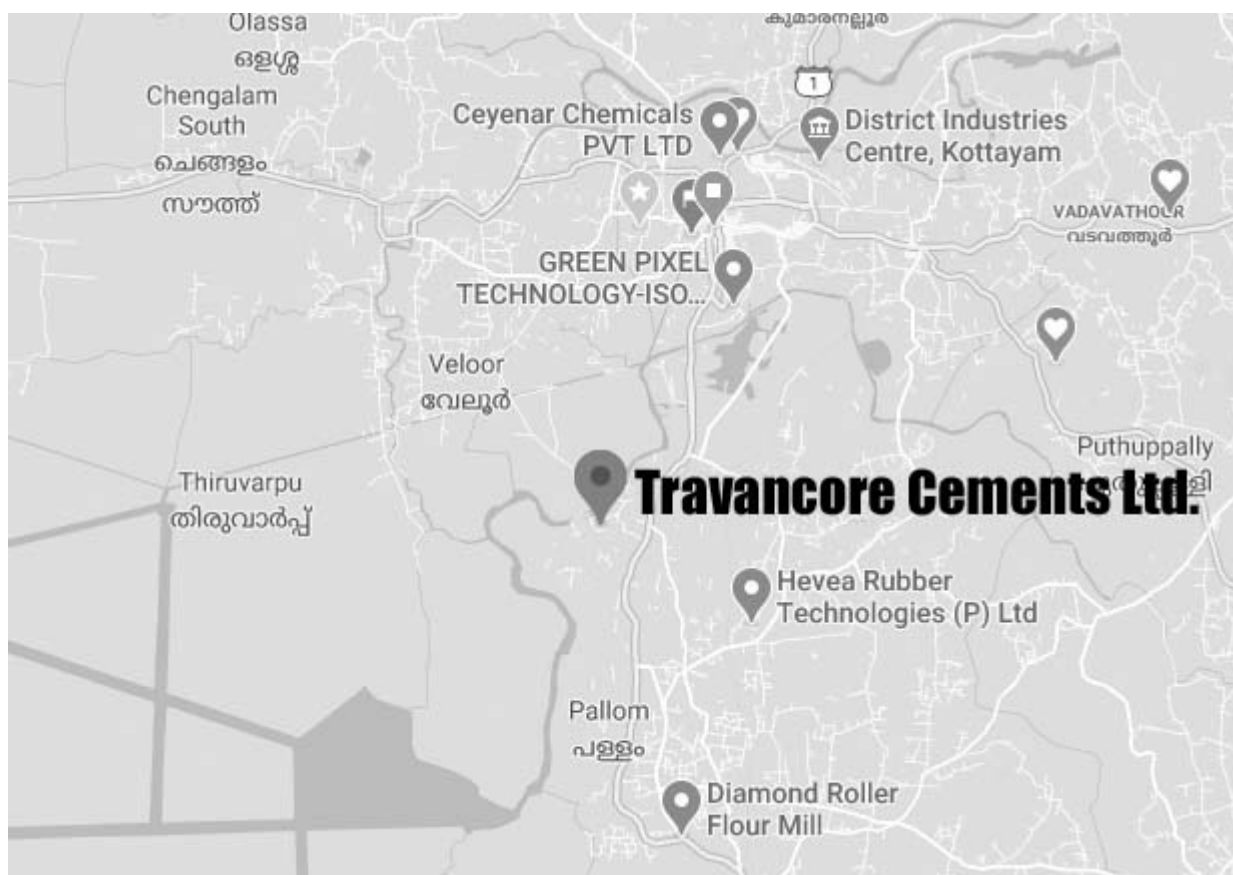
Affix Rs.1/
- Revenue
Stamp

Signature of shareholder.....signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Route Map of the AGM Venue -The Travancore Cements Ltd.



| | |
|-------------------------------|---------|
| From Nedumbassery Airport | - 93 km |
| From Kottayam Railway Station | - 6 km |
| From Kottayam KSRTC | - 4 Km |