



**DCM SHRIRAM**

Growing with trust



**ANNUAL  
REPORT  
2019-20**

**DCM SHRIRAM LTD.**

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# Corporate Information

## Registered Office

DCM Shriram Limited  
CIN – L74899DL1989PLC034923  
2<sup>nd</sup> Floor (West Wing), World Mark-1  
Aerocity, New Delhi-110037  
Tel. No. : (91) 11-42100200  
Email : response@dcmshriram.com  
Website : www.dcmshriram.com

## Bankers

Punjab National Bank  
State Bank of India  
HDFC Bank Limited  
Standard Chartered Bank  
ICICI Bank Limited

## Statutory Auditors

M/s. Price Waterhouse Chartered Accountants LLP,  
Chartered Accountants,  
Gurugram (Haryana)

## Board of Directors

Mr. Ajay S. Shriram  
*Chairman & Senior Managing Director*

Mr. Vikram S. Shriram  
*Vice Chairman & Managing Director*

Mr. Ajit S. Shriram  
*Joint Managing Director*

Mr. K.K. Kaul  
*Whole Time Director*

Mr. K.K. Sharma  
*Whole Time Director (EHS)*

Mr. Pradeep Dinodia  
*Non-Executive Independent Director*

Mr. Vimal Bhandari  
*Non-Executive Independent Director*

Mr. Sunil Kant Munjal  
*Non-Executive Independent Director*

Ms. Ramni Nirula  
*Non-Executive Independent Director*

Mr. Pravesh Sharma  
*Non-Executive Independent Director*

Justice (Retd.) Vikramajit Sen  
*Non-Executive Independent Director*

Mr. Sharad Shrivastva  
*LIC Nominee*

## Company Secretary

Mr. Sameet Gambhir

## Audit Committee

Mr. Pradeep Dinodia  
*Chairman*

Mr. Sunil Kant Munjal

Ms. Ramni Nirula

Mr. Pravesh Sharma

## Stock Exchanges where the Securities of the Company are Listed

### National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block-G,  
Bandra – Kurla Complex, Bandra (East),  
Mumbai-400051.

### BSE Ltd.

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001.

(It is confirmed that annual listing fee for the financial year 2020-21 has been paid by the Company to the above Stock Exchanges.)



From L to R: Mr. Ajay S. Shriram and Mr. Vikram S. Shriram

## CMD/VCMDs Message - Annual 2019-20

Dear Friends,

The year 2020 marks the 30th year of your company's operations and we can look back with a sense of pride and fulfillment at the milestones achieved during this journey. In the span of 30 years we have grown existing business, added new ones and more importantly constantly adapted to the changing ecosystem in which we operate. The financial year 2019-20 has however ended on a somber note with the onset of the Covid 19 virus. In the first quarter of the financial year 2020-21 we have had to reset our priorities, with safety of our employees being of prime concern. The full impact of the disruption to our businesses is difficult to predict at this stage. Most sectors of the economy will pass through a period of uncertainty with considerable negative impact. Under the circumstances, necessary steps are being taken for safe conduct of business activities, keeping costs under control, maintaining adequate liquidity and sustaining business.

The overall operating performance of the Company during 2019-20 was stable, with businesses like Sugar, Shriram Farm Solutions, Fenesta and Cement registering growth led by better product prices and volumes. Chlor-Alkali business witnessed a sharp decline in product prices as domestic caustic prices aligned with the international prices. The Company's total revenues on consolidated basis from operations stood at Rs.7,767 Crore in FY20 vs. Rs.7,771 Crore last year. Revenue of Sugar business was up by 7% with higher ethanol volumes as well as better realization of Sugar. Shriram Farm Solutions also registered a 6% increase in revenue led by volumes and realization in 'Value added inputs' vertical. Revenue of chemicals business was down by 10% driven by lower realizations partly offset by higher volumes. PBIT Margins improved in all businesses except Chemicals. This impacted the company's overall PBDIT margins which declined from 19% last year to 17% in 2019-20. Our focus on cost efficiencies and scale will continue in order to build resilience in all Business. Our existing commitments towards capacity expansion remain and future investments will be made after due evaluation.

The GDP growth rate during 2019-20 showed a declining trend each quarter. Further, the impact of COVID 19 has resulted in substantial decline in economic activity. It will test our resolve to overcome these challenge however we are confident that with the recent reforms announced by the central government the growth will be back. We believe that the agriculture related business should remain relatively insulated; however Chemicals, Plastics and Fenesta will face difficulties.

During the year, CSR activities have grown further and continue to be a central part of the company's operations. The four pillars that form the basis of our programme are 1. Preventive Health & Sanitation 2. Education, Vocational Skills & Livelihood 3. Environment Sustainability 4. Rural Development. These initiatives are in line with the long term CSR plan and are aligned to priorities of the government. The Projects taken up are designed to meet the needs of identified communities to improve their health status and make them self reliant

We would like to take this opportunity to thank all our stakeholders – members of the board, business associates, employees, suppliers, government agencies, lenders and shareholders – who have contributed to the growth of our company. With their cooperation, we are confident of delivering superior value to all stakeholders.

With best wishes,



(Vikram S. Shriram)  
Vice Chairman & Managing Director



(Ajay S. Shriram)  
Chairman & Sr. Managing Director

## Our Businesses

### 1. Chloro-Vinyl Businesses:

- i. **Chlor- Alkali:** DCM Shriram's Chlor-Alkali (Chemicals) business comprises Caustic Soda (Lye and flakes), Chlorine and associated chemicals including Hydrochloric acid, Stable Bleaching powder, Aluminium Chloride, Compressed Hydrogen and Sodium Hypochlorite.

The Company has two manufacturing facilities located at Kota (Rajasthan) and Bharuch (Gujarat) with full coal based captive power. The company's caustic soda capacity at Bharuch is 1345 TPD and at Kota is 498 TPD.

- ii. **Plastics Business:** A highly integrated business, located at the Kota plant, it involves manufacturing of PVC resins and Calcium Carbide with captive production of Acetylene, Chlorine and Coal based power. Company's raw carbide capacity stands at 340 TPD and PVC capacity stands at 220 TPD.

### 2. Sugar:

This business comprises 4 plants in Central U.P. with a total capacity of 38,000 TCD. These units have a total power cogeneration capacity of 141 MW and are also supported by 350 KLD of Distillery capacity and a 700 TPD refinery.



### 3. Agri-Input Businesses:

- i. **Shriram Farm Solutions:** This business provides a complete basket of Agri-inputs, viz. Hybrid seeds, Pesticides, Bulk fertilizers, Micro-nutrients and other Value added inputs, through its broad distribution network. The business also provides high quality agronomy services aimed at increasing farmer productivity. Bulk fertilizer business has been rationalized.
- ii. **Bioseed:** Bioseed business is present across the entire Seeds value chain, i.e. Research, Production, Processing, Extension activities and Marketing with established significant presence in India, Philippines, Vietnam and Indonesia. The Company is present in both Field and Vegetable Crops in India. In Philippines, Vietnam and Indonesia the business is present primarily in Corn. The operations in Indonesia and Vietnam have been rationalized.
- iii. **Fertilizer:** The Company operates the dual feed Natural Gas/Naptha based Urea plant with a capacity of 3.79 lakh MT, at its integrated manufacturing facility at Kota.

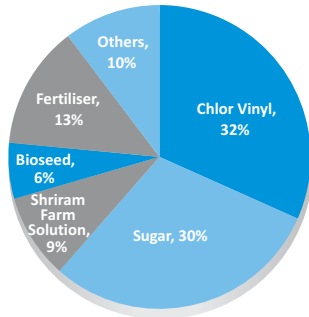
### 4. Other Businesses

- i. **Fenesta Building Systems** manufactures UPVC (Un-Plasticized PVC) windows and door systems under the brand "Fenesta". The business has also successfully introduced System Aluminium Windows. These businesses offer complete solutions starting from Design, Fabrication to Installation at the customer's site. As a part of its marketing initiatives, the business has set up self-owned Fenesta branded showrooms across multiple cities in India.
- ii. **Cement:** The company's cement business is located at its Kota plant with a manufacturing capacity of 4 lakh MT. The cement business leverages the waste generated from the Calcium Carbide production process to produce cement.
- iii. **PVC Compounding:** The business operates under a 50:50 Joint Venture with Axiall LLC (now a Westlake company, USA). The business' PVC compounding capacity is 32,564 MT / Annum
- iv. **Hariyali Kisaan Bazaar:** The Company has rationalized this business and discontinued the retail operations except for sale of fuel.

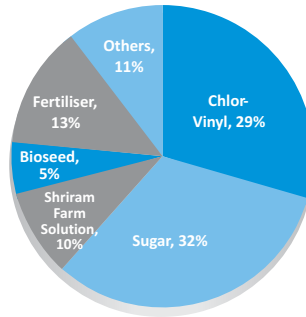


# Business Mix

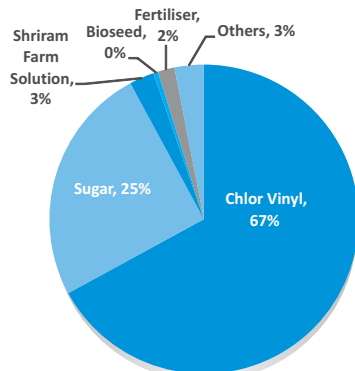
**Segment Revenue (FY 19)**



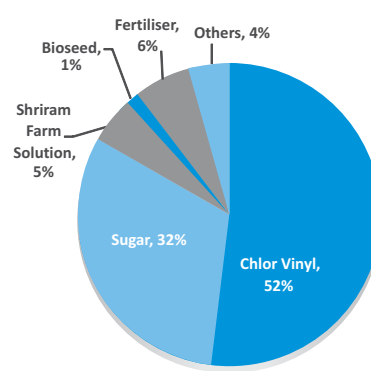
**Segment Revenue (FY 20)**



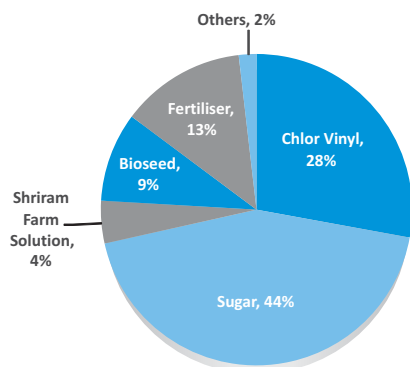
**Segment PBDIT (FY 19)**



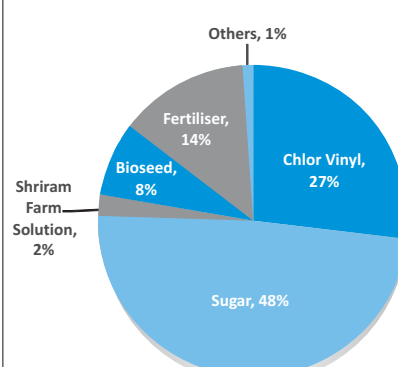
**Segment PBDIT (FY 20)**



**Segment Capital Employed (FY 19)**



**Segment Capital Employed (FY 20)**





# Financial Highlights

(Rs. Crores)

Financial Highlights										
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
<b>Gross Revenue</b>										
- Own Products	2683.4	3409.6	4087.0	4444.3	4157.2	3969.5	4843.5	5,885.0	6,866.5	6,722.8
- Traded	1595.7	1794.1	1683.2	1986.9	1693.2	2014.5	1242.9	1,079.2	876.8	966.5
- Other Operating Income	16.8	33.0	22.0	23.2	32.9	46.3	30.8	42.4	27.8	77.8
Gross Revenue from operations	4295.9	5236.6	5792.1	6454.4	5883.3	6030.2	6117.2	7,006.6	7,771.1	7,767.1
Net Revenue from operations	4151.3	5039.2	5538.9	6182.2	5639.2	5780.5	5788.5	6,900.5	7,771.1	7,767.1
PBDIT	231.9	364.8	574.1	558.9	450.3	545.6	817.9	1,091.0	1,456.3	1,249.9
Finance Cost	103.9	160.3	154.8	148.6	111.8	85.4	71.4	83.0	118.9	163.8
PBDT	128.0	204.5	419.2	410.3	338.6	460.2	746.4	1,008.0	1,337.4	1,131.0
Depreciation & Amortisation	160.0	156.9	146.8	137.9	110.2	98.0	113.7	140.7	157.2	219.0
PBT	-32.0	47.6	272.5	272.4	228.4	362.3	632.7	867.3	1,180.2	912.0
Exceptional Items	--	-38.1	-53.6	--	--	--	--	--	--	14.8
Profit After Tax (after share of profit/(loss) of joint venture and minority interest)	-14.3	11.9	202.9	242.4	210.8	301.8	551.7	669.6	905.5	716.7
Cash Profit*	125.5	202.9	406.3	360.4	318.8	397.0	705.6	864.5	1,091.8	1,025.4
Share Capital - Equity	33.3	33.3	33.3	32.8	32.6	32.6	32.6	32.6	31.4	31.4
Net Worth	1306.4	1315.2	1495.4	1686.6	1858.5	2093.1	2529.8	2,987.0	3,482.1	4,010.1
Long Term Loans	919.6	965.7	836.7	746.4	421.0	337.2	565.6	621.5	1,072.2	1,078.9
Short Term Loans	771.6	852.7	720.4	430.9	338.9	727.1	508.3	134.1	537.9	1,071.4
Total Loans (Gross)	1691.3	1818.4	1557.1	1177.3	759.8	1064.3	1073.9	755.6	1,610.1	2,150.2
Total Loans (Net)	1685.0	1571.3	1435.9	683.1	688.3	1057.5	928.0	653.2	1,265.0	1,623.0
Total Assets	3885.9	4628.6	4751.2	4852.3	4416.7	5007.1	5573.9	5,651.7	7,136.4	8,135.4
<b>Earnings per share (Rs.)**</b>	-0.9	2.6	15.3	14.6	13.0	18.6	34.0	41.2	57.1	46.0
<b>Dividend per share (Rs.)**</b>	0.4	0.4	1.6	2.0	2.2	3.2	5.8	8.2	9.8	8.2

Ratios										
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Return on Net Worth (%)	-	0.9	14.4	15.2	11.9	15.3	23.9	24.3	28.0	19.1
PBDIT to Net Sales (%)	5.6	7.2	10.4	9.0	8.0	9.4	14.1	15.8	18.7	16.7
PAT to Net Sales (%)	-	0.2	3.7	3.9	3.7	5.2	9.5	9.7	11.7	9.2
Total Loans (Net) / PBDIT	7.3	4.3	2.5	1.2	1.5	1.9	1.1	0.6	0.9	1.3
Total Loans (Net) / Net Worth	1.3	1.2	1.0	0.4	0.4	0.5	0.4	0.2	0.4	0.4

- Figures are based on consolidated financials
- From April 1, 2016, the Company adopted Indian Accounting Standards ('Ind AS') notified by the Ministry of Corporate Affairs. Hence, the financials from FY 2016 onwards are in accordance with Ind AS
- \*Cash profit are before exceptional items
- \*\*On face value of Rs. 2 per share

# OUR VISION

**VIBRANT GROWTH WITH TRUST, ENERGISED EMPLOYEES  
& DELIGHTED CUSTOMERS**

## OUR VALUES

**I** **NTEGRITY**  
*Uphold ethical standards. Be socially responsible. Deliver on promises.*

**A** **GILITY**  
*Act with speed. Adapt continuously. Deliver results.*

**C** **USTOMER-CENTRICITY**  
*Listen to customers. Build long-lasting relationships.*

**T** **EAM WORK**  
*Foster collaborative working. Promote meritocracy. Practice empathy & humility.*

**O** **PENNESS**  
*Encourage diverse views. Build external orientation.*

**N** **EWNESS**  
*Be Innovative. Be Creative.*



## Brief Profile of the Board of Directors of the Company

**Mr. Ajay S. Shriram**, Chairman & Senior Managing Director (DIN: 00027137), is a Director of the Company since 24.7.1989. He is the Chairman of Corporate Social Responsibility Committee & Board Finance Committee, and a Member of Nomination, Remuneration & Compensation Committee and Stakeholders Relationship Committee of the Company. He graduated in Commerce from Sydenham College, University of Mumbai and later attended the Programme for Management Development at the Harvard Business School, U.S.A. He has been conferred with Degree of Doctor of Letters (Honoris Causa) by BML Munjal University. He is the Chairman of the Governing Body of Shri Ram College of Commerce (SRCC) and Indian Institute of Management (IIM), Sirmour (H.P.). He is the Second Vice Chairman of the Governing Council of National Foundation for Corporate Governance. He is also a Member of the Board of Governors of Indian Institute of Corporate Affairs (IICA) and a Member of Uttar Pradesh State Investment Promotion Board. He is also Emeritus Director of The Fertilizer Association of India. He is the Council Member of National Sports Development Fund, Ministry of Youth Affairs & Sports, Government of India and a Member of India-Japan Business Leaders' Forum (JBLF). He has been appointed as Member of Grand Jury of 2nd National CSR Award 2020 constituted by Ministry of Corporate Affairs, Government of India. He is also a Member of Steering Committee of National Foundation for Corporate Social Responsibility (NFCRSR), Ministry of Corporate Affairs, Government of India. He has been the President of Confederation of Indian Industry (CII) (2014-15) and the President & Chairman of International Fertilizer Industry Association (IFA), Paris (2009-11).

**Mr. Vikram S. Shriram**, Vice Chairman & Managing Director (DIN: 00027187), is a Director of the Company since 22.5.1990. He is the Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Board Finance Committee of the Company. He graduated in Commerce with Honours from St. Xavier's College, Kolkata and is a Fellow Member of The Institute of Chartered Accountants of India.

**Mr. Ajit S. Shriram**, Joint Managing Director (DIN: 00027918), is a Director of the Company since 2.5.2001. He is the Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Board Finance Committee of the Company. He joined the Company in 1991 as an Executive after graduating in Commerce from Osmania University, Hyderabad. He did his MBA from The International Institute for Management Development (IMD), Lausanne, Switzerland. He has done the Owner/President Management Program (OPM) from Harvard Business School (HBS), USA. He has been the President of the Indian Sugar Mills Association (ISMA) (2013-14) and is a Director of Indian Sugar Exim Corporation Ltd. (ISEC). He is also the Member of Legal Committee of ISEC.

**Mr. K.K. Kaul**, Whole Time Director (DIN: 00980318), is a Director of the Company since 2.7.2014. He is the Chairman of Board Risk Management Committee and a Member of Board Finance Committee of the Company. He joined the Company in 1980 as Asst. Plant Superintendent. He is a First class First (Honors) graduate in Chemical Engineering and has been awarded Doctorate Degree in Human Letters (Honoris Causa) by Vardhaman Mahavir Open University, Kota. He has done an Integrated Management Development course at Administrative Staff College, Hyderabad and the Executive Programme from Darden Graduate School of Business Administration, University of Virginia, USA. He has 45 years of experience.

**Mr. K.K. Sharma**, Whole Time Director (EHS) (DIN: 07951296), is a Director of the Company since 20.11.2017. He is the Member of Board Risk Management Committee of the Company. He is a 1st rank holder and Gold medalist in Chemical Technology from UDCT (now Institute of Chemical Technology (ICT), Mumbai). He also possesses Diploma in safety from Regional Labor Institute, Kanpur and also NEBOSH IGC in Occupational Health & Safety with distinction. He has also undergone GRI certified training on Sustainability Reporting Standards and is a Certified Corporate Director by Institute of Directors (IOD). He started his career with Gharda Chemicals as Trainee Engineer in manufacturing and worked with Ranbaxy, Jubilant and Syngenta. He is a member of the CII's National Committee on Environment and IBBI Advisory group. He has more than 30 years of experience in Agrochemicals and Pharmaceutical companies in manufacturing and EHS (Environment, Health and Safety).

**Mr. Pradeep Dinodia** is a Non-Executive Independent Director (DIN: 00027995) of the Company. He is on the Board of the Company since 18.7.1994. He is the Chairman of Stakeholders Relationship Committee, Audit Committee and Nomination, Remuneration & Compensation Committee of the Company. He graduated in Economics with Honours from St. Stephens College, Delhi University and obtained his Law Degree from the same University. He is a Fellow Member of The Institute of Chartered Accountants of India and Chairman and Managing Partner in the Delhi-based Chartered Accountancy firm M/s. S.R. Dinodia & Co. LLP. He is Non-Executive Director of Shriram Pistons & Rings Limited and Hero MotoCorp Limited and Non-Executive Independent Director in Hero FinCorp Limited. He is the Chairman of Risk Management Committee and Corporate Social Responsibility Committee of Shriram Pistons & Rings Limited. He is the Chairman of Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Asset Liability Management Committee and IT Strategy Committee of Hero FinCorp Limited. He is the Chairman of Stakeholders Relationship Committee and Risk Management Committee of Hero MotoCorp Limited. He has co-authored a book "Transfer Pricing Demystified".

**Mr. Vimal Bhandari** is a Non-Executive Independent Director (DIN: 00001318) of the Company and is on the Board of the Company since 13.5.2003. He is a Member of Nomination, Remuneration & Compensation Committee of the Company. He graduated in Commerce from Sydenham College, University of Mumbai and is a Member of The Institute of Chartered Accountants of India. He has rich experience of more than 35 Years. He is the Executive Vice Chairman of Arka Fincap Limited. He is also the Chairman of the Board of HDFC Trustee Company Limited. He is also a member of various committees of the Boards on which he sits as a director.

**Mr. Sunil Kant Munjal** is a Non-Executive Independent Director (DIN: 00003902) of the Company. He has been on the Board of the Company since 13.5.2003. He is the Member of Audit Committee, Corporate Social Responsibility Committee and the Nomination, Remuneration & Compensation Committee of the Company. He is the Chairman of Hero Enterprise with diversified business interests and Founding Trustee of the Serendipity Arts Foundation. He has been the President of Confederation of Indian Industry (CII) and President of All India Management Association (AIMA). He has also been on the Prime Minister's Council for Trade & Industry, the Narasimham Committee on Banking Reforms, the Skills and Labour Reform Committee and the Vijay Kelkar Committee on Indirect Taxes. He is deeply involved with education and skills and sits on the Boards of ISB, IIM Ahmedabad and SRCC. He Chairs the Doon School, BCM Schools and the Dayanand Medical College & Hospital. He is a Member of the Presidents Council at University of Tokyo. He is also the Chancellor of BML Munjal University. In 1999, India Today identified him as one of the Faces of the Millennium for business. He has received numerous awards and recognitions like the Jehangir Ghandy Medal for Social and Industrial Peace from XLRI Jamshedpur, the Udyog Ratna from Punjab for his contribution to industry. The Royal Society for Medicine, London has inscribed his name on the Wall of Honour for his contribution to affordable healthcare. He has a rich experience of 40 Years.

**Ms. Ramni Nirula** is a Non-Executive Independent Director (DIN: 00015330) of the Company. She is on the Board of the Company since 3.2.2015. She is a Member of Audit Committee of the Company. She retired as Sr. General Manager of ICICI Bank Ltd. Beginning her career with erstwhile ICICI Ltd. in 1976 in project appraisal division, she has held various leadership positions since then. She was a part of top management team instrumental in transforming ICICI Bank from a term lending institution into technology led diversified financial services group with a strong presence in India's retail financial services market. Ms. Nirula also held key position as Managing Director & CEO of ICICI Securities Limited, the Investment Banking arm of ICICI Bank Limited. She also headed the Corporate Banking Group for ICICI Bank. In addition, she was also responsible for setting up the Government Banking/Corporate Agri Group based out of New Delhi within the bank. She has more than 40 years of experience in the financial services sector.

**Mr. Praveesh Sharma** is a Non-Executive Independent Director (DIN: 02252345) of the Company. He is on the Board of the Company since 9.8.2016. He is a Member of Corporate Social Responsibility Committee and Audit Committee of the Company. He is a former IAS officer. Since taking voluntary retirement from the IAS, he has promoted two start-ups, which are attempting to build sustainable and inclusive agri value chains. He has an overall working experience of more than 34 years in food security, agriculture, rural finance, rural development and natural resources management.

**Justice (Retd.) Vikramajit Sen** is a Non-Executive Independent Director (DIN: 00866743) of the Company. He is on the Board of the Company since 9.8.2016. He is a Member of Corporate Social Responsibility Committee of the Company. He is a retired Judge of Supreme Court of India. He graduated in History with Honours from St. Stephen's College. He attained First Division in LL.B. from Faculty of Law, Delhi University. He has a rich experience of 40 Years. He is the Chairman of the Board of Directors of the Bombay Stock Exchange (BSE).

**Mr. Sharad Shrivastva**, a nominee of Life Insurance Corporation of India (LIC), is a Non-Executive Director (DIN: 01271854) of the Company. He is on the Board of the Company since 2.7.2014. He is a Graduate from Allahabad University & Associate Member of Insurance Institute of India. He joined LIC in the year 1983 and has worked in various Offices of LIC Housing Finance Ltd., Insurance Institute of India and as Zonal Manager, LIC of India. Finally working as Executive Director at Central office, he superannuated from the services of LIC of India in January 2020. He has more than 36 years of experience of working in different organizations - Insurance, Housing Finance and Insurance Education.

## Senior Executive Team

The Company is organized into strategic business units managed by professional managers. The DCM Shriram management team has a strong, credible image in the industry. The key members of the DCM Shriram Group Executive Team are listed below:

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**Mr. Ajay S. Shriram**

Chairman & Senior Managing Director

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**Mr. Vikram S. Shriram**

Vice Chairman & Managing Director

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**Mr. Ajit S. Shriram**

Joint Managing Director

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**Mr. K.K. Kaul**

Whole Time Director

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**Mr. K.K. Sharma**

Whole Time Director (EHS)

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**Mr. A.K. Awasthi**

Chief Executive – Hydro Business

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**Mr. J.K. Jain**

Executive Director & CFO

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**Mr. R.L. Tamak**

Executive Director & CEO – Sugar Business

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**Mr. Shekhar Khanolkar**

Executive Director & CEO – Chemicals

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**Mr. Sushil Baveja**

Executive Director – HR

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**Mr. Premdas Satsangi**

Executive Director & Resident Head - Kota & Business Head (Plastics & Power)

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**Mr. Aditya A. Shriram**

Executive Director – Chemicals

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**Dr. Sharad Sharma**

Executive Director & Chief Executive – Bioseed South Asia

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**Dr. Paresh Verma**

Executive Director & Chief Executive - Bioseed South East Asia & Research Director – Bioseed Research India

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**Mr. Vinoo Mehta**

President and Business Head – Fertilisers & Cement

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**Mr. Saket Jain**

Business Head – Fenesta Building Systems

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**Mr. Sanjay Chhabra**

President & Business Head – Shriram Farm Solutions

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**Mr. Ankush Kaura**

Chief Information Officer

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**Mr. Sreekanth Chundi**

Deputy Business Head – Shriram Bioseed

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**Mr. Sridhar Kumar Namburi**

Head – Internal Audit & Risk Management

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**Mr. Amit Agarwal**

CFO – Designate

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**Mr. Sameet Gambhir**

Company Secretary

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**Subsidiaries**


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**Mr. Devadatta Sirdeshpande**

Country Head – Bioseed Research Philippines Inc.

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# Management Discussion and Analysis

## Performance Review

In line with our strategic direction, we increased our scale in Chlor-Alkali by adding 332 TPD capacity taking the total capacity to 1843 TPD, Distillery capacity was enhanced by 200 KLD with total capacity at 350 KLD and PVC capacity was increased by 40 TPD to 220 TPD, the increased capacities have stabilized. On cost optimization front, the new 66 MW captive power plant was commissioned at Kota complex to replace the existing old 50 MW plants, this will help in reducing costs and improving reliability of operations. Increase in Distillery capacity has further added to integration of Sugar operations. Company will continue to progress in this direction.

We have also rationalized some of our businesses during the year by exiting some under-performing areas and strengthening others. In Shriram Farm solutions, we have exited from trading of Bulk fertilizer and are strengthening the Value Added agri-inputs business. In Bioseed we have exited Indonesia and Vietnam operations and are focusing on strengthening India and Philippines operations. In Fenesta, we have added System Aluminum windows to our portfolio.

During the year, overall operating performance of the Company was stable, with businesses like Sugar, Sriram Farm solutions, Fenesta and Cement registering growth led by better product prices and volumes. Chlor-Alkali business witnessed a sharp decline in product prices as domestic caustic prices aligned with the international prices. The imports which were restricted last year due to requirements of quality approvals by Indian authorities, grew substantially at a time when domestic capacity was also increasing.

Our balance sheet and liquidity position are comfortable which enables us to look at further growth initiatives as well as manage business uncertainties.

- ✦ **Total Revenue** from operations stood at Rs. 7767 crore vs Rs. 7771 crore last year.
  - **Sugar Business** revenue was up by 7% to Rs. 2522 crore contributed by higher realisations in Sugar and additions to the distillery capacity during the year.
  - **Agri Input businesses' – Shriram Farm Solution:** Turnover of Value-added inputs vertical up by 16% YoY, led by improved focus post rationalization of bulk fertilizer business. **Fertiliser and Bioseed** had marginally lower revenues. Overall Agri inputs business revenues were down 2% at Rs. 2194 crores.
  - **Chemicals business** revenue were lower by 10% to Rs 1725 crore. This was driven by lower realizations, a correction from abnormally high prices last year. Volumes improved due to increased capacities in comparison to last year, this helped to mitigate the downward impact of realizations on revenue.
  - **Fenesta Business** revenue was up by 7% to Rs. 419 crore with higher volumes
- ✦ **Profit before depreciation, interest and tax (PBDIT)** declined by ~11% to Rs. 1294.9 crore vs Rs. 1456.3 crore last year:
  - **Chemicals Business** PBDIT stood at Rs. 633 crores, a decrease of ~35% from last year, on account of lower realizations partly offset by higher volumes due to increased capacity. Margins lower due to substantially lower realizations

- **Sugar Business** PBDIT stood at Rs. 454 crore, an increase of ~14% from last year, the improvement was led by improved realisations of Sugar and Higher volumes of Ethanol. Reduction in power tariff, partially offset the gains
- **Fertiliser** business earnings improved to Rs. 91 crore vs Rs. 28 crore last year. This was primarily due to one-time impact of reversal of provision for doubtful claims relating to previous years consequent to removal of ambiguities in the Modified NPS III, amounting to Rs 38 crores related to FY 19.
- Earnings improved for Shriram Farm Solutions, Bioseed as well as Cement businesses
- Overall **PBDIT margins** declined to ~16.7% from ~18.7% last year
- ✦ **Finance Costs** – Finance costs during FY 20 increased by 38% to Rs. 164 crore.
- ✦ **PAT** decreased to Rs. 717 crore, down 21% from Rs 906 crore in FY 19.
- ✦ **EPS** for the year at Rs. 46.0 down from Rs. 57.1 in FY 19.
- ✦ **Net Debt** as on March 31, 2020 stood at Rs. 1623 crore vis-à-vis Rs. 1265 crore as on March 31, 2019. Net Debt to equity stood at 0.40x as on March 31, 2020 vs 0.35x as on March 31, 2019.
- ✦ **Projects Completed** in FY 20 at an investment of ~ Rs. 707 crore–
  - Sugar – Setting up of distillery with capacity 200 KLD at Ajbapur at an investment of Rs. 292 Crores.
  - Chloro-Vinyl –
    - Chemicals – Capacity Expansion of Caustic Soda Plant by 332 TPD at an investment of Rs. 145 Crores at Bharuch
    - Plastics - PVC Expansion at Kota by 40 TPD at investment of Rs. 30 Crores.
    - Power – Replacement of 50 MW Coal based Power generation at Kota by 66 MW Power Plant at an investment of Rs. 240 Crore.
- ✦ **New Projects:** The schedule for implementation of capacity expansion at Bharuch for Caustic Soda Plant by 700 TPD (along with 120 MW Captive Power plant and Flaker capacity expansion of 500 TPD) at an investment of Rs. 1,070 crores is being realigned taking into account the impact of Covid-19

## Key Financial Ratios Standalone

Ratios	Mar'20	Mar'19	Remarks
Operating Profit Margin (%)	15.5%	17.8%	
Net profit Margin (%)	9.6%	11.8%	
Interest Coverage Ratio	11.0	18.4	Reduction in coverage is on account of lower earnings led by Chemicals business and higher borrowings due to capital expenditure programs of the Company
Current Ratio	1.6	1.6	
Net Debt to Equity Ratio	0.4	0.4	
Inventory Turnover	3.0	3.3	
Debtors Turnover	7.1	7.5	
Return on Net Worth (%)	19.4%	27.3%	Reduction is owing to lower profits compared to last year led by Chemicals Business

## Business – Wise Performance Review and Outlook

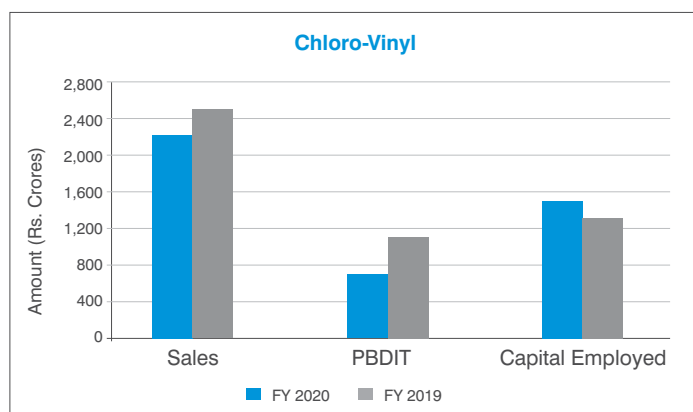
### Chloro – Vinyl Businesses

DCM Shriram's integrated Chloro-Vinyl business is supported by 225 MW coal based captive power facilities. This business has multiple revenue streams with Chlor-Alkali (Caustic Soda lye / flakes, Chlorine, Aluminium chloride, Hydrogen), Plastics (PVC resins and Calcium carbide). These multiple revenue streams lend stability to Chloro-Vinyl operations.

#### Business Performance

The Revenue, PBDIT and Capital employed for this business for FY 20 is as follows:

Particulars	FY 20 ( Rs/Crores)	FY 19 ( Rs/Crores)
Revenue	2278.2	2502.7
PBDIT	744.8	1067.1
Capital employed	1492.6	1301.4



Chloro-Vinyl segment's revenue stood at Rs. 2,278 crore as compared with Rs.2,503 crore in FY 19. The decline was primarily a result of lower Chlor-alkali prices which was a correction to abnormally high prices in FY 19. Volumes were higher than the previous year post completion of Chlor-alkali expansion project at Bharuch complex at the beginning of FY 20.

### Chlor-Alkali

Chlor-Alkali (Chemicals) business produces core chemicals viz. Caustic Soda, Chlorine, Hydrogen, Hydrochloric acid, Sodium Hypochlorite and Stable Bleaching Powder, which are widely used in manufacturing processes of other industries. The growth of this business is largely correlated to the GDP growth in the country. Caustic Soda and Chlorine are produced as Co-products in the ratio of 1:0.88. Caustic Soda is used in Alumina, Paper, Textiles, Detergents, Pharmaceuticals, disinfectants industries etc. and Chlorine is used in Polymers, Dyes & inks, Agrochemicals, Water treatment etc. The prices of Caustic Soda are influenced by international prices as well as domestic demand supply factors. Chlorine Prices are driven only by local demand supply factors.

The company operates manufacturing facilities at Kota (Rajasthan) and Bharuch (Gujarat). With the successful completion of its 332 TPD expansion project at Bharuch, Gujarat in 2019-20, the aggregate production capacity of the Company is presently at 1843 TPD. DCM Shriram is the second largest manufacturer in the domestic Chlor-Alkali

Industry and the Bharuch facility is the largest single location Chlor-alkali manufacturing unit in India. Both the manufacturing units have access to coal based captive power.

#### Business Performance

The Revenue, PBDIT and Capital Employed for this business for FY 20 along with quantitative data are as follows.:

Particulars	FY 20 ( Rs/Crores)	FY 19 ( Rs/Crores)
Revenue	1724.8	1,914.7
PBDIT	632.9	973.3
Capital employed	1209.1	1,138.2

Year	Sales (MT)	Realizations (Rs./MT)
FY 20	5,25,024	27,579
FY 19	4,64,918	35,696
% Change	12.9	-22.7

The domestic market was under pressure due to supply surplus. Last year the prices were high globally as well as imports into the country were restricted due to requirement of quality approval by Indian authorities. This led to abnormally high prices in FY 19. The prices corrected in FY 20 with imports being permitted, decline in global prices and capacity expansion in domestic markets. As a result of this, revenues in FY'20 declined. Volumes growth led by capacity expansion mitigated the impact with a net decline of 10% YoY in revenue. Margins were under pressure as a result of decline in prices as well as increase in energy costs at Bharuch.

#### Industry Overview and Outlook

The Chlor- Alkali industry in India has 35 operating units with a combined installed capacity of 4.8 million Tons per annum of Caustic Soda. The Top four players comprise about 60% of the total installed capacity. The domestic demand for Caustic Soda in 2019-20 is estimated to be about 3.9 million Tons per annum. The demand of chlorine has registered higher growth due to demand on downstream industries such as agrochemicals and dyes & pigments. The import of Caustic Soda has increased compared to the previous year due to removal of BIS restrictions. Both caustic and chlorine are considered as the building blocks of various industries and the demands of both the products are linked to the Indian GDP growth. The demand for the next year is likely to be affected in line with lower GDP estimate, However, the demand is expected to be strong in the long run.

#### Our Strategy

Company remains committed to capitalize on the growing demand in the sector by constantly upgrading the production capacities. The company plans to sustain and improve capacity utilizations in the coming years as the chlorine demand improves and also by adding more downstream products for chlorine utilization.

The Chlor-Alkali capacity expansion at Bharuch by 700 TPD along with 120 MW captive coal-based power plant and 500 TPD flaker plant, at an investment of 1070 crores is approved by our Board, the implementation schedule is being realigned in view of the impact of Covid -19 . The captive

power generation unit of 120 MW will not only support the expansion but will reduce the overall energy cost of the Bharuch complex. Going forward we will continue exploring the possibilities to increase the portfolio of chlorine downstream products to strengthen our capability to manage fluctuations in chlorine prices and further strengthen the business.

### Plastics

The business involves manufacturing of PVC Resins and Calcium Carbide. The company is one of the oldest manufacturers of PVC Resins in the country with over five decades of experience in the business. The Plastics business is an integral part of the Chlor-Vinyl manufacturing facility at Kota with backward integration in terms of own Captive Power, Chlorine and Calcium Carbide and forward integration into Cement. The Calcium Carbide manufactured by the company is partly sold as merchant Carbide and a large part is converted to Acetylene which is used for the manufacture of PVC Resins. DCM Shriram Ltd. is the only company in the country which manufactures PVC Resin through the Calcium Carbide route as against the Ethylene route which is being followed primarily by most of the countries worldwide with exception of China. The Calcium Carbide route provides us complete integration from base raw material to finished resin in the Vinyl value chain.

PVC Resin is a widely used raw material owing to its safe, healthy, convenient and aesthetical advantage for applications in urban infrastructure, Electronic products, Consumer products, Irrigation etc. It finds use in fabrication of a wide variety of products like pipes and fittings, profiles and tubes, windows and doors, sidings, wires and cables, film and sheets, toys and other moulded products and floorings. This versatility of fabrication into wide variety of forms together with features such as durability, self-extinguishing property, resistance to most chemicals and oil, mechanical strength and ease of processing, means that PVC is a competitive and attractive option for many end uses in construction and infrastructure, agriculture, electrical products and healthcare. The fact that PVC products can last up to 100 years, can be recycled and can provide products with good quality to price ratio, greatly reduces life cycle costs of PVC.

PVC is a thermoplastic with 57% chlorine and 43% carbon, making it excellent fire-resistant material. About 73% of PVC resins are used for producing pipes & fittings for use in Agriculture & Construction in India. The other key drivers for PVC Resin is the rise in micro-irrigation and growth coming from applications other than pipes such as packaging, profiles, pharmaceuticals segments, etc. which are expected to account for a higher share of the demand for PVC Resins.

India's per capita PVC consumption is 2.4 kg which is low compared to 12.7 kg in US & 10.3 kg in China. With steady rise in demand and promising prospects in the downstream agriculture, building & construction and infrastructure segments amid high dependence on imports, India is likely to remain at the forefront of the global PVC market.

### Business Performance

The Revenue, PBDIT and Capital employed for this business for FY 20 along with the quantitative data is as follows:

Particulars	FY 20 (Rs/Crores)	FY 19 (Rs/Crores)
<b>Revenue</b>	553.4	588.0
<b>PBDIT</b>	111.9	93.9
<b>Capital employed</b>	283.5	163.2

Year	PVC Resins		Carbide	
	Sales (MT)	Realizations (Rs./MT)	Sales (MT)	Realizations (Rs./MT)
<b>FY 20</b>	56,376	72,305	23,180	54,352
<b>FY 19</b>	58,438	75,538	24,896	52,681
<b>% Change</b>	-3.5	-4.3	-6.9	3.2

The revenue for the business was at Rs 553.4 crore as against Rs 588.0 crore last year. The business revenue was lower by ~ 6% y-o-y primarily due to lower PVC resin price which fell globally in FY' 20 and partly due to the marginal decline in volumes also due to lockdown enforced by the government of India in response to Covid-19 pandemic in the month of March'20. The Carbide prices were marginally higher in this financial year in comparison with the previous financial year.

However, PBDIT for the business increased by ~19% year-on-year led by lower input costs of power and carbon material. The cost of power declined by ~6 % primarily due to reduction in fuel rate and also commissioning the new energy efficient power plant at Kota in FY'20.

During this financial year, we also de-bottlenecked the PVC plant capacity by ~ 14,000 MT per annum with improved technology which should help in efficiency gains from next financial year. Our capital employed increased from Rs 163 Cr to Rs 284 Cr mainly due to Capital expenditure on commissioning of new power plant & de-bottlenecking of PVC plant.

### Industry Overview & Outlook

The PVC Resin installed capacity in India currently stands at ~1.45 million metric tons per annum. As against this, the domestic demand for PVC, which typically tracks GDP, has been growing steadily at a CAGR of 6% since FY 2009-10 and has reached ~3.3 MTPA in FY 2019-20. In FY 20 the demand growth was a modest ~3% over FY 2018-19 primarily due to prolonged monsoons affecting pipe demand. The gap in demand and supply, which currently stands at ~57% of our total demand, is being met by the imports of PVC Resin.

Demand continues to be on track for long term positive growth with domestic consumption driven growth supported by low per capita consumption and the continued focus of the Govt. on infrastructure development - rural housing, agri-asset creation, potable water & sanitation sector, development of smart cities, rapid urbanization, etc. expected to fuel growth of the PVC industry in India over the next several years.

The Calcium Carbide demand in India is estimated at around 71 KT for FY 2019-20, a drop of ~17% from FY 2018-19. DCM Shriram currently commands ~35% market share in the country, up from 30% last year. The industry witnessed a demand drop in the wake of Magnesium based desulphurization (DS) compounds supplanting Calcium Carbide based DS compound for use in the steel industry and impact of Covid-19 on Calcium Carbide import arrivals from China. The Dissolved Acetylene (DA) gas market has remained stable.

### Our Strategy

The company is focused on maximizing product volumes given the higher net pay back per unit of power from the sale of PVC resin and Calcium Carbide, implementing cost reduction initiatives and continuously evaluating new models that enhance process efficiency and support the business' profitability. During FY 2019-20, The Company completed the De-bottlenecking of the PVC plant which would augment our PVC resins capacity by ~ 14,000 MT per annum with an investment of ~ Rs. 30 Crs. This will help improve cost efficiencies.

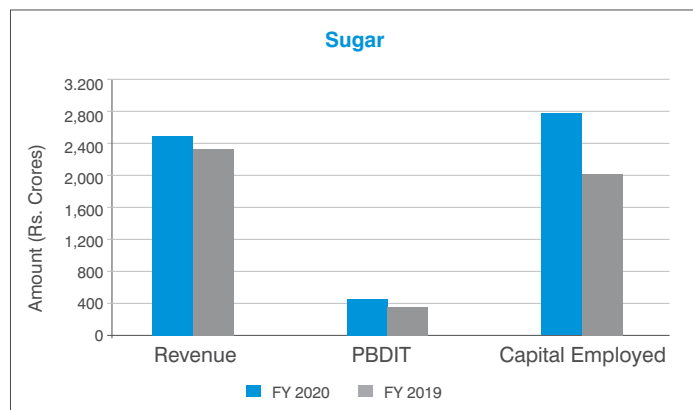
### Sugar

DCM Shriram is a major player in the domestic sugar industry based out of the State of Uttar Pradesh. The company operates four sugar units located in central U.P. at Ajbapur (10,500 TCD), Rupapur (6,500 TCD), Hariawan (13,000 TCD) and Loni (8,000 TCD) with a total crushing capacity of 38,000 TCD. These four units have a total power cogeneration capacity of 141 MW of which 84 MW of power can be exported. Hariawan crushing facilities are partially supported by a refinery of 700 TPD. These four units are also supported by two distilleries at Ajbapur (200 KLD) and Hariawan (150 KLD).

### Business Performance

The Revenue, PBDIT and Capital Employed for this business for FY 20 along with the quantitative data are as follows:

Particulars	FY 20 (Rs/Crores)	FY 19 (Rs/Crores)
<b>Revenue</b>	2,521.6	2,353.0
<b>PBDIT</b>	454.4	398.8
<b>Capital employed</b>	2,704.6	2,039.0



Product	Year	Sales (Lac Units)	Realizations (Rs./Unit)
<b>Sugar (Domestic)</b> (In Quintals)	<b>FY 20</b>	50.9	3,293
	<b>FY 19</b>	55.4	3,036
	<b>% Shift</b>	-8.1	8.4
<b>Alcohol</b> (in litres)	<b>FY 20</b>	596.7	46.5
	<b>FY 19</b>	483.9	38.5
	<b>% Shift</b>	23.3	21.0

### Operating Parameters:

Particulars	Unit of Measurement	FY 20	FY 19
<b>Financial Year</b>			
Cane Crushed	Lac Quintals	603.0	604.0
Recovery Rate*	%	11.2	11.8
Sugar Produced	Lac Quintals	67.6	71.3

\* Due to B-heavy operations at some units

- Top line growth is attributed to higher volumes of ethanol and better realisations in domestic sugar. Also last year export subsidy was linked to sugarcane crush as against sugar sales this year and therefore was adjusted with cost of production instead of in revenue.
- PBDIT increase is largely attributed to better margin in sugar due to improved realization & lower cost of production as a result of better recoveries in 2018-19 & 2019-20 sugar seasons. This gain was to some extent reduced by approximately Re 2 per unit reduction in power tariffs on old PPAs by UPPCL having an impact of approximately Rs 50 crore in FY 2020.
- Crush volumes have been largely in line with the last year operations mainly on account of higher volumes in FY 2019 due to extended operations of SS 2017-18 till June 2018 which were compensated by higher volumes due to expansion at Hariawan in FY 2020.
- Sugar recoveries have been largely in line with last year; however some sugar was diverted for producing B Heavy ethanol through B Heavy molasses at some units and therefore resulted in lower recoveries in FY 2020.

### Industry Overview and Outlook

India is presently the largest producer and consumer of sugar in the world. In domestic context, sugar is the second largest Agro based industry supporting over 50 million farmers along with indirect employment to rural population. It is estimated that about 7.5% of the rural population in India is involved with the sugar industry.

Indian Sugar Industry is highly fragmented with private sector, Government undertakings, Co-operatives, and unorganized players. Unorganized players are mainly involved in production of Gur and Khandsari, the less refined form of sugar. The crushing period varies from region to region beginning in October/ November and goes on till April/ May in all states except in southern states like Tamil Nadu, Andhra Pradesh where it continues till July/ August.

Sugar industry both globally & domestically have been passing through turbulence over the past few years. This has been a result of 3 consecutive surplus years of sugar production in spite of Brazil diverting only 37% of sugarcane for sugar production in the last 2 years. This situation of surplus sugar is expected to continue for the upcoming year as well on account of the ongoing pandemic Covid 19 and the slowdown in global economies leading to a fall in crude prices. This will impact the sugar industry in two ways; firstly Brazil is expected to divert higher percentage of sugarcane for sugar production and thereby increasing the overall sugar availability; and secondly pandemic Covid 19 is likely to impact global consumption by almost 5% in the ongoing sugar season. Currently international prices have already corrected to 10.8 c/lb for raws from 15.0 c/lb levels attained in February 2020. Whites continue to trade at 360 \$/t levels.



Government of India having been cognizant of the surplus situation has been proactively pushing for sugar exports&ethanol production from B Heavy molasses from last 2 years. Both these measures have kept a check on Indian sugar stock balances which are expected around 12.2mmt as against 14.0mmt last year. As per latest estimates by sugar association and industry there are indications of production of ~26.5mmt and consumption of 23.5mmt in 2019-20. Exports are likely to be in the range of 4.5 mmt.

#### Ethanol:

OMCs issued a total requirement of 5.11 bl in 2019-20 against which allocation of 1.85 bl has been done. This year in view of the prevailing pandemic we expect blending will be below 5% in 2019-20. Ethanol prices were slightly increased for this year.

No	Product	2019-20	2018-19
1	Final Molasses	43.75	43.46
2	B Heavy	54.27	52.43
3	Cane Juice	59.48	59.13

#### Our Strategy

Sugar business has been working for the last couple of years on building a fully integrated sugar complex having a capability of capturing full downstream value for all its four sugar factories. Now our key focus areas are.

1. Focus on improving productivity and quality of sugarcane through dedicated cane development efforts, thereby benefitting both farmers in terms of higher yields and mills in terms of better recoveries & volumes.
2. Focus on sweating existing assets and drive operational efficiencies across all business lines.
3. Further evaluate options of value addition through forward integration including bottling of Potable Alcohol.

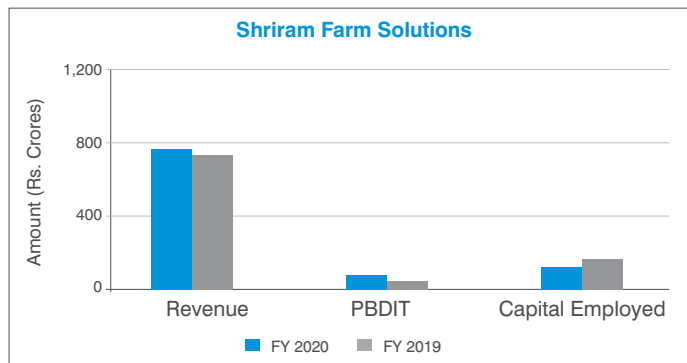
#### Shriram Farm Solutions

The business strives to provide complete solutions to the farmer ranging from products to agronomy. The product portfolio includes Value added inputs such as Seeds (GM, Hybrid and OP), Crop Care Chemicals (Insecticide, Fungicide and Herbicide), Soluble Fertilizers, Micro-Nutrients etc and Bulk Fertilizers like SSP & NPK. The business is supported by a strong extension program called the SKVP (Shriram Krishi Vikas Program). This program, apart from being an Agronomy services platform providing latest technology and practices to the farmers and the Channel, also focuses on meeting its social responsibilities. The company lays strong emphasis on strengthening its customer interface which will help in capturing the evolving trends in Agriculture and leverage technology to enhance performance of the Business, the Channel and the Farmer. The business is supported by a strong distribution network spread across 15 states, reaching out to ~ 1.0 million farmers and ~ 35,000 retailers. The Company sells these Agri-Inputs under brand 'Shriram' which is known for quality and has a strong brand image within the farming community.

#### Business Performance

The Revenue, PBDIT and Capital employed for this business for FY20 are as follows:

Particulars	FY 20 ( Rs/Crores)	FY 19 ( Rs/Crores)
<b>Revenue</b>	762.0	716.6
<b>PBDIT</b>	68.5	41.1
<b>Capital employed</b>	121.2	206.1



- Revenues in FY 20 stood at Rs. 762 crore, up from Rs. 717 crore last year. This was mainly on account Revenue of the 'Value Added' inputs vertical which was higher by 16%. Bulk volumes declined by 38% as part of the rationalisation plan.
- PBDIT for FY 20 was higher at Rs. 69 crore from Rs.41 crore, primarily due to Value Added business reported better volumes and margins.

#### Industry Overview and Outlook

Over the medium term, the Agri-inputs sector in India is poised to witness strong growth given the macro factors such as population growth, rising per capita income that are leading to rapid rise in growing demand for food.

#### Our Strategy

Company is focused on driving growth in the "Value Added" business through differentiated new technology products. To achieve this, company plans to strengthen its Research & Development, create partnerships with leading global players and enhance its market reach. The product pipeline is strong. We believe, that these steps will enable the business to achieve healthy growth in the medium term especially in the 'Value Added inputs' segment.

To enhance the focus on 'Value added' vertical, rationalise the bulk fertiliser vertical. As part of that strategy, the subsidiary of the Company, Shri Ganpati Fertilisers Ltd., manufacturing SSP fertiliser has been sold on 19th May '20

#### Bioseed

Bioseed is a Research oriented organization and believes in serving the farmers by providing high quality hybrid seeds with desired traits. It is a business with end to end integration which involves research, production, processing and marketing.

The key crops that we deal in India comprises of Bt cotton, Corn, Paddy, Vegetables among others. In Philippines we deal primarily in corn and are growing the market for paddy. Our distribution network is wide spread across regions and continues to grow as we increase our volumes.

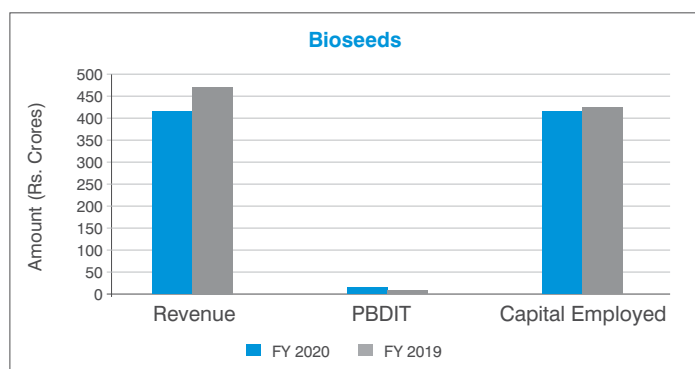
We have our research stations in all major agro-climatic regions, to cater to farmers in the respective regions. We spend about 10-12% of our revenue on research activities. This has led to a healthy product pipeline. The

product development is not only focused on providing high yielding hybrids, but also meeting other challenges, such as pest resistance, disease tolerance, salinity and drought tolerance. The Company has got into various research alliances to further strengthen its capabilities.

#### Business performance

The Revenue, PBDIT and Capital employed for this business for FY20 are as follows:

Particulars	FY 20 (Rs/Crores)	FY 19 (Rs/Crores)
Revenue	415.9	472.3
PBDIT	17.0	7.7
Capital employed	425.4	433.0



Indian operations witnessed a decline in revenue to Rs. 328 Crores from Rs. 390 Crores last year, a result of lower cotton seed sales. While international operations revenue increased to Rs. 88 Crores from Rs 82 Crores last year. The Phillipines operations have continued to show consistent improvement, where revenue in FY20 increased to Rs 74 crores from Rs 60 crores in FY19. The operations in Indonesia and Vietnam have been divested as unfavourable market conditions are expected to continue for foreseeable future.

#### Our Strategy

Research and development are the foundation of this business and we continue to strengthen it, to ensure medium to long term sustainable growth in the business. These efforts have enabled us to develop a robust pipeline of products, which meet the evolving needs of the farming community such as tolerance to climate variations, disease and pests. The company is continuously taking all necessary steps to strengthen conventional breeding as well as biotechnology related initiatives. The Company has an applied biotechnology research program which is focused on supporting breeding programs through the use of latest molecular and bio-informatics tools, as well as on developing GM and Non GM traits to meet various farming challenges.

The business is strengthening its product portfolio and intensifying marketing efforts to create a demand pull for its products. The trade channel is also being enhanced.

#### Fertilizer (Urea)

The company's Urea plant located at its integrated manufacturing complex at Kota, Rajasthan, is one of the oldest plants in the country with a reassessed capacity of 3,79,500 TPA of Urea. The company markets its

products under the "Shriram Urea" brand. "Shriram Urea" a trusted name and enjoys high brand equity amongst the farmers. The Company has an extensive distribution network over the entire Northern and Central India.

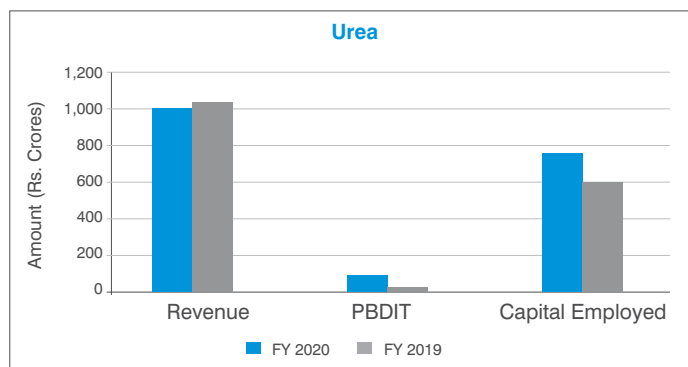
#### Business Performance

The Revenue, PBDIT and Capital employed for this business for FY20 along with the quantitative data is as follows:

#### Industry Overview and Outlook

Particulars	FY 20 (Rs/Crores)	FY 19 (Rs/Crores)
Revenue	1016.6	1041.0
PBDIT	91.5	28.0
Capital employed	768.2	605.8

Year	Sales (MT)	Realizations (Rs./MT)
FY 20	3,80,392	24,968
FY 19	3,94,755	24,782
%Change	-3.6	0.8



India is the second largest producer and consumer of Urea in the world. Urea is most preferred fertilizer and constitutes about 81% of entire 'N' fertilizer consumption in the country. Low farm gate price (fixed by government) and high nitrogen content has made it a preferred choice of the farmers. The gap between demand and supply of Urea has been meeting through imports. During 2019-20, urea imports were 90.8 Lac MT (till Feb.'20) against 74.5 Lacs during 2018-19.

#### Our Strategy

The Company has been making continuous efforts towards improvement in energy consumption, maximising urea production as well as control on fixed expenses.

#### Other Businesses

##### Fenesta Building Systems

Fenesta is India's largest and most preferred UPVC windows and doors brand. Fenesta provides complete solution in terms of design, manufacture, fabrication, installation and service of precision-engineered, made to-order UPVC window and door systems. The company operates in two segments, i.e 'Retail' and 'Projects' (Institutional).

#### Business Performance

During the year, despite adverse macro environment, the business witnessed improvement in operating performance and also improved its

profitability at the PBT level. The revenue stood at Rs. 419 crore in FY20 vs. Rs. 390 crore last year. Overall Sales Volumes (in quantity) have grown by ~10% YoY during the year.

Fenesta also successfully introduced System Aluminium Windows in current year

### Our Strategy

Our Strategic focus area is to provide Exceptional Customer Experience and Offer Comprehensive Product portfolio resulting in Enhanced Sales Volumes.

Fenesta will have continued focus on Geographical Expansion and Channel Expansion. We are targeting to Improve Channel Productivity and Sales Effectiveness, which is expected to result in better conversion rates and increase in overall sales.

In Projects, Fenesta will continue to focus on improving its execution capabilities. We will also be focusing on establishing relationships with key accounts (Builders, Commercial, Industrial, Educational Institutions, Hospitality and Healthcare) and continue to achieve profitable growth.

### Cement

The company operates a Cement plant with a capacity of 400,000 TPA located at its integrated manufacturing facility at Kota. Calcium hydroxide sludge is generated in the process of manufacturing PVC resins through calcium carbide route, which is then converted to cement in an environmentally friendly manner using 'wet' process.

The Company produces high quality, premium grade Pozzolana Portland Cement and Ordinary Portland Cement. The Cement is characterized by light colour, superior strength and early setting properties. These characteristics have made "Shriram Cement" to be considered as a premium brand especially in markets like Delhi/NCR and Rajasthan.

### Business Performance

Revenue of the cement business stood at Rs. 170 crore vs. Rs 159 crore last year. This increase of ~7% was mainly on account of higher sale price. The fuel cost was also lower as compared to last year. However, the lime stone price increased due to increase in freight rate and higher consumption of high grade lime stone.

### Our strategy

The business is focused on further improving its efficiencies and optimizing its cost structure along product mix for generating higher returns. Launching of premium brand cement "Shriram Gold" is planned. Trials have already been conducted.

Trials are also being conducted to increase usage of Calcium Hydroxide sludge. Besides usage of stored sludge, installation of Hydro cyclone has been planned for increasing the sludge consumption. Also, the plant is working on usage of alternate fuels in Cement Kiln.

### Hariyali Kisaan Bazaar

The Company has limited its operations in this business to fuel retailing at the existing outlets. The Retail operations were rationalised in 2013. The company plans to close this activity and is expected to take another 2 years.

### PVC Compounds – under Joint Venture

The business in a 50:50 Joint Venture in a Company called Shriram Axiall Private Limited with Axiall LLC USA (a Westlake Company). It is one of the largest commercial PVC Compounder in India.

The market of PVC compounds which is around 0.58 Mn MT is split equally between self and merchant compounding. In terms of the total market split wire and cable business constitutes around 75% of the total market size by volumes with Medical and Automotive constituting around 7% each of the total merchant compounding market.

The manufacturing facility is equipped with modern compounding technologies and state of the art testing equipment's in order to provide a vast range of high quality PVC Compounds to customers in different industries. The Joint Venture is working on expanding its product basket with introduction of new compounds and also evaluating addition of product lines at an appropriate time.

### Business Performance

The Company's total revenues during the year were at Rs. 160.5 crore vs Rs. 166.9 last year. The PBDIT stood at Rs. 9.5 crore vs Rs. 7.6 crore last year. The Company is exploring new avenues of market segments which would be mainly engineered Vinyl Products.

### Covid-19 Impact on our Businesses

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disruption and slowdown of economic activity. To control the pandemic in India, the Government of India and States announced nationwide lockdown effective 24th March'20. As a result of this most of our operations were suspended except for Sugar and Bioseed businesses that continued operations, being essential commodities. Chlor-Alkali, Shriram Farm Solutions and Fertiliser Business restarted operations in early April '20 whereas other businesses restarted by mid-May '20, in line with government regulations.

During this period the operating and financial performance of the Company was subdued led by lower volumes and softness in product prices of some of the businesses. However, the operating cashflows have continued to be comfortable.

The businesses of Sugar, Bioseed, Fertiliser and Shriram Farm Solutions (SFS) are now operating at normal levels. Other businesses are operating at reasonable levels. The demand in these businesses is improving in line with market demand, that will help to improve capacity utilisation.

The Company has diversified and integrated businesses that continuously strive for cost optimisation, these features are helping us manage our operating and financial performance better in such difficult times. Our Agri related businesses like Sugar, Fertiliser, Shriram Farm Solutions and Bioseed are relatively less impacted, being essential commodities, than the Businesses such as Chloro-Vinyl, Fenesta, Cement, this will further mitigate the impact of Covid-19 on the Company

Company is continuously taking steps to mitigate the impact of Covid-19 on the business.

- On Social front - we are distribution of Sodium Hypochlorite a disinfectant from our Chemical plants and alcohol based Sanitizers from our Sugar plant, distributing masks and gloves and spreading awareness across locations among communities, Enabling 'work from home' to the maximum extent possible, SOPs have been put in place at all the work places for maximum precautions and preventive steps, including canteens.
- On Business front - the Company is taking steps to maximise revenues across businesses based on market demand. It is actively engaging with its customers to assess demand and credit risks; new geographies are also being explored. With respect to supply chain, in

the initial period of lockdown there were minor issues, which are now resolved. The businesses are proactively working on vendor de-risking to ensure sustainable supplies. On cost front the Company is in the process of further improving its cost competitiveness to ensure reasonable margins. On liquidity front the cash is being conserved by optimising working capital and rationalising capital expenditure. There are adequate resources to meet future financial and statutory commitments. The company intends to utilise the learnings during this period, on a sustained basis.

### Opportunities, Threats, Risks and Mitigants

The Company being a conglomerate has a default business hedge however individual businesses are exposed to various opportunities and risks.

#### Opportunities:

- Agri-Inputs
  - The Agri-inputs business of Bioseed and Shriram Farm solution will have opportunities over medium to long term in the form of rising demand for quality seeds and other farm inputs with desired traits. Demand is going up for food in the country leading to a need for higher productivity and resistance to climate, disease and pests for crops. Approval to GM technology in India for crops such as corn, vegetables as and when it happens, will further foster growth of hybrid seeds.
  - Presence of company's seed business in overseas markets of Philippines provides opportunity to the business to grow along with the growth in Agri sector in these countries
- Sugar business segment of the company provides multiple opportunities for forward integration into Distillery and related products like Potable Alcohol that helps optimise the business performance.
- Chloro-Alkali business is seeing opportunities in capacity expansion to meet the medium-term demand estimates as well as in downstream products that will help Chlorine evacuation and add value to the business.
- The company's Fenesta Building Systems business provides it opportunities in existing windows business through product innovation as well as in related building products.
- Strong brand in all businesses, which enjoy high level of Trust and Credibility with customers including farmers.
- Comfortable financials with healthy cash flows and good project implementation track record provides ability to continuously invest in growth.

#### Risk, threats and mitigants:

- Businesses such as Sugar, Fertiliser and parts of Bioseed business segments are exposed to risk of regulatory intervention. Exposure to these businesses is kept at reasonable level. Further, we alongside with other industry participants and associates work with regulatory agencies on continuous basis to ensure a policy framework which benefits farmers (key stakeholder in all these businesses), consumers and industry.
- Substantial delay in payment of fertiliser subsidy bills by the Government increases the borrowings and hence the interest costs. The Company manages its working capital and tries to keep overall debt at low levels to enable handling such risks

- Businesses like Chloro-vinyl are energy intensive. Rising energy costs as a result of rising international and domestic coal prices, freight, duties and levies, is increasing the cost of production. We continuously work and invest in improving our technology, efficiencies, fuel mix and sourcing, to ensure that overall cost of production is competitive.
- Chemicals, Plastics, Cement and Sugar are commodity products, hence their prices are led by global commodity prices along with domestic demand and supply position. The Company focuses on being amongst the lowest cost producers in these businesses.
- Compliance - Increasing regulatory enactments has brought in the need for additional compliances. With various statutes and regulations, non-compliance may not only lead to monetary penalties but also have an impact on the reputation of the organisation and the goodwill it enjoys. The risk is mitigated through regular monitoring and review of changes in the regulatory framework to ensure compliance with all the applicable statutes and regulations.

#### Internal Control Systems and their Adequacy

Our business is run on SAP S4 Hana ERP, which provides complete integration of all transactions including financial transactions and statements. The key business processes and policies are documented. Risk Control Matrix (RCM) has been prepared for all the key processes and business transactions. Process adherence and compliance effectiveness of control matrix is tested at three levels i.e. by the Business Accounts Team, Corporate Internal Audit Team and then the Co-sourced Internal Auditor. The statutory auditors also carry out their audit on processes and internal controls on financial reporting. The internal audit for all processes is carried out regularly as per the plan approved by the audit committee. The audit observations are discussed and monitored by Corporate Office as well as the Audit Committee regularly. The company has already implemented GRC (Access Control module) for access management and further also implemented GRC (Process Control module) which will facilitate continuous monitoring of controls and further enhance the effectiveness of the internal control systems.

#### Human Resources and Industrial/Employee Relations

The Organisation has continued through the entire year its focus on building a great work culture, healthy relationships, enhancing capabilities to drive performance and leading initiatives to make a difference, along with creating a culture of vibrancy and high employee engagement. Developing people has been a key agenda for the Organisation like every year because of its ability to drive business performance and outcomes. Also, some new focus areas like holistic Employee Wellbeing and Leveraging HR Technology has been at the core of the people agenda last year, with multiple high impact initiatives around physical, emotional and financial wellbeing of employees and proactive identification of areas for automation, in order to improve HR deliverables and help strengthen the strategic role of HR.

The commitment of the Organisation towards People is strongly enshrined in the core values and beliefs of the Organisation and the related programs, policies and practices that have got institutionalized over the years.

#### Productivity and Optimisation

There has been an ongoing focus on driving productivity and optimization of resources on a sustained basis in the Organisation across all the

businesses and units. There have been awareness programs and initiatives in all the businesses around building efficiencies in the entire work spectrum, raising standards of performance, improving quality of products and services and reducing costs. This is seen a key contributor to building competitiveness at the market place.

There is an increased focus on improving the engagement score and strengthening the managerial effectiveness across the different businesses in the organization. Focus on talent acquisition, strengthening the selection/onboarding process continues to be the cornerstone for improved employee engagement. Learning processes have been continuously redefined and consists of a blended approach of online/classroom training for greater effectiveness. There have been various CFTs, action learning projects, ideation initiatives and suggestion schemes to engage with the larger workforce to seek their inputs and involvement to reduce costs, improve productivity and profitability in line with the industry standards and benchmarks.

#### **Capability Building**

Building capability of employees has always been a significant driver of enhancing business performance on a sustained basis in the Organisation. Like every year, the company has continued to invest in imparting new skills, competencies and knowledge of its employees across all the levels in the various businesses. Employees have continued to go through structured training and development programs, attend some of the best in class programs, conferences and seminars. There have been focused efforts on overall upgradation of unique capabilities relevant to the businesses through structured and systematic learning programs, on the job training, job rotations, multiskilling, projects and assignments. All Competencies across the entire spectrum – technical, functional and behavioural – have been focused as part of the development programs. There has been an increased focus on defining and enabling the cultural shift required to better meet customer expectations and ensuring that all processes align with the shift alongwith a focus to internalize the new values coined by the company over the course of last year.

A conscious effort is being made to enable a performance culture and empower employees. Talent and leadership development has continued for the high potential employees of the Organisation based on the developmental needs of the individuals and Organisation. Mentoring and coaching programs have continued along with rotations of employees into new and different roles to give them a developmental exposure and learning for better career.

#### **HR Initiatives and Interventions**

Some of the most significant interventions, along with pursuing the on-going ones, have been around holistic employee wellbeing and enhancing employee experience through integrated technology platforms. There has been a lot of focus on ensuring the quality of key processes impacting day to day experience of employees, encompassing Recruitment & On boarding, Goal and Performance Management, Learning Management System, CDP, Succession Planning and Continuous Performance Management. These are seen as strategic initiatives, enhancing the effectiveness of HR processes & systems and creating a win-win situation for all the stake holders. The focus on leveraging the other initiatives like Talent & Leadership Development to build a talent pipeline for the future, Succession Planning for key leadership positions and Balanced Scorecard for a sharper focus on outcomes and deliverables has also been significant. The Organisation has also successfully outsourced its payroll processing and travel management in partnership with some of the best external agencies and firms. There has also been extensive work around following-up on the findings of the Engagement Study and implementing the action plan emerging out of the same to impact the various engagement drivers.

#### **Employee / Industrial Relations**

The focus on building cordial and harmonious relationship with employees of the Company has continued on a sustained basis. An environment of mutual trust, understanding and faith has been nurtured in line with the progressive philosophy of the Organisation to work in a collaborative way and build togetherness to achieve the larger goals of building a great institution and business Organisation. The core value of respect and dignity has been well institutionalized in the organization ensuring fairness, transparency and engagement. With every passing year, the organization has increased its focus on Employee health safety, responsible care, process safety and a cleaner and safer work environment.

The unique initiatives undertaken from time to time, along with an authentic people philosophy of the Company, has ensured that the workplace provided to the employees is engaging, positive and enabling. All this has led to the building of a facilitating ecosystem and ethos in the Company. It has ensured that employees give their best and align themselves fully to the business and organizational goals of the Company so as to create a bright future for every stakeholder.



# Business Responsibility Report

[Under Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

## SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company:**  
L74899DL1989PLC034923
- Name of the Company:** DCM Shriram Ltd.
- Registered address :** 2<sup>nd</sup> Floor (West wing), Worldmark-1, Aerocity, New Delhi-110037
- Website:** www.dcmshriram.com
- E-mail id :** response@dcmshriram.com
- Financial Year reported :** 2019-20
- Sector(s) that the Company is engaged in (industrial activity code-wise):**

Code	Description
2011, 2012	Manufacture of Chemicals and Fertilisers
4620	Trade of Agri-inputs
2394	Manufacture of Cement
1072	Manufacture of Sugar
0164, 7210	Seed Processing Activities, Research Activities
2220	UPVC Window Systems
3510	Co-generation of Power

As per National Industrial Classification, 2008

- List three key products/services that the Company manufactures/provides (as in balance sheet):**
  - Caustic Soda (Chemicals)
  - Sugar
  - Fertiliser
- Total number of locations where business activity is undertaken by the Company**
  - Number of International Locations (Provide details of major 5)**  
The Company has subsidiaries outside India with operations in Vietnam, Philippines and Indonesia.
  - Number of National Locations**  
The Company has business activities across India. Major plant locations of the Company are at: Ajbapur, Rupapur, Hariawan, Loni (U.P.), Bharuch (Gujarat), Kota, Bhiwadi (Rajasthan), Hyderabad (Andhra Pradesh) and Chennai (Tamil Nadu).
- Markets served by the Company - Local/State/National/International**  
National/International (By the Company/Subsidiaries)

## SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid up Capital (INR) :** Rs. 31.35 Crs
- Total Turnover (Revenue from operations in INR) :**  
Rs. 7671.96 Crs

- Total profit after taxes (INR) :** Rs. 743.67 Crs
- Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) :** 2.61% of average Net profits of the Company made during the three immediately preceding financial years.
- List of activities in which expenditure in 4 above has been incurred:-**

The major activities in which expenditure has been incurred include: (i) Preventive healthcare and Sanitation, (ii) Promoting education, Vocation skills, livelihood, (iii) Environmental sustainability (iv) Rural development

## SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/Companies?**  
Yes. For details, Annexure-2 of Board's Report may be referred.
- Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**  
Yes. All Subsidiary Companies are encouraged to participate in the Business Responsibility (BR) initiatives of the Company and all foreign subsidiaries participate subject to applicable Indian and International laws. The details of Subsidiaries of the Company form part of the Financial Statements of the Annual Report.
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**

To the extent a BR initiative requires, the Company collaborates with all the relevant stakeholders including suppliers, distributors, local communities and others. Considering the diversity of BR initiatives of the Company, and the multiple stakeholders, on an overall basis, percentage of such other entities directly participating is estimated to be less than 30%.

## SECTION D: BR INFORMATION

- Details of Director/Directors responsible for BR**
  - Details of the Director/Director responsible for implementation of the BR policy/policies**  
**DIN Number :** 00980318  
**Name :** Mr. K.K. Kaul  
**Designation :** Whole Time Director
  - Details of the BR head**  
Led by Mr. K.K.Kaul, Whole Time Director, the following have been nominated as a Team to head the BR initiatives:

No.	Particulars	Details			
1	Name	Mr. K.K. Kaul	Mr. K.K. Sharma	Mr. J.K. Jain	Mr. Sushil Baveja
2	DIN No. (if applicable)	00980318	07951296	-	-
3	Designation	Whole Time Director	Whole Time Director (EHS)	Chief Financial Officer	Executive Director HR
4	Telephone No.	011-23316801	011-23316801	011-23316801	011-23316801
5	Email id	kkkaul@dcmshriram.com	kksharma@dcmshriram.com	jkjain@dcmshriram.com	sushilbaveja@dcmshriram.com

## 2. Principle-wise (as per NVGs) BR Policy/policies

### (a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)*	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/owner /CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://dcmshriram.com/company%27s-policies">http://dcmshriram.com/company%27s-policies</a>								
7	Has the policy been formally communicated to all relevant internal	Y	Y	Y	Y	Y	Y	Y	Y	Y

	and external stakeholders?									
8	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

\* The Company continuously adopts and adapts its policies keeping in view standards and practices which are best in class nationally and internationally.

### (b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

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

### 3. Governance related to BR

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

The Director responsible for BR initiatives assesses the BR performance periodically once in a year.

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

BR Report is published annually as part of the Company's Annual Report, available at [www.dcmshriram.com](http://www.dcmshriram.com).

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1

**Businesses should conduct and govern themselves with Ethics, Transparency and Accountability**

1. **Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The Company's Commitment to ethics, and its policy of no bribery and anti-corruption covers the Company and extends to the entire DCM Shriram family including subsidiaries, joint ventures, Directors and employees. The policy extends to all consultants and third parties in relation to their engagement with the Company and transactions undertaken by them for and on behalf of the Company as part of the contract agreement. While entering a relationship, the Company takes into account the stakeholders' alignment to ethics, no bribery and anti-corruption.

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

The details of the Shareholders Complaints received and satisfactorily resolved during the past financial year are as disclosed in the Corporate Governance Report (Section E). In addition, the Company received customer complaints in the ordinary course of business which were resolved to the satisfaction of the customers.

### Principle 2

**Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

(i) **Cement**

The Company's Cement production is primarily a waste recycle and resource conservation initiative. Hydrated lime sludge (Calcium Hydroxide Sludge) is generated during Acetylene production in the Company's chemical plant. Considering the challenge in disposing this sludge in an environment friendly manner, cement plant was established with technology from Lafarge Coppee Lavalin, France. Setting up of this plant addressed environmental concerns and is a sterling example of converting waste to wealth.

(ii) **UPVC doors & windows - Fenesta™ Building Systems:**

The company is a leading producer of UPVC doors and windows under its brand Fenesta. These utilize PVC resins which addresses a major environment concern as otherwise a substantial number of trees need to be cut for construction of traditional doors and

windows made from wood. The usage of UPVC doors and windows is also eco friendly as they improve indoor air quality by reducing noise and nuisance dust and it also saves power by reducing loads on air conditioners.

(iii) **Sugar**

The Company's integrated sugar business comprises of Sugar mill, Distillery and Bagasse based power plant. These are designed keeping in view social and environmental concerns. Entire captive power utilization is met from Bio-fuel (Bagasse) which is a by-product of sugar cane and captive power of ethanol plant is met from mixed fuel of Slop (waste of ethanol) and bagasse. Flue Gas Scrubber is installed which increases the calorific value of fuel of bagasse and lowers the emission levels. The ash produced from the Slop fired boiler is rich in potash and is an effective source of potassium for the soil. Surplus clean energy produced using bagasse is sold to the Grid for distribution. Further, wastes generated during sugar processing like boiler ash and press mud cake are used as organic manure and distributed to the farmers. The organic manure also enhances health of the soil. Excess water from cane produced in sugar processing is utilized in plant operations and irrigation purposes thereby reducing intake of net ground water. Ethanol produced from molasses is used for blending in petrol and thus serves as green fuel in mitigating the climate change risk.

(iv) **Urea**

The Company's Urea plant is India's first private sector plant based on Naphtha as key raw material. Later on, in 2007, feedstock was switched over to Natural Gas to manufacture premium quality Urea in an efficient and environment friendly manner, consistently winning awards for productivity, environment protection and safety. The Company manufactures Neem coated urea which prevents its unintended usage and promotes slow release of Nitrogen impacting positively on climate change mitigation and also as growth promoter for farmers. The Company also received Product Stewardship Certificate under Protect & Sustain initiative by International Fertilizer Association (IFA). During the financial year, Company received Gold medal by International Fertilizer Associations (IFA's) for achieving best performance in the area of Safety, Security and Sustainability in Fertilizer Plant.

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

(a) **Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

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

The Company is continuously striving to follow best practices in conserving water by adopting various measures in all its operations to maximize water recycling using latest technology. Sewage is separately treated in Sewage Treatment Plants and utilized for irrigation purposes to reduce the demand for fresh water intake. The Company has implemented rain water harvesting projects inside the premises as well as off-site around the sites to conserve water and rejuvenate ground water by adopting ponds in the villages around which we operate. There has been a considerable reduction in terms of water, energy and raw material consumption year on year. The Company has achieved resource conservation in each such product, as below:



**(i) Cement**

(a) In the last two decades fresh water consumption has reduced substantially by about more than 60% and there has been a reduction in treated waste water discharge by more than 90% at our Kota complex. As compared to the previous year in Cement plant, in the last financial year, 12.6 % reduction in water consumption is achieved. The consumption of raw materials Hydrated Lime Sludge and Low grade Lime stone used in the Cement are also reduced by 7 % and 15.6 % respectively. In addition to this, fly ash generated from captive power plants is utilized in-house in Cement manufacturing.

During the year, as part of continual improvement, Kota Complex renewed IMS certification for ISO9001 (2015), ISO14001 (2015) and latest ISO45001 (2018) standard.

(b) Cement (Pozzolona Portland Cement) used by the consumers is a fast strength gaining cement that results in saving water required for additional curing days when compared using other cement.

**(ii) Fenesta TM Building Systems- UPVC doors and windows**

(a) Energy consumption during usage by consumers for running air conditioners and similar appliances reduces substantially with UPVC windows/doors. As per "Energy Star (USA)" 25% to 50% of energy loss is through fenestration by air leakage, conduction and radiation. At Extrusion stage, waste generated is approx. 6% which is crushed, grounded and recycled into raw material for extruding profiles to utilize the waste gainfully reducing its environmental impact. During the year, the Company received following awards:

- Reader's Digest Award as Trusted Brand in Windows & Doors Category
- Times Business Award for Best Windows & Doors Designer Concepts
- ET Now Presents Stars of the Industry Awards for Most Admired Brand Of The Year - Windows & Doors & Industry Leadership Award - Windows & Doors
- INEX Award 2020 as Brand Of The Year - Windows
- DNA Real Estate & Infrastructure Awards for Brand Of The Year - Windows & Doors and Most Preferred Brand By Real Estate Sector

As part of continual improvement, Fenesta sites are certified for ISO9001 (2015), ISO14001 (2015) and ISO45001 (2018).

(b) UPVC doors and windows are energy efficient minimizing energy loss due to fenestration, and helps reduce energy bills by almost 7%-15%.

**(iii) Sugar manufacture**

(a) As compared to the previous year, in the last financial year, the treated effluent from ETP is utilized for greenbelt and cane farm irrigation, thereby reducing the demand for ground water extraction for irrigation. 100 % treated effluent from Distillery is recycled into the process. During the year, energy consumption was reduced by 2.6 % as compared to previous year due to better average crush of cane and energy reduction initiatives in our various sugar units

(b) The Company puts continuous efforts in raising awareness among farmers to utilize water efficiently using best agricultural practices, non-chemical pest control and promoting use of bio-compost. This helps in providing better

returns to farming community with increased productivity and saving water. In addition, it also enhances soil fertility, protect and preserve environment from undue chemicals.

**3. Does the company have procedures in place for sustainable sourcing (including transportation)?**

**(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

**100%.** The Company continuously strives for sustainable sourcing and encourages traditional modes of transportation. As explained already, input for company's cement plant is a waste from the chemical plant. Significant part of company's energy demand is met from agricultural waste (Bagasse). The Company also utilizes solar power for captive use partly. In sugar business, Sugarcane is being purchased from the small holder farmers which they grow in their respective fields. These sugarcane growers are member of Cooperative Cane Union and a Union of the farmers. Farmers are encouraged to transport the same using their own carts. Farmers are regularly educated on good farming practices to produce sugarcane by using less irrigation water, using Bio-Control measures for controlling Pests and diseases in sugarcane crop. This has resulted in saving of approx. 275 Billion litres of water in last three years. For distillery, 100% of molasses was sourced from our own sugar mills with pipeline transfer from Hariawan unit for sustainable captive utilization and through road transport from other sugar mills. Also, we are recharging underground water in and around our factory locations by adopting rain water harvesting. We are carrying out recharge of underground water in the catchment area of our sugar factories. 68 ponds have been rejuvenated, 6 wells have been recharged, 1 check dam has been constructed and more than 20000 saplings have been planted so far. Majority of raw material (sugarcane) is purchased from local farmers directly. Farmers are encouraged to transport the sugarcane using their own carts.

At Chemical complex at Kota, to meet the demand for mineral lime stone, an important raw material, for cement manufacturing, the Company procures low grade mineral lime stone from nearby villages, and utilizes calcium hydroxide sludge generated by its calcium carbide plant to meet the quality requirements. This has created a sustainable source close to the cement plant and resulted in employment and infrastructure development in the nearby villages. In addition, coal is received in rakes through rail transportation reducing road transportation thereby impacting positively on climate change mitigation. Furthermore, majority of the Urea & Cement are also transported through rail transportation. One of the key raw materials for Urea plant is Natural Gas which is transported through pipeline by Service Provider (GAIL). One of the main raw materials in Chlor-alkali manufacturing is salt which is obtained from nearby source at Dahej. In addition, the salt is also sourced from Bhavnagar. Thus, both these sources are capable of delivering raw material meeting the requirement both in terms of quality and quantity for sustainability of business. The Company organizes technical training for better yield and quality to encourage vendors for supply of quality materials. The Company encourages and prefer suppliers who work on environmental conservation in a positive manner.

One of the key raw material for Fenesta is PVC Resin which is procured 100% in-house from PVC Plant of the Company.

**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

**(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company prefers procuring raw material and services from local and small producers. For its sugar business, it extensively engages with farmers for procuring sugarcane which is a prime raw material for sugar. Several cane development initiatives are continuously undertaken like free training to farmers, enabling utilization of new agriculture technologies, educating farmers to increase yield, and company providing good quality seeds, bio-pesticides, bio-manure at subsidized rates to help improve soil fertility. Steps have been taken to facilitate services to the farmers by developing local micro entrepreneurs. These entrepreneurs' help in providing custom hire services which range from field preparation to transportation of harvested crops. Furthermore, the transport of ethanol to the customers i.e. the Oil Marketing Companies (OMC) is outsourced to some small local players that are also included in the Logistic Service Providers.

In cement, as explained above, the Company procures low grade mineral limestone from nearby villages and then upgrades its quality by utilizing calcium hydroxide sludge. In general the Company undertakes vendor development programs from time to time to promote skills and development of local contractors and service providers through training and community development.

At majority of our sites, most engineering components and consumables are available locally with authorized distributors and dealers of specific brands. Items are sourced from them as per standard & negotiated terms & conditions.

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

This has been explained in detail for major products already. In addition, the fly ash from power plant is also used in manufacturing cement. At carbide plant, the waste heat from flue gases is utilized to generate steam which is used in PVC & caustic soda plant. At PVC plant, steam condensate is used for cooling tower make-up. Low grade limestone which is a waste of mines is added to carbide sludge to produce cement. The Company focuses on effective integration of the basic philosophy of resource optimization, use of alternative sources and maximization of "recycle and reuse".

In Cement plant, utilization of calcium hydroxide sludge generated during the process of manufacturing Acetylene is used approx. 15-16% of total raw material requirement. Effluent from Urea plant is recycled back to ammonia plant for using as Boiler Feed Water which is almost 9% of the total water consumption in the plant. 100 % Fly ash from captive power plant is used in cement manufacturing within the Kota complex.

In sugar plants, entire press mud and ash are mixed for distribution to farmers as manure. During the financial year, molasses based distillery unit at one of its Sugar sites is operated utilizing the molasses waste generated from sugar mill for producing Ethanol. In distillery unit, slop is mixed with bagasse which is used in boiler as a fuel. Its Ash is rich in Potash and readily usable as manure. Entire treated water from ETP in Sugar mills is utilized for irrigation and treated water from Distillery units is 100 % recycled in the distillery process thereby reducing net intake of fresh water.

At Company's Bharuch site, 46% of effluent water is recycled into process and 100% waste chlorine is absorbed in caustic to produce sodium hypochlorite solution and Hydrogen gas is used in Caustic Soda Flaking plants, furnaces and boilers as alternate source of fuel leading to reduction in coal consumption and CO2 emission reduction. Sodium hypochlorite solution is an approved disinfectant which is widely being used as part of COVID pandemic prevention activities across our country.

**Principle 3**

**Businesses should promote the wellbeing of all employees**

- 1. Please indicate the Total number of employees.**  
5459 as on March 31, 2020 (On payroll employees)
- 2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.**  
8250 as on March 31, 2020
- 3. Please indicate the Number of permanent women employees.**  
145 as on March 31, 2020
- 4. Please indicate the Number of permanent employees with disabilities**  
3 as on March 31, 2020
- 5. Do you have an employee association that is recognized by management?**  
The two employee unions at the Kota Plant of the Company are recognized
- 6. What percentage of your permanent employees is members of this recognized employee association?**  
Over 70% of the permanent employees at Kota Plant are the members of these unions.
- 7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**  
No case is reported on child labour, forced labour, involuntary labour and sexual harassment during the year.
- 8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year? (a) Permanent Employees (b) Permanent Women Employees (c) Casual/Temporary/Contractual Employees (d) Employees with Disabilities**  
Safety and skill up-gradation training is a continuous process at DCM Shriram. As a policy all permanent employees are regularly provided basic safety training across the organisation. All employees of the company are encouraged to upgrade their knowledge and skills. The learning and training needs is shared between employees, their line managers and the HR function. All the company's permanent employees, including women and those with disabilities are covered. Percentage of employees covered for safety and skill development training during the year are given below:  
  - (a) Permanent Employee: 100%
  - (b) Permanent Women Employees : 100%
  - (c) Casual/Temporary/Contractual Employees: Safety Training given to all (100%)
  - (d) Employees with Disabilities: 100%

During the year, the company received 5 Star Rating by British Safety Council for Occupational Health & Safety Management for Kota Complex and Bharuch. Responsible Care certification from Indian Chemical Council for Bharuch site during the year.

#### Principle 4

**Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

**1. Has the company mapped its internal and external stakeholders?**

**Yes/No**

Yes

**2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

Yes, the Company has a focused approach for identifying key communities, their needs and prioritising interventions. The key communities for the Company comprise areas in the vicinity of its manufacturing sites. Criteria for selection of key community are based on Company's Core Values & Beliefs, neighbourhood, potential impact on society and benefit to the marginalised and underprivileged. Their needs are identified through various listening and learning methods, and are prioritised based on parameters that help balance both the needs of the community as well as Company's long term strategic growth. Please refer CSR Report forming part of the Annual Report.

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

Yes. The Company follows an integrated development approach, specifically targeting the disadvantaged, vulnerable and marginalized stakeholders. DCM Shriram has consistently endeavored to focus on inclusive and collaborative growth, and all social initiatives aim to improve the quality of life, especially in areas near the Company's plants. The Company also has an agriculture extension process covering over 560 villages across 11 States with the objective of educating rural households on modern farming practices. The Company relentlessly enables better education, health care, agriculture/animal husbandry extension, better livelihood skills and employment for such stakeholders. The Company's CSR initiative in these villages also provides support to the education of girl children and scholarships to merit students. Spend on special programs and projects are undertaken under the Company's CSR initiatives. Please refer CSR Report forming part of the Annual Report.

#### Principle 5

**Businesses should respect and promote human rights**

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

Respect and human dignity is one of the core values of the Company. The Company's commitment to Human Rights permeates all its policies fostering fairness and dignity, treating everyone with respect, nurture understanding, empathy, care and trust in all relationships. The Company's commitment to human rights extends to all Companies in the DCM Shriram Family, joint ventures, suppliers, contractors and others.

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

None with respect to human rights violation.

#### Principle 6

**Business should respect, protect, and make efforts to restore the environment**

**1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

Being socially responsible, addressing the needs of the community and environment is one of the core values of the Company. The Company's commitment to environment permeates all its operations and encompasses all Companies in the DCM Shriram family and joint ventures. The Company encourages all its suppliers, contractors and others to have a strong focus on the environment.

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

Yes. As explained above, the Company focuses on resource conservation like clean water, reducing dependence on non-renewable energy sources, and promoting clean energy for its energy needs. Tree plantation and green belt development is undertaken in and around operating units. Studies are undertaken periodically to assess impact of operations on environment and biodiversity. As part of commitment towards conservation and sustainable management of biodiversity in the business operations, the Company is signatory of India Business Biodiversity Initiative (IBBI) by CII-ITC Centre of Excellence for Sustainable Development (CESD) and supported by Ministry of Environment, Forests and Climate Change (MoEFCC). Use of biomass for co-generation of power and steam is yet another initiative undertaken to mitigate global warming. During the year, 2321505 Tons of CO<sub>2</sub> equivalent (tCO<sub>2</sub>e) emission was reduced due to generation of power using Bagasse which is a positive impact on the climate change mitigation. During the year we had produced alcohol from molasses and supplied alcohol for blending in petrol programme thereby increasing the content of biofuel in the polluting fuel and reducing the GHGs by 161982 tCO<sub>2</sub>e as a result of this initiative. In addition to this, we are also improving our GHG removal potential through our commitment to tree plantation and green belt development, thereby enhancing sequestration as an ongoing activity at all our sites inside as well outside the premises.

An integral part of our market approach is providing the correct information about optimal use of Agri inputs for cultivation, thereby reducing the impact on environment and economic loss to the farming community.

In addition to above, employees are encouraged to use Video conferencing and Teleconferencing to reduce travel to reduce GHG emission. Furthermore, campaigns to save energy, water, paper and reduce waste are also regularly organized to raise awareness across all levels of employees.

In Fertilizer plant, conversion of Ammonia plant from Naphtha to Natural gas in fertilizer plant has resulted in reduction of CO<sub>2</sub> emission by over 70,000 tons per annum. Also Chlorine is being used for making PVC which is used in pipes etc.that replaces ageing infrastructure resulting in reduced water losses in the end applications. During the year, lime consumption per unit of Calcium Carbide product is reduced by 0.4% due to implementation of various improvement initiatives. In Chlor-Alkali Plant at Kota, water consumption reduced by 40% during the year. 60 % of Steam condensate from Caustic soda plant is recycled in Carbide plant. Cooling tower blow downstream is treated in RO plant and around 70 % of the Cooling tower blow down is being recycled back to Cooling tower after treatment in RO. During the year, at Kota site, water consumption is reduced by 5% and Effluent discharge is reduced by 1.5% respectively. In Chlor alkali plant, power consumption is reduced by 2.5 % during the year.

At Kota Complex, bulk transportation of PVC to PVC Compounding plant has resulted in elimination of HDPE bags usage that has reduced the GHG emission. Also fly ash is transported in Bulklers which resulted in reducing the no. of trucks while disposing the fly ash and hence saving fossil fuel thereby reducing GHG emission.

At Bharuch site, the Company is supplying Chlorine, Hydrogen, Caustic lye to the nearby customers through pipelines to reduce noise and air pollution due to movement of vehicles. Thus reducing truckloads of transportation during the year. This reduces consumption of equivalent diesel and thus Green house gas emission. Supply of Chlorine through pipeline to consumers in gaseous stage has resulted in energy saving that would have been required to convert liquid chlorine to gas while use in process by the consumers. The Company is using 100% washery washed salt that contains less impurities thus chemical consumption for their treatment is reduced and land requirement for the disposal of the precipitates is minimised. In Chlor-Alkali Plant, water consumption reduced by approx. 7 % during the year. We have implemented rain water harvesting projects outside our site in nearby villages to conserve water and rejuvenate ground water by implementing 35 rain water harvesting structures resulting in saving of approx. 10.5 crore liters of water.

(Company's Website: [www.dcmshriram.com](http://www.dcmshriram.com))

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

Yes. The Company has an integrated process of Enterprise Risk Management (ERM). Through the ERM process and SWOT (Strength Weakness Opportunity Threat) analysis potential Environment, Health and Safety (EHS) risks are identified at the level of each business. The identified risks are assessed, and relevant action plans prepared and implemented for risk mitigation. Majority of our manufacturing sites are certified under ISO 14001:2015 and has identified the potential environmental risks. Environmental Impact Assessment of the existing operations and upcoming projects are conducted by NABET approved consultants & agencies. The necessary Environment Management Programs have been identified to mitigate these risks and their implementation is monitored at the senior most level.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

No, there was no Clean Development Project undertaken during the year.

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

Yes. Initiatives are continuously taken for clean technology and energy efficiency. In addition to those explained already, the following initiatives are taken during the year:

At Kota site

- In caustic soda plant
  - Replacement of Motor of Chlorate pump with energy efficient motor
  - Replacement of Caustic Concentration unit motor with energy efficient motor
  - Optimization of flakes bags conveyor belt for transfer of Flakes
  - Optimization of Cooling Tower Pump operation
  - Conventional lights replacement by LED lights
  - Power factor improvement by installing capacitor bank
  - Replacement of Old Flaker plant with New Energy Efficient flaker plant

- Replacement of membrane in Electrolyzer
- Stoppage of additional product transfer pump in Caustic Concentration Unit
- Power Plant: Recently commissioned a new efficient 66 MW power plant
- Replacement of old reciprocating type instrument air compressor with screw compressor
- Replacement of old reciprocating Freon compressor based system with screw Compressors
- Use of biomass in boilers as non-conventional energy resource
- In PVC plant
  - Installation of new energy efficient Brine Unit
  - Installation of new high efficiency Cooling water pumps

At Bharuch site

- Installation of zero gap technology electrolyzers for saving energy
- Energy efficiency improvement by installing VFD's in Induced Draft and Primary Air fans
- Hydrogen is being used a fuel in flaker, furnaces, power plant and also being supplied to neighboring industries to reduce the equivalent carbon footprints
- Use of biomass in boilers as non-conventional energy resource
- Supply of Chlorine through pipeline to consumers in gaseous stage has resulted in energy saving that would have been required to convert liquid chlorine to gas while use in process by the consumers
- Supply of steam through pipeline has reduced the requirement of all necessary requirements to produce steam at consumer's end

At Sugar Sites

- Power Plant efficiency by reduction in Specific Steam Consumption of TG sets
  - Replacement of high wattage conventional HPSV/MV/CFL lights by Low wattage LED light fittings.
  - Installation of VFD in place of conventional drives.
  - Use of Biomass for energy generation as non-conventional energy resource
  - Installation of integrated Distillation plant
- (Company's Website: [www.dcmshriram.com](http://www.dcmshriram.com))

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes, all prescribed norms are complied with.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

NIL.

**Principle 7**

**Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

Yes. The Company is a member of the following major associations:

- a. Federation of Seed Industry of India (FSII)
- b. Confederation of Indian Industry (CII)
- c. Indian Chemical Council (ICC)
- d. Federation of Indian Chamber of Commerce and Industries (FICCI)

- e. PHD Chamber of Commerce and Industries (PHDCCI)
- f. Fertilizer Association of India (FAI)
- g. International Fertilizer Association (IFA).
- h. Cement Manufacturing Associations (CMA)
- i. Chemicals and Petrochemicals Manufacturers' Association (CPMA)
- j. Federation of Indian Exporters Organisation (FIEO)
- k. Indian Sugar Mills Association (ISMA)
- l. Alkali Manufacturers Association of India (AMAI)
- m. All India Distillers' Association (AIDA)
- n. National Safety Council (NSC)
- o. Gujarat Safety Council (GSC)
- p. Disaster Prevention and Emergency Centre, Jhagadia
- q. Jhagadia Industrial Association (JIA)
- r. UP Sugar Mills Association (UPSMA)
- s. Crop Care Federation of India (CCFI)
- t. uPVC Window and Door Manufacturers Association (UWDMA)

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas ( drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

Yes. The broad areas are: Governance and Administration, Economic Reforms, Water Policy, Labour Reforms, Ease of doing business, Sugarcane Policy, Skill Development.

**Principle 8**

**Businesses should support inclusive growth and equitable development**

**1. Does the company have specified programs /initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

Yes, our CSR projects are designed to provide Inclusive growth & equitable development for marginalized members of the community. For details, please refer to CSR Report forming part of this Annual Report.

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

We implement our CSR programs through a mix of resources from in-house teams & partner NGOs. Certain programs are designed to support government programs so as to enhance their last mile delivery. Some of the programs are also implemented by own Foundation.

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

Yes, we have conducted impact assessment of various programs through reputed third party agencies. For details, please refer to CSR Report forming part of this Annual Report.

**4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.**

In FY 2019-20, the company spent Rs 18.45 Cr as part of its CSR initiatives. For details, please refer to CSR Report forming part of this Annual Report.

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

Our CSR projects have a well defined component on community adoption / sustenance. For example, Shriram Swachhagraha is our

CSR initiative aimed towards improving the Sanitation and Hygiene Practices in government schools. The scope of the project includes construction/renovation of toilets, operation & maintenance of the infrastructure developed and creating awareness around cleanliness and hygiene through Behavior Change Programs. As a part of this initiative, the School Management Committees is sensitized and on-boarded while the project is being executed so that after one year they have the systems and processes in place to implement the Operation & Maintenance of school toilets on their own. Intensive sensitization programs have also been carried out in villages where Individual Household Toilets have been constructed to make the village Open Defecation Free (ODF). This helps in promoting regular use of the toilets and sustaining the ODF status for the village.

We have embarked on the mission to create Model Villages and are providing adopted villages with necessary infrastructure and basic amenities. We have tied up with the local panchayats and schools to promote digitization to convert them into Smart Panchayats and Smart schools. Sensitization of the rural communities is being regularly undertaken so that they are able to maintain and sustain the infrastructure provided as a part of this initiative.

**Principle 9**

**Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.**

Considering normal turnaround time required for resolution of consumer complaints, all the complaints have been resolved during the year for all the businesses up to the customer satisfaction except in Shriram Farm Solutions business as on the end of financial year, more than 93% complaints have been resolved during the year and remaining are being addressed depending on turnaround time.

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

Yes. Additional information relevant to consumers is displayed, to enable the consumers derive higher value and ensure appropriate use. Additional information relating to safe handling, directions of use of products and specific certifications obtained by the Company, is also provided wherever applicable. The guiding approach in making disclosures is transparency and empowerment of the consumers. The company displays product information on the product label as per local laws. For example, in case of Calcium Carbide, apart from product information the message of non-usage of carbide for fruit ripening is also displayed clearly.

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

No.

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

Consumer feedback is valued by the Company and it actively engages with consumers both through formal and informal mechanisms like surveys, direct feedback taken by sales teams and plant personnel, one to one meetings, dealer get together and the like. Consumer surveys and channel satisfaction surveys are routinely carried out to fine tune operational strategies. In this financial year, we have conducted such surveys in specific districts across the country in our various businesses.

# Board's Report

The Directors have pleasure in presenting the 31<sup>st</sup> Annual Report of the Company along with Audited Financial Statements, both standalone and consolidated, for the year ended 31<sup>st</sup> March, 2020.

## Financial Highlights

The results for the year ended 31.3.2020 and 31.3.2019 are as under:

(Rs. in Crores)

Particulars	Standalone		Consolidated	
	31.3.2020	31.3.2019	31.3.2020	31.3.2019
Revenue from operations	7,671.96	7,684.38	7,767.13	7,771.14
Profit before finance cost, depreciation and tax	1,298.29	1,453.27	1,294.87	1,456.33
Profit before exceptional item and tax	923.30	1,180.30	912.01	1,180.24
Exceptional item	-	-	14.76	-
Profit after tax	743.67	906.83	719.42	902.61
Share of profit/(loss) of joint venture	-	-	2.78	1.77
Non-controlling interest	-	-	(5.49)	1.12
Other comprehensive income (after tax)	(10.42)	(4.89)	(11.98)	(0.03)
Total comprehensive income (after tax)	733.25	901.94	704.73	905.47
Basic/Diluted - EPS (Rs. per equity share)	47.69	57.17	45.96	57.09
<b>Retained earnings-opening balance</b>	<b>3,517.72</b>	<b>2,999.73</b>	<b>3,436.17</b>	<b>2,919.37</b>
Add/(less):				
Profit for the year	743.67	906.83	716.71	905.50
Dividends (including dividend tax) paid during the year	(184.24)	(169.65)	(184.24)	(169.65)
Others (including buy-back of equity shares)*	(4.70)	(219.19)	(5.35)	(219.05)
<b>Retained earnings - closing balance</b>	<b>4,072.45</b>	<b>3,517.72</b>	<b>3,963.29</b>	<b>3,436.17</b>

\* Rs.219.77 crores deducted from retained earnings and Rs.32.67 crores deducted from Securities Premium in previous year ended March 31, 2019.

## State of Company's Affairs/Performance

The overall operating performance of the Company was stable during the year, with businesses like Sugar, Shriram Farm Solutions, Fenesta and Cement registering growth led by better product prices and volumes. Chlor-Alkali business witnessed a sharp decline in product prices as domestic caustic prices aligned with the international prices. The imports which were restricted last year due to requirements of quality approvals by Indian authorities, grew substantially at a time when domestic capacity was also increasing.

The Company's total revenues from operation at a standalone level stood at Rs.7,672 Crores in FY20 vs. Rs.7,684 Crores last year. Revenue of Sugar business was up by 7% with higher ethanol volumes as well as better realization of Sugar. Shriram Farm Solutions also registered a 6% increase in revenue led by volumes and realization in 'Value added inputs' vertical. Revenue of chemicals business was down by 10% driven by lower realizations partly offset by higher volumes.

Profit before depreciation, interest and tax, declined to Rs.1,298.3 Crores down ~11% over last year. The same was down ~11% on a consolidated basis. This decline was led by ~35% decline in PBDIT of Chlor-Alkali business due to lower realizations. Sugar business recorded an increase of ~14% in PBDIT led by improved realization of Sugar and higher volumes of Ethanol. Agri-input business of Shriram Farm Solutions recorded ~35% growth in PBDIT of value-added segment with higher revenue and margin. Bioseed, Fenesta and Cement also registered growth in PBDIT.

Overall PBDIT margins declined to ~17% from ~19% last year.

Net Profit on standalone basis for FY20 was down by 19% to Rs.733 Crores from Rs.902 Crores in FY19. It was lower by ~22% on a consolidated basis. Net Debt stood at Rs.1,623 Crores vs. Rs.1,265 Crores last year. Debt equity ratio stood at 0.40x vs 0.36x last year.

The Company commissioned the following projects in FY'20 at an investment of ~ Rs. 707 Crores:

- Bharuch – Capacity Expansion of Caustic Soda Plant by 332 TPD at an investment of Rs.145 Crores.
- Plastics – PVC Expansion/de-bottlenecking at Kota by 40 TPD at an investment of Rs.30 Crores.
- Power – Replacement of 50 MW Coal based Power generation at Kota by 66 MW Power Plant at an investment of Rs.240 Crores.
- Sugar – Setting up of distillery with capacity 200 KLD at Ajbapur at an investment of Rs.292 Crores.

The following projects currently underway, progressing as per schedule:

- Bharuch – Capacity expansion of Caustic Soda Plant by 700 TPD (along with 120 MW Captive Power plant and Flaker capacity expansion of 500 TPD) at an investment of Rs.1,070 Crores.

## Covid-19

In March 2020, the World Health Organization declared Covid-19 to be pandemic. Pursuant to the outbreak of Covid-19 worldwide, the Government of India declared countrywide lockdown on March 24, 2020 which led to the temporary suspension of some operations of the Company and has impacted the overall business operations of the Company. The Company has adopted all the necessary measures to curb the spread of infection in order to protect the health and well being of employees and ensured business continuity to the extent possible with minimal disruption. The details of impact on operations of the Company and steps taken by the Company to mitigate the impact of Covid-19 are described in the Management Discussion and Analysis Report which forms part of this Annual Report and is provided in a separate section.

## Dividend

During the year, your Board of Directors ("Board") declared two interim dividends aggregating @ 410% i.e. Rs.8.20 per equity share of Rs.2/- each which were paid to Members whose names were appeared in the register of Members of the Company as on the record date fixed for the purpose.

Further, as per the requirement of Regulation 43A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [SEBI Listing Regulations, 2015], Dividend Distribution Policy of the Company approved by Board is attached as **Annexure-1** to this Boards Report.

## Number of Meetings of the Board

The Board met 4 times during the financial year on 1.5.2019, 23.7.2019, 24.10.2019 & 27.1.2020.

## Report on Performance and Financial Position of Subsidiaries, Associate and JV Company

The details regarding the performance and financial position of Company's Subsidiaries, Associate and JV are given in **Annexure-2** of this Board's Report.

During the year under review, the Board in their meeting held on:

- (i) 24<sup>th</sup> October, 2019
  - approved the merger of Bioseeds Limited, Mauritius into Shriram Bioseed Ventures Limited (both wholly owned subsidiaries of the Company) for simplification of organizational structure. The Scheme of Amalgamation for the said merger has been filed with the National Company Law Tribunal (“NCLT”) on 27<sup>th</sup> May, 2020. The hearing in the matter is yet to take place as on the date of this report.
  - approved the liquidation of Shriram Bioseed (Thailand) Limited, a step down subsidiary of the Company, subject to necessary approval in Thailand. The said liquidation is under process as on the date of this report.
- (ii) 27<sup>th</sup> January, 2020 approved the sale of entire equity capital and the underlying business including all assets and liabilities thereof on a going concern and “as is where is” basis of the step down subsidiaries in Indonesia and Vietnam held by Bioseed Holdings Pte. Ltd., a subsidiary of the Company in Singapore. The sale of Indonesian entities i.e. PT Shriram Seed Indonesia and PT Shriram Genetics, Indonesia was completed on 27<sup>th</sup> February, 2020 whereas the transaction for the sale of Vietnam entity i.e. Bioseeds Vietnam Limited is under process as on the date of this report.

Further, the Board, in its meeting held on 19<sup>th</sup> May, 2020, approved the transfer of 81.41% of the paid – up equity share capital of Shri Ganpati Fertilizers Limited, a subsidiary of the Company (“SGFL”), held by the Company along with full management control on as is where is basis. The sale of SGFL was completed on 19<sup>th</sup> May, 2020.

#### **Risk Management Framework**

The Company has in place a Risk Management Framework. The Risk Management Framework is updated periodically to make it more contemporary and suit to the requirements of changing business scenarios and regulations. The current Risk Management Framework was approved by the Board on 23.7.2019. The said framework includes risk identification, assessment, response and monitoring system for mitigation of risk.

#### **Company's Policy on Directors' Appointment and Remuneration**

The criteria for Directors' appointment has been set up by the Nomination, Remuneration and Compensation Committee, which, inter-alia, includes criteria for determining qualifications, positive attributes, independence of a Director, basis/criteria of remuneration to Directors/KMPs and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013.

The Company has a remuneration Policy in place which deals in the remuneration of the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs) and other employees of the Company. The remuneration policy of the Company is available on the Company's website at the following web link :

[https://www.dcmshriram.com/sites/default/files/Remuneration%20Policy\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Remuneration%20Policy_0.pdf)

#### **Corporate Social Responsibility (CSR)**

The details about the programmes/activities undertaken on CSR, Annual Report on CSR activities and the composition of CSR Committee are

provided in a separate section, which forms part of this Board's Report. The Company has a policy on CSR which includes the major area in which the Company engages itself with the CSR activities/projects and the manner of implementation and monitoring the activities/projects, which is available on the Company's website at the following web link:

<http://www.dcmshriram.com/sites/default/files/CSR-policy.pdf>

#### **Business Responsibility Report**

In compliance with SEBI Listing Regulations, 2015, Business Responsibility Report (BRR) forms part of this Annual Report and is provided in a separate section. The report, inter-alia, describes the initiatives taken by the Company from environmental, social and governance perspective.

#### **Vigil Mechanism**

The Company has established a Vigil Mechanism/Whistle Blower Policy as per the requirement of the SEBI Listing Regulations, 2015 and the Companies Act, 2013 which is also available on the Company's website at the following web link:

<https://www.dcmshriram.com/sites/default/files/VIGIL%20MECHANISM%20-WHISTLE%20BLOWER%20POLICY-converted%20%281%29.pdf>

#### **Internal Complaint Committee on POSH**

The Company has complied with the provisions relating to constitution of Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH”). No case is reported on sexual harassment during the year.

#### **Cost Records**

The Company is required to maintain Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company.

#### **Related Party Transactions**

During the year, there has been no materially significant related party transaction between the Company and its related parties which requires disclosure in Form AOC-2.

The Company has formulated a Policy on dealing with Related Party transactions, which is also available on the Company's website at the following web link:

[https://www.dcmshriram.com/sites/default/files/Related%20Party%20Transaction%20Policy%20-%20FINAL\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Related%20Party%20Transaction%20Policy%20-%20FINAL_0.pdf)

#### **Material Subsidiary Policy**

The Company has formulated a Policy for determining 'Material Subsidiaries, which is also available on the Company's website at the following web link:

<https://www.dcmshriram.com/sites/default/files/MATERIAL%20SUBSIDIARY%20POLICY%20-%20FINAL.pdf>

#### **Particulars of Loans, Guarantees or Investments**

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 and relevant rules thereunder are given in the notes to Financial Statements.

#### **Fixed Deposits**

1. The details relating to deposits, covered under Chapter V of the Companies Act, 2013:

- a) accepted including renewals during the year : Rs. 3,49,00,000/-
  - b) remained unclaimed as at the end of the year : Rs. 2,99,129/-
  - c) there has been no default in repayment of deposits or payment of interest thereon during the financial year ended on 31<sup>st</sup> March, 2020.
2. All the deposit are in the Compliance with the requirements of Chapter V of the Companies Act, 2013.

#### Details in respect of adequacy of Internal Financial Control with respect to Financial Statements

The Company has in place adequate Internal Financial Controls with respect to financial statements. No material weakness in the design or operation of such controls was observed during the year.

#### DCM Shriram Employee Stock Purchase Scheme

The Company has an Employee Stock Purchase Scheme (DCM Shriram ESPS) duly approved by Members, vide Special Resolution passed on August 13, 2013 and aligned in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014. DCM Shriram ESPS provides for grants of equity shares through Trust, purchased from secondary market, to the eligible Employees as may be decided by the Nomination, Remuneration and Compensation Committee from time to time. DCM Shriram ESPS is a secondary market scheme and hence no fresh issue of shares was made. There are no voting rights exercised on the shares held by the Trust. Further, there are no material changes in the DCM Shriram ESPS and it is in compliance with the applicable regulations. The details required as per SEBI (Share Based Employee Benefits) Regulations, 2014 is available on the Company's website at the following web link:

<https://www.dcmshriram.com/sites/default/files/ESPS%20Disclosure%20F%20Y%202019-20.pdf>

#### Directors and Key Managerial Personnel (KMP)

Re-appointment of Mr. Ajit S. Shriram, Joint Managing Director, is being sought in the ensuing AGM of the Company for another term of 5 consecutive years. The requisite details of the re-appointment are mentioned in the said AGM Notice

Re-appointment of Ms. Ramni Nirula, Non-Executive Independent Director, is also being sought in the ensuing AGM of the Company for another second term of 5 consecutive years. The requisite details of the re-appointment are mentioned in the said AGM Notice. Further, in the opinion of the Board Ms. Ramni Nirula posses adequate integrity, expertise and experience required to best serve the interest of the Company.

Mr. K.K. Kaul and Mr. Sharad Shrivastva, Directors retire by rotation, and being eligible, offer themselves for re-appointment.

The Company has received declaration from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the said Act and SEBI Listing Regulations, 2015.

The details of familiarization programme for Independent Directors are available on the Company's website at the following web link:

[https://www.dcmshriram.com/sites/default/files/Familiarization-Programme-for-Independent-Director-2019-20\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Familiarization-Programme-for-Independent-Director-2019-20_0.pdf)

#### Manner & Criteria of formal annual evaluation of Board's performance and that of its Committees and Individual Directors

In compliance with requirements of the Companies Act, 2013 and SEBI Listing Regulations, 2015 the formal annual performance evaluation of the Board, its Committees and Individual Directors has been conducted as under:

##### A. Manner of evaluation as recommended to the Board by the Nomination, Remuneration and Compensation Committee ("NRCC")

1. The Chairman of the Board consulted each Director separately about the performance of Board, Committees and other Directors and sought inputs in relation to the above. The Chairman then collated all the inputs and shared the same with the Board.
2. In respect of the evaluation of Chairman of the Board, the Chairman of NRCC collated the inputs from Directors about their performance as a Director and as Chairman of the Board and the Member of the Board Committees and shared the same with the Board.

The Board as a whole discussed the inputs on performance of Board/Committees/Individual Directors and performed the evaluation.

##### B. Criteria of evaluation as approved by the NRCC

The aforesaid evaluation was conducted as per the criteria laid down by the NRCC as follows:

Performance of	Evaluation Criteria
(i) Board as a whole	<ul style="list-style-type: none"> <li>• Structure of Board including Composition/Diversity /Process of appointment/qualifications/experience, etc;</li> <li>• Fulfillment of functions of the Board (for instance guiding corporate strategy, risk policy, business plans, corporate performance, monitoring Company's governance practices etc., as per the Companies Act and Listing Regulations);</li> <li>• Meetings of Board (Number/Manner of board meetings) held during the year including quality/quantity/timing of circulation of agenda for Board Meetings, approval process/recording of minutes and timely dissemination of information to Board; and</li> <li>• Professional Development and Training of Board of Directors as required.</li> </ul>
(ii) Board Committees	<ul style="list-style-type: none"> <li>• Composition of Committee;</li> <li>• Fulfillment of functions of the Committee with reference to its terms of reference, the Companies Act and the Listing Regulations; and</li> <li>• Number of Committee meetings held during the year.</li> </ul>
(iii) Individual Directors	<ul style="list-style-type: none"> <li>• Fulfillment of responsibilities as a director as per the Companies Act, the Listing Regulations and applicable Company policies and practices;</li> <li>• In case of the concerned director being Independent Director, Executive Director, Chairperson of the Board or Chairperson or member of the Committees, with reference to such status and role;</li> <li>• In case of Independent Directors fulfillment of the independence criteria as specified under applicable Regulations and their independence from the management;</li> <li>• Board and/or Committee meetings attended; and</li> <li>• General meetings attended.</li> </ul>



### Particulars of Employees

The details required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of Employees of the Company, are given in **Annexure-3** of this Board's Report.

However, in terms of Section 136(1) of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the Statement of Particulars of Employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended. The said statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days up to the date of the ensuing Annual General Meeting.

### Composition of Audit Committee

As on the date of this report, the Audit Committee comprises of 4 Non-Executive Independent Directors, viz., Mr. Pradeep Dinodia as Chairman and Ms. Ramni Nirula, Mr. Sunil Kant Munjal & Mr. Pravesh Sharma as Members.

### Composition of other Committees

Details regarding Composition of other Committees of the Board are mentioned in the Corporate Governance Report forming part of this Annual Report.

### Extract of Annual Return

The Extract of Annual Return (MGT-9) of the Company as on 31.3.2020 is attached as **Annexure-4** to this Board's Report.

The Annual Return (MGT-7) of the Company as on 31.3.2019 is available on the following web link: <https://www.dcmshriram.com/annual-reports>

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in **Annexure-5** of this Board's Report.

### Secretarial Audit Report

The Board appointed M/s. Sanjay Grover & Associates, Company Secretaries, to conduct the Secretarial Audit for the financial year 2019-20. The Secretarial Audit Report for the above financial year is attached as **Annexure-6** to this Board's Report. The Secretarial Audit Report does not contain any qualification or reservation or adverse remark or disclaimer.

### Secretarial Standard

The Company is in Compliance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

### Unclaimed Suspense Account

6,23,630 Equity Shares of Rs. 2/- each which were lying in Unclaimed Suspense Account has been transferred to IEPF during the year, in accordance with the Section 124(6) of Companies Act, 2013 read with Rule 6(d) of Investor Education and Protection Fund Authority (Accounting, Audit, transfer and Refund) Rule, 2016, as amended vide Notification dated October 13, 2017.

### Corporate Governance

The Company is committed to adhere to best corporate governance practices. The separate sections on Management Discussion and Analysis, Corporate Governance and a Certificate from the Auditors of the

Company regarding compliance of conditions of Corporate Governance as stipulated under SEBI Listing Regulations, 2015 forms part of this Annual Report as a Separate section.

### Statutory Auditors

Pursuant to Section 139 of the Companies Act, 2013, appointment of the Statutory Auditors M/s. Price Waterhouse Chartered Accountants LLP (FRN No.012754N/N500016) was made by the Members in its 28<sup>th</sup> Annual General Meeting (AGM) held on 1.8.2017 for a period of five years i.e. from the conclusion of 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> AGM.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There is no qualification, reservation, adverse remark or disclaimer in the Report.

### Shifting of Registered Office

During the the year, the registered office of the Company has been shifted from 1<sup>st</sup> Floor, Kanchenjunga Building, 18, Barakhamba Road, New Delhi-110001 to 2<sup>nd</sup> Floor (West Wing), Worldmark 1, Aerocity, New Delhi – 110037.

### Directors' Responsibility Statement

Your Directors state that:

- in preparation of annual accounts for the year ended 31<sup>st</sup> March, 2020, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2020 and of the profit of the Company for that period;
- they have taken proper and sufficient care for the 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 fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls as followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Industrial Relations

The Company continued to maintain harmonious and cordial relations with its workers in all its divisions, which enabled it to achieve this performance level on all fronts.

### Acknowledgements

The Directors wish to thank Customers, the Government Authorities, Financial Institutions, Bankers, Other Business Associates/Stakeholders and Members for the co-operation and encouragement extended to the Company. The Directors also place on record their deep appreciation for the contribution made by the employees at all levels.

On behalf of the Board

New Delhi  
3.6.2020

AJAY S. SHRIRAM  
Chairman & Senior Managing Director  
DIN: 00027137

**DCM SHRIRAM LIMITED : NEW DELHI**

**Dividend Distribution Policy**

In terms of Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), DCM Shriram Limited (“the Company”) is disclosing its Dividend Distribution Policy (“Policy”).

At present the Company has only one class of shares Viz. Equity Shares.

The Company strives for sustained and consistent growth, strong financial structure and stable dividend payout. In considering dividend matters, the Board keeps in forefront balancing the needs for creation of long term value & growth and the need for a periodic & stable return through dividend. The Board considers the feasibility of dividend both annually as well as during the year for feasibility of any interim declaration.

While recommending/declaring the dividend, the Board evaluates diverse financial and strategic parameters including planned investments and expenditure, expansion plans, retained earnings & profit for the year, prevailing cost of funds, Company's cash flow, borrowings, taxation & statutory requirements and prevailing market & macro economic conditions in general and the interests of all stakeholders besides shareholders.

This document only outlines the policy and factors, the Board keeps in view and is not intended to be a commitment or guarantee of dividend payment by the Company either annually or otherwise.

Performance and financial position of Company's Subsidiaries and Joint Ventures

AOC - 1 - Part "A" : Subsidiaries

(Rs. in Crores)

Name of the subsidiary	DCM Shriram Credit and Investments Ltd. (1)	DCM Shriram Foundation (2)	DCM Shriram Rural Ventures Ltd. (3)	Shriram Bioseed Ventures Ltd. (4)	Shriram Bioseed Ventures Ltd. (5)	DCM Shriram Infrastructure Ltd. (6)	DCM Shriram Aqua Foods Ltd. (7)	Fenesta India Ltd. (8)	Shri Ganpati Fertilisers Ltd.* (9)	Shridhar Shriram Foundation (10)	PT Shriram Seed Indonesia** (11)	Shriram Bioseed (Thailand) Ltd. (12)	Bioseed Research USA INC. (13)	Bioseed Holdings Pte. Ltd. (14)	Bioseed Research Philippines, INC (15)	Bioseed Vietnam Ltd. (Mauritius) (16)	Bioseeds Ltd. (17)	PT Shriram Genetics, Indonesia** (18)	
The Date since when the subsidiary was acquired.	12/05/1993	30/11/2007	18/12/2007	30/06/2007	20/07/2000	12/12/2003	12/06/1995	18/12/2008	27/03/2008	02/09/2010	02/04/2011	16/06/2006	12/07/2012	31/01/2009	16/07/2002	20/03/2008	16/07/2002	25/09/2012	
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	USD /RS 75.60	USD /RS 75.60	USD /RS 75.60	USD /RS 75.60	USD /RS 75.60	USD /RS 75.60	USD /RS 75.60	USD /RS 75.60	
Share capital	9.00 (5.43)	0.01 (0.07)	1.00 (1.02)	4.05 18.58	0.10 (0.06)	0.05 (0.01)	8.35 (5.08)	0.05 0.29	2.15 (5.62)	0.05 (0.03)	- 28.99	- (28.96)	0.002 0.03	106.29 (230.74)	52.58 (26.82)	69.37 (58.07)	14.94 128.18	- -	
Total assets	15.11	1.90	3.27	190.30	0.05	0.04	3.29	4.47	15.20	0.02	-	0.05	0.04	71.83	65.71	17.06	259.73	-	
Total Liabilities	11.54	1.96	3.29	167.67	0.01	32.00	0.02	4.13	18.67	-	-	0.02	0.01	196.28	39.95	5.76	116.61	-	
Investments	2.30	-	-	54.64	-	-	-	-	-	-	-	-	-	44.12	-	-	11.64	-	
Turnover	0.52 (0.10)	7.10 (0.10)	0.02 1.67	12.75 2.59	- (0.003)	- (24.74)	0.14 0.06	17.50 (0.11)	29.68 29.54	- -	8.04 19.40	0.20 (0.72)	- (0.02)	(203.09)	73.36 10.02	22.08 10.86	7.69 (1.05)	9.36 8.80	
Profit/(loss) before taxation	0.08	-	0.03	0.03	-	-	0.03	(0.01)	-	-	(0.11)	-	-	-	4.42	-	0.02	0.36	
Provision for taxation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Profit/(loss) after taxation	0.08	(0.10)	1.64	2.56	(0.003)	(24.74)	0.03	(0.12)	29.54	-	19.51	(0.72)	(0.02)	(203.09)	5.60	10.86	(1.10)	8.44	
Other Comprehensive income	(4.77)	-	-	-	-	-	-	-	(0.01)	-	(0.14)	-	-	-	(0.11)	(0.18)	-	(0.09)	
Total Comprehensive income	(4.69)	(0.10)	1.64	2.56	(0.003)	(24.74)	0.03	(0.12)	29.53	-	19.37	(0.72)	(0.02)	(203.09)	5.49	10.68	(1.10)	8.35	
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
% of shareholding	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	81.41%	100.00%	95.00%	99.99%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	49.00%

Notes:

- In case of foreign subsidiaries, the assets and liabilities have been translated into Indian Rupees at the closing exchange rate at the year end and whereas statement of profit and loss numbers have been translated into Indian Rupees at average exchange rate for the year.
  - Names of subsidiaries which are yet to commence operations : Nil
  - Names of subsidiaries which have been struck off/liquidated during the year : Nil
- \*The sale of Shri Ganpati Fertilisers Limited was completed on 19<sup>th</sup> May, 2020  
 \*\*The sale of Indonesian entities i.e. PT Shriram Seed Indonesia and PT Shriram Genetics, Indonesia was completed on 27<sup>th</sup> February, 2020.

## DCM SHRIRAM LIMITED : NEW DELHI

### AOC -1 - Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Joint Venture Company	Shriram Axiall Pvt. Ltd.
Latest audited Balance Sheet date	31.3.2020
Date on which the Associate or Joint Venture was associated or acquired	10 <sup>th</sup> April, 2014
No. of Shares of Joint Ventures held by the Company at the year end	17,32,500
Amount of Investment in Joint Venture	Rs. 3.42 Crores
Extent of Holding %	50%
Description of how there is significant influence	Joint Venture, having 50% control of the total paid-up share capital of the Company
Reasons why the joint venture is not consolidated	N.A.
Networth attributable to Shareholding as per latest audited Balance Sheet	Rs. 24.53 Crores
Total Comprehensive Income/(Loss) for the year	-
i. Considered in Consolidation	Rs. 2.81 Crore
ii. Not Considered in Consolidation	Nil

**Notes :**

- Names of joint ventures which are yet to commence operations : Nil
- Names of joint ventures which have been liquidated or sold during the year : Nil

Sameet Gambhir  
Company Secretary

J.K. Jain  
Chief Financial Officer

Pradeep Dinodia  
Director  
DIN : 00027995

Ajay S. Shriram  
Chairman & Senior Managing Director  
DIN : 00027137

## Annexure - 3

### Information required under Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014

(i) (a) The percentage increase in remuneration of each Director during the financial year 2019-20 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 :

S. No.	Name of Director and Designation	% increase in Remuneration in the financial year 2019-20	Ratio of remuneration of each Director/to median remuneration of employees
1.	Mr. Ajay S. Shriram Chairman & Senior Managing Director & KMP	(-)7.42%	171:1
2.	Mr. Vikram S. Shriram Vice Chairman & Managing Director	(-)4.94%	168:1
3.	Mr. Ajit S. Shriram Joint Managing Director	(-)5.39%	153:1
4.	Mr. K.K. Kaul Whole Time Director	2.19%	49:1
5.	Mr. K.K. Sharma Whole Time Director (EHS)	15.49%	19:1
6.	Mr. Pradeep Dinodia Non-Executive Director	(-)14.97%	15:1
7.	Mr. Vimal Bhandari Non-Executive Director	(-)18.22%	6:1
8.	Mr. Sunil Kant Munjal Non-Executive Director	(-)9.69%	7:1
9.	Ms. Ramni Nirula Non-Executive Director	(-)10.57%	7:1
10.	Mr. Pravesh Sharma Non-Executive Director	(-)14.06%	8:1
11.	Justice (Retd.) Vikramajit Sen Non-Executive Director	(-)13.14%	6:1
12.	Mr. Sharad Shrivastva* Nominee Director (LIC)	9.60%	5:1

\*Remuneration paid to LIC of India.

(b) The percentage increase in remuneration of Chief Financial Officer and Company Secretary during the financial year 2019-20 :

S. No.	Name of KMP and Designation	% increase in Remuneration in the financial year 2019-20
1.	Mr. J.K. Jain Chief Financial Officer & KMP	11.04%
2.	Mr. Sameet Gambhir Company Secretary & KMP	6.57%

(ii) In the financial year 2019-20, there was an increase of 6.55% in the median remuneration of employees.

(iii) There were 5459 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2020.

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 11.84% whereas the increase in managerial remuneration for the same financial year was (-)5.38%.

**(v) Affirmation :**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Place : New Delhi

Date : 3.6.2020

AJAY S. SHRIRAM

Chairman & Senior Managing Director

DIN : 00027137

## Annexure - 4

### Form No. MGT- 9 EXTRACT OF ANNUAL RETURN as on the financial year ended 31<sup>st</sup> March, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i) CIN	L74899DL1989PLC034923
ii) Registration Date	6.2.1989
iii) Name of the Company	DCM Shriram Limited
iv) Category/Sub-Category of the Company	Public Company Limited by shares
v) Address of the Registered Office and contact details	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037 Tel : 011-42100200, Website:- www.dcmshriram.com
vi) Whether listed Company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent	M/s. MCS Share Transfer Agent Limited F-65, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020 Tel. Nos. : 011-41406149 to 41406152 Fax No. : 011-41709881 E-mail : helpdeskdelhi@mcsregistrars.com/admin@mcsregistrars.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S.No.	Name and description of main products/services	NIC Code of the product/service	% to total turnover of the Company
1.	Fertilizer	2012, Manufacture of fertilizers and pesticides	12.84
2.	Sugar	1072, Manufacture and Refining of Sugar	27.48
3.	Caustic Soda	2011, Manufacture of Basic Inorganic Chemicals N.E.C.	19.93

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of share held	Applicable Section
1.	Sumant Investments Pvt. Limited	A-37, Vasant Marg, Vasant Vihar, New Delhi -110057	U65993DL1986 PTC189009	Holding	63.02	2(46)
2.	Bioseed India Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U01112DL1992PLC047825	Subsidiary	100.00	2(87)
3.	DCM Shriram Infrastructure Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U18101DL1996PLC078732	Subsidiary	100.00	2(87)
4.	DCM Shriram Credit and Investments Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U65993DL1992PLC049517	Subsidiary	100.00	2(87)
5.	DCM Shriram Aqua Foods Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U05004DL1993PLC156164	Subsidiary	100.00	2(87)
6.	Fenesta India Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U74120DL2008PLC185966	Subsidiary	100.00	2(87)
7.	DCM Shriram Foundation	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U65923DL2007NPL170953	Subsidiary	100.00	2(87)
8.	Hariyali Rural Ventures Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U51909DL2007PLC171615	Subsidiary	100.00	2(87)
9.	Shridhar Shriram Foundation	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U85100DL2010NPL198887	Subsidiary	100.00	2(87)
10.	Shriram Bioseed Ventures Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U45400DL2007PLC163026	Subsidiary	100.00	2(87)
11.	Shri Ganpati Fertilisers Limited*	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U24110DL1995PLC223806	Subsidiary	81.41	2(87)
12.	Bioseeds Holdings Pte. Ltd.	17, Phillip Street, #05-01, Grand Building, Singapore-048695	--	Subsidiary	100.00	2(87)
13.	Bioseeds Limited	Suite 2004, Level 2, Alexander House, 35 Cyber city, Ebene-Mauritius	--	Subsidiary	100.00	2(87)
14.	Bioseed Research Philippines Inc.	National Hi-way, Katangawan, General Santos City, Philippines	--	Subsidiary	100.00	2(87)
15.	Bioseeds Research USA Inc.	203 North LaSalle Street, Suite 2500, Chicago, IL-60601 (USA)	--	Subsidiary	100.00	2(87)
16.	Bioseed Vietnam Limited	6th Floor, Hong Ha Centre, 25 Ly Thuong Kiet Stress, Phan Chu Trinh Ward, Hoan Kiem District, Hanoi-Vietnam	--	Subsidiary	100.00	2(87)
17.	PT. Shriram Genetics, Indonesia**	Mayapada Tower 1, Lantai 07 Suites 06 F/E, Jl. Jenderal Sudirman, Kav. 28, Kel. Karet, Kec. Setiabudi, Jakarta Selatan 12920, Indonesia	--	Subsidiary	49.00	2(87)
18.	PT. Shriram Seed, Indonesia**	Mayapada Tower 1, Lantai 07 Suites 06 F/E, Jl. Jenderal Sudirman, Kav. 28, Kel. Karet, Kec. Setiabudi, Jakarta Selatan 12920, Indonesia	--	Subsidiary	95.00	2(87)
19.	Shriram Bioseed (Thailand) Limited	48/145, MOO.12 Tumbol, Thankasem, Amphur Phraputtabaht, 18120- Saraburi- Thailand	--	Subsidiary	99.99	2(87)
20.	Shriram Axiall Pvt. Limited	2 <sup>nd</sup> Floor (West Wing), Worldmark-1, Aerocity, New Delhi-110037	U74120DL2008PTC185967	Joint Venture	50.00	2(6)

\*The sale of Shri Ganpati Fertilizers Limited was completed on 19<sup>th</sup> May, 2020.

\*\*The sale of Indonesian entities i.e. PT Shriram Seed Indonesia and PT Shriram Genetics, Indonesia was completed on 27<sup>th</sup> February, 2020.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Shareholding**

Category of Shareholders	No. of shares held at the beginning of the year (as on 1.4.2019)				No. of shares held at the end of the year (as on 31.3.2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	5,472,040	--	5,472,040	3.51	5,472,040	--	5,472,040	3.51	--
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt(s).	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	98,282,744	--	98,282,744	63.02	98,282,744	--	98,282,744	63.02	--
e) Banks/FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (1):-</b>	<b>103,754,784</b>	<b>--</b>	<b>103,754,784</b>	<b>66.53</b>	<b>103,754,784</b>	<b>--</b>	<b>103,754,784</b>	<b>66.53</b>	<b>--</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2):-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total shareholding of Promoter (A) = (A)(1)+ (A)(2)</b>	<b>103,754,784</b>	<b>--</b>	<b>103,754,784</b>	<b>66.53</b>	<b>103,754,784</b>	<b>--</b>	<b>103,754,784</b>	<b>66.53</b>	<b>--</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	1,411,222	--	1,411,222	0.90	1,922,368	--	1,922,368	1.23	0.33
b) Banks/FI	27,207	13,400	40,607	0.03	24,580	11,900	36,480	0.02	(0.01)
c) Central Govt.	204,663	--	204,663	0.13	--	--	--	--	(0.13)
d) State Govt(s).	--	29,640	29,640	0.02	--	29,640	29,640	0.02	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	12,924,460	--	12,924,460	8.29	12,577,452	--	12,577,452	8.07	(0.22)
g) FIs	4,800,673	--	4,800,673	3.08	5,590,165	--	5,590,165	3.59	0.51
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	<b>19,368,225</b>	<b>43,040</b>	<b>19,411,265</b>	<b>12.45</b>	<b>20,114,565</b>	<b>41,540</b>	<b>20,156,105</b>	<b>12.93</b>	<b>0.48</b>



Category of Shareholders	No. of shares held at the beginning of the year (as on 1.4.2019)				No. of shares held at the end of the year (as on 31.3.2020)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(2) Non Institutions</b>									
a) Bodies Corp.									
i) Indian	974,083	18,950	993,033	0.64	729,996	17,380	747,376	0.48	(0.16)
ii) Overseas	15,105,550	--	15,105,550	9.69	15,105,550	--	15,105,550	9.69	--
iii) Non-Promoter and non-public share holding - DCM Shriram Employees Benefits Trust	2,342,174	--	2,342,174	1.50	2,060,674	--	2,060,674	1.32	(0.18)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	9,478,565	2,392,371	11,870,936	7.61	9,221,620	2,185,339	11,406,959	7.32	(0.29)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	739,300	--	739,300	0.47	955,132	--	955,132	0.61	0.14
c) Others	1,712,243	13,011	1,725,254	1.11	1,746,635	9,081	1,755,716	1.13	0.02
<b>Sub-total (B)(2):-</b>	<b>30,351,915</b>	<b>2,424,332</b>	<b>32,776,247</b>	<b>21.02</b>	<b>29,819,607</b>	<b>2,211,800</b>	<b>32,031,407</b>	<b>20.54</b>	<b>(0.48)</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>49,720,140</b>	<b>2,467,372</b>	<b>52,187,512</b>	<b>33.47</b>	<b>49,934,172</b>	<b>2,253,340</b>	<b>52,187,512</b>	<b>33.47</b>	<b>--</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Grand Total (A+B+C)</b>	<b>153,474,924</b>	<b>2,467,372</b>	<b>155,942,296</b>	<b>100.00</b>	<b>153,688,956</b>	<b>2,253,340</b>	<b>155,942,296</b>	<b>100.00</b>	<b>--</b>

**ii) Shareholding of Promoters and Promoters Group**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Sumant Investments Pvt. Limited	98,282,284	63.02	--	98,282,284	63.02	--	--
2.	Ajit S. Shriram	595,580	0.38	--	595,580	0.38	--	--
3.	Ajay S. Shriram (HUF)	559,330	0.36	--	559,330	0.36	--	--
4.	Vikram S. Shriram (HUF)	550,200	0.35	--	550,200	0.35	--	--
5.	Vikram S. Shriram	503,310	0.32	--	503,310	0.32	--	--
6.	Ajit S. Shriram (HUF)	500,000	0.32	--	500,000	0.32	--	--
7.	Ajay S. Shriram	493,780	0.32	--	493,780	0.32	--	--
8.	Tara A. Shriram (Minor)	299,900	0.19	--	299,900	0.19	--	--
9.	Anand A. Shriram	298,070	0.19	--	298,070	0.19	--	--
10.	Nainika V. Shriram	297,900	0.19	--	297,900	0.19	--	--
11.	Aditya A. Shriram	297,760	0.19	--	297,760	0.19	--	--
12.	Pranav V. Shriram	297,190	0.19	--	297,190	0.19	--	--
13.	Varun A. Shriram	296,900	0.19	--	296,900	0.19	--	--
14.	Prabha Shridhar	220,000	0.14	--	220,000	0.14	--	--
15.	Kavita V. Shriram	78,680	0.05	--	78,680	0.05	--	--
16.	Vandana A. Shriram	78,340	0.05	--	78,340	0.05	--	--
17.	Charni Vinod Kumar	35,700	0.02	--	35,700	0.02	--	--
18.	Richa A. Shriram	34,900	0.02	--	34,900	0.02	--	--
19.	Ambika Jaipal Singh	16,500	0.01	--	16,500	0.01	--	--
20.	Kaushik Deva	13,000	0.01	--	13,000	0.01	--	--
21.	Om Prakash Jhalani jointly with Anoop Jhalani	3,000	0.00	--	3,000	0.00	--	--
22.	Om Prakash Jhalani jointly with Pradeep Jhalani	2,000	0.00	--	2,000	0.00	--	--
23.	Shriudyog Marketing Pvt. Limited	460	0.00	--	460	0.00	--	--
	<b>Total</b>	<b>103,754,784</b>	<b>66.53</b>	<b>--</b>	<b>103,754,784</b>	<b>66.53</b>	<b>--</b>	<b>--</b>

**iii) Change in Promoters and Promoters Group's Shareholding (please specify, if there is no change)**

S. No.		Shareholding at the beginning/end of the year		Date	Increase/ (Decrease)	Reasons for Increase/ (Decrease)	Cumulative Shareholding during the year (1.4.2019 to 31.3.2020)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	At the beginning of the year	103,754,784	66.53	--	--	--	103,754,784	66.53
2.	At the end of the year	103,754,784	66.53	--	--	--	103,754,784	66.53

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Name	Shareholding		Date of Increase/Decrease during the financial year (1.4.2019-31.3.2020)	Increase/ (Decrease) in Shareholding*	Reason	Cumulative Shareholding during the year (1.4.2019 to 31.3.2020)	
		No of Shares & percentage at the beginning/end of the Year*					shares	% of total shares of the Company
		1.4.2019	31.3.2020					
1.	Life Insurance Corporation of India	11,368,316 [7.29%]	10,514,136 [6.74%]	09.08.2019	-12,518	Sale	11,355,798	7.28
				16.08.2019	-97,469	Sale	11,258,329	7.22
				23.08.2019	-47,372	Sale	11,210,957	7.19
				30.08.2019	-35,240	Sale	11,175,717	7.17
				06.09.2019	-26,912	Sale	11,148,805	7.15
				13.09.2019	-1,24,611	Sale	11,024,194	7.07
				20.09.2019	-305,29	Sale	10,993,665	7.05
				27.09.2019	-52,831	Sale	10,940,834	7.02
				04.10.2019	-17,309	Sale	10,923,525	7.00
				11.10.2019	-11,137	Sale	10,912,388	7.00
				18.10.2019	-41,379	Sale	10,871,009	6.97
				25.10.2019	-41,917	Sale	10,829,092	6.94
				01.11.2019	-41,881	Sale	10,787,211	6.92
				08.11.2019	-8,162	Sale	10,779,049	6.91
				17.01.2020	-1,25,455	Sale	10,653,594	6.83
				24.01.2020	-63,392	Sale	10,590,202	6.79
31.01.2020	-68,133	Sale	10,522,069	6.75				
07.02.2020	-7,933	Sale	10,514,136	6.74				
2.	Stepan Holdings Limited	7,085,000 [4.54%]	7,085,000 [4.54%]	--	--	--	7,085,000	4.54
3.	Ristana Services Limited	4,804,550 [3.08%]	4,804,550 [3.08%]	--	--	--	4,804,550	3.08
4.	The New India Assurance Company Limited	1,377,549 [0.88%]	1,706,404 [1.09%]	05.04.2019	-19,374	Sale	1,358,175	0.87
				12.04.2019	-39,098	Sale	1,319,077	0.85
				19.04.2019	-8,553	Sale	1,310,524	0.84
				19.07.2019	-17,028	Sale	1,293,496	0.83
				20.09.2019	-17,680	Sale	1,275,816	0.82
				27.09.2019	-32,320	Sale	1,243,496	0.80
				13.12.2019	55,000	Purchase	1,298,496	0.83
				20.12.2019	62,455	Purchase	1,360,951	0.87
				27.12.2019	48,008	Purchase	1,408,959	0.90
				07.02.2020	12,664	Purchase	1,421,623	0.91
				14.02.2020	33,246	Purchase	1,454,869	0.93
				06.03.2020	51,188	Purchase	1,506,057	0.97
				13.03.2020	1,30,202	Purchase	1,636,259	1.05
20.03.2020	52,532	Purchase	1,688,791	1.08				
27.03.2020	17,613	Purchase	1,706,404	1.09				

S. No.	Name	Shareholding		Date of Increase/ Decrease during the financial year (1.4.2019– 31.3.2020)	Increase/ (Decrease) in Shareholding*	Reason	Cumulative Shareholding during the year (1.4.2019 to 31.3.2020)	
		No of Shares & percentage at the beginning/end of the Year*					shares	% of total shares of the Company
		1.4.2019	31.3.2020					
5.	Salperton Limited	1,650,000 [1.06%]	1,650,000 [1.06%]	--	--	--	1,650,000	1.06
6.	Exemplary Management Services Private Limited	1,645,674 [1.06%]	1,646,924 [1.06%]	10.05.2019	11,250	Change pursuant to ESPS Scheme of the Company	1,656,924	1.06
				20.03.2020	-10,000		1,646,924	1.06
7.	Turnstone Investments Limited	1,566,000 [1.00]	1,566,000 [1.00%]	--	--	--	1,566,000	1.00
8.	UTI - Hybrid Equity Fund	871,860 [0.56%]	826,556 [0.53%]	26.04.2019	12,667	Purchase	884,527	0.57
				17.05.2019	-36,903	Sale	847,624	0.54
				24.05.2019	-1,40,600	Sale	707,024	0.45
				31.05.2019	-46,058	Sale	660,966	0.42
				16.08.2019	75,000	Purchase	735,966	0.47
				30.08.2019	65,082	Purchase	801,048	0.51
				06.12.2019	1,415	Purchase	802,463	0.51
				13.12.2019	18,374	Purchase	820,837	0.53
			27.03.2020	5,719	Purchase	826,556	0.53	
9.	Dimensional Emerging Markets Value Fund	444,301 [0.28%]	467,612 [0.30%]	12.04.2019	1,794	Purchase	446,095	0.29
				19.04.2019	1,837	Purchase	447,932	0.29
				26.04.2019	1,829	Purchase	449,761	0.29
				17.05.2019	2,250	Purchase	452,011	0.29
				30.08.2019	1,997	Purchase	454,008	0.29
				06.09.2019	5,156	Purchase	459,164	0.29
				13.09.2019	2,008	Purchase	461,172	0.30
				20.09.2019	2,560	Purchase	463,732	0.30
			31.03.2020	3,880	Purchase	467,612	0.30	
10.	Vanguard Total International Stock Index Fund	362,883 [0.23%]	462,982 [0.30%]	04.10.2019	42,803	Purchase	405,686	0.26
				11.10.2019	34,089	Purchase	439,775	0.28
				18.10.2019	7,737	Purchase	447,512	0.29
				25.10.2019	15,470	Purchase	462,982	0.30

\* Based on weekly Ben-Pos

**v) Shareholding of Directors and Key Managerial Personnel**

S. No.	Name of Directors	Shareholding		Date of Increase/ Decrease during the financial year (1.4.2019–31.3.2020)	Increase/ (Decrease) in Shareholding*	Reason	Cumulative Shareholding during the year (1.4.2019 to 31.3.2020)	
		No of Shares & percentage at the beginning/end of the Year*					No. of shares	% of total shares of the Company
		1.4.2019	31.3.2020					
1.	Mr. Ajay S. Shriram Chairman & Senior Managing Director & Key Managerial Personnel	493,780 [0.32%]	493,780 [0.32%]	--	--	--	493,780	0.32
2.	Mr. Vikram S. Shriram Vice Chairman & Managing Director	503,310 [0.32%]	503,310 [0.32%]	--	--	--	503,310	0.32
3.	Mr. Ajit S. Shriram Joint Managing Director	595,580 [0.38%]	595,580 [0.38%]	--	--	--	595,580	0.38
4.	Mr. K.K. Kaul Whole Time Director	59,000 [0.04%]	59,000 [0.04%]	--	--	--	59,000	0.04
5.	Mr. K.K. Sharma Whole Time Director (EHS)	0 [0.00%]	0 [0.00%]	--	--	--	--	0.00
6.	Mr. Pradeep Dinodia Non-Executive Director	29,270 [0.02%]	29,270 [0.02%]	--	--	--	29,270	0.02
7.	Mr. Vimal Bhandari Non-Executive Director	2,000 [0.00%]	2,000 [0.00%]	--	--	--	2,000	0.00
8.	Mr. Sunil Kant Munjal Non-Executive Director	0 [0.00%]	0 [0.00%]	--	--	--	--	0.00
9.	Ms. Ramni Nirula Non-Executive Director	0 [0.00%]	0 [0.00%]	--	--	--	--	0.00
10.	Justice (Retd.) Vikramajit Sen Non-Executive Director	0 [0.00%]	0 [0.00%]	--	--	--	--	0.00
11.	Mr. Pravesh Sharma Non-Executive Director	0 [0.00%]	0 [0.00%]	--	--	--	--	0.00
12.	Mr. Sharad Shrivastva Nominee Director (LIC)	0 [0.00%]	0 [0.00%]	--	--	--	--	0.00
<b>Key Managerial Personnel (KMPs)</b>								
1.	Mr. J.K. Jain Chief Financial Officer	76,260 [0.05%]	76,260 [0.05%]	--	--	--	76,260	0.05
2.	Mr. Sameet Gambhir Company Secretary	10,000 [0.01%]	8,500 [0.01%]	07.5.2019	-200	Sale	8,500	0.01
				16.5.2019	-300	Sale		
				16.9.2019	-1,000	Sale		

\* Based on weekly Ben-Pos

**V) INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment**
**(Rs. in Crores)**

Description	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	1402.61	176.45	32.17	1611.23
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	12.83	0.37	0.05	13.25
<b>Total (i+ii+iii)</b>	<b>1415.44</b>	<b>176.82</b>	<b>32.22</b>	<b>1624.48</b>
Change in Indebtedness during the financial year				
• Addition	909.22	704.00	2.60	1615.82
• Reduction	503.69	575.00	-	1078.69
<b>Net Change</b>	<b>405.53</b>	<b>129.00</b>	<b>2.60</b>	<b>537.13</b>
Indebtedness at the end of the financial year				
i) Principal Amount	1808.14	305.45	34.77	2148.36
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	17.87	0.43	0.09	18.39
<b>Total (i+ii+iii)</b>	<b>1826.01</b>	<b>305.88</b>	<b>34.86</b>	<b>2166.75</b>

**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Directors, Whole-Time Directors and/or Manager**
**(Rs. in Lakhs)**

S. No	Particulars of Remuneration	Name of MDs/WTDs					Total Amount
		Mr. Ajay S. Shriram Chairman & Senior Managing Director	Mr. Vikram S. Shriram Vice Chairman & Managing Director	Mr. Ajit S. Shriram Joint Managing Director	Mr. K.K. Kaul Whole Time Director	Mr. K.K. Sharma Whole Time Director (EHS)	
1.	Gross salary						
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	287.55	283.50	232.20	176.14	86.45	<b>1065.84</b>
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	130.18	120.94	113.67	4.66	1.07	<b>370.52</b>
	(c) Profit in lieu of salary u/s 17(3) of Income Tax Act, 1961	--	--	--	--	--	--
2.	Stock option	--	--	--	--	--	--
3.	Sweat Equity	--	--	--	--	--	--
4.	Commission - as % of profits - Other	450.00 --	445.00 --	430.00 --	65.00 --	6.50 --	<b>1396.50</b> --
5.	Others : -Contribution to PF	30.67	30.24	24.77	12.54	4.46	<b>102.68</b>
	<b>Total (A)</b>	<b>898.40</b>	<b>879.68</b>	<b>800.64</b>	<b>258.34</b>	<b>98.48</b>	<b>2935.54</b>
	Ceiling as per the Act	Rs. 97.37 Crores (being 10% of Net Profits of the Company as calculated as per Section 198 of the Companies Act, 2013)					

**B. Remuneration to other Directors**

(Rs. in Lakhs)

S. No	Particulars of Remuneration	Nominee Director	Independent Directors						Total Amount
		Mr. Sharad Shrivastva	Mr. Pradeep Dinodia	Mr. Vimal Bhandari	Mr. Sunil Kant Munjal	Ms. Ramni Nirula	Justice (Retd.) Vikramajit Sen	Mr. Pravesh Sharma	
1.	- Fee for attending Board/ Committee meetings	4.00	20.50	6.00	8.00	8.75	5.00	9.75	62.00
2.	- Commission	23.40	59.85	26.10	28.80	30.15	24.75	31.50	224.55
	<b>Total (B)</b>	<b>27.40</b>	<b>80.35</b>	<b>32.10</b>	<b>36.80</b>	<b>38.90</b>	<b>29.75</b>	<b>41.25</b>	<b>286.55</b>
	<b>Total Managerial Remuneration (A+B)</b>								<b>3222.09</b>
	Overall Ceiling as per the Act	Rs. 107.10 Crores (being 11% of Net Profits of the Company as calculated as per Section 198 of the Companies Act, 2013)							

**C. Remuneration to Key Managerial Personnel other than MDs/Manager/WTDs**

(Rs. in Lakhs)

S. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr. Ajay S. Shriram Chairman & Senior Managing Director	Mr. J.K. Jain Chief Financial Officer	Mr. Sameet Gambhir Company Secretary	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	287.55	168.12	67.89	523.56
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	130.18	19.18	3.30	152.66
	(c) Profit in lieu of salary u/s 17(3) of Income Tax Act, 1961	--	--	--	--
2.	Stock option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission				
	- as % of profits	450.00	--	--	450.00
	- others	--	--	--	--
5.	Others				
	- Contribution to PF	30.67	9.62	3.78	44.07
	<b>Total</b>	<b>898.40</b>	<b>196.92</b>	<b>74.97</b>	<b>1170.29</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

There were no penalties/punishment/compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

Place : New Delhi

Date : 3.6.2020

 AJAY S. SHRIRAM  
 Chairman & Senior Managing Director  
 DIN : 00027137

## Annexure - 5

# Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required under the Companies (Accounts) Rules, 2014.

### A) Conservation of Energy

#### (i) the steps taken and/or impact on conservation of energy;

##### SFC Complex – Kota

##### Fertiliser

- Set of new generation valves were installed in synthesis gas compressors 'A' in Oct.'19. This has given a saving of 147 Kw of power or 0.011 Gcal/MT Urea i.e. 417 MTOE/annum.
- A new process natural gas preheat coil was installed to recover waste heat from flue gases going into the atmosphere in Apr.'19. This has given a saving of 160 SM3/Hr of natural gas or 0.031 Gcal/MT Urea i.e. 1176 MTOE/annum.
- A turbine was installed in Apr.'19 by using pressure energy of 14 K steam and letting it down to 5 Kg/Cm2. This has resulted in stoppage of one HP BFW Pump and saving of 108 Kw of power or 0.008 Gcal/MT Urea i.e. 304 MTOE/annum.
- In Ammonia plant, as per recommendation of energy audit, one bigger ammonia refrigeration compressor was stopped by running one small refrigeration compressor. This has resulted in power saving of 400 Kw or 0.02 Gcal/MT Urea i.e. 759 MTOE/annum.

##### Chemicals

- Stoppage of one chlorine compressor by review of chlorine compression operating system and calibration of control valves with an energy saving of 130 Kw/hr i.e. 393 MTOE/annum.
- Stoppage of one cooling tower pump (running one pump against two pumps only in winters) with an energy saving of 60 Kw/hr (for 60 days only during peak winter) i.e. 31 MTOE/annum.

##### PVC

- Replacement of old, inefficient brine chiller with new & efficient brine chiller with higher capacity & replacement of older cooling water pumps with new energy efficient cooling water pump. This has resulted in power saving of 74 MTOE/annum.

##### SAC – Bharuch Chemical Plant

- (i) VFDs in Power plant – Energy savings - 12898 KWh/day.
- (ii) Online tap changer feature in new rectifier (5 units) - Saving - 7710 KWh/day.
- (iii) Solar sky light & LED lights - Savings - 19.5 KWh/day.

##### Sugar Plants – U.P.

- i. Replacement of high wattage (20KW) conventional HPSV/MV/CFL lights by low wattage (10 KW) LED light fittings.
- ii. Installed digital timer for auto run of tube well to reduce the power & water consumption.
- iii. Installed 03 no. VFD, 2 of 15KW & 1 of 55KW at B seed metering pumps & rake elevator drive.
- iv. Installation of VFD at hoist motor of cane unloaders.
- v. Installation of VFD with motor in place of dynodrive at aux. cane carrier of mill.
- vi. Installation of one plate type heat exchanger 160 M2 for clear juice heating.

#### (ii) the steps taken by the Company for utilising alternate sources of energy;

##### SFC Complex – Kota

- Continue use of biomass as fuel for Power plant and increasing capacity to consume more. During the year consumption of biomass increased from 122 MT/day to 136 MT/day i.e. increase by 14 MT/day.

#### (iii) the capital investment on energy conservation equipments;

Major investments on energy conservation equipment are as under:

Particulars	Investment (Rs./Crs)
<b>PVC - Kota</b>	
- Replacement of more efficient brine chiller with higher capacity	1.28
<b>Fertiliser - Kota</b>	
- Installation of new process natural gas preheat coil	1.10
- Installation of new generation valves in synthesis gas compressors 'A'	0.55
- Installation of new turbine using pressure energy of 14K steam	0.43
<b>Sugar Plants - U.P.</b>	
The capital investment on energy conservation equipments	0.74

### B) Technology Absorption

#### (i) the efforts made towards technology absorption;

##### SFC Complex – Kota

##### Power

- Successful commissioning of new 66 MW power project. Two new CFBC technology boilers (ISGEC-India make) along with a Turbine-Generator set (Siemens/BHEL make) have been installed and commissioned. The new plant has improved efficiency with lower heat rate and environment friendly in terms of fuel & water consumption and stack emissions.

##### PVC

- Successfully completed PVC 220 projects – a new polymer for PVC plant based on JNC Corporation (Japan) technology & manufactured in China.
- Adopting latest & efficient technology in pumps, air compressors and other systems wherever possible.

##### Sugar Plants – U.P.

##### Loni

- Energy monitoring by connecting to the “ORION” web based platform to improve power factor.
- Batch centrifugal machine no-4 programmed for AI based self learning, fitted with modified MTC and wash water header.

#### (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;

##### SFC Complex – Kota

- Better operation control.
- Improved process safety and efficiency.
- Mitigating import substitution slightly.

##### Sugar Plants – U.P.

##### Hariawan & Ajbapur Distillery

- Started production of ethyl alcohol based hand sanitiser.



**(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year);**
**Chemicals - Kota**
**(A)**

a)	Technology Imported	1. Installation of NCH type cell in Electrolyser # D after their zero gap conversion. 2. Installation of new zero gap cells in Electrolyser # F&G.
b)	Year of Import	2016-17 & 2018-19
c)	Whether technology has been fully absorbed	Yes
d)	If technology not fully absorbed, reason for same and future plan of action	N.A.

**(B)**

a)	Technology Imported	Bertams technology for flaker plant
b)	Year of Import	2018-19
c)	Whether technology has been fully absorbed	Yes
d)	If technology not fully absorbed, reason for same and future plan of action	N.A.

**Carbide - Kota**

a)	Technology Imported	(i) Three level multi pass rotary carbon dryer imported from M/S Henan ZJN Drying environmental Sci-tech Co. Ltd., China. (ii) Tap-hole fume extraction system from M/S Henan ZJN Drying environmental Sci-tech Co. Ltd., China.
b)	Year of Import	2017 & 2019
c)	Whether technology has been fully absorbed	Yes
d)	If technology not fully absorbed, reason for same & future plan of action	N.A.

**PVC - Kota**

a)	Technology Imported	(i) Twin screw compressor from Brine Chiller from Johnson Controls, manufactured in China. (ii) New polymer technology (JNC Corporation, Japan) polymer manufactured by Yibin Jiangyuan Chemical Industry Machinery Manufacturing Co. Ltd, China.
b)	Year of Import	2019
c)	Whether technology has been fully absorbed	Yes
d)	If technology not fully absorbed, reason for same & future plan of action	N.A.

**Chemical (SAC – Bharuch)**

a)	Technology Imported	Component, Spare Part, Capital Goods and Technology Consultancy
b)	Year of Import	2016-17
c)	Whether technology has been fully absorbed	Yes
d)	If technology not fully absorbed, reason for the same & future plan of action	N.A.

**(iv) the expenditure incurred on Research and Development :**
**Capital - Rs. 1.90 Crores**
**Revenue - Rs. 38.57 Crores**
**C) Foreign Exchange Earnings and Outgo**
**Rs. in Crores**

	2019-20
- Total foreign exchange used in terms of actual outflows during the year	381.01
- Total foreign exchange earned in terms of actual inflows during the year	95.42

Place : New Delhi

Date : 3.6.2020

**AJAY S. SHRIRAM**  
Chairman & Senior Managing Director  
DIN : 00027137

## Annexure - 6

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2020

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

To,  
The Members,  
**DCM SHRIRAM LIMITED**  
(L74899DL1989PLC034923)  
2<sup>nd</sup> Floor (West Wing), Worldmark 1,  
Aerocity, New Delhi-110037

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and adherence to the good corporate practices by **DCM SHRIRAM LIMITED** (hereinafter called the "Company") for the financial year ended March 31, 2020. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances by the Company and expressing our opinion thereon.

**We report that-**

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management Representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of those on test basis.
- f) This Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books and other records maintained and the forms and returns filed by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 ("Audit Period") complied with the statutory provisions listed hereunder and also

that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books and other records maintained, and the forms and returns filed by the Company for the financial year ended on 31<sup>st</sup> March, 2020 according to the provisions of (including any amendment thereof) :

- (i) The Companies Act, 2013 (the Companies Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, where applicable;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and amendment thereof:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) \*The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) \*The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) \*The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');

\*No event took place under these regulations during the audit period.

We have also examined compliance with the applicable clauses of the Secretarial Standards on Meetings of the Board of Directors and on General Meetings issued by the Institute of Company Secretaries of India.

During the Audit Period, the Company has complied with the provisions of

the Acts, Rules, Regulations, Guidelines and Standards as mentioned above, to the extent applicable.

vi) The business portfolio of the Company comprises primarily of the followings-

- **Agri-Rural Business**

Sugar, Urea & SSP fertilizers Hybrid Seeds, Farm inputs merchandising such as, Crop care and Specialty Chemicals.

- **Chlor-Vinyl Business**

Caustic Soda, Chlorine, Calcium Carbide, PVC resins, PVC Compounds, Power and Cement. It has a value-added business Fenesta Building Systems - UPVC Windows & Doors.

The Company has manufacturing facilities of Fertiliser, Chloro Vinyl & Cement in Kota (Rajasthan) and of Chlor-Alkali in Bharuch (Gujarat). The Company operates coal-based captive power, facilities - in Kota and Bharuch (Gujarat) rated at 263 MW. The Urea plant in Kota has a Production capacity of 379,500 TPA & Chlor-Alkali capacity of 6,45,050 TPA in both Kota & Bharuch. Cement plant has a production capacity of 400000 TPA and PVC plant has capacity of 220 TPD. Further, Sugar factories are located in Ajbapur, Rupapur, Hariawan and Loni in Uttar Pradesh, with a combined installed capacity of 38,000 TCD (tonnes crushed daily), power-generating capacity of 155 MW and Distilleries at Hariawan and Ajbapur with combined capacity of 350 KLD. The Hybrid seed operations-'Bioseed' are based out of Hyderabad, India and in Southeast Asia. Fenesta windows extrusion unit is located at Kota and fabrication units are located in Bhiwadi, Mumbai, Hyderabad and Chennai.

Following are some of the laws specifically applicable to the Company:-

- Food Safety and Standards Act, 2006;
- Essential Commodities Act, 1955;
- Narcotics Drugs and Psychotropic substance Act, 1985;
- Legal Metrology Act, 2009;
- The Fertilizer Control Order, 1985;
- The U.P. Sugarcane (Purchase Tax) Act, 1961;
- The Sugar (Packing & Marketing) Act, 1970.

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have

obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

At least seven days notice was given to all directors to schedule the Board Meetings. The Agenda and detailed notes on agenda were also sent at least seven days in advance and there exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting for the meaningful participation at the meeting.

During the Audit Period all the Board decisions were carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

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

**We further report that** during the Audit Period, the shareholders of the Company have passed, inter-alia, the following resolutions by way of special resolutions in its Annual General Meeting held on July 23, 2019:

- To approve increase in the borrowings limit to the extent of Rs. 5000 Crores (Rupees five thousand Crores Only) under Section 180(1)(c) of the Act.
- To approve to create security on the assets of the Company to the extent of Rs. 5000 Crores (Rupees five thousand Crores Only) under Section 180(1)(a) of the Act,.

For Sanjay Grover & Associates  
Company Secretaries  
Firm Registration No.: P2001DE052900

Devesh Kumar Vasisht  
Partner

June 03, 2020  
New Delhi

CP.No. 13700  
UDIN: F008488B000313881

# Corporate Social Responsibility

## Brief Outline of Corporate Social Responsibility (CSR) Projects

The Company's Corporate Social Responsibility activities are aligned with Schedule VII of Section 135 of Companies Act, 2013. The organization undertakes CSR Projects and programs from time to time, in accordance with the CSR Policy of the Company. It strongly believes in engaging with communities through programs that positively impact Human Development.

The four pillars that form the basis of our CSR programs are as follows - 1. Preventive Health & Sanitation 2. Education, Vocational Skills & Livelihood 3. Environment Sustainability 4. Rural Development

## Overview of Projects / Programs Undertaken

Projects taken up under CSR are designed to meet the needs of identified communities and are aligned to priorities of the government. Details of CSR initiatives of the Company are described below :

### I. Preventive Health & Sanitation

'Khushali Sehat' is our flagship intervention aimed at supporting Govt programs on Vaccination, institutional delivery and nutrition in 44 villages around Sugar Units. The project this year has benefited ~35K families including ~ 700 pregnant women, 2.4 K infants and 3.5 K adolescent girls. ~ 23 K patients have benefited from our monthly health camps. Maternal and Infant mortality has dropped significantly in our project area.

Eye Care camps are organised in association with reputed hospitals and govt bodies at Sitapur, U.P. & Bharuch, Gujarat. The camps have helped in facilitating cataract operations for 1655 elderly cataract patients hailing from economically weaker sections.



## Sanitation

The company is actively implementing an ambitious School Sanitation program named Shriram Swachhagraha.

Major thrust of the program is at Kota, Rajasthan where it aims to renovate school toilets across the district and usher behavior change around sanitation. Implementation of the project is completed this year in 159 Schools of Itawa & Sangod Block, benefiting nearly 40K school children. The program also works to ensure that the Schools own and sustain the infrastructure by adopting processes on Operations & Maintenance. We are also working around Sanitation Behavior Change in these schools.

The program is also being implemented in other business locations. At Bharuch, 94 households were supported with IHH toilets. The company also supported Waste management process in a few villages. At Hardoi & Lakhimpur, 36 School toilets have been renovated and Sanitation Behaviour change program is being implemented in 40 villages.

### II. Education, Vocational skills, Livelihood

The Company has instituted Scholarship programs in different streams to encourage students, mostly from rural areas, to pursue higher education. More than 450 students have benefited from the program.

In association with Pratham Education Foundation, it has initiated Khushali Shiksha, a project to improve learning outcomes in 62 primary schools of Uttar Pradesh. Over 4900 students in these schools are benefiting from this initiative. Another 4600 children are also benefiting from 1250 learning groups functioning in the village community.





The company also supports women on Skill Development pertaining to stitching. More than 200 women have availed of this program this year.

Jeetega Kisaan is our initiative on improving farmer's incomes by improving farm productivity and market linkages. It is being implemented in 18 villages in Kota district of Rajasthan.

### III. Environment Sustainability

Water Conservation continues to be a focus area for our CSR programs. The company has rejuvenated 56 ponds and converted disused dugwells on farms into ground water recharge structures in Hardoi and Lakhimpur district. Also in Bharuch the company has rejuvenated 2 ponds and created 15 rainwater harvesting structures on farmer's fields.

The Company is conscious of the need to maintain right ecological balance and has created green belts in and around all its facilities. Massive tree plantation drives are carried out at all business locations.

### IV. Rural Development

The Company is implementing a unique Model Village program that marries sectoral development programs with focussed infrastructure development activities in select villages. This includes Safe drinking water facilities, upgradation of anganwadi, Schools, Primary Health Centers, Panchayat Bhawans etc.

These activities are undertaken in close association & participation of the local community & Gram Panchayats.

**Impact Evaluation** - CSR Projects of the company are rigorously monitored and evaluated through Impact Assessment. Results of such evaluations have revealed a high degree of impact of our programs, especially those pertaining to sanitation and preventive health.

The Directors are pleased to report that the different programs of CSR are providing encouraging results. The Company is committed to continuing with its initiatives towards Social Responsibility in line with CSR policy.

More details of the CSR policy and programs are available on the Company's website at the following weblink

<http://www.dcmshriram.com/sites/default/files/CSR-policy.pdf>

### Composition CSR Committee

The CSR Committee comprises of the following Directors

Mr. Ajay S. Shriram	.....	Chairman
Mr. Vikram S. Shriram	.....	Member
Mr. Ajit S. Shriram	.....	Member
Mr. Sunil Kant Munjal	.....	Member
Justice Vikramajit Sen	.....	Member
Mr. Pravesh Sharma	.....	Member

### Average Net Profit of the Company

The average net profit of the Company for the preceding three years block of 2016 - 17 to 2018 - 19 was Rs 920.5 Crores. The prescribed expenditure on CSR, for the year 2019 - 20 was Rs 18.41 crores.

### Details of CSR Spend

During the year 2019 - 20, the Company spent Rs.18.45 Crores towards various programs and projects of CSR. The details are provided in the Annual Report of CSR as attached. (Annexure).

## Annexure

### Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2019 - 20

1	2	3	4	5	6	7
S. No.	CSR project or activity identified	Sector in which the project is covered	Specify the state and district where projects or programs was undertaken	Amount outlay (budget) (Rs. lacs)	Amount spent on the projects Sub heads - (1) Direct expenditure (2) Overheads (Rs. lacs)	Cumulative expenditure upto the reporting period
1	Maternal and child health program, Preventive Eye care program Preventive health camps	Preventive healthcare and Sanitation	Distts. Lakhimpur Kheri & Hardoi, Uttar Pradesh; Kota, Rajasthan; Bharuch, Gujarat	187.00	161.00	161.00
	Sanitation program for schools & community		Distts. Lakhimpur Kheri & Hardoi, Uttar Pradesh; Kota, Rajasthan; Bharuch, Gujarat	941.00	781.00	781.00
<b>SubTotal (1)</b>				<b>1128.00</b>	<b>942.00</b>	<b>942.00</b>
2	Water conservation through construction of tanks, check dam etc, Tree plantation	Environmental sustainability	Distt. Kota, Rajasthan; Distts. Lakhimpur Kheri, Hardoi, Uttar Pradesh	186.00	250.00	250.00
	Soil health program, Program on Bio Control of pests to reduce dependence on chemical pesticides		Distts. Hardoi, Lakhimpur Kheri, Uttar Pradesh	34.00	41.00	41.00
<b>SubTotal (2)</b>				<b>220.00</b>	<b>291.00</b>	<b>291.00</b>
3	Construction / repair of village roads, school buildings, tube wells, RO Plant etc. Disaster relief, Integrated Village Development	Rural Development	Distt. Bharuch, Gujarat; Distt. Hyderabad, Telengana; Distts. Lakhimpur Kheri, Hardoi, Uttar Pradesh, Distt. Kota, Rajasthan	149.00	223.00	223.00
<b>SubTotal (3)</b>				<b>149.00</b>	233.00	<b>223.00</b>
4	Scholarship to students, Contribution to educational institutions, Promoting handicraft, Vocational skills, Sports	Promoting education, vocational skills, livelihood	Distt. Lakhimpur Kheri & Hardoi U.P., Kota, Rajasthan; Haryana; Punjab; Delhi; Distt. Hyderabad, Telengana	344.00	299.00	299.00
<b>SubTotal (4)</b>				<b>344.00</b>	299.00	<b>299.00</b>
5	Admin expenses & capacity building of staff	Overheads		0.00	90.00	90.00
<b>Grand Total</b>				<b>1841.00</b>	<b>1845.00</b>	<b>1845.00</b>

#### CSR Committee's Responsibility Statement

We hereby affirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and the Policy of the Company.

Vikram S. Shriram

Vice Chairman & Managing Director  
DIN : 0027187

Ajay S. Shriram

Chairman & Sr. Managing Director &  
Chairman, CSR Committee  
DIN : 00027137

New Delhi  
Date : 3.6.2020

# Corporate Governance Report 2019-20

## (A) Company's Philosophy

The Company's philosophy on Corporate Governance is focused upon a rich legacy of fair, ethical and transparent governance practices. The Company is conscious of its responsibility as a good corporate citizen and is committed to high standard of Corporate Governance practices. This is reflected in the well balanced and independent structure of the Company's eminent and well represented Board of Directors. The Company is in full compliance with the requirements of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations, 2015].

## (B) Board of Directors

As at 31.3.2020, there were twelve (12) Directors comprising five (5) Executive Directors including an Executive Chairman, six (6) Non-Executive Independent Directors and one (1) Nominee Director.

During the year, four (4) Board Meetings were held on 1.5.2019, 23.7.2019, 24.10.2019 & 27.1.2020.

A separate meeting of Independent Directors was held during the year.

The composition of Board of Directors, their attendance at Board Meetings during the year 2019-20 and at the last Annual General Meeting duly held on 23.7.2019 along with details of other Directorship and Committee Membership/Chairmanship as at 31.3.2020 are as follows:

Name of Director	Category of Directorship	No. of Board meetings attended	Attended last AGM	No. of other Directorship*	Name of the listed Companies (holding position of Director and category of Directorship)	No. of other Committee Membership**	
						Member (including Chairmanship)	Chairman/ Chairperson
Mr. Ajay S. Shriram (Chairman & Senior Managing Director)	Promoter & ED	4	YES	6	--	--	--
Mr. Vikram S. Shriram (Vice Chairman & Managing Director)	Promoter & ED	4	YES	6	--	--	--
Mr. Ajit S. Shriram (Joint Managing Director)	Promoter & ED	4	YES	7	--	--	--
Mr. K.K. Kaul (Whole Time Director)	ED	4	YES	1	--	--	--
Mr. K.K. Sharma (Whole Time Director EHS)	ED	4	YES	--	--	--	--
Mr. Pradeep Dinodia	NE-I-D	4	YES	3	1. Shriram Pistons and Rings Ltd. - NED 2. Hero MotoCorp Ltd. - NED	6	3
Mr. Vimal Bhandari	NE-I-D	4*	YES	5	1. JK Tyre & Industries Ltd. - NE-I-D 2. Bharat Forge Ltd. - NE-I-D 3. Kalpataru Power Transmission Ltd. - NE-I-D	2	1
Mr. Sunil Kant Munjal	NE-I-D	3	YES	4	1. Shivam Autotech Ltd. - NE-I-D 2. Escorts Ltd. - NE-I-D	2	--
Ms. Ramni Nirula	NE-I-D	4	YES	5	1. PI Industries Ltd. - NE-I-D 2. CG Power and Industrial Solutions Ltd. - NE-I-D 3. HEG Ltd. - NE-I-D 4. Usha Martin Ltd. - NE-I-D	4	1
Justice (Retd.) Vikramajit Sen	NE-I-D	4	YES	1	BSE Ltd. - NE-I-D	--	--
Mr. Pravesh Sharma	NE-I-D	4	YES	--	--	--	--
Mr. Sharad Shrivastva (LIC Nominee)	Nominee Director	4	YES	--	--	--	--

\* includes one meeting attended through VC.

# Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

# # Includes only Audit Committee and Stakeholders Relationship Committee.

ED - Executive Director  
 NE-I-D - Non-Executive Independent Director  
 NED - Non-Executive Director

The ratio between Executive and Non-Executive Directors (including Nominee Director) is 5:7.

#### Relationship amongst Directors

Mr. Ajay S. Shriram, Mr. Vikram S. Shriram and Mr. Ajit S. Shriram, being brothers, are related to each other. Apart from the above none of the Directors are related to each other.

#### Number of Shares held by Non-Executive Independent Directors as on 31<sup>st</sup> March, 2020

Name of Directors	No. of Shares held	% age of Share holding
Mr. Pradeep Dinodia	29,270	0.02
Mr. Vimal Bhandari	2,000	0.00

None of the other non Executive Directors holding office as on 31<sup>st</sup> March, 2020 hold any shares in the Company. There are no Convertible Instruments issued by the Company.

The details of familiarization programme for Independent Directors are available on the Company's website at the following web link:

[https://www.dcmshriram.com/sites/default/files/Familiarization-Programme-for-Independent-Director-2019-20\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Familiarization-Programme-for-Independent-Director-2019-20_0.pdf)

#### Chart of skills/expertise/competence identified by the Board of Directors in context of the Company's business(es) and sector(s) for it to function effectively and actually available with the Board:

Name of Director	List of Core Skills/Expertise/Competencies
Mr. Ajay S. Shriram	General Management, Strategy, Finance, HR, Agri Businesses, Sugar, Retail and Chloro Vinyl Business
Mr. Vikram S. Shriram	General Management, Strategy, Finance, Agri Businesses, Sugar, Retail and Chloro Vinyl Business
Mr. Ajit S. Shriram	General Management, Strategy, Finance, Agri Businesses, Sugar, and Chloro Vinyl Business
Mr. K.K. Kaul	General Management, Project Management, Procurement and Supply Chain management, Setting up/Operation of Fertilizer, Chemicals, Petrochemicals, Cement, process plants and Human Resource Management.
Mr. K.K. Sharma	Environment Health and Safety, Agrochemicals and Pharmaceutical Manufacturing
Mr. Pradeep Dinodia	Corporate Legal Matters, FEMA, Accounting and Direct Taxes

Name of Director	List of Core Skills/Expertise/Competencies
Mr. Vimal Bhandari	Finance, Human Resources and General Management
Mr. Sunil Kant Munjal	Mergers & Acquisitions, Impact Investing, Finance & Banking, Macro-economy, Corporate Strategy, Succession Planning, Business process and improvements, Restructuring etc.
Ms. Ramni Nirula	Project Financing, Strategy, Planning & Resources and Corporate Banking
Justice (Retd.) Vikramajit Sen	Civil & Commercial Legal Matters and Arbitration
Mr. Pravesh Sharma	Food Security, Agriculture, Rural finance, Rural development and Natural Resources Management.
Mr. Sharad Shrivastva	Administration, Governance, HR & Marketing

#### Confirmation

On the basis of declaration received from the Independent Directors, the Board confirms that in their opinion the Independent Directors of the Company fulfill the conditions specified in the SEBI Listing Regulations, 2015 and are independent of the management.

#### (C) Audit Committee

##### (i) Terms of reference

The role and terms of reference of Audit Committee shall cover areas mentioned under SEBI Listing Regulations/and Section 177 of the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time besides other matters as may be delegated by the Board of Directors from time to time.

##### (ii) Composition

The Audit Committee was constituted in 1990. As at 31.3.2020, the Committee comprises of four (4) Non-Executive Independent Directors. The Committee met five (5) times during the year on 30.4.2019, 23.7.2019, 24.10.2019, 3.12.2019, & 27.1.2020 and attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Pradeep Dinodia	Chairman	5
Mr. Sunil Kant Munjal	Member	3
Ms. Ramni Nirula	Member	5
Mr. Pravesh Sharma	Member	5



**(D) Nomination, Remuneration and Compensation Committee**
**(i) Terms of reference**

The role and terms of reference of Nomination, Remuneration and Compensation Committee shall cover areas mentioned under SEBI Listing Regulations/and Section 178 of the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time and other matters as may be delegated by the Board of Directors from time to time.

**(ii) Composition**

As at 31.3.2020, the Committee comprises of three (3) Non-Executive Independent Directors and one (1) Executive Director. The Committee met two (2) times during the year on 1.5.2019 & 27.1.2020 and the attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Pradeep Dinodia	Chairman	2
Mr. Ajay S. Shriram	Member	2
Mr. Vimal Bhandari	Member	2
Mr. Sunil Kant Munjal	Member	1

**(iii) Performance Evaluation criteria**

The Nomination, Remuneration and Compensation Committee (NRCC) has approved the following criteria for evaluation of performance of Directors (including Independent Directors).

<ul style="list-style-type: none"> <li>Fulfillment of responsibilities as a director as per the Act, the Listing Regulations and applicable Company policies and practices;</li> </ul>
<ul style="list-style-type: none"> <li>In case of the concerned director being Independent Director, Executive Director, Chairperson of the Board or Chairperson or member of the Committees, with reference to such status and role;</li> </ul>
<ul style="list-style-type: none"> <li>In case of Independent Directors fulfillment of the independence criteria as specified under applicable Regulations and their independence from the management;</li> </ul>
<ul style="list-style-type: none"> <li>Board and/or Committee meetings attended; and</li> </ul>
<ul style="list-style-type: none"> <li>General meetings attended.</li> </ul>

**(ii) Executive Directors**
**(Amount/Rs. Lakhs)**

Executive Directors	Salary	P. F.	Super-Annuation	Allowances/ Perquisites/ Others	Commission	Stock Options	Total
Mr. Ajay S. Shriram	255.60	30.67	38.34	126.06	450.00	--	900.67
Mr. Vikram S. Shriram	252.00	30.24	37.80	116.91	445.00	--	881.95
Mr. Ajit S. Shriram	206.40	24.77	30.96	110.64	430.00	--	802.77
Mr. K.K. Kaul	104.52	12.54	--	76.60	65.00	--	258.66
Mr. K.K. Sharma	37.20	4.46	--	50.43	6.50	--	98.59

**(iv) Remuneration of Directors**

(a) During the current financial year, there was no material pecuniary relationship or transaction between the Company and any of its Non-Executive Directors which is required to be disclosed.

(b) Criteria of making payments to Non-Executive Directors is as per Remuneration Policy of the Company which is available on the Company's website at the following web link :

[https://www.dcmshriram.com/sites/default/files/Remuneration%20Policy\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Remuneration%20Policy_0.pdf)

**(v) Details of remuneration of Directors for the year 2019-20**

(i) **Non Executive Directors** :- The details of remuneration paid/payable during the year by way of Commission, and sitting fee for attending meetings of Board/Committees to Non-Executive Directors are as under:

Name of the Director	Amount/Rs. Lakhs		
	Sitting Fee	Commission	Total
Mr. Pradeep Dinodia	20.50	59.85	80.35
Mr. Vimal Bhandari	6.00	26.10	32.10
Mr. Sunil Kant Munjal	8.00	28.80	36.80
Ms. Ramni Nirula	8.75	30.15	38.90
Justice (Retd.) Vikramajit Sen	5.00	24.75	29.75
Mr. Pravesh Sharma	9.75	31.50	41.25
Mr. Sharad Shrivastva (LIC Nominee)*	4.00	23.40	27.40

\* Paid to LIC of India

No Sitting fee has been paid to the Executive Directors.

- I. Provision for incremental gratuity and earned leave for the current year has not been considered, since the provision is based on actuarial basis for the Company as a whole.
- II. Notice period for termination of appointment of Managing/Whole Time Directors is six/three calendar months respectively, on either side.
- III. In the event of termination of appointment of Managing Director, compensation will be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder or any statutory amendment or re-enactment thereof.
- IV. The Commission is paid to Executive Directors as approved by the Board of Directors within the prescribed limit.

#### (E) Stakeholders' Relationship Committee

##### (i) Terms of reference

The role and terms of reference of Stakeholders Relationship Committee shall cover areas mentioned under SEBI Listing Regulations/and the Companies Act, 2013 and rules related thereto/other SEBI Laws/Regulations, as applicable from time to time, inter-alia, including the following :

1. To consider and resolve the grievances of security holders of the Company including Shareholders, debenture holders and any other security holders.

##### 2. Others

- a. to scrutinize and approve registration of transfer and transmission of shares/debentures/warrants issued/to be issued by the Company;
- b. to exercise all powers conferred on the Board of Directors under Article 43 of the Articles of Association;
- c. to decide all questions and matters that may arise in regard to transmission of shares/debentures/warrants issued/to be issued by the Company;
- d. to approve and issue duplicate shares/debentures/warrant certificates in lieu of those reported lost, and arrange for printing of blank share certificates, as per requirement;
- e. to refer to the Board any proposal of refusal of registration of transfer of shares/debentures/warrants for their consideration;
- f. to look into shareholders and investors complaints like transfer of shares, non-receipt of annual reports, non-receipt of declared dividend warrants, etc.;
- g. printing of Share Certificates;
- h. to delegate all or any of its powers to Officers/Authorised Signatories of the Company, and
- i. to formulate the necessary process and procedures to ensure the compliance of the IEPF Rules, 2016 and other applicable provisions, if any, as amended from time to time for the transfer of shares to IEPF.

##### (ii) Composition

The Committee comprises of one (1) Non-Executive Independent Director and three (3) Executive Directors. The Committee met ten (10) times during the year on 22.4.2019, 17.5.2019, 14.6.2019, 15.7.2019, 28.8.2019, 14.10.2019, 13.11.2019, 10.12.2019, 27.1.2020 & 16.3.2020 and the attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Pradeep Dinodia	Chairman	10
Mr. Ajay S. Shriram	Member	10
Mr. Vikram S. Shriram	Member	10
Mr. Ajit S. Shriram	Member	9

Mr. Sameet Gambhir, Company Secretary is the Compliance Officer of the Company.

During the year, 11 Complaints were received from the shareholders and all of them were resolved to the full satisfaction of the shareholders.

#### (F) Other Committees

##### (i) Finance Committee

###### Composition:-

The Committee comprises of four (4) Executive Directors. The Committee met ten (10) times during the year on 23.4.2019, 3.5.2019, 13.6.2019, 31.7.2019, 25.9.2019, 24.10.2019, 14.1.2020, 27.1.2020, 9.3.2020 & 18.3.2020 and the attendance of the Members at the meetings was as follows:

Name of Member	Status	No. of meetings attended
Mr. Ajay S. Shriram	Chairman	10
Mr. Vikram S. Shriram	Member	9
Mr. Ajit S. Shriram	Member	10
Mr. K.K. Kaul	Member	10

##### (ii) CSR Committee :-

###### Composition:-

The Committee comprises of three (3) Executive Directors and three (3) Non-Executive Independent Directors. The Committee met one (1) time during the year on 22.7.2019 and the attendance of the Members at the meeting was as follows:

Name of Member	Status	No. of meeting attended
Mr. Ajay S. Shriram	Chairman	1
Mr. Vikram S. Shriram	Member	1
Mr. Ajit S. Shriram	Member	1
Mr. Sunil Kant Munjal	Member	1
Justice (Retd.) Vikramajit Sen	Member	1
Mr. Pravesh Sharma	Member	1

### (iii) Risk Management Committee

The Committee was constituted on 29.1.2019 and comprises of two (2) Executive Directors. The Committee met three (3) times during the year on 6.5.2019, 15.7.2019 & 14.1.2020 and the attendance of the Members at the meeting was as follows:

Name of Member	Status	No. of meeting attended
Mr. K.K. Kaul	Chairman	3
Mr. K.K. Sharma	Member	3

### (G) General Body Meetings

The last three Annual General Meetings were held as under:

Date of AGM	Time	Location
23.7.2019	11:30 A.M.	Kamani Auditorium, 1, Copernicus Marg (Near Mandi House), New Delhi - 110001
31.7.2018	10.00 A.M.	Kamani Auditorium, 1, Copernicus Marg (Near Mandi House), New Delhi - 110001
1.8.2017	11.00 A.M.	Air Force Auditorium, Subroto Park, New Delhi

The details of Special Resolutions passed in previous three (3) Annual General Meetings are as under:

#### **AGM 2019**

- Approval for re-appointment of Mr. K.K. Kaul, (DIN: 00980318), Whole Time Director under Sections 196, 197, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of two years w.e.f. 2.7.2019.
- Approval for re-appointment of Mr. Pradeep Dinodia (DIN: 00027995), as a Non Executive Independent Director under section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35th AGM.
- Approval for re-appointment of Mr. Vimal Bhandari (DIN: 00001318), as a Non Executive Independent Director under section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35th AGM.
- Approval for re-appointment of Mr. Sunil K. Munjal (DIN: 00003902), as a Non Executive Independent Director under section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for second term of 5 consecutive years from the conclusion of the ensuing AGM till the conclusion of 35th AGM.
- Approval to increase in the borrowings limit to the extent of Rs. 5000 Crores (Rupees Five Thousand Crores Only) under Section 180(1)(c) of the Companies Act, 2013.

- Approval to create security on the assets of the Company to the extent of Rs. 5000 Crores (Rupees Five Thousand Crores Only) under Section 180(1)(a) of the Companies Act, 2013.

#### **AGM 2018**

- Approval for re-appointment of Mr. Ajay S. Shriram (DIN : 00027137), Chairman and Senior Managing Director under Sections 196, 197, 203, 188(1)(f) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years w.e.f. 1.11.2018.
- Approval for re-appointment of Mr. Vikram S. Shriram (DIN : 00027187), Vice Chairman and Managing Director under Sections 196, 197, 203, 188(1)(f) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years w.e.f. 1.11.2018.
- Approval for appointment of Mr. K.K. Sharma (DIN : 07951296) as Whole Time Director (EHS) under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof for a period of five years w.e.f. 20.11.2017.
- Approval for revision in the maximum limit of remuneration of Mr. Aditya A. Shriram, a relative of Chairman and Senior Managing Director, pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder.

#### **AGM 2017**

- Approval for maintaining the statutory registers viz. Register of Members, Debenture holders & other Security holders including index of the names etc. at any place within the NCT of Delhi, being the city where the Registered Office of the Company is situated.

#### **SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT**

- During the financial year 2019-20, no Special Resolution was passed through Postal Ballot.
- As on date, no Special Resolution is proposed to be conducted through Postal Ballot.

### (H) Means of Communication

The Company interacts with its Investors through multiple forms of corporate and financial communications such as annual reports, result announcements and media releases. Quarterly results are usually published in English and Hindi daily newspapers, viz., Business Standard. These results are also made available on the website of the Company [www.dcmshriram.com](http://www.dcmshriram.com) and also posted at the online portal of NSE and BSE. The Company's website also displays official news releases and presentations made to the Institutional Investors or to the Analysts. The Company has interacted with analysts and investors during the year under review through meetings and conference calls.

### (I) General Shareholders Information

(i) Next Annual General Meeting is proposed to be held on 21<sup>st</sup> July, 2020 at 10:30 AM through video conferencing.

(ii) **Financial Year** : 1<sup>st</sup> April to 31<sup>st</sup> March.

(iii) **Dividend** : Not Applicable

#### (iv) Listing of Equity Shares and stock Codes

The names of Stock Exchanges at which Company's Shares are listed, Symbol/Scrip Code and status of payment of listing fees are as under:

Name and Address of the Stock Exchange	Scrip Symbol/ Code	Status of fee paid
<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051	DCMSHRIRAM	Paid
<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	523367	Paid

Under the depository system, the ISIN allotted to the Company's Equity Shares of face value of Rs.2/- each is INE499A01024.

#### (v) Listing of Commercial Papers

During the year ended 31<sup>st</sup> March 2020, the Company listed the following Commercial papers issued by it, in accordance with the SEBI Circular No. SEBI/HO/DDHS/DDHS/CIR/P/2019/115 dated 22nd October, 2019.

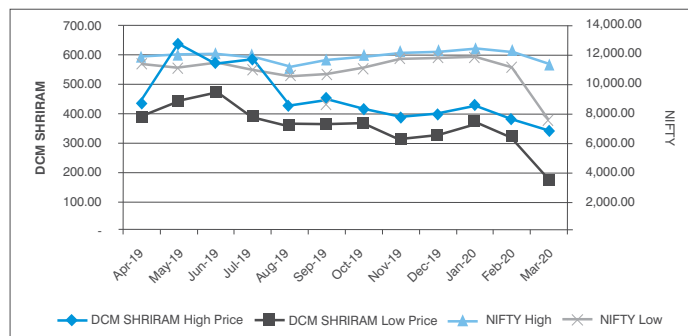
Ref. No:	Date of Issue	Amount (Cr.)	ISIN	Maturity Date
1	22-Jan-2020	INR 50	INE499A14CA5	15-April-2020
2	23-Jan-2020	INR 50	INE499A14CB3	23-April-2020
3	19-Mar-2020*	INR150	INE499A14CC1	16-June-2020

\* Application submitted on 18<sup>th</sup> March, 2020.

#### (vi) Equity Share Price data for the year 2019-20 Equity Share Price on NSE and NIFTY Index

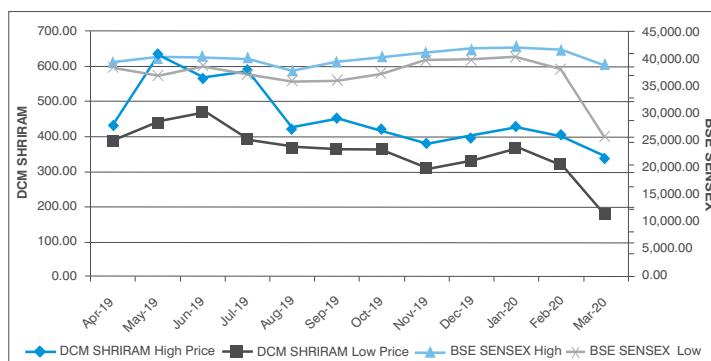
Month	DCM Shriram		NIFTY	
	High	Low	High	Low
Apr-19	437.40	391.00	11856.15	11549.10
May-19	638.50	442.25	12041.15	11108.30
Jun-19	568.00	473.00	12103.05	11625.10
Jul-19	590.00	391.15	11981.75	10999.40
Aug-19	427.45	361.00	11181.45	10637.15
Sep-19	452.00	366.00	11694.85	10670.25
Oct-19	415.00	366.10	11945.00	11090.15

Month	DCM Shriram		NIFTY	
	High	Low	High	Low
Nov-19	382.95	310.65	12158.80	11802.65
Dec-19	399.90	328.10	12293.90	11832.30
Jan-20	430.90	368.20	12430.50	11929.60
Feb-20	378.95	321.00	12246.70	11175.05
Mar-20	340.00	172.60	11433.00	7511.10



#### Equity Share Price on BSE and BSE SENSEX

Month	DCM Shriram		BSE SENSEX	
	High	Low	High	Low
Apr-19	435.00	389.00	39487.45	38460.25
May-19	637.00	442.55	40124.96	36956.10
Jun-19	569.00	474.25	40312.07	38870.96
Jul-19	590.00	390.55	40032.41	37128.26
Aug-19	425.90	368.00	37807.55	36102.35
Sep-19	451.60	366.80	39441.12	35987.80
Oct-19	420.00	364.60	40392.22	37415.83
Nov-19	382.80	310.75	41163.79	40014.23
Dec-19	399.90	328.35	41809.96	40135.37
Jan-20	431.10	368.45	42273.87	40476.55
Feb-20	404.00	322.95	41709.30	38219.97
Mar-20	339.05	175.80	39083.17	25638.90



(vii) **Registrar and Share Transfer Agent:** M/s. MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent for shares of the Company - both in physical and electronic mode.

(viii) **Share Transfer System:** The Company's shares are traded in the Stock Exchanges compulsorily in DEMAT mode. Physical shares, which were lodged with the Company for transfer before April 1, 2019 and pending for transfer as on April 1, 2019 were processed and returned to the Members within prescribed period.

**(ix) Distribution of Shareholding as on 31.3.2020**

No. of Shares		Shareholders	
From	To	Number	% to total no. of Shareholders
1	500	36665	90.12
501	1000	1944	4.78
1001	2000	1014	2.49
2001	3000	339	0.83
3001	4000	161	0.40
4001	5000	114	0.28
5001	10000	185	0.45
10001	50000	184	0.46
50001	100000	26	0.06
100001 and Above		51	0.13
<b>Total</b>		<b>40683</b>	<b>100.00</b>

**(x) Dematerialisation of Equity Shares and liquidity**

As on 31.3.2020, 98.56% of the total eligible Equity Shares were in dematerialized form and the balance 1.44% shares in physical form.

The Company has not issued any GDRs/ADRs/warrants or any convertible instruments, which are pending for conversion.

**(xi) Commodity price risk or foreign exchange risk and hedging activities**

The Company's operations are mainly in India and therefore rupee denominated, except the foreign currency denominated loans (Long Term and Short Term) and Imports of some raw materials, stores & spares and capital goods. These liabilities are mostly fully hedged against foreign currencies.

**(xii) Covid-19**

In March 2020, the World Health Organization declared Covid-19 to be pandemic. Pursuant to the outbreak of Covid-19 worldwide, the Government of India declared countrywide lockdown on March 24, 2020 which led to the temporary suspension of some operations of the Company and has impacted the overall business operations of the Company. The Company has adopted all the necessary measures to curb the spread of infection in order to protect the health and well being of employees and ensured

business continuity to the extent possible with minimal disruption. The details of impact on operations of the Company and steps taken by the Company to mitigate the impact of Covid-19 are described in the Management Discussion and Analysis Report which forms part of this Annual Report and is provided in a separate section.

**(xiii) Plant Locations**

The Company's plants are located at Ajbapur, Rupapur, Hariawan, Loni (U.P.), Bharuch (Gujarat), Kota, Bhiwadi (Rajasthan), Hyderabad (Telangana) and Chennai (Tamil Nadu).

**(xiv) Address for Correspondence**

The Company's Registered Office is situated at 2<sup>nd</sup> Floor (West Wing), Worldmark 1, Aerocity, New Delhi-110037

Correspondence by the shareholders should be addressed to:

(a) MCS Share Transfer Agent Limited

F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,  
New Delhi – 110020

Tel. Nos. : 011-41406149 to 41406152

Fax No.: 011-41709881

E-mail : helpdeskdelhi@mcsregistrars.com/  
admin@mcsregistrars.com

(b) Exclusive E-mail for Investor Complaints (excluding Institutional Investors)

shares@dcmsriram.com

Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

**(xv) List of all credit ratings obtained:-**

Sr. No.	Particular	Rating
1.	Commercial Paper	A1+ (ICRA & CRISIL)
2.	Short Term	A1+ (ICRA)
3.	Long Term	AA (ICRA)
4.	Fixed Deposit	MAA + (ICRA)

**(J) Other disclosures**

(i) There were no transactions of material nature with related parties during the year that had potential conflict with the interest of the Company at large.

(ii) There were no instances of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital markets during the last three years.

(iii) The Company has established a Vigil Mechanism/Whistle Blower Policy as per the requirement of the SEBI Listing Regulations, 2015 and the Companies Act, 2013. It is affirmed that no personnel was denied access to the Audit Committee.

- (iv) The Company is complying with all the mandatory requirements of SEBI Listing Regulations, 2015 as applicable.
- (v) The Company has formulated a Policy for determining 'Material' Subsidiaries, which is also available on the Company's website at the following web link:  
<https://www.dcmshriram.com/sites/default/files/MATERIAL%20SUBSIDIARY%20POLICY%20-%20FINAL.pdf>
- (vi) The Company has formulated a Policy on dealing with Related Party transactions, which is also available on the Company's website at the following web link:  
[https://www.dcmshriram.com/sites/default/files/Related%20Party%20Transaction%20Policy%20-%20FINAL\\_0.pdf](https://www.dcmshriram.com/sites/default/files/Related%20Party%20Transaction%20Policy%20-%20FINAL_0.pdf)
- (vii) The Company has obtained a certificate from APR & Associates LLP, Company Secretaries certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- (viii) The details of total fees for all services paid to the Statutory Auditors and its network firm/entity (registered with the ICAI as Chartered Accountant) during the year ended 31.3.2020 are as below:

Particulars	Amount (In Lakhs)
Statutory audit	134.50*
Tax audit	21.00
Limited reviews	58.00
Other certification services	50.60*
<b>Total</b>	<b>264.10</b>

\*includes fee related to a jointly controlled entity.

- (ix) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year	Number of Complaints disposed off during the Financial Year	Number of complaints pending as on end of the financial year
0	0	0

- (x) The Company is in compliance with Corporate Governance requirements as specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI Listing Regulations, 2015.

**(K) Code of Conduct for Board Members & Senior Management Team**

In compliance to the provisions of SEBI Listing Regulations, 2015, the Board has laid down a Code of Conduct for all Board Members and Senior Management Team. A copy of the said Code of Conduct is available on the Company's website at the following web link:  
<http://www.dcmshriram.com/code-of-conduct>

All Board Members and Senior Management Team have affirmed compliance of Code of Conduct as on 31.3.2020 and a declaration to that effect signed by Chairman & Senior Managing Director is attached and forms part of this report.

AJAY S. SHRIRAM

Place : New Delhi

Chairman & Sr. Managing Director

Date : 3.6.2020

DIN : 00027137

**Declaration regarding Compliance of Code of Conduct**

I, **Ajay S. Shriram, Chairman & Senior Managing Director and CEO of DCM Shriram Limited** hereby declare that all Board Members and Senior Management Team have affirmed compliance of the Code of Conduct for the year ended March 31, 2020.

Place : New Delhi

Date : 3.6.2020

AJAY S. SHRIRAM  
 Chairman & Sr. Managing Director  
 DIN : 00027137

## Auditors' Certificate regarding compliance of conditions of Corporate Governance

To

**The Members of DCM Shriram Limited**

This certificate is issued in accordance with the terms of our agreement dated March 11, 2020.

We have examined the compliance of conditions of Corporate Governance by **DCM Shriram Limited**, for the year ended March 31, 2020 as stipulated in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the relaxations granted by Securities and Exchange Board of India from time to time due to the Covid-19 pandemic (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For and on behalf of  
Price Waterhouse Chartered Accountant LLP  
Firm Registration Number: 012754N/N500016  
Chartered Accountants

UDIN : 20086994AAAAAR2340

Place: Gurgaon

Date: June 03, 2020

Harinderjit Singh  
Partner  
Membership No.: 086994

# Independent Auditor's Report

## To the Members of DCM Shriram Limited

### Report on the audit of the Standalone financial statements

#### Opinion

1. We have audited the accompanying standalone financial statements of DCM Shriram Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

#### Basis for opinion

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

#### Key Audit Matters

4. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Key Audit Matter

##### 4.1 Physical verification and determination of carrying value of inventory of sugar and the related products as at the year ended March 31, 2020

(Refer to the accompanying notes 1.3 (f), 6, 52 and 55 forming integral part of the Standalone Financial Statements)

As on March 31, 2020, the Company had an inventory of sugar and related products i.e., molasses, ethanol, etc. with a carrying value 1,509.74 crores. During the current year, the Company has commenced production of ethanol at its Distillery units using a particular type of molasses (B-heavy, a product produced along with sugar).

Sugar and B-heavy molasses have been recognised as joint products and the cost of production has been allocated between these joint products based on technical estimates.

We considered the determination of carrying value of the inventory (i.e., lower of cost and NRV) of joint products, sugar and B-heavy molasses as a Key Audit Matter given the relative size in the financial statements and significant judgement involved in analysing the relevant factors such as basis for classification of B-heavy molasses as a joint product, determination of a rational basis for allocation of cost i.e., on technical estimates, between the joint products in calculating the cost of inventories and NRV determined basis minimum sale price, monthly quota, fluctuation in selling prices and the related notifications of the Government authorities. Also the physical verification of the above inventories could not be observed by us due to lock-down restrictions at the year-end.

#### How our audit addressed the key Audit Matters

We understood the design and tested the operating effectiveness of controls as established by the management in determination of cost for joint products and estimated net realizable value of inventory of sugar and related products.

We considered various factors including technical assessment of the management, industry practice, significance of the products, manufacturing objective in determination of classification of the products as 'joint products'; the relative net realisable value of sugar and B-heavy molasses based ethanol in determination of a rational basis for allocation of cost between the joint products; and the actual selling price prevailing prior and subsequent to the year end, minimum selling price, monthly quota and other notifications of the Government of India, initiatives taken by the Government with respect to sugar industry as a whole.

Consequent to the lockdown restrictions at the year-end, we have observed the physical inventory process of sugar and other related products subsequent to the year-end at the significant locations and performed roll back procedures to obtain sufficient appropriate audit evidence about the existence and condition of inventory at the balance sheet date.

Based on the above procedures performed, the carrying value and existence of inventory of sugar and related products as at the year-end determined by the management is considered to be reasonable.



# Independent Auditor's Report

Key Audit Matters	How our audit addressed the Key Audit Matters
<p><b>4.2 Assessment of impairment of investments and loans/advances given to subsidiaries</b> (Refer to the accompanying notes 1.4(iii) 3.1, 3.2, 7.4, 9, 25, 31 and 52 forming integral part of the Standalone Financial Statements)</p> <p>The Company had given loans and advances which aggregate to Rs. 230.40 crores as at March 31, 2020, to subsidiaries and also has investments amounting to Rs. 150.81 crores in this regard.</p> <p>These subsidiaries have incurred loss during the year and as at the year end their networth stands substantially eroded which indicates potential impairment of investment in those subsidiaries along with loans and advances given to such subsidiaries.</p> <p>The Company has recognized impairment of Rs 154.12 crores as at March 31, 2020 (including Rs 26.82 crores during the year) against the above investments and loans and advances.</p> <p>We considered this a Key Audit Matter given the relative significance of value of investment and loans and advances to the financial statements and extent of management's judgements and estimates involved such as future cash flows, discount rate, terminal value and economic growth rates etc. around the impairment assessment.</p>	<p>We understood the design and tested the operating effectiveness of controls as established by management in determination of appropriateness of the carrying value of investments, loans and advances.</p> <p>We evaluated the Company's process regarding impairment assessment by involving our valuation experts (auditor's expert) to assist in assessing the appropriateness of the impairment model including the independent assessment of the underlying assumptions relating to discounts rate, economic growth rate, terminal value, sensitivity analysis etc. and also evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the updated budgets provided by the management and our understanding of the related industry's external factors and impact of COVID-19.</p> <p>We checked the mathematical accuracy of the impairment model and the appropriate accounting in the financial statements.</p> <p>Based on the above procedures performed, we observed the management's impairment assessment related to loans / advances given to subsidiaries to be reasonable.</p>
<p><b>4.3 Impact of government policies/ notifications on recognition of subsidy accruals/claims and their recoverability</b> (Refer to the accompanying notes 1.3 (g)(ii), 1.4(v)(b), 19, 29, 45.1 and 52 forming integral part of the Standalone Financial Statements)</p> <p>During the year the Company has recognised accruals/subsidy claims amounting to Rs. 762.22 crores (net) and as at March 31, 2020, the Company has receivables of Rs. 589.69 crores relating to such claims which is significant to the financial statements.</p> <p>We focused on this area because recognition of accruals/claims and assessment of recoverability of the claims is subject to significant judgement of the management. The area of judgement includes certainty around the satisfaction of conditions specified in the notifications/policies, collections, provisions thereof, likelihood of variation in the related computation rates, and basis for determination of accruals/claims.</p>	<p>We understood the design and tested the operating effectiveness of controls as established by management in recognition and assessment of the recoverability of the claims.</p> <p>We evaluated the management's assessment regarding reasonable certainty for complying with the relevant conditions as specified in the Notifications / policies and collections.</p> <p>We considered the relevant notifications/policies issued by various authorities to ascertain the appropriateness of the recognition of accruals/claims, adjustments to claims already recognised pursuant to changes in the rates and basis for determination of claims.</p> <p>We tested the ageing analysis and assessed the information used by the management to determine the recoverability of the claims by considering historical trends of collection against claims, the level of credit loss charged over time, provisions created and reversal thereof in the financial statements.</p> <p>Based on the above procedures performed, the management's estimates related to recognition of subsidy accruals/claim and their recoverability are considered to be reasonable.</p>
<p><b>4.4 Appropriateness of Carrying amount of deferred tax assets relating to Minimum Alternate Tax (MAT) credit</b> (Refer to the accompanying notes 1.3 (m), 1.4(iv), 4, 26, 42 and 52 forming integral part of the Standalone Financial Statements)</p> <p>The Company has recognised deferred tax assets on the unutilised tax credits, representing Minimum Alternate Tax (MAT) paid on the accounting profit in the current year and in earlier years over and above the normal taxable profit, in accordance with the provisions of Section 115JB of the Income-tax Act, 1961 and related rules. The carrying amount of MAT Credit, included under Deferred Tax Assets (net) is Rs. 398.97 crores as at the balance sheet date.</p>	<p>We understood the design and tested the operating effectiveness of Company's controls relating to taxation and the assessment of carrying amount of deferred tax assets.</p> <p>We reviewed the Company's accounting policy in respect of recognizing deferred tax assets on unutilised MAT credits.</p> <p>We evaluated whether the tax credit entitlements are legally available to the Company in respect of the future years, as estimated by the management while projecting the taxable profits, considering to the provisions of Income-tax Act, 1961.</p>

# Independent Auditor's Report

Key Audit Matters	How our audit addressed the Key Audit Matters
<p>We considered this as a Key Audit Matter as the assessment of the appropriateness of the carrying amount of deferred tax asset relating to MAT involves significant management judgement in assessing the availability of future taxable profits to offset the accumulated MAT credits, assessment of assumptions (internal / external factors) underlying the future profit projections to establish reasonable certainty around utilization of the asset.</p>	<p>We assessed the reasonableness of the assumptions underlying management's profit projections such as the growth rates in light of the relevant economic, impact of COVID 19 and industry indicators, including involving our valuation expert (auditors' expert) to assist in assessing the appropriateness of such projections.</p> <p>We also assessed the sensitivity analysis applied by the Company and evaluated if any change in the assumptions will lead to any material change in carrying amount.</p> <p>We checked the mathematical accuracy of the underlying calculations of the profit projections.</p> <p>We also evaluated the adequacy and appropriateness of disclosures made in the financial statements.</p> <p>Based on the above procedures performed, the carrying amount of deferred tax assets, including disclosure relating to MAT credit including disclosures are considered to be reasonable.</p>

## Other Information

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Responsibilities of management and those charged with governance for the financial statements

- The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are

reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's responsibilities for the audit of the financial statements

- Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
- As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain

# Independent Auditor's Report

audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the Key Audit Matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of

doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on other legal and regulatory requirements

15. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
16. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - (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 its financial statements - Refer Note 28 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
    - iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2020.

# Independent Auditor's Report

17. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

**For Price Waterhouse Chartered Accountant LLP**

Firm Registration Number: 012754N/N500016

Chartered Accountants

**Harinderjit Singh**

Place: Gurugram  
Date: June 03, 2020

Partner  
Membership Number: 086994  
UDIN: 20086994AAAAAP9664

**Annexure A to Independent Auditors' Report**

**Referred to in paragraph 16(f) of the Independent Auditors' Report of even date to the members of DCM Shriram Limited on the standalone financial statements for the year ended March 31, 2020**

**Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

1. We have audited the internal financial controls with reference to financial statements of DCM Shriram Limited ("the Company") as of March 31, 2020 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**

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

**Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with

reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 with reference to financial statements.

**Meaning of Internal Financial Controls with reference to financial statements**

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to financial statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

# Independent Auditor's Report

## Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### For Price Waterhouse Chartered Accountant LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

**Harinderjit Singh**

Place: Gurugram

Partner

Date: June 03, 2020

Membership Number: 086994

UDIN: 20086994AAAAAP9664

## Annexure B to Independent Auditors' Report

### Referred to in paragraph 15 of the Independent Auditors' Report of even date to the members of DCM Shriram Limited on the standalone financial statements as of and for the year ended March 31, 2020

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 2.1 on fixed assets to the financial statements, are held in the name of the Company, except for in case where such immovable properties have been transferred pursuant to the scheme of amalgamation under section 391 to 394 of the Companies Act, 1956, the transfer is through the Order of the Hon'ble High Courts. Further, freehold land located at Hyderabad (Gross block - Rs.1.56 crores and Net block - Rs. 1.56 crores) and freehold land located at Uttar Pradesh (Gross block - Rs.0.51 crores and Net block - Rs. 0.51 crores) are pending for registration in favour of the Company.
- ii. The physical verification of inventory [excluding stocks with third parties] have been conducted at reasonable intervals by the Management of certain types of inventories during the year. Also physical verification of inventory has been carried out by the management subsequent to the year-end due to the lockdown restrictions imposed by the Government of India for which roll back procedures have been performed to determine the existence and condition of inventory as at the year-end. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii) (a), (iii) (b) and (iii) (c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products related to Sugar, Cement, Fertiliser, Chemicals, Poly vinyl chloride (PVC) resin, Unplasticized polyvinyl chloride (UPVC) Doors and windows and electrical energy businesses. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and service tax and other material statutory dues, as applicable, with the appropriate authorities. Also refer Note 28(i) (b) to the financial statements regarding management's assessment on certain matters relating to provident fund. Further, for the month of March 2020, the Company has paid Goods and Service Tax and filed after the due date but within the timelines allowed by Ministry of Finance under the Notification No. 35/2020-GST dated April 03, 2020 on fulfilment of conditions specified therein.

# Independent Auditor's Report

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of goods and service tax which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax as at March 31, 2020 which have not been deposited on account of a dispute, are as follows:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs. in crores)	Amount paid under protest (Rs. in crores)	Amount Unpaid (Rs. in crores)
Central Excise Act, 1944	Excise duty	Customs, Excise and Service Tax Appellate Tribunal	2005-06, 2006-07, 2008-09, 2011-12, 2012-13	0.40	0.28	0.12
Central Excise Act, 1944	Excise duty	Appellate Authority upto Commissioner's level	2006-07, 2007-08, 2008-09, 2009-2010, 2010-11, 2011-12	0.45	-	0.45
Finance Act, 1994	Service Tax	Appellate, Authority upto Commissioner's level	2005-06, 2016-17	0.39	-	0.39
Sales Tax Laws	Sales Tax	Asst. Commissioner, commercial tax department	2011-12	0.12	0.05	0.07
Sales Tax Laws	Sales Tax	Rajasthan State, Board	2011-12	0.28	0.28	-
Sales Tax Laws	Sales Tax	Appellate Authority upto Commissioner's level	1999-2000, 2000-2001, 2001-02, 2002-03, 2004-05, 2007-08, 2013-14, 2016-17	1.36	0.44	0.92
Customs Tax Act, 1962	Customs duty	Customs, Excise and Service Tax Appellate Tribunal	2012-13	9.82	0.62	9.20
Customs Tax Act, 1962	Customs duty	Appellate Authority upto Commissioner's level	2012-13 and 2014-15	0.03	-	0.03

The following matters have been decided in favour of the Company although the Departments have preferred appeal at higher levels.

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Rs. in crores)
Central Excise Act, 1944	Excise	High Court	2005-06, 2008-09, 2011-12, 2012-13	5.21
Central Excise Act, 1944	Excise	Customs, Excise and Service Tax Appellate Tribunal	2012-13, 2013-14, 2014-15	0.05
Central Excise Act, 1944	Excise	Up to Commissioner level	2005-06, 2014-15, 2015-16, 2016-17, 2017-18	0.91
Service Tax	Service Tax	Appellate Authority upto Commissioner's level	2015-16	0.01

# Independent Auditor's Report

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved (Rs. crores)
Sales Tax Laws	Sales Tax	Supreme Court	2000-01, 2003-04	17.05
Sales Tax Laws	Sales Tax	High Court	2005-06, 2006-07, 2007-08	0.85
Sales Tax Laws	Sales Tax	Rajasthan State Board	2011-12	-
Sales Tax Laws	Sales Tax	Appellate Authority upto Commissioner's level	2007-08, 2015-16	0.02
Income Tax Act	Income Tax	High Court	2001-02	1.99

Also refer Note 36 to the financial statements.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders as at the balance sheet date.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act. Also refer paragraph 17 of our main audit report.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements (refer to Note 31 to the financial statements) as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. 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.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

**For Price Waterhouse Chartered Accountants LLP**

Firm Registration Number: 012754N/N500016

Chartered Accountants

**Harinderjit Singh**

Partner

Place: Gurugram

Date: June 03, 2020

Membership Number: 086994

UDIN: 20086994AAAAAP9664

# Standalone Balance Sheet As At March 31, 2020

	Note	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2.1	3,357.76	2,555.67
Capital work -in- progress	2.1	51.51	308.53
Investment property	2.2	6.44	6.55
Intangible assets	2.3	18.36	21.64
Intangible assets under development	2.3	8.06	2.36
Financial assets			
Investments	3.1	74.79	74.79
Loans	3.2	124.01	39.94
Other financial assets	3.3	42.15	31.35
Deferred tax assets (net)	4	60.13	73.58
Other non-current assets	5	26.79	118.81
<b>Total non-current assets</b>		<b>3,770.00</b>	<b>3,233.22</b>
<b>Current assets</b>			
Inventories	6	2,143.68	1,889.09
Financial assets			
Trade receivables	7.1	1,069.47	1,022.63
Cash and cash equivalents	7.2	524.27	363.82
Bank balances other than cash and cash equivalents	7.3	17.18	33.75
Loans	7.4	32.07	112.62
Other financial assets	7.5	233.93	121.72
Current tax assets (net)	8	40.02	38.54
Other current assets	9	228.40	222.92
<b>Total current assets</b>		<b>4,289.02</b>	<b>3,805.09</b>
Assets classified as held for sale	10	83.75	91.83
<b>Total assets</b>		<b>8,142.77</b>	<b>7,130.14</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11	31.35	31.35
Other equity	12	4,073.99	3,521.41
<b>Total equity</b>		<b>4,105.34</b>	<b>3,552.76</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	13.1	974.66	936.64
Other financial liabilities	13.2	97.03	1.03
Provisions	14	240.96	218.17
Other non-current liabilities	15	17.94	26.93
<b>Total non-current liabilities</b>		<b>1,330.59</b>	<b>1,182.77</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	16.1	1,069.82	539.34
Trade payables	16.2		
- total outstanding dues of micro enterprises and small enterprises		13.14	16.41
- total outstanding dues of creditors other than micro enterprises and small enterprises		897.08	1,105.78
Other financial liabilities	16.3	304.81	311.95
Provisions	17	51.23	44.70
Other current liabilities	18	356.59	366.31
<b>Total current liabilities</b>		<b>2,692.67</b>	<b>2,384.49</b>
Liabilities associated with assets classified as held for sale		14.17	10.12
<b>Total equity and liabilities</b>		<b>8,142.77</b>	<b>7,130.14</b>

The accompanying notes form an integral part of the standalone financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Harinderjit Singh  
Partner  
Membership No. 086994  
Place: Gurugram  
Date: June 3, 2020

Sameet Gambhir  
Company Secretary  
Place: New Delhi

J.K. Jain  
Chief Financial Officer  
Place: New Delhi

Pradeep Dinodia  
Director  
DIN: 00027995  
Place: New Delhi

Ajay S. Shriram  
Chairman & Sr. Managing Director  
DIN: 00027137  
Place: New Delhi



# Statement of Standalone Profit and Loss For The Year Ended March 31, 2020

	Note	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
Revenue from operations	19	7,671.96	7,684.38
Other income	20	101.01	86.99
<b>Total income</b>		<b>7,772.97</b>	<b>7,771.37</b>
<b>Expenses</b>			
Cost of materials consumed		3,277.41	3,192.45
Purchases of stock-in-trade		746.48	785.39
Changes in inventories of finished goods, stock-in-trade and work-in-progress	21	(215.14)	(294.35)
Employee benefits expense	22	699.53	629.54
Finance costs	23	159.94	118.03
Depreciation and amortisation expense	24	215.05	154.94
Other expenses	25	1,966.40	2,005.07
<b>Total Expenses</b>		<b>6,849.67</b>	<b>6,591.07</b>
<b>Profit before tax</b>		<b>923.30</b>	<b>1,180.30</b>
Tax expense	26		
- Current tax		116.21	241.23
- Deferred tax		72.25	26.89
- Tax adjustments related to earlier years		(8.83)	5.35
Total tax expense		179.63	273.47
<b>Profit after tax</b>		<b>743.67</b>	<b>906.83</b>
<b>Other comprehensive income</b>			
(i) Items that will not be re-classified to profit or loss:			
- Remeasurements of defined benefit obligation	32 (ii)	(13.15)	(2.73)
Income tax relating to items that will not be re-classified to profit or loss		5.48	0.95
(ii) Items that may be re-classified to profit or loss:			
- Effective portion of gain and loss on designated portion of hedging instruments in a cash flow hedge		(4.23)	(4.78)
Income tax relating to items that may be re-classified to profit or loss		1.48	1.67
<b>Total other comprehensive income (net of tax)</b>		<b>(10.42)</b>	<b>(4.89)</b>
<b>Total comprehensive Income</b>		<b>733.25</b>	<b>901.94</b>
Earnings per equity share-basic/diluted (Rs.) (Face value Rs 2 per share)	27	47.69	57.17

The accompanying notes form an integral part of the standalone financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Harinderjit Singh  
Partner  
Membership No. 086994  
Place: Gurugram  
Date: June 3, 2020

Sameet Gambhir  
Company Secretary  
Place: New Delhi

J.K. Jain  
Chief Financial Officer  
Place: New Delhi

Pradeep Dinodia  
Director  
DIN: 00027995  
Place: New Delhi

Ajay S. Shriram  
Chairman & Sr. Managing Director  
DIN: 00027137  
Place: New Delhi

## Statement of Standalone Changes In Equity For The Year Ended March 31, 2020

	Equity Share Capital	Other Equity							Total Equity	
		Reserves and Surplus					Other comprehensive income			
		Securities premium	Capital redemption reserve	Storage fund for molasses account	General Reserve	Surplus in Statement of profit and loss	Shares held by Trust under ESPS Scheme	Cash flow hedging reserve		Total Other Equity
<b>As at April 1, 2018</b>	<b>32.64</b>	<b>32.67</b>	<b>9.11</b>	<b>1.03</b>	<b>831.51</b>	<b>2,168.22</b>	<b>(7.91)</b>	<b>2.83</b>	<b>3,037.46</b>	<b>3,070.10</b>
Profit for the year	-	-	-	-	-	906.83	-	-	906.83	906.83
Buy-back of equity shares	(1.29)	(32.67)	1.29	-	(219.77)	-	-	-	(251.15)	(252.44)
Movements related to employees stock purchase scheme	-	-	-	-	0.84	-	-	-	0.84	0.84
Dividend on shares held by ESPS trust	-	-	-	-	-	1.53	-	-	1.53	1.53
Dividends on equity shares (Rs 9 per equity share)	-	-	-	-	-	(140.73)	-	-	(140.73)	(140.73)
Corporate dividend tax	-	-	-	-	-	(28.92)	-	-	(28.92)	(28.92)
Shares granted to employees under ESPS	-	-	-	-	-	-	0.44	-	0.44	0.44
Transfer to/(from) storage fund for molasses	-	-	-	0.01	-	(0.01)	-	-	-	-
Remeasurement of defined benefit obligation (net of tax)	-	-	-	-	-	(1.78)	-	-	(1.78)	(1.78)
Effective portion of gain and losses on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	-	-	(3.11)	(3.11)	(3.11)
<b>As at March 31, 2019</b>	<b>31.35</b>	<b>-</b>	<b>10.40</b>	<b>1.04</b>	<b>612.58</b>	<b>2,905.14</b>	<b>(7.47)</b>	<b>(0.28)</b>	<b>3,521.41</b>	<b>3,552.76</b>
Profit for the year	-	-	-	-	-	743.67	-	-	743.67	743.67
Movements related to employees stock purchase scheme	-	-	-	-	1.71	-	-	-	1.71	1.71
Dividend on shares held by ESPS trust	-	-	-	-	-	1.62	-	-	1.62	1.62
Dividends on equity shares (Rs 9.80 per equity share)	-	-	-	-	-	(152.83)	-	-	(152.83)	(152.83)
Corporate dividend tax	-	-	-	-	-	(31.41)	-	-	(31.41)	(31.41)
Shares granted to employees under ESPS	-	-	-	-	-	-	0.24	-	0.24	0.24
Transfer to/(from) storage fund for molasses	-	-	-	0.36	-	(0.36)	-	-	-	-
Remeasurement of defined benefit obligation (net of tax)	-	-	-	-	-	(7.67)	-	-	(7.67)	(7.67)
Effective portion of gain and losses on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	-	-	(2.75)	(2.75)	(2.75)
<b>As at March 31, 2020</b>	<b>31.35</b>	<b>-</b>	<b>10.40</b>	<b>1.40</b>	<b>614.29</b>	<b>3,458.16</b>	<b>(7.23)</b>	<b>(3.03)</b>	<b>4,073.99</b>	<b>4,105.34</b>

The accompanying notes form an integral part of the standalone financial statements

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

For and on behalf of the Board of Directors

Harinderjit Singh

Partner

Membership No. 086994

Place: Gurugram

Date: June 3, 2020

Sameet Gambhir

Company Secretary

Place: New Delhi

J.K. Jain

Chief Financial Officer

Place: New Delhi

Pradeep Dinodia

Director

DIN: 00027995

Place: New Delhi

Ajay S. Shriram

Chairman & Sr. Managing Director

DIN: 00027137

Place: New Delhi

# Standalone Cash Flow Statement For The Year Ended March 31, 2020

	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
<b>A. Cash flow from operating activities</b>		
Net profit after tax:	743.67	906.83
Adjustments for :		
Income tax expense recognized in profit or loss	179.63	273.47
Depreciation and amortization expense	215.05	154.94
Net gain on financial assets and short term investments	(29.21)	(28.12)
(Profit) / Loss on sale of property, plant and equipment (including assets held for sale)	17.22	3.89
Provision/(write back) for credit impaired receivables (net)	(22.99)	59.16
Provision for credit impaired loans and advances	22.02	15.09
Provision for impairment in value of assets (including assets held for sale)	5.60	(3.99)
Provision for impairment in value of investments	-	11.45
Finance costs	159.94	118.03
Interest income	(15.19)	(16.18)
<b>Operating profit before working capital changes</b>	<b>1,275.74</b>	<b>1,494.57</b>
Changes in operating assets and liabilities:		
Trade receivables	(22.80)	(195.95)
Inventories	(254.59)	(257.78)
Trade payables	(211.97)	28.10
Other financial assets	(137.11)	(94.41)
Other current/non-current assets	13.40	(32.30)
Provisions	24.82	11.90
Other financial liabilities	(4.08)	53.16
Other current/non-current liabilities	(18.71)	47.35
<b>Cash generated from operations</b>	<b>664.70</b>	<b>1,054.64</b>
Income taxes paid (net of refunds)	(163.19)	(255.35)
<b>Net cash from operating activities</b>	<b>501.51</b>	<b>799.29</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment (includes borrowing cost capitalised Rs 21.46 crores; 2018-19 - Rs 21.50 crores)	(589.57)	(840.52)
Purchase of intangible assets	(11.70)	(2.11)
Fixed deposits and current account balances with banks (Earmarked)	9.04	(12.43)
Purchase of investments	-	(18.95)
Sale of property, plant and equipment	7.12	4.87
Proceeds from asset held for sale	18.03	10.02
Loans and advances to subsidiary companies	(3.80)	(11.02)
Interest received	14.18	16.66
Profit on sale of investments	31.27	25.33
<b>Net cash used in investing activities</b>	<b>(525.43)</b>	<b>(828.15)</b>
<b>C. Cash flow from financing activities</b>		
Buy-back of equity shares	-	(252.44)
Proceeds/(Repayment) from/of Long term borrowings	(7.35)	407.43
Proceeds from Short term borrowings	705.41	229.96
Changes in loans repayable on demand from banks	(174.93)	174.61
Dividends paid	(152.83)	(140.73)
Corporate dividend tax paid	(31.41)	(28.92)
Principal payment of lease liabilities (refer note 34)	(13.71)	-
Interest paid on lease liabilities (refer note 34)	(9.09)	-
Finance costs paid	(131.72)	(111.16)
<b>Net cash from financing activities</b>	<b>184.37</b>	<b>278.75</b>
<b>Net increase in cash and cash equivalents</b>	<b>160.45</b>	<b>249.89</b>
Cash and cash equivalents at the beginning of the year	363.82	113.93
Cash and cash equivalents at the end of the year	524.27	363.82
Note: Cash flow statements are prepared in accordance with 'indirect method' as per Ind AS 7 - 'Statement of Cash Flows'		
<b>Reconciliation of cash and cash equivalents as per the Cash flow statement</b>		
Cash and cash equivalents as per above comprise of the following:		
Cash and cash equivalents (refer note 7.2)	524.27	363.82
Balances as per statement of cash flows	524.27	363.82

The accompanying notes form an integral part of the above cash flow statement

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Harinderjit Singh

Partner

Membership No. 086994

Place: Gurugram

Date: June 3, 2020

Sameet Gambhir

Company Secretary

Place: New Delhi

J.K. Jain

Chief Financial Officer

Place: New Delhi

Pradeep Dinodia

Director

DIN: 00027995

Place: New Delhi

Ajay S. Shriram

Chairman & Sr. Managing Director

DIN: 00027137

Place: New Delhi

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 1.1 Company Overview

DCM Shriram Limited ('the Company') is a public limited company incorporated in India. The Holding company, Sumant Investments Private Limited owns 63.02% of equity share capital of the Company. The registered office of the Company is at 2<sup>nd</sup> Floor (West Wing), World Mark 1, Aerocity, New Delhi – 110037, India.

The financial statements have been approved by Board of Directors in their board meeting dated June 3, 2020.

The business portfolio of the Company comprises of

- Chloro-Vinyl
- Sugar
- Shriram Farm Solutions
- Bioseed
- Fertilisers
- Others: (Fenesta, Cement and Hariyali Kisaan Bazaar)

The Company has presence in various parts of India and its principal place of businesses together with major products are as under:

Business (Products)	Principal places
Chloro- Vinyl (Poly-vinyl chloride, carbide and chlor alkali)	Kota (Rajasthan) and Bharuch (Gujarat)
Sugar (Sugar, molasses ethanol and power)	Ajbapur, Rupapur, Hariawan and Loni at Uttar Pradesh
Shriram Farm Solutions (Trading of agri inputs)	Distribution Network across India
Bioseed (Hybrid seeds)	Hyderabad
Fertilisers (Urea)	Kota (Rajasthan)
Fenesta (UPVC windows and doors)	Kota and Bhiwadi (Rajasthan), Chennai (Tamilnadu), Hyderabad (Telengana)
Cement (Cement)	Kota (Rajasthan)
Hariyali Kisaan Bazaar (Fuel)	Fuel outlets at various parts of India

## 1.2 Basis of preparation of financial statements

The Financial Statements are prepared on an accrual basis under historical cost Convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act, as applicable (also refer note 34).

## 1.3 Significant accounting policies

### a) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes, other directly attributable incidental expenses and gains or losses

on effective portion of cash flow hedges related to purchase in foreign currency and interest on loans attributable to the acquisition or construction of assets up to the date of commissioning of assets.

On the date of transition to Ind AS i.e. April 1, 2015, the Company has opted to measure all of its property, plant and equipment at their previous Generally Accepted Accounting Principles net carrying value and use that net carrying value as its deemed cost.

The Company is following straight line method of depreciation in respect of buildings, plant and equipment and written down value method in respect of other assets.

Depreciation on all tangible assets is provided on the basis of estimated useful life and residual value determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc., which coincides with the useful life as prescribed under Schedule II of the Companies Act 2013 except for certain items of Plant and Equipment.

#### (i) Estimated useful lives:

Asset	Useful life
Buildings:	
- Roads	3-10 years
- Other than roads	30-60 years
Leasehold improvements	5-10 Years
Plant and equipment used in generation, transmission and distribution of power	25-40 years
Plant and equipment (other than used in generation, transmission and distribution of power)	3-40 years
Furniture and fixtures	8-10 Years
Office equipments	5 Years
Vehicles	8-10 Years

#### (ii) Estimated residual value:

Asset	Residual value
Certain electrical equipment	10%
Other assets	0-5%

Depreciation is calculated on a pro-rata basis from the date of additions, except in cases of assets costing up to Rs. 5000 each, where each asset is fully depreciated in the year of purchase. On assets sold, discarded etc. during the year, depreciation is provided up to the date of sale/discard.

### b) Intangible assets

Intangible assets are stated at cost less accumulated amortization and accumulated impairment loss, if any. Cost of acquisition is inclusive of duties, taxes, consultancy and other directly attributable incidental expenses.

On the date of transition to Ind AS i.e. April 1, 2015, the Company has opted to measure all of its intangible assets at their previous

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

Generally Accepted Accounting Principles net carrying value and use that net carrying value as its deemed cost.

Amortization of intangibles is provided on straight line basis over its estimated useful lives as follows:

Technical know-how	10 years
Software	5 years

On assets sold, discarded etc. during the year, amortization is provided up to the date of sale/discard.

## c) Investment property

Investment property are stated at cost less accumulated depreciation and impairment loss, if any.

Cost of acquisition or construction is inclusive of duties, taxes and incidental expenses and interest on loans attributable to the acquisition/construction of properties up to the date of Commissioning.

On the date of transition to Ind AS i.e. April 1, 2015, the Company has opted to measure all of its investment properties at their previous Generally Accepted Accounting Principles net carrying value and use that net carrying value as its deemed cost.

The Company is following straight line method of depreciation in respect of buildings. Depreciation on buildings is provided on the basis of useful life and residual value estimated by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset etc. The estimated useful life of building is 58-60 years and estimated residual value is 5%.

## d) Assets held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. They are measured at the lower of their carrying amount (cost less accumulated depreciation, if any) and fair value assessed on annual basis.

## e) Leases

### Company as a lessee

The Company at the commencement date recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets in accordance with IndAS 116 'Leases'. The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs etc.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease

payments are discounted using the incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

### Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease income as and when due as per terms of agreements. The respective leased assets are included in the financial statements based on their nature. The Company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

## f) Inventories

Inventories, other than By-products, are valued at lower of cost (determined on weighted average basis) and net realisable value. The bases for determining cost for different categories of inventory are as under:

Stores & spares, raw materials and stock-in-trade	Cost of purchases (including other cost incurred in bringing inventory to its present location and condition)
Work-in-Progress and finished goods	Direct Cost (including material, labour etc), conversion cost and appropriate share of overheads. The costs allocation between the joint products is carried out based on technical estimates

By-products are valued at estimated net realisable value

## g) Revenue recognition

- Sales are recognized, at values as per agreements, net of returns, trade discounts and volume discounts, if any, on transfer of significant risks and rewards of ownership/effective Control to the buyer, which coincides with dispatch/delivery/ installation to customers, as applicable. Sales include excise duty but exclude sales tax, value added tax and Goods and Service tax.
- Under the retention pricing scheme, the Government of India reimburses to the fertilizer industry, the difference between the retention price based on the cost of production and selling price (as realized from the farmers) as fixed by the Government from time to time, in the form of subsidy. The effect of variation in input costs/expenses on retention price yet to be notified is accounted for by the Company as income for the year based on its ultimate collection with reasonable degree of certainty at the time of accrual.

## h) Government grants

Government grants are assistance by government in the form of transfers of resources to an entity in return for past or future compliance with certain conditions relating to the operating

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

activities of the entity. They exclude those forms of government assistance which cannot reasonably have a value placed upon them and transactions with government which cannot be distinguished from the normal trading transactions of the entity.

Government grants are recognized where there is reasonable assurance that the Company will comply with the conditions attached to it and that the grants will be received.

Grants are presented as part of income in the statement of profit and loss; alternatively they are deducted in reporting the related expense.

The benefit of a government loan at a below market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on the prevailing market interest rates.

## i) Employee benefits

### (i) Defined contribution plans

Company's contribution paid/payable during the year to provident fund, superannuation fund and employees' state insurance corporation are recognized in the statement of profit and loss. For the Provident Fund Trust administered by the Company, it is liable to meet the shortfall, if any, in payment of interest at the rates declared by the Central Government, and such liability is recognized in the year of shortfall.

### (ii) Defined benefit plans

The liability recognized in respect of gratuity is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets, where applicable. The Company makes contribution to the LIC for Employees Gratuity Scheme in respect of employees of one of the division. The defined benefit obligation is calculated annually by actuary using the Projected Unit Credit Method. Re-measurement comprising actuarial gains and losses and return on plan assets (excluding net interest) are recognized in the other comprehensive income for the period in which they occur and is not reclassified to profit or loss.

### (iii) Compensated absences

Provision for earned leave and medical leave is determined on an actuarial basis at the end of the year and is charged to the statement of profit and loss each year. Actuarial gains and losses are recognized in the statement of profit and loss for the period in which they occur.

### (iv) Share based payments

Equity settled share based payments to employees under DCM Shriram Employees Stock Purchase Scheme (ESPS) are measured at the Fair value (which equals to Market price less exercise price) of the equity instruments at grant date. Fair value determined at the grant date is expensed on a straight line basis over the vesting period.

## j) Foreign currency transactions

The functional currency of the Company is Indian rupee. Transactions in foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.

Monetary items (i.e. receivables, payable, loans etc) denominated in foreign currency are reported using the closing exchange rate on each reporting date.

The exchange difference arising on the settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded/reported in previous financial statements are recognized as income/expense in the period in which they arise except for exchange difference on foreign currency borrowings relating to asset under construction for future use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings.

## k) Financial instruments

### Initial Recognition:

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

### Subsequent measurement:

#### A. Non-derivative financial instruments

(i) **Financial assets carried at amortised cost** : A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

(ii) **Financial assets carried at fair value through other comprehensive income (FVTOCI)**

The Company has made an irrevocable election for its investments which are classified as equity instruments (Other than Investment in Subsidiaries and Joint Venture) to present the subsequent changes in fair value in other comprehensive income.

(iii) **Investment in subsidiaries and Joint Venture:** Investment in equity instruments of subsidiaries and joint venture is carried at cost less impairment, if any, in the separate financial statements.

(iv) **Financial assets carried at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss

(v) **Financial liabilities:** Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**B. Derivative financial instruments:** The Company holds derivative financial instruments such as foreign exchange

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company also holds swaps to mitigate interest rate risks. The counterparty for these contracts is generally a bank.

**(i) Cash flow hedge:** The effective portion of changes in the fair value of the hedging instruments is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Such amounts are reclassified in to the statement of profit or loss when the related hedge items affect profit or loss except in respect of inventories and property, plant and equipment where such changes are adjusted to their cost.

Any ineffective portion of changes in the fair value of the derivative or if the hedging instrument no longer meets the criteria for hedge accounting, is recognized immediately in the statement of profit and loss.

**(ii) Fair Value Hedge:** Changes in fair value of derivatives including forward exchange contracts that qualify as fair value hedge are recognized in profit or loss.

**(iii) Financial instruments at fair value through profit or loss:** This category has derivative financial instruments which are not designated as hedges.

Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial instruments at fair value through profit or loss.

#### **De-recognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## **l) Impairment**

### **i) Financial assets**

The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

### **ii) Non-financial assets:**

#### **Tangible and intangible assets**

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such

cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss. The Company review/assess at each reporting date if there is any indication that an asset may be impaired

## **m) Income taxes**

The Income-tax liability is provided in accordance with the provisions of the Income-tax Act, 1961. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Income tax and deferred tax are measured on the basis of the tax rates and tax laws enacted or substantively enacted at the end of the reporting period and are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income tax and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

## **n) Provisions**

Provisions for claims including litigations are recognised when the Company has a present obligation as a result of past events, in the year when it is established by way of orders of court or government notifications etc. that it is probable that an outflow of resources will be required to settle the obligations and the amount can be reasonably estimated. The provision including any subsequent adjustments are accounted for in the same expenditure line item to which the claim pertains.

## **1.4 Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of asset and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the period presented.

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

The following are the key assumptions concerning the future, and other sources of estimation uncertainty, besides impact of COVID-19, at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

**i) Useful lives and residual value of property, plant and equipment, intangible assets and Investment Properties:** Useful life and residual value are determined by the management

## Notes to the Standalone Financial Statements For The Year Ended March 31 , 2020

- based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc and same is reviewed at each financial year end.
- ii) **Leases:** The Company determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives.
- The discount rate is generally based on the incremental borrowing rate, To determine the incremental borrowing rate, the Company uses recent third-party financing received by the Company, adjusted to lease term etc, specific to the lease being evaluated.
- iii) **Impairment of investments:** The Company reviews the carrying value of long term investments in equity/preference shares of subsidiaries, joint venture and other companies carried at cost/amortized cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- iv) **Deferred tax assets:** The Company reviews the carrying amount of deferred tax assets including MAT credit at the end of each reporting period and reduces to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
- v) **Revenue:**
- a) **Provision of Sales Returns, Warranties and Discounts:** Provision for Sales Returns, Warranties and Discounts are estimated based on past experience, market conditions and announced schemes.
- b) **Claims from 'Fertiliser Industry Coordination Committee' (FICC), Government of India:** The Company takes revenue credits for urea subsidy claims , which are pending notification/ final acceptance by 'Fertiliser Industry Coordination Committee' (FICC), Government of India, in pursuance of the Retention Price Scheme administered for nitrogenous fertilisers, when as per judgment of the Company, there is reasonable certainty based on Policy and past experience that claims will be notified in due course (also refer note 29).
- vi) **Provision for gratuity and compensated absences:** The provision for gratuity and compensated absences are based on actuarial valuation using the projected unit credit method. The Company uses actuarial assumptions to determine the obligation for employee benefit at each reporting period. These assumptions include the discount rate, salary escalation and employee turnover rate.



# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 2.1 Property, plant and equipment

	Rs. Crores									
	Freehold Land	Buildings	Leasehold Improvements	Plant and Equipments	Furniture and Fixtures	Office Equipments	Right of use asset - Land	Right of use asset - Building	Vehicles	Total
<b>Gross Carrying amount</b>										
<b>Balance as at April 1, 2018</b>	<b>43.44</b>	<b>268.08</b>	<b>8.02</b>	<b>1,938.87</b>	<b>8.03</b>	<b>13.49</b>	-	-	<b>56.90</b>	<b>2,336.83</b>
Additions	5.71	75.20	-	527.85	1.13	5.25	-	-	14.47	629.61
Disposals	-	(0.51)	-	(32.32)	(0.23)	(0.95)	-	-	(8.07)	(42.08)
<b>Balance as at March 31, 2019</b>	<b>49.15</b>	<b>342.77</b>	<b>8.02</b>	<b>2,434.40</b>	<b>8.93</b>	<b>17.79</b>	-	-	<b>63.30</b>	<b>2,924.36</b>
Transitional impact as per Ind AS 116(refer note 34)	-	-	-	-	-	-	15.05	117.55	-	132.60
Additions	1.03	80.62	-	772.68	3.50	6.73	-	29.92	16.51	910.99
Disposals	-	(1.63)	(0.02)	(28.24)	(0.21)	(0.50)	-	(1.46)	(8.45)	(40.51)
Transferred to asset held for sale	-	-	-	(11.13)	-	-	-	-	-	(11.13)
<b>Balance as at March 31, 2020</b>	<b>50.18</b>	<b>421.76</b>	<b>8.00</b>	<b>3,167.71</b>	<b>12.22</b>	<b>24.02</b>	<b>15.05</b>	<b>146.01</b>	<b>71.36</b>	<b>3,916.31</b>
<b>Accumulated Depreciation</b>										
<b>Balance at April 1, 2018</b>		27.47	2.63	186.85	4.01	7.98	-	-	25.10	254.04
Depreciation charge for the year		11.66	1.27	117.24	1.14	3.04	-	-	11.39	145.74
Disposals		(0.35)	-	(23.83)	(0.19)	(0.77)	-	-	(5.95)	(31.09)
<b>Balance at March 31, 2019</b>		<b>38.78</b>	<b>3.90</b>	<b>280.26</b>	<b>4.96</b>	<b>10.25</b>	-	-	<b>30.54</b>	<b>368.69</b>
Depreciation charge for the year		14.38	1.14	152.02	1.48	4.65	0.51	19.26	12.22	205.66
Disposals		(0.61)	(0.02)	(6.94)	(0.18)	(0.45)	-	(0.41)	(6.04)	(14.65)
Transferred to asset held for sale		-	-	(1.15)	-	-	-	-	-	(1.15)
<b>Balance at March 31, 2020</b>		<b>52.55</b>	<b>5.02</b>	<b>424.19</b>	<b>6.26</b>	<b>14.45</b>	<b>0.51</b>	<b>18.85</b>	<b>36.72</b>	<b>558.55</b>
<b>Net carrying amount</b>										
<b>As at March 31, 2020</b>	<b>50.18</b>	<b>369.21</b>	<b>3.02</b>	<b>2,743.52</b>	<b>5.96</b>	<b>9.57</b>	<b>14.54</b>	<b>127.16</b>	<b>34.64</b>	<b>3,357.76</b>
As at March 31, 2019	49.15	303.99	4.12	2,154.14	3.97	7.54	-	-	32.76	2,555.67
<b>Capital work in progress</b> (refer note 50)										
<b>As at March 31, 2020</b>										<b>51.51</b>
As at March 31, 2019										308.53

### Notes:

1. Refer note 41 for information on property, plant and equipment pledged as security
2. Refer note 23 for information on borrowing costs capitalised during the year
3. Refer note 28 (ii) for information on contractual commitments for acquisition of property, plant and equipment
4. Refer note 34(iii) for information on property, plant and equipment where the Company is a lessor under operating lease
5. Freehold land includes Rs. 2.07 crores (March 31, 2019 - Rs 2.07 crores) pending registration in favour of the Company

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 2.2 Investment property

	Rs. Crores		
	Freehold Land	Buildings	Total
<b>Gross Carrying amount</b>			
Balance as at April 1, 2018	1.41	5.57	6.98
Balance as at March 31, 2019	1.41	5.57	6.98
<b>Balance as at March 31, 2020</b>	<b>1.41</b>	<b>5.57</b>	<b>6.98</b>
<b>Accumulated Depreciation</b>			
Balance at April 1, 2018		0.32	0.32
Depreciation charge for the year		0.11	0.11
Balance at March 31, 2019		0.43	0.43
Depreciation charge for the year		0.11	0.11
<b>Balance at March 31, 2020</b>		<b>0.54</b>	<b>0.54</b>
<b>Net carrying amount</b>			
<b>As at March 31, 2020</b>	<b>1.41</b>	<b>5.03</b>	<b>6.44</b>
As at March 31, 2019	1.41	5.14	6.55

Refer note 33 for other information relating to investment property

## 2.3 Intangible assets

	Rs. Crores		
	Technical Know how	Software	Total
<b>Gross carrying amount</b>			
Balance as at April 1, 2018	0.52	45.76	46.28
Additions	-	2.31	2.31
Balance as at March 31, 2019	0.52	48.07	48.59
Additions	3.79	2.21	6.00
<b>Balance as at March 31, 2020</b>	<b>4.31</b>	<b>50.28</b>	<b>54.59</b>
<b>Accumulated amortization</b>			
Balance as at April 1, 2018	0.52	17.34	17.86
Amortization for the year	-	9.09	9.09
Balance as at March 31, 2019	0.52	26.43	26.95
Amortization for the year	0.10	9.18	9.28
<b>Balance as at March 31, 2020</b>	<b>0.62</b>	<b>35.61</b>	<b>36.23</b>
<b>Net carrying amount</b>			
<b>As at March 31, 2020</b>	<b>3.69</b>	<b>14.67</b>	<b>18.36</b>
As at March 31, 2019	-	21.64	21.64
<b>Intangible assets under development</b>			
<b>As at March 31, 2020</b>			<b>8.06</b>
As at March 31, 2019			2.36

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores		As at March 31, 2019 Rs. Crores
<b>3 NON-CURRENT FINANCIAL ASSETS</b>			
<b>3.1 Non-current investments</b>			
<b>(i) Investment in Equity Instruments</b>			
<b>- Subsidiaries (at cost)</b>			
<b>Unquoted</b>			
11,74,551 (March 31, 2019: 11,74,551)			
Equity shares of US\$ 1 each fully paid-up of Bioseeds Limited	<b>14.41</b>		14.41
Less: Provision for impairment in value of investment	<b>(14.41)</b>	-	(14.41)
10,00,000 (March 31, 2019: 10,00,000)			
Equity shares of Rs 10 each fully paid up of Hariyali Rural Ventures Limited		<b>1.00</b>	1.00
50,000 (March 31, 2019: 50,000)			
Equity shares of Rs 10 each fully paid up of Fenesta India Limited		<b>0.05</b>	0.05
40,50,000 (March 31, 2019: 40,50,000)			
Equity shares of Rs 10 each, fully paid up of Shriram Bioseed Ventures Limited	<b>20.05</b>		20.05
Less: Provision for impairment in value of investment	<b>(20.05)</b>	-	(20.05)
94,475 (March 31, 2019: 94,475) Class A			
Equity shares of USD 1 each, fully paid up of Bioseed Holding PTE Limited	<b>0.60</b>		0.60
Less: Provision for impairment in value of investment	<b>(0.60)</b>	-	(0.60)
116,00,000 (March 31, 2019: 116,00,000) Class B			
Equity shares of USD 1 each, fully paid up of Bioseed Holding PTE Limited	<b>76.03</b>		76.03
Less: Provision for impairment in value of investment	<b>(34.84)</b>	<b>41.19</b>	(34.84)
138,42,105 (March 31, 2019 - 138,42,105) Class B			
Equity shares of USD 0.19 each, fully paid up of Bioseed Holding PTE Limited		<b>18.80</b>	18.80
60,01,208 (March 31, 2019: 60,01,208)			
Equity shares of Rs 10 each, fully paid-up of DCM Shriram Credit and Investments Limited		<b>0.22</b>	0.22
83,51,207 (March 31, 2019: 83,51,207)			
Equity shares of Rs 10 each, fully paid-up of DCM Shriram Aqua Foods Limited		<b>4.22</b>	4.22
50,000 (March 31, 2019: 50,000)			
Equity shares of Rs 10 each, fully paid up of Shridhar Shriram Foundation		<b>0.05</b>	0.05
1,00,014 (March 31, 2019: 1,00,014)			
Equity shares of Rs 10 each, fully paid up of Bioseed India Limited	<b>0.10</b>		0.10
Less: Provision for impairment in value of investment	<b>(0.05)</b>	<b>0.05</b>	(0.05)
17,50,280 (March 31, 2019: 17,50,280)			
Equity shares of Rs 10 each, fully paid up of Shri Ganapati Fertilizers Limited # (Re. 1)		#	#
		<b>65.58</b>	65.58
<b>- Joint Venture (at cost)</b>			
<b>Unquoted</b>			
17,32,500 (March 31, 2019: 17,32,500)			
Equity shares of Rs 10 each, fully paid up of Shriram Axial Private Limited		<b>3.42</b>	3.42

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>- Others</b>		
<b>Unquoted (at fair value through other comprehensive income)</b>		
18,61,134 (March 31, 2019: 18,61,134)		
Equity shares of Rs 10 each, fully paid up of Narmada Clean Tech	1.85	1.85
<b>(ii) Investment in Preference Shares - unquoted</b>		
<b>- Subsidiary (at amortized cost)</b>		
10,00,000 (March 31, 2019: 10,00,000)		
0.01% redeemable cumulative preference shares of Rs 10 each, Rs 10 paid up of DCM Shriram Infrastructure Limited	0.88	0.88
<b>- Subsidiary (at cost)</b>		
30,00,000 (March 31, 2019: 30,00,000)		
0.01% compulsorily convertible preference shares of Rs 10 each of DCM Shriram Credit and Investments Limited	3.00	3.00
<b>(iii) Investment in Government securities</b>		
Unquoted (at amortized cost)		
National savings certificates	0.06	0.06
<b>(iv) Equity component of loan to subsidiary at concessional rate (at cost)</b>		
- DCM Shriram Infrastructure Limited	11.45	11.45
Less: Provision for impairment in value of investment	(11.45)	-
<b>Total</b>	<b>74.79</b>	<b>74.79</b>
Aggregate book value:		
- Unquoted	156.19	156.19
Aggregate provision for impairment of investments	81.40	81.40
Summary:		
- Investments carried at cost	72.00	72.00
- Investments carried at amortized cost	0.94	0.94
- Investments at fair value through other comprehensive income	1.85	1.85
<b>NON-CURRENT FINANCIAL ASSETS</b>		
<b>3.2 Loans</b>		
(unsecured considered good, unless otherwise stated)		
Loan to subsidiaries [refer note 31 (b)]		
Considered good	115.79	31.42
Considered credit impaired	26.27	4.40
	142.06	35.82
Less: Provision for credit impaired loan	26.27	4.40
	115.79	31.42
Loan to employees		
Considered good	8.22	8.52
Considered credit impaired	1.65	1.65
	9.87	10.17
Less: Provision for credit impaired loan	1.65	1.65
	8.22	8.52
	124.01	39.94

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>3.3 Other financial assets</b>		
Interest accrued on loans, investments, deposits etc	0.84	0.74
Fixed deposits with banks (earmarked)	9.21	1.68
Security deposits <sup>(i)</sup>	32.10	28.93
	<b>42.15</b>	<b>31.35</b>
(i) includes given to related parties [refer note 31(b)]		
<b>4 Deferred tax assets / (liabilities) (Net)</b>		
[refer note 42(d)]		
<b>Deferred tax assets:</b>		
Minimum alternate tax (MAT) credit entitlement	398.97	344.64
Provision for gratuity and compensated absences	95.06	82.12
Provision for doubtful debts and advances	33.22	39.90
Others	35.16	33.14
	<b>562.41</b>	<b>499.80</b>
<b>Deferred tax liabilities:</b>		
Depreciation	502.28	426.22
	<b>502.28</b>	<b>426.22</b>
<b>Deferred tax assets (Net)</b>	<b>60.13</b>	<b>73.58</b>
<b>5 Other non-current assets</b>		
Capital advances	17.78	59.91
Prepaid expenses	1.22	20.21
Others (includes amount deposited with Government authorities)	7.79	38.69
	<b>26.79</b>	<b>118.81</b>
<b>CURRENT ASSETS</b>		
<b>6 Inventories <sup>(i)</sup></b>		
Raw materials	193.11	191.20
(includes goods in transit Rs. 1.50 crores; March 31, 2019 - Rs. 1.90 crores)		
Work-in-progress *	52.45	51.46
Finished goods *	1,587.25	1,355.42
Stock-in-trade	94.09	110.98
Stores and spares	216.78	180.03
(includes goods in transit Rs. Nil; March 31, 2019 - Rs. 15.22 crores)		
	<b>2,143.68</b>	<b>1,889.09</b>

(i) refer note 41

\* after write down of inventories in respect of one of the business to net realizable value by Rs. Nil (March 31, 2019 - Rs 9.36 crores)

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>7 Financial assets</b>		
<b>7.1 Trade receivables<sup>(i)</sup></b>		
Secured - considered good	2.41	2.12
Unsecured - considered good	1,067.06	1,020.51
Unsecured - considered credit impaired	60.55	84.59
	<u>1,130.02</u>	<u>1,107.22</u>
Less: Provision for credit impaired receivables	60.55	84.59
	<u>1,069.47</u>	<u>1,022.63</u>
 (i) includes dues from related parties [refer note 31(b)]		
<b>7.2 Cash and cash equivalents<sup>(i)</sup></b>		
Balances with banks on		
- current accounts	103.81	221.81
- deposit accounts (less than 3 months maturity)	361.00	-
Cheques on hand	-	0.10
Cash on hand	0.53	0.92
Liquid investments - mutual funds	58.93	140.99
	<u>524.27</u>	<u>363.82</u>
 (i) comprises cash at bank and at hand, short term deposits and liquid mutual funds that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value		
<b>7.3 Bank balances other than cash and cash equivalents</b>		
Balances with banks on		
- current accounts (earmarked) <sup>(i)</sup>	8.57	7.42
- deposit accounts (earmarked) <sup>(i)</sup>	8.61	26.33
	<u>17.18</u>	<u>33.75</u>
 (i) earmarked for unpaid dividend, margin money and deposit with banks for specific purpose		
<b>7.4 Loans</b>		
(Unsecured Considered good unless otherwise stated)		
Loan to employees	2.31	2.29
Loan to subsidiaries [refer note 31(b)]		
Considered good	29.76	110.33
Considered credit impaired	7.01	7.01
	<u>36.77</u>	<u>117.34</u>
Less: Provision for credit impaired loan	7.01	7.01
	<u>29.76</u>	<u>110.33</u>
	<u>32.07</u>	<u>112.62</u>

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>7.5 Other financial assets</b>		
Interest accrued on loans, investment, deposits etc <sup>0</sup>		
Considered good	1.94	1.03
Considered doubtful	15.47	15.47
	<u>17.41</u>	<u>16.50</u>
Less: Provision for doubtful interest	15.47	15.47
	<u>1.94</u>	<u>1.03</u>
Other debts (includes claims from government authorities)		
Considered good	200.73	107.47
Considered doubtful	1.05	-
	<u>201.78</u>	<u>107.47</u>
Less: Provision for doubtful debts	1.05	-
	<u>200.73</u>	<u>107.47</u>
Security deposits <sup>0</sup>	5.17	9.63
Derivatives designated as hedges:		
- Foreign exchange forward contracts	16.17	-
- Interest rate swaps	-	1.00
- Others (Foreign currency options)	9.92	2.59
	<u>233.93</u>	<u>121.72</u>
(i) includes from related parties [refer note 31 (b)]		
<b>8 Current tax assets</b>		
Advance tax	669.37	563.00
Less: Provision for current tax	(629.35)	(524.46)
	<u>40.02</u>	<u>38.54</u>
<b>9 Other current assets</b>		
(Unsecured Considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
Considered good	150.98	109.37
Considered doubtful	11.03	7.68
	<u>162.01</u>	<u>117.05</u>
Less: Provision for doubtful advances	11.03	7.68
	<u>150.98</u>	<u>109.37</u>
Advance to subsidiaries [refer note 31 (b)]		
Considered good	13.17	14.37
Considered doubtful	23.97	19.02
	<u>37.14</u>	<u>33.39</u>
Less: Provision for doubtful advances	23.97	19.02
	<u>13.17</u>	<u>14.37</u>
Prepaid expenses	15.49	14.08
Balances with customs, excise etc	23.05	48.72
Unbilled revenue	20.96	30.29
Others	4.75	6.09
	<u>228.40</u>	<u>222.92</u>
<b>10 Assets classified as held for sale</b>		
Land and buildings	72.47	89.80
Plant and machinery	11.28	2.03
	<u>83.75</u>	<u>91.83</u>

Refer note 47 for other information relating to assets classified as held for sale.

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>11 Equity share capital</b>		
<b>Authorised</b>		
29,49,50,000 (March 31, 2019 - 29,49,50,000) equity shares of Rs.2 each with voting rights	58.99	58.99
65,01,000 (March 31, 2019 - 65,01,000) Cumulative redeemable preference shares of Rs. 100 each	65.01	65.01
	<u>124.00</u>	<u>124.00</u>
<b>Issued</b>		
15,98,42,296 (March 31, 2019 - 15,98,42,296) Equity shares of Rs 2 each with voting rights	31.97	31.97
<b>Subscribed and fully paid up</b>		
15,59,42,296 (March 31, 2019 - 15,59,42,296) Equity shares of Rs. 2 each with voting rights, fully paid - up	31.19	31.19
Forfeited shares - Amount originally paid up	0.16	0.16
	<u>31.35</u>	<u>31.35</u>

Notes:

(i) **Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Subscribed and fully paid up Equity Shares:	No. of shares	Value (Rs. Crores)
As at April 1, 2018	162,416,137	32.48
Less: Equity shares bought-back	6,473,841	1.29
As at March 31, 2019	155,942,296	31.19
<b>As at March 31, 2020</b>	<b>155,942,296</b>	<b>31.19</b>

**Buy-back of shares**

- The Company bought back and extinguished 64,73,841 equity shares of Rs 2 each during financial year 2018-19

(ii) **Rights, preferences and restrictions on equity shares:**

Voting rights and dividend shall be in the proportion to the capital paid upon equity shares. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to the capital paid upon equity share after distribution of all preferential amount.

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	%	No. of shares	%
<b>(iii) Shares held by the holding company:</b>				
Sumant Investments Private Limited	98,282,284	63.02%	98,282,284	63.02%

(iv) **The shareholders holding more than 5% equity shares are as under:**

Sumant Investments Private Limited	98,282,284	63.02%	98,282,284	63.02%
Life Insurance Corporation of India	10,514,136	6.74%	11,368,316	7.29%

**12 Other equity<sup>1</sup>**

12.1 General reserve	614.29	612.58
12.2 Surplus in statement of profit and loss	3,458.16	2,905.14
12.3 Capital redemption reserve	10.40	10.40
12.4 Storage fund for molasses account	1.40	1.04
12.5 Share held by trust under Employees Stock Purchase Scheme (ESPS) <sup>2</sup>	(7.23)	(7.47)
12.6 Other comprehensive income		
- Cash flow hedging reserve (refer note 45.4)	(3.03)	(0.28)
	<u>4,073.99</u>	<u>3,521.41</u>

1. Created under relevant Act/statutes. For movement during the year, refer 'Statement of changes in equity'.

2. Share held by trust under ESPS represents cost of 15,65,424 (March 31, 2019 - 16,18,174) equity shares purchased and held by the Employee Benefit trust under ESPS scheme.



# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>NON-CURRENT LIABILITIES</b>		
<b>13 Financial liabilities</b>		
<b>13.1 Long term borrowings (at amortized cost)</b>		
<b>Secured</b> (refer note 41B)		
Term loans		
From banks	629.98	713.64
From others	316.48	192.66
	<u>946.46</u>	<u>906.30</u>
<b>Unsecured</b>		
Deposits		
Fixed	28.20	30.34
	<u>28.20</u>	<u>30.34</u>
	<u>974.66</u>	<u>936.64</u>
<b>13.2 Other financial liabilities</b>		
Interest accrued but not due on loans and deposits	0.26	1.03
Lease liability (refer note 34)	96.77	-
	<u>97.03</u>	<u>1.03</u>
<b>14 Long term provisions</b>		
Provision for employee benefits		
Gratuity (refer note 32)	131.18	113.80
Compensated absences	90.31	77.14
Other benefits	7.38	6.49
Provision for contingencies (refer note 37)	12.09	20.74
	<u>240.96</u>	<u>218.17</u>
<b>15 Other non-current liabilities</b>		
Security deposits	0.64	0.74
Others	17.30	26.19
	<u>17.94</u>	<u>26.93</u>
<b>CURRENT LIABILITIES</b>		
<b>16 Financial liabilities</b>		
<b>16.1 Short-term borrowings - at amortized cost</b>		
<b>Secured</b> (refer note 41B)		
Loans repayable on demand from banks	1.00	175.93
Other loans from banks	763.37	211.96
	<u>764.37</u>	<u>387.89</u>
<b>Unsecured</b>		
Loans repayable on demand - other than banks <sup>(i)</sup>	250.00	150.00
Other loans from banks	54.00	-
Loan from subsidiary company	1.45	1.45
	<u>305.45</u>	<u>151.45</u>
	<u>1,069.82</u>	<u>539.34</u>

(i) represents commercial papers

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>16.2 Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises (refer note 48)	13.14	16.41
Total outstanding dues of creditors other than micro enterprises and small enterprises <sup>®</sup>	897.08	1,105.78
	<u>910.22</u>	<u>1,122.19</u>
(i) includes due to related parties [Refer note 31 (b)]		
<b>16.3 Other financial liabilities</b>		
Current maturities of long-term debt (Secured) [refer note 41B]		
From banks	58.32	80.66
From others	38.99	27.76
Current maturities of long-term debt (Unsecured)		
From banks	-	25.00
From others	6.54	1.81
Interest accrued but not due on borrowings	18.19	12.28
Unpaid dividends	8.38	7.35
Unpaid matured deposits and interest accrued thereon	0.04	0.03
Employee dues payable	32.84	36.42
Security deposits	42.50	40.00
Others liabilities	63.45	72.70
(includes capital creditors Rs 35.37 crores; March 31, 2019 - Rs 43.36 crores)		
Derivatives designated as hedge		
- Foreign exchange forward contracts	-	7.94
- Interest rate swaps	5.16	-
Lease liability (refer note 34)	30.40	-
	<u>304.81</u>	<u>311.95</u>
<b>17 Short term provisions</b>		
Provision for employee benefits		
Gratuity	24.51	20.89
Compensated absences	26.03	23.22
Other benefits	0.69	0.59
	<u>51.23</u>	<u>44.70</u>
<b>18 Other current liabilities</b>		
Statutory levies	146.85	162.67
Advance received from customers <sup>®</sup>	205.99	199.67
Other current liabilities	3.75	3.97
	<u>356.59</u>	<u>366.31</u>
(i) includes from related party [refer note 31(b)]		

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
<b>19 Revenue from operations</b>		
<b>Revenue from sale of products</b>		
Gross revenue <sup>(i)</sup>	7,868.05	7,889.02
Less: Discounts	271.77	229.86
	<u>7,596.28</u>	<u>7,659.16</u>
<b>Other operating revenue</b>		
Rent	0.32	0.32
Liabilities/provisions no longer required written back (refer note 29)	44.79	2.77
Miscellaneous income (includes scrap sales)	30.57	22.13
	<u>75.68</u>	<u>25.22</u>
<b>Revenue from Operations</b>	<u><b>7,671.96</b></u>	<u><b>7,684.38</b></u>
<b>(i) Notes:</b>		
- Includes Rs 167.31 crores against advance received from customers balance as at April 1, 2019 (2018-19 - Rs 159.65 crores)		
- Includes Rs Nil on account of differential urea subsidy claims notified for earlier periods by 'Fertiliser Industry Coordination Committee (FICC), Government of India, in pursuance of the Retention Price Scheme administered for nitrogenous fertilisers (2018-19 - Rs 15.13 crores)		
- The Company does not have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. Accordingly, the Company has not adjusted transaction prices for the time value of money.		
<b>20 Other income</b>		
Interest income	15.19	16.18
Rent [refer note 34(iii)]	5.64	5.23
Miscellaneous income (refer note 49)	68.19	41.35
Other gains/(losses):		
- net gain/(loss) on financial assets mandatorily measured at fair value through profit or loss	(2.06)	2.79
- net gain on sale of liquid investments	31.27	25.33
- net (loss) on sale of property, plant and equipment (including assets held for sale)	(17.22)	(3.89)
	<u>101.01</u>	<u>86.99</u>
<b>21 Change in inventories of finished goods, stock-in-trade and work-in-progress (refer note 6)</b>		
Closing stock	1,733.79	1,517.86
Add: Provision for sales return	4.30	5.09
Adjusted closing stock	<u>1,738.09</u>	<u>1,522.95</u>
Opening stock	1,522.95	1,228.60
Change/(increase) in inventories	<u>(215.14)</u>	<u>(294.35)</u>
<b>22 Employee benefits expense</b>		
Salaries, wages, bonus, gratuity, commission, etc. <sup>(i)</sup>	626.08	561.72
Expense on Employee stock purchase scheme <sup>(ii)</sup>	2.44	2.15
Contribution to provident and other funds <sup>(i)</sup>	38.34	34.72
Staff welfare expenses	32.67	30.95
	<u>699.53</u>	<u>629.54</u>
(i) refer note 32		
(ii) refer note 40		

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	Note	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
<b>23 Finance costs</b>			
Interest expense on financial liabilities measured at amortized cost <sup>1</sup>		162.55	121.26
Other borrowing costs		3.49	2.63
Net loss on foreign currency transactions and translation		15.36	15.64
		<b>181.40</b>	<b>139.53</b>
Less: Amount included in the cost of qualifying assets <sup>2</sup>		21.46	21.50
		<b>159.94</b>	<b>118.03</b>
1. includes interest expense on loan from wholly owned subsidiary Rs 0.14 crores (2018-19: Rs. 0.14 crores)			
2. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. The capitalization rate used to determine the amount of borrowing costs eligible for capitalization is 7.10% p.a. (2018-19: 7.54% p.a.)			
<b>24 Depreciation and amortization expense</b>			
Depreciation of property, plant and equipment	2.1	185.89	145.74
Depreciation of Right of use assets (refer note 34)	2.1	19.77	-
Depreciation of investment property	2.2	0.11	0.11
Amortization of intangible assets	2.3	9.28	9.09
		<b>215.05</b>	<b>154.94</b>
<b>25 Other expenses</b>			
Consumption of stores and spare parts		267.13	261.57
Power, fuel etc. <sup>1</sup>		1,054.60	1,045.03
Rent (refer note 34)		16.45	28.60
Repairs			
Buildings		22.09	12.38
Plant and machinery		71.08	59.81
Donation <sup>2</sup>		10.88	5.38
Insurance		14.29	10.49
Rates and taxes		2.50	1.95
Auditors' remuneration			
Audit fee		1.20	1.00
Tax audit		0.21	0.18
Limited reviews		0.58	0.48
Other certification services <sup>3</sup>		0.50	0.74
Out-of-pocket expenses		0.13	0.13
Directors' fees		0.62	0.61
Bad debts and advances written off	0.01		0.15
Less: adjusted against provision for doubtful debts and advances	(0.01)	-	(0.13)
Provision for credit impaired receivables		14.96	59.51
Provision for credit impaired loans and advances <sup>4</sup>		22.02	15.09
Freight and transport		193.15	167.36
Commission to selling agents		7.83	9.19
Brokerage, discounts (other than trade discounts), etc.		0.01	0.01
Selling expenses		83.77	130.67
Exchange fluctuation costs		(0.14)	0.56
Royalty		2.55	11.78
Loss/(gain) on valuation of assets held for sale		5.60	(8.39)
Provision for diminution in value of long term investments		-	11.45
Corporate Social Responsibility <sup>5</sup>		18.44	13.35
Miscellaneous expenses		161.81	168.83
		<b>1,972.26</b>	<b>2,007.78</b>
Less:- Cost of own manufactured goods capitalised		(5.86)	(2.71)
		<b>1,966.40</b>	<b>2,005.07</b>

1 includes reversal of provision amounting to Rs 23.19 crores (net) relating to earlier years with respect to renewable energy purchase obligation at one of its units pursuant to resolution of legal cases in the matter

2 refer note 38

3 excludes Rs Nil (2018-19: Rs 0.01 crores) related to buy-back certificate debited to General reserve and includes GST/service tax

4 includes Rs. 18.17 crores (2018-19: Rs 6.50 crores) in respect of a subsidiary company

5 refer note 38.1

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	Year ended March 31, 2020 Rs. Crores		Year ended March 31, 2019 Rs. Crores	
<b>26 Tax expense (refer note 42)</b>				
Current tax	159.22		270.18	
Less:- MAT credit entitlement *	(43.01)	116.21	(28.95)	241.23
Deferred Tax		72.25		26.89
Tax adjustments related to earlier years *				
- Current tax	(11.32)		5.12	-
- Deferred tax	2.49	(8.83)	0.23	5.35
		179.63		273.47
* refer note 42 (d)				

## 27 Earnings per share

Profits after tax and exceptional item (Rs. Crores)	743.67	906.83
Weighted average number of equity shares (Nos.)	155,942,296	158,611,943
Basic and Diluted earnings per share (face value Rs 2 per share)		
- Before exceptional item	47.69	57.17
- After exceptional item	47.69	57.17

Rs. Crores

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>28. (i) Contingent liabilities not provided for:</b>		
(a) Claims (excluding claims by employees where amount not ascertainable) not acknowledged as debts:		
- Service tax/excise matters	-	31.66
- Additional premium on land	8.11	8.11
- Interest on cane purchases	49.90	44.39
- Others	5.63	5.63
<b>Total</b>	<b>63.64</b>	<b>89.79</b>

(b) The Company will continue to assess the impact of further developments relating to retrospective application of Supreme Court judgement dated February 28, 2019 clarifying the definition of 'basic wages' under Employees' Provident Fund and Miscellaneous Provisions Act 1952 and deal with it appropriately accordingly.

(ii) Capital commitments (net of advances) 242.01 126.37

29. In accordance with its accounting policy and past practice, the Company accrues revenue credits for urea subsidy claims pending notification/ final acceptance by 'Fertiliser Industry Coordination Committee' (FICC), Government of India, in pursuance of the Pricing Scheme administered for nitrogenous fertilisers. The total amount receivable on account of such claims as on March 31, 2020 is Rs.126.11 crores (Rs.141.83 crores on March 31, 2019). This includes Rs.37.95 crores being reversal of the provision for doubtful claims consequent to removal of ambiguities in the Modified NPS III by the Government of India during the year. Necessary adjustments to revenue credits so accrued will be made on issuance of notification by FICC, Government of India.

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 30 Segment reporting

### A. Operating segments and principal activities:

Based on the guiding principles given in Ind AS- 108 'Operating segments', the Company's operating segments, based on products include: Fertilisers (manufacturing of urea), Chloro-Vinyl (manufacturing of poly-vinyl chloride, carbide and chlor alkali products), Shriram Farm solutions (trading of super phosphate, other fertilisers, seeds and pesticides), Sugar (manufacturing of sugar, ethanol and co-generation of Power), Bioseed (production of hybrid seeds), Others (UPVC window systems, Cement, Rural retail and plaster of paris). Sale of power from the co-generation facilities set up for the operating segments is included in their respective results.

### B. Geographical segments:

Since the Company's activities/ operations are primarily within the country and considering the nature of products/services it deals in, the risks and returns are same and as such there is only one geographical segment.

### C. Segment accounting policies:

In addition to the significant accounting policies applicable to the operating segments as set out in note 1.3, the accounting policies in relation to segment accounting are as under:

#### (i) Segment revenue and expenses:

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

#### ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables (net of allowances and provision), inventories and property, plant and equipments, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of trade payables. Segment assets and liabilities do not include deferred income taxes. While most of the assets/ liabilities can be directly attributed to individual segment, the carrying amount of certain assets/ liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis.

#### iii) Inter segment sales:

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation.

### D. Revenue from major products:

Revenue from major products is given in note 56

### E. Geographical information:

(i) Revenue from external customers: The Company's revenue from external customers by location of operation are as under:

Particulars	Rs. Crores	
	This year	Previous year
- Within India	7,489.23	7,522.95
- Outside India	107.05	136.21
<b>Total</b>	<b>7,596.28</b>	<b>7,659.16</b>

(ii) Non-current assets other than financial instruments: There are no such assets which are located outside India.

### F. Information about major customer

There is no single customer who contributed 10% or more of the Company's revenue during the year ended March 31, 2020 and March 31, 2019

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## G. Information about business segments

Rs. Crores

PARTICULARS	Chloro-Vinyl		Sugar		Shriram Farm Solutions		Bioseed		Fertiliser		Others		Elimination		Total	
	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year
<b>1. REVENUE</b>																
External sales (Gross)	2,233.27	2,460.91	2,508.35	2,348.54	747.86	706.27	307.70	300.76	975.70	1,037.40	823.40	805.28			7,596.28	7,659.16
Other Operating Income	13.07	9.08	13.20	4.45	0.64	0.42	2.52	2.70	40.91	3.56	5.34	5.01			75.68	25.22
Inter segment sales	31.87	32.75	-	-	-	-	24.77	93.21	-	-	2.32	3.13	58.96	129.09		
<b>Total revenue</b>	<b>2,278.21</b>	<b>2,502.74</b>	<b>2,521.55</b>	<b>2,352.99</b>	<b>748.50</b>	<b>706.69</b>	<b>334.99</b>	<b>396.67</b>	<b>1,016.61</b>	<b>1,040.96</b>	<b>831.06</b>	<b>813.42</b>	<b>58.96</b>	<b>129.09</b>	<b>7,671.96</b>	<b>7,684.38</b>
<b>2. RESULTS</b>																
Segment results	651.95	993.53	390.70	354.58	64.85	41.49	21.02	6.94	79.67	17.74	56.58	48.08			1,264.77	1,462.36
Unallocated expenses (net of income)															181.53	164.03
<b>Operating profit</b>	<b>651.95</b>	<b>993.53</b>	<b>390.70</b>	<b>354.58</b>	<b>64.85</b>	<b>41.49</b>	<b>21.02</b>	<b>6.94</b>	<b>79.67</b>	<b>17.74</b>	<b>56.58</b>	<b>48.08</b>			<b>1,083.24</b>	<b>1,298.33</b>
Finance costs															159.94	118.03
<b>Profit before tax</b>															<b>923.30</b>	<b>1,180.30</b>
<b>Provision for taxation</b>																
- Current and deferred tax															188.46	268.12
- Tax adjustments related to earlier years															(8.83)	5.35
<b>Net profit</b>															<b>743.67</b>	<b>906.83</b>
<b>3. OTHER INFORMATION</b>																
<b>A. ASSETS</b>																
Segment assets	1,862.69	1,647.43	3,393.50	2,892.12	208.08	291.19	430.08	487.37	903.68	734.05	290.40	277.53			7,088.43	6,329.69
Unallocated assets															1,054.34	800.45
<b>Total assets</b>	<b>1,862.69</b>	<b>1,647.43</b>	<b>3,393.50</b>	<b>2,892.12</b>	<b>208.08</b>	<b>291.19</b>	<b>430.08</b>	<b>487.37</b>	<b>903.68</b>	<b>734.05</b>	<b>290.40</b>	<b>277.53</b>			<b>8,142.77</b>	<b>7,130.14</b>
<b>B. EQUITY AND LIABILITIES</b>																
Equity (Share Capital & Other Equity)															4,105.34	3,552.76
Segment liabilities	370.10	346.08	688.92	853.12	87.65	83.55	131.59	191.10	135.48	128.25	247.16	221.62			1,660.90	1,823.72
Secured and unsecured loans															2,148.35	1,611.21
Unallocated liabilities															228.18	142.45
<b>Total liabilities</b>	<b>370.10</b>	<b>346.08</b>	<b>688.92</b>	<b>853.12</b>	<b>87.65</b>	<b>83.55</b>	<b>131.59</b>	<b>191.10</b>	<b>135.48</b>	<b>128.25</b>	<b>247.16</b>	<b>221.62</b>			<b>8,142.77</b>	<b>7,130.14</b>
<b>C. OTHERS</b>																
Capital expenditure	280.92	350.78	287.21	448.21	1.75	0.49	8.13	2.25	13.91	23.68	32.59	22.82			624.51	848.23
Unallocated capital expenditure															11.24	9.07
Depreciation and amortisation expense	92.83	73.64	63.74	44.18	0.66	0.13	3.21	2.62	11.85	10.25	16.15	10.64			188.44	141.46
Unallocated depreciation and amortisation expense															26.61	13.48
Non cash expenses other than depreciation	-	-	-	-	16.81	18.95	6.55	10.84	-	38.03	5.21	0.50			28.57	68.32
Unallocated non cash expenses other than depreciation	-	-	-	-	-	-	-	-	-	-	-	-			14.27	17.75

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 31 Related party disclosures

### Name of related party and nature of related party relationship

1. Holding company: Sumant Investments Private Limited

2. Subsidiaries:

- (i) DCM Shriram Credit and Investments Limited, Bioseed India Limited, DCM Shriram Infrastructure Limited, DCM Shriram Aqua Foods Limited, Hariyali Rural Ventures Limited, Fenesta India Limited, Shri Ganpati Fertilizers Limited, Shriram Bioseed Ventures Limited, Bioseeds Limited, Shriram Bioseed (Thailand) Ltd., Bioseed Research Philippines Inc., Bioseeds Holdings PTE. Ltd., Bioseed Vietnam Limited, PT Shriram Seed Indonesia<sup>1</sup>, PT Shriram Genetics Indonesia<sup>1</sup>, Bioseed Research USA Inc., DCM Shriram Foundation, Shridhar Shriram Foundation.

1 upto February 27, 2020

- (ii) Subsidiaries incorporated under section 8 of Companies Act 2013:

DCM Shriram Foundation, Shridhar Shriram Foundation

3. Joint venture: Shriram Axial Private Limited

4. Key Managerial Persons, their relatives and HUFs:

- (i) Executive Directors, their relatives and HUFs (with whom transactions are there):

Mr. Ajay S. Shriram, Mr. Vikram S. Shriram, Mr. Ajit S. Shriram, Mr. K.K. Kaul, Mr. K.K. Sharma, Mr. Aditya A. Shriram (relative of Mr. Ajay S. Shriram), Mr. Anand A. Shriram (relative of Mr. Ajay S. Shriram), Mr. Pranav V. Shriram (relative of Mr. Vikram S. Shriram), Mr. Varun A. Shriram (relative of Mr. Ajit S. Shriram)<sup>1</sup>, Mrs. Anuradha Bishnoi (relative of Mr. Ajay S. Shriram), Mrs. Geeta Kaul (relative of Mr. K.K. Kaul), M/s. Ajay S. Shriram (HUF), M/s. Vikram S. Shriram (HUF), M/s. Ajit S. Shriram (HUF).

- (ii) Independent Directors and their relatives (with whom transactions are there):

Mr. Pradeep Dinodia, Mr. Vimal Bhandari, Mr. Sunil Kant Munjal, Mrs. Ramni Nirula, Mr. Vikramjit Sen, Mr. Pravesh Sharma, Mr. Sharad Shrivastva  
1 w.e.f. May 1, 2019

5. Trust : Sir Shriram Foundation, DCM Shriram Employees' Provident Fund Trust, DCM Shriram Officers' Superannuation Fund Trust

### (a) Transactions with related parties:

Rs. Crores

S. No.	Nature of transaction	This year					Total	Previous year					Total
		Holding Company	Subsidiaries	Joint Venture	KMPs/Relatives	Trust		Holding Company	Subsidiaries	Joint Venture	KMPs/Relatives	Trust	
1	Sale of products		21.46	45.27			66.73		44.16	48.00			92.16
2	Common services expenses recovered			0.96			0.96			0.96			0.96
3	Supply of water, power and steam			0.14			0.14			0.15			0.15
4	Purchases of finished goods		16.21	0.13			16.34		14.32	0.11			14.43
5	Rent paid (includes GST and service tax)		0.11		4.92		5.03		0.11		4.81		4.92
6	Remuneration <sup>(i)</sup> (including commission)				32.20		32.20				33.29		33.29
7	Sitting fees and commission				2.87		2.87				3.25		3.25
8	Security deposits given						-				0.07		0.07
9	Security deposits received back		3.64				3.64		1.34				1.34
10	Loans and advances given (net)		29.65				29.65		13.09				13.09
11	Loans and advances received back (net)		0.23				0.23		2.09				2.09
12	Interest income		1.27				1.27		0.90				0.90
13	Investment in equity and preference shares						-		18.95				18.95
14	Interest expenses		0.14				0.14		0.14				0.14
15	Dividend paid	96.32			4.37		100.69	88.45			2.88		91.33
16	Contribution to Provident fund trust					29.37	29.37					26.19	26.19
17	Contribution to Superannuation fund trust					8.97	8.97					8.53	8.53
18	Contribution for CSR activities		6.57				6.57		5.51				5.51
19	Provision for impairment in value of investments						-		11.45				-
20	Expense recognised in respect of provision for doubtful loan/advances and interest accrued (refer note 45.1)		18.17				18.17		6.50				6.50



## Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

### (b) Balance outstanding as at the year end (gross)

(unsecured unless otherwise stated)

Rs. Crores

S. No.	Nature of outstanding	This year					Total	Previous year					Total
		Holding Company	Subsidiaries	Joint Venture	KMP's/Relatives	Trust		Holding Company	Subsidiaries	Joint Venture	KMP's/Relatives	Trust	
1	Security deposits receivable		3.10		8.40		11.50		6.74		8.40		15.14
2	Loans and advances receivable		215.82				215.82		186.40				186.40
3	Loan payable		1.45				1.45		1.45				1.45
4	Interest receivable		14.59				14.59		14.22				14.22
5	Trade receivable		10.12	4.27			14.39		18.01	3.07			21.08
6	Interest payable		0.40				0.40		0.36				0.36
7	Trade payable		0.02				0.02		0.02				0.02
8	Commission payable				16.21		16.21				19.72		19.72
9	Outstanding guarantees given by subsidiary companies in respect of loan taken by the Company		275.72				275.72		130.16				130.16
10	Provision for doubtful loan/advances and interest accrued against outstanding balances		72.72				72.72		45.90				45.90

The transactions with related parties are as per the terms of arrangement between the parties in the normal course of business and to be settled through receipt/payment or sale/purchase of goods or services.

- (i) Provision for incremental gratuity liability and leave encashment for the current year in respect of directors has not been considered above, since the provision is based on a actuarial basis for the Company as a whole.

### (c) Maximum amount of loans and advances outstanding during the year:

Rs. Crores

S. No.	Name of the Company	Amount outstanding at the year end (gross)		Maximum amount outstanding during the year	
		This year	Previous year	This year	Previous year
1	DCM Shriram Credit and Investments Limited *	11.45	-	11.45	2.12
2	DCM Shriram Infrastructure Limited *	26.27	26.27	26.27	28.76
3	Shriram Bioseed Ventures Limited *	114.34	114.34	114.34	114.34
4	Shri Ganpati Fertilizers Limited *	44.15	40.40	46.18	41.88
5	Hariyal Rural Ventures Limited	0.01	0.01	0.01	8.08
6	DCM Shriram Foundation	0.01	0.01	0.01	0.01
7	Bioseed Holding PTE Limited *	19.36	4.91	21.49	5.16
8	Bioseed Vietnam Limited	-	0.23	0.23	0.23
9	Bioseed Research Philippines Inc.	0.23	0.23	0.23	0.23
	Total	215.82	186.40		

\* includes loans given during the year for working capital requirements

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 32. Employee Benefits

The Company has classified the various benefits provided to employees as under:-

### (i) Defined contribution plans:

The Company has recognized the following amounts in the statement of profit and loss:

	Rs. Crores	
	This year	Previous year
- Employers' contribution to provident fund*	29.36	26.19
- Employers' contribution to superannuation fund	8.97	8.53
- Employers' contribution to employees' state insurance corporation	0.40	0.57

\* There is no shortfall in the interest cost for which Company is liable as at the date of financial statements.

### (ii) Disclosure in respect of Defined benefit obligation (Gratuity) is as under:

The principal assumptions used for the purpose of actuarial valuation were as under:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Discount rate per annum	6.73%	8.00%
Expected rate of salary increase	8.00%	8.00%
Mortality rate	IALM (2006-08) ultimate, duly modified	IALM (2006-08) ultimate, duly modified
Withdrawal rates:		
- Upto 30 years	3%	3%
- 31 to 44 years	2%	2%
- above 44 years	1%	1%
Retirement age	58/60 yrs	58/60 yrs

### (a) Amount recognised in statement of profit and loss in respect of the defined benefit plan are as follows:

	Rs. Crores	
	This year	Previous year
<b>Components of defined benefit costs recognised in statement of profit and loss*</b>		
Current service cost	10.64	9.63
Net interest expense	9.74	9.39
<b>Components of defined benefit costs recognised in profit and loss</b>	<b>20.38</b>	<b>19.02</b>
<b>Components of defined benefit costs recognised in other comprehensive income</b>		
Actuarial (gain)/loss from changes in financial assumptions	13.65	-
Actuarial (gain)/loss arising from experience adjustments	(0.52)	2.75
Return on plan assets (higher)/lower than discount rate	0.02	(0.02)
<b>Total actuarial (gain)/loss recognised in other comprehensive income</b>	<b>13.15</b>	<b>2.73</b>
<b>Total amount recognised in statement of profit and loss</b>	<b>33.53</b>	<b>21.75</b>

\* included in the salaries, wages, bonus, gratuity etc in note 22 "Employee Benefits expense".

## Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

(b) The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit obligation/plans is as follows:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Present value of defined benefit obligation	162.29	139.53
Fair value of plan assets	(6.60)	(4.84)
<b>Net liability arising from defined benefit obligation</b>	<b>155.69</b>	<b>134.69</b>
- Non-current liability	131.18	113.80
- Current liability	24.51	20.89

(c) Movements in the fair value of plan assets are as follows:

	Rs. Crores	
	This year	Previous year
Opening fair value of plan assets	4.84	2.71
Expected return on plan assets	0.38	0.22
Employer contribution	1.90	2.19
Remeasurement gains/(losses):		
- Return on plan assets (higher)/lower than discount rate	(0.02)	0.02
Benefits paid	(0.50)	(0.30)
<b>Closing fair value of plan assets</b>	<b>6.60</b>	<b>4.84</b>

(d) Movements in the present value of defined benefit obligations are as follows:

	Rs. Crores	
	This year	Previous year
Opening defined benefit obligation	139.53	131.63
Current service cost	10.64	9.63
Interest cost	10.13	9.60
Remeasurement (gains)/losses:		
- Actuarial (gain)/loss from changes in financial assumptions	13.65	-
- Actuarial (gain)/loss arising from experience adjustments	(0.52)	2.75
Benefits paid by employer	(10.64)	(13.78)
Benefits paid from plan assets	(0.50)	(0.30)
<b>Closing defined benefit obligations</b>	<b>162.29</b>	<b>139.53</b>

(e) Sensitivity analysis

The significant actuarial assumption for the determination of defined benefit obligations are discount rate and expected salary increase.

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Sensitivity of gross defined benefit obligation as mentioned above, in case of change in significant assumptions, would be as under :		
<b>Discount rate</b>		
(i) Discount rate -100 basis point	173.97	149.65
(ii) Discount rate +100 basis point	151.92	130.74
<b>Salary increase rate</b>		
(i) rate -100 basis point	152.05	130.85
(ii) rate +100 basis point	173.48	149.25

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## (f) Major categories of plan assets

The plan assets at one of the unit are maintained with LIC of India Gratuity Scheme. The details of investment maintained by LIC are not available and have therefore not been disclosed.

(g) The Company expects to contribute Rs. 1.11 crores to the LIC fund during the year 2020-21 (previous year - Rs. 0.91 Crores).

(h) The average expected future working life of members of the defined benefit obligation as at March 31, 2020 is 15.99 years (as at March 31, 2019: 16.05 years)

(i) The maturity profile of defined benefit obligation is as follows:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
within 1 year	31.11	25.73
between 2-5 years	53.69	54.78
between 6-10 years	61.84	54.50

## 33. (a) Amount recognised in statement of profit and loss for investment properties

	Rs. Crores	
	This year	Previous year
Rental income	4.94	4.54
Direct operating expenses from property that generated rental income	-	-
Income from investment properties before depreciation	4.94	4.54
Depreciation	0.11	0.11
Income from investment properties after depreciation	4.83	4.43

## (b) Fair value

The fair value of the Company's investment properties as at March 31, 2020 and March 31, 2019 have been arrived at on the basis of a valuation carried out by government approved independent valuers. The inputs used in fair valuation are circle rate of the property, prevailing market price of the similar kind of property in that area and other relevant factors.

Information about the fair value of the Company's investment properties and fair value hierarchy are as follows:

	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Fair value of the investment properties (Rs. Crores)	60.15	55.90
Fair valuation hierarchy	Level 3	Level 3

## 34 Disclosure on adoption of Ind AS 116 'Leases':

### (i) Transitional disclosures

Effective April 1, 2019, the Company adopted Ind AS 116 'Leases'. The standard has been applied retrospectively with the cumulative effect of initially applying this Standard accounted as an adjustment to the opening balance of retained earnings. The impact of Ind AS 116 on these results is as under:

	Rs. Crores
- <b>Transitional impact as at April 1, 2019</b>	
- Opening balance of retained earnings	-
- Recognition of lease liability (included in 'Other financial liabilities')	110.39
- Recognition of right-of-use asset (included in 'Property, plant and equipment' and includes Rs. 22.21 crores reclassified from prepaid lease payments)	132.60

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

- **Statement of profit and loss for the year ended March 31, 2020**

- Decrease in rent expense (included in 'Other expenses')	22.80
- Increase in finance cost	9.09
- Increase in depreciation and amortisation expense	19.77
Net decrease in profit before tax	6.06

Weighted average lessee's incremental borrowing rate applied to lease liabilities at the time of initial application is 9%

**(ii) Assets taken on lease**

**(a) Amounts recognised in the statement of profit or loss**

Rs. Crores

	This year	Previous year
Depreciation charge of right-of-use assets		
Buildings	19.26	N.A.
Leasehold land	0.51	N.A.
	19.77	-
Interest expense (included in finance cost)	9.09	N.A.
Expense relating to short-term leases (included in Rent)	3.77	N.A.
Total cash outflows for leases	22.80	N.A.
Amount of lease commitments for short-term leases	0.71	N.A.

**(b) Carrying amount of right-of-use assets at the end of the reporting period by class of underlying asset:**

Rs. Crores

Particulars	As at March 31, 2020
Buildings	127.16
Leasehold land	14.54
	141.70

**(c) The Company's leasing activities:**

The Company has entered into lease agreements for lease of offices, showrooms, godowns etc., generally for a period of 6 months to 11 years with renewal option and which can be terminated after lock-in-period by serving notice period as per the terms of the agreements.

**(d) In applying IndAS 116 for the first time, the Company has used the following practical expedients:**

- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- Accounting for operating leases with a remaining lease term of less than 12 months as at April 1, 2019 as short-term leases
- Excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application

The difference between the lease obligation recorded as at March 31, 2019 and the value of the lease liabilities recorded as at April 1, 2019 is primarily on account of inclusion of extension or termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to present value as per the requirements of this Ind AS.

**(iii) Assets given on lease:**

(i) The Company has entered into operating lease arrangements for buildings (including certain other assets). The details of leased assets are as under:

Rs. Crores

	Gross Block as at		Accumulated depreciation as at		Depreciation	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	This year	Previous year
Land and building	19.76	19.76	1.53	1.22	0.31	0.31
Plant and equipment	0.45	0.45	0.19	0.16	0.03	0.04
Furniture and fixtures	0.16	0.16	0.12	0.12	-	0.01
Office equipments	0.01	0.01	-	-	-	-
	20.38	20.38	1.84	1.50	0.34	0.36

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

(ii) Information w.r.t. non-cancellable leases:

	Rs. Crores	
	This year	Previous year
Future minimum lease rent receivables	10.12	10.58
- Not later than one year	0.47	0.47
- Later than one year and not Later than two years	0.47	0.47
- Later than two year and not Later than three years	0.47	0.47
- Later than three year and not Later than four years	0.51	0.47
- Later than four year and not Later than five years	0.52	0.51
- Later than five years	7.68	8.19

During the year Company has earned lease income of Rs 5.64 crores

### 35. Information with respect to a joint venture is as under (refer note 3.1):

Name of Joint Venture	Shriram Axiall Private Limited
Country of incorporation	India

	Rs. Crores	
Particulars	This year	Previous year
Share of profit before tax	3.61	2.61
Share of profit after tax	2.78	1.77
Share of other comprehensive income/(loss)	0.03	(0.07)
Share of total comprehensive income/(loss)	2.81	1.70
Ownership Interest	50%	50%

### 36. The details of disputed Excise Duty, Service Tax, Income-Tax, Custom Duty and Sales-tax dues as on March 31, 2020 are as follows:

Rs. Crores					
Name of the statute	Nature of the dues	Forum where pending	Amount*	Amount paid under protest	Period to which the amount relates
Central Excise Law	Excise Duty	Customs, Excise and Service Tax Appellate Tribunal	0.40	0.28	2005-06, 2006-07, 2008-09, 2011-12, 2012-13
		Appellate Authority upto Commissioner's level	0.45	-	2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12
Finance Act, 1994	Service Tax	Appellate Authority upto Commissioner's level	0.39	-	2005-06, 2016-17
Customs Act, 1962	Customs Duty	Customs, Excise and Service Tax Appellate Tribunal	9.82	0.62	2012-13
		Appellate Authority upto Commissioner's level	0.03	-	2012-13, 2014-15
Sales Tax Laws	Sales tax	Appellate authority up to Commissioners' level	1.36	0.44	1999-00, 2000-01, 2001-02, 2002-03, 2004-05, 2007-08, 2013-14, 2016-17
		Rajasthan State Board	0.28	0.28	2011-12
		Assistant Commissioner - Commerical tax department	0.12	0.05	2011-12

\*amount as per demand orders including interest and penalty wherever quantified in the Order.

## Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

**37.** Provision for contingencies in note 14 represents provision for various contingencies resulting from issues relating to reconstruction arrangement of the companies and other uncertainties requiring management judgement.

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
As at the beginning of the year	20.74	20.74
Less: Appropriated during the year	(8.65)	-
As at the end of the year	12.09	20.74

**38** Donation includes Rs. 10 crores (2018-19 - Rs. 4.50 crores) towards political contribution.

**38.1** Expenditure on corporate social responsibility activities under section 135 of the Companies Act 2013 as under:

Particulars	Rs. Crores	
	This year	Previous year
Amount required to be spent	18.34	13.30
Actual expenditure	18.44	13.35

**39.** Research and development expenses included under relevant heads in the statement of profit and loss Rs. 42.59 crores (2018-19 - Rs. 44.53 crores).

The details of expenditure incurred on scientific research and development centres recognized by Department of Scientific and Industrial Research (DSIR) are as under:

Particulars	Rs. Crores			
	Revenue Expenditure		Capital Expenditure	
	This year	Previous year	This year	Previous year
ICIRISAT - Hyderabad, Telangana	12.95	13.12	0.05	1.25
MOKILA - District Ranga Reddy, Telangana	11.20	11.68	0.01	0.07
<b>Total</b>	<b>24.15</b>	<b>24.80</b>	<b>0.06</b>	<b>1.32</b>

### 40 Employee share based payments (refer note 12)

The Company has an Employees Stock Purchase Scheme (DCM Shriram ESPS) which is administered through DCM Shriram Employees Benefits Trust based on acquisition of shares from the market to provide equity based incentives to employees under the Scheme. The shares offered, lock-in-period and grant price may be different for different eligible participants and determined at the time of every grant of shares. The expenses related to the grant of shares under the Scheme is accounted for on the basis of the fair value (which equals to market price of the Company's share on date of grant less exercise price) of share on the date of grant and is amortized on a straight line basis over the lock-in period, if any.

The number and weighted average fair value of equity shares granted during the year are as under:

Particulars	Rs. Crores	
	This year	Previous year
No. of equity shares granted during the year	64,000	100,000
Weighted average fair value on the grant date (Rs per equity share)	372.10	354.95

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 41. Assets pledged as security

A. The carrying amount of assets pledged as security for borrowings are as under:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Financial assets	2,025.90	1,692.08
Inventories	2,143.68	1,889.09
Property, plant and equipment and intangible assets (including capital work-in-progress)	3,220.12	2,814.17
<b>Total</b>	<b>7,389.70</b>	<b>6,395.34</b>

B. Nature of security and terms of repayment for secured borrowings

S. No.	Nature of Security	Terms of Repayment
<b>Short term working capital borrowings from banks:</b>		
1.	Loans from banks on cash credit account of Rs. 1 Crores (March 31, 2019 - Rs. 175.93 Crores) are secured by first pari passu charge on whole of the current assets, both present and future, of the company (except Shriram Bioseed Genetics, Hyderabad & Bioseed Research India, Hyderabad). These loans are further secured by a third charge by way of mortgage/hypothecation of all the immovable/movable properties (other than current assets) of the Company's undertakings at Kota in Rajasthan and Ajbapur, Rupapur, Loni & Hariawan in Uttar Pradesh.	- Repayable on demand
2.	Short Term Loans of Rs. 523.89 Crores (March 31, 2019 - Rs. NIL) are secured by first pari passu charge on whole of the current assets, both present and future, of the company (except Shriram Bioseed Genetics, Hyderabad & Bioseed Research India, Hyderabad). These loans are further secured by a third charge by way of mortgage/hypothecation of all the immovable/movable properties (other than current assets) of the Company's undertakings at Kota in Rajasthan and Ajbapur, Rupapur, Loni & Hariawan in Uttar Pradesh.	- Repayable on demand
3.	Short Term Loans of Rs. 99.50 Crores (March 31, 2019 - Rs. 97.90 Crores) is secured by first pari passu charge by way of hypothecation on book debts and stocks, both present and future of the Company's undertakings at Shriram Bioseed Genetics and Bioseed Research India, Hyderabad.	- Repayable as per terms of agreement upto April 29, 2020
4.	Short Term Loans of Rs. 139.98 Crores (March 31, 2019 - Rs. 114.06 Crores) is secured by way of hypothecation of identified subsidy receivables of indigenous urea.	- Repayable within 60 days from the date of disbursement
<b>Long term loans from banks:</b>		
1.	Term loans of Rs. 216.36 Crores (March 31, 2019 - Rs. 243.93 Crores) are secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Ajbapur, Uttar Pradesh (Rs. 1.53 Crores due within 1 year; March 31, 2019 - Rs 0.45 Crores)	- Rs. 53.94 Crores repayable in 20 equal quarterly installments commencing from January, 2022 - Rs. 162.42 Crores repayable in 36 quarterly installments
2.	Term loans of Rs. 145.56 Crores (March 31, 2019 - Rs. 219.63 Crores) are secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Kota, Rajasthan (Rs. 15.12 Crores due within 1 year; March 31, 2019 - Rs 49.37 Crores)	- Rs. 17.30 Crores repayable in Sep 2021 - Rs. 128.26 Crores repayable in 10 semi annual installments
3.	Term loans of Rs. 147.87 Crores (March 31, 2019 - 148.96 Crores) are secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Hariawan, Uttar Pradesh (Rs. 1.32 Crores due within 1 year; March 31, 2019 - Rs 1.03 crores)	- Rs. 92.04 Crores repayable in 32 quarterly installments - Rs. 15 Crores repayable in 2 annual installment commencing from December, 2023 - Rs. 40.90 Crores repayable in 36 quarterly installments
4.	Term loan of Rs. 157.51 Crores (March 31, 2019 - Rs. 181.78 crores) is secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Ajbapur and Loni, Uttar Pradesh. (Rs. 40.35 Crores due within 1 year; March 31, 2019 - Rs 29.81 crores)	- Repayable in 51 equal monthly installments.



## Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

S. No.	Nature of Security	Terms of Repayment
<b>Long term loans from banks:</b>		
5.	Term Loan of Rs 21 Crores (March 31, 2019 - Rs Nil) is secured by way of First pari passu mortgage/charge to be created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Loni, Uttar Pradesh. (Rs.Nil due within 1 year; March 31, 2019 - Rs Nil)	- Repayable in 3 equal annual installments commencing from June 2023.
<b>Long term loans from others:</b>		
1.	Term loan of Rs. 122.81 Crores (March 31, 2019 - Rs. 127.89 Crores) is secured by way of first pari passu mortgage/charge created on immovable and movable Fixed Assets, both present and future and a second charge ranking pari passu on the current assets, both present and future, pertaining to the Company's Bharuch unit, Gujarat (Rs. 17.79 Crores due within 1 year; March 31, 2019 - Rs 16.27 crores)	- Repayable in 14 equal semi annual installments
2.	Term Loan of Rs 148.50 Crores (March 31, 2019 - Rs Nil) is secured by way of First pari passu mortgage/charge to be created on immovable and movable Fixed Assets, both present and future and a second charge ranking pari passu on the current assets, both present and future, pertaining to the Company's unit at Hariawan, UP. (Rs Nil due within 1 year; March 31, 2019 - Rs Nil)	- Repayable in 19 equal semi annual installments commencing from June 2021
3.	Term loan of Rs. 2.85 Crores (March 31, 2019 - Rs. 5.70 Crores) is secured by way of an exclusive second charge on all immovable and movable assets (save and except book debts) both present and future, pertaining to the Company's Rupapur Sugar Complex, Uttar Pradesh (Rs. 2.85 Crores due within 1 year; March 31, 2019 - Rs 2.84 Crores)	- Repayable in December 2020
4.	Term Loan of Rs. Nil (March 31, 2019 - Rs. 1.07 Crores) is secured by way of a exclusive second charge on all immovable and movable assets (save and except book debts) both present and future, pertaining to the Company's Loni Sugar Complex, Uttar Pradesh (Rs. Nil due within 1 year; March 31, 2019 - Rs 1.08 Crores)	- Not applicable
5.	Term Loan of Rs. 33.47 Crores (March 31, 2019 - Rs. 32.49 Crores) is secured by way of a first pari passu charge on all immovable and movable properties both present and future, pertaining to the Company's Ajbapur Sugar Complex, Uttar Pradesh (Rs 3.65 Crores due within 1 year; March 31, 2019 - Rs Nil)	- Repayable in 10 equal semi annual installments commencing after 3 years from respective drawdown
6.	Term loan of Rs. 1.67 Crores (March 31, 2019 - Rs. 1.95 Crores) from Department of Biotechnology, Government of India is secured against hypothecation of plant & machinery, machinery spares, tools and accessories acquired from the loan proceeds to Company's Bioseed Research India division. (Rs. 0.45 Crores due within 1 year; March 31, 2019 - Rs 0.45 Crores)	- Rs. 0.03 Crores repayable in September 2020 - Rs. 0.51 Crores repayable in 4 annual installments - Rs. 0.24 Crores repayable in 3 equal semi annual installments - Rs. 0.89 Crore repayable in 10 equal semi annual installments commencing from Sep 21
7.	Term Loan of Rs. 46.17 Crores (March 31, 2019 - Rs. 51.32 Crores) is secured by way of a first pari passu charge on all immovable and movable properties both present and future, pertaining to the Company's Hariawan Sugar Complex, Uttar Pradesh (Rs. 14.25 Crores due within 1 year; March 31, 2019 - Rs 7.12 Crores)	- Repayable in 7 equal semi annual installments

### 42. Income tax expense

	Rs. Crores	
	This year	Previous year
<b>(a) Income tax expense</b>		
<b>Current tax</b>		
Current tax on profits for the year	116.21	241.23
Adjustments for current tax of earlier years*	(11.32)	5.12
<b>Total current tax expense</b>	<b>104.89</b>	246.35
<b>Deferred tax</b>		
Deferred tax charge/(credit)	72.25	26.89
Adjustments for deferred tax of earlier years*	2.49	0.23
Total deferred tax expense/(benefit)	74.74	27.12
<b>Total tax expense</b>	<b>179.63</b>	273.47

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

	Rs. Crores	
	This year	Previous year
<b>(b) Reconciliation of tax expense and the accounting profit</b>		
Profit before tax	923.30	1,180.30
Income tax expense calculated at 34.944%	322.64	412.44
(i) Tax effect of:		
- Corporate social responsibility expenses not allowed as deduction	6.45	4.67
- Weighted deduction on research and development expenses	(1.98)	(2.76)
- Deduction under section 80-IA of the Income tax act 1961	(152.17)	(147.41)
- Unrecognised tax losses recouped to reduce current tax expense	-	(0.58)
- deductible temporary differences on which no deferred tax is recognised	11.03	4.65
(ii) Others	(6.34)	2.46
<b>Income tax expense</b>	<b>179.63</b>	<b>273.47</b>

**(c) Tax effect on unrecognised temporary differences relating to:**

	Rs. Crores	
	This year	Previous year
(i) Provision for impairment in value of investments	27.89	24.60
(ii) Provision for impairment in value of land	3.11	3.17
(iii) Difference in tax base and accounting base of asset held for sale	6.72	5.57
<b>Total</b>	<b>37.72</b>	<b>33.34</b>

**(d) Deferred tax movements**

**Deferred tax assets/(liabilities) in relation to:**

	Rs. Crores					
	Provision for gratuity and compensated absences	Provision for doubtful debts and advances	Depreciation	Others	MAT credit entitlement	Total
<b>As at April 1, 2018</b>	<b>77.57</b>	<b>14.60</b>	<b>(370.24)</b>	<b>31.50</b>	<b>320.81</b>	<b>74.24</b>
(Charged)/credited to:						
Profit or loss	3.60	25.30	(55.98)	0.20	28.95	2.07
Other comprehensive income	0.95	-	-	1.67	-	2.62
Adjustment related to earlier years *	-	-	-	(0.23)	(5.12)	(5.35)
<b>As at March 31, 2019</b>	<b>82.12</b>	<b>39.90</b>	<b>(426.22)</b>	<b>33.14</b>	<b>344.64</b>	<b>73.58</b>
(Charged)/credited to:						
Profit or loss	7.46	(6.68)	(76.06)	3.03	43.01	(29.24)
Other comprehensive income	5.48	-	-	1.48	-	6.96
Adjustment related to earlier years *	-	-	-	(2.49)	11.32	8.83
<b>As at March 31, 2020</b>	<b>95.06</b>	<b>33.22</b>	<b>(502.28)</b>	<b>35.16</b>	<b>398.97</b>	<b>60.13</b>

\* Tax charge of earlier years finalised on filing of returns/completion of assessments with corresponding impact on MAT

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 43 Financial instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies note 1.3 (k)

Rs. Crores

	As at March 31, 2020			As at March 31, 2019		
	Amortised cost*	FVTOCI	FVTPL	Amortised cost*	FVTOCI	FVTPL
<b>Financial assets</b>						
Investments						
- Equity instruments	-	1.85	-	-	1.85	-
- Preference shares	0.88	-	-	0.88	-	-
- Government securities	0.06	-	-	0.06	-	-
Trade receivables	1,069.47	-	-	1,022.63	-	-
Loans	156.08	-	-	152.56	-	-
Cash and cash equivalents and bank balances	482.52	-	58.93	256.58	-	140.99
Derivative financial assets	-	0.40	25.69	-	1.00	2.59
Others	249.99	-	-	149.48	-	-
<b>Total financial assets</b>	<b>1,959.00</b>	<b>2.25</b>	<b>84.62</b>	<b>1,582.19</b>	<b>2.85</b>	<b>143.58</b>
<b>Financial liabilities</b>						
Borrowings	2,044.48	-	-	1,475.98	-	-
Trade payables	910.22	-	-	1,122.19	-	-
Other financial liabilities	396.68	-	-	305.04	-	-
Derivative financial liabilities	-	5.16	-	-	1.42	6.52
<b>Total financial liabilities</b>	<b>3,351.38</b>	<b>5.16</b>	<b>-</b>	<b>2,903.21</b>	<b>1.42</b>	<b>6.52</b>

\* The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

## 44 Capital management

The Company endeavours to optimize debt and equity balance and provide adequate strength to the balance sheet. The Company monitors capital on the basis of debt equity ratio.

## 45 Financial risk management

The Company's activities expose it to various financial risks : Credit risk, Liquidity risk and Market risk.

### 45.1 Credit risk management

Credit risk arises from credit exposure to customers (including receivables and deposit), loans and other financial assets. The Company perform credit evaluation and defines credit limits for each customer/counter party. The Company also continuously reviews and monitors the same.

The provision for doubtful debts or provision for impairment of investments etc is made on case to case basis, based on the information related to financial position, past history/ageing and other relevant available information about the counterparty. The Company also makes general provision for lifetime expected credit loss based on its previous experience of provision/write off in previous years

The movement in the provision for doubtful debts and provision diminution in value of investments is as under:

Particulars	Rs. Crores		
	Trade receivables	Loans	Investments
As at April 1, 2018	25.43	7.01	69.95
Provision made during the year 2018-19	59.51	4.40	11.45
Written off/(written back) during the year 2018-19	(0.35)	-	-
<b>Provision as at March 31, 2019</b>	<b>84.59</b>	<b>11.41</b>	<b>81.40</b>
Provision made during the year 2019-20	13.91	21.87*	-
Written off/(written back) during the year 2019-20	(37.95)	-	-
<b>Provision as at March 31, 2020</b>	<b>60.55</b>	<b>33.28</b>	<b>81.40</b>

\* includes Rs. 8.65 crores appropriated from provision for contingency created in earlier years

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 45.2 Liquidity risk management

(i) The Company manages liquidity by ensuring control on its working capital which involves adjusting production levels and purchases to market demand and daily sales of production and low receivables. It also ensures adequate credit facilities sanctioned from bank to finance the peak estimated funds requirements. The working capital credit facilities are continuing facilities which are reviewed and renewed every year.

The Company also ensures that the long term funds requirements are met through adequate availability of long term capital (Debt & Equity)

	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Total Committed working capital limits from Banks	1,095.00	815.00
Utilized working capital limit	624.69	387.89
Unutilized working capital limit	470.31	427.11

### (ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the contractual undiscounted cash flow.

Contractual maturities of financial liabilities

	Rs. Crores			
	Upto 1 year	Between 1 year to 5 year	Over 5 years	Total
<b>As at March 31, 2020</b>				
<b>Non-derivatives</b>				
Borrowing *	548.98	641.61	356.24	1,546.83
Trade Payables	910.22	-	-	910.22
Lease liabilities	30.40	57.83	38.94	127.17
Other financial liabilities	165.66	-	-	165.66
<b>Total non-derivative liabilities</b>	<b>1,655.26</b>	<b>699.44</b>	<b>395.18</b>	<b>2,749.88</b>
<b>Derivatives (net settled)</b>				
Interest rate swap	5.16	-	-	5.16
<b>Total derivative liabilities</b>	<b>5.16</b>	<b>-</b>	<b>-</b>	<b>5.16</b>
<b>As at March 31, 2019</b>				
<b>Non-derivatives</b>				
Borrowing *	286.67	538.95	428.10	1,253.72
Trade Payables	1,122.19	-	-	1,122.19
Other financial liabilities	169.81	-	-	169.81
<b>Total non-derivative liabilities</b>	<b>1,578.67</b>	<b>538.95</b>	<b>428.10</b>	<b>2,545.72</b>
<b>Derivatives (net settled)</b>				
Foreign exchange forward Contract	7.94	-	-	7.94
<b>Total derivative liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* Excludes utilized working capital limited disclosed in note 45.2 (i)

(iii) Reconciliation for financial liabilities arising from financing activities as per Para 44A of IndAS 7.

Particulars	Rs. Crores		
	Long term borrowings	Short term borrowings	Interest accrued on borrowings
<b>Opening balance as on April 1, 2018</b>	620.93	134.77	12.38
Add: Additions during the year	530.63	404.57*	43.15
Less: Repayments during the year	(79.16)	-	(42.22)
Add/(Less): Foreign exchange fluctuation (gain)/loss	20.14	-	-
Add/(Less): Amortisation impact on borrowings	(20.67)	-	-
<b>Closing balance as on March 31, 2019</b>	<b>1,071.87</b>	<b>539.34</b>	<b>13.31</b>
Add: Additions during the year	165.71	530.48*	63.69
Less: Repayments during the year	(200.41)	-	(58.55)
Add/(Less): Foreign exchange fluctuation (gain)/loss	34.13	-	-
Add/(Less): Amortisation impact on borrowings	7.21	-	-
<b>Closing balance as on March 31, 2020</b>	<b>1,078.51</b>	<b>1,069.82</b>	<b>18.45</b>

\* net movement during the year

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 45.3 Market Risk

a) The Company's operations are mainly in India and therefore rupee denominated, except the following:

- Foreign currency denominated loans (Long term & Short term)
- Imports of some raw material, stores & spares and capital equipments
- Export of finished goods

The Company follows a policy of keeping these liabilities/assets fully hedged against foreign currencies. Regarding interest rate fluctuation, it follows a policy of partial hedge.

Some of the rupee liabilities have interest linked to the bank's MCLR or Financial market benchmark rates and are subject to variation in such rates.

### b) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate change at the end of the reporting period are as follows:

	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
<b>Variable rate borrowings</b>		
Long Term	576.57	534.45
Short Term	175.14	322.44
<b>Total Variable rate borrowings</b>	<b>751.71</b>	<b>856.89</b>
<b>Fixed rate borrowings</b>		
Long Term	398.09	402.19
Short Term	998.53	352.13
<b>Total fixed Rate borrowings</b>	<b>1,396.62</b>	<b>754.32</b>
<b>Total Borrowings</b>	<b>2,148.33</b>	<b>1,611.21</b>

### c) Sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on Profit or loss before tax may be as follows:

	Rs. Crores	
	Impact on profit before tax	
	This year	Previous year
Interest rate- increase by 100 basis points (100 bps)*	(7.52)	(8.57)
Interest rate- decrease by 100 basis points (100 bps)*	7.52	8.57

\* Holding all other variable constant

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 45.4 Impact of hedging activities

### (a) Disclosure of effects of hedge accounting on financial position:

Rs. Crores

March 31, 2020										
Type of hedge and risks	Nominal value of hedged instruments#		Carrying amount of hedging instrument##		Maturity date	Hedge ratio	Weighted average strike price/rate	Gain(loss) in fair value of hedging instrument	Gain(loss) in the value of hedged item used as the basis for recognising hedge effectiveness	
	Assets	Liabilities	Assets	Liabilities						
<b>Cash Flow hedge</b>										
Foreign exchange risk										
(i) Foreign exchange forward contracts	24.55	-	25.30	-	03-Apr-20 to 30-Sep-20	1:1	USD 73.16 EUR 81.04 JPY 0.67 CHF 73.45	0.76	0.76	
<b>Fair value hedge</b>										
(i) Foreign exchange forward contracts	353.81	22.35	389.03	24.02	03-Apr-20 to 27-Nov-20	1:1	USD 68.80 EUR 80.39	33.55	33.55	
March 31, 2019										
<b>Cash Flow hedge</b>										
Foreign exchange risk										
(i) Foreign exchange forward contracts	66.57	10.67	65.35	10.49	10-Apr-19 to 27-Nov-19	1:1	USD 70.23 EUR 82.41	(1.04)	(1.04)	
<b>Fair value hedge</b>										
(i) Foreign exchange forward contracts	313.08	6.29	325.00	6.22	5-Apr-19 to 30-Apr-20	1:1	USD 66.62 EUR 79.18 CNH 10.14	11.99	11.99	

# Nominal value is the INR value of the instrument based on spot rate of the first hedge

## Carrying value is the INR value of the instrument based on the spot rate of the reporting date

### (b) Disclosure of effect of hedge accounting on financial performance

Movement in cash flow hedging reserve and costs of hedging reserve

Rs. Crores

Risk category Derivative instrument	Foreign currency risk	Interest rate risk	Total
	Foreign exchange forward contracts	Interest rate swaps	
<b>(i) Cash flow hedging reserve</b>			
<b>As at April 1, 2018</b>	<b>(0.60)</b>	<b>3.43</b>	<b>2.83</b>
Add: Change in spot element of foreign exchange forward contracts	(1.46)	-	(1.46)
Add: Changes in fair value of interest rate swaps	-	(3.14)	(3.14)
Less: Amount reclassified to profit or loss under the heading 'Cost of materials consumed'	(0.06)	-	(0.06)
Less: Amount included in Property, plant and equipment	(0.12)	-	(0.12)
Less: Deferred tax relating to above (net)	1.67	-	1.67
<b>As at March 31, 2019</b>	<b>(0.57)</b>	<b>0.29</b>	<b>(0.28)</b>
Add: Change in spot element of foreign exchange forward contracts	0.51	-	0.51
Add: Changes in fair value of interest rate swaps	-	(6.17)	(6.17)
Less: Amount reclassified to profit or loss under the heading 'Cost of materials consumed'	0.47	-	0.47
Less: Amount included in Property, plant and equipment	0.96	-	0.96
Less: Deferred tax relating to above (net)	1.48	-	1.48
<b>As at March 31, 2020</b>	<b>2.85</b>	<b>(5.88)</b>	<b>(3.03)</b>

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

## 46 Fair value hierarchy (refer note 43)

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table presents fair value hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis:

	Rs. Crores			
	Level 1	Level 2	Level 3	Total
<b>As at March 31, 2020</b>				
<b>Financial assets</b>				
Investments in liquid mutual fund at FVTPL	58.93	-	-	<b>58.93</b>
Investments in equity shares (unquoted) at FVTOCI	-	-	1.85	<b>1.85</b>
Interest rate swaps designated in hedge accounting relationship at FVTOCI	16.17	-	-	<b>16.17</b>
Other derivatives (foreign currency options) at FVTPL	-	9.92	-	<b>9.92</b>
<b>Total financial assets</b>	<b>75.10</b>	<b>3.59</b>	<b>1.85</b>	<b>86.87</b>
<b>Financial liabilities</b>				
Foreign currency forward contracts designated in hedge accounting relationship	-	5.16	-	5.16
<b>Total financial liabilities</b>	<b>-</b>	<b>5.16</b>	<b>-</b>	<b>5.16</b>
<b>As at March 31, 2019</b>				
<b>Financial assets</b>				
Investments in liquid mutual fund at FVTPL	140.99	-	-	140.99
Investments in equity shares (unquoted) at FVTOCI	-	-	1.85	1.85
Interest rate swaps designated in hedge accounting relationship at FVTOCI	-	1.00	-	1.10
Other derivatives (foreign currency options) at FVTPL	-	2.59	-	2.59
<b>Total financial assets</b>	<b>140.99</b>	<b>3.59</b>	<b>1.85</b>	<b>146.43</b>
<b>Financial liabilities</b>				
Foreign currency forward contracts designated in hedge accounting relationship	7.94	-	-	7.94
<b>Total financial liabilities</b>	<b>7.94</b>	<b>-</b>	<b>-</b>	<b>7.94</b>

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 inputs are unobservable inputs for the asset or liability

## 47. Asset classified as held for sale

The segment to which the 'assets held for sale' relates are as under:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
- Sugar	0.40	0.40
- Chloro Vinyl*	10.88	1.63
- Shriram Farm Solutions	1.37	2.28
- Others (Hariyali Kisaan Bazaar)	58.04	71.36
- Unallocated	13.06	16.16
	<b>83.75</b>	<b>91.83</b>

\* During the year, the Company commissioned 66MW power plant for captive consumption at its complex at Kota (Rajasthan) and discontinued 50.3 MW of older plants. Accordingly, old power plant is classified as held for sale at estimated net realisable value.

Assets classified as held for sale is measured at the lower of the carrying amount and fair value less costs to sell at the reporting date. The fair value of the assets held for sale is determined using level 3 measurement as per the fair value hierarchy set out in fair value measurement disclosures.

# Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

Amounts recognised in the statement of profit and loss on assets held for sale is as under:

Particulars	Rs. Crores	
	This year	Previous year
Provision/(Reversal) for impairment in value of assets held for sale included in 'other expenses' in the statement of profit and loss	5.60	(8.39)
Profit (net) recognised in 'other income' in the statement of profit and loss on sale of assets held for sale	1.43	2.23

48. Based on the information available with the Company as at year end, the principal amount and interest due to Micro and small enterprises as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is Rs. 13.14 crores (March 31, 2019 - Rs. 16.41 crores) and Rs. Nil (March 31, 2019 Rs Nil) respectively.

#### 49. Disclosures related to government grant

The government grant/government assistance recognised are as under:

Nature of Grant/assistance	Income/Expense head	Rs. Crores	
		This year	Previous year
<b>Sugar</b>			
Production subsidy on cane crushed (includes Rs 38.63 crores for financial year 2017-18 in previous year)	Cost of materials consumed	10.15	113.58
Sugar export assistance	Sale of products	123.98	-
Interest subsidy (previous year includes Rs 5.24 crores for earlier years)	Other income	25.51	14.16
Buffer stock subsidy	Other income	21.49	13.60
Benefit of loan at concessional rate of interest	Other income	8.46	2.79
<b>Bioseed</b>			
Benefit of loan at concessional rate of interest	Other income	0.04	0.03

#### 50. Details of pre-operative expenses pending allocation included under capital work-in-progress in note 2.1 is as under:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Finance cost	21.46	6.97
Salaries, wages etc	6.75	1.11
Insurance	0.06	0.55
Power, fuel etc	7.98	0.16
Miscellaneous expenses	3.90	3.35
	40.15	12.14
Add: Brought forward from previous year	12.14	3.40
Total	52.29	15.54
Less: Capitalised during the year	(45.65)	(3.40)
Transferred to capital work-in-progress	6.64	12.14

51 Hon'ble High Court of Allahabad vide its order dated February 12, 2019 has set aside and quashed the notification withdrawing the Sugar Industrial Promotion Policy 2004 (Policy). The State Government has filed special leave petition (SLP) with Supreme Court against the above said order. The Company has not accrued the benefits consequent to the above said order due to uncertainties of the amount and the collection thereof.

52 The announcement of lockdown restrictions by the Government of India with effect from March 24, 2020 led to shutting down of operations at some of the businesses of the Company. Sugar and Bioseed businesses continued without any significant disruptions, being classified as essential products and services. Fertiliser, Chloro-vinyl, Cement, Shriram farm solutions and Fenesta businesses had to shut down the operations w.e.f. March 24, 2020. The operations in these businesses have restarted in a phased manner starting from April 8, 2020 to May 12, 2020. The capacity utilization is going up continuously in accordance with the demand and government regulations.

The Company has considered the possible impact of internal and external factors known to the management upto the date of approval of these accounts, to assess and finalise the carrying amount of its assets and liabilities. Accordingly as on date, no material impact is anticipated in these financial statements.



## Notes to the Standalone Financial Statements For The Year Ended March 31, 2020

- 53** During the year, the Board of Directors has approved the merger of Bioseed Limited with Shriram Bioseed Ventures Limited (wholly owned subsidiaries). The proposed merger is subject to NCLT and other regulatory approvals.
- 54** The Company sold the entire equity shares held and transferred the management control in its subsidiary Shri Ganpati Fertilisers Limited with effect from May 19, 2020.
- 55** The Company has started for the first time, use of B-heavy molasses, a product produced along-with sugar, for ethanol production in Distilleries. Sugar and B heavy molasses have been recognized as joint product and the cost of production allocated between the two based on technical estimates.

### 54. Particulars of sales

Description	Sales	
	2019-20	2018-19
Urea	975.65	1,037.40
PVC resins	384.11	418.57
Caustic soda	1,513.75	1,668.30
Marketable Calcium carbide	126.29	131.37
Super Phosphate	63.66	113.19
Seeds	673.66	618.47
Cement	165.78	153.97
Sugar	2,087.56	1,899.59
Ethanol	286.70	198.36
Unplasticized polyvinyl chloride (UPVC) windows	411.07	382.65
Power Sale	114.06	174.01
Petrol / Diesel	228.36	250.35
Other sales/stocks and adjustments	565.63	612.93
<b>Total</b>	<b>7,596.28</b>	<b>7,659.16</b>

The accompanying notes form an integral part of the standalone financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Harinderjit Singh

Partner

Membership No. 086994

Place: Gurugram

Date: June 3, 2020

Sameet Gambhir

Company Secretary

Place: New Delhi

J.K. Jain

Chief Financial Officer

Place: New Delhi

Pradeep Dinodia

Director

DIN: 00027995

Place: New Delhi

Ajay S. Shriram

Chairman & Sr. Managing Director

DIN: 00027137

Place: New Delhi

# Independent Auditor's Report

## To the Members of DCM Shriram Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of DCM Shriram Limited (hereinafter referred to as the 'Holding Company'), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its jointly controlled company (refer Note 58 to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated statement of changes in equity and the consolidated cash flows statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information prepared based on the relevant records. (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its jointly controlled company as at March 31, 2020, of consolidated total comprehensive income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and jointly controlled company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 16 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Below Key Audit Matters have been reproduced from the report, of the even date, on the audit of standalone financial statements of the Holding Company.

Key Audit Matter	How our audit addressed the key audit matter
<p><b>4.1 Determination of carrying value of inventory of sugar and related products as at the year ended March 31, 2020 including classification of nature of inventory and physical verification</b> (Refer to the accompanying notes 1.4 (f), 6, 54 and 55 forming integral part of the Consolidated Financial Statements)</p> <p>As on March 31, 2020, the Holding Company had an inventory of sugar and related products i.e., molasses, ethanol, etc. with a carrying value 1,509.74 crores. During the current year, the Holding Company has commenced production of ethanol at its Distillery units using a particular type of molasses (B-heavy, a product produced along with sugar).</p> <p>Sugar and B-heavy molasses have been recognised as joint products and the cost of production has been allocated between these joint products based on technical estimates.</p> <p>We considered the determination of carrying value of the inventory (i.e., lower of cost and NRV) of joint products, sugar and B-heavy molasses as a key audit matter given the relative size in the financial statements and significant judgement involved in analysing the relevant factors such as basis for classification of B-heavy molasses as a joint product, determination of a rational basis for allocation of cost i.e., on technical estimates, between the joint products in calculating the cost of inventories and NRV determined basis minimum sale price, monthly quota, fluctuation in selling prices and the related notifications of the Government authorities. Also the physical verification of the above inventories could not be observed by us due to lock-down restrictions at the year-end.</p>	<p>We understood the design and tested the operating effectiveness of controls as established by the management in determination of cost for joint products and estimated net realizable value of inventory of sugar and related products.</p> <p>We considered various factors including technical assessment of the management, industry practice, significance of the products, manufacturing objective in determination of classification of the products as 'joint products'; the relative net realisable value of sugar and B-heavy molasses based ethanol in determination of a rational basis for allocation of cost between the joint products; and the actual selling price prevailing prior and subsequent to the year end, minimum selling price, monthly quota and other notifications of the Government of India, initiatives taken by the Government with respect to sugar industry as a whole.</p> <p>Consequent to the lockdown restrictions at the year-end, we have observed the physical inventory process of sugar and other related products subsequent to the year-end at the significant locations and performed roll back procedures to the balance sheet date to obtain sufficient appropriate audit evidence about the existence and condition of inventory at the balance sheet date.</p> <p>Based on the above procedures performed, the carrying value and existence of inventory of sugar and related products as at the year-end determined by the management is considered to be reasonable.</p>

Key Audit Matter	How our audit addressed the key audit matter
<p><b>4.2 Assessment of impairment of investments and loans/advances given to subsidiaries</b></p> <p>(Refer to the accompanying notes 1.5(iii) and 54 forming integral part of the Consolidated Financial Statements and notes 3.1, 3.2, 7.4, 9, 25 and 31 of Standalone Financial Statements of the Holding Company).</p> <p>The Holding Company had given loans and advances which aggregates to Rs. 230.40 crores as at March 31, 2020, to subsidiaries and also has investments amounting to Rs. 150.81 crores in this regard.</p> <p>These subsidiaries have incurred loss during the year and as at the year end their networth stands substantially eroded which indicates potential impairment of investment in those subsidiaries along with loans and advances given to such subsidiaries.</p> <p>The Holding Company has recognized impairment of Rs 154.12 crores as at March 31, 2020 (including Rs 26.82 crores during the year) against the above investments and loans and advances.</p> <p>We considered this a key audit matter given the relative significance of value of investment and loans and advances to the financial statements and extent of management's judgements and estimates involved such as future cash flows, discount rate, terminal value and economic growth rates etc. around the impairment assessment.</p>	<p>We understood and tested the design and operating effectiveness of controls as established by the management in determination of appropriateness of the carrying value of investments, loans and advances.</p> <p>We evaluated the Holding Company's process regarding impairment assessment by involving our valuation expert (auditor's expert) to assist in assessing the appropriateness of the impairment model including the independent assessment of the underlying assumptions relating to discounts rate, economic growth rate, terminal value etc.</p> <p>We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the budgets provided by the management and our understanding of the industry's external factors.</p> <p>We assessed the Holding Company's sensitivity analysis and evaluated whether any reasonably foreseeable change in assumptions could lead to impairment.</p> <p>We checked the mathematical accuracy of the impairment model and the appropriate accounting in the financial statements.</p> <p>Based on the above procedures performed, we observed the management's impairment assessment to be reasonable.</p>
<p><b>4.3 Impact of government policies/ notifications on recognition of subsidy accruals/claims and their recoverability</b></p> <p>(Refer to the accompanying notes 1.4 (g)(ii), 1.5 (v) (b), 19, 29, 44.1 and 54 forming integral part of the Consolidated Financial Statements)</p> <p>During the year the Holding Company has recognised accruals/subsidy claims amounting to Rs. 762.22 crores (net) and as at March 31, 2020, the Holding Company has receivables of Rs. 589.69 crores relating to such claims which is significant to the financial statements.</p> <p>We focused on this area because recognition of accruals/claims and assessment of recoverability of the claims is subject to significant judgement of the management. The area of judgement includes certainty around the satisfaction of conditions specified in the notifications/policies, collections, provisions thereof, likelihood of variation in the related computation rates, and basis for determination of accruals/claims.</p>	<p>We understood and tested the design and operating effectiveness of controls as established by management in recognition and assessment of the recoverability of the claims.</p> <p>We evaluated the management's assessment regarding reasonable certainty for complying with the relevant conditions as specified in the Notifications / policies and collections.</p> <p>We considered the relevant notifications/policies issued by various authorities to ascertain the appropriateness of the recognition of accruals/claims, adjustments to claims already recognised pursuant to changes in the rates and basis for determination of claims.</p> <p>We tested the ageing analysis and assessed the information used by the management to determine the recoverability of the claims by considering historical trends of collections against claims, the level of credit loss charged over time, provisions and reversal of provisions made.</p> <p>Based on the above procedures performed, the management's estimates related to recognition of subsidy accruals/claim and their recoverability are considered to be reasonable.</p>
<p><b>4.4 Appropriateness of Carrying amount of deferred tax assets relating to Minimum Alternate Tax (MAT) credit</b></p> <p>(Refer to the accompanying notes 1.3 (m), 1.5(iv), 4, 26, 40 and 54 forming integral part of the Consolidated Financial Statements)</p> <p>The Holding Company has recognised deferred tax assets on the unutilised tax credits, representing Minimum Alternate Tax (MAT) paid on the accounting profit in the current year and in earlier years over and above the normal taxable profit, in accordance with the provisions of Section 115JB of the Income-tax Act, 1961 and related rules. The carrying amount of MAT Credit, included under Deferred Tax Assets (net) is Rs. 397.66 crores as at the balance sheet date.</p>	<p>We understood the design and tested the operating effectiveness of Holding Company's controls relating to taxation and the assessment of carrying amount of deferred tax assets.</p> <p>We reviewed the Holding Company's accounting policy in respect of recognizing deferred tax assets on unutilised MAT credits.</p> <p>We evaluated whether the tax credit entitlements are legally available to the Holding Company in respect of the future years, as estimated by the management while projecting the taxable profits, considering to the provisions of Income-tax Act, 1961.</p> <p>We assessed the reasonableness of the assumptions underlying management's profit projections such as the growth rates in light of the</p>

Key Audit Matter	How our audit addressed the key audit matter
<p>We considered this as a key audit matter as the assessment of the appropriateness of the carrying amount of deferred tax asset relating to MAT involves significant management judgement in assessing the availability of future taxable profits to offset the accumulated MAT credits, assessment of assumptions (internal / external factors) underlying the future profit projections to establish reasonable certainty around utilization of the asset.</p>	<p>relevant economic, impact of COVID 19 and industry indicators, including involving our valuation expert (auditor's expert) to assist in assessing the appropriateness of such projections.</p> <p>We also assessed the sensitivity analysis applied by the Holding Company and evaluated if any change in the assumptions will lead to any material change in carrying amount.</p> <p>We checked the mathematical accuracy of the underlying calculations of the profit projections.</p> <p>We also evaluated the adequacy and appropriateness of disclosures made in the financial statements.</p> <p>Based on the above procedures performed, the carrying amount of deferred tax assets, including disclosure relating to MAT credit, are considered to be reasonable.</p>

#### Other Information

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.
6. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and the reports of the other auditors as furnished to us (refer sub-paragraph 16 of the Other Matters paragraph below), we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

8. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group including its jointly controlled company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its jointly controlled company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its jointly controlled company and for preventing and detecting frauds and

- other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and jointly controlled company are responsible for assessing the ability of the Group and jointly controlled company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. The respective Board of Directors of the companies included in the Group and of its jointly controlled company are responsible for overseeing the financial reporting process of the Group and jointly controlled company.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. Also refer sub-paragraph 16 of the Other Matters paragraph below. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding company and the jointly controlled company have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and jointly controlled company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and jointly controlled company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and jointly controlled company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

13. We communicate with those charged with governance of the Holding Company and jointly controlled company included in the consolidated financial statements of which we are the independent

auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the Key Audit Matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

16. We did not audit the consolidated financial statements of three subsidiaries, namely Bioseed Limited (having step down subsidiaries Bioseed Holdings PTE Limited, Bioseed Vietnam Limited, Bioseed Research Philippines Inc., Shriram Bioseed (Thailand) Limited, PT. Shriram Seed Indonesia and PT. Shriram Genetics Indonesia), Shriram Bioseed Ventures Limited (having step down subsidiary Bioseed Research USA Inc.) and DCM Shriram Credit and Investments Limited (having step down subsidiary DCM Shriram Infrastructure Limited) and standalone financial statements of five subsidiaries, namely Bioseed India Limited, Haryali Rural Ventures Limited, DCM Shriram Aqua Foods Limited, Fenesta India Limited, Shri Ganpati Fertilizers Limited whose financial statements reflect total assets of Rs. 390.50 crores and net assets of (Rs.30.31) crores as at March 31, 2020, total revenue of Rs.139.90 crores, total comprehensive income (comprising of loss and other comprehensive income) of (Rs.28.39) crores and net cash flows amounting to (Rs.0.89) crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the aforesaid other auditors. Also refer Note 52 in the attached consolidated financial statements for matter included as emphasis of matter in the other auditor's report dated May 27, 2020.

#### **Report on Other Legal and Regulatory Requirements**

17. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and jointly controlled company incorporated in India, none of the directors of the Group companies jointly controlled company incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls with reference to financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- (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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group, and jointly controlled company-Refer Note 28 to the consolidated financial statements.
  - The Group and jointly controlled company did not have any long-term contracts including derivative contracts as at March 31, 2020 for which there were any material foreseeable losses.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, and jointly controlled company incorporated in India.
  - The reporting on disclosures relating to Specified Bank Notes is not applicable to the Group for the year ended March 31, 2020.
18. The Holding company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated

by the provisions of Section 197 read with Schedule V to the Act. The subsidiaries incorporated in India have not paid / provided any managerial remuneration to any director during the year. The provisions of Section 197 read with Schedule V to the Act are applicable only to public companies. Accordingly, reporting under Section 197(16) of the Act is not applicable to the joint venture company.

**For Price Waterhouse Chartered Accountant LLP**

Firm Registration Number: 012754N/N500016

Chartered Accountants

**Harinderjit Singh**

Partner

Place: Gurugram

Date: June 03, 2020

Membership Number: 086994

UDIN: 20086994AAAAAQ6385

**Annexure A to Independent Auditors' Report**

**Referred to in paragraph 17(f) of the Independent Auditors' Report of even date to the members of DCM Shriram Limited on the consolidated financial statements for the year ended March 31, 2020**

**Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

- In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls with reference to financial statements of DCM Shriram Limited (hereinafter referred to as "the Holding Company"), its subsidiary companies, including those audited by other auditors (refer paragraph 9 below) and jointly controlled company, which are companies incorporated in India, as of that date.

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

- The respective Board of Directors of the Holding company, its subsidiary companies and jointly controlled company (refer to note 58 forming integral part of the Consolidated Financial Statements), to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

### Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in

accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Holding Company, its subsidiary companies and jointly controlled company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, 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.

### Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to standalone financial statement of seven subsidiary companies and one step down subsidiary company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not modified in respect of this matter.

**For Price Waterhouse Chartered Accountant LLP**

Firm Registration Number: 012754N/N500016

Chartered Accountants

**Harinderjit Singh**

Partner

Membership Number: 086994

UDIN: 20086994AAAAAQ6385

Place: Gurugram  
Date: June 03, 2020

# Consolidated Balance Sheet As At March 31, 2020

	Note	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2.1	3,392.40	2,585.86
Capital work-in-progress	2.1	51.06	329.95
Investment property	2.2	6.74	6.85
Goodwill	2.3	81.13	74.78
Other intangible assets	2.3	18.73	22.17
Intangible assets under development	2.3	8.06	2.36
<b>Financial assets</b>			
Investments			
- Investment in Joint Venture	3.1	24.53	21.72
- Other investments	3.1	4.25	9.04
Loans	3.2	10.26	11.97
Other financial assets	3.3	43.13	32.43
Deferred tax assets (net)	4	56.45	67.45
Other non-current assets	5	26.88	118.90
<b>Total non-current assets</b>		<b>3,723.62</b>	<b>3,283.48</b>
<b>Current assets</b>			
Inventories	6	2,177.37	1,925.12
<b>Financial assets</b>			
Trade receivables			
Cash and cash equivalents	7.1	1,078.72	1,039.17
Bank balances other than cash and cash equivalents	7.2	543.07	382.04
Loans	7.3	17.38	33.87
Other financial assets	7.4	12.50	2.66
Other financial assets	7.5	230.81	119.65
Current tax assets (Net)	8	38.88	37.79
Other current assets	9	227.95	217.63
<b>Total current assets</b>		<b>4,326.68</b>	<b>3,757.93</b>
Assets classified as held for sale	10	85.10	94.99
<b>Total assets</b>		<b>8,135.40</b>	<b>7,136.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11	31.35	31.35
Other equity	12	4,018.39	3,494.33
<b>Equity attributable to shareholders of the Company</b>		<b>4,049.74</b>	<b>3,525.68</b>
Non-controlling interest		6.14	0.65
<b>Total Equity</b>		<b>4,055.88</b>	<b>3,526.33</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings			
Other financial liabilities	13.1	974.92	936.83
Other financial liabilities	13.2	98.75	1.03
Provisions	14	242.49	221.52
Other non-current liabilities	15	17.94	26.93
<b>Total non-current liabilities</b>		<b>1,334.10</b>	<b>1,186.31</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings			
Trade payables	16.1	1,071.35	537.89
- total outstanding dues of micro enterprises and small enterprises	16.2	13.14	16.41
- total outstanding dues of creditors other than micro enterprises and small enterprises		913.91	1,127.95
Other financial liabilities	16.3	305.66	311.76
Provisions	17	51.55	44.95
Other current liabilities	18	375.34	374.58
Current tax liabilities (net)	8	0.15	0.10
<b>Total current liabilities</b>		<b>2,731.10</b>	<b>2,413.64</b>
Liabilities associated with assets classified as held for sale		14.32	10.12
<b>Total equity and liabilities</b>		<b>8,135.40</b>	<b>7,136.40</b>

The accompanying notes form an integral part of the consolidated financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Harinderjit Singh

Partner

Membership No. 086994

Place: Gurugram

Date: June 3, 2020

Sameet Gambhir

Company Secretary

Place: New Delhi

J.K. Jain

Chief Financial Officer

Place: New Delhi

Pradeep Dinodia

Director

DIN: 00027995

Place: New Delhi

Ajay S. Shriram

Chairman & Sr. Managing Director

DIN: 00027137

Place: New Delhi



# Statement of Consolidated Profit and Loss For The Year Ended March 31, 2020

	Note	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
Revenue from operations	19	7,767.13	7,771.14
Other income	20	102.42	87.64
<b>Total income</b>		<b>7,869.55</b>	<b>7,858.78</b>
<b>Expenses</b>			
Cost of materials consumed		3,307.14	3,228.05
Purchases of stock-in-trade		730.32	771.19
Change in inventories of finished goods, stock-in-trade and work-in-progress	21	(222.27)	(308.01)
Employee benefits expense	22	735.69	663.73
Finance costs	23	163.84	118.94
Depreciation and amortisation expense	24	219.02	157.15
Other expenses	25	2,023.80	2,047.49
<b>Total Expenses</b>		<b>6,957.54</b>	<b>6,678.54</b>
<b>Profit before exceptional item and tax</b>		<b>912.01</b>	<b>1,180.24</b>
<b>Exceptional item:</b>			
Loss/Provision for loss on sale of foreign subsidiaries	57	14.76	-
<b>Profit before tax</b>		<b>897.25</b>	<b>1,180.24</b>
<b>Tax expense</b>			
- Current tax	26	116.92	245.57
- Deferred tax		69.74	26.71
- Tax adjustments related to earlier years		(8.83)	5.35
<b>Total tax expense</b>		<b>177.83</b>	<b>277.63</b>
<b>Profit after tax</b>		<b>719.42</b>	<b>902.61</b>
<b>Share of Profit of Joint Venture (net of tax)</b>		<b>2.78</b>	<b>1.77</b>
<b>Non controlling interest</b>		<b>(5.49)</b>	<b>1.12</b>
<b>Net Profit attributable to equity shareholders of the Company</b>		<b>716.71</b>	<b>905.50</b>
<b>Other Comprehensive Income</b>			
<b>(i) Items that will not be re-classified to profit or loss</b>			
- Remeasurements of defined benefit obligation	32 (ii)	(13.10)	(2.43)
- Changes in fair value of equity instruments through other comprehensive income		(4.77)	(0.75)
- Income tax relating to items that will not be re-classified to profit or loss		5.42	0.88
- Share of other comprehensive income in joint venture (net of tax)		(0.10)	(0.03)
<b>(ii) Items that may be re-classified to profit or loss</b>			
- Effective portion of gain and loss on designated portion of hedging instruments in a cash flow hedge		(4.23)	(4.78)
- Exchange differences in translating the financial statements of foreign operations		3.19	5.45
- Income tax relating to items that may be re-classified to profit or loss		1.48	1.67
- Share of other comprehensive income in joint venture (net of tax)		0.13	(0.04)
<b>Total Other comprehensive income (net of tax)</b>		<b>(11.98)</b>	<b>(0.03)</b>
<b>Total Comprehensive income</b>		<b>710.22</b>	<b>904.35</b>
<b>Attributable to:</b>			
- Owners of the Company		704.73	905.47
- Non-controlling interest		5.49	(1.12)
<b>Earnings per equity share-basic/diluted (Rs.) (face value Rs 2 per share)</b>	27		
- Before exceptional item		46.91	57.09
- After exceptional item		45.96	57.09

The accompanying notes form an integral part of the consolidated financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

Harinderjit Singh  
Partner  
Membership No. 086994  
Place: Gurugram  
Date: June 3, 2020

Sameet Gambhir  
Company Secretary  
Place: New Delhi

J.K. Jain  
Chief Financial Officer  
Place: New Delhi

Pradeep Dinodia  
Director  
DIN: 00027995  
Place: New Delhi

Ajay S. Shriram  
Chairman & Sr. Managing Director  
DIN: 00027137  
Place: New Delhi

# Statement of Consolidated Changes In Equity For The Year Ended March 31, 2020

	Other Equity												Non-controlling interest	Total	
	Equity Share Capital	Reserves and Surplus							Other comprehensive income						Total Other Equity
		Securities premium	Capital redemption reserve	Storage fund for molasses account	General Reserve	Surplus in Statement of profit and loss	Statutory Reserve	Capital Reserve	Shares held by Trust under ESPS Scheme	Cash flow hedging reserve	Equity instruments through OCI	Exchange differences on translating the financial statements of foreign operations			
<b>As at April 1, 2018</b>	32.64	34.98	9.11	1.03	832.31	2,087.06	0.79	37.62	(7.91)	2.71	3.24	5.92	3,006.86	1.60	3,041.10
Profit for the year	-	-	-	-	-	905.50	-	-	-	-	-	-	905.50	(1.12)	904.38
Buy-back of equity shares (refer note 11)	(1.29)	(32.67)	1.29	-	(219.77)	-	-	-	-	-	-	-	(251.15)	-	(252.44)
Fair value movements of equity instruments through OCI	-	-	-	-	-	-	-	-	-	-	(0.75)	-	(0.75)	-	(0.75)
Exchange differences on translating the financial statements of foreign operations	-	-	-	-	-	-	-	-	-	-	-	5.45	5.45	0.17	5.62
Movements related to employees stock purchase scheme	-	-	-	-	0.84	-	-	-	-	-	-	-	0.84	-	0.84
Dividend on shares held by ESPS trust	-	-	-	-	-	1.53	-	-	-	-	-	-	1.53	-	1.53
Dividend on equity shares (Rs 9 per equity share)	-	-	-	-	-	(140.73)	-	-	-	-	-	-	(140.73)	-	(140.73)
Corporate dividend tax	-	-	-	-	-	(28.92)	-	-	-	-	-	-	(28.92)	-	(28.92)
Shares granted to employees under ESPS	-	-	-	-	-	-	-	-	0.44	-	-	-	0.44	-	0.44
Transfer to/(from) storage fund for molasses	-	-	-	0.01	-	(0.01)	-	-	-	-	-	-	-	-	-
Transfer to/(from) from statutory reserve	-	-	-	-	-	(0.06)	0.06	-	-	-	-	-	-	-	-
Remeasurement of defined benefit obligation (net of tax)	-	-	-	-	-	(1.59)	-	-	-	-	-	-	(1.59)	-	(1.59)
Effective portion of gain and losses on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	-	-	-	-	(3.15)	-	-	(3.15)	-	(3.15)
<b>As at March 31, 2019</b>	31.35	2.31	10.40	1.04	613.38	2,822.78	0.85	37.62	(7.47)	(0.44)	2.49	11.37	3,494.33	0.65	3,526.33
Profit for the year	-	-	-	-	-	716.71	-	-	-	-	-	-	716.71	5.49	722.20
Fair value movements of equity instruments through OCI	-	-	-	-	-	-	-	-	-	-	(4.77)	-	(4.77)	-	(4.77)
Exchange differences on translating the financial statements of foreign operations	-	-	-	-	-	-	-	-	-	-	-	3.19	3.19	-	3.19
Movements related to employees stock purchase scheme	-	-	-	-	1.71	-	-	-	-	-	-	-	1.71	-	1.71
Dividend on shares held by ESPS trust	-	-	-	-	-	1.62	-	-	-	-	-	-	1.62	-	1.62
Dividend on equity shares (Rs 9.80 per equity share)	-	-	-	-	-	(152.83)	-	-	-	-	-	-	(152.83)	-	(152.83)
Corporate dividend tax	-	-	-	-	-	(31.41)	-	-	-	-	-	-	(31.41)	-	(31.41)
Shares granted to employees under ESPS	-	-	-	-	-	-	-	-	0.24	-	-	-	0.24	-	0.24
Transfer to/(from) storage fund for molasses	-	-	-	0.36	-	(0.36)	-	-	-	-	-	-	-	-	-
Transfer to/(from) from statutory reserve	-	-	-	-	-	(0.53)	0.53	-	-	-	-	-	-	-	-
Remeasurement of defined benefit obligation (net of tax)	-	-	-	-	-	(7.78)	-	-	-	-	-	-	(7.78)	-	(7.78)
Effective portion of gain and losses on designated portion of hedging instruments in a cash flow hedge (net of tax)	-	-	-	-	-	-	-	-	-	(2.62)	-	-	(2.62)	-	(2.62)
<b>As at March 31, 2020</b>	31.35	2.31	10.40	1.40	615.09	3,348.20	1.38	37.62	(7.23)	(3.06)	(2.28)	14.56	4,018.39	6.14	4,055.88

The accompanying notes form an integral part of the consolidated financial statements

In terms of our report attached  
For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016  
Chartered Accountants

For and on behalf of the Board of Directors

Harinderjit Singh  
Partner  
Membership No. 086994  
Place: Gurugram  
Date: June 3, 2020

Sameet Gambhir  
Company Secretary  
Place: New Delhi

J.K. Jain  
Chief Financial Officer  
Place: New Delhi

Pradeep Dinodia  
Director  
DIN: 00027995  
Place: New Delhi

Ajay S. Shriram  
Chairman & Sr. Managing Director  
DIN: 00027137  
Place: New Delhi

# Consolidated Cash Flow Statement For The Year Ended March 31, 2020

	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
<b>A. Cash flow from operating activities</b>		
Net profit after tax	719.42	902.61
Adjustments for :		
Income tax expense recognized in profit or loss	177.83	277.63
Exceptional item: Loss/Provision for loss on sale of foreign subsidiaries	14.76	-
Depreciation and amortization expense	219.02	157.15
Net gain on financial assets and short term investments	(29.36)	(28.14)
(Profit) / Loss on sale of property, plant and equipment (including assets held for sale)	15.16	3.68
Provision/(write back) for credit impaired receivables (net)	(21.98)	56.33
Provision for credit impaired loans and advances	3.85	8.59
Provision for impairment in value of assets (including assets held for sale)	18.82	1.97
Finance cost	163.84	118.94
Dividend and Interest income	(14.14)	(15.38)
<b>Operating profit before working capital changes</b>	<b>1,267.22</b>	<b>1,483.38</b>
Changes in operating assets and liabilities:		
Trade receivables	(19.23)	(193.32)
Inventories	(275.24)	(273.58)
Trade Payables	(209.15)	26.11
Other financial assets	(123.37)	(89.58)
Other current/non-current assets	12.29	(28.21)
Provisions	26.18	10.46
Other financial liabilities	(4.09)	53.15
Other current/non-current liabilities	(14.76)	46.07
<b>Cash generated from operations</b>	<b>659.85</b>	<b>1,034.48</b>
Income taxes paid (net of refunds)	(163.56)	(259.60)
<b>Net cash from operating activities</b>	<b>496.29</b>	<b>774.88</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment (includes borrowing cost capitalised Rs 21.46 crores; 2018-19 - Rs 21.50 crores)	(593.46)	(850.87)
Purchase of other intangible assets	(11.75)	(2.17)
Fixed deposits and current account balances with banks (Earmarked)	8.96	(12.42)
Sale of property, plant and equipment	7.29	4.93
Proceeds from asset held for sale	21.65	13.24
Proceeds from sale of subsidiaries	4.31	-
Interest received	13.51	15.70
Profit on sale of investments	31.33	28.17
<b>Net cash used in investing activities</b>	<b>(518.16)</b>	<b>(803.42)</b>
<b>C. Cash flow from financing activities</b>		
Buy-back of equity shares	-	(252.44)
Proceeds/(Repayment) from/of long term borrowings	(6.48)	407.30
Proceeds from short term borrowings	708.41	229.23
Changes in loans repayable on demand from banks	(174.93)	174.61
Dividends paid	(152.83)	(140.73)
Corporate dividend tax paid	(31.41)	(28.92)
Principal payment of lease liabilities (refer note 34)	(15.11)	-
Interest paid on lease liabilities (refer note 34)	(9.49)	-
Finance cost paid	(135.26)	(112.20)
<b>Net cash from financing activities</b>	<b>182.90</b>	<b>276.85</b>
<b>Net increase in cash and cash equivalents</b>	<b>161.03</b>	<b>248.31</b>
Cash and cash equivalents at the beginning of the year	382.04	133.73
Cash and cash equivalents at the end of the year	543.07	382.04

Note: Cash flow statements are prepared in accordance with 'indirect method' as per IndAS 7 - 'Statement of Cash Flows

#### Reconciliation of cash and cash equivalents as per the Cash flow statement

Cash and cash equivalents as per above comprise of the following:

Cash and cash equivalents (refer note 7.2)	543.07	382.04
Balances as per statement of cash flows	543.07	382.04

The accompanying notes form an integral part of the above cash flow statement

In terms of our report attached

For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

Chartered Accountants

For and on behalf of the Board of Directors

Harinderjit Singh

Partner

Membership No. 086994

Place: Gurugram

Date: June 3, 2020

Sameet Gambhir

Company Secretary

Place: New Delhi

J.K. Jain

Chief Financial Officer

Place: New Delhi

Pradeep Dinodia

Director

DIN: 00027995

Place: New Delhi

Ajay S. Shriram

Chairman & Sr. Managing Director

DIN: 00027137

Place: New Delhi

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 1.1 Group Overview

DCM Shriram Limited ('the Company') is a public limited company incorporated in India. The Holding company, Sumant Investments Private Limited owns 63.02% of equity share capital of the Company. The registered office of the Company is at 2nd Floor (West Wing), World Mark 1, Aerocity, New Delhi – 110037, India.

The consolidated financial statements have been approved by Board of Directors in their board meeting dated June 3, 2020.

DCM Shriram Limited together with its subsidiaries is hereinafter referred to as "Group".

For information in respect of subsidiaries and joint venture, refer note 58

The business portfolio of the Group comprises of:

- a. Chloro-Vinyl
- b. Sugar
- c. Shriram Farm Solutions
- d. Bioseed
- e. Fertilisers
- f. Others: (Fenesta, Cement and Hariyali Kisaan Bazaar)

The Group has presence in various parts of India and also in Philippines, Vietnam and Indonesia, and its principal place of businesses together with major products are as under:

Business (Products)	Principal places
Chloro- Vinyl (Poly-vinyl chloride, carbide and chlor alkali)	Kota (Rajasthan) and Bharuch (Gujarat)
Sugar (Sugar, molasses, ethanol and power)	Ajbapur, Rupapur, Hariawan and Loni at Uttar Pradesh
Shriram Farm Solutions (Trading of agri inputs)	Distribution Network across India
Bioseed (Hybrid seeds)	Hyderabad, Philippines, Vietnam and Indonesia
Fertilisers (Urea)	Kota (Rajasthan)
Fenesta (UPVC windows and doors)	Kota and Bhiwadi (Rajasthan), Chennai (Tamilnadu), Hyderabad (Telengana)
Cement (Cement)	Kota (Rajasthan)
Hariyali Kisaan Bazaar (Fuel)	Fuel outlets at various parts of India

## 1.2 Basis of preparation of consolidated financial statements

The consolidated financial statements are prepared on an accrual basis under historical cost convention except for certain financial instruments which are measured at fair value. These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 ("The Act") and other relevant provisions of the Act, as applicable (also refer note 34).

## 1.3 Principles of consolidation

The Consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company ('The Group'). The Company controls an entity when the Company is exposed to, or has rights to, variable return from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

The financial statements of subsidiaries namely DCM Shriram Foundation and Shridhar Shriram Foundation, incorporated under Section 8 of the Companies Act, 2013 are not considered for consolidation since the objective of control in these companies is not to obtain economic benefits from its activities.

Consolidation of the subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary and gain/(loss) on sale of subsidiary is recognized in the profit and loss account.

a) The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income, expense, each component of other comprehensive income and cash flows, after fully eliminating intra-group balances, intra-group transactions and unrealized profit or losses on intra group transactions including tax adjustment thereon
- Interest in joint venture is accounted for using the equity method. Accordingly, the investment is initially recognized at cost and adjusted thereafter to recognize the Company's share of the post-acquisition profit or losses of the investee in profit and loss, and Company's share of other comprehensive income of the investee in other comprehensive income
- The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements
- Non-controlling interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the date of investments
- In respect of acquisitions prior to April 1, 2015, the excess of the cost of the Company of its investments in subsidiary company over the Company's portion of the equity of the subsidiary at the date on which investments were made is recognized in the consolidated financial statements as goodwill and is tested for impairment at the end of the reporting period. However, where the share of equity in the subsidiary company as on the date of investment is in excess of cost of investments, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

- b) The Companies considered for Consolidated Financial Statements are given in note 58.

## 1.4 Significant accounting policies

### a) Property, Plant and Equipment

#### Owned Assets

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Cost of acquisition or construction is inclusive of freight, duties, taxes, other directly attributable incidental expenses and gains or losses on effective portion of cash flow hedges related to purchase in foreign currency and interest on loans attributable to the acquisition or construction of assets up to the date of commissioning of assets.

On the date of transition to Ind AS i.e. April 1, 2015, the Group has opted to measure all of its property, plant and equipment at their previous Generally Accepted Accounting Principles net carrying value and use that net carrying value as its deemed cost.

The Group is following straight line method of depreciation in respect of buildings, plant and equipment and written down value method in respect of other assets.

Depreciation on all tangible assets is provided on the basis of estimated useful life and residual value determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc., which coincides with the useful life as prescribed under Schedule II of the Companies Act 2013 except for certain items of Plant and Equipment.

#### (i) Estimated useful lives:

Asset	Useful life
Buildings:	
- Roads	3-10 years
- Other than Roads	30-60 years
Leasehold improvements	5-10 Years
Plant and equipment used in generation, transmission and distribution of power	25-40 years
Plant and equipment (other than used in generation, transmission and distribution of power)	3-40 years
Furniture and fixtures	8-10 Years
Office equipments	5 Years
Vehicles	8-10 Years

#### (ii) Estimated residual value:

Asset	Residual value
Certain electrical equipment	10%
Other assets	0-5%

Depreciation is calculated on a pro-rata basis from the date of additions, except in cases of assets costing up to Rs. 5000 each, where each asset is fully depreciated in the year of purchase. On assets sold, discarded etc. during the year, depreciation is provided up to the date of sale/discard.

### b) Intangible assets

Intangible assets (excluding goodwill on consolidation) are stated at cost less accumulated amortization and accumulated impairment loss, if any. Cost of acquisition is inclusive of duties, taxes, consultancy and other directly attributable incidental expenses.

On the date of transition to Ind AS i.e. April 1, 2015, the Group has opted to measure all of its intangible assets at their previous Generally Accepted Accounting Principles net carrying value and use that net carrying value as its deemed cost.

Amortization of intangibles is provided on straight line basis over its estimated useful lives as follows:

Technical know-how	10 years
Software	5 years

On assets sold, discarded etc. during the year, amortization is provided up to the date of sale/discard.

### c) Investment property

Investment property are stated at cost less accumulated depreciation and impairment loss, if any.

Cost of acquisition or construction is inclusive of duties, taxes and incidental expenses and interest on loans attributable to the acquisition/construction of properties up to the date of Commissioning.

On the date of transition to Ind AS i.e. April 1, 2015, the Group has opted to measure all of its investment properties at their previous Generally Accepted Accounting Principles net carrying value and use that net carrying value as its deemed cost.

The Group is following straight line method of depreciation in respect of buildings. Depreciation on buildings is provided on the basis of useful life and residual value estimated by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset etc. The estimated useful life of building is 58-60 years and estimated residual value is 5%.

### d) Assets held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. They are measured at the lower of their carrying amount (cost less accumulated depreciation, if any) and fair value assessed on annual basis.

### e) Leases

#### Group as a lessee

The Group at the commencement date recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

in accordance with IndAS 116 'Leases'. The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs etc.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at the commencement date, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

#### **Group as a lessor**

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease income as and when due as per terms of agreements. The respective leased assets are included in the financial statements based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

#### **Assets taken on Finance lease**

Assets taken on finance lease are stated at the lower of the fair value of the lease assets or the present value of the minimum lease payments at the inception of the lease.

In respect of Assets taken on finance lease, when there is reasonable certainty that the Group will obtain ownership by the end of the lease term, depreciation is provided in accordance with the policy followed by the Group for owned assets.

#### **f) Inventories**

Inventories, other than By-products, are valued at lower of cost (determined on weighted average basis) and net realisable value. The bases for determining cost for different categories of inventory are as under:

Stores & spares, raw materials and stock-in-trade	Cost of purchases (including other cost incurred in bringing inventory to its present location and condition)
Work-in-Progress and finished goods	Direct Cost (including material, labour etc), conversion cost and appropriate share of overheads. The costs allocation between the joint products is carried out based on technical estimates

By-products are valued at estimated net realisable value

#### **g) Revenue recognition**

- i) Sales are recognized, at values as per agreements, net of returns, trade discounts and volume discounts, if any, on transfer of significant risks and rewards of ownership/effective Control to the buyer, which coincides with dispatch/delivery/installation to customers, as applicable. Sales include excise duty but exclude sales tax, value added tax and Goods and Service tax.
- ii) Under the retention pricing scheme, the Government of India reimburses to the fertilizer industry, the difference between the retention price based on the cost of production and selling price (as realized from the farmers) as fixed by the Government from time to time, in the form of subsidy. The effect of variation in input costs/expenses on retention price yet to be notified is accounted for by the Company as income for the year based on its ultimate collection with reasonable degree of certainty at the time of accrual.

#### **h) Government grants**

Government grants are assistance by government in the form of transfers of resources to an entity in return for past or future compliance with certain conditions relating to the operating activities of the entity. They exclude those forms of government assistance which cannot reasonably have a value placed upon them and transactions with government which cannot be distinguished from the normal trading transactions of the entity

Government grants are recognized where there is reasonable assurance that the Group will comply with the conditions attached to it and that the grants will be received.

Grants are presented as part of income in the statement of profit and loss; alternatively they are deducted in reporting the related expense.

The benefit of a government loan at a below market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on the prevailing market interest rates.

#### **i) Employee benefits**

##### **(i) Defined contribution plans**

Company's contribution paid/payable during the year to provident fund, superannuation fund and employees' state insurance corporation are recognized in the statement of profit and loss. For the Provident Fund Trust administered by the Company, it is liable to meet the shortfall, if any, in payment of interest at the rates declared by the Central Government, and such liability is recognized in the year of shortfall.

##### **(ii) Defined benefit plans**

The liability recognized in respect of gratuity is the present value of defined benefit obligation at the end of the reporting period less the fair value of plan assets, where applicable. The Company makes contribution to the LIC for Employees Gratuity Scheme in respect of employees of one of the division. The defined benefit obligation is calculated annually by actuary

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

using the Projected Unit Credit Method. Re-measurement comprising actuarial gains and losses and return on plan assets (excluding net interest) are recognized in the other comprehensive income for the period in which they occur and is not reclassified to profit or loss.

(iii) **Compensated absences**

Provision for earned leave and medical leave is determined on an actuarial basis at the end of the year and is charged to the statement of profit and loss each year. Actuarial gains and losses are recognized in the statement of profit and loss for the period in which they occur.

(iv) **Share based payments**

Equity settled share based payments to employees under DCM Shriram Employees Stock Purchase Scheme (ESPS) are measured at the Fair value (which equals to Market price less exercise price) of the equity instruments at grant date. Fair value determined at the grant date is expensed on a straight line basis over the vesting period.

**j) Foreign currency transactions**

The functional currency of the Company is Indian rupee. Transactions in foreign currencies are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.

Monetary items (i.e. receivables, payable, loans etc) denominated in foreign currency are reported using the closing exchange rate on each reporting date.

The exchange difference arising on the settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded/reported in previous consolidated financial statements are recognized as income/expense in the period in which they arise except for exchange difference on foreign currency borrowings relating to asset under construction for future use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings.

The results and financial position of Group's foreign operations that have a functional currency different from the presentation currency (INR) are translated into the presentation currency as under:

- Assets and liabilities are translated at the closing exchange rate at the end of each reporting period
- Income and expenses are translated at average exchange rates, and
- All resulting exchange differences are recognized in other comprehensive income.

Exchange differences on monetary items receivable from or payable to subsidiaries having foreign operations for which settlement is neither planned nor likely to occur are recognized in other comprehensive income and are reclassified from equity to profit or loss on repayment of monetary items.

**k) Financial instruments**

**Initial Recognition:**

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

**Subsequent measurement:**

**A. Non-derivative financial instruments**

(i) **Financial assets carried at amortised cost** : A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) **Financial assets carried at fair value through other comprehensive income (FVTOCI)**

The Company has made an irrevocable election for its investments which are classified as equity instruments (Other than Investment in Subsidiaries and Joint Venture) to present the subsequent changes in fair value in other comprehensive income.

(iii) **Investment in subsidiaries and Joint Venture:** Investment in subsidiaries and joint venture is carried at cost less impairment, if any.

(iv) **Financial assets carried at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss

(v) **Financial liabilities:** Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**B. Derivative financial instruments:** The Group holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The Company also holds swaps to mitigate interest rate risks. The counterparty for these contracts is generally a bank.

(i) **Cash flow hedge:** The effective portion of changes in the fair value of the hedging instruments is recognized in other comprehensive income and accumulated in the cash flow hedging reserve. Such amounts are reclassified in to the statement of profit or loss when the related hedge items affect profit or loss except in respect of inventories and property, plant and equipment where such changes are adjusted to their cost.

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

Any ineffective portion of changes in the fair value of the derivative or if the hedging instrument no longer meets the criteria for hedge accounting, is recognized immediately in the statement of profit and loss.

- (ii) **Fair Value Hedge:** Changes in fair value of derivatives including forward exchange contracts that qualify as fair value hedge are recognized in profit or loss.
- (iii) **Financial instruments at fair value through profit or loss:** This category has derivative financial instruments which are not designated as hedges.

Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial instruments at fair value through profit or loss.

## Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## l) Impairment

### i) Financial assets

The Group recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

### ii) Non-financial assets:

#### Tangible and intangible assets

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss. The Group review/assess at each reporting date if there is any indication that an asset may be impaired.

## m) Income taxes

The Income-tax expense is provided in accordance with the tax laws of countries where the Company and its subsidiaries operate. Deferred income tax assets and liabilities are recognized for all

temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Income tax and deferred tax are measured on the basis of the tax rates and tax laws enacted or substantively enacted at the end of the reporting period and are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the income tax and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

## n) Provisions

Provisions for claims including litigations are recognised when the Group has a present obligation as a result of past events, in the year when it is established by way of orders of court or government notifications etc. that it is probable that an outflow of resources will be required to settle the obligations and the amount can be reasonably estimated. The provision including any subsequent adjustments are accounted for in the same expenditure line item to which the claim pertains.

## 1.5 Use of estimates

The preparation of these consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of asset and liabilities, disclosures relating to contingent liabilities as at the date of the consolidated financial statements and the reported amounts of income and expense for the period presented.

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

The following are the key assumptions concerning the future, and other sources of estimation uncertainty, besides impact of COVID-19, at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in future are:

- i) **Useful lives and residual value of property, plant and equipment, intangible assets and Investment Properties:** Useful life and residual value are determined by the management based on a technical evaluation considering nature of asset, past experience, estimated usage of the asset, vendor's advice etc and same is reviewed at each financial year end.
- ii) **Leases:** The Group determines the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably



## Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

certain. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives.

The discount rate is generally based on the incremental borrowing rate. To determine the incremental borrowing rate, the Group uses recent third-party financing received by the Company, adjusted to lease term etc, specific to the lease being evaluated.

iii) **Impairment of investments:** The Company reviews the carrying value of long term investments in equity/preference shares of subsidiaries, joint venture and other companies carried at cost/amortized cost at the end of each reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

iv) **Deferred tax assets:** The Group reviews the carrying amount of deferred tax assets including MAT credit at the end of each reporting period and reduces to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

v) **Revenue:**

a) **Provision of Sales Returns, Warranties and Discounts:**

Provision for Sales Returns, Warranties and Discounts are estimated based on past experience, market conditions and announced schemes.

b) **Claims from 'Fertiliser Industry Coordination Committee' (FICC), Government of India:**

The Company takes revenue credits for urea subsidy claims, which are pending notification/final acceptance by 'Fertiliser Industry Coordination Committee' (FICC), Government of India, in pursuance of the Retention Price Scheme administered for nitrogenous fertilisers, when as per judgment of the Company, there is reasonable certainty based on Policy and past experience that claims will be notified in due course (also refer note 29).

vi) **Provision for gratuity and compensated absences:**

The provision for gratuity and compensated absences are based on actuarial valuation using the projected unit credit method. The Group uses actuarial assumptions to determine the obligation for employee benefit at each reporting period. These assumptions include the discount rate, salary escalation and employee turnover rate.

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 2.1 Property, plant and equipment

Rs. Crores

	Freehold Land	Buildings	Leasehold Improvements	Plant and Equipments	Furniture and Fixtures	Office Equipments	Right of use asset - Land	Right of use asset - Building	Vehicles	Vehicle on finance lease	Total
<b>Gross Carrying amount</b>											
<b>Balance at April 1, 2018</b>	<b>54.17</b>	<b>273.23</b>	<b>8.02</b>	<b>1,944.94</b>	<b>8.19</b>	<b>13.99</b>	-	-	<b>57.68</b>	<b>1.22</b>	<b>2,361.44</b>
Additions	12.14	77.04	0.05	529.52	1.14	5.37	-	-	14.57	-	639.83
Disposals	-	(0.51)	-	(32.33)	(0.23)	(0.95)	-	-	(8.36)	-	(42.38)
Transferred (to)/from asset held for sale	0.79	-	-	-	-	-	-	-	-	-	0.79
Exchange differences	-	(0.04)	-	(0.03)	(0.03)	(0.03)	-	-	(0.05)	(0.01)	(0.19)
<b>Balance at March 31, 2019</b>	<b>67.10</b>	<b>349.72</b>	<b>8.07</b>	<b>2,442.10</b>	<b>9.07</b>	<b>18.38</b>	-	-	<b>63.84</b>	<b>1.21</b>	<b>2,959.49</b>
Transitional impact as per IndAS 116 (refer note 34)	-	-	-	-	-	-	15.05	122.86	-	-	137.91
Additions	1.03	80.93	-	773.77	3.50	6.78	-	30.33	16.51	0.29	913.14
Disposals	-	(1.15)	(0.02)	(30.59)	(0.24)	(0.61)	-	(1.74)	(9.00)	-	(43.35)
Transferred to asset held for sale	-	-	-	(11.13)	-	-	-	-	-	-	(11.13)
Exchange differences	-	(0.05)	-	(0.05)	(0.04)	(0.02)	-	-	(0.04)	-	(0.20)
<b>Balance as at March 31, 2020</b>	<b>68.13</b>	<b>429.45</b>	<b>8.05</b>	<b>3,174.10</b>	<b>12.29</b>	<b>24.53</b>	<b>15.05</b>	<b>151.45</b>	<b>71.31</b>	<b>1.50</b>	<b>3,955.86</b>
<b>Accumulated Depreciation</b>											
<b>Balance at April 1, 2018</b>		29.06	2.63	189.08	4.09	8.25	-	-	24.54	0.28	257.93
Depreciation charge for the year		12.30	1.28	118.10	1.15	3.15	-	-	11.57	0.10	147.65
Disposals		(0.35)	-	(23.84)	(0.19)	(0.77)	-	-	(6.24)	-	(31.39)
Exchange differences		-	-	(0.36)	(0.03)	(0.12)	-	-	(0.03)	(0.02)	(0.56)
<b>Balance at March 31, 2019</b>		<b>41.01</b>	<b>3.91</b>	<b>282.98</b>	<b>5.02</b>	<b>10.51</b>	-	-	<b>29.84</b>	<b>0.36</b>	<b>373.63</b>
Depreciation charge for the year		15.12	1.16	152.87	1.49	4.75	0.51	21.06	12.39	0.07	209.42
Disposals		(0.12)	(0.02)	(9.92)	(0.21)	(0.54)	-	(0.59)	(6.32)	-	(17.72)
Transferred to asset held for sale		-	-	(1.15)	-	-	-	-	-	-	(1.15)
Exchange differences		-	-	(0.45)	(0.06)	(0.17)	-	-	(0.04)	-	(0.72)
<b>Balance at March 31, 2020</b>		<b>56.01</b>	<b>5.05</b>	<b>424.33</b>	<b>6.24</b>	<b>14.55</b>	<b>0.51</b>	<b>20.47</b>	<b>35.87</b>	<b>0.43</b>	<b>563.46</b>
<b>Net carrying amount</b>											
<b>As at March 31, 2020</b>	<b>68.13</b>	<b>373.44</b>	<b>3.00</b>	<b>2,749.77</b>	<b>6.05</b>	<b>9.98</b>	<b>14.54</b>	<b>130.98</b>	<b>35.44</b>	<b>1.07</b>	<b>3,392.40</b>
As at March 31, 2019	67.10	308.71	4.16	2,159.12	4.05	7.87	-	-	34.00	0.85	2,585.86
<b>Capital work in progress</b>											
<b>As at March 31, 2020</b>											<b>51.06</b>
As at March 31, 2019											329.95

### Notes:

1. Refer note 39 for information on property, plant and equipment pledged as security
2. Refer note 23 for information on borrowing costs capitalised during the year
3. Refer note 28 (ii) for information on contractual commitments for acquisition of property, plant and equipment
4. Refer note 34(iii) for information on property, plant and equipment where the Company is a lessor under operating lease.
5. Freehold land includes Rs. 2.07 crores (March 31, 2019 - Rs 2.07 crores) pending registration in favour of the Company.

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 2.2 Investment property

	Rs. Crores		
	Freehold Land	Buildings	Total
<b>Gross Carrying amount</b>			
Balance as at April 1, 2018	1.71	5.57	7.28
<b>Balance as at March 31, 2019</b>	<b>1.71</b>	<b>5.57</b>	<b>7.28</b>
<b>Balance as at March 31, 2020</b>	<b>1.71</b>	<b>5.57</b>	<b>7.28</b>
<b>Accumulated Depreciation</b>			
Balance as at April 1, 2018		0.32	0.32
Depreciation charge for the year		0.11	0.11
<b>Balance at March 31, 2019</b>		<b>0.43</b>	<b>0.43</b>
Depreciation charge for the year		0.11	0.11
<b>Balance at March 31, 2020</b>		<b>0.54</b>	<b>0.54</b>
<b>Net carrying amount</b>			
<b>As at March 31, 2020</b>	<b>1.71</b>	<b>5.03</b>	<b>6.74</b>
As at March 31, 2019	1.71	5.14	6.85

Refer note 33 for other information relating to investment property

## 2.3 Intangible assets

	Rs. Crores			
	Technical Know how	Software	Total	Goodwill
<b>Gross carrying amount</b>				
Balance at April 1, 2018	0.52	47.44	47.96	70.87
Additions	-	2.33	2.33	-
Exchange differences	-	0.04	0.04	3.91
<b>Balance at March 31, 2019</b>	<b>0.52</b>	<b>49.81</b>	<b>50.33</b>	<b>74.78</b>
Additions	3.79	2.21	6.00	-
Exchange differences	-	0.05	0.05	6.35
<b>Balance as at March 31, 2020</b>	<b>4.31</b>	<b>52.07</b>	<b>56.38</b>	<b>81.13</b>
<b>Accumulated amortization</b>				
Balance at April 1, 2018	0.52	18.25	18.77	-
Amortization for the year	-	9.39	9.39	-
<b>Balance at March 31, 2019</b>	<b>0.52</b>	<b>27.64</b>	<b>28.16</b>	<b>-</b>
Amortization for the year	0.10	9.39	9.49	-
<b>Balance as at March 31, 2020</b>	<b>0.62</b>	<b>37.03</b>	<b>37.65</b>	<b>-</b>
<b>Net carrying amount</b>				
<b>As at March 31, 2020</b>	<b>3.69</b>	<b>15.04</b>	<b>18.73</b>	<b>81.13</b>
As at March 31, 2019	-	22.17	22.17	74.78
<b>Intangible assets under development</b>				
<b>As at March 31, 2020</b>			<b>8.06</b>	
As at March 31, 2019			2.36	

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>3 NON-CURRENT FINANCIAL ASSETS</b>		
<b>3.1 Non-current investments</b>		
<b>(a) Investment in Joint Venture (using equity method of accounting)</b>		
<b>Unquoted</b>		
17,32,500 (March 31, 2019 ; 17,32,500)	24.53	21.72
Equity shares of Shriram Axiall Private Limited of Rs. 10/- each fully paid up	<u>24.53</u>	<u>21.72</u>
<b>(b) Other than Joint Venture</b>		
<b>(i) Investment in Equity Instruments</b>		
<b>- Subsidiaries (at cost)</b>		
<b>Unquoted</b>		
10,000 (March 31, 2019: 10,000)		
Equity shares of DCM Shriram Foundation of Rs. 10/- each fully paid up	0.01	0.01
50,000 (March 31, 2019: 50,000)		
Equity shares of Shridhar Shriram Foundation of Rs. 10/- each fully paid up	0.05	0.05
	<u>0.06</u>	<u>0.06</u>
<b>- Other than subsidiaries (at fair value through other comprehensive income)</b>		
<b>Quoted</b>		
1,40,000 (March 31, 2019: 1,40,000)		
Equity shares of IFCI Limited of Rs.10/- each fully paid up	0.05	0.19
296,795 (March 31, 2019: 296,795)		
Equity shares of Bank of Baroda of Rs. 2/-each fully paid up	1.58	3.82
20,108 (March 31, 2019: 20,108)		
Equity shares of Gujarat State Petronet Limited of Rs. 10/- each fully paid up	0.35	0.38
17,150 (March 31, 2019: 17,150)		
Equity shares of Punjab National Bank of Rs. 2/- each fully paid up	0.06	0.16
89,350 (March 31, 2019: 89,350)		
Equity shares of Yes Bank Ltd of Rs 10/- each fully paid up	0.20	2.46
	<u>2.24</u>	<u>7.01</u>
<b>Unquoted</b>		
18,61,134 (March 31, 2019: 18,61,134)		
Equity shares of Narmada Clean Tech of Rs. 10/- each fully paid up	1.85	1.85
2,00,000 (March 31, 2019: 2,00,000)		
Equity shares of Ellenbarie Commercial Limited of Rs.10/- each fully paid up	1.50	1.50
Less : Provision for impairment in value of investment	<u>(1.50)</u>	<u>(1.50)</u>
40,000 (March 31, 2019: 40,000)		
Equity shares of BMD Estate Private Limited of Rs.10/- each fully paid up	0.75	0.75
Less : Provision for impairment in value of investment	<u>(0.75)</u>	<u>(0.75)</u>
	<u>1.85</u>	<u>1.85</u>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>- Other than subsidiaries (at fair value through profit and loss)</b>		
<b>Quoted</b>		
5,400 (March 31, 2019: 5,400)		
Master Gains 92 of Unit Trust of India of Rs. 10/-each fully paid up	0.04	0.06
<b>(ii) Investment in Government securities</b>		
<b>Unquoted (at amortized cost)</b>		
National savings certificates	0.06	0.06
	<u>4.25</u>	<u>9.04</u>
<b>Total</b>	<u>28.78</u>	<u>30.76</u>
Aggregate book value - Quoted	2.28	7.07
- Unquoted	28.75	25.94
Aggregate provision for diminution in value of investments	2.25	2.25
Summary:		
- Investments carried at cost	0.06	0.06
- Investments carried at amortized cost	0.06	0.06
- Investments at fair value through other comprehensive income	4.09	8.86
- Investments at fair value through profit or loss	0.04	0.06
- Investments in joint venture using equity method of accounting	24.53	21.72
<b>3.2 Loans</b>		
(unsecured considered good, unless otherwise stated)		
Loan to employees		
Considered good	8.81	11.97
Considered credit impaired	1.65	1.65
	<u>10.46</u>	<u>13.62</u>
Less: Provision for credit impaired loan	1.65	1.65
	<u>8.81</u>	<u>11.97</u>
Loan to others	1.45	-
	<u>10.26</u>	<u>11.97</u>
<b>3.3 Other financial assets</b>		
Interest accrued on investments, deposits etc.	0.84	0.74
Fixed deposits with banks (earmarked)	9.21	1.68
Security deposits <sup>(i)</sup>	33.08	30.01
	<u>43.13</u>	<u>32.43</u>

(i) includes given to related parties [(refer note 31(b))]

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>4 Deferred tax assets / (liabilities) (Net)</b>		
[refer note 40(d)]		
<b>Deferred tax assets:</b>		
Minimum alternate tax (MAT) credit entitlement	397.66	343.33
Provision for gratuity and compensated absences	95.11	82.14
Provision for doubtful debts and advances	33.22	39.90
Others	30.12	25.68
	<u>556.11</u>	<u>491.05</u>
<b>Deferred tax liabilities:</b>		
Depreciation	499.66	423.60
	<u>499.66</u>	<u>423.60</u>
<b>Net deferred tax assets - after set off</b>	<b>56.45</b>	<b>67.45</b>
Deferred tax assets and deferred tax liabilities have been offset wherever the Group has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income tax levied by the same taxation authority		
<b>5 Other non-current assets</b>		
Capital advances	17.87	60.00
Prepaid expenses	1.22	20.21
Others (including amount deposited with Government authorities)	7.79	38.69
	<u>26.88</u>	<u>118.90</u>
<b>6 Inventories<sup>(i)</sup></b>		
Raw materials (includes goods in transit - Rs 1.50 crores; March 31, 2019 - Rs 1.90 crores)	195.02	196.82
Work-in-progress *	66.53	65.49
Finished goods *	1,599.62	1,365.83
Stock-in-trade	94.09	110.98
Stores and spares(includes goods in transit - Rs Nil; March 31, 2019 - Rs 15.22 crores)	222.11	186.00
	<u>2,177.37</u>	<u>1,925.12</u>
(i) refer note 39		
* after write down of inventories in respect of one of the business to net realizable value by Rs. Nil (March 31, 2019- Rs 9.36 crores)		
<b>7 Financial Assets</b>		
<b>7.1 Trade receivables<sup>(i)</sup></b>		
Secured - considered good	2.41	2.12
Unsecured - considered good	1,076.31	1,037.05
Unsecured - considered credit impaired	69.92	92.95
	<u>1,148.64</u>	<u>1,132.12</u>
Less: Provision for credit impaired receivables	69.92	92.95
	<u>1,078.72</u>	<u>1,039.17</u>
(i) includes dues from related parties [(refer note 31(b))]		
<b>7.2 Cash and cash equivalents<sup>(i)</sup></b>		
Balances with banks on		
- current accounts	120.07	239.03
- deposit accounts (less than 3 months maturity)	361.00	-
Cheques on hand	-	0.10
Cash on hand	0.54	0.94
Liquid investments - mutual funds	61.46	141.97
	<u>543.07</u>	<u>382.04</u>
(i) comprises cash at bank and at hand, short term deposits and liquid mutual funds that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value		

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>7.3 Bank balances other than cash and cash equivalents</b>		
Balances with banks on		
- current accounts (earmarked) <sup>(i)</sup>	8.57	7.42
- deposit accounts (earmarked) <sup>(i)</sup>	8.81	26.45
	<u>17.38</u>	<u>33.87</u>
(i) earmarked for unpaid dividend, margin money and deposit with banks for specific purpose		
<b>7.4 Loans</b>		
(Unsecured Considered good unless otherwise stated)		
Loan to employees	2.50	2.66
Loan to others	10.00	-
	<u>12.50</u>	<u>2.66</u>
<b>7.5 Other financial assets</b>		
Interest accrued on loans, investment, deposits etc	1.34	0.83
Other debts (includes claims from government authorities)		
Considered good	203.33	109.28
Considered doubtful	1.05	-
	<u>204.38</u>	<u>109.28</u>
Less: Provision for doubtful debts	1.05	-
	<u>203.33</u>	<u>109.28</u>
Security deposits	2.09	2.94
Derivative designated as hedge:		
- Interest rate swaps	-	1.00
- Others (Foreign currency options)	9.92	2.59
- Forward exchange forward contracts	14.13	3.01
	<u>230.81</u>	<u>119.65</u>
<b>8 Current tax assets (net)</b>		
Advance tax	668.45	562.55
Less: Provision for current tax	(629.72)	(524.86)
	<u>38.73</u>	<u>37.69</u>
Net current tax assets - after set off	38.88	37.79
Net current tax liabilities - after set off	(0.15)	(0.10)
Current tax assets and current tax liabilities have been offset wherever the Group has a legally enforceable right to set off current tax assets against current tax liabilities		
<b>9 Other current assets</b>		
(Unsecured Considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
Considered good	160.38	112.87
Considered doubtful	11.63	8.28
	<u>172.01</u>	<u>121.15</u>
Less: Provision for doubtful advances	11.63	8.28
	<u>160.38</u>	<u>112.87</u>
Prepaid expenses	16.51	16.62
Balances with customs, excise etc.	25.35	51.76
Unbilled revenue	20.96	30.29
Others	4.75	6.09
	<u>227.95</u>	<u>217.63</u>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>10. Assets classified as held for sale</b>		
Land and buildings	73.82	92.96
Plant and machinery	11.28	2.03
	<b>85.10</b>	<b>94.99</b>
Refer note 46 for other information relating to assets classified as held for sale.		
<b>11. Equity share capital</b>		
<b>Authorised</b>		
29,49,50,000 (March 31, 2019 - 29,49,50,000)	58.99	58.99
Equity shares of Rs.2 each with voting rights		
65,01,000 (March 31, 2019 - 65,01,000)		
Cumulative redeemable preference shares of Rs. 100 each	65.01	65.01
	<b>124.00</b>	<b>124.00</b>
<b>Issued</b>		
15,98,42,296 (March 31, 2019 - 15,98,42,296)		
Equity shares of Rs 2 each with voting rights	<b>31.97</b>	<b>31.97</b>
<b>Subscribed and fully paid up</b>		
15,59,42,296 (March 31, 2019 - 15,59,42,296)		
Equity shares of Rs. 2 each with voting rights, fully paid- up	<b>31.19</b>	31.19
Forfeited shares - Amount originally paid up	<b>0.16</b>	0.16
	<b>31.35</b>	<b>31.35</b>

Notes:

**(i) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Subscribed and fully paid up Equity Shares:	No. of shares	Value (Rs. Crores)
As at March 31, 2018	162,416,137	32.48
Less: Equity shares bought-back	6,473,841	1.29
As at March 31, 2019	155,942,296	31.19
<b>As at March 31, 2020</b>	155,942,296	31.19

**Buy-back of shares**

- The Company bought back and extinguished 64,73,841 equity shares of Rs 2 each during financial year 2018-19

**(ii) Rights, preferences and restrictions on equity shares:**

Voting rights and dividend shall be in the proportion to the capital paid upon equity shares. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to the capital paid upon equity share after distribution of all preferential amount.

	As at March 31, 2020		As at March 31, 2019	
	No. of shares	%	No. of shares	%
<b>(iii) Shares held by the holding company:</b>				
Sumant Investments Private Limited	98,282,284	63.02%	98,282,284	63.02%
<b>(iv) The shareholders holding more than 5% equity shares are as under:</b>				
Sumant Investments Private Limited	98,282,284	63.02%	98,282,284	63.02%
Life Insurance Corporation of India	10,514,136	6.74%	11,368,316	7.29%



# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>12. Other equity<sup>1</sup></b>		
12.1 General Reserve	615.09	613.38
12.2 Surplus in statement of profit and loss	3,348.20	2,822.78
12.3 Securities premium	2.31	2.31
12.4 Capital reserve	37.62	37.62
12.5 Capital redemption reserve	10.40	10.40
12.6 Storage fund for molasses account	1.04	1.04
12.7 Statutory reserve	1.38	0.85
12.8 Share held by trust under Employees Stock Purchase Scheme (ESPS) <sup>2</sup>	(7.23)	(7.47)
12.9 Other comprehensive income		
- Cash flow hedging reserve [refer note 44.4(b)]	(3.06)	(0.44)
- Exchange difference on translating the financial statements of foreign operations	14.56	11.37
- Investments in equity instruments through OCI	(2.28)	2.49
	<u>4,018.39</u>	<u>3,494.33</u>

1. Created under relevant Act/statutes. For movement during the year, refer 'Statement of changes in equity'.

2. Share held by trust under ESPS represents cost of 15,65,424 (March 31, 2019 - 16,18,174) equity shares purchased and held by the Employee Benefit trust under ESPS scheme.

## NON-CURRENT LIABILITIES

### 13 Financial liabilities

#### 13.1 Long term borrowings (at amortized cost)

##### Secured (refer note 39B)

##### Term loans

From banks	629.98	713.64
From others	316.48	192.66
	<u>946.46</u>	<u>906.30</u>

##### Unsecured

##### Deposits

Fixed	28.20	30.34
Finance lease liability	0.26	0.19
	<u>28.46</u>	<u>30.53</u>
	<u>974.92</u>	<u>936.83</u>

#### 13.2 Other financial liabilities

Interest accrued but not due on loans and deposits	0.26	1.03
Lease liability (refer note 34)	98.49	-
	<u>98.75</u>	<u>1.03</u>

### 14 Long term provisions

#### Provision for employee benefits

Gratuity (refer note 32)	132.61	117.13
Compensated absences	90.41	77.16
Other benefits	7.38	6.49
Provision for contingencies (refer note 35)	12.09	20.74
	<u>242.49</u>	<u>221.52</u>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>15. Other non-current liabilities</b>		
Security deposits	0.64	0.74
Others	17.30	26.19
	<u>17.94</u>	<u>26.93</u>
<b>CURRENT LIABILITIES</b>		
<b>16 Financial Liabilities</b>		
<b>16.1 Short-term borrowings - at amortized cost</b>		
<b>Secured</b> (refer note 39B)		
Loans repayable on demand from banks	1.00	175.93
Other loans and advances from banks	763.37	211.96
	<u>764.37</u>	<u>387.89</u>
<b>Unsecured</b>		
Loans repayable on demand - other than banks <sup>(i)</sup>	250.00	150.00
Other loans from banks	56.98	-
	<u>306.98</u>	<u>150.00</u>
	<u>1,071.35</u>	<u>537.89</u>
(i) represents commercial papers		
<b>16.2 Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises (refer note 47)	13.14	16.41
Total outstanding dues of creditors other than micro enterprises and small enterprises	913.91	1,127.95
	<u>927.05</u>	<u>1,144.36</u>
<b>16.3 Other financial liabilities</b>		
Current maturities of long-term debt (Secured) [refer note 39B]		
From banks	58.32	80.66
From others	38.99	27.76
Current maturities of long-term debt (Unsecured)		
From banks	-	25.00
From others	6.54	1.81
Current maturities of finance lease obligations	0.11	0.10
Interest accrued but not due on borrowings	17.79	11.92
Unpaid dividends	8.38	7.35
Unpaid matured deposits and interest accrued thereon	0.04	0.03
Employee dues payable	32.85	36.49
Security deposits	42.50	40.00
Others liabilities	63.45	72.70
(includes capital creditors Rs 35.37 crores; March 31, 2019 - Rs 43.36 crores)		
Lease liability (refer note 34)	31.53	-
Derivative designated as hedge:		
- Foreign exchange forward contracts	-	7.94
- Interest rate swaps	5.16	-
	<u>305.66</u>	<u>311.76</u>
<b>17 Short term provisions</b>		
Provision for employee benefits		
Gratuity	24.51	20.89
Compensated absences	26.04	23.22
Other benefits	0.69	0.59
Contingent provision for standard assets	0.31	0.25
	<u>51.55</u>	<u>44.95</u>
<b>18 Other current liabilities</b>		
Statutory levies	149.02	164.63
Advances received from customers	215.63	205.97
Other current liabilities	10.69	3.98
	<u>375.34</u>	<u>374.58</u>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
<b>19. Revenue from operations</b>		
<b>Revenue from sale of products</b>		
Gross revenue <sup>(i)</sup>	7,977.37	7,986.95
Less:	288.04	243.61
	<u>7,689.33</u>	<u>7,743.34</u>
<b>Other operating revenue</b>		
Rent	0.32	0.32
Liabilities / provisions no longer required written back (refer note 29)	45.90	3.04
Interest income	0.47	0.15
Miscellaneous income (includes scrap sales)	31.11	24.29
	<u>77.80</u>	<u>27.80</u>
<b>Revenue from Operations</b>	<u>7,767.13</u>	<u>7,771.14</u>
<b>(i) Notes:</b>		
- includes Rs 168.47 crs against advance received from customers balance as at April 1, 2019 (2018-19 - Rs 162.25 crores)		
- Includes Rs Nil on account of differential urea subsidy claims notified for earlier periods by 'Fertiliser Industry Coordination Committee (FICC), Government of India, in pursuance of the Retention Price Scheme administered for nitrogenous fertilisers (2018-19 - Rs 15.13 crores)		
- The Company does not have any contracts where the period between the transfer of the promised goods to the customer and payment by the customer exceeds one year. Accordingly, the Company has not adjusted transaction prices for the time value of money.		
<b>20 Other income</b>		
Interest income	14.12	15.35
Dividend income on investments measured at fair value through other comprehensive income	0.02	0.03
Rent [refer note 34 (iii)]	5.64	5.23
Miscellaneous income (refer note 48)	68.44	42.57
Other gains/(losses):		
- net gain/(loss) of financial assets mandatorily measured at fair value through profit or loss	(1.97)	2.79
- net gain on sale of liquid investments	31.33	25.35
- net (loss) on sale of property, plant and equipment (including assets held for sale)	(15.16)	(3.68)
	<u>102.42</u>	<u>87.64</u>
<b>21 Change in inventories of finished goods, stock-in-trade and work-in-progress (refer note 6)</b>		
Closing stock	1,760.24	1,542.30
Add: Provision for sales return	4.30	5.09
Less: Translation difference transferred to foreign currency translation reserve	0.71	5.83
Adjusted Closing stock	<u>1,763.83</u>	<u>1,541.56</u>
Opening stock	1,541.56	1,233.55
Change/(increase) in inventories	<u>(222.27)</u>	<u>(308.01)</u>
<b>22 Employee benefits expense</b>		
Salaries, wages, bonus, gratuity, commission, etc. <sup>(i)</sup>	660.88	594.81
Expense on Employee stock purchase scheme <sup>(ii)</sup>	2.44	2.15
Contribution to provident and other funds <sup>(i)</sup>	38.98	34.95
Staff welfare expenses	33.39	31.82
	<u>735.69</u>	<u>663.73</u>

(i) refer note 32

(ii) refer note 38

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	Note	Year ended March 31, 2020 Rs. Crores	Year ended March 31, 2019 Rs. Crores
<b>23 Finance costs</b>			
Interest expense on financial liabilities measured at amortized cost		163.58	121.17
Other borrowing costs		3.49	2.63
Net loss on foreign currency transactions and translation		18.23	16.64
		<b>185.30</b>	<b>140.44</b>
Less: Amount included in the cost of qualifying assets <sup>1</sup>		21.46	21.50
		<b>163.84</b>	<b>118.94</b>
1 Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. The capitalization rate used to determine the amount of borrowing costs eligible for capitalization is 7.10% p.a. (2018-19: 7.54% p.a.)			
<b>24 Depreciation and amortization expense</b>			
Depreciation of property, plant and equipment	2.1	187.85	147.65
Depreciation of investment property	2.2	0.11	0.11
Depreciation of right of use assets (refer note 34)	2.1	21.57	-
Amortization of intangible assets	2.3	9.49	9.39
		<b>219.02</b>	<b>157.15</b>
<b>25 Other expenses</b>			
Consumption of stores and spare parts		281.62	271.17
Power, fuel etc. <sup>1</sup>		1,056.45	1,047.26
Rent (refer note 34)		17.12	30.93
Repairs			
Buildings		22.18	12.38
Plant and machinery		71.55	60.22
Donation <sup>2</sup>		10.88	5.38
Insurance		14.74	10.90
Rates and taxes		3.34	2.43
Auditors' remuneration			
Audit fee		1.41	1.32
Tax audit		0.27	0.22
Limited reviews		0.58	0.48
Other certification services <sup>3</sup>		0.53	0.77
Out-of-pocket expenses		0.13	0.13
Directors' fees		0.62	0.61
Bad debts and advances written off		0.01	0.18
Less: adjusted against provision for doubtful debts and advances		(0.01)	(0.13)
Provision for credit impaired receivables		15.41	59.65
Provision for credit impaired loans and advances		3.85	8.59
Freight and transport		198.75	173.54
Commission to selling agents		7.83	9.19
Brokerage, discounts (other than trade discounts), etc.		0.01	0.01
Selling expenses		86.34	133.61
Exchange fluctuation costs		(0.34)	0.93
Royalty		19.17	20.97
Loss/(gain) on valuation of assets held for sale		5.60	(7.38)
Provision for impairment in value of assets <sup>4</sup>		13.22	9.35
Corporate Social Responsibility <sup>5</sup>		18.44	13.35
Miscellaneous expenses		179.96	184.14
		<b>2,029.66</b>	<b>2,050.20</b>
Less:- Cost of own manufactured goods capitalised		(5.86)	(2.71)
		<b>2,023.80</b>	<b>2,047.49</b>

1 includes reversal of provision amounting to Rs 23.19 crores (net) relating to earlier years with respect to renewable energy purchase obligation at one of its units pursuant to resolution of legal cases in the matter

2 refer note 51

3 excludes Rs Nil (2018-19: Rs 0.01 crores) related to buy-back certificate debited to General reserve and includes GST/service tax

4 in respect of amount capitalised under CWIP for Chatru Hydro power project in one of its subsidiaries pursuant to cancellation of the project by Government of Himachal Pradesh

5 refer note 36

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	Year ended March 31, 2020 Rs. Crores		Year ended March 31, 2019 Rs. Crores	
<b>26 Tax expense</b>				
Current tax	159.93		274.52	
Less:- MAT credit entitlement *	(43.01)	116.92	(28.95)	245.57
Deferred Tax		69.74		26.71
Tax adjustments related to earlier years *				
- Current tax	(11.32)		5.12	
- Deferred tax	2.49	(8.83)	0.23	5.35
		177.83		277.63
* refer note 40 (d)				

## 27 Earnings per share

Profits for the year attributable to equity holders of the Company (Rs. Crores)	716.71	905.50
Weighted average number of equity shares (Nos.)	155,942,296	158,611,943
Basic and Diluted earnings per share (face value Rs 2 per share)		
- Before exceptional item	46.91	57.09
- After exceptional item	45.96	57.09

Rs. Crores

	As at March 31, 2020 Rs. Crores	As at March 31, 2019 Rs. Crores
<b>28. (i) Contingent liabilities not provided for:</b>		
(a) Claims (excluding claims by employees where amount not ascertainable) not acknowledged as debts:		
- Sales tax matters	0.46	0.14
- Service tax/excise matters	-	31.66
- Additional premium on land	8.11	8.11
- Interest on cane purchases	49.90	44.39
- Others	5.63	5.63
<b>Total</b>	<b>64.10</b>	<b>89.93</b>

(b) The Company will continue to assess the impact of further developments relating to retrospective application of Supreme Court judgement dated February 28, 2019 clarifying the definition of 'basic wages' under Employees' Provident Fund and Miscellaneous Provisions Act 1952 and deal with it appropriately accordingly.

(ii) Capital commitments (net of advances) **242.01** 126.37

**29** In accordance with its accounting policy and past practice, the Company accrues revenue credits for urea subsidy claims pending notification/ final acceptance by 'Fertiliser Industry Coordination Committee' (FICC), Government of India, in pursuance of the Pricing Scheme administered for nitrogenous fertilisers. The total amount receivable on account of such claims as on March 31, 2020 is Rs. 126.11 crores (Rs. 141.83 crores on March 31, 2019). This includes Rs. 37.95 crores being reversal of the provision for doubtful claims consequent to removal of ambiguities in the Modified NPS III by the Government of India during the year.

Necessary adjustments to revenue credits so accrued will be made on issuance of notification by FICC, Government of India.

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 30 Segment reporting

### A. Operating segments and principal activities:

Based on the guiding principles given in Ind AS- 108 'Operating segments', the Group's operating segments, based on products include: Fertilisers (manufacturing of urea), Chloro-Vinyl (manufacturing of poly-vinyl chloride, carbide and chlor alkali products), Shriram Farm solutions (trading of super phosphate, other fertilisers, seeds and pesticides), Sugar (manufacturing of sugar, ethanol, co-generation of Power and distillery), Bioseed (production of hybrid seeds), Others (UPVC window systems, Cement, Rural retail and plaster of paris). Sale of power from the co-generation facilities set up for the operating segments is included in their respective results.

### B. Geographical segments:

Since the Group's activities/ operations are primarily within the country and considering the nature of products/ services it deals in, the risks and returns are same and as such there is only one geographical segment.

### C. Segment accounting policies:

In addition to the significant accounting policies applicable to the operating segments as set out in note 1.4, the accounting policies in relation to segment accounting are as under:

#### (i) Segment revenue and expenses:

Joint revenue and expenses of segments are allocated amongst them on a reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

#### ii) Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables (net of allowances and provision), inventories and property, plant and equipments, which are reported as direct offsets in the balance sheet. Segment liabilities include all operating liabilities and consist principally of trade payables. Segment assets and liabilities do not include deferred income taxes. While most of the assets/ liabilities can be directly attributed to individual segment, the carrying amount of certain assets/ liabilities pertaining to two or more segments are allocated to the segments on a reasonable basis.

#### iii) Inter segment sales:

Inter segment sales between operating segments are accounted for at market price. These transactions are eliminated in consolidation.

### D. Revenue from major products:

Revenue from major products is given in note 59

### E. Geographical information:

(i) Revenue from external customers: The Group's revenue from external customers by location of operation are as under:

Particulars	Rs. Crores	
	This year	Previous year
- Within India	7,501.96	7,533.62
- Outside India	187.37	209.72
<b>Total</b>	<b>7,689.33</b>	<b>7,743.34</b>

(ii) Non-current assets other than financial instruments and deferred tax assets:

Particulars	Rs. Crores	
	March 31, 2020	March 31, 2019
- Within India	3,519.40	2,945.54
- Outside India	87.37	76.43
<b>Total</b>	<b>3,606.77</b>	<b>3,021.97</b>

### F. Information about major customer

There is no single customer who contributed 10% or more of the Group's revenue during the year ended March 31, 2020 and March 31, 2019

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## G. Information about business segments

Rs. Crores

PARTICULARS	Chloro-Vinyl		Sugar		Shriram Farm Solutions		Bioseed		Fertiliser		Others		Elimination		Total	
	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year	This Year	Previous Year
<b>1. REVENUE</b>																
External sales (Gross)	2,233.27	2,460.93	2,508.35	2,348.54	760.23	716.16	388.01	374.26	975.70	1,037.40	823.77	806.05			7,689.33	7,743.34
Other Operating Income	13.07	9.08	13.20	4.45	1.73	0.47	3.07	4.84	40.91	3.56	5.82	5.40			77.80	27.80
Inter segment sales	31.87	32.73	-	-	-	-	24.77	93.21	-	-	2.32	3.13	58.96	129.07		
<b>Total revenue</b>	<b>2,278.21</b>	<b>2,502.74</b>	<b>2,521.55</b>	<b>2,352.99</b>	<b>761.96</b>	<b>716.63</b>	<b>415.85</b>	<b>472.31</b>	<b>1,016.61</b>	<b>1,040.96</b>	<b>831.91</b>	<b>814.58</b>	<b>58.96</b>	<b>129.07</b>	<b>7,767.13</b>	<b>7,771.14</b>
<b>2. RESULTS</b>																
Segment results	651.95	993.53	390.70	354.58	67.55	40.65	10.14	3.21	79.67	17.74	45.21	38.23			1,245.22	1,447.94
Unallocated expenses (net of income)															169.37	148.76
Exceptional item: Provision for loss on sale of foreign subsidiaries															14.76	-
<b>Operating profit</b>	<b>651.95</b>	<b>993.53</b>	<b>390.70</b>	<b>354.58</b>	<b>67.55</b>	<b>40.65</b>	<b>10.14</b>	<b>3.21</b>	<b>79.67</b>	<b>17.74</b>	<b>45.21</b>	<b>38.23</b>			<b>1,061.09</b>	<b>1,299.18</b>
Finance costs															163.84	118.94
<b>Profit before tax</b>															<b>897.25</b>	<b>1,180.24</b>
Provision for taxation																
- Current and deferred tax															186.66	272.28
- Tax adjustments related to earlier years															(8.83)	5.35
<b>Net profit</b>															<b>719.42</b>	<b>902.61</b>
<b>3. OTHER INFORMATION</b>																
<b>A. ASSETS</b>																
Segment assets	1,862.69	1,647.43	3,393.50	2,892.12	210.10	292.42	594.15	651.76	903.68	734.05	308.76	310.69			7,272.88	6,528.47
Unallocated assets															862.52	607.93
<b>Total assets</b>	<b>1,862.69</b>	<b>1,647.43</b>	<b>3,393.50</b>	<b>2,892.12</b>	<b>210.10</b>	<b>292.42</b>	<b>594.15</b>	<b>651.76</b>	<b>903.68</b>	<b>734.05</b>	<b>308.76</b>	<b>310.69</b>			<b>8,135.40</b>	<b>7,136.40</b>
<b>B. EQUITY AND LIABILITIES</b>																
Equity															4,055.88	3,526.33
Segment liabilities	370.10	346.08	688.92	853.12	88.88	86.34	168.75	218.78	135.48	128.25	249.21	225.25			1,701.34	1,857.82
Secured and unsecured loans															2,150.27	1,610.05
Unallocated liabilities															227.91	142.20
<b>Total liabilities</b>	<b>370.10</b>	<b>346.08</b>	<b>688.92</b>	<b>853.12</b>	<b>88.88</b>	<b>86.34</b>	<b>168.75</b>	<b>218.78</b>	<b>135.48</b>	<b>128.25</b>	<b>249.21</b>	<b>225.25</b>			<b>8,135.40</b>	<b>7,136.40</b>
<b>C. OTHERS</b>																
Capital expenditure	280.92	350.78	287.21	448.21	1.75	0.49	9.87	12.05	13.91	23.68	32.59	13.47			626.25	848.68
Unallocated capital expenditure															11.24	9.07
Depreciation and amortisation expense	92.83	73.64	63.74	44.18	0.97	0.46	6.87	4.49	11.85	10.25	16.15	10.65			192.41	143.67
Unallocated depreciation and amortisation expense															26.61	13.48
Non cash expenses other than depreciation					11.86	17.10	7.00	10.97	-	38.03	18.43	0.49			37.29	66.59
Unallocated non cash expenses other than depreciation															1.05	11.00

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 31 Related party disclosures

### Name of related party and nature of related party relationship

1. Holding company: Sumant Investments Private Limited
2. Joint venture: Shriram Axiall Private Limited
3. Key Managerial Persons, their relatives and HUFs:
  - (i) Executive Directors and their relatives and HUFs (with whom transactions are there): Mr. Ajay S. Shriram, Mr. Vikram S. Shriram, Mr. Ajit S. Shriram, Mr. K.K. Kaul, Mr. K.K. Sharma, Mr. Aditya A. Shriram (relative of Mr. Ajay S. Shriram), Mr. Anand A. Shriram (relative of Mr. Ajay S. Shriram), Mr. Pranav V. Shriram (relative of Mr. Vikram S. Shriram), Mr. Varun A. Shriram (relative of Mr. Ajit S. Shriram)<sup>1</sup>, Mrs. Anuradha Bishnoi (relative of Mr. Ajay S. Shriram), Mrs. Geeta Kaul (relative of Mr. K.K. Kaul), M/s. Ajay S. Shriram (HUF), M/s. Vikram S. Shriram (HUF), M/s. Ajit S. Shriram (HUF).
  - (ii) Independent Directors and their relatives (with whom transactions are there): Mr. Pradeep Dinodia, Mr. Vimal Bhandari, Mr. Sunil Kant Munjal, Mrs. Ramni Nirula, Mr. Vikramjit Sen, Mr. Pravesh Sharma, Mr. Sharad Shrivastva  
1 w.e.f. May 1, 2019
4. Trust : Sir Shriram Foundation, DCM Shriram Employees' Provident Fund Trust, DCM Shriram Officers' Superannuation Fund Trust
5. Subsidiaries incorporated under section 8 of Companies Act 2013: DCM Shriram Foundation, Shridhar Shriram Foundation

### (a) Transactions with related parties:

Rs. Crores

S. No.	Nature of transaction	This year					Total	Previous year					Total
		Holding Company	Joint Venture	Subsidiaries	KMP's/Relatives	Trust		Holding Company	Joint Venture	Subsidiaries	KMP's/Relatives	Trust	
1	Sale of products		45.27				45.27		48.00				48.00
2	Common services expenses recovered		0.96				0.96		0.96				0.96
3	Supply of water, power and steam		0.14				0.14		0.15				0.15
4	Purchases of finished goods		0.13				0.13		0.11				0.11
5	Rent paid (includes GST and service tax)				4.92		4.92				4.81		4.81
6	Remuneration <sup>®</sup> (including commission)				32.20		32.20				33.29		33.29
7	Sitting fees and commission				2.87		2.87				3.25		3.25
8	Security deposit given										0.07		0.07
9	Dividend paid	96.32			4.37		100.69	88.45			2.88		91.33
10	Contribution to Provident fund trust					29.37	29.37					26.19	26.19
11	Contribution to Superannuation fund trust					8.97	8.97					8.53	8.53
12	Contribution for CSR activities			6.57			6.57			5.51			5.51

### (b) Balance outstanding as at the year end

(unsecured unless otherwise stated)

Rs. Crores

S. No.	Nature of outstanding	This year					Total	Previous year					Total
		Holding Company	Joint Venture	Subsidiaries	KMP's/Relatives	Trust		Holding Company	Joint Venture	Subsidiaries	KMP's/Relatives	Trust	
1	Security deposits receivable				8.40		8.40				8.40		8.40
2	Loans and advances receivable			0.01			0.01			0.01			0.01
3	Trade receivable		4.27				4.27		3.07				3.07
4	Commission payable				16.21		16.21				19.72		19.72

The transactions with related parties are as per the terms of arrangement between the parties in the normal course of business and to be settled through receipt/payment or sale/purchase of goods or services.

- (i) Provision for incremental gratuity liability and leave encashment for the current year in respect of directors has not been considered above, since the provision is based on an actuarial basis for the Company as a whole.



# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 32. Employee Benefits

The Group has classified the various benefits provided to employees as under:-

### (i) Defined contribution plans:

The Group has recognized the following amounts in the statement of profit and loss:

	Rs. Crores	
	This year	Previous year
Employers' contribution to provident fund*	30.01	26.42
Employers' contribution to superannuation fund	8.97	8.53
Employers' contribution to employees' state insurance corporation	0.40	0.57

\* There is no shortfall in the interest cost for which Company is liable as at the date of financial statement.

### (ii) Disclosure in respect of Defined benefit obligation (Gratuity) is as under:

The principal assumptions used for the purpose of actuarial valuation were as under:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Discount rate		
- DCM Shriram Limited	6.73%	8.00%
- Subsidiaries	5% - 6.90%	6% - 7.70%
Expected rate of salary increase	8.00%	8.00
Mortality rate	IALM (2006-08) ultimate, duly modified	IALM (2006-08) ultimate, duly modified
Withdrawal rates:		
- Upto 30 years	3%	3%
- 31 to 44 years	2%	2%
- above 44 years	1%	1%
Retirement age	58/60 yrs	58/60 yrs

### (a) Amount recognised in statement of profit and loss in respect of the defined benefit plan are as follows:

	Rs. Crores	
	This year	Previous year
<b>Components of defined benefit costs recognised in statement of consolidated profit and loss*</b>		
Current service cost	10.65	12.46
Net interest expense	9.74	9.39
<b>Components of defined benefit costs recognised in profit and loss</b>	<b>20.39</b>	<b>21.85</b>
<b>Components of defined benefit costs recognised in other comprehensive income</b>		
Actuarial (gain)/loss from changes in financial assumptions	13.69	-
Actuarial (gain)/loss arising from experience adjustments	(0.51)	2.49
Return on plan assets (higher)/lower than discount rate	0.02	(0.02)
<b>Total actuarial (gain)/loss recognised in other comprehensive income</b>	<b>13.20</b>	<b>2.47</b>
Total amount recognised in statement of consolidated profit and loss	<b>33.59</b>	<b>24.32</b>

\* included in the salaries, wages, bonus, gratuity etc in note 22 "Employee Benefits expense".

### (b) The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit obligation/plans is as follows:

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Present value of defined benefit obligation	163.72	142.86
Fair value of plan assets	(6.60)	(4.84)
<b>Net liability arising from defined benefit obligation</b>	<b>157.12</b>	<b>138.02</b>
- Non-current liability	132.61	117.13
- Current liability	24.51	20.89

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

**(c) Movements in the present value of defined benefit obligations are as follows:**

	Rs. Crores	
	This year	Previous year
Opening defined benefit obligation	142.86	132.40
Current service cost	10.65	12.46
Interest cost	10.13	9.60
Remeasurement (gains)/losses:		
- Actuarial (gain)/loss from changes in financial assumptions	13.69	-
- Actuarial (gain)/loss arising from experience adjustments	(0.51)	2.49
Benefits paid by employer	(12.60)	(13.79)
Benefits paid from plan assets	(0.50)	(0.30)
<b>Closing defined benefit obligations</b>	<b>163.72</b>	<b>142.86</b>

**(d) Movements in the fair value of plan assets are as follows:**

	Rs. Crores	
	This year	Previous year
Opening fair value of plan assets	4.84	2.71
Expected return on plan assets	0.38	0.22
Employer contribution	1.90	2.19
Remeasurement gains/(losses):		
- Return on plan assets (higher)/lower than discount rate	(0.02)	0.02
Benefits paid	(0.50)	(0.30)
<b>Closing fair value of plan assets</b>	<b>6.60</b>	<b>4.84</b>

**(e) Sensitivity analysis**

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Sensitivity of gross defined benefit obligation as mentioned above, in case of change in significant assumptions, would be as under :		
<b>Discount rate</b>		
(i) Discount rate -100 basis point	174.07	149.73
(ii) Discount rate +100 basis point	152.00	130.81
<b>Salary increase rate</b>		
(i) rate -100 basis point	152.13	130.92
(ii) rate +100 basis point	173.58	149.33

**(f) Major categories of plan assets**

The plan assets at one of the unit are maintained with LIC of India Gratuity Scheme. The details of investment maintained by LIC are not available and have therefore not been disclosed.

(g) The Company expects to contribute Rs. 1.11 crores to the LIC fund during the year 2020-21 (previous year - Rs. 0.91 Crores).

(h) The average expected future working life of members of the defined benefit obligation as at March 31, 2020 is 15.99 years (as at March 31, 2019: 16.05 years)

(i) The maturity profile of defined benefit obligation is as follows:

	Rs. Crores	
Particulars	As at March 31, 2020	As at March 31, 2019
within 1 year	31.11	25.75
between 2-5 years	53.73	54.81
between 6-10 years	61.95	54.57

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 33. (a) Amount recognised in statement of profit and loss for investment properties

	Rs. Crores	
	This year	Previous year
Rental income	4.94	4.54
Direct operating expenses from property that generated rental income	-	-
Income from investment properties before depreciation	4.94	4.54
Depreciation	0.11	0.11
Income from investment properties after depreciation	4.83	4.43

## (b) Fair value

The fair value of the Group's investment properties as at March 31, 2020 and March 31, 2019 have been arrived at on the basis of a valuation carried out by government approved independent valuers. The inputs used in fair valuation are circle rate of the property, prevailing market price of the similar kind of property in that area and other relevant factors.

Information about the fair value of the Group's investment properties and fair value hierarchy are as follows:

	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Fair value of the investment properties (Rs. Crores)	66.25	61.64
Fair valuation hierarchy	Level 3	Level 3

## 34 Disclosure on adoption of Ind AS 116 'Leases' :

### (i) Transitional disclosures

Effective April 1, 2019, the Group adopted Ind AS 116 'Leases'. The standard has been applied retrospectively with the cumulative effect of initially applying this Standard accounted as an adjustment to the opening balance of retained earnings. The impact of Ind AS 116 on these results is as under:

	Rs. Crores
- <b>Transitional impact as at April 1, 2019</b>	
- Opening balance of retained earnings	-
- Recognition of lease liability (included in 'Other financial liabilities')	115.23
- Recognition of right-of-use asset (included in 'Property, plant and equipment' and includes Rs 22.68 crores reclassified from prepaid lease payments)	137.91
- <b>Statement of profit and loss for the year ended March 31, 2020</b>	
- Decrease in rent expense (included in 'Other expenses')	24.60
- Increase in finance cost	9.49
- Increase in depreciation and amortisation expense	21.71
Net decrease in profit before tax	6.60

Weighted average lessee's incremental borrowing rate applied to lease liabilities at the time of initial application is 9%

### (ii) Assets taken on lease

#### (a) Finance Lease

Bioseed Research Philippines Inc (BRP) has entered into finance lease arrangement for vehicles. Some of the significant terms and conditions of such leases are as under:

- renewal for a further period on such terms and conditions as may be mutually agreed upon between lessor and BRP.
- assets to be purchased by BRP or the nominee appointed by BRP at the end of the lease term.

Reconciliation between the total of minimum lease payments at the balance sheet date and their present value:

	Total		Not later than one year		Later than one year but not later than five years	
	This year	Previous year	This year	Previous year	This year	Previous year
Total of minimum lease payments at the balance sheet date	0.38	0.30	0.12	0.11	0.26	0.19
Less: Future finance charges	0.01	0.01	0.01	0.01	-	-
Present value of minimum lease payments at the balance sheet date	0.37	0.29	0.11	0.10	0.26	0.19

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

**(b) Amounts recognised in the statement of profit or loss**

	Rs. Crores	
	This year	Previous year
<b>Depreciation charge of right-of-use assets</b>		
Buildings	21.06	N.A.
Leasehold land	0.51	N.A.
	<b>21.57</b>	-
Interest expense (included in finance cost)	9.49	N.A.
Expense relating to short-term leases (included in Rent)	4.66	N.A.
Total cash outflows for leases	24.60	N.A.
Amount of lease commitments for short-term leases	1.02	N.A.

**(c) Carrying amount of right-of-use assets at the end of the reporting period by class of underlying asset:**

Particulars	Rs. Crores	
	As at March 31, 2020	
Buildings	130.98	
Leasehold land	14.54	
	<b>145.52</b>	

**(d) The Company's leasing activities:**

The Company has entered into lease agreements for lease of offices, showrooms, godowns etc., generally for a period of 6 months to 11 years with renewal option and which can be terminated after lock-in-period by serving notice period as per the terms of the agreements.

**(e) In applying IndAS 116 for the first time, the Company has used the following practical expedients:**

- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics
- Accounting for operating leases with a remaining lease term of less than 12 months as at April 1, 2019 as short-term leases
- Excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application

The difference between the lease obligation recorded as at March 31, 2019 and the value of the lease liabilities recorded as at April 1, 2019 is primarily on account of inclusion of extension or termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to present value as per the requirements of this Ind AS.

**(iii) Assets given on lease:**

- (i) The Company has entered into operating lease arrangements for buildings (including certain other assets). The details of leased assets are as under:

	Rs. Crores					
	Gross Block		Accumulated depreciation		Depreciation for the year	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	This year	Previous year
Land and building	19.76	19.76	1.53	1.22	0.31	0.31
Plant and equipment	0.45	0.45	0.19	0.16	0.03	0.04
Furniture and fixtures	0.16	0.16	0.12	0.12	-	0.01
Office equipments	0.01	0.01	-	-	-	-
	<b>20.38</b>	20.38	<b>1.84</b>	1.50	<b>0.34</b>	0.36

- (ii) Information w.r.t. non-cancellable leases:

	Rs. Crores	
	This year	Previous year
Future minimum lease rent receivables	10.12	10.58
- Not later than one year	0.47	0.47
- Later than one year and not Later than two years	0.47	0.47
- Later than two year and not Later than three years	0.47	0.47
- Later than three year and not Later than four years	0.51	0.47
- Later than four year and not Later than five years	0.52	0.51
- Later than five years	7.68	8.19

During the year Company has earned lease income of Rs. 5.64 crores

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

**35** Provision for contingencies in note 14 represents provision for various contingencies resulting from issues relating to reconstruction arrangement of the companies and other uncertainties requiring management judgement.

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
As at the beginning of the year	20.74	20.74
Less: Appropriated during the year	(8.65)	-
As at the end of the year	12.09	20.74

**36** Expenditure on corporate social responsibility activities under section 135 of the Companies Act 2013 as under:

Particulars	Rs. Crores	
	This year	Previous year
Amount required to be spent	18.34	13.30
Amount actually spent	18.44	13.35

**37** Research and development expenses included under relevant heads in the statement of profit and loss Rs. 42.59 crores (2018 -19 - Rs. 44.53 crores).

**38 Employee share based payments (refer note 12)**

The Company has an Employees Stock Purchase Scheme (DCM Shriram ESPS) which is administered through DCM Shriram Employees Benefits Trust based on acquisition of shares from the market to provide equity based incentives to employees under the Scheme. The shares offered, lock-in-period and grant price may be different for different eligible participants and determined at the time of every grant of shares. The expenses related to the grant of shares under the Scheme is accounted for on the basis of the fair value (which equals to market price of the Company's share on date of grant less exercise price) of share on the date of grant and is amortized on a straight line basis over the lock-in period, if any.

The number and weighted average fair value of equity shares granted during the year are as under:

Particulars	Rs. Crores	
	This year	Previous year
No. of equity shares granted during the year	64,000	100,000
Weighted average fair value on the grant date (Rs per equity share)	372.10	354.95

**39. Assets pledged as security**

**A. The carrying amount of assets pledged as security for borrowings are as under:**

Particulars	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
Financial assets	2,025.90	1,692.08
Inventories	2,143.68	1,889.09
Property, Plant and Equipment and intangible assets (including capital work-in-progress)	3,221.19	2,814.60
<b>Total</b>	<b>7,390.77</b>	<b>6,395.77</b>

**B. Nature of security and terms of repayment for secured borrowings**

S. No.	Nature of Security	Terms of Repayment
<b>Short term working capital borrowings from banks:</b>		
<b>Company</b>		
1.	Loans from banks on cash credit account of Rs. 1 Crores (March 31, 2019 - Rs. 175.93 Crores) are secured by first pari passu charge on whole of the current assets, both present and future, of the company (except Shriram Bioseed Genetics, Hyderabad & Bioseed Research India, Hyderabad). These loans are further secured by a third charge by way of mortgage/hypothecation of all the immovable/movable properties (other than current assets) of the Company's undertakings at Kota in Rajasthan and Ajbapur, Rupapur, Loni & Hariawan in Uttar Pradesh.	- Repayable on demand

## Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

<b>Short term working capital borrowings from banks:</b>		
<b>Company</b>		
2.	Short Term Loans of Rs. 523.89 Crores (March 31, 2019 - Rs. Nil) are secured by first pari passu charge on whole of the current assets, both present and future, of the company (except Shriram Bioseed Genetics, Hyderabad & Bioseed Research India, Hyderabad). These loans are further secured by a third charge by way of mortgage/hypothecation of all the immovable/movable properties (other than current assets) of the Company's undertakings at Kota in Rajasthan and Ajbapur, Rupapur, Loni & Hariawan in Uttar Pradesh.	- Repayable on demand
3.	Short Term Loans of Rs. 99.50 Crores (March 31, 2019 - Rs. 97.90 Crores) is secured by first pari passu charge by way of hypothecation on book debts and stocks, both present and future of the Company's undertakings at Shriram Bioseed Genetics and Bioseed Research India, Hyderabad.	- Repayable as per terms of agreement upto April 29, 2020
4.	Short Term Loans of Rs. 139.98 Crores (March 31, 2019 - Rs. 114.06 Crores) is secured by way of hypothecation of identified subsidy receivables of indigenous urea.	- Repayable in 5 equal semi annual installments
<b>Long term loans from banks:</b>		
<b>Company</b>		
1.	Term loans of Rs. 216.36 Crores (March 31, 2019 - Rs. 243.93 Crores) are secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Ajbapur, Uttar Pradesh (Rs. 1.53 Crores due within 1 year; March 31, 2019 - Rs 0.45 Crores)	- Rs. 53.94 Crores repayable in 20 equal quarterly installments commencing from January, 2022 - Rs. 162.42 Crores repayable in 36 quarterly installments
2.	Term loans of Rs. 145.56 Crores (March 31, 2019 - Rs. 219.63 Crores) are secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Kota, Rajasthan (Rs. 15.12 Crores due within 1 year; March 31, 2019 - Rs 49.37 Crores)	- Rs. 17.30 Crores repayable in Sep 2021 - Rs. 128.26 Crores repayable in 10 semi annual installments
3.	Term loans of Rs. 147.87 Crores (March 31, 2019 - 148.96 Crores) are secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Hariawan, Uttar Pradesh (Rs. 1.32 Crores due within 1 year; March 31, 2019 - Rs 1.03 Crores)	- Rs. 92.04 Crores repayable in 32 quarterly installments - Rs. 15 Crores repayable in 2 annual installment commencing from December, 2023 - Rs. 40.90 Crores repayable in 36 quarterly installments
4.	Term loan of Rs. 157.51 Crores (March 31, 2019 - Rs. 181.78 crores) is secured by way of first pari passu mortgage/charge created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Ajabpur and Loni, Uttar Pradesh. (Rs. 40.35 Crores due within 1 year; March 31, 2019 - Rs 29.81 crores)	- Repayable in 51 equal monthly installments.
5.	Term Loan of Rs 21 Crores (March 31, 2019 - Rs Nil) is secured by way of First pari passu mortgage/charge to be created on immovable and movable Fixed assets, both present and future, of the Company's undertakings at Loni, Uttar Pradesh. (Rs. Nil due within 1 year; March 31, 2019 - Rs Nil)	- Repayable in 3 equal annual installments commencing from June 2023.
<b>Long term loans from others:</b>		
<b>Company</b>		
1.	Term loan of Rs. 122.81 Crores (March 31, 2019 - Rs. 127.89 Crores) is secured by way of first pari passu mortgage/charge created on immovable and movable Fixed Assets, both present and future and a second charge ranking pari passu on the current assets, both present and future, pertaining to the Company's Bharuch unit, Gujarat (Rs. 17.79 Crores due within 1 year; March 31, 2019 - Rs 16.27 crores)	- Repayable in 14 equal semi annual installments

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

Long term loans from others:		
Company		
2.	Term Loan of Rs 148.50 Crores (March 31, 2019 - Rs Nil) is secured by way of First pari passu mortgage/charge to be created on immovable and movable Fixed Assets, both present and future and a second charge ranking pari passu on the current assets, both present and future, pertaining to the Company's unit at Hariawan, UP. (Rs Nil due within 1 year; March 31, 2019 - Rs Nil)	- Repayable in 19 equal semi annual installments commencing from June 2021
3.	Term loan of Rs. 2.85 Crores (March 31, 2019 - Rs. 5.70 Crores) is secured by way of an exclusive second charge on all immovable and movable assets (save and except book debts) both present and future, pertaining to the Company's Rupapur Sugar Complex, Uttar Pradesh (Rs. 2.85 Crores due within 1 year; March 31, 2019 - Rs 2.84 Crores)	- Repayable in Dec' 20
4.	Term Loan of Rs. Nil (March 31, 2019 - Rs. 1.07 Crores) is secured by way of a exclusive second charge on all immovable and movable assets (save and except book debts) both present and future, pertaining to the Company's Loni Sugar Complex, Uttar Pradesh (Rs. Nil due within 1 year; March 31, 2019 - Rs 1.08 Crores)	- Not applicable
5.	Term Loan of Rs. 33.47 Crores (March 31, 2019 - Rs. 32.49 Crores) is secured by way of a first pari passu charge on all immovable and movable properties both present and future, pertaining to the Company's Ajbapur Sugar Complex, Uttar Pradesh (Rs 3.65 Crores due within 1 year; March 31, 2019 - Rs Nil)	- Repayable in 10 equal semi annual installments commencing after 3 years from respective drawdown
6.	Term loan of Rs. 1.67 Crores (March 31, 2019 - Rs. 1.95 Crores) from Department of Biotechnology, Government of India is secured against hypothecation of plant & machinery, machinery spares, tools and accessories acquired from the loan proceeds to Company's Bioseed Research India division. (Rs. 0.45 Crores due within 1 year; March 31, 2019 - Rs 0.45 Crores)	- Rs. 0.03 Crores repayable in September 2020 - Rs. 0.51 Crores repayable in 4 annual installments - Rs. 0.24 Crores repayable in 3 equal semi annual installments - Rs. 0.89 Crore repayable in 10 equal semi annual installments commencing from Sep 21
7.	Term Loan of Rs. 46.17 Crores (March 31, 2019 - Rs. 51.32 Crores) is secured by way of a first pari passu charge on all immovable and movable properties both present and future, pertaining to the Company's Hariawan Sugar Complex, Uttar Pradesh (Rs. 14.25 Crores due within 1 year; March 31, 2019 - Rs 7.12 Crores)	- Repayable in 7 equal semi annual installments

## 40. Income tax expense

	Rs. Crores	
	This year	Previous year
<b>(a) Income tax expense</b>		
<b>Current tax</b>		
Current tax on profits for the year	116.92	245.57
Adjustments for current tax of earlier years*	(11.32)	5.12
<b>Total current tax expense</b>	<b>105.60</b>	<b>250.69</b>
<b>Deferred tax</b>		
Deferred tax charge/(credit)	69.74	26.71
Adjustments for deferred tax of earlier years*	2.49	0.23
<b>Total tax expense</b>	<b>177.83</b>	<b>277.63</b>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

	This year	Previous year
(b) Reconciliation of tax expense and the accounting profit		
Profit before tax	912.01	1,180.24
<b>Income tax expense calculated at 34.944%</b>	<b>318.69</b>	<b>412.42</b>
(i) Tax effect of:		
- Income exempt from tax	-	(0.01)
- Corporate social responsibility expenses not allowed as deduction	6.45	4.67
- Weighted deduction on research and development expenses	(1.98)	(2.76)
- Deduction under section 80-IA of the Income-tax Act, 1961	(152.17)	(147.41)
- Unrecognised tax losses recouped to reduce current tax expense	-	(0.58)
- deductible temporary differences on which no deferred tax is recognised	4.06	5.26
- different tax rates of subsidiaries operating in other jurisdiction	(4.01)	3.47
(ii) Others	6.79	2.57
<b>Income tax expense</b>	<b>177.83</b>	<b>277.63</b>
(c) Tax effect on unrecognised temporary differences relating to:		
(i) Provision for impairment in value of land	9.06	5.83
(ii) Difference in tax base and accounting base of asset held for sale	9.42	8.27
(iii) Unabsorbed business loss	33.65	11.23
(iv) Unabsorbed business depreciation	0.15	1.80
<b>Total</b>	<b>52.28</b>	<b>27.13</b>

#### (d) Deferred tax movements

##### Deferred tax assets/(liabilities) in relation to:

	Rs. Crores					
	Provision for gratuity and compensated absences	Provision for doubtful debts and advances	Depreciation	Others	MAT credit entitlement	Total
<b>As at March 31, 2018</b>	<b>77.64</b>	<b>14.60</b>	<b>(367.62)</b>	<b>23.62</b>	<b>319.50</b>	<b>67.74</b>
(Charged)/credited to:						
Profit or loss	3.62	25.30	(55.98)	0.62	28.95	2.51
Other comprehensive income	0.88	-	-	1.67	-	2.55
Adjustment related to earlier years *	-	-	-	(0.23)	(5.12)	(5.35)
<b>As at March 31, 2019</b>	<b>82.14</b>	<b>39.90</b>	<b>(423.60)</b>	<b>25.68</b>	<b>343.33</b>	<b>67.45</b>
(Charged)/credited to:						
Profit or loss	7.55	(6.68)	(76.06)	5.45	43.01	(26.73)
Other comprehensive income	5.42	-	-	1.48	-	6.90
Adjustment related to earlier years *	-	-	-	(2.49)	11.32	8.83
<b>As at March 31, 2020</b>	<b>95.11</b>	<b>33.22</b>	<b>(499.66)</b>	<b>30.12</b>	<b>397.66</b>	<b>56.45</b>

\* Tax charge of earlier years finalised on filing of returns/completion of assessments with corresponding impact on MAT

#### 41. Information with respect to a joint venture is as under (refer note 3.1):

Name of Joint Venture	Shriram Axiall Private Limited
Country of incorporation	India

	Rs. Crores	
Particulars	This year	Previous year
Share of profit before tax	3.61	2.61
Share of profit after tax	2.78	1.77
Share of other comprehensive income/(loss)	0.03	(0.07)
Share of total comprehensive income/(loss)	2.81	1.70
Ownership Interest	50%	50%



# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 42. Financial instruments by category

The criteria for recognition of financial instruments is explained in significant accounting policies note 1.4 (k)

Rs. Crores

	March 31, 2020			March 31, 2019		
	Amortised cost*	FVTOCI	FVTPL	Amortised cost*	FVTOCI	FVTPL
<b>Financial assets</b>						
Investments						
- Equity instruments	-	4.09	0.04	-	8.86	0.06
- Government securities	0.06	-	-	0.06	-	-
Trade receivables	1,078.72	-	-	1,039.17	-	-
Loans	22.76	-	-	14.63	-	-
Cash and cash equivalents and bank balances	498.99	-	61.46	273.94	-	141.97
Derivative financial assets	-	0.40	23.65	-	1.00	5.60
Others	249.89	-	-	145.48	-	-
<b>Total financial assets</b>	<b>1,850.42</b>	<b>4.49</b>	<b>85.15</b>	<b>1,473.28</b>	<b>9.86</b>	<b>147.63</b>
<b>Financial liabilities</b>						
Borrowings	2,046.27	-	-	1,474.72	-	-
Trade payables	927.05	-	-	1,144.36	-	-
Derivative financial liabilities	-	5.16	-	-	1.42	6.52
Other financial liabilities	399.25	-	-	304.85	-	-
<b>Total financial liabilities</b>	<b>3,372.57</b>	<b>5.16</b>	<b>-</b>	<b>2,923.93</b>	<b>1.42</b>	<b>6.52</b>

\* The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

## 43 Capital management

The Group endeavors to optimize debt and equity balance and provide adequate strength to the balance sheet. The Group monitors capital on the basis of debt equity ratio.

## 44 Financial risk management

The Group's activities expose it to various financial risks : Credit risk, Liquidity risk and Market risk.

### 44.1 Credit risk management

Credit risk arises from credit exposure to customers (including receivables and deposit), loans and other financial assets. The Group perform credit evaluation and defines credit limits for each customer/counter party. The Group also continuously reviews and monitors the same.

The provision for doubtful debts or provision for impairment of investments etc is made on case to case basis, based on the information related to financial position, past history/ageing and other relevant available information about the counterparty. The Group also makes general provision for lifetime expected credit loss based on its previous experience of provision/write off in previous years.

The movement in the provision for doubtful debts and provision diminution in value of investments is as under:

Rs. Crores

Particulars	Trade receivables	Investments
<b>Provision as at April 1, 2018</b>	<b>36.62</b>	2.25
Provision made during the year 2018-19	<b>59.65</b>	-
Written off/(written back) during the year 2018-19	<b>(3.32)</b>	-
<b>Provision as at March 31, 2019</b>	<b>92.95</b>	2.25
Provision made during the year 2019-20	<b>14.36</b>	-
Written off/(written back) during the year 2019-20	<b>(37.39)</b>	-
<b>Provision as at March 31, 2020</b>	<b>69.92</b>	2.25

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 44.2 Liquidity risk management

- (i) (i) The Group manages liquidity by ensuring control on its working capital which involves adjusting production levels and purchases to market demand and daily sales of production and low receivables. It also ensures adequate credit facilities sanctioned from bank to finance the peak estimated funds requirements. The working capital credit facilities are continuing facilities which are reviewed and renewed every year.

The Group also ensures that the long term funds requirements are met through adequate availability of long term capital (Debt & Equity)

Rs. Crores

	As at March 31, 2020	As at March 31, 2019
Total Committed working capital limits from Banks	1,095.00	815.00
Utilized working capital limit	624.69	387.89
<b>Unutilized working capital limit</b>	<b>470.31</b>	<b>427.11</b>

## (ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. The amount disclosed in the table are the contractual undiscounted cash flow.

Contractual maturities of financial liabilities

Rs. Crores

	Upto 1 year	Between 1 year to 5 year	Over 5 years	Total
<b>As at March 31, 2020</b>				
<b>Non-derivatives</b>				
Borrowing *	550.62	641.87	356.24	1,548.73
Trade Payables	927.05	-	-	927.05
Lease liabilities	31.53	59.50	38.99	130.02
Other financial liabilities	165.27	-	-	165.27
<b>Total non-derivative liabilities</b>	<b>1,674.47</b>	<b>701.37</b>	<b>395.23</b>	<b>2,771.07</b>
<b>Derivatives (net settled)</b>				
Interest rate swap	5.16	-	-	5.16
<b>Total derivative liabilities</b>	<b>5.16</b>	<b>-</b>	<b>-</b>	<b>5.16</b>
<b>As at March 31, 2019</b>				
<b>Non-derivatives</b>				
Borrowing *	285.32	539.14	428.10	1,252.56
Trade Payables	1,144.36	-	-	1,144.36
Other financial liabilities	169.52	-	-	169.52
<b>Total non-derivative liabilities</b>	<b>1,599.20</b>	<b>539.14</b>	<b>428.10</b>	<b>2,566.44</b>
<b>Derivatives (net settled)</b>				
Foreign exchange forward Contract	7.94	-	-	7.94
<b>Total derivative liabilities</b>	<b>7.94</b>	<b>-</b>	<b>-</b>	<b>7.94</b>

\* Excludes utilized working capital limit disclosed in note 44.2 (i)

(iii) Reconciliation for financial liabilities arising from financing activities as per Para 44A of IndAS 7

Rs. Crores

Particulars	Long term borrowings	Short term borrowings	Interest accrued on borrowings
<b>Opening balance as on April 1, 2018</b>	<b>620.93</b>	<b>134.05</b>	<b>12.15</b>
Add: Additions during the year	530.92	403.84*	43.15
Less: Repayments during the year	(79.16)	-	(42.35)
Add/(Less): Foreign exchange fluctuation (gain)/loss	20.14	-	-
Add/(Less): Amortisation impact on borrowings	(20.67)	-	-
<b>Closing balance as on March 31, 2019</b>	<b>1,072.16</b>	<b>537.89</b>	<b>12.95</b>
Add: Additions during the year	165.79	533.46*	63.65
Less: Repayments during the year	(200.41)	-	(58.55)
Add/(Less): Foreign exchange fluctuation (gain)/loss	34.13	-	-
Add/(Less): Amortisation impact on borrowings	7.21	-	-
<b>Closing balance as on March 31, 2020</b>	<b>1,078.88</b>	<b>1,071.35</b>	<b>18.05</b>

\* net movement during the year

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 44.3 Market Risk

a) The Group's operations are mainly in India and therefore rupee denominated, except the following:

- Foreign currency denominated loans (Long term & Short term)
- Imports of some raw material, stores & spares and capital equipments
- Export of finished goods

The Group follows a policy of keeping these liabilities/assets fully hedged against foreign currencies. Regarding interest rate fluctuation, it follows a policy of partial hedge.

Some of the rupee liabilities have interest linked to the bank's MCLR or Financial market benchmark rates and are subject to variation in such rates.

(b) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate change at the end of the reporting period are as follows:

	Rs. Crores	
	As at March 31, 2020	As at March 31, 2019
<b>Variable rate borrowings</b>		
Long Term	576.57	534.45
Short Term	175.14	322.44
<b>Total Variable rate borrowings</b>	<b>751.71</b>	<b>856.89</b>
<b>Fixed rate borrowings</b>		
Long Term	398.35	402.38
Short Term	1,000.17	305.78
<b>Total fixed Rate borrowings</b>	<b>1,398.52</b>	<b>753.16</b>
<b>Total Borrowings</b>	<b>2,150.23</b>	<b>1,610.05</b>

(e) Sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on Profit or loss before tax may be as follows:

	Rs. Crores	
	Impact on profit before tax	
	March 31, 2020	March 31, 2019
Interest rate- increase by 100 basis points (100 bps)*	(7.52)	(8.57)
Interest rate- decrease by 100 basis points (100 bps)*	7.52	8.57

\* Holding all other variable constant

## 44.4 Impact of hedging activities

(a) Disclosure of effects of hedge accounting on financial position:

March 31, 2020		Rs. Crores							
Type of hedge and risks	Nominal value of hedged instruments#		Carrying amount of hedging instrument##		Maturity date	Hedge ratio	Weighted average strike price/rate	Gain (loss) in fair value of hedging instrument	Gain (loss) in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
<b>Cash Flow hedge</b>									
Foreign exchange risk									
(i) Foreign exchange forward contracts	24.55	-	25.30	-	03-Apr-20 to 30-Sep-20	1:1	USD 73.16 EUR 81.04 JPY 0.67 CHF 73.45	0.76	0.76
<b>Fair value hedge</b>									
(i) Foreign exchange forward contracts	353.81	22.35	389.03	24.02	3-Apr-20 to 27-Nov-20	1:1	USD 68.80 EUR 80.39	33.55	33.55

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

Rs. Crores

March 31, 2019									
Type of hedge and risks	Nominal value of hedged instruments#		Carrying amount of hedging instrument##		Maturity date	Hedge ratio	Weighted average strike price/rate	Gain (loss) in fair value of hedging instrument	Gain (loss) in the value of hedged item used as the basis for recognising hedge effectiveness
	Assets	Liabilities	Assets	Liabilities					
<b>Cash Flow hedge</b>									
Foreign exchange risk									
(i) Foreign exchange forward contracts	66.57	10.67	65.35	10.49	10-Apr-19 to 27-Nov-19	1:1	USD 70.23 EUR 82.41	(1.04)	(1.04)
<b>Fair value hedge</b>									
(i) Foreign exchange forward contracts	313.08	6.29	325.00	6.22	5-Apr-19 to 30-Apr-20	1:1	USD 66.62 EUR 79.18 CNH 10.14	11.99	11.99

# Nominal value is the INR value of the instrument based on spot rate of the first hedge

## Carrying value is the INR value of the instrument based on the spot rate of the reporting date

(b) Disclosure of effect of hedge accounting on financial performance:

### Movement in cash flow hedging reserve

Risk category Derivative instrument	Foreign currency risk Foreign exchange forward contracts	Interest rate risk Interest rate swaps	Total
<b>(i) Cash flow hedging reserve</b>			
<b>As at April 1, 2018</b>	<b>(0.72)</b>	<b>3.43</b>	<b>2.71</b>
Add: Change in spot element of foreign exchange forward contracts	(1.52)	-	(1.52)
Add: Changes in fair value of interest rate swaps	-	(3.14)	(3.14)
Less: Amount reclassified to profit or loss under the heading 'Cost of materials consumed'	(0.06)	-	(0.06)
Less: Amount included in Property, plant and equipment	(0.12)	-	(0.12)
Less: Deferred tax relating to above (net)	1.69	-	1.69
<b>As at March 31, 2019</b>	<b>(0.73)</b>	<b>0.29</b>	<b>(0.44)</b>
Add: Change in spot element of foreign exchange forward contracts	0.51	-	0.51
Add: Changes in fair value of interest rate swaps	-	(6.17)	(6.17)
Less: Amount reclassified to profit or loss under the heading 'Cost of materials consumed'	0.65	-	0.65
Less: Amount included in Property, plant and equipment	0.96	-	0.96
Less: Deferred tax relating to above (net)	1.43	-	1.43
<b>As at March 31, 2020</b>	<b>2.82</b>	<b>(5.88)</b>	<b>(3.06)</b>

### 45. Fair value hierarchy (refer note 42)

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table presents fair value hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis:

Rs. Crores

Financial assets and liabilities measured at fair value	Level 1	Level 2	Level 3	Total
<b>As at March 31, 2020</b>				
<b>Financial assets</b>				
Financial investments in liquid mutual fund at FVTPL	61.46	-	-	61.46
Financial investments at FVTOCI				
- unquoted equity investments	-	-	1.85	1.85
- quoted equity investments	2.24	-	-	2.24
Foreign currency forward contracts designated in hedge accounting relationship	14.13	-	-	14.13
Other derivatives (foreign currency options) at FVTPL	-	9.92	-	9.92
<b>Total financial assets</b>	<b>77.83</b>	<b>9.92</b>	<b>1.85</b>	<b>89.60</b>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

Rs. Crores				
Financial assets and liabilities measured at fair value	Level 1	Level 2	Level 3	Total
<b>Financial liabilities</b>				
Interest rate swaps designated in hedge accounting relationship	-	5.16	-	-
<b>Total financial liabilities</b>	-	<b>5.16</b>	-	-
<b>As at March 31, 2019</b>				
<b>Financial assets</b>				
Financial investments in liquid mutual fund at FVTPL	141.97	-	-	141.97
Other derivatives (foreign currency options) at FVTPL	-	5.60	-	5.60
Financial investments at FVTOCI				
- unquoted equity investments	-	-	1.85	1.85
- quoted equity investments	7.01	-	-	7.01
Interest rate swaps designated in hedge accounting relationship at FVTOCI	-	1.00	-	1.00
<b>Total financial assets</b>	<b>148.98</b>	<b>6.60</b>	<b>1.85</b>	<b>157.43</b>
<b>Financial liabilities</b>				
Foreign currency forward contracts designated in hedge accounting relationship	7.94	-	-	7.94
<b>Total financial liabilities</b>	<b>7.94</b>	-	-	<b>7.94</b>

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 inputs are unobservable inputs for the asset or liability

#### 46. Asset classified as held for sale

The segment to which the 'assets held for sale' relates are as under:

Rs. Crores		
Particulars	As at March 31, 2020	As at March 31, 2019
- Sugar	0.40	0.40
- Chloro Vinyl*	10.88	1.63
- Shriram Farm Solutions	1.37	2.28
- Others (Hariyali Kisaan Bazaar)	59.39	74.52
- Unallocated	13.06	16.16
	<b>85.10</b>	<b>94.99</b>

\* During the year, the Company commissioned 66MW power plant for captive consumption at its complex at Kota (Rajasthan) and discontinued 50.3 MW of older plants. Accordingly, old power plant is classified as held for sale at estimated net realisable value.

Assets classified as held for sale is measured at the lower of the carrying amount and fair value less costs to sell at the reporting date. The fair value of the assets held for sale is determined using level 3 measurement as per the fair value hierarchy set out in fair value measurement disclosures.

Amounts recognised in the statement of profit and loss on assets held for sale is as under:

Rs. Crores		
Particulars	This year	Previous year
Provision for impairment in value of assets held for sale included in 'other expenses' in the statement of profit and loss	5.60	(7.38)
Profit (net) recognised in 'other income' in the statement of profit and loss on sale of assets held for sale	3.09	2.38

47. Based on the information available with the Company as at year end, the principal amount and interest due to Micro and small enterprises as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is Rs. 13.14 crores (March 31, 2019 - Rs. 16.41 crores) and Rs. Nil (March 31, 2019 Rs Nil) respectively.

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## 48. Disclosures related to government grant

The government grant/government assistance recognised are as under:

Nature of Grant/assistance	Income/Expense head	Rs. Crores	
		This year	Previous year
<b>Sugar</b>			
Production subsidy on cane crushed (includes Rs 38.63 crores for financial year 2017-18 in previous year)	Cost of materials consumed	10.15	113.58
Sugar export assistance	Other income	123.98	-
Interest subsidy (previous year includes Rs 5.24 crores for earlier years)	Other income	25.51	14.16
Buffer stock subsidy	Other income	21.49	13.60
Benefit of loan at concessional rate of interest	Other Income	8.46	2.79
<b>Bioseed</b>			
Benefit of loan at concessional rate of interest	Other Income	0.04	0.03

49. Details of pre-operative expenses pending allocation included under capital work-in-progress in note 2.1 is as under:

Particulars	Rs. Crores	
	As at	
	March 31, 2020	March 31, 2019
Finance cost	21.46	6.97
Salaries, wages etc	6.75	1.11
Insurance	0.06	0.55
Power, fuel etc	7.98	0.16
Miscellaneous expenses	3.90	3.35
	40.15	12.14
Add: Brought forward from previous year	15.54	6.80
Total	55.69	18.94
Less: Capitalised/provision during the year	(45.65)	(3.40)
Transferred to capital work-in-progress	10.04	15.54

50. Hon'ble High Court of Allahabad vide its order dated February 12, 2019 has set aside and quashed the notification withdrawing the Sugar Industrial Promotion Policy 2004 (Policy). The State Government has filed special leave petition (SLP) with Supreme Court against the above said order. The Company has not accrued the benefits consequent to the above said order due to uncertainties of the amount and the collection thereof.

51. Donation includes Rs. 10 crores (2018-19 - Rs. 4.50 crores) towards political contribution.

52. Bioseed India Limited (a 100% subsidiary) has not been carrying any business. During the year, the Company applied to the Ministry of Corporate Affairs (MCA) for change of status as 'Dormant Company'. The same is approved by MCA on April 3, 2020. Accordingly, the financials of the said subsidiary have been prepared on liquidation basis of accounting. The total assets of Rs 0.05 crores and total liabilities of Rs 0.01 crores have been included in these consolidated financials based on its recoverable/payable amount. This matter has been emphasised by the subsidiary's statutory auditor in its audit report.

53. Shriram Bioseed Ventures Limited (one of the subsidiary of the Company) has become a Non Banking Financial Institution within the purview of section 45(IC) of Reserve Bank of India Act 1934 (the Act). The Subsidiary has applied for the Certificate of Registration under the above said section of the Act. The certificate is yet to be received by the subsidiary.

54. The announcement of lockdown restrictions by the Government of India with effect from March 24, 2020 led to shutting down of operations at some of the businesses of the Holding Company. Sugar and Bioseed businesses continued without any significant disruptions, being classified as essential products and services. Fertiliser, Chloro-vinyl, Cement, Shriram farm solutions and Fenesta businesses had to shut down the operations w.e.f. March 24, 2020. The operations in these businesses have restarted in a phased manner starting from April 8, 2020 to May 12, 2020. The capacity utilization is going up continuously in accordance with the demand and government regulations.

The Group and Jointly Controlled Company has considered the possible impact of internal and external factors known to the management upto the date of approval of these accounts, to assess and finalise the carrying amount of its assets and liabilities. Accordingly as on date, no material impact is anticipated in these consolidated financial statements.

55. The Company has started for the first time, use of B-heavy molasses, a product produced along-with sugar, for ethanol production in Distilleries. Sugar and B heavy molasses have been recognized as joint product and the cost of production allocated between the two based on technical estimates.

## Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

56. The Board of Directors has approved the merger of Bioseed Limited with Shriram Bioseed Ventures Limited (wholly owned subsidiaries). The proposed merger is subject to NCLT and other regulatory approvals.

57 (a) Bioseed Holdings PTE (a 100% subsidiary of the Company) has completely divested equity shares of underlying business of its subsidiaries namely PT Shriram Seed Indonesia (PTSSI) and PT Shriram Genetics Indonesia (PTSGI) w.e.f. February 27, 2020. Accordingly, consequential loss amounting to Rs 8.28 crores is recognised as an exceptional item in these financial statements. The results of these entities incorporated in consolidated financials upto the date of transfer of business are as under:

**Rs. Crores**

	For the period from April 1, 2019 to February 27, 2020
Sale of products	8.04
Profit/(loss) before tax	(7.43)
Tax expense	0.26
Profit/(loss) after tax	(7.69)
Other comprehensive income/(loss)	(0.23)

(b) (i) Bioseed Holding PTE (a 100% subsidiary of the Company) has entered into an agreement for sale of equity shares and underlying business of its subsidiary namely Bioseed Vietnam Limited. Accordingly, provision for loss amounting to Rs 6.48 crores is recognised as an exceptional item in these financial statements.

(ii) The Company sold the entire equity shares held and transferred the management control in its subsidiary Shri Ganpati Fertilisers Limited with effect from May 19, 2020.

The results, assets and liabilities of these Companies (after elimination of inter company transaction/balances) are as under :

**Rs. Crores**

Particulars	Year ended March 31, 2020	
	Shri Ganpati Fertilisers Limited	Bioseed Vietnam Limited
Sale of products	12.37	5.87
Profit/(loss) before tax	(2.25)	(12.48)
Profit/(loss) after tax	(2.25)	(12.48)
Other comprehensive income/(loss)	(0.01)	(0.18)

**Rs. Crores**

Particulars	As at March 31, 2020	
	Shri Ganpati Fertilisers Limited	Bioseed Vietnam Limited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	2.77	2.02
Intangible assets	-	0.16
Financial assets		
Other financial assets	0.15	0.06
Deferred tax assets (net)	-	0.42
<b>Total non-current assets</b>	<b>2.92</b>	<b>2.66</b>
<b>Current assets</b>		
Inventories	5.77	4.65
Financial assets		
Trade receivables	-	8.70
Cash and cash equivalents	0.01	1.01
Other financial assets	4.56	-
Other current assets	1.93	0.05
<b>Total current assets</b>	<b>12.27</b>	<b>14.41</b>
<b>Total assets</b>	<b>15.19</b>	<b>17.07</b>

# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

Rs. Crores

Particulars	As at March 31, 2020	
	Shri Ganpati Fertilisers Limited	Bioseed Vietnam Limited
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
Other financial liabilities	-	0.45
Provisions	0.12	-
<b>Total non-current liabilities</b>	<b>0.12</b>	<b>0.45</b>
<b>Current liabilities</b>		
Financial liabilities		
Trade payables	1.12	1.23
Other financial liabilities	0.01	0.37
Current tax liabilities (net)	-	0.15
Other current liabilities	0.03	0.26
<b>Total current liabilities</b>	<b>1.16</b>	<b>2.01</b>
<b>Total liabilities</b>	<b>1.28</b>	<b>2.46</b>

## 58. Statement containing salient features, pursuant to Schedule III of the Companies Act 2013, of subsidiaries and joint ventures as per standalone financial statements of each entity for:

### (i) financial year ended March 31, 2019

Rs. Crores

Name of the entity in the Group	Country of Incorporation	% of voting power	Net Assets (before adjustment of intercompany eliminations)		Share in Profit / (loss) (before adjustment of intercompany eliminations)		Share in other comprehensive income (before adjustment of intercompany eliminations)		Share in total comprehensive income (before adjustment of intercompany eliminations)	
			As % of consolidated net assets	Amount (Rs. Crores)	As % of consolidated profit / (loss)	Amount (Rs. Crores)	As % of consolidated other comprehensive income	Amount (Rs. Crores)	As % of consolidated total comprehensive income	Amount (Rs. Crores)
<b>Parent</b>										
DCM Shriram Limited			100.75%	3,552.76	100.27%	906.83	16300.00%	(4.89)	99.73%	901.94
<b>Subsidiaries</b>										
<b>Indian</b>										
DCM Shriram Credit and Investments Limited	India	100%	0.23%	8.25	0.00%	0.04	2500.00%	(0.75)	(0.08%)	(0.71)
Bioseed India Limited	India	100%	0.00%	0.05	-	-	-	-	-	-
DCM Shriram Infrastructure Limited	India	100%	(0.20%)	(7.21)	(1.32%)	(11.97)	-	-	(1.32%)	(11.97)
Fenesta India Limited	India	100%	0.01%	0.45	0.03%	0.25	0.00%	-	0.03%	0.25
Shri Ganpati Fertilisers Limited	India	81.41%	(0.94%)	(32.99)	(0.67%)	(6.04)	-	-	(0.67%)	(6.04)
Hariyali Rural Ventures Limited	India	100%	(0.05%)	(1.66)	(0.10%)	(0.86)	-	-	(0.10%)	(0.86)
DCM Shriram Aqua Foods Limited	India	100%	0.09%	3.24	0.00%	0.01	-	-	0.00%	0.01
Shriram Bioseed Ventures Limited	India	100%	0.57%	20.07	0.01%	0.09	-	-	0.01%	0.09
<b>Foreign</b>										
Bioseeds Limited	Mauritius	100%	3.74%	131.98	0.21%	1.86	-	-	0.21%	1.86
Bioseed Holdings PTE Limited	Singapore	100%	2.39%	84.27	(1.01%)	(9.16)	-	-	(1.01%)	(9.16)
Bioseed Research Philippines Inc.	Philippines	100%	0.34%	11.82	1.05%	9.51	-	-	1.05%	9.51
Bioseed Vietnam Limited	Vietnam	100%	0.00%	(0.08)	(0.77%)	(6.97)	300.00%	(0.09)	(0.78%)	(7.06)
PT Shriram Seed Indonesia	Indonesia	95%	(0.16%)	(5.78)	(0.72%)	(6.49)	(133.33%)	0.04	(0.71%)	(6.45)
PT. Shriram Genetics Indonesia	Indonesia	100%	(0.24%)	(8.55)	(0.39%)	(3.57)	(833.33%)	0.25	(0.37%)	(3.32)
Shriram Bioseed (Thailand) Limited	Thailand	99.99%	0.02%	0.71	0.01%	0.10	-	-	0.01%	0.10
Bioseed Research USA Inc.	USA	100%	0.00%	0.05	(0.00%)	(0.02)	-	-	(0.22%)	(0.02)
<b>Minority Interest</b>			(0.02%)	(0.65)	(0.12%)	(1.12)	-	-	(0.12%)	(1.12)
<b>Joint Venture (Indian)</b>										
Shriram Axiall Private Limited	India	50%	0.62%	21.70	0.20%	1.77	233.33%	(0.07)	0.19%	1.70
<b>Total</b>				3,778.43		874.26		(5.51)		868.75
Add/(less): consolidation adjustments				(252.10)		30.12		5.48		35.60
<b>Total after consolidation adjustments</b>				<b>3,526.33</b>		<b>904.38</b>		<b>(0.03)</b>		<b>904.35</b>





# Notes to the Consolidated Financial Statements For The Year Ended March 31, 2020

## (ii) financial year ended March 31, 2020

Rs. Crores

Name of the entity in the Group	Country of incorporation	% of voting power	Net Assets (before adjustment of intercompany eliminations)		Share in Profit / (loss) (before adjustment of intercompany eliminations)		Share in other comprehensive income (before adjustment of intercompany eliminations)		Share in total comprehensive income (before adjustment of intercompany eliminations)	
			As % of consolidated net assets	Amount (Rs. Crores)	As % of consolidated profit / (loss)	Amount (Rs. Crores)	As % of consolidated other comprehensive income	Amount (Rs. Crores)	As % of consolidated total comprehensive income	Amount (Rs. Crores)
<b>Parent</b>										
DCM Shriram Limited			101.22%	4,105.34	102.97%	743.67	86.98%	(10.42)	103.24%	733.25
<b>Subsidiaries</b>										
<b>Indian</b>										
DCM Shriram Credit and Investments Limited	India	100%	0.09%	3.56	0.01%	0.08	39.82%	(4.77)	(0.66%)	(4.69)
Bioseed India Limited	India	100%	0.00%	0.04	-	-	-	-	-	-
DCM Shriram Infrastructure Limited	India	100%	(0.79%)	(31.96)	(3.43%)	(24.74)	-	-	(3.48%)	(24.74)
Fenesta India Limited	India	100%	0.01%	0.34	(0.01%)	(0.10)	0.08%	(0.01)	(0.02%)	(0.11)
Shri Ganpati Fertilizers Limited	India	81.41%	(0.09%)	(3.47)	4.09%	29.54	0.08%	(0.01)	4.16%	29.53
Hariyali Rural Ventures Limited	India	100%	(0.00%)	(0.02)	0.23%	1.64	-	-	0.23%	1.64
DCM Shriram Aqua Foods Limited	India	100%	0.08%	3.27	0.00%	0.03	-	-	0.00%	0.03
Shriram Bioseed Ventures Limited	India	100%	0.56%	22.63	0.35%	2.56	-	-	0.36%	2.56
<b>Foreign</b>										
Bioseeds Limited	Mauritius	100%	3.53%	143.12	(0.15%)	(1.10)	-	-	(0.15%)	(1.10)
Bioseed Holdings PTE Limited	Singapore	100%	(3.07%)	(124.45)	(28.12%)	(203.09) @	-	-	(28.60%)	(203.09)
Bioseed Research Philippines Inc.	Philippines	100%	0.64%	25.76	0.78%	5.60	0.92%	(0.11)	0.77%	5.49
Bioseed Vietnam Limited	Vietnam	100%	0.28%	11.31	1.50%	10.86	1.50%	(0.18)	1.50%	10.68
PT Shriram Seed Indonesia	Indonesia	95%	0.00%	-	2.70%	19.51	1.17%	(0.14)	2.73%	19.37
PT. Shriram Genetics Indonesia	Indonesia	100%	0.00%	-	1.17%	8.44	0.75%	(0.09)	1.18%	8.35
Shriram Bioseed (Thailand) Limited	Thailand	99.99%	0.00%	0.02	(0.10%)	(0.72)	-	-	(0.10%)	(0.72)
Bioseed Research USA Inc.	USA	100%	0.00%	0.03	(0.00%)	(0.02)	-	-	(0.28%)	(0.02)
<b>Minority Interest</b>			(0.15%)	(6.14)	0.76%	5.49	-	-	0.77%	5.49
<b>Joint Venture (Indian)</b>										
Shriram Axiall Private Limited	India	50%	0.60%	24.53	0.38%	2.78	(0.25%)	0.03	0.40%	2.81
<b>Total</b>				4,173.91		600.43		(15.70)		584.73
Add/(less): consolidation adjustments				(118.03)		121.77		3.72		125.49
<b>Total after consolidation adjustments</b>				<b>4,055.88</b>		<b>722.20</b>		<b>(11.98)</b>		<b>710.22</b>

@ includes Rs 190.35 crores on account of loss on sale of investments/provision for impairment of investments/loans written off with respect to subsidiaries, which gets eliminated at Group level.

## 59. Particulars of sale of products

Rs. Crores

Description	Sales	
	2019-20	2018-19
Urea	975.65	1,037.40
PVC resins	384.11	418.57
Caustic soda	1,513.75	1,668.30
Marketable Calcium carbide	126.29	131.37
Super Phosphate	63.66	113.19
Seeds	673.66	618.47
Cement	165.78	153.97
Sugar	2,087.56	1,899.59
Ethanol	286.70	198.36
Unplasticized polyvinyl chloride (UPVC) windows	411.07	382.65
Power Sale	114.06	174.01
Petrol / Diesel	228.36	250.35
Other sales/stocks and adjustments	658.68	697.11
<b>Total</b>	<b>7,689.33</b>	<b>7,743.34</b>

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number: 012754N/N500016  
Chartered Accountants

For and on behalf of the Board of Directors

Harinderjit Singh  
Partner  
Membership No. 086994  
Place: Gurugram  
Date: June 3, 2020

Sameet Gambhir  
Company Secretary  
Place: New Delhi

J.K. Jain  
Chief Financial Officer  
Place: New Delhi

Pradeep Dinodia  
Director  
DIN: 00027995  
Place: New Delhi

Ajay S. Shriram  
Chairman & Sr. Managing Director  
DIN: 00027137  
Place: New Delhi

# Notice

Notice is hereby given that the Thirty-First (31<sup>st</sup>) Annual General Meeting (AGM) of Members of DCM Shriram Ltd. (the Company) will be held on Tuesday, the 21<sup>st</sup> July, 2020 at 10.30 A.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue, to transact the following business:

## Ordinary Business:

- To consider and adopt:
  - the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, the reports of the Board of Directors and Auditors thereon; and
  - the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the reports of the auditors thereon.
- To confirm the payment of interim dividends of Rs.8.20 per Equity share already paid during the financial year 2019-2020.
- To appoint a Director in place of Mr. K.K. Kaul (DIN : 00980318), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Sharad Shrivastva (DIN : 01271854), who retires by rotation and being eligible, offers himself for re-appointment.

## Special Business:

- To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable law, the remuneration payable/paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the Company for the financial year 2019-20, as detailed in the Explanatory Statement to this Notice, be and is hereby ratified and confirmed.

Resolved further that the Board of Directors or Committee thereof or its other delegate be and are hereby authorized to do all such acts, deeds and things as may be deemed appropriate in this connection."
- To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and subject to such consents and permissions, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Ajit S. Shriram, Joint Managing Director (DIN : 00027918) on the terms and conditions including the remuneration as set out hereunder:

### Terms & Conditions of appointment

1. **Tenure:-** 5 years w.e.f. 2.5.2021

#### 2. Remuneration

##### (a) Salary

Rs.17.20 lakhs per month.

##### (b) Perquisites

Perquisites (evaluated as per Income Tax Rules, wherever applicable) like the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, personal accident insurance, use of car and telephone at residence, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund, gratuity and any other perquisite(s)/benefit(s) in accordance with the scheme(s) and rule(s) applicable to the Members of the staff of the Company from time to time, for the aforesaid benefits.

##### (c) Commission on net profits

Such amount as may be decided by the Board of Directors or a Committee thereof from year to year provided that the total remuneration including salary and perquisites along with commission paid to all the Managing/Whole Time Directors of the Company shall not exceed the limit laid down under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions.

##### (d) Remuneration for a part of the Year

Remuneration for a part of the year shall be computed on pro-rata basis.

##### (e) Minimum Remuneration

In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration excluding commission shall be paid to Mr. Ajit S. Shriram as the minimum remuneration, subject to necessary approvals, if any.

#### 3. Functions

Mr. Ajit S. Shriram shall discharge such duties and functions as may be assigned to him by Chairman & Senior Managing Director and Vice Chairman & Managing Director of the Company from time to time.

#### 4. Sitting Fee

If permissible by law, he shall, subject to the approval of Board, be entitled to sitting fee in addition to the components of remuneration mentioned above for attending meeting(s) of the Board of Directors or Committees thereof.

#### 5. Termination

The appointment of Mr. Ajit S. Shriram may be terminated by either party giving to the other six calendar months' notice in writing. In the event of termination of this appointment of Mr. Ajit S. Shriram by the Company, he shall be entitled to receive compensation in accordance with the provisions of the Companies Act, 2013 and rules made thereunder or any statutory amendment or re-enactment thereof.

Resolved further that the Board of Directors or a Committee thereof be and is hereby authorised to vary or modify any of the above terms & conditions including alter, vary or increase the salary, grade, designation and other remuneration, notwithstanding the same shall exceed the overall remuneration set out as above or as may be prescribed/permissible provided however that the same is within the limits laid down in the Schedule V then subsisting, without requiring any further resolution or consent of or reference to the Members and to take all necessary steps, actions, which are incidental and consequential to give effect to the above Resolution.”

#### 7. To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Ramni Nirula (DIN: 00015330), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of 5 consecutive years w.e.f. 3.2.2020 at such remuneration including fees and commission as approved by Board/Committee within prescribed limits.

Resolved further that the Board of Directors and/or any Committee of the Board or its other delegate be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

By Order of the Board

New Delhi  
Date:- 3.6.2020

Sameet Gambhir  
Company Secretary  
Membership No.: F4658

#### Notes:

- In view of the continuing Covid-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5,2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM without the physical presence of Members at a common venue. In compliance of the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- Since this AGM is held without the physical presence of the Members, the Proxy Form and the Attendance Slip are not annexed to this Notice.**
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board of governing body Resolution/Authorisation etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to [sanjaygrover7@gmail.com](mailto:sanjaygrover7@gmail.com) with a copy marked to [shares@dcmshriram.com](mailto:shares@dcmshriram.com)
- Details under Regulation 36 of the SEBI Listing Regulations, 2015 and Secretarial Standards on General Meeting (“SS-2”), in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting (AGM), form integral part of the Notice. The Directors have furnished the requisite declarations in regard to their appointment.
- In terms of Notification issued by the Securities and Exchange Board of India (SEBI), Equity Shares of the Company are under compulsory demat trading by all investors w.e.f. 21<sup>st</sup> March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience of trading in the shares of the Company.

7. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 Notice, inter-alia, explaining the manner of attending AGM through VC/OAVM and electronic (e-voting) voting along with explanatory statement of 31<sup>st</sup> AGM of the Company and with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on Company's website [www.dcmshriram.com](http://www.dcmshriram.com), website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also at the website of our RTA at <https://www.mcsregistrars.com>.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.
10. Members holding shares in physical form, are requested to intimate their change in Bank Mandate/National Electronic Clearing Service (NECS) details (form can be downloaded from our website of the Company i.e. [www.dcmshriram.com](http://www.dcmshriram.com), and/or, update their PAN and Bank Account details through a request letter along with self attested copy of PAN, original cancelled cheque with preprinted name of the Shareholder (old and new both bank details) and bank attested copy of passbook/statement showing name of the account holder to M/s. MCS Share Transfer Agent Ltd., RTA at their address at F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, New Delhi-110020. Beneficial owners holding shares in electronic form are requested to intimate their change in Bank Mandate/NECS details, if any, to their respective Depository Participants (DPs) in order to get the same registered.
11. **Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving Licence, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Annual Report 2019-20 along with AGM Notice by email to [shares@dcmshriram.com](mailto:shares@dcmshriram.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). Members holding shares in demat form can update their email address with their Depository Participants.**
12. **Please note that the updation/registration of email addresses on the basis of the above scanned documents will be only for the purpose of sending the notice of 31<sup>st</sup> AGM and Annual Report for 2019-20 and thereafter shall be disabled from the records of the RTA immediately after the 31<sup>st</sup> AGM. The Member(s) will therefore be required to send the email ID updation request along with hard copies of the aforesaid documents to RTA for actual registration in the records to receive all the future communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.**
13. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their Share Certificate(s) to enable the Company to consolidate their holding into one folio.
14. In view of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, the Company has, during the Financial Year 2019-20, transferred the unpaid dividend for the financial year 2012-13 to the Investor Education and Protection Fund (IEPF). The Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on date on the website of the Company ([www.dcmshriram.com](http://www.dcmshriram.com)). Members of the Company who have not yet encashed their dividend for the financial year 2013-14 onwards are requested to write to the Company immediately as the said unclaimed dividend shall be transferred to IEPF immediately after the completion of 7 years from the date of transfer to Unpaid Dividend Account by the Company.  
Further, according to the said rules, 6,75,765 Equity Shares (Including shares lying in Unclaimed suspense account) in respect of which dividends have not been claimed by the Shareholders for a period of seven consecutive years (i.e. from the dividend of the Financial Year 2012-13 onwards) has been transferred to a Demat Account of the Investor Education and Protection Fund (IEPF) Authority, during the F.Y. 2019-20.
15. The above details have also been uploaded on the website of the IEPF authority and the same can be accessed through the website: [www.iepf.gov.in](http://www.iepf.gov.in). Members may also note that dividend as well as shares transferred to IEPF Authority can be claimed back from there as per the procedure prescribed.
16. In terms of Section 72 of the Companies Act, 2013 and related Rules thereunder, Member(s) of the Company may nominate a person to whom the Shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH-13 to the Company/RTA in case shares are held in Physical form, and to their respective DP, if held in electronic form.
17. Appointment/Re-appointment of Directors  
The information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, in relation to the appointment/re-appointment of Directors is as under:

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Ms. Ramni Nirula	Mr. Sharad Shrivastva
<b>Date of Birth &amp; Age</b>	3.10.1967 (52 Years)	30.3.1950 (70 Years)	27.5.1952 (68 Years)	17.1.1960 (60 Years)
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of first Appointment on the Board of the Company</b>	2.5.2001	2.7.2014	3.2.2015	2.7.2014
<b>Qualification</b>	B.Com., MBA	BE in Chemical Engineering and Doctorate Degree in Human Letters	B.A. (Eco.), MBA	B.A., Associate (Insurance Institute of India)
<b>Experience</b>	29 Years	46 Years	41 Years	37 Years
<b>Expertise in Functional Areas</b>	General Management, Strategy, Finance, Agri Businesses, Sugar, and Chlor Vinyl Business	General Management, Project Management, Procurement and Supply Chain management, Setting up/Operation of Fertilizer, Chemicals, Petrochemicals, Cement, process plants and Human Resource Management.	Project Financing, Strategy, Planning & Resources, Finance and Corporate Banking	Administration, Governance, HR & Marketing
<b>Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>- DCM Shriram Credit and Investments Ltd.</li> <li>- Shriram Bioseed Ventures Ltd.</li> <li>- Hariyali Rural Ventures Ltd.</li> <li>- Fenesta India Ltd.</li> <li>- Hariyali Kisaan Bazaar Ltd.</li> <li>- DCM Shriram Infrastructure Ltd.</li> <li>- DCM Shriram Foundation</li> <li>- Shridhar Shriram Foundation</li> <li>- SRCC Development Foundation</li> <li>- Indian Sugar Exim Corporation Ltd.</li> <li>- Ajit Shriram Facilities Private Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- The Fertiliser Association of India</li> <li>- DCM Shriram Aqua Foods Ltd.</li> <li>- Shriram Axiall Private Ltd.</li> <li>- DCM Shriram Foundation</li> </ul>	<ul style="list-style-type: none"> <li>- HEG Limited (L)</li> <li>- PI Industries Ltd. (L)</li> <li>- Usha Martin Ltd. (L)</li> <li>- CG Power and Industrial Solutions Ltd. (L)</li> <li>- PT CG Power Systems, Indonesia</li> <li>- CG Holdings Belgium NV</li> <li>- CG Power Systems Belgium NV</li> </ul>	-
<b>Chairman/Member of the Committee(s) of the Board of Directors of the Company and other entities</b>	<p><b>DCM Shriram Ltd. Member</b></p> <ul style="list-style-type: none"> <li>- Board Finance Committee</li> <li>- Corporate Social Responsibility Committee</li> <li>- Stakeholder Relationship Committee</li> </ul> <p><b>Indian Sugar Exim Corporation Ltd. (ISEC) Member</b></p> <ul style="list-style-type: none"> <li>Legal Committee</li> </ul>	<p><b>DCM Shriram Ltd. Chairman</b></p> <ul style="list-style-type: none"> <li>- Risk Management Committee</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>- Board Finance Committee</li> </ul>	<p><b>DCM Shriram Ltd. Member</b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> </ul> <p><b>PI Industries Ltd. Chairman</b></p> <ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Corporate Social Responsibility Committee</li> </ul>	-

Name of the Director	Mr. Ajit S. Shriram	Mr. K.K. Kaul	Ms. Ramni Nirula	Mr. Sharad Shrivastva
			<b>CG Power and Industrial Solutions Ltd.</b> <b>Chairman</b> - Corporate Social Responsibility Committee <b>Member</b> - Audit Committee - Stakeholder's Relationship Committee - Hungary Business Divestment Committee <b>HEG Ltd.</b> <b>Member</b> - Risk Management Committee <b>Usha Martin Limited</b> <b>Member</b> - Finance Committee - Nomination and Remuneration Committee - Corporate social Responsibility Committee	
<b>Number of shares held in the Company</b>	5,95,580	59,000	-	-
<b>Last Drawn Remuneration from the company (per annum)</b>	8.03 Cr.	2.59 Cr.	0.39 Cr.	0.27 Cr.*
<b>Number of Board Meetings attended during the year</b>	4	4	4	4
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Brother of Mr. Ajay S. Shriram and Mr. Vikram S. Shriram	NIL	NIL	NIL
<b>Terms and Conditions of Appointment/Reappointment</b>	The terms and conditions of Appointment/Reappointment are given in the proposed resolutions and explanatory statement of this Notice.			

L stands for Listed Companies.

\* Paid to LIC of India

18. In case of joint Members attending the AGM, only such joint holder who is higher in the order of names will be entitled to e-vote.
19. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are available for inspection through electronic mode, basis the request being sent on [shares@dcmshriram.com](mailto:shares@dcmshriram.com)
20. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company latest by 18.7.2020 through email on [shares@dcmshriram.com](mailto:shares@dcmshriram.com). Such questions shall be taken up during the meeting or replied by the Company suitably. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at [shares@dcmshriram.com](mailto:shares@dcmshriram.com) on or before 16.7.2020. Those Members who have registered themselves as a speaker will only be allowed to express their view, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
21. During the AGM, Members may access the scanned copy of (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; (ii) the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; and (iii) certificate by the Statutory Auditors of the Company, regarding the DCM Shriram Employee Stock Purchase Scheme as required under Regulation 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 (iv) or any other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com> under the head AGM Docs.
22. Instructions for e-voting and joining the AGM are as follows:

**A. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 (“Act”) and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members to cast their votes, on the Resolutions proposed to be considered at AGM, by electronic voting system from a place other than venue of the AGM (“remote e-voting”) arranged by National Securities Depository Limited (NSDL).
- II. The remote e-voting period shall commence on 18.7.2020 (9.00 A.M.) and ends on 20.7.2020 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14.7.2020, may cast their vote by remote e-voting. The said remote e-voting module shall be disabled by NSDL for voting thereafter. Once the e-vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. Those Members who will be participating in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through e-voting prior to AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM means, but shall not be entitled to cast their e-vote again.
- V. Mr. Devesh Vasisht (CP No. 13700), Partner, M/s. Sanjay Grover & Associates, Company Secretaries failing him, Ms. Priyanka Gupta (CP No. 16187), Partner, M/s. Sanjay Grover & Associates, Company Secretaries, has been appointed as Scrutinizer to scrutinize the process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.
- VI. The manner and process of remote e-Voting are as under:

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-in to 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**

- a) For Members who hold shares in demat account with NSDL.

**Your User ID is:**

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\*\*\*

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password'. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

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'.

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

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [shares@dcmshriram.com](mailto:shares@dcmshriram.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the one-time password (OTP) based login for casting the e-votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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?**

- 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.
- 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.
- Select "EVEN" of DCM Shriram Limited.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your e-vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your e-vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your e-vote.

VII. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amarjit at 011-41406148 (E-mail : [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)) or Mr. Amit Mehra, Addl. Manager (Co. Law)/Mr. Y.K. Gupta, Manager (Co. Law) at 011-42100200 (E-mail : [shares@dcmshriram.com](mailto:shares@dcmshriram.com)). If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

VIII. 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).

IX. 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 14.7.2020.

X. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14.7.2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company.



XI. 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 or voting at the AGM and a person who is not a Member as on the cut-off date i.e. 14.7.2020, should treat this Notice for information purposes only.

**B. Instructions for Members for Attending the AGM through VC/OAVM are as under**

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.  
Members who do not have the User ID and password or have forgotten the user id and password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further Members can also use the OTP based for logging into the e-voting system of NSDL.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first basis.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/ 022-24994360/ or Ms. Soni Singh, Assistant Manager- NSDL at [sonis@nsdl.co.in](mailto:sonis@nsdl.co.in)/ 022-24994559.
4. Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied by the Company suitably.

**C. e-voting result**

1. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total e-votes cast before the AGM 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.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company at [www.dcmshriram.com](http://www.dcmshriram.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited, Mumbai & The National Stock Exchange of India Ltd., Mumbai.

**Other instructions**

Please note that:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM NO. 5**

The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s. J.P. Sarda & Associates, Cost Accountants, Kota (FRN: 000289) and M/s. Yogesh Gupta & Associates, Cost Accountants, New Delhi (FRN: 000373) to audit the cost accounting records of the Company at a total remuneration upto Rs. 4.35 Lakhs plus applicable taxes and out of pocket expenses, if any, for the F.Y. 2019-20.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable/paid to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, confirmation of the Members is being sought by passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable/paid to the Cost Auditors for the financial year 2019-20.

Based on recommendation of Board, the Ordinary Resolution as set out at Item No.5 of the Notice is sought for the approval by the Members.

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

**ITEM NO. 6**

The Members in their AGM held on 18.8.2015 had approved the re-appointment of Mr. Ajit S. Shriram for a period of upto 5 years from 2.5.2016 to 1.5.2021.

On the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors in its meeting held on 3.6.2020 has approved his re-appointment for a further period of 5 years from 2.5.2021, subject to the approval of Members.

Mr. Ajit S. Shriram is the Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Board Finance Committee of the Company. He joined the Company in 1991 as an Executive after graduating in Commerce from Osmania University, Hyderabad. He did his MBA from The International Institute for Management Development (IMD), Lausanne, Switzerland. He has done the Owner/President Management Program (OPM) from Harvard Business School (HBS), USA. He has been the President of the Indian Sugar Mills Association (ISMA) (2013-14) and is a Director of Indian Sugar Exim Corporation Ltd. (ISEC) and Member of its Legal Committee.

Under the leadership of Mr. Ajit S. Shriram, Joint Managing Director, the Company has effectively and successfully implemented the automation processes across the business operations to strengthen the systems, processes, controls and effective use of IT for business enhancement and transformation. He

has been instrumental in improving automation processes by effectively and successfully implementing the latest version of SAP S4Hana across the Organisation. He plays an important role in getting the effective implementation of internal audits and controls including formulation and successful implementation of organization's policies and the strategies discussed and approved by the Board. He is also overall responsible for business and affairs concerning the Sugar business and has been continuously emphasizing on the quality improvement in Corporate Finance & Accounts Functions.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Mr. Ajit S. Shriram is provided in the Notes.

Mr. Ajit S. Shriram is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Except Mr. Ajit S. Shriram and his relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in any way, whether financially or otherwise in the Resolution.

Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.6 of the Notice is sought for the approval by the Members.

#### **ITEM NO. 7**

Ms. Ramni Nirula (DIN: 00015330) was appointed as Non Executive Independent Director for a period of five consecutive years w.e.f. 3.2. 2015.

The NRC Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Ramni Nirula as Non Executive Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

Ms. Ramni Nirula is a Member of Audit Committee of the Company. She retired as Sr. General Manager of ICICI Bank Ltd. Beginning her career with erstwhile ICICI Ltd. in 1976 in project appraisal division, she has held various leadership positions since then. She was a part of top management team instrumental in transforming ICICI Bank from a term lending institution into technology led diversified financial services group with a strong presence in India's retail financial services market. Ms. Nirula also held key position as Managing Director & CEO of ICICI Securities Limited, the Investment Banking arm of ICICI Bank Limited. She also headed the Corporate Banking Group for ICICI Bank. In addition, she was also responsible for setting up the Government Banking/Corporate Agri Group based out of New Delhi within the bank. She has more than 41 years of experience in the financial services sector.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considered that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Ramni Nirula would be beneficial to the Company and it is desirable to continue to avail her services as Non Executive Independent Director.

Accordingly, it is proposed to re-appoint Ms. Ramni Nirula as Non Executive Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Ms. Ramni Nirula is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received declaration from Ms. Ramni Nirula that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Ms. Ramni Nirula fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

The other information, as required under the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, of Ms. Ramni Nirula is provided in the Notes.

Ms. Ramni Nirula is Independent of the management. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and other applicable provisions.

Members seeking any information with regard to the draft terms and conditions of her appointment are requested to write to the Company through email on [shares@dcmshriram.com](mailto:shares@dcmshriram.com).

Except Ms. Ramni Nirula and her relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested in any way, whether financially or otherwise in the Resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Based on recommendation of Nomination, Remuneration and Compensation Committee and the Board, the Special Resolution as set out at Item No.7 of the Notice is sought for the approval by the Members.

By Order of the Board

New Delhi  
Date:- 3.6.2020

Sameet Gambhir  
Company Secretary  
Membership No.: F4658



**DCM SHRIRAM**

Growing with trust

**WE EARN  
TRUST.  
EVERYTHING  
FOLLOWS.**

*Growth is not the first reason for our existence. It is a by-product of trust. And that is what we at DCM Shriram have made the primary objective of our pursuit. Earned and nurtured over decades, it has become the bedrock of every business, every transaction and every interaction that we are partner to. It is an old-world value that has not just helped us emerge stronger in the past, but is constantly helping us prepare for the future. It is through winning trust of everyone we touch, that we have been able to diversify and succeed across verticals – manufacturing, agriculture, chemicals and consumer products. That we are poised to expand, grow and evolve, is also for the same reason. And even as we do, we know that what we are really growing in – and with – is trust.*

**DCM SHRIRAM LTD.**

**Agri-Rural Business | Chlor-Vinyl Business | Value Added Business**

Shriram Fertilisers & Chemicals • Shriram Alkali & Chemicals • DCM Shriram Sugar • Bioseed  
• Fenesta Building Systems • Shriram Cement • Shriram Axiall

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