



26th
Annual Report
2009-2010

Anjani Portland Cement Limited



Anjani Cement Plant



Inauguration of New Plant

Anjani Portland Cement Limited



Board Of Directors

K.V. Vishnu Raju
P.V.R.L. Narasimha Raju
R.A. Rama Raju
P.S. Ranganath
P.V. Subba Rao
P. R. Raju

Chairman & Managing Director
Executive Director
Director
Director
Director (from 30.10.2009)
Director (from 12.8.2010)

Management Team

S.V.S. Shetty
R.V.A. Narasimha Rao
S.N. Raju
Ch. Gandhi Raju
P. Sitharama Raju
N. Venkata Raju
P. Satyanarayana Raju
P. Ganapathi Raju
M. Nagabhushana Rao
Y. Eswara Reddy

Chief Executive Officer
Chief Financial Officer
Vice President (Works)
Vice President (Marketing)
Senior General Manager (Mechanical)
Senior General Manager (Works)
Group General Manager (HR & MS)
General Manager (Quality Control)
General Manager (Projects)
General Manager (Marketing)

Registered Office

Sitha Nilayam,
153, Dwarakapuri Colony,
Punjagutta,
Hyderabad – 500 082.

Corporate Office

Anjani Cement Centre,
Plot No.7 & 8, D.No. 8-2-248/1/7,
Nagarjuna Hills Main Road,
Punjagutta, Hyderabad – 500 082.

Auditors

M. Anandam & Co.,
Chartered Accountants,
7 'A', Surya Towers, S.P. Road,
Secunderabad – 500 003.

Bankers

State Bank of India
Punjab National Bank
Indian Overseas Bank
State Bank of Hyderabad

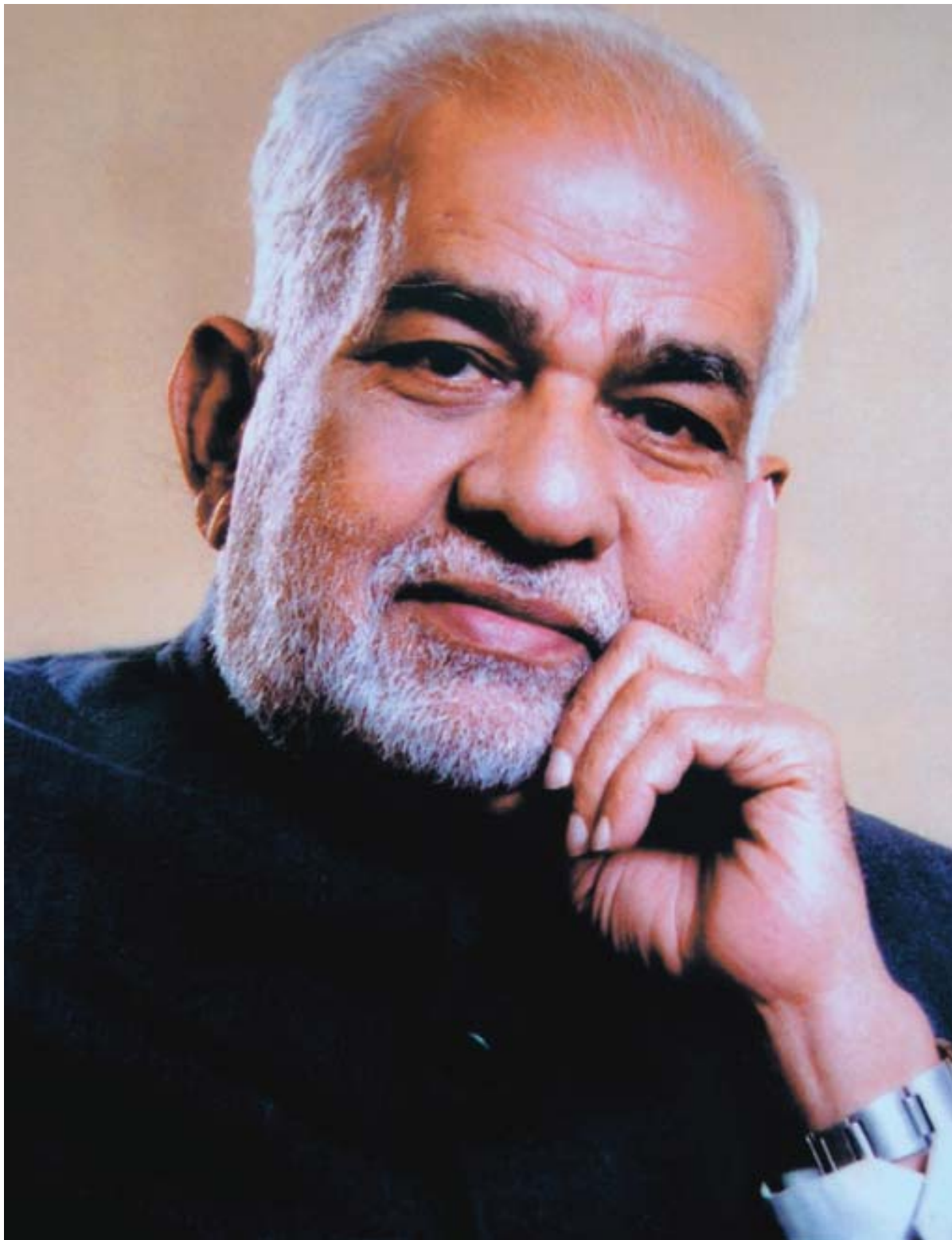
Factory

Chintalapalem (Village)
Mellacheruvu (Mandalam)
Nalgonda (District),
Andhra Pradesh – 508 246

Registrars & Share Transfer Agents

Sathguru Management Consultants (P) Ltd., Plot No.15, Hindi Nagar, Punjagutta,
Hyderabad – 500 034, Phone No(s) : 040-23356507, 23356975
E-mail : sta@sathguru.com

Anjani Portland Cement Limited



Padma Bhushan Dr. B.V. Raju - The Guiding Force

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Anjani Portland Cement Limited

Notice

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of Anjani Portland Cement Limited will be held on Tuesday, the 28th day of September, 2010, at 11.00 A.M. at Bhaskara Auditorium, B.M. Birla Science Centre, Adarsh Nagar, Hyderabad to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2010, and the Audited Balance Sheet together with the Report of the Board of Directors' and the Auditors' thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. P.S. Ranganath, who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.

Special Business:

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Mr. P.V. Subba Rao be and is hereby appointed as Director of the Company, liable to retire by rotation."
6. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.
"RESOLVED THAT Mr. P. Ramachandra Raju be and is hereby appointed as Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution.

"RESOLVED THAT, pursuant to the provisions of Sections 198, 269, 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals and permission of any authority as may be necessary for the re-appointment of Shri. K.V. Vishnu Raju as the Chairman and Managing Director of the Company for a further period of 5 (five) years with effect from 27th December, 2009 as under be and is hereby approved:

I. Salary:

Rs. 2,00,000/- p.m. (Rupees Two Lakhs Only) per month.

II. Perquisites:

1. House Rent Allowance at 50% of the Salary per month.
2. Education Allowance : For Two children upto Rs.10,000/- p.m.
3. Medical Reimbursement of actual expenses for self and family subject to a ceiling of half a month's salary per annum.



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4. Leave Travel Allowance for self and family once in a year subject to a maximum of half a month's salary per annum.

III. Other benefits:

1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.
4. Company car and Telephones: Use of the Company's Car and Telephone at residence and cell phone for official purposes.

IV. Commission on Profits:

@ 1.5% of the net profits of the Company.

The aggregate remuneration inclusive of salary, perquisites and commission shall be subject to the overall ceiling limits laid down in Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above remuneration as may be agreed to by the Board of Directors and the Charirman & Managing Director.

RESOLVED FURTHER THAT the terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Chairman & Managing Director in accordance with schedule XIII of the Act, or any amendments for the time being in force in this regard."

8. Re-appointment and payment of revised remuneration to Mr. P.V.R.L. Narasimha Raju.

To consider and if thought fit, to pass with or without modification the following Resolution as an Ordinary Resolution.

"RESOLVED THAT, pursuant to the provisions of Sections 198, 269, 309, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals and permission of any authority as may be necessary for the re-appointment of Shri. P.V.R.L. Narasimha Raju as the Executive Diector of the Company for a further period of 5 (five) years with effect from 01st April, 2010 as under be and is hereby approved:

I. Salary:

Rs. 1,20,000/- p.m. (Rupees One Lakh Twenty Thousand Only) per month.

II. Perquisites:

1. House Rent Allowance at 50% of the Salary per month.
2. Education Allowance : For Two children upto Rs.4,000/- p.m.
3. Medical Reimbursement of actual expenses for self and family subject to a ceiling of half a month's salary per annum.

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4. Leave Travel Allowance for self and family once in a year subject to a maximum of half a month's salary per annum.

III. Other Benefits:

1. Contribution to Provident Fund, Superannuation Fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure.
4. Company car and Telephones: Use of the Company's Car and Telephone at residence and cell phone for official purposes.

IV. Commission on Profits:

@ 1 % of the net profits of the Company.

The aggregate remuneration inclusive of salary, perquisites and commission shall be subject to the overall ceiling limits laid down in Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the different components of the above remuneration as may be agreed to by the Board of Directors and the Executive Director.

RESOLVED FURTHER THAT the terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Executive Director in accordance with schedule XIII of the Act, or any amendments for the time being in force in this regard."

9. To consider and if thought fit, to pass with or without modification the following Resolution as a Special Resolution.

"RESOLVED that pursuant to sections 16, 31 and 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Capital of the Company be and is hereby increased from Rs.21,00,00,000/- (Rupees Twenty One Crores Only) divided into Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and Rs.1,00,00,000/- (Rupees One Crore Only) 14% cumulative redeemable preference shares consisting of 10,00,000 (Ten Lakhs) shares of Rs.10/- (Rupees ten only) each to Rs.31,00,00,000/- (Rupees Thirty One Crores only) divided into Rupees 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity shares of Rs.10/- each, ranking pari passu with the existing equity shares and Rs.1,00,00,000/- (Rupees One Crore Only) 14% cumulative redeemable preference shares consisting of 10,00,000 (Ten Lakhs) shares of Rs.10/- (Rupees ten only) each."

"RESOLVED FURTHER that Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows: "The Authorised Share Capital of the Company is Rs.31,00,00,000/- (Rupees Thirty One Crores only) divided into Rupees 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) Equity shares of Rs.10/- each and Rs.1,00,00,000/- (Rupees One Crore Only) 14% cumulative redeemable preference shares consisting of 10,00,000 (Ten Lakhs) shares of Rs.10/- (Rupees ten only) each. The Company has the power from time to time to increase or reduce its capital in accordance with the provisions of the Companies Act, 1956."



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“RESOLVED FURTHER that Clause 4 of the Articles of Association of the Company be and is hereby altered to read as follows: “The Authorised Share Capital of the Company is Rs.31,00,00,000/- (Rupees Thirty One Crores Only) divided into Rupees 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000/- (Three Crores) Equity shares of Rs.10/- each and with rights and privileges and conditions there to attached as are provided by the regulations of the Company for the time being, and Rs.1,00,00,000/- (Rupees one Crore only) divided into 10,00,000 (Ten lakhs) 14% cumulative redeemable preference shares.”

“RESOLVED FURTHER that the Board of Directors be and are hereby authorized to do such other acts and deeds as may be necessary for giving effect to this resolution.”

Explonatory Statement

(Pursuant to Section 173 (2) of the Companies Act, 1956)

Item No. 5

Mr. P.V. Subba Rao was appointed as an Additional Director of the Company at the Board Meeting held on 30.10.2009 and as per provisions of Section 260 of Companies Act, 1956 he holds office as a Director up to the date of this Annual General Meeting. Company has received Notice from a member alongwith deposit of Rs.500/-, as required by Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. P.V. Subba Rao as a Director. According to Article 120 of the Articles of Association of the Company the director shall be liable to retire by rotation.

Except Mr. P.V. Subba Rao, none of the other directors is interested in the above said resolution.

The Board recommends the resolution for your approval.

Item No. 6

Mr. P. Ramachandra Raju was appointed as an Additional Director of the Company at the Board Meeting held on 12.08.2010 and as per provisions of Section 260 of Companies Act, 1956 he holds office as a Director up to the date of this Annual General Meeting. Company has received Notice from a member alongwith deposit of Rs.500/-, as required by Section 257 of the Companies Act, 1956, signifying his intention to propose Mr. P. Ramachandra Raju as a Director. According to Article 120 of the Articles of Association of the Company the director shall be liable to retire by rotation.

Except Mr. P. Ramachandra Raju, none of the other directors is interested in the above said resolution.

The Board recommends the resolution for your approval.

Item No. 7

Members of the Company are aware that the tenure of appointment of Mr. K.V. Vishnu Raju as Chairman and Managing Director of the Company expired on 27.12.2009. Keeping in view, the relentless efforts and valuable contribution made by Mr. K.V. Vishnu Raju towards the growth and success of the Company, the Board of Directors at their meeting held on 14.12.2009, approved re-appointment of Mr. K.V. Vishnu Raju as Chairman and Managing Director of the Company for a further period of 5 years w.e.f. 27th December, 2009 with a revision in the remuneration, subject to approval of members of the Company.

The Board recommends the resolution for your approval.



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None of the Directors of the Company except Mr. K.V. Vishnu Raju is interested in the said resolution.

Item No. 8

Mr. P.V.R.L. Narasimha Raju was appointed as Executive Director of the Company for a period of 5 years w.e.f. 1st April, 2006 on a remuneration of Rs.60,000/- p.m along with other perks and the members have duly approved the same at the 22nd Annual General Meeting held on 8th day of September, 2006. His term of appointment expires on 31.03.2011.

The share holders are informed that keeping in view, the valuable contribution made by Mr. P.V.R.L. Narasimha Raju towards the growth and success of the Company, the Board of Directors at their meeting held on 30.01.2010, approved revision in the remuneration and re-appointment of Mr. P.V.R.L. Narasimha Raju as Executive Director of the Company for a further period of 5 years w.e.f. 1st April, 2010, subject to approval of members of the Company.

The Board recommends this resolution for your approval.

None of the Directors of the Company except Mr. P.V.R.L. Narasimha Raju is interested in the said resolution.

Item No. 9

As present the Authorised Capital of the Company stands at Rs.21 Crores. As the Company is embarking on several expansion plans with a view to achieve faster growth, the Company needs to increase the long term financial resources. In order that a proposal can be made for infusion of further resources, the Company may have to consider further issue of capital with all necessary statutory approvals.

This resolution to amend the Memorandum of Association & Articals of Association to increase the authorized capital will be an enabling resolution based on which further necessary course of action can be taken up by the Board of Directors at a time as may be considered appropriate.

The Board recommends this resolution for your approval.

None of the Directors of the Company is interested in the said resolution.

By order of the Board

Place : Hyderabad
Date : 12.08.2010

K.V. Vishnu Raju
Chairman and Managing Director