



**Anjani Portland Cement Limited**

# **30th Annual Report**

## **2013-14**



**today, tomorrow and forever...**



30<sup>th</sup> Annual Report 2013 - 14

[www.anjaniment.com](http://www.anjaniment.com)

# Anjani Portland Cement Limited

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## Board of Directors

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Mrs. Geetha Muthiah		Managing Director (from 04.06.2014)
Mr. B. Ramesh		Additional Director (from 16.05.2014)
Mr. P. Gopal		Additional Director (from 16.05.2014)
Mr. V. Subramanian		Additional Director (from 16.05.2014)
Mr. K. V. Vishnu Raju		Director
Mr. P. V. R. L. Narasimha Raju		Director
Mr. R. A. Rama Raju		Director (upto 16.05.2014)
Mr. P. S. Ranganath		Director (upto 16.05.2014)
Mr. P. V. Subba Rao		Director (upto 16.05.2014)
Mr. P. Ramachandra Raju		Director (upto 16.05.2014)

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## Management Team

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Mr. N. Venkata Raju		Vice President (Works)
Mr. Ch. Gandhi Raju		Vice President (Marketing)
Mr. P. S. Raju		Group General Manager (HR & MS)
Mr. P. Ganapathi Raju		Sr. General Manager (Q.A)
Mr. M. Nagabhushana Rao		Sr. General Manager (Mechanical)
Mr. K. V. Gopala Raju		General Manager (Purchase)
Mr. D. V. Subba Raju		General Manager (E & I)
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Mrs. Anu Nair		Company Secretary (from 04.06.2014)

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### Registered Office

SithaNilayam,  
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.

### Statutory Auditors

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

### Cost Auditors

Narasimha Murthy & Co.,  
3-6-365, 104 & 105, Pavani Estate  
Himayat Nagar,  
Hyderabad – 500029, TS.

### Factory

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

### Internal Auditors

M. Bhaskara Rao & Co.,  
Chartered Accountants, 5-4, 5<sup>th</sup> Floor,  
"kautilya", 6-3-652, Somajiguda,  
Hyderabad – 500 482

### Registrars & Share Transfer Agents

Karvy Computershare Pvt. Ltd.,  
Plot No.17 to 24, VithalRao Nagar,  
Madhapur, Hyderabad – 500081

### Bankers

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

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# ANJANI PORTLAND CEMENT LIMITED

CIN:L26942TG1983PLC004323

RegdOffice :SithaNilayam, 153 Dwarakapuri Colony, Punjagutta, Hyderabad, Telangana 500082

## Notice

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Anjani Portland Cement Limited will be held on Wednesday, the 10th day of September, 2014, at 11.00 AM at Bhaskara auditorium, B M Birla Science Centre, Adarsh Nagar, Hyderabad 500063, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Statement for the year ended 31<sup>st</sup> March 2014 the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. K. V. Vishnu Raju, (DIN 00480361) who retires by rotation and being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr.P. V. R. L Narasimha Raju, (DIN 00480511) who retires by rotation and being eligible seeks re-appointment.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution,

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time M/s Ramanatham & Rao, Chartered Accountants (Firm Registration Number 002934-S) be and are hereby appointed as Auditors of the company to hold office from the conclusion of the Thirtieth Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration of ₹ 4,00,000 lakhs (Rupees Four Lakhs only) plus applicable taxes, if any, besides reimbursement of out of pocket expenses."

### SPECIAL BUSINESS

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

**"RESOLVED THAT** pursuant to provisions of Section 149 and Section 152 and all other provisions of the Companies Act, 2013 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) Mrs. Geetha Muthiah, (holding DIN: 03450246) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 16, 2014 pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as a Director of the Company.

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and the Schedule V and other applicable provisions (including any Statutory modifications or any enactments thereof for the time being in force) of the Companies Act, 2013 and subject to the approval of the Financial Institutions/Banks wherever required, the Consent of the Company be and is hereby accorded to the appointment of Mrs. Geetha Muthiah (DIN 03450246), as the Managing Director of the Company for a period of Five years with effect from the 04<sup>th</sup> June, 2014 subject to the provisions of the Articles of Association of the Company and control, superintendence and direction of the Board of Directors of the Company, who are hereby authorized to delegate to her such further powers of substantial management of the Company as they may deem fit."

**"RESOLVED FURTHER THAT** Mrs. Geetha Muthiah, Managing Director be paid a remuneration by way of commission which shall not exceed 5 % of the net profits of the company for each year during the tenure of her office."

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**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mrs. Geetha Muthiah, Managing Director, such that the remuneration payable to her shall not exceed the maximum limits prescribed under sub-section II (A) of Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company.”

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

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 and all other provisions of the Companies Act, 2013 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) Mr. B. Ramesh (DIN 01854178) who was appointed as an Additional Director of the Company with effect from May 16, 2014 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a Member under Section 160 of the Companies Act 2013, be and is hereby appointed as a Non - Executive Director of the Company who is liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement Mr. P. Gopal (DIN 06630431) who was appointed as an Additional Director of the Company with effect from May 16, 2014 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years with effect from the date of his appointment at the ensuing Annual General Meeting, and that he is not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 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) and Clause 49 of the Listing Agreement Mr. V. Subramanian (DIN 06693099) who was appointed as an Additional Director of the Company with effect from May 16, 2014 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years with effect from the date of his appointment at the ensuing Annual General Meeting, and that he is not liable to retire by rotation.”

10. To ratify the remuneration payable to Cost Auditors for the year 2014-15 by passing the following resolution as an Ordinary Resolution.

**“RESOLVED THAT** subject to Section 148 and other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) plus applicable Service Tax and out of pocket expenses, payable to M/s K. Narasimha Murthy (Firm Registration Number 000042) Cost Auditors for audit of cost records of the product manufactured by the company for the year ending 31<sup>st</sup> March 2015 as approved by the Audit Committee and Board of Directors of the Company be and is hereby ratified.”

11. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013

(corresponding Section 293 (1) (d) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company and in supersession of the Ordinary Resolution passed by the Members of the Company at the Extra Ordinary General Meeting held on 7th January, 2009, consent of the Company be and is hereby accorded to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the financial institutions, Company's Bankers and / or from any person or persons, firms bodies corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of ₹ 300 Crores (Rupees Three Hundred Crores Only)

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things as it may be in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

12. To consider and if thought fit, to pass the following resolution as a Special Resolution, with or without modifications.

**"RESOLVED THAT** pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 (corresponding Section 293 (1) (a) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the Ordinary Resolution passed by the Members of the Company at the 9<sup>th</sup> Annual General Meeting on 29<sup>th</sup> September 1993, consent of the company be and is hereby accorded to the Board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties, other assets and whole or substantially the whole of the undertaking(s) of the Company present and future, ranking pari-passu or otherwise and/or second and/or subservient and/or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions providing finances for purchase of assets and/or for the business of the Company or for the working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills discounting scheme or in favour of trustees for Debentureholders / Bondholders, FCCB holders that may be appointed hereafter, as security for the debentures/ bonds/ FCCBs that may be issued by the Company, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amount consented by the Company by the Resolution passed at this meeting pursuant to Section 180 (1) (c) of the Companies Act, 2013 i.e. ₹ 300 crores (Rupees Three Hundred Crores Only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/Bond/FCCB holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company."

By order of the Board  
B. Ramesh  
Chairman

Date: 12<sup>th</sup> August 2014

Place: Chennai

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## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting for the item Number 5 to 12 is annexed hereto. The relevant details as required under clause 49 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment/reappointment as directors are also annexed.
2. NOTES: (A) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered office, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc, must be supported by appropriate resolutions /authority as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the share capital of the company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 05.09.2014 to Wednesday, 10.09.2014 (both days inclusive).
4. Information relating to Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this meeting, as required under Clause 49 (G) (i) of the Listing Agreement with Stock Exchange is annexed to the Notice.
5. The company has appointed M/s. Karvy Computershare Pvt. Ltd as the Registrar and Share Transfer Agent to undertake all investor servicing activities, both demat and physical segments. All concerned are requested to send their documents and address all their correspondence directly to above Registrars.
6. As per Section 205 A of the Companies Act, 1956, the unclaimed dividend amounts out of the Dividend declared for the financial year ended 31<sup>st</sup> March 2007 shall be transferred to the Investor Education and Protection Fund of the Central Government after the expiry of 7 years from the date of transfer to Unpaid Dividend Account.
7. Shareholders holding shares in physical form are requested to notify change of address, if any, to the Share Transfer Agents (STA) of the Company, Karvy Computershare Pvt. Ltd., 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 immediately. Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc., to their respective depository participants. Bank details as furnished by the respective depository participants to the Company would be used for the purpose of distribution of dividend either through payment instrument or NECS. The company would not entertain any request from such members for change / deletion of such Bank details. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the concerned shareholders
8. In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there-under, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company or whose e-mail addresses are made available to the Company by the Depositories, are being sent with such documents in the electronic form. As a Shareholder of the Company, you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect. Physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.

## 9. PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Ballot Paper. Your folio/DP Client ID will be your User-ID.

User – ID	<p>For Members holding shares in Demat Form:-</p> <ul style="list-style-type: none"> <li>• For NSDL :- 8 Character DP ID followed by 8 Digits Client ID</li> <li>• For CDSL :- 16 digits beneficiary ID</li> </ul> <p>For Members holding shares in Physical Form:-</p> <ul style="list-style-type: none"> <li>• Event no. followed by Folio Number registered with the company</li> </ul>
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Password	Your Unique password is printed on the Ballot Paper / via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1800-3454-001** for any further clarifications.
- iv) Members can cast their vote online from 4<sup>th</sup> September 2014 @ 11.00 AM to 6<sup>th</sup> September 2014 @ 6.00 PM
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed .If you wish to confirm your vote, click on "OK", else to change your vote, click on " CANCEL "and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no.".

#### 10. Special Notice of Resolution under Section 115 of the Companies Act, 2013 for Appointment of Auditors.

M/s M. Anandam & Co., Chartered Accountants retire at the ensuing Annual General Meeting and have expressed their unwillingness to be reappointed for a further term. A Notice has been received from a Shareholder under Section 140 read with Section 115 of the Companies Act, 2013 proposing a resolution for appointment of M/s Ramanatham & Rao, Chartered Accountants (Regn No- 002934-S) as Auditors of the company. The subject resolution is appearing as Item No 4 in the Notice convening the Annual General Meeting which forms part of this Annual Report. M/s Ramanatham & Rao have also given their consent to act as Auditors, if appointed, and confirmed that the Appointment, if made, would be in compliance with Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.

The Board commends the Ordinary Resolution set out at number 4 for approval by shareholders.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of this resolution.