

36th Annual Report 2014 - 15



**KAKATIYA CEMENT
SUGAR & INDUSTRIES LTD.**



KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED

BOARD OF DIRECTORS:

Sri P Venkateswarlu

Sri P Veeraiah

Sri J S R Prasad

Sri J S Rao

Sri C Madhusudana Rao

Sri V B R Suryam

Sri T R C Bose

Sri B V Subbaiah

Sri A Chengappa

Sri K. Venkat Rao

Smt. J Shalini

Chairman & Managing Director

Joint Managing Director

Director

Director

Director

Director

Director

Director

Director

Director

Additional Director

SENIOR EXECUTIVES

Sri R Ramakrishna

Sri M Bhavani Dattu

Sri D G K Raju

Sri Ramaswamy Ettikan

Company Secretary

Chief Financial Officer

Vice President (Cement Works)

General Manager (Sugar Works)

AUDITORS

M/s. M. Anandam & Co.,

Chartered Accountants,

SECUNDERABAD

COST AUDITORS

M/s. Narasimha Murthy & Co.,

Cost Accountants,

HYDERABAD

BANKERS

State Bank of India

Ashok Nagar Branch,

Hyderabad

Andhra Bank

Ashok Nagar Branch,

Hyderabad

REGISTERED OFFICE

1-10-140/1, "GURUKRUPA"

Ashok Nagar,

HYDERABAD-500 020

REGISTRARS

XL SOFTECH Systems Limited,

3, Sagar Society, Road No.2, Banjara Hills,

HYDERABAD-500 034

FACTORIES

CEMENT:

Srinivasa Nagar

Mellacheruvu Mandal

Nalgonda Dist. Telangana

SUGAR & POWER:

Peruvancha Village

Kallur Mandal

Khammam Dist. Telangana



**KAKATIYA CEMENT SUGAR AND
INDUSTRIES LIMITED**

NOTICE

NOTICE is hereby given that the **THIRTY SIXTH ANNUAL GENERAL MEETING of KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED** will be held on Monday, the 10th day of August, 2015 at 11.00 A.M at Sri Thyagaraya Gana Sabha, Vivek Nagar, Chikkadapally, Hyderabad - 500 020 to transact the following Business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March 2015, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Sri J S Rao having Director Identification Number 00029090, who retires by rotation and being eligible for re-appointment.
4. To appoint M/s.M.ANANDAM & COMPANY, Chartered Accountants, Regn.No.000125S as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution.

"RESOLVED THAT Smt. J Shalini be and is hereby appointed as Director of the Company, liable to retire by rotation."

By Order of the Board
for **KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED**

Place : Hyderabad
Date : 28th May 2015

R. Ramakrishna
Company Secretary



KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll only instead of himself/herself. Such proxy need not be a member of the company.
2. The Register of Members and Share Transfer Books will remain closed from 03.08.2015 to 10.08.2015 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registered Office with their Folio Number(s) with their e-mail address.
4. The Dividend, after declaration, will be paid to those shareholders whose names stand on the Register of Members on 10th August 2015. The Dividend in respect of shares held in the electronic form will be paid to the beneficial owners of shares whose names appear in the list furnished by the Depositories for this purpose as on 10th August 2015. The Dividend will be paid on or before 9th September 2015.
5. The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the Bank Account details furnished by the Depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the Bank details, if available, on the payment instrument for distribution of dividend.
6. As per provisions of Section 124 of the Companies Act, 2013 the Company has already transferred to the Investors Education and Protection Fund, the amount of all unclaimed dividends declared up to and including the financial year ended 31st March 2007. The amount of unclaimed dividends for the financial year ended 31st March 2008 will be transferred to the Investors Education and Protection Fund by October 15th 2015.
7. As per the provisions of Section 124 of the Companies Act, 2013, the Company is required to transfer dividend, which remains unpaid or unclaimed for a period of 7 years, to the Investors Education and Protection Fund set up by the Central Government. Shareholders, who have not claimed their dividend for any year from the financial year ended March 31, 2009 onwards, are requested to lodge their claim with the Company.
8. (a) The Company's shares are listed with the The National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited, Mumbai (BSE).
(b) The Annual Listing Fee for the year 2015-2016 has been paid to these two Stock Exchanges.
9. All the shareholders are requested to intimate their e-mail address to the Company at kcsilcs@gmail.com for sending by e-mail the Notice and Annual Report.
10. As per SEBI circular No.CIR/MRD/DP/10/2013 dated March 21, 2013, dividend payments to investors are made electronically through ECS. Shareholders are requested to update bank details with the depositories to ensure that dividend is credited promptly. Those shareholders who hold shares in physical form are requested to communicate their bank account number, Name of the Bank and address to: kcsilcs@gmail.com.
11. Electronic copy of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 36th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. They can also visit the company's website www.kakatiyacements.com where the notice is uploaded.
12. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.kakatiyacements.com in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: shares@kakatiyacements.com



13. *The e-voting period commences on 4th August, 2015 (11:00 AM) and ends on 6th August, 2015 (11:00 AM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3rd August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.*
14. *The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 3rd August, 2015.*

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 4th August, 2015 (11:00 AM) and ends on 6th August, 2015 (11:00 AM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 3rd August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

15. Mrs. Manjula Aleti, Company Secretary Practice (Membership No.ACS31661, Cop 13279) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company



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ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Smt. J Shalini was appointed as an Additional Director of the Company at the Board Meeting held on 06.08.2014 and as per the provisions of the Section 149(1) of Companies Act, 2013 she holds office as a Director up to the date of this Annual General Meeting. Company has received Notice from a member along with deposit of ₹ 500/- as required by Section 149(1) of the Companies Act 2013, signifying his intention to propose Smt. J. Shalini as a Director. According to Article 36(e) of the Articles of Association of the Company the director shall be liable to retire by rotation.

None of the Directors excepting Sri J.S.R. Prasad of the Company are interested in the said resolution.

Your Directors recommend the resolution for approval.

By Order of the Board
for **KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED**

Place : Hyderabad
Date : 28th May 2015

R. Ramakrishna
Company Secretary



KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the 36th Annual Report together with the Audited Accounts for the year ended 31st March 2015.

FINANCIAL RESULTS

The Financial Results for the year ended 31st March, 2015 are summarised below:

	(₹ in Lacs)	
Particulars	2014-15	2013-14
Income (Sale and other Income)	19534.00	20324.37
Profit before Depreciation, Interest & Taxes	2075.46	1678.01
Depreciation	247.40	713.77
Interest	81.07	46.04
Provision for Taxation	349.53	178.68
Provision for Deferred Taxation	(13.54)	(144.54)
Profit after Taxation	1411.00	884.06
Profit brought forward from Previous year	12068.89	11518.80
Less: Adjustment for depreciation on fixed asset (See Note No. 3.1)	7.34	-
APPROPRIATIONS		
Transfer to General Reserve	141.10	88.40
Proposed Dividend	209.89	209.89
Corporate Tax on Dividend	42.72	35.67
Balance carried over to Balance Sheet	13078.84	12068.89

Segment-wise performance has been furnished under Notes on Accounts.

DIVIDEND

Your Directors are pleased to recommend for your consideration a Dividend of ₹ 2.70 per equity share for the year ended 31.03.2015, as against ₹ 2.70

per equity share in the previous year aggregating an amount of ₹ 245.56 Lacs including Dividend Distribution Tax.

PERFORMANCE OF THE YEAR UNDER REVIEW

Cement Division:

During the year under review, the Cement Division has produced 2,60,685 MT of cement as against 2,51,535 MT of cement for the previous year. The profit for the Division was ₹ 1319.13 Lacs as against ₹ 475.93 Lacs for the previous year.

Sugar Division:

The Sugar Division crushed 2,31,086 MT of sugarcane for the current season as against 2,20,815 MT for the previous season. The recovery rate was 10.48% compared to 10.20% for the previous season. The Loss for the Division was ₹ 1971.50 Lacs as against profit of ₹ 1038.87 Lacs for the previous year.

Power Division:

During the year under review, the Power Division has generated 9,19,76,742 KWH against 8,54,62,160 KWH of power for the previous year. The Profit for the Division was ₹ 2063.38 Lacs as against Profit of ₹ 1446.99 Lacs for the previous year.

CURRENT YEAR OUTLOOK:

Cement Division:

Rising input costs, Transportation costs, competitive selling prices are responsible for decreasing in margins. With the State Governments (Both Telangana & Andhra Pradesh) thrust on infrastructure and housing, demand for cement is expected to increase in the coming years. It is targeted to achieve 2,75,000 MT of cement production/sales during the year 2015-16.

Sugar Division:

Persistent fall in sugar prices coupled with unabated rise in sugar-cane prices resulted in huge losses in sugar division though there was an overall increase in the sugar production during the year. Sugarcane crop in the factory zone is likely to remain stable as last year. It is expected to crush



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over 250,000 lakh MT during the crushing season 2015-16.

Power Division:

The matters relating to down ward revision of tariff by the APERC on the Power sales to APTRANSCO, and PLF ceiling, contested in the Courts by the Company are pending. Much depends on the power policy of the new government.

INSURANCE:

All the properties of the Company including its buildings, Plant and Machinery and Stocks wherever required have been adequately insured.

NUMBER OF BOARD MEETINGS:

The Board of Directors met 4 (four) times in the year 2014-15. The details of the board meetings and the attendance of the Directors are provided in the Corporate Governance Report.

EXTRACT OF THE ANNUAL RETURN:

The extract of the Annual Return in form MGT 9 is enclosed as annexure-2.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors of the Company hereby declares and states that -

1. In the preparation of annual accounts, the applicable accounting standards have been followed and there were no material departures therefrom.
2. The Directors had 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 status of the Company as on 31st March, 2015 and Profit & Loss Account of the Company for the year ended as on 31st March, 2015.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.

4. The accounts were prepared on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

EVALUATION OF THE BOARD'S PERFORMANCE:

In compliance with the Companies Act, 2013, and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. More details on the same is given in the Corporate Governance Report.

COMPOSITION OF AUDIT COMMITTEE:

The Board has constituted the Audit Committee which comprises of Mr. C Madhusudana Rao as the Chairman and Mr. J S Rao, Mr. B V Subbaiah and Mr. T R C Bose as the Members.

REMUNERATION POLICY:

The Company follows a policy on remuneration of Directors and Senior Management Employees. The Policy is approved by the Nomination & Remuneration Committee and the Board. More details on the same is given in the Corporate Governance Report.

DISCLOSURE AS PER SECTION 197(12)

Refer Annexure - 3

STATEMENT OF DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The independent Directors have submitted the declaration of independence as per the provisions of Section 149(7) of the Companies Act, 2013 stating that they meet criteria of independence as per Section 149(6) of the Companies Act, 2013.

ENVIRONMENTAL PROTECTION:

The Company consciously makes efforts to preserve the environment and control the pollution from time to time.



Planting of saplings and seedlings in and around the factories and colonies is being done on a continuous basis, so as to develop green belt around the plant to improve the environment.

AUDITORS:

M/s. M. ANANDAM & CO., Chartered Accountants, Secunderabad, the Auditors of the Company retire at the conclusion of this Annual General Meeting and they are eligible for re-appointment.

COST AUDIT:

For the year ended 31st March 2015, with the approval of Central Government, M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad have been appointed to conduct the Cost Audit. In respect of financial year 2013-2014 Cost Audit Report was filed on 27.09.2014. In respect of 2014-2015 it will be filed before the due date i.e. 30th September 2015.

**SECRETARIAL AUDITOR AND SECRETARIAL
AUDIT REPORT:**

The Board had appointed Ms. Rekha Gadwal, Company Secretary in whole-time Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2014-2015. The report is enclosed as Annexure-1.

**VIGIL MECHANISM/WHISTLE BLOWING
POLICY:**

Fraud free and corruption free work culture has been core to the company. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put an even greater emphasis to address this risk.

**MANAGEMENT DISCUSSION AND ANALYSIS
REPORT:**

a. Industry Structure And Developments:

With the bifurcation of Andhra Pradesh in to two new states, and with a new capital for Andhra coming up, the coming years are likely to see an upswing in the infrastructure development. Further, with a new government at the centre, promising development, there is a positive expectation from the industry.

Therefore, with efficient Management and sustained demand the outlook for next year is likely to be encouraging.

Sugar being an agro-based industry needs good rainfall and irrigation facilities. However with the expectation of a reasonably good monsoon, we are optimistic about the availability of sugar cane and we are hopeful of sustaining last year's performance in terms of crushing quantity. As far as Power operations are concerned, with sustained performance in sugar cane crushing and adequate availability of bagasse, we look forward to sustained generation of power. However much depends upon the outcome of APERC's decision on revision of tariff and also the new government's policy on power.

b. Opportunities and threats:

The scenario for infrastructure looks encouraging with the formation of new capital in process. However, until the government funding actually starts on infrastructure and capital construction, we have to tackle the bottlenecks in terms of rising input costs, pressure on margin, etc. However with the forecasted demand for cement for the year 2014-2015, outlook for cement industry though challenging appears encouraging.

c. Segment or product-wise performance:

Segment-wise or product-wise performance has already been furnished elsewhere in this Report.

d. Outlook:

Division-wise outlook has already been furnished elsewhere in this Report.

e. Risks and concerns:

The Cement, Sugar and Power industries being core industries, there is no risk of product obsolescence or steep fall in demand by way of product substitution or otherwise and therefore, your Directors do not foresee any major risks and concerns, in the near future except as discussed elsewhere in this Report.