



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

BOARD OF DIRECTORS:

P. Venkateswarlu

P. Veeraiah

J.S.R. Prasad

J. Seshagiri Rao

J. Lakshmi Nalini

C. Madhusudana Rao

V.B.R. Suryam

T.R.C. Bose

B.V. Subbaiah

A. Chengappa

Chairman & Managing Director

Joint Managing Director

Director

Director

Director

Director

Director

Director

Director

Additional Director (from 14.08.2010)

SENIOR EXECUTIVES

P. Radha

K. Sri Hari

Y. Venkataramaiah

K.S. Rami Reddy

R. Ramakrishna

Chief Executive

General Manager (Cement Works)

General Manager (Sugar Works)

General Manager (F & A)

Company Secretary

AUDITORS

M/s. M. Anandam & Co.,

Chartered Accountants,

SECUNDERABAD

COST AUDITORS

M/s. Narasimha Murthy & Co.,

Cost Accountants,

HYDERABAD

BANKERS

State Bank of India

Industrial Finance Branch

Somajiguda, Hyderabad

Andhra Bank

Specialised Corporate Finance Branch

Somajiguda, 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. A.P.

SUGAR & POWER:

Peruvancha Village

Kallur Mandal

Khammam Dist. A.P.



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING of KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED** will be held on Friday, the 24th day of September, 2010 at 03.00 P.M at Surana Udyog Auditorium, FAPCCI Premises, Red Hills, Hyderabad - 500 004 to transact the following Business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2010, 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 Sri C. Madhusudana Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Sri V B R Suryam, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Sri T R C Bose, who retires by rotation and being eligible, offers himself for re-appointment.

6. To appoint M/s. M. ANANDAM & CO., Chartered Accountants, 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:

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

"RESOLVED THAT Mr. Avula Chengappa 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 : 14.08.2010

R. Ramakrishna
Company Secretary



KAKATIYA CEMENT SUGAR & 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 20.09.2010 to 24.09.2010 (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).
4. The Dividend, after declaration, will be paid to those shareholders whose names stand on the Register of Members on 24th September 2010. 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 24th September 2010. The Dividend will be paid on and from October 15, 2010.
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 205A of the Companies Act, 1956 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 2002.

As per the provisions of Section 205A, 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, 2003 onwards, are requested to lodge their claim with the Company.

7. (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 2010-2011 has been paid to the two Stock Exchanges i.e., BSE and NSE.

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 :

ITEM NO. 7:

Mr. Avula Chengappa was appointed as an Additional Director of the Company at the Board Meeting held on 14.08.2010 and as per the provisions of the 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 along with deposit of Rs.500/- as required by Section 257 of the Companies Act 1956, signifying his intention to proposed Mr. Avula Chengappa as a Director. According to Article 51 of the Articles of Association of the Company the director shall be liable to retire by rotation.

None of the Directors 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 : 14.08.2010

R. Ramakrishna
Company Secretary



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

DIRECTORS' REPORT

To
The Members

Your Directors have pleasure in presenting the 31st Annual Report together with the Audited Accounts for the year ended 31st March 2010.

FINANCIAL RESULTS

The Financial Results for the year ended 31st March, 2010 are summarised below:

	(Rs. in Lakhs)	
Particulars	2009-10	2008-09
Income (Sale and other Income)	12167.51	14307.39
Profit before Depreciation, Interest & Taxes	2339.45	3794.65
Depreciation	803.60	781.64
Interest	57.09	301.54
Provision for Taxation	516.82	768.74
Provision for Deferred Taxation	(157.16)	(175.67)
F B T	—	8.08
Profit after Taxation	1119.10	2110.32
Profit brought forward from Previous year	7931.06	6341.31
APPROPRIATIONS		
Transfer to General Reserve	150.00	275.00
Proposed Dividend	209.89	209.89
Corporate Tax on Dividend	34.86	35.68
Balance carried over to Balance Sheet	8655.41	7931.06

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

DIVIDEND

Your Directors are pleased to recommend for your consideration a Dividend of Rs. 2.70 per equity share for the year ended 31.03.2010, as against Rs.2.70 per equity share in the previous year aggregating an amount of Rs.244.75 including Dividend Distribution Tax.

PERFORMANCE OF THE YEAR UNDER REVIEW

Cement Division:

During the year under review, the Cement Division has produced 2,58,863 MT of cement as against 2,36,612 MT of cement for the previous year. The profit for the Division was Rs.980.65 lakhs as against Rs.1,050.11 lakhs for the previous year.

Sugar Division:

The Sugar Division crushed 48,575 MT of sugarcane for the current season as against 86,996 MT for the previous season. The recovery rate was 9.19% compared to 9.59% for the previous season. The profit for the Division was Rs.154.26 lakhs as against Rs.817.69 lakhs for the previous year.

Power Division:

During the year under review, the Power Division has generated 4,69,03,336 KWH against 6,77,21,066 KWH of power for the previous year. The Profit for the Division was Rs.343.85 lakhs as against Rs.843.67 lakhs for the previous year.

CURRENT YEAR OUTLOOK:

Cement Division:

In the first three months of the current year i.e. April - June 2010, the production of cement was 64,122 MT as against 70,515 MT of the first three months of the previous year. Your Directors expect that current price realisations will improve during the remaining part of the current year.

Sugar Division:

Sugarcane crop in the factory zone is likely to improve and estimated to crush double the last year quantity during the crushing season 2010-11.

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.

FIXED DEPOSITS:

The aggregate amount of deposits accepted by the Company as on 31.03.2010 stood at Rs.95.51 lakhs.



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There were no fixed deposits, which were matured but not paid, other than unclaimed deposits, as on that date.

INSURANCE:

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

PARTICULARS OF EMPLOYEES:

The information required under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended, forms part of this Report. However, the report and accounts are being sent to all the shareholders of the company excluding the above information. Those shareholders, who desire to obtain these particulars, would be provided the same upon receiving such request.

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, 2010 and Profit & Loss Account of the Company for the year ended as on 31st March, 2010.
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.

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:

The Central Government had ordered audit of cost accounts relating to manufacture of cement. For the year ended 31st March 2010, with the approval of Central Government, M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad have been appointed to conduct the Cost Audit.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

a. Industry Structure And Developments:

Implementation of major irrigation projects, setting up of special economic zones, National and State high ways, housing projects etc has sustained the increase in demand for cement for the year 2009-10 and out look of the Cement Industry appears to be stable.

Sugar being an agro-based industry needs good rainfall and irrigation facilities. Due to the lining works of Wyra canal the Irrigation facilities in the factory Zone have suffered resulting in lesser crop cultivation. However with the expectation of a reasonably good monsoon the area under sugar cultivation is likely to go up resulting in considerable improvement over last season crushing. As far as Power operations are concerned, with the improvement in sugar cane crushing, the availability of bagasse will also improve, resulting in higher generation of power. Further the directions issued by the Government of Andhra Pradesh for generation of power during non-crushing season by using coal as fuel will also improve the performance of the power division.



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b. Opportunities and threats:

With the continued emphasis by the Government on infrastructure sector and housing sector, the demand for the cement is expected to remain strong.

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 nor 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.

f. Internal control systems and their adequacy:

The Company has adequate internal control system. Apart from this, the Company also has independent internal auditors, who conduct periodical audit and their report is taken into account by the Audit Committee for its review and suggest remedial actions wherever required.

g. Financial Performance with respect to operational performance:

This has been already discussed elsewhere in this Report.

h. Human Resources / Industrial Relations:

Presently the Company enjoys cordial industrial relations with employees and believes that human resources are an invaluable asset. The Board wishes to place on record its appreciation to all employees for their efforts and cooperation for the performance and growth of business during the year.

i. Social Responsibility:

During the financial year ended 31st March 2010 your Company supplied cement at concessional

price to the State Government as part of its Indiramma Housing Welfare Scheme.

j. CAUTIONARY STATEMENT:

Statements in this "Management Discussion & Analysis" may be considered to be "forward looking statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, increased installed capacity, finished goods prices, raw materials availability and prices, cyclical demand and pricing in the Company's markets, changes in Government regulations, tax regimes, besides other factors, such as litigations and labour negotiations.

ACKNOWLEDGEMENTS:

Your Directors thank the State Bank of India, Industrial Finance Branch, Somajiguda, Hyderabad and Andhra Bank, Specialised Corporate Finance Branch, Somajiguda, Hyderabad for extending the support towards working capital to meet the requirements of its operations.

Your Directors appreciate the support and the cooperation received from the State Government, NEDCAP, APTRANSCO and the Central Government for the Company's growth and development.

Your Directors would like to convey the deep appreciation to all the employees and workers of the Company for their sustained effort and wholehearted co-operation throughout the year.

Your Directors thank the Distributors, Dealers and Suppliers for their continuous support and active involvement.

Finally your Directors record their deep sense of gratitude to all the Shareholders for the abundant confidence reposed in the Board of Directors.

For and on behalf of the Board

Place : Hyderabad

Date : 14.08.2010

P. VENKATESWARLU

**Chairman &
Managing Director**



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

ANNEXURE TO DIRECTORS' REPORT:

Particulars required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

- a) Energy Conservation Measures adopted : NIL
- b) Additional Investments and Proposal for reduction of Consumption of energy : NIL
- c) Impact of the above measures : NIL
- d) Total Energy Consumption and Energy Consumption per unit of production : FORM "A" Enclosed.

B. TECHNOLOGY ABSORPTION

Efforts made in Technology Absorption FORM "B" Enclosed

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Activities relating to exports, initiatives taken to increase exports, development of new export market for product & services and export plans. Exports are not contemplated at present.
- Total foreign exchange used : Nil
- Total foreign exchange earned : Nil

FORM-A

Form for Disclosure of particulars with respect to Conservation of Energy

(Rs. in lakhs)

		CURRENT YEAR 2009-10			PREVIOUS YEAR 2008-09		
		CEMENT	SUGAR	POWER	CEMENT	SUGAR	POWER
A.	POWER & FUEL CONSUMPTION						
1	ELECTRICITY						
(a)	Purchased (KWH)	2,82,28,684	27,32,961	--	2,79,76,689	47,50,302	--
	Total Amount (Rs.)	10,43,01,091	1,14,11,268	--	10,19,54,987	1,84,36,714	--
	Rate per Unit (Rs.)	3.69	4.17	--	3.64	3.88	--
(b)	OWN GENERATION						
	Through Diesel						
	Generators (Units)	6,41,724	--	--	5,76,229	--	--
	Total Amount (Rs.)	65,36,149	--	--	63,40,327	--	--
	Cost per Unit (Rs.)	10.18	--	--	11.00	--	--
2	FUEL						
(a)	COAL						
	Quantity (MT)	56,149	--	44,961	56,417	--	27,542
	Total Cost (Rs.)	17,30,92,083	--	9,55,49,288	17,50,56,340	--	5,48,68,754
	Average Rate (Rs.)	3,082.73	--	2,125.15	3,102.90	--	1,992.18
(b)	DIESEL/ LDO						
	Quantity (Ltrs.)	--	--	--	15,172	--	--
	Total Cost (Rs.)	--	--	--	5,25,989	--	--
	Average Rate (Rs.)	--	--	--	34.66	--	--



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(Rs. in lakhs)

	CURRENT YEAR 2009-10			PREVIOUS YEAR 2008-09		
	CEMENT	SUGAR	POWER	CEMENT	SUGAR	POWER
(c) Bagasse/Steam						
Quantity (MT)	--	26171	14611	--	60,281	83,253
Total Cost (Rs.)	--	1,18,55,463	1,16,88,800	--	2,87,54,037	6,66,02,400
Average Rate (Rs.)	--	453.00	800.00	--	477.00	800.00
B. CONSUMPTION PER UNIT OF PRODUCTION						
1. Electricity (KWH)						
Cement (MT)	107.103	--	--	115.601	--	--
Sugar (KGS)	--	0.562	--	--	0.435	--
Power (KWH)	--	--	0.101	--	--	0.091
2. Coal (MT)	0.213	--	--	0.246	--	--
(Per tonne of clinker)						

FORM - B

Form for disclosure of particulars with respect to Absorption, Research & Development (R & D):

1. Specific areas in which R & D carried out by the Company
2. Benefits derived as a result of the above R & D
3. Future plan of action
4. Expenditure on R & D
 - A. Capital
 - B. Recurring
 - C. Total
 - D. Total R & D expenditure as a Percentage of total turnover

There is no separate Research and Development Wing as the scale of Company's operations are relatively small. However, the Company has fairly good laboratory with adequate testing facility to ensure quality of various inputs and also finished products. Besides the Company continuously endeavours to improve production process and product quality and encourages the technicians and workers to innovate.

TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION - NOT APPLICABLE

For and behalf of the Board

Place : Hyderabad
Date : 14.08.2010

P. VENKATESWARLU
Chairman & Managing Director



KAKATIYA CEMENT SUGAR & INDUSTRIES LIMITED

CORPORATE GOVERNANCE REPORT

THE CORPORATE GOVERNANCE CODE & COMPANY'S PHILOSOPHY

The Company attaches importance to good Corporate Governance and the code of governance as formulated by the Stock Exchanges/SEBI and other authorities. It will be the endeavor of the Board of Directors that the Company is so governed as to maximise the benefits of all stake-holders i.e., shareholders, employees, customers, society and others. The Company has been implementing the various clauses of Corporate Governance from time to time.

BOARD OF DIRECTORS:

The Board of Directors of the Company effectively comprised of 10 Directors, out of which 2 are whole-time directors. The proportion of independent Directors is more than 50% as the Company has Executive Chairman. During the year under review, there were in all five (5) meetings of the Board of Directors and the maximum time gap between any two Board meetings was 91 days and the following is the attendance of the Directors:

Sl. No.	Name of the Director	No. of meetings attended	Whether Attended the last Annual General Meeting	No. of Directorships in other Boards	No. of Memberships in other Board Committees
01.	P. Venkateswarlu	5	YES	1	NIL
02.	P. Veeraiah	5	YES	1	NIL
03.	J.S.R. Prasad	4	YES	8	4
04.	T.R.C. Bose	5	YES	5	4
05.	J. Seshagiri Rao	4	NO	8	5
06.	J. Lakshmi Nalini	1	NO	NIL	NIL
07.	C. Madhusudana Rao	5	YES	4	NIL
08.	V.B.R. Suryam	5	YES	NIL	NIL
09.	B.V.Subbaiah	1	YES	1	1
10.	M. Narasimha Rao*	4	NO	NIL	NIL

* Ceased w.e.f 13.01.2010.

The dates of Board Meeting held during the year under review are: 27.04.2009, 24.07.2009, 22.08.2009, 28.10.2009 and 25.01.2010.

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Sri C. Madhusudhana Rao, Sri V B R Suryam and Sri T R C Bose retire by rotation and are eligible for reappointment.

Mr. Avula Chengappa who was appointed as Additional Director on 14.08.2010 also retires at this Annual General Meeting. Pursuant to the provisions of Section 257 of the Companies Act, 1956 he is eligible for appointment.

Particulars, required to be furnished under clause 49 of the Listing Agreement, of Directors who are proposed to be appointed/reappointed at the ensuing AGM

Sri C. MADHUSUDHANA RAO:

Sri C. Madhusudana Rao, aged 73 years, is Chartered Accountant by profession having vast experience in the field of finance and accounting.

Sri V B R SURYAM:

Sri. V.B.R. Suryam, aged about 78 years is a Cement Technologist. He was associated with may cement Companies including ACC, Rasi Cement and wide experience in his credit.

Sri T R C BOSE:

Sri T.R.C. Bose, aged about 70 years is a former Director (Projects) of APTRANSCO. He is also Director of IVRCL Infrastructure & Projects Ltd., Vijai Electricals Limited and Konaseema Gas Power Limited.

Sri A. CHENGAPPA:

Sri A. Chengappa, aged 70 years is a Retired IAS Officer. He was Secretary to Government in General Administration Department, Revenue, Panchayat Raj and was also Additional Director General of MCRHRD Institute of Andhra Pradesh.



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GENERAL BODY MEETINGS:

The last three Annual General Meetings were held as under:

Sl. No.	Location	Date and Time	Whether any special resolutions were passed	Postal Ballots
01	Surana Udyog Auditorium, FAPPCI Premises, Red Hills, Hyderabad	29.09.2007 04.00 P.M	Yes	N.A.
02.	Surana Udyog Auditorium, FAPPCI Premises, Red Hills, Hyderabad	25.09.2008 11.00 A.M	Yes	N.A.
03.	Surana Udyog Auditorium, FAPPCI Premises, Red Hills, Hyderabad	25.09.2009 11.00 A.M	No	N.A.

SHAREHOLDERS / INVESTORS GRIEVANCES:

The Company accords utmost attention for resolving shareholders/investors/grievances/complaints. Complaints received from shareholders/investors directly or through Stock Exchanges or SEBI are replied immediately. There are no outstanding unresolved complaints.

SHAREHOLDERS GRIEVANCE COMMITTEE:

The Board of Directors of the Company constituted Shareholders Grievance Committee consisting of the following Directors, to deal with complaints regarding transfer/ transmission of shares; non-receipt of share certificates, dividends, annual reports and such other matters:

Sri C. Madhusudana Rao	-	Chairman
Sri T.R.C. Bose	-	Member
Sri M. Narasimha Rao (upto 13.01.2010)	-	Member

Mr. R. Ramakrishna, Company Secretary is the Compliance Officer.

Email-id of Investor Grievances: shares@kakatiyacements.com

Number of Shareholders complaints received so far.

During the year the Company has received 11 complaints and all have been resolved and there is no pending complaint.

AUDIT COMMITTEE:

The Board of Directors of the Company constituted Audit Committee consisting of the following Directors, with the role and responsibilities duly defined and in accordance with the applicable statutory and other requirements. During the year, in all, 5 meetings of the Committee took place and attendance thereat is as under:

Name of the Director	No. of Meetings Attended
Sri C. Madhusudana Rao	- Chairman 5
Sri T.R.C. Bose	- Member 4
Sri M. Narasimha Rao	- Member 4
Sri J. Seshagiri Rao	- Member 5

REMUNERATION OF DIRECTORS & REMUNERATION COMMITTEE:

Other than the whole-time Directors, no other Director receives any remuneration from the Company excepting Sitting Fees for attending the Board Meetings. The details of remuneration paid to the whole-time Directors is mentioned in Schedule XII (Notes on Accounts) to the Balance Sheet of the Company.

The Board of Directors of the Company constituted Remuneration Committee consisting of the following Independent Directors, with the role and responsibilities duly defined and in accordance with the applicable statutory and other requirements.