



**Keerthi**  
***Industries Limited***  
(Formerly known as Suvarna Cements Limited)

**32<sup>nd</sup>**  
***Annual Report 2014 - 2015***



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## CORPORATE INFORMATION

### Board of Directors

- |                                |                       |
|--------------------------------|-----------------------|
| 1. Smt. J.Triveni              | Executive Chairperson |
| 2. Sri. J. S. Rao              | Managing Director     |
| 3. Sri. K.Harishchandra Prasad | Director              |
| 4. Sri. J.Sivaram Prasad       | Director              |
| 5. Sri. E.Siva Sankaram        | Director              |
| 6. Sri. Boddu Venkata Subbaiah | Director              |

### Chief Financial Officer (CFO)

Sri. Y. Venkateshwara Rao  
(Appointed w.e.f. 31<sup>st</sup> March 2015)

### Company Secretary

Mr. Rajesh Kumar Yadav  
(Appointed w.e.f. 29.05.2015)

Sri. R Srinivasa Rao  
(Resigned w.e.f. 02<sup>nd</sup> April, 2015)

Company Secretary

### Committees of the Board

#### I. Audit Committee

- |                                 |          |
|---------------------------------|----------|
| 1. Sri. E. Siva Sankaram        | Chairman |
| 2. Sri. K. Harishchandra Prasad | Member   |
| 3. Sri. Boddu Venkata Subbaiah  | Member   |
| 4. Sri. J. S. Rao               | Member   |

#### II. Remuneration & Nomination Committee

- |                                 |          |
|---------------------------------|----------|
| 1. Sri. K. Harishchandra Prasad | Chairman |
| 2. Sri. E. Siva Sankaram        | Member   |
| 3. Sri. Boddu Venkata Subbaiah  | Member   |
| 4. Sri. J. Sivaram Prasad       | Member   |

#### III. Stakeholders Relationship Committee (Formerly Share Transfer & Investors' Grievance Committee)

- |                                |          |
|--------------------------------|----------|
| 1. Sri. Boddu Venkata Subbaiah | Chairman |
| 2. Sri. J. S. Rao              | Member   |
| 3. Smt. J.Triveni              | Member   |

#### IV. Corporate Social Responsibility Committee (CSR)

- |                                |          |
|--------------------------------|----------|
| 1. Sri. Boddu Venkata Subbaiah | Chairman |
| 2. Sri. J. S. Rao              | Member   |
| 3. Sri. J. Sivaram Prasad      | Member   |



### V. Risk Management Committee:

- |                                 |          |
|---------------------------------|----------|
| 1. Sri. J. S. Rao               | Chairman |
| 2. Sri. Boddu Venkata Subbaiah  | Member   |
| 3. Sri. K. Harishchandra Prasad | Member   |

### VI. Internal Complaint Committee

- |                          |          |
|--------------------------|----------|
| 1. Smt. J.Triveni        | Chairman |
| 2. Sri. J. S. Rao        | Member   |
| 3. Sri. E. Siva Sankaram | Member   |

### Registered Office & Factory (Cement Division)

Mellacheruvu (Village & Mandal)  
Nalgonda District, Telangana-508 246.  
Tel: 08683-226028.

### Administrative Office & Factory (Electronic Division)

Plot No.40, I.D.A, Balanagar,  
Hyderabad-500 037.  
Tel: 040-23076543  
E-mail ID: kilinvestorservices @gmail.com

### Bankers

Canara Bank  
Andhra Bank  
Indian Bank

### Auditors

M/s. K. S. Rao & Co.,  
Chartered Accountants  
Hyderabad.

### Cost Auditors

M/s. Narasimha Murthy & co  
Cost Accountants  
Hyderabad.

### Registrar & Share Transfer Agents (RTA)

M/s. XL Softech systems Limited  
3, Sagar Society,  
Road No.2, Banjara Hills,  
Hyderabad - 500 034  
Tel: 040-23545913, 14

### ISIN

INE145L01012



### NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of Shareholders of the Company will be held on Monday the 28<sup>th</sup> September, 2015 at 11:00 AM at the Registered Office of the Company situated at Mellacheruvu (Village & Mandal), Nalgonda District-508246, Telangana, to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss Account and cash flow statement for the year ended on that date together with the Notes, Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri J Sivaram Prasad, Director (DIN: 00221271) who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider the ratification of appointment of M/s. K.S. Rao & Co, Chartered Accountants, (Firm Regd. No.003109S) as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company (Subject to the ratification of his appointment in every AGM held after this AGM) at such remuneration and terms as may be mutually agreed to between the Board of Directors and the Auditors.

"RESOLVED THAT the appointment of M/s. K. S. Rao & Co., Chartered Accountants (Registration No. 003109S), as auditors of the Company as approved by the members at the Thirty First Annual General Meeting to hold office until the conclusion of the Thirty Fourth Annual General Meeting, be and is

hereby ratified (Subject to the ratification of his appointment in every AGM held after this AGM) on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of traveling and other out-of-pocket expenses actually incurred by them in connection with the audit."

#### SPECIAL BUSINESS:

##### 4. Ratification of Remuneration of Cost Auditor:

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

"RESOLVED THAT pursuant to Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) of Companies (Audit and Auditors Rules), 2014, and as recommended by the Audit Committee and approved by the Board of Directors at their meeting dated 08<sup>th</sup> August, 2015, the remuneration payable during the year 2015-16 to M/s. Narasimha Murthy & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2015-16, amounting to ₹ 70,000/- (Rupees Seventy Thousand only) plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

##### 5. Adoption of new Articles of Association:



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 14 of the Companies Act, 2013 and other applicable provisions or Rules if any, the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted as new Articles of Association (as prescribed under the Table-F of the Companies Act, 2013) of the Company in the place of and exclusion of the existing Articles of Association."

**"FURTHER RESOLVED THAT** Sri. J.S. Rao, Managing Director and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to file necessary E-form with the Registrar of Companies, Hyderabad and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution."

By Order of the Board of Directors

Sd/-

Place: Hyderabad

(J. S.Rao)

Date: 08-08-2015

Managing Director

DIN:00029090

### NOTES:

1. The Statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL

INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. The Instrument appointing the Proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A Proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hour of the Company, provided that not less than 3 days notice in writing is given to the Company.
5. Members / proxies should bring the duly filed Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 23<sup>rd</sup> September, 2015 to Monday 28<sup>th</sup> September 2015, both days inclusive, in terms of Section 91 of the Companies Act, 2013 in connection with the AGM.
8. The Company is concerned about the environment and utilizes the natural resources in a substantial way. We request



you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other Communications via email.

9. Copies of Annual Report 2014-2015 are being sent by electronic mode only to those members whose email addresses 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 addresses, physical copies of the Annual Report 2014-2015 are being sent by the permitted mode.
10. The Notice of 32<sup>nd</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Forms, is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

Members may also note that the Notice of 32<sup>nd</sup> AGM and the Annual Report 2014-2015 will be available on the Company's website [www.keerthiindustries.com](http://www.keerthiindustries.com). The Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hour on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [kilinvestorservices@gmail.com](mailto:kilinvestorservices@gmail.com).

11. Shareholders are requested to kindly bring their copies of Annual Report to the Meeting.

12. Additional information pursuant to Clause 49 of the listing agreement in respect of the Directors seeking appointment/re-appointment at the AGM is furnished as (**Annexure A**) which forms part of the Notice. The Directors have furnished the requisite consent/declarations for their appointment/re-appointment.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company or RTA.
14. A Member desirous of receiving any information on the accounts or operations of the company is requested to forward his/her queries to the company at least 7 working days prior to the meeting, so that the required information can be made available at the meeting.
15. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
16. The company has opened a DEMAT suspense Account with Anand Rathi Share and Stock Brokers Limited and credited all the unclaimed shares of the shareholders despite the best efforts of the company and RTA. The details are as follows:
  - (a) Number of shareholders outstanding at the beginning of the year: 1545
  - (b) Outstanding shares in the DEMAT suspense account at the beginning of the year: **8928**
  - (c) Number of shareholders who





approached the company for transfer of shares from the suspense account during the year: 6

- (d) Number of shareholders to whom shares were transferred from the suspense account during the year. 6
  - (e) Aggregate number of shareholders outstanding at the end of the year: 1539
  - (f) Outstanding shares in the suspense account lying at the end of the year: 8899
- Voting rights of these shares were frozen till the rightful owner of such shares claims these shares.

17. The Notice is being sent to all members through permitted modes, whose names appear in the Register of Members, as on 7<sup>th</sup> August, 2015.
18. For any assistance or information about shares, etc. members may contact the Company's Registrar and Share Transfer Agent, as follows:

**M/s. XL Softech systems Limited**

3, Sagar Society, Road No.2,  
Banjara Hills,  
Hyderabad – 500 034  
Tel: 040-23545913, 14

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 4**

**Ratification of Cost Auditors Remuneration**

The Board, on the recommendations of the Audit Committee, has approved the appointment of M/s. Narasimha Murthy & Co, Cost Accountants, as Cost Auditors for conducting cost audit of the cost records of the Company for the financial year ending March 31, 2016, at a remuneration

of 70,000/- plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with Section 148 (3) of the Companies Act, 2013 and Rule 14 (a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors are required to be ratified by the shareholders of the Company.

Hence the resolution at item no. 4 of the accompanying Notice, which your Board recommends for your approval as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company neither their relatives are concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 5**

**Adoption of new Articles of Association**

Taking into consideration of the implementation of the Companies Act, 2013 ("New Act"), the Board in its meeting held on 08<sup>th</sup> August, 2015 decided to adopt new set of Articles of Association to bring the regulations in line with the new Act.

It is therefore proposed to adopt a new set of Articles of Association in line with Table F of the Companies Act, 2013.

The proposed Article of Association would be available for inspection at the Registered office of Company on all working days between 11:00 hrs. to 13.00 hrs. up to the date of declaration of the result of 32<sup>nd</sup> Annual General Meeting. The said Articles of Association are also available on the web site of the Company [www.keerthiindustries.com](http://www.keerthiindustries.com). Any shareholders wanting to have a hard copy of the new Articles of Association may write to the Company at its administrative office address.


**(Annexure A)**

ADDITIONAL INFORMATION PURSUANT TO CLAUSE 49 IV (G) (i) OF THE LISTING AGREEMENT:

<b>Name of the Director</b>	Sri. J Sivaram Prasad
<b>Date of Birth</b>	01-06-1960
<b>Qualification</b>	Chartered Accountant
<b>Name of other companies in which the appointee also hold Directorships</b>	<ol style="list-style-type: none"> <li>1. GREENESOL POWER SYSTEMS PRIVATE LIMITED</li> <li>2. PUISSANCE DE L'EAU POWER SYSTEMS PRIVATE LIMITED</li> <li>3. QRE GREENESOL POWER TRANSFORMER COMPANY PRIVATE LIMITED</li> <li>4. GREENESOL POWER SERVICES PRIVATE LIMITED</li> <li>5. KAKATIYA CEMENT SUGAR AND INDUSTRIES LIMITED</li> <li>6. HMG POWER SYSTEMS PRIVATE LIMITED</li> <li>7. GROWMORE BIO-TECH LIMITED</li> <li>8. ECOGREEN POWER SYSTEMS PRIVATE LIMITED</li> <li>9. SUPINCO AUTOMATION PRIVATE LIMITED</li> <li>10. GREEN SECURE ENERGY PRIVATE LIMITED</li> <li>11. GREENESOL HYDROCARBONS PRIVATE LIMITED</li> <li>12. GREENWAYS TECHNOLOGIES (INDIA) PRIVATE LIMITED</li> </ol>
<b>Name of other Companies in which the appointee hold Board Committee membership</b>	NIL
<b>Shareholding in Keerthi Industries Limited</b>	NIL
<b>Relationship with other Directors</b>	N.A.