



# **SRI CHAKRA** **CEMENT LIMITED**

*The Cement That You Can Rely On!*

**34th**  
**ANNUAL REPORT**  
**2015 - 2016**

Approved ANDA 20/10/20

Isudhane

#### BOARD OF DIRECTORS

Sri N. KRISHNA MOHAN	Chairman
Sri K. VIJAY KUMAR	Joint Managing Director & Chief Executive Officer
Sri V.V.S.R. ANJANEYULU	Director
Smt. K. V. NAGALALITHA	Director
Sri P. RAMAMOORTHY	Director - Independent
Sri K.P. PATNAIK	Director - Independent
Sri P. RAMAKRISHNAIAH	Director - Independent
DR. A.S. NARAYANA	Director - Independent



#### MANAGEMENT TEAM

Sri N UMASHANKAR	Company Secretary
Sri N S R V PRASAD	Chief Financial Officer
Sri C SHANKAR RAO	President (Marketing)
Sri DVDSN MURTHY	Chief General Manager (Works)
Sri P RAJENDRA BABU	General Manager (Finance)
Sri T RAMASURI	General Manager (Comm)
Sri K YAGNIAH	Asst. Gen. Manager (HR)

STATUTORY AUDITORS	SECRETARIAL AUDITORS	REGISTRAR & SHARE TRANSFER AGENTS
M/S Satyanarayana & Co.  5-5-BB/5, 1st Floor, Amar Mahsion, Ranigunj, Secunderabad- 500 003	M/S K Swamy and Co.  302, Shree Raghav Complex, 9-1-92, Sid Road, Near Sangeet 'X' Roads, Secunderabad-500 003	M/s Venture Capital & Corporate Investments Private Limited  12-10-167, Bharat Nagar, Hyderabad - 500 018, T.G. Tel: 040-23818475/76, fax: 040-23868024, email id: info@vccitindia.com

#### COST AUDITORS

M/S Bisati & Co.,  
Cost Accountants,  
Hyderabad, Telangana

#### INTERNAL AUDITORS

M/S C Ramachandram & Co,  
Chartered Accountants,  
Himayath Nagar,  
Hyderabad, Telangana

#### REGD/ADMIN OFFICE

SRI CHAKRA CEMENT LIMITED  
(CIN NO: L40300AP1981PLC002952)  
6-3-668/10/66, Durganagar Colony,  
Punjabgutta, Hyderabad, Telangana- 500 082,  
TEL: 040-6661 4633, FAX: 040-23404657,  
EMAILID:srichakracement@gmail.com,  
website: www.srichakracement.com

#### WORKS

##### UNIT 1 :

Sri Narasimhapuri, Karempudi,  
Guntur District, A.P.

##### UNIT 2 :

Alamanda, Jami Mandal,  
Vizianagaram District, A.P.



## SRI CHAKRA CEMENT LIMITED

Admin. Office: "CONCRETE HOUSE"  
6-3-288/10/28, Durgam High Colony,  
Punjagutta, Hyderabad - 500 082  
Tel: (0)940-55512374, 55514672  
Fax: 080-23845557  
E-mail: srichakracement@gmail.com  
Cin No: (U)00004198191C002555

29<sup>th</sup> September, 2016

To,  
The Manager – CRD  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Dear Sir,

Script Code: 518053

Sub: Annual Report duly approved and adopted in the 34<sup>th</sup> Annual General Meeting held on Wednesday, the 28<sup>th</sup> September, 2016 at the Hotel Katriya, Somajiguda, Hyderabad-500 082 pursuant to Regulation 34 of Listing Regulations, 2015.


Pursuant to the provisions of Regulation-34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby submit the Annual Report approved and adopted in the 34<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 28<sup>th</sup> September, 2016 at 11.00 a.m. at Hotel Katriya, Somajiguda, Hyderabad-500 082.

Pursuant to the provisions of Regulation-34(2) of the Listing Regulations, 2015, the annual report contained the following:

- (a) Audited Financial Statements for the year 2015-16
- (b) Cash Flow Statement for the year, 2015-16
- (c) Directors Report on the audited accounts for the year 2015-16
- (d) Management Discussion and analysis Report as a part of directors report.
- (e) Disclosures specified in the Companies Act, 2013 along with the other requirements as specified in Schedule-V of Listing Regulations, 2015.

Please take the same on your record and acknowledge the receipt.

Thanking you,  
Yours faithfully,  
For Sri Chakra Cement Limited

  
K. Vijay Kumar  
Joint Managing Director



## TABLE OF CONTENTS

PARTICULARS	PG NO
NOTICE	3 - 8
BOARD'S REPORT, MANAGEMENT DISCUSSION AND ANALYSIS	9 - 17
SECRETARIAL AUDIT REPORT	18 - 21
EXTRACT OF ANNUAL RETURN	22 - 28
REPORT ON CORPORATE GOVERNANCE	29 - 40
INDEPENDENT AUDITORS' REPORT	41 - 47
BALANCE SHEET	48
STATEMENT OF PROFIT AND LOSS ACCOUNT	49
CASH FLOW STATEMENT	50
NOTES ON ACCOUNTS	51 - 64
ATTENDANCE SLIP AND PROXY FORM	65 - 67

## **NOTICE**

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of M/s **SRI CHAKRA CEMENT LIMITED** will be held on **WEDNESDAY**, the 28<sup>th</sup> day of **SEPTEMBER, 2016** at **11.00 A.M.**, at Hotel Katriya, Somajiguda, Hyderabad- 500082, India to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive consider and adopt the Audited Statement of Profit and Loss for the year ended on 31<sup>st</sup> March 2016 and the Balance Sheet as on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sri. V V S R Anjaneyulu, Director (DIN: 00698980) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Sri. K Vijay Kumar, Director (DIN: 00769568) who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of M/s. Satyanarayana & Co., Chartered Accountants (Firm Regn No003680S), Secunderabad as statutory auditors of the Company and fix their remuneration.

Place : Hyderabad,  
Date : 13.08.2016

### **SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

### **Appointment of M/s Bisati & Co. Cost accountants as Cost Auditors for the year 2015-16.**

“RESOLVED THAT pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the remuneration payable to M/s. Bisati & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the company for the financial year 2015-16, amounting to Rs.75,000/- (Rupees Seventy Five Thousand only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

By Order of the Board  
**For SRI CHAKRA CEMENT LIMITED**

**Sd/-**  
**K VIJAY KUMAR**  
**Joint Managing Director**



## NOTES ON NOTICE OF ANNUAL GENERAL MEETING

- 1 An Explanatory Statement under section 102 of the Companies Act, 2013 in respect of the item No 5 of the Notice of AGM under Special Business is annexed hereto.
- 2 Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be valid must be received by the company not less than 48 hours before the meeting.
- 3 A person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights members holding more than 10 percent of the total share capital of the company carrying voting rights may appoints a single person as proxy and such person shall not act as proxy for any other member.
- 4 Corporate member intending to send their authorised representative to attend the AGM are requested to send a duly certified copy of their board resolution authorising their representative to attend and vote at the AGM.
- 5 In case of joint holders attending meeting, only such joint holder who is higher in the order names will be entitled to vote.
- 6 Member / Proxies / Authorised Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- 7 The Register of Members and Share Transfer Books of the Company shall remain closed on 28<sup>th</sup> September 2016 for the purpose of the Annual General Meeting.
- 8 The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing properties compliances by Companies through electronic mode. As per the Circular No. 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs, companies can now send various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc) to their shareholders through electronic mode, to the Registered email address of the shareholders.
- 9 The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market, members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts, Members holding shares in physical form should submit their PAN to the Company / Registrar.
- 10 Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nominations in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic / demat form, the members may please contact their respective depository participant
- 11 In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents viz., M/s Venture Capital & Corporate Investments Private Limited whose e-mail id is info@vccilindia.com mentioning the Company's name i.e., Sri Chakra Cement Limited, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
- 12 Notices/ documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail address has been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail

addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail address.

- In respect of electronic shareholding - through their respective Depository Participants.
- In respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at M/s Venture Capital & Corporate Investments Private Limited, 12-10-167, Bharatnagar, Hyderabad-500018, Tel No.040-23818475/76, Email ID: info@vccilindia.com, mentioning therein the Company's name i.e., Sri Chakra Cement Limited, their folio number and e-mail address.

The Annual Report 2015-16 as circulated to the members of the Company is also available on the website of the Company [www.srichakracement.com](http://www.srichakracement.com).

## I **THE INSTRUCTIONS FOR SHARE HOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

Voting Options:-

### I **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to Section 108 and the corresponding Rules of Companies Act, 2013 read with the Rule-20 of the Companies(Management and Administration) Rules, 2014 as amended to date, it is stated that

- a) The Company has provided e-voting facility to the members using the Central Depository Services Ltd, (CDSL) platform and all the business as per the notice of the 34<sup>th</sup> annual general meeting of the company will be transacted through the electronic voting system.
- b) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

- c) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

### **The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on Sunday, the 25<sup>th</sup> day of September, 2016 at 10.00 a.m. and ends on Tuesday, the 27<sup>th</sup> day of September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 21<sup>st</sup> September, 2016, 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](http://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](http://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 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 filed.

**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.

- 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 of 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 "RESOLUTION 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](http://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](mailto: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](mailto: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 Custodians, 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](http://www.evotingindia.com), under help section or write on email [Helpdesk.evoting@cdslindia.com](mailto:Helpdesk.evoting@cdslindia.com).



## II **VOTING THROUGH BALLOT :-**

The company is providing the facility of ballot form in terms of Regulation 44(1) and (2) of the SEBI Listing Regulations, to those shareholders, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form is enclosed along with the Annual Report. The last date for receiving the duly filled and signed ballot form will be Tuesday, the 27<sup>th</sup> day of September, 2016 at 5.00 p.m. Ballot forms received after this date shall not be considered.

## III **VOTING AT AGM :-**

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

Other Instructions

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts vote by all the three modes, then voting done through e-voting shall prevail and voting through other modes shall be treated as invalid.
2. The Company has appointed M/s. K. Swamy & Co., Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the present of at least two witnesses not in the employment of the company and make, not later than three (3) days of conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
3. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared along

with the report of the scrutinizer shall be placed on the website of the company immediately after the result is declared by the Chairman and the company shall simultaneously forward the results to the concerned stock exchange where its equity shares are listed.

- 13 The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
- 14 Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
- 15 Details of reappointment of director retired by rotation as per the item No.2 and 3 of the Notice of the meeting are furnished in a separate annexure to the notice as required under Regulation-27 of the Listing Regulations.
- 16 **It is to remind all the members to surrender the old share certificates along with Pan Card, Address Proof, Specimen Signatures for the purpose of company records and to issue new share certificates consequent to reduction of share capital by 70% as per BIFR order dated 26.07.2012**

## **EXPLANATORY STATEMENT TO THE NOTICE UNDER SECTION 102(1) OF THE ACT.**

Item No 5:

The Board of Directors of the Company on 07.05.2016, appointed M/s Bisati & Co, Cost Accountants for conducting cost audit for 2015-16 at a remuneration of Rs 75,000/- p.a. The Board recommends their approval for your approval at the ensuing annual general meeting. None of the directors are interested in the resolution.

For and behalf of the Board  
**For SRI CHAKRA CEMENT LIMITED**

Place : Hyderabad  
Date : 13.08.2016

Sd/-  
**N. Krishna Mohan**  
Chairman

Sd/-  
**K Vijay Kumar**  
Joint Managing Director

## ANNEXURE TO ITEM- 2 OF THE NOTICE

Details of Directors seeking re-appointment of the forthcoming Annual General Meeting (in pursuance of Clause 49 / Reg 27 of the Listing Regulations)

Name of the Director	V VS. R Anjaneyulu	K VIJAY KUMAR
Date of Birth	15/05/1965	01/01/1964
Nationality	INDIAN	INDIAN
Date of Appointment on the Board	18.07.2011	31.01.2008
Qualifications	B Com	B COM
Expertise in specific functional area	He has about more than 25 years of industrial experience.	He has about more than 25 years of industrial experience.
Number of shares held in the company	880744	1078244
List of the directorships held in other companies*	M/s South India Cements Limited M/s Jitharam Finance and Investment Limited M/s Sri Narasimha Cements and Power Limited	M/S Aditya Spinners Ltd M/s Envean Leasing and Investments Ltd M/s Sri Bhava Steel and Power Limited M/s Prabhu Cements Limited
Chairman / Member in the committees of the Boards of companies in which he is Director	Audit Committee of M/s South India Cements Limited	Share Transfer Committee of M/s Aditya Spinners Limited