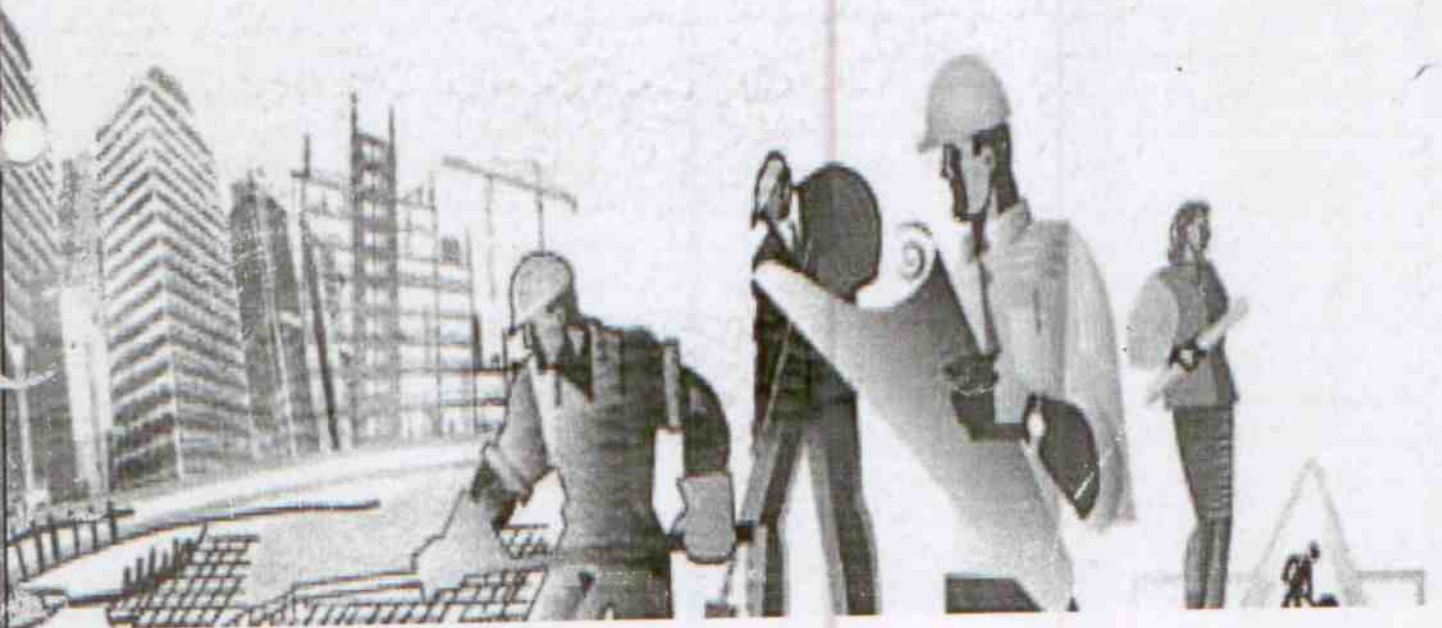


2011-12

RCC CEMENTS LIMITED



21 ST ANNUAL GENERAL MEETING |

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Sunil Kumar  
Managing Director

Mr. Mukesh Sharma  
Director

Mr. Kishore Bhatia  
Director

**COMPANY SECRETARY**

Pooja Chuni  
Company Secretary & Compliance Officer

**AUDITORS**

M/s . RMA & Associates, Chartered Accountants  
Chartered Accountants

**BANKERS**

Vijaya Bank

**REGISTERED OFFICE**

807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110 001

**REGISTRAR & SHARE TRANSFER AGENTS**

MAS Services Limited  
Registrar & Share Transfer Agents.



NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF RCC CEMENTS LIMITED WILL BE HELD ON SATURDAY, 29<sup>th</sup> DAY OF SEPTEMBER, 2012 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 807, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001.

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To transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kishore Bhatia, who retires by rotation and being eligible offers himself for re-appointment.
3. To re appoint Auditors and to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT M/s RMA & Associates, Chartered Accountants, the Company's retiring Auditors, being eligible and offering themselves for reappointment, be and are hereby reappointed as Statutory Auditors of the Company to hold the office until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company.”

By the order of the Board  
For RCC Cements Limited

*Sunil Kumar*

Sunil Kumar  
Chairman

Place: New Delhi  
Dated: 30<sup>th</sup> August, 2012

**NOTES :**

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2 Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.
- 3 Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to keep the information ready at the meeting.
- 4 The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 26<sup>th</sup> September, 2012 to Saturday, 29<sup>th</sup> September, 2012 (both days inclusive) for the purpose of the AGM.
- 5 Members who are holding shares in physical mode, are requested to notify the changes with respect to their bank details, change of address, change in name, etc. if any, to the Registered Office of the Company or the Registrar & Share Transfer Agent, (RTA) MAS Services Limited.
- 6 Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them pursuant to the amendment in the Companies Act, 1956. The prescribed Form (Form 2B) can be obtained from the Company or its Registrar & Share Transfer Agent. Members desiring to avail of this facility may send their Nomination Form duly filled in to the Company or its Registrar & Share Transfer Agent by quoting their respective Folio Number.
7. Members who hold shares in de-materialised form are requested to bring their DP ID and Client ID Number for easier identification of attendance at the meeting. In all the correspondence with the Company, members are requested to quote their account/ folio numbers and in case their shares are held in the de-materialised form, they must quote their DP ID and Client ID Number.
- 8 Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
- 9 In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
- 10 Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
- 11 All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Sunday, between 2 P.M. to 4 P.M. up to the date of the Annual General Meeting.



## DIRECTORS' REPORT

To the Members of RCC Cements Limited

The Directors are pleased to present their 21st Annual Report on the business and operations of RCC Cements Limited and the Financial Accounts of the company for the Financial Year ended on March 31, 2012.

### FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	Current Year	Previous Year
Income from Operations	5.25	3.86
<b>Total Revenue</b>	<b>8.25</b>	<b>3.86</b>
Profit(Loss) before Depreciation and Taxation	0.25	0.23
Less: Depreciation	0.11	0.11
Profit(Loss) before taxation	0.14	0.12
Provision for taxation	0.04	0.04
Deferred Tax	(0.03)	(0.03)
Profit(Loss) after taxation	0.10	0.08
Profit/(Loss) brought forward from previous year	(222.28)	(222.37)
Balance carried forward	(222.18)	(222.28)

### RESULTS OF OPERATIONS

During the financial year under review the company has earned a net profit (after tax) of Rs. 9,617/- as compared to a profit (after tax) of Rs. 8,570/- in the previous financial year.

### DIVIDEND

The Board is of the view that the Company should take advantage of the tremendous growth potential. Accordingly, the directors do not recommend any dividend for the year ended March 31, 2012.

### SHARE CAPITAL

During the financial year 2011-12, there has been no increase in the Authorized Share Capital of the Company. However, during the year under review, the paid up capital of the company has been reduced by Rs. 3,50,00,000 i.e. from Rs. 9,10,20,000 to Rs. 5,60,20,000 vide the order of the Hon'ble Hight Court at New Delhi, dated 22/03/2012 to remove the mismatch between the listed capital and paid up capital of the Company at Bombay Stock Exchange Limited.

### DIRECTORS

At the ensuing Annual General Meeting, Mr. Kishore Bhatia, Director of the Company retires by rotation, and being eligible, offers himself for reappointment. Your Directors recommend his appointment in the overall interest of the Company.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement for the financial year ended 31<sup>st</sup> March, 2012 it is hereby confirmed:

- ❖ That in the preparation of annual accounts for the financial year ended March 31, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ❖ That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under consideration.
- ❖ That 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 for preventing and detecting fraud and other irregularities.
- ❖ That the Directors have prepared the annual accounts of the Company for the financial year ended March 31, 2012 on a going concern basis.

## **AUDITORS' REPORT**

The observations made by the Auditors are self-explanatory & do not require further clarification.

## **AUDITORS**

M/s RMA & Associates., Chartered Accountants, and Statutory Auditors of the Company, retires at the conclusion of the forthcoming Annual General Meeting, and being eligible, offer themselves for reappointment. The members are requested to re appoint them as the Statutory Auditors till the conclusion of next Annual General Meeting.

The Board recommends M/s RMA & Associates., Chartered Accountants, to be reappointed as the Statutory Auditors in the larger interest of the Company. A certificate under section 224(1B) of the Companies Act, 1956 regarding their eligibility for the proposed appointment has been obtained from them.

## **PARTICULARS OF EMPLOYEES**

The Directors hereby wish to place their appreciation for the efficient and loyal services rendered by the staff of the Company. The Company has not paid any remuneration attracting the provisions, of the Companies (Particulars of Employees) Rules, 1975 read with section 217(2A) of the Companies Act, 1956. Hence, no information is required to be appended in this regard.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Since the Company did not carry out any manufacturing activity during the financial year under review, the details relating to the conservation of energy and technology absorption is not quite relevant to the Company.

There was no foreign exchange earning and outgo during the year under review.



### **FIXED DEPOSITS**

Your Company has not accepted any Fixed Deposits; therefore the provisions of Section 58A of the Companies Act, 1956 are not applicable to the Company.

### **CORPORATE GOVERNANCE**

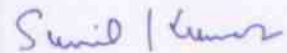
The Company is proactive following the principles & practices of good corporate governance. The Company has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreements of the Stock Exchanges are complied with.

A separate report on Corporate Governance together with Auditors' Certificate on compliance is attached to this Annual Report as also a Management Discussion and Analysis statement.

### **ACKNOWLEDGEMENT**

Your Board of Directors wishes their sincere thanks to Shareholders, Customers, Dealers, Bankers, Agencies and Business Associates who have extended their continued support.

By the order of the Board  
For RCC Cements Limited



(Sunil Kumar)  
Chairman

Place: New Delhi  
Dated: 30<sup>th</sup> August, 2012

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### I. Industry Structure and Developments

The all India Cement consumption grew by 7.4 percent from around 208 million tonnes to 223 million tonnes during the year under review. At the same time, around 15 million tonnes additional capacity has been added during the year. Subdued demand conditions led to capacity utilization falling below 80%. The demand for cement is expected to grow at 10% over 2012 and capacity addition to increase at around 8% year on year.

Year 2011 began with an expectation of brighter outlook and double digit growth for the Indian cement industry but this could not be realized due to slow pace of housing/infrastructure development and global slowdown. Demand trends in first half of 2011 remained below expectations. Channel checks suggest that the construction activity picked up in many pockets of the country during the second half of 2011. Overall cement industry grew by 6% on year on year basis for the entire 2011. Export market continues its slowdown, mostly due to global macro economic slowdown.

On the supply side, the pace of capacity additions has slowed down in 2011-12, though overcapacity is still a major concern for the industry. The lower than expected demand growth resulted in lower capacity utilization in the industry.

On the cost front, India's cement industry suffered early setbacks in the form of coal price hikes by over 30% by Coal India Ltd., the largest domestic supplier of coal to cement plants. The alternative of importing coal also turned costlier with the sharp depreciation of the rupee against the dollar. Consistently high inflation further added to the input cost, distribution costs and overhead cost increase. Industry margins were also impacted adversely due to 2% hike in excise duty announced in the Union Budget.

The construction industry is the second largest industry of the country after agriculture accounting for 11 percent of India's GDP. Indian construction industry employs 32 million people and its total market size is estimated at Rs. 2,48,000 crores (35,640 million \$). The level of a country's development is reflected by its infrastructure and the desperate need for infrastructure development has increased the demand of the construction industry in India.

India is the second fastest growing economy in the world and construction is the second largest economic activity after agriculture. Construction accounts for nearly 65 percent of total investment in infrastructure. Investment in construction accounts for nearly 11 percent of India's GDP. \$239.68 billion is likely to be invested in the infrastructure sector over the next 5 to 10 years. Due to significant investment opportunities emerging in this industry, a large number of international real estate players have entered the country.

#### Future Outlook

Growth in domestic cement demand is expected to remain strong on the back of growing demand from the housing sector, increased activity in infrastructure development and exports. It is anticipated that industry players will continue to increase their annual cement output in the coming years and the country's total cement production will grow at a CAGR of around 10.5% during 2011-12 to 2013-14.



Housing and infrastructure sector is continuing to be the key driver for cement demand in the coming years as well. The continued economic growth, the emphasis on infrastructure Building and the housing needs of the population will continue to fuel cement consumption in the country. The long term future of the cement industry continues to be positive, However, due to additional of new plants with large capacities, the capacity utilization would continue to be low in the short term.

### Opportunities And Threats/SWOT Analysis

#### A. Strengths

The cement industry has many strengths to be considered. Cement is, literally, the building block of the construction industry. Almost every building constructed relies on cement for its foundation. The cement business is a \$10 billion industry, measured by annual cement shipments. There is also a strong reputation behind the cement industry. There is a lot of employment and training opportunities in the field of construction. Low cost well educated and skilled labour force is now widely available across the country. Sufficient availability of raw material and natural resources in the country is supportive for the industry. Real estate development is on high and it is attracting the focus of the industry towards construction.

#### B. Weaknesses

The cement industry is not without its drawbacks. The cement industry relies on construction jobs to create a profit. But the cement industry heavily relies on weather. About two-thirds of cement production takes place between May and October. Cement producers often use the winter months to produce and stock pile cement, to meet demand. Another weakness is the cost of transport; the cost of transporting cement is high and this keeps cement from being profitable over long distances. In other words, shipping cement costs more than the profit from selling it.

#### C. Opportunities

The cement industry has opportunities as well. One such opportunity is the cement industry's efficiency. The cement industry has recently streamlined its production efforts, using dry manufacturing instead of wet, which is heavier and more time-consuming. The cement industry has also invested about \$6 billion in expansion efforts to meet unmet cement needs. Projections show that by 2013, the cement industry will have 25 percent more production capabilities. Continuous private sector housing boom will create more construction opportunities. Financial supports like loan and insurance and growth in income of people is in support of construction industry.

#### Government Initiatives

The cement industry is pushing for increased use of cement in highway and road construction. The Ministry of Road Transport and Highways has planned to invest US\$ 354 billion in road infrastructure by 2012. Housing, infrastructure projects and the nascent trend of concrete roads would continue to accelerate the consumption of cement.

The infrastructure sector has received an impetus in the form of increased funds and tax related incentives offered to attract investors for tapping the infrastructure opportunities around the country. Introduction of tax free bonds, creation of infrastructure debt funds, formulating a comprehensive policy for developing public private partnership projects are some announcements which will give a fillip to the infrastructure sector which is the backbone of any economy.



In the Eleventh Five Year Plan, investment in the above sectors (aviation infrastructure, construction infrastructure, highway infrastructure, power infrastructure, port infrastructure, telecom infrastructure) will be \$ 384 billion (Rs 17,20,000 crore) considering the huge infrastructure market potential in India.

#### D. Threats

The nature of the economy have uncovered a number of threats to the cement industry. The cement industry greatly relies on construction. The current economy has lessened the number of construction jobs, which in turn hurts the cement industry. The cement industry controls the majority of the United States market, but not all of it. Long term market instability and uncertainty may damage the opportunities and prevent the expansion of training and development facilities. Current economic situation may have an adverse impact on construction industry.

#### II. Segment-wise performance

The Company is into single reportable segment only.

#### III. Internal Control Systems and their Adequacy

The company has adequate internal control systems commensurate with its size and nature of the business. The internal control system has well documented policy, authorisations, guidelines and approved procedures. The audits are conducted to review the adequacy and effectiveness of internal controls and suggest improvements for strengthening them. Audit plans are made out with due weight age to the risk parameters associated with the business processes. Reviews are carried out to ensure follow up on the audit observations. The Company has an Audit Committee, which comprises non-executive directors. The Company regularly reviews the significant observations of Internal Audit.

#### IV. Financials

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and generally accepted accounting principles (GAAP) in India. The management accepts the responsibility for the integrity and objectivity of these financial statements and the basis for the various estimates and judgments used in preparing the financial statements.

During the financial year under review the company has earned a net profit (after tax) of Rs. 9,617/- as compared to a profit (after tax) of Rs. 8,570/- in the previous financial year.

#### Human Resources / Industrial Relations

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Our people are the company's greatest assets. Your company focuses on increasing the overall productivity per employee in the challenging market conditions. Men are the only active agent and acts as a catalyst in effective utilization of all other M's (Material, Machine and Money). The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment. Your Directors take this opportunity to thank all employees for rendering



impeccable services to every constituent of Company, customers and shareholders. The Company has a well-defined appraisal system to assess and reward the employees appropriately and also to gauge the potentials of the individuals.

#### VI. Cautionary statement

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

#### VII. Corporate Governance

The report on Corporate Governance along with Auditor's Certificate on its compliance is annexed and forms part of the Annual Report.

#### VIII. Appreciation

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from the shareholders, bankers and other government agencies during the year under review.

Your Directors also wish to place on record their deep sense of appreciation of the unstinted efforts and contribution made by employees at all levels resulting in the successful performance during the year.

By the order of the Board  
For RCC Cements Limited

*Sunil Kumar*

(Sunil Kumar)  
Chairman

Place: New Delhi  
Dated: 30th August, 2012

## REPORT ON CORPORATE GOVERNANCE

In compliance with the Corporate Governance reporting requirements as per the format prescribed by the Securities and Exchange Board of India and incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges, the Company's policies on Corporate Governance and compliance thereof, for the year ended March 31, 2012 is enumerated below for information of the shareholders and investors of the company:

### **Philosophy on code of corporate governance**

Your Company stand committed to good Corporate Governance - transparency, accountability, disclosure and independent supervision to increase the value to the stakeholders. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders. Your company believes that Corporate Governance is a powerful tool for building trust and long-term relationship with stakeholders, employees, customers and suppliers. The Company has consistently endeavored to be transparent in all areas of its operations.

The certificate of Corporate Governance from the statutory auditors of the company confirming compliance of the conditions of Corporate Governance is annexed hereto.

### **Board of Directors**

Your Company's Board has an optimum combination of Executive, Non - Executive and Independent Directors with considerable experience in their respective fields. The Chairman of the Board is an Executive Director. The Board of Directors consists of three members, comprising of one Executive Director and two non Executive independent Directors. The Board's composition meets the stipulated requirements of clause 49 of the listing agreement of the Stock Exchanges.

No Director of the Company is a member in more than 10 committees or act as Chairman of more than 5 Committees across all companies in which he is a Director.

The Board meets as often as required being not less than 4 times in a year with a maximum gap not exceeding 4 months between any two meetings. Agenda papers for Board meetings containing all necessary information/documents are made available to the Board in advance to enable the Board to discharge its responsibilities effectively and take informed decisions. The Directors actively participated in the deliberations of the Board. During the Financial Year 2011-12, Twelve meetings of the



Board of Directors were held on 13.05.2011, 04.06.2011, 21.06.2011, 30.06.2011, 27.07.2011, 11.08.2011, 30.08.2011, 14.11.2011, 10.01.2012, 03.02.2012, 14.02.2011 and 28.03.2012 respectively.

The attendance of each Director at these meetings and at the last Annual General Meeting was as follows:

Name	Category	Designation	No. of Board Meetings attended	Last AGM attended
Mr. Sunil Kumar	Executive & Non-Independent	Managing Director	12	Yes
Mr Mukesh Sharma	Non Executive & Independent	Director	12	Yes
Mr Kishore Bhatia	Non Executive & Independent	Director	12	Yes

### III. Committees of the Board

In compliance with the Listing Agreement and the SEBI Regulations, the Board has constituted a set of Committees with specific terms of reference and scope to deal with specified matters expediently. Presently, the Board has three Committees

- a) Audit Committee
- b) Shareholders/Investors Grievance Committee.
- c) Remuneration Committee

#### a) Audit Committee

##### Terms of reference

The Board of Directors has constituted the Audit Committee in line with the requirements under Section 292A of the Companies Act, 1956 and Clause 49/51 of the Listing Agreement.

The purpose of the Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure process, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

The Company Secretary acts as Secretary to the Audit Committee. Shri Mukesh Sharma, Chairman of the Audit Committee was present and available to answer the shareholders' queries in the last Annual General Meeting held on 30.06.2011

The terms of reference of the Audit Committee include the following:

- Reviewing the Company's financial reporting process and the disclosure of its financial information.
- Recommending the appointment and removal of statutory auditors, fixation of audit fees and also to approve payment for other services.
- Reviewing the quarterly and annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and legal requirements concerning financial statements.
- Reviewing the adequacy of internal control systems and internal audit function, ensuring compliance of internal control systems and reviewing the Company's financial risk management policies.
- Reviewing the reports furnished by the internal auditors and statutory auditors and ensures suitable follow-up thereon.

The Committee held its meetings on 11th May, 2011, 04th June, 2011, 11th August , 2011: 14th November, 2011 and 14th February 2012.

#### **Audit Committee Attendance**

All the members of the committee were present in the meetings. Chairman of the Committee attended the Annual General Meeting held on 30.06.2011 and provided clarifications to members of the Company on matters relating to accounts and audit. The minutes of the meetings are placed before the Board at the succeeding Board Meeting for information. Quorum was present at all meetings.

Name of the Director	Category	Nos. of Meetings Attended
Mr Mukesh Sharma	Chairman & Independent Director	5
Mr Sunil Kumar	Executive & Non Independent Director	5
Mr. Kishore Bhatia	Independent Director	5

#### **b) Shareholders/Investors' Grievance Committee**

The Shareholders Grievance Committee is headed by an Independent Director. The Committee has the mandate to review and redress the shareholder grievances i.e., transfer and transmission of shares, non – receipt of annual reports, etc.



### Terms of Reference

- ❖ To scrutinize and approve registration of transfer of shares issued by the company.
- ❖ To decide all questions and matters that may arise in regard to transmission of shares issued by the Company.
- ❖ To approve and issue duplicate share certificates in lieu of those reported lost
- ❖ To refer to the Board any proposal of refusal of registration of transfer of shares for their consideration.
- ❖ To look into shareholders complaints like transfer of shares, non-receipt of annual reports, etc.
- ❖ To delegate all or any of its powers to Officers/ Authorised Signatories of the Company.

The committee held its meetings on 04<sup>th</sup> June, 2011, 30<sup>th</sup> August , 2011. 14<sup>th</sup> November, 2011 and 24<sup>th</sup> March, 2012.

The Shareholders'/Investors' Grievances Committee comprises of the following Directors:

Name of Members	Status	No. of Meetings Attended
Mr Mukesh Sharma	Chairman & Independent Director	4
Mr Sunil Kumar	Executive & Non Independent Director	4
Mr Kishore Bhatia	Independent Director	4

Number of Shareholders'/Investors complaints received:

Nature of complaints/requests	Opening	Receipt	Resolved	Pending
Change of Address	Nil	Nil	Nil	Nil
Relating to transfer, transmission etc.	Nil	Nil	Nil	Nil
Others	Nil	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil	Nil

### c) Remuneration Committee

The Company has constituted a remuneration committee to carry on function relating to determination of the remuneration payable to the executive and other non executive directors, recommendation for appointment / Re- Appointment of the Managing Directors/Whole Time Directors, revision in remuneration of the existing executive directors of the company from time to time.

The Remuneration Committee met once during the year 2011-12 and is headed by an Independent Director and consists of the following Directors:

Name of Members	Status	No. of Meetings Attended
Mr Mukesh Sharma	Chairman & Independent Director	1
Mr Sunil Kumar	Executive & Non Independent Director	1
Mr Kishore Bhatia	Independent Director	1

### Minutes of Committee Meetings

Minutes of all the committee meetings are circulated to the members of the Board, as an Agenda of Board Meeting, for their information and noting.

### General Body Meetings

Date, time and venue of the last three Annual General Meetings:

Year	Date	Time	Venue
2008-09	30.09.2009	10.45 A.M.	306, Pratap Chambers, Gurudwara Road, Karol Bagh, New Delhi - 110005
2009-10	30.09.2010	10.45 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110 001
2010-11	30.06.2011	10.00 A.M.	807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi - 110 001

During the financial year 2011-12, a special resolution was passed in the Extra Ordinary General Meeting held on 26.09.2011 regarding reduction of paid up share capital of the company u/s Sec.100 of the Companies Act, 1956 and no consent of the members was sought through Postal Ballot.

The special resolution indicated above was duly passed by show of hands.



## General Shareholder Information

Annual General meeting:

Date and Time  
Venue

Saturday, 29<sup>th</sup> September, 2012, AT 10.00 A.M.  
807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place,  
New Delhi - 110001

### Calendar for the financial year ending 31st March, 2013

Financial Reporting for the	Tentative time frame
First quarter ended 30th June, 2012	First fortnight of August, 2012
Second quarter ending 30th September, 2012	First fortnight of November, 2012
Third quarter ending 31st December, 2012	First fortnight of February, 2013
Fourth quarter ending 31st March, 2013	First fortnight of May, 2013

### Stock Exchanges where Shares are listed:

The Company's Shares are listed at the following Stock Exchanges:

1. Bombay Stock Exchange Limited
2. Delhi Stock Exchange Limited.
3. Ahmedabad Stock Exchange Limited.
4. Jaipur Stock Exchange Limited.

No trading took place in respect of the securities of the Company during the year under review, hence no data is available.

### Dates of Book Closure:

26<sup>th</sup> September, 2012 to 29<sup>th</sup> September, 2012 (both days inclusive)

### Compliance by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years; no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authorities relating to the above.

There were no instances of non-compliance on any matter related to the capital markets. However, there are no instances of penalties or strictures by SEBI or Stock Exchanges or any statutory authorities during the said period. Further, no investor's grievance is pending as on date.

### **CFO certification with regard to the Financials of the company.**

In terms of the requirements of Clause 49(v) of the Listing Agreement, a certificate on the financial statements of the Company stating the particulars specified under the said Clause was placed and considered by the Board

### **Means of Communication**

The quarterly un-audited financial results are sent to Stock Exchanges where the Company's shares are listed immediately after the Board meetings. The notice of the AGM along with Annual Report is sent to the shareholders well in advance of the AGM.

### **Share Transfer System**

Share transfer requests received in physical form are registered within 30 days from the date of receipt. During the year under review, no share transfer request was received by the company.

In compliance with SEBI Guidelines, the Registration of Share transfers in physical form as well as in electronic form have been assigned to MAS Services Ltd. In order to ensure timely registration of transfer and return of certificates, the Company monitors the Registrars work closely on regular basis.

### **Dematerialisation of Shares**

The Company shares will be traded in dematerialized form and has to be delivered in the dematerialized form to all Stock Exchanges. To enable shareholders an easy access to the demat system, the Company has executed agreements with both existing Depositories namely National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL). The Company has appointed MAS Services Ltd, as its Registrar and Transfer Agent for the purposes of electronic connectivity for effective dematerialization of shares.

### **Nomination facility for shareholding:**

As per the provisions of the amended Companies Act, 1956, facility for making nomination is available for shareholders in respect of the shares held by them.

### **Investor's Correspondence may be addressed to:**

The shareholders desiring to communicate with the Company on any matter relating to their shares of the Company may either visit in person or write quoting their Folio Number at the following address:

807, Arunachal Building,  
19, Barakhamba Road,  
Connaught Place,  
New Delhi - 110001



## DISCLOSURES

### Related Party Transactions:

- (I) The Company has not entered into any transaction of material nature with the promoters, Directors or the management or with their relative etc. that may have any potential conflict with the interests of the Company.
- (II) There is no pecuniary relationship or transaction with Independent/Non Executive Director.
- (III) None of transactions with any of any of related parties were in conflict with the interest of the Company

### Distribution of Shareholding as on March 31, 2012

S. No.	Category	No. of Shares Held	Percentage of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
<b>1</b>	<b>Promoters</b>		
(a)	Indian Promoters	21,91,100	39.11
(b)	Body Corporates	1,40,000	02.50
(c)	Foreign Promoters	Nil	Nil
<b>2</b>	<b>Persons acting in concert</b>	Nil	Nil
	<b>Sub-Total (A)</b>	<b>23,31,100</b>	<b>41.61</b>
<b>B</b>	<b>Non-Promoters Holding</b>	Nil	Nil
<b>3</b>	<b>Institutional Investors</b>		
(a)	Mutual Funds and UTI	Nil	Nil
(b)	Banks, Financial Institutions, Insurance	1,50,000	2.68
(c)	Companies (Central/State Government		
(d)	Institutions)	Nil	Nil
(e)	FII's	Nil	Nil
	<b>Sub-Total (B)</b>	<b>1,50,000</b>	<b>2.68</b>
<b>C</b>	<b>Others</b>		
(a)	Bodies Corporates	11,71,100	20.91
(b)	Individual		
	Individual shareholders holding nominal share capital up to Rs 1 lakh	14,25,700	25.45
	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	5,24,100	09.36
(d)	Any Other (please specify)	Nil	Nil
	<b>Sub-Total (C)</b>	<b>31,20,900</b>	<b>55.71</b>
	<b>Grand Total (A+B+C)</b>	<b>56,02,000</b>	<b>100.00%</b>

### Address for Correspondence

#### Company Address:

RCC Cements Limited  
 807, Arunachal Building, 19, Barakhamba Road,  
 Connaught Place, New Delhi - 110 001

Address of the Registrar  
MAS Services Limited,  
T - 34, 2nd Floor,  
Okhla Industrial Area,  
Phase - II,  
New Delhi - 110 020

Place: New Delhi  
Dated: 30<sup>th</sup> August, 2012

RMA & ASSOCIATES  
Chartered Accountants  
201, A.G.C.R. Enclave,  
Opp. Karkardooma Courts,  
Delhi- 110 092  
Phone: 011- 22375036

By the order of the Board  
For RCC Cements Limited

*Sunil Kumar*

Sunil Kumar  
Chairman



**Auditor's certificate on compliance with the conditions of corporate governance under clause 49 of the listing agreement.**

To the members of  
**RCC CEMENTS LIMITED**

We have examined the compliance of conditions of Corporate Governance by RCC Cements Limited (the Company) for the year ended 31<sup>st</sup> March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said company with the stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the company and presented to the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s RMA & Associates  
Chartered Accountants  
Firm Reg. No. 000978N



**Pankaj Chander**  
Partner  
M. No. 89065

Place : New Delhi  
Dated : 30<sup>th</sup> August, 2012

Confirmation of Compliance of Code of Conduct and Ethics

To,  
The Members of  
RCC Cements Limited

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges relating to Corporate Governance, I confirm that, on the basis of confirmations/declarations received, all the Directors and senior management personnel of the company have complied with the Code of Conduct framed by the company.

For RCC Cements Limited

*Sunil Kumar*

Sunil Kumar  
Chairman

Place: New Delhi  
Dated: 30<sup>th</sup> August, 2012



**AUDITOR'S REPORT**

**The Members,  
RCC CEMENTS LIMITED  
NEW DELHI**

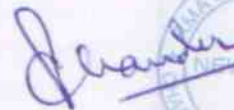
- 1: We have audited the attached Balance Sheet of **RCC CEMENTS LIMITED** as at 31<sup>st</sup> March 2012, the Statement of Profit & Loss and Cash flow statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
- 4: Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of such books;
  - (c) The Balance Sheet, the Statement of Profit & Loss and the Cash flow statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the Balance Sheet, the Statement of Profit & Loss and the Cash flow statement dealt with by this report complies with the mandatory Accounting Standards referred in section 211 [3C] of the Companies Act, 1956;



- (e) On the basis of written representations received from the directors as at 31<sup>st</sup> March 2012 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2012 from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- (f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India:
- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
  - (ii) In the case of the Statement of Profit & Loss, of the profit of the company for the year ended on that date; and
  - (iii) In the case of Cash Flow Statement, of the cash flow of the company for the year ended on that date.

Place: New Delhi  
Dated : 30<sup>th</sup> August, 2012

For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N



Pankaj Chander  
Partner  
M. No. 89065





## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date to the members of M/s. RCC CEMENTS LIMITED)

- (i) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified at reasonable intervals by the management and no material discrepancy was noticed on such verification.
- (c) The company has not sold any assets during the year.
- (ii) (a) The company does not have any inventory. Therefore, the clause relating to physical verification of inventory at reasonable intervals by the management is not applicable.
- (b) As the company does not have any inventory, the clause relating to procedures of physical verification of inventory followed by the management in relation to the size of the company and the nature of its business is not applicable.
- (c) As the company does not have any inventory, the clause relating to maintenance of proper records of inventory and notice of any material discrepancy on physical verification is not applicable.
- (iii) (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (b) Since the company has not granted any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (c) Since the company has not granted any loans, the clause relating to regular receipt of the principal amount and interest is not applicable.
- (d) Since the company has not granted any loans, the clause relating to overdue amount of more than Rupees One Lac is not applicable.
- (e) The company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (f) Since the company has not taken any loans, secured or unsecured, as above the clause relating to rate of interest and other terms and conditions of such loans is not applicable.
- (g) Since the company has not taken any loans, the clause relating to regular payment of the principal amount and interest is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.



- (v) (a) According to the information and explanations given to us, we are of the opinion that the company has not entered into any contract or arrangement that need to be entered in the register maintained in pursuance of section 301 of the Act.
- (b) Since the company has not entered into any such transactions during the financial year, the clause relating to such transactions at prices which are reasonable having regard to the prevailing market prices at the relevant time is not applicable.
- (vi) The company being a "Non Banking Financial Company", provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act are not applicable to the company.
- (vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) (a) According to the information and explanations given to us, and on the basis of our examination of the books of account, undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues applicable to it have been regularly deposited by the company with the appropriate authorities during the year.
- (b) According to the information and explanations given to us, there are no dues of income tax / sales tax / wealth tax / service tax / custom duty / excise duty / cess which have not been deposited on account of any dispute.
- (x) The accumulated losses of the company at the end of the financial year covered by our audit do not exceed fifty percent of its net worth.
- (xi) According to the information and explanations given to us, the company has neither taken any loan from a financial institution or bank nor issued debentures during the financial year under audit. Hence, the clause relating to repayment of dues to a financial institution or bank or debenture holders is not applicable to the company.
- (xii) The company has not granted any loan or advance against the security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) Proper records have been maintained of the transactions and contracts of dealing or trading in shares, securities, debentures and other investments held by the company and timely entries have been made therein. Shares, securities, debentures and other securities have been held by the company in its own name except to the extent of the exemption, if any, granted under section 49 of the Act.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) According to the information and explanations given to us, the company has not obtained any term loans.
- (xvii) According to the information and explanations given to us, we report that short term funds have not been used for long term investments.





- (xviii) The company has not made preferential allotment of shares during the period covered by our audit to the parties and companies listed in the Register maintained under section 301 of the Act.
- (xix) The company has not issued debentures during the period covered by our audit.
- (xx) The company has not raised money by way of public issues during the period covered by our audit.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place: New Delhi  
Dated : 30<sup>th</sup> August, 2012

For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978N



Pankaj Chander  
Partner  
M. No. 89065

**RCC CEMENTS LIMITED**  
 807, ARUNACHAL BUILDING, 19, BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI-110001  
 BALANCE SHEET AS AT 31ST MARCH, 2012

PARTICULARS	Notes	As At 31.03.2012 <u>Amt. In Rs.</u>	As At 31.03.2011 <u>Amt. In Rs.</u>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	4	5,60,20,000	9,10,20,000
(b) Reserves and Surplus	5	(11,718,260)	(11,727,877)
(c) Money received against share warrants		-	-
<b>(2) Share Application money pending allotment</b>		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		932	4,063
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	6	27,79,215	18,54,837
(d) Short-Term Provisions	7	7,431	6,934
<b>Total Equity &amp; Liabilities</b>		<u>4,70,89,318</u>	<u>8,11,57,957</u>
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
<b>(a) Fixed Assets</b>			
(i) Gross Block	8	3,76,64,434	3,19,93,719
(ii) Depreciation		2,17,958	2,07,327
(iii) Net Block		<u>3,74,46,476</u>	<u>3,17,86,392</u>
(b) Non-current investments	9	17,70,000	4,59,90,000
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	-	31,11,265
(e) Other non-current assets		-	-
<b>(2) Current Assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	11	4,22,843	2,70,300
(e) Short-term loans and advances		-	-
(f) Other current assets	12	74,50,000	-
<b>Total Assets</b>		<u>4,70,89,319</u>	<u>8,11,57,957</u>

Significant Accounting Policies  
 The accompanying notes are an integral part  
 of the financial statements.

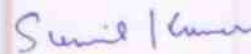
1,2,3

Auditor's Report  
 As per our separate report of even date attached  
 For RMA & associates  
 Chartered Accountants  
 Firm Reg. No. 000978N

  
 (Pankaj Chander)  
 Partner  
 M.No. 89065

Place: New Delhi  
 Date: 30th August, 2012

**RCC CEMENTS LIMITED**



(Sunil Kumar)  
 Mg. Director



(Mukesh Sharma)  
 Director



(Pooja Chuni)  
 Company Secretary



**RCC CEMENTS LIMITED**  
 807, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001  
 STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2012

PARTICULARS	Notes	As At 31.03.2012 Amt. In Rs.	As At 31.03.2011 Amt. In Rs.
<b>INCOME</b>			
Revenue from operations		5,25,500	3,86,325
<b>Total</b>		<u>5,25,500</u>	<u>3,86,325</u>
<b>EXPENSES</b>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of Finished Goods,WIP & Stock		-	-
Employee Benefit Expenses		-	-
Financial Costs	13	3,632	-
Depreciation and Amortization Expense	14	10,631	10,631
Personnel Expenses	15	2,75,800	1,84,500
Other Administrative Expenses	16	2,21,520	1,78,795
<b>Total</b>		<u>5,11,583</u>	<u>3,73,926</u>
Profit before exceptional & extraordinary items & tax		13,917	12,399
Exceptional Items		-	-
Profit before extraordinary items and tax		13,917	12,399
Extraordinary Items		-	-
Profit before tax		13,917	12,399
<b>Tax expense:</b>			
(1) Provision for Current Tax		7,431	6,934
(2) Deferred tax benefit		3,131	3,104
Profit(Loss) from the period from continuing operations		<u>9,617</u>	<u>8,569</u>
Profit(Loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit(Loss) from Discontinued operations		-	-
<b>Profit(Loss) for the period</b>		<u>9,617</u>	<u>8,569</u>
<b>Earning per equity share:</b>			
(1) Basic		0.002	0.001
(2) Diluted		0.002	0.001

Significant Accounting Policies 1,2,3  
 The accompanying notes are an integral part of the financial statements.

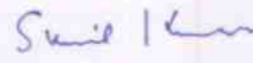
Auditor's Report  
 As per our separate report of even date attached  
 For RMA & associates  
 Chartered Accountants  
 Firm Reg. No. 000978N

  
 (Pankaj Chander)  
 Partner  
 M.No. 89065




Place: New Delhi  
 Date: 30th August, 2012

**RCC CEMENTS LIMITED**

  
 (Sunil Kumar)  
 Mg. Director

  
 (Mukesh Sharma)  
 Director

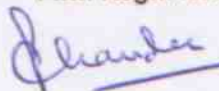
  
 (Pooja Chuni)  
 Company Secretary

# RCC CEMENTS LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

	(Rs. in Thousand)	
	Year ended March 31,	
	2012	2011
<b>A. Cash Flow From Operating Activities:</b>		
Net Profit/(loss) before tax and extraordinary items	14	12
Adjustments for:		
Interest income	-	-
Depreciation	11	11
Interest & Finance Charges	-	-
<b>Operating cash flow before changes in working capital</b>	<b>25</b>	<b>23</b>
Cash Flow in Working Capital Activities:		
(Increase)/Decrease in Sundry Debtors	(7,450)	-
(Increase)/Decrease in Inventories	-	-
(Increase)/Decrease in Loans & Advances	3,111	-
Increase/(Decrease) in Current Liabilities	925	1,847
<b>Cash generated from operations</b>	<b>(3,389)</b>	<b>1,870</b>
Less: Income Tax Paid	(7)	(7)
<b>Net cash provided by / (used in) operating activities</b>	<b>(3,396)</b>	<b>1,863</b>
<b>B. Cash Flow From Investing Activities:</b>		
Sale/(Purchase) of fixed assets	(5,671)	-
(Increase)/Decrease in investments	44,220	(1,770)
Interest received	-	-
<b>Net cash provided by / (used in) investing activities</b>	<b>38,549</b>	<b>(1,770)</b>
<b>C. Cash Flow From Financing Activities:</b>		
Increase/(Decrease) in capital	(35,000)	-
Proceeds from Long Term Borrowings	-	-
Interest and Finance Charges	-	-
Repayment of Long Term Borrowings	-	-
<b>Net cash provided by / (used in) financing activities</b>	<b>(35,000)</b>	<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents during the year [(A) + (B) + (C)]</b>	<b>153</b>	<b>93</b>
<b>Cash and Cash Equivalents:</b>		
Opening Balance	270	177
Closing Balance	423	270

For M/s. RMA & Associates  
Chartered Accountants  
Firm Regn. No. 000978

  
(Pankaj Chander)  
Partner  
M.No. 89065



  
(Sunil Kumar)  
Mg. Director

  
(Mukesh Sharma)  
Director

Place: New Delhi  
Date: 30th August, 2012



## RCC CEMENTS LIMITED

Notes to the financial statements for the year ended March 31, 2012

### 1. Corporate information

RCC CEMENTS LIMITED Company incorporated under the provisions of the Companies Act, 1956.

### 2. Basis of preparation

- The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP).
- The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956.
- The company follows the Mercantile System of Accounting recognizing Income and Expenditure on accrual basis.
- The directors have certified that there are no outstanding expenses not provided for and nor there are income which have fallen due but not accounted for. The accounts are prepared on historical cost basis and as a going concern.
- The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 3. Summary of significant accounting policies

During the year ended 31 March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

#### • Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.



- **Fixed Assets**

Fixed Assets are stated at cost. Depreciation of fixed assets is calculated at the rates prescribed under Schedule XIV to the Companies Act, 1956.

- **Investment**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

- **Inventories**

Raw materials, components, stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

- **Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

- **Income tax**

- Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years.





## RCC CEMENTS LIMITED

Notes forming part of Balance Sheet and Profit & Loss A/c.  
for the year ended 31st March, 2012

	As On 31.03.2012 <u>Amt.In (Rs.)</u>	As On 31.03.2011 <u>Amt.In (Rs.)</u>
<b>Note - 4: Share Capital</b>		
<b>Authorized Share Capital :</b>		
1,20,00,000 ( 1,20,00,000) Equity Shares of Rs 10 each	12,00,00,000	12,00,00,000
<b>Issued , Subscribed and fully paid up shares :</b>		
56,02,000 ( 91,02,000) Equity Shares of Rs 10 each fully paid up	5,60,20,000	9,10,20,000
(Reduction of Share Capital as per Orders of the Hon'ble High Court at New Delhi, Dated 22.03.2012)		
<b>Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period</b>		
At the beginning of the period	91,02,000	91,02,000
Issued/ (Reduction) during the period	(3,500,000)	-
At the end of the period	56,02,000	91,02,000

### Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

### Aggregate number of bonus shares issued, shares issued for consideration other than cash during the period and during five years immediately preceding the reporting date

NIL NIL

### Details of Shareholders holding more than 5% equity shares in the company

RCC CEMENTS LIMITED



*Sunil Kumar*  
(Sunil Kumar)  
Mg. Director

*Chuni*  
(Pooja Chuni)  
Company Secretary

*Mukesh Sharma*  
(Mukesh Sharma)  
Director

**RCC CEMENTS LIMITED**

Notes forming part of Balance Sheet and Profit & Loss A/c.  
for the year ended 31st March, 2012

	As On 31.03.2012 <u>Amt.In (Rs.)</u>	As On 31.03.2011 <u>Amt.In (Rs.)</u>
<b>Note : 5 Reserves &amp; Surplus</b>		
<b>Security Premium Account :</b>		
Opening Balance :	1,05,00,000	1,05,00,000
Add : additions During the year	-	-
Closing Balance	<u>1,05,00,000</u>	<u>1,05,00,000</u>
<b>Surplus/Deficit in the statement of profit and loss</b>		
Balance as per last financial statements	(22,227,877)	- 22,236,446
Profit (-Loss) after tax for the year	9,617	8,569
Short Provision of Income Tax of earlier years	-	-
Closing Balance	<u>(22,218,260)</u>	<u>(22,227,877)</u>
	<u>(11,718,260)</u>	<u>(11,727,877)</u>
<b>Note : 6 Other Current Liabilities</b>		
Advances	27,37,715	-
Account Payable	0	17,70,000
Audit Fee Payable	5,515	5,515
Expenses Payable	35,985	79,322
	<u>27,79,215</u>	<u>18,54,837</u>
<b>Note : 7 Short-Term Provision</b>		
b) Provisions:		
Provision for taxation (A.Y. 2011-12)	-	6,934
Provision for taxation (A.Y. 2012-13)	7,431	-
	<u>7,431</u>	<u>6,934</u>
<b>Note : 9 Non Current Investment</b>		
Non-trade investments valued at cost – investment in shares/securities		
<b>A. Quoted :</b>		
- in fully paid up equity shares		
59,000 (previous year 59,000) equity shares in N.E.C.C.Limited (Market value is not available)	17,70,000	17,70,000
	<u>17,70,000</u>	<u>17,70,000</u>
<b>B. Unquoted :</b>		
- in fully paid up equity shares	-	4,42,20,000
	<u>17,70,000</u>	<u>4,59,90,000</u>

*Sunil Kumar*  
(Sunil Kumar)  
Mg. Director

*Mukesh Sharma*  
(Mukesh Sharma)  
Director

*Pooja Chuni*  
(Pooja Chuni)  
Company Secretary





RCC CEMENTS LIMITED

Note - 8 FIXED ASSETS

(Amount in Rs.)

PARTICULARS	RATE OF DEPR. % S.L.M.	GROSS BLOCK			TOTAL COST AS ON 31.03.2012	DEPRECIATION			NET BLOCK		
		COST AS ON 01.04.2011	ADDITIONS DURING THE YEAR	SALES/ADJUSTED DURING THE YEAR		DEPRECIATION UP TO 01.04.2011	DEPRECIATION FOR THE CURRENT YEAR	DEPRECIATION ADJUSTMENT	TOTAL AS ON 31.03.2012	W.V. AS ON 31.03.2012	W.V. AS ON 31.03.2011
Office Equipments	4.75%	2,23,809	-	-	2,23,809	2,07,327	19,831	-	2,17,858	5,851	18,482
<b>TOTAL (A)</b>		<b>2,23,809</b>			<b>2,23,809</b>	<b>2,07,327</b>	<b>19,831</b>		<b>2,17,858</b>	<b>5,851</b>	<b>18,482</b>
Capital W/P		3,17,88,910	56,70,715	-	3,74,40,625	-	-	-	-	3,74,40,625	-
<b>TOTAL (B)</b>		<b>3,17,88,910</b>	<b>56,70,715</b>		<b>3,74,40,625</b>					<b>3,74,40,625</b>	<b>3,17,88,910</b>
<b>TOTAL A+B</b>		<b>3,19,93,719</b>	<b>56,70,715</b>		<b>3,76,64,434</b>	<b>2,07,327</b>	<b>19,831</b>		<b>2,17,858</b>	<b>3,74,46,476</b>	
PREVIOUS YEAR		3,19,93,719	-	-	3,19,93,719	1,98,696	10,851	-	2,07,327	3,17,86,592	

RCC CEMENTS LIMITED

*Sunil Kumar*

(Sunil Kumar)  
Mg. Director

*Pooja Chuni*

(Pooja Chuni)  
Company Secretary

*Mukesh Sharma*

(Mukesh Sharma)  
Director



**RCC CEMENTS LIMITED**

Notes forming part of Balance Sheet and Profit & Loss A/c.  
for the year ended 31st March, 2012

	As On 31.03.2012 <u>Amt.In (Rs.)</u>	As On 31.03.2011 <u>Amt.In (Rs.)</u>
<b>Note : 10 : Loans and Advances</b>		
(Unsecured, Considered Good)		
(Advance recoverable in cash or in kind or for value to be received)		
Advance	-	31,11,265
	<u>-</u>	<u>31,11,265</u>
 <b>Note : 11 Cash &amp; Cash Equivalent</b>		
<b>Cash-in-Hand</b>		
Cash Balance	3,96,741	2,59,382
	<u>3,96,741</u>	<u>2,59,382</u>
 <b>Bank Balance</b>		
Vijaya Bank	26,101	10,918
	<u>26,101</u>	<u>10,918</u>
 <b>Total</b>	<u>4,22,842</u>	<u>2,70,300</u>
 <b>Notes: 12 Other current assets</b>		
Account Receivables	74,50,000	-
	<u>74,50,000</u>	<u>-</u>

*Sunil Kumar*

(Sunil Kumar)  
Mg. Director

*Mukesh Sharma*

(Mukesh Sharma)  
Director

*Pooja Chuni*

(Pooja Chuni)  
Company Secretary





**RCC CEMENTS LIMITED**

Notes forming part of Balance Sheet and Profit & Loss A/c.  
for the year ended 31st March, 2012

	As On 31.03.2012 <u>Amt.In (Rs.)</u>	As On 31.03.2011 <u>Amt.In (Rs.)</u>
<b>Note :13 Financial Cost</b>		
Bank Charges & Commission	3,632	-
	<u>3,632</u>	<u>-</u>
<b>Note : 14 Depreciation &amp; Amortised Cost</b>		
Depreciation	10,631	10,631
	<u>10,631</u>	<u>10,631</u>
<b>Note : 15 Personnel Expenses</b>		
Salaries	2,75,800	1,84,500
	<u>2,75,800</u>	<u>1,84,500</u>
<b>Note : 16 Other Administrative Expenses</b>		
Advertisement & Publication Expenses	60,305	45,680
Audit Fee	5,515	5,515
Conveyance Expenses	8,368	12,625
Fee & Subscription	72,875	27,575
Filing Fee	8,500	8,500
Legal & Professional Charges	5,100	6,067
Miscellaneous Expenses	5,871	16,325
Office Expenses	13,872	11,856
Postage and Couriers Expenses	16,745	11,654
Printing & Stationery Exp.	24,369	19,865
Travelling Expenses	-	13,133
	<u>2,21,520</u>	<u>1,78,795</u>

*Sunil Kumar*

(Sunil Kumar)  
Mg. Director

*Mukesh Sharma*

(Mukesh Sharma)  
Director

*Pooja Chuni*

(Pooja Chuni)  
Company Secretary



17. Deferred Tax Assets & Deferred Tax Liabilities:

Particulars	Amount in Rs.		
	Deferred Tax Liability as at 01.04.2011	Current Year Charged/ (Earned)	Deferred Tax Liability as at 31.03.2012
On account of difference Between book & Tax Depreciation.	4,063	(3,131)	932
Total	4,063	(3,131)	932

In accordance with AS 22 issued by ICAI, the company has provided for deferred tax during the year

18. Related Party Disclosures

There are no related parties with whom transactions have taken place during the year.

19. The company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to a Small and Medium-sized Company.

20. The company has not received any intimation from "suppliers" regarding their status under Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

21. The figures of previous years have been recast/regrouped wherever necessary to make them comparable and for the purpose of our audit.

22. Debit and credit balances standing in the name of the parties are subject to confirmation from them.

23. Additional Information pursuant to provision of circular no. GSR 388(E) dated 15.05.95 of Department of Company Affairs is enclosed.

Auditors Report

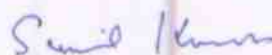
As per our report of even date attached

RCC CEMENTS LIMITED

For M/s. RMA & Associates  
Chartered Accountants  
Firm Reg. No. 000978N

  
Pankaj Chander  
Partner


M. No. 89065



(Sunil Kumar)  
Mg. Director

  
(Mukesh Sharma)  
Director

Place: New Delhi  
Dated : 30<sup>th</sup> August, 2012

  
(Pooja Chuni)  
Company Secretary