

SIXTEENTH
Annual
REPORT
2010-11

UDAIPUR CEMENT WORKS LIMITED

BOARD OF DIRECTORS

Omkar Nath Rai

R. K. Gupta

Vinit Marwaha

S.K. Kinfra

REGISTERED OFFICE

E-2, Transport Nagar,
Jaipur-302 003,
Rajasthan

PLANT

Shripati Nagar,
P.O. C.E.A. - 313 021,
Distt. Udaipur,
Rajasthan

CORPORATE OFFICE

Nehru House,
4, Bahadur Shah Zafar Marg,
New Delhi - 110 002

BANKERS

Punjab National Bank
State Bank of Bikaner and Jaipur
The Bank of Rajasthan Ltd.
The Hongkong & Shanghai
Banking Corporation Ltd.

SHARE DEPARTMENT

Gulab Bhawan (Rear Block)
3rd Floor,
6-A, Bahadur shah Zafar Marg,
New Delhi - 110 002

SHARE TRANSFER AGENT

MCS LTD.,
Shri Venkatesh Bhawan,
F-65, First Floor,
Okhala Industrial Area,
Phase-I,
New Delhi - 110 020

AUDITORS

M/S. OM PRAKASH S CHAPLOT & CO.
Chartered Accountants

UDAIPUR CEMENT WORKS LIMITED

UDAIPUR CEMENT WORKS LIMITED
Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg
New Delhi-110 002

NOTICE

NOTICE is hereby given that the sixteenth Annual General Meeting of the Members of Udaipur Cement Works Limited will be held at Hotel Maharani Palace, Station Road, Jaipur-302 001, Rajasthan, on Friday, the 23rd September 2011 at 11.00 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Accounts for the financial period ended 31st March 2011 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Onkar Nath Rai, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following as **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Section 224 of the Companies Act 1956, M/s. Om Prakash S. Chaplot & Company, Chartered Accountants, Udaipur, be and are hereby appointed Auditors of the Company to hold office from the conclusion of the 16th Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs.25,000/- p.a. (Rupees Twenty Five Thousand only), (excluding Service Tax) in addition to reimbursement of travelling and other out of pocket expenses actually incurred by them in connection with the audit."

AS SPECIAL BUSINESS

4. To consider and if thought fit to pass, with or without modification(s), the following as **Special Resolution**:
"RESOLVED that pursuant to Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act 1956 or any statutory modification or re-enactment thereof (the 'Act'), the re-appointment of Shri R.K. Gupta, Whole-time Director of the Company (WTD) for a period of three years w.e.f. 26th May 2011 be and is hereby approved on the terms of remuneration as set out in Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 349 and 350 of the said Act in any financial year, the remuneration comprising salary, perquisites and benefits as approved herein be paid as minimum remuneration to the said Whole-time Director for a period of three years w.e.f. 26th May 2011 subject to approvals other than the Shareholders, if any, required; Provided that on receipt of the Final Order of the Hon'ble Board for Industrial and Financial Reconstruction pursuant to the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985, by the Company, along with the sanctioned Rehabilitation Scheme, the Board of Directors of the Company or a Committee thereof (hereinafter referred to as the "Board") be and is hereby authorized, to consider and review, increase or alter the salary of the WTD (including salary range), perquisites, allowances, and other benefits, subject to the overall ceiling prescribed under the Act."

RESOLVED FURTHER that the Board is authorized to settle any question or difficulty in connection therewith and incidental thereto without any further reference or approval of the Members in this regard."

By Order of the Board

Regd. Office:
E-2, Transport Nagar
Jaipur-302 003, Rajasthan
5th August 2011

R.K. Gupta
Whole-time Director &
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH 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 MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 20.09.2011 to 23.09.2011 (inclusive).
3. Brief Resume of Shri Onkar Nath Rai proposed to be re-appointed as Director liable to retire by rotation (Item no 2) is given hereunder:
Shri Onkar Nath Rai, (aged 69 years) who holds an Engineering Degree, joined the Board on 14.11.1996. He has experience of over 44 years in industry in various management capacities. He does not have any other Directorships."
4. Requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Secretarial Department at the New Delhi address mentioned above.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

The re-appointment of Shri R.K. Gupta, as Whole-time Director of the Company for a period of three years was approved by the Members at the Annual General Meeting held on 25th June 2008 and also by the Central Government. He has been drawing minimum remuneration of Rs. 20,000 p.m. approved by the Members and the Central Government as aforesaid.

As the Members are aware, the Company had submitted a Draft Scheme for rehabilitation and revival of the Company to the Board for Industrial and Financial Reconstruction (BIFR). After due deliberation with the secured creditors, Government agencies and others concerned, the Scheme has been sanctioned by the Hon'ble BIFR at its hearing held on 24.11.2010 subject to completion of certain conditions. However, copy of the final Order of the BIFR along with the sanctioned Rehabilitation Scheme ("Scheme") is awaited. On receipt and implementation of the said order, it is expected that the state of affairs of the Company shall improve consequent to reduction of various debts and liabilities and infusion of fresh funds. In view of this, the Board of Directors of the Company may be authorized to vary, enhance or revise the remuneration payable to Shri R.K. Gupta, Whole-time Director and Secretary of the Company for the remainder tenure of his service and subject to requisite approvals, if any, in this behalf.

Pending receipt of the aforesaid Sanctioned Scheme, re-appointment of Shri R.K. Gupta as Whole-time Director of the Company (WTD) has fallen due w.e.f. 26th May 2011. The Board of Directors of the Company at its meeting held on 14th May 2011 re-appointed Shri R.K. Gupta as Whole-time Director of the Company for a period of three years w.e.f. 26th May 2011 and recommended necessary resolution for approval of the Shareholders at this meeting on the terms of remuneration approved by the Remuneration Committee of Directors.

While determining the remuneration of the WTD, the Remuneration Committee recommended to the Board to review the remuneration payable to the WTD, post receipt of the Sanctioned Scheme and its implementation.

Relevant details under para 1(C)(iv) of Section II of Part II of the Schedule XIII to the Act:

UDAIPUR CEMENT WORKS LIMITED

General Information:

1. Nature of Industry: Cement.
2. Date or expected date of commencement of commercial production: January 1994.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Particulars for the financial year ended 31 st March 2011	(in Rs.)
Net Sales and Other Income	6,292.00
Operating Profit (Before Interest, Depreciation and Tax)	(36,85,490.00)
Profit Before Tax	(36,85,490.00)
Profit After Tax	(36,85,490.00)

1. Export performance and net foreign exchange collaborations: Not Applicable
2. Foreign investments or collaborators, if any : Not Applicable

1. Information about the Appointee

- (1) Shri R.K. Gupta holds an Honours Degree in Commerce and also a post graduate Masters degree in Business Administration. He is also a member of the Institute of Company Secretaries of India and of the Institute of Cost and Works Accountants of India. Shri Gupta has more than 37 years of experience in various companies in executive positions and has served the Company for about 18 years in various capacities.
- (2) Past Remuneration of Shri R.K. Gupta was approved by the Shareholders at the Annual General Meeting of the Company held on 25th June 2008.
- (3) Job Profile and his suitability: Shri R.K. Gupta as Whole-time Director of the Company is vested with substantial powers of management under the superintendence, control and direction of the Board of Directors. He is also involved in policy planning, vision and strategy and long term developmental activities of the Company, besides Corporate Governance and Board coordination. He is also the Occupier of the Company's Cement Plant.
- (4) Remuneration proposed: The Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 14h May 2011 have approved the following terms of remuneration of Shri R.K. Gupta for a tenure of 3 years w.e.f. 26th May 2011, as under:
 - A. Consolidated Salary: Rs. 20,000 per month with such increments as may be decided by the Board from time to time in the salary range of Rs. 20,000 to Rs. 50,000 per month.
The term "Board" as mentioned above shall include any Committee of Directors authorized by the Board.
 - B. Perquisites, allowances and benefits: Shri R.K. Gupta shall be entitled to other Perquisites / benefits other than Salary, not exceeding 100% of the Salary.
 - C. Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act 1961.
 - D. Gratuity at the rate of 15 days salary for each completed year of service.
 - E. Encashment of unavailed leave.

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- F. The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances and other benefits subject to the overall ceiling prescribed under the Companies Act, 1956 or any statutory modifications thereto or re-enactments thereof.
- (5) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person: The Board may review the remuneration payable to Shri R.K. Gupta, Whole-time Director of the Company, post receipt of the Sanctioned Rehabilitation Scheme and its implementation.
- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed herein, Shri R.K. Gupta does not have any pecuniary relationship with the Company.

III. Other Information:

- (1) Reasons of loss or inadequate profits: Non viability of operations.
- (2) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms: The Draft Rehabilitation Scheme of the Company has been submitted to BIFR and BIFR is taking necessary steps in this regard.

Operations of the Company will become viable after implementation of the Scheme.

None of the Directors other than Shri R.K. Gupta, may be deemed to be concerned or interested in the aforesaid Resolution. The terms of remuneration now proposed to be drawn by the said Whole-time director from the Company set out hereinabove may also be treated as an abstract of memorandum of interest of the Director under Section 302 of the Companies Act, 1956.

The terms of remuneration now proposed to be drawn by the said Whole-time Director from the Company set out hereinabove may also be treated as abstract of memorandum of interest of the Directors under Section 302 of the Companies Act 1956.

The Resolution is recommended to the Shareholders for passing as a Special Resolution.

By Order of the Board

R.K. Gupta
Whole-time Director &
Company Secretary

Regd. Office:
E-2, Transport Nagar
Jaipur-302 003, Rajasthan
5th August 2011

DIRECTORS' REPORT

To the Members

Your Directors present the 16th Annual Report and Audited Accounts of the Company for the year ended 31st March 2011.

OPERATIONS

The plant operations continued to remain suspended throughout the year. During the period under review the Company posted a net loss of Rs. 36,85,490/-.

The Company continues to be registered with BIFR as a sick company. The company is trying to revive the plant with the help of Hon'ble BIFR under the "Sick Industrial Company (Special Provisions) Act, 1985" (SICA) and has submitted a rehabilitation scheme which has been sanctioned by Hon'ble BIFR in its hearing on 24.11.2010 subject to completion of certain conditions. BIFR is taking further necessary steps in accordance with the law for issue of the final sanctioned scheme.

The liquidity position of the Company continued to be extremely difficult. As a result, the company is finding it difficult to maintain essential services. In view of the difficult liquidity position, the Company has also not been able to make any payment to Financial Institutions, Banks and other creditors etc.

DIRECTORS

Shri O.N.Rai retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Shri S.K.Kinra has been appointed as a special Director on the Board of Directors of the company by Hon'ble BIFR w.e.f. 03.01.2011 until further orders or for a period of 5 years from the date of appointment or till the date on which he attains the age of 70 years, whichever is earlier.

AUDITORS

M/s. Om Prakash S Chaplot & Co., Chartered Accountants, Auditors of the Company, retire and are eligible for re-appointment. The Auditor's have confirmed that they hold a valid certificate issued by the "Peer Review Board" of Institute of Chartered Accountants of India (ICAI). The observations of the Auditors in their Report on Accounts read with relevant notes, are self explanatory.

PARTICULARS OF EMPLOYEES

During the year under review, there were no employees getting covered under the provisions of Section 217(2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act 1956, your Directors state that:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures in the financial statement.
- The accounting policies selected and applied are consistent and judgements and estimates made are 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 or loss of the Company for the financial year ended 31st March 2011.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

- The annual accounts have been prepared on a going concern basis.

COST AUDIT

Shri S.P.Gupta, Cost Accountant, Gurgaon has been appointed as Cost Auditors of the company for the Financial Year 2011-12 commencing 1st April 2011 as approved by the Central Government. Audit of the Cost Accounts of the company relating to 'Cement' for the year ended 31st March 2011 will be conducted by the Cost Auditors and Cost Audit Report will be submitted to the Ministry of Corporate Affairs, Government of India within the prescribed time.

The Cost Audit Report for the financial year ended 31st March 2010 was filed by the Cost Auditor with the Ministry of Corporate Affairs, Government of India on 19.08.2010 (Due date 30.09.2010).

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, Management Discussion and Analysis, Corporate Governance Report and Auditor's Certificate confirming compliance of the conditions of Corporate

Governance form a part of this Annual Report.

CONSERVATION OF ENERGY, ETC.

Details as required under section 217(1)(e) of the Companies Act 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules 1988, are annexed.

ACKNOWLEDGEMENTS

The Directors wish to place on record and acknowledge their appreciation for the continued and valuable co-operation received from the, Financial Institutions, Banks, Government Authorities, Shareholders, Debentureholders and the Employees of the Company despite liquidity constraints faced by the Company.

On behalf of the Board of Directors

(R.K. GUPTA) (VINIT MARWAHA)

DIRECTORS

New Delhi

Date : 05.08.2011

ANNEXURES TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MAR, 2011

Information in accordance with Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988

- (a) Conservation of Energy and Technology Absorption etc.

Since the plant operations continued to be suspended since 26.03.2002 no significant steps could be taken on energy conservation and technology absorption during the period under review.

- (b) Foreign Exchange Earnings and Outgo.

During the period ended 31st March 2011 there is no Foreign Exchange earning. The Foreign exchange outgo was also Nil.

PARTICULARS OF CONSERVATION OF ENERGY

Due to suspension of the plant operations throughout the year, there was no consumption of electricity and coal during the year.

UDAIPUR CEMENT WORKS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

(A) ECONOMY AND BUSINESS ENVIRONMENT

For the financial year ending March 2011, India logged yearly GDP growth rate of 8.5% just below the expected 8.6%, half a percentage point over the 8.0% growth logged a year earlier.

The drop in GDP was primarily on account of lower than expected performance in 'mining and quarrying', 'manufacturing', 'trade, hotels, transport and communication' and 'financing, insurance, real estate & business services'.

One of the biggest reason why economy has not grown as expected is inflation. It has been consistently high and has been hovering around the double digit mark during the year. To add to inflation woes are the high crude prices, which threaten to put inflation on even higher pedestal.

(B) INDIAN CEMENT INDUSTRY

India is the world's second largest producer of cement with total capacity of about 290 million tonnes (MT) at the end of the year.

The year ending 31st March 2011 was one of the difficult year for the cement industry.

The capacity addition of about 11% during the year exceeded the growth in demand for cement of about 5% resulting in sizeable cement surplus in the country. There was also steep rise in the cost of inputs and interest cost which affected the margin of the cement industry.

However, future outlook for the cement industry remains positive as government initiatives in the infrastructure sector, coupled with the housing sector boom and urban development, continue being the main drivers of growth for the Indian cement industry.

OPERATIONS

The plant operations continued to remain suspended throughout the year. The liquidity position of the company also worsened.

Efforts to revive the plant are continuing and the company has submitted a Draft Rehabilitation Scheme (DRS) in this regards which has been sanctioned by Hon'ble BIFR in its hearing on 24.11.2010 subject to completion of certain conditions. BIFR is taking further necessary steps in accordance with law for issue of the final sanctioned scheme.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is an integral part of values, ethics and best business practices followed by the Company. The Company's philosophy can be described as observing of business practices with the ultimate aim of enhancing long term shareholders' value and commitment to high standards of

business ethics.

2. BOARD OF DIRECTORS

The Board of Directors presently consists of four Directors comprising of three Non-Executive (NED) and Independent Directors (INDs). Six Board Meetings were held during the Financial Year 2010-11 ended 31st March 2011, on 8th April 2010, 5th May 2010, 5th July 2010, 5th October 2010, 30th December 2010 and 2nd February 2011. Attendance and other details of the Directors are as under:

Director	Category	No. of Board Meetings attended	Whether last AGM attended (17.9.10)	Outside Directorships and Committee Memberships/ Chairmanships		
				Other Directorships@	Committee Member-ships#	Committee Chairman-ships#
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Shri Onkar Nath Rai	IND	3	NO	-	-	-
Shri Vinit Marwaha	IND	5	-	1	-	-
Shri Rohni Kumar Gupta	Executive	6	Yes	-	-	-
Shri Suresh Kumar Kinra*	IND(BIFR Nominee)	-	-	-	-	-

@ As per Section 275 read with Section 278 of the Companies Act 1956.

#Only covers Memberships/Chairmanships of Audit Committee and Shareholders/Investors Grievance Committee.

* The Hon'ble BIFR appointed Shri Suresh Kumar Kinra as Special Director on the Board of the Company w.e.f. 3rd January 2011.

3. AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The "Terms of Reference" of the Committee are in conformity with the provisions of Section 292A of the Companies Act 1956 and Clause 49 of the Listing Agreement with Stock Exchanges.

The Committee consists of four Directors namely Shri Onkar Nath Rai (Chairman), Shri Vinit Marwaha, Shri R.K. Gupta and Shri Suresh Kumar Kinra*, majority being Non-Executive.

The meeting of the Audit Committee held on 5th July 2010, was attended by Shri Vinit Marwaha and Shri R.K. Gupta. As reported by the Directors in their Report to the members, the operations at the Company's Plant remained suspended throughout the period under review, being uneconomical.

*Shri Suresh Kumar Kinra was appointed by the Board as a Member of the Audit Committee w.e.f. 3.1.2011.

4.1 REMUNERATION COMMITTEE (non-mandatory)

The Company does not have any permanent Remuneration Committee. A Committee comprising of three independent Directors was constituted by the Board on 14th May 2011 to consider and determine remuneration of Shri R.K. Gupta, Whole-time Director of the Company on his re-appointment for a further period of three years w.e.f. 26th May 2011.

4.2 REMUNERATION PAID TO DIRECTORS

- (a) Non executive Directors (NEDs): As unanimously decided by the Board, no payments were made to the Directors

UDAIPUR CEMENT WORKS LIMITED

in respect of the Board/ Committee meetings attended by them during the year. The NEDs did not have any other material pecuniary relationship or transaction vis-à-vis the Company during the year. The number of Equity Shares held by NEDs: Shri O.N. Rai- 1 share, Shri Vinit Marwaha and Shri Suresh Kumar Kinra(Special Director appointed by BIFR) do not hold any shares.

(b) Executive Directors:

Name	Service Contract years w.e.f.	Remuneration	
		Period	Amount
Shri R.K.Gupta	3 years w.e.f. 26.5.2011	01.04.2010 - 31.03.2011	Rs. 2,87,538/-

The Company does not have any Stock Option Scheme. The Company does not have any outstanding convertible instruments.

5. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Company has Shareholders/Investors Grievance Committee at the Board level. It consists of four Directors, namely, Shri O.N. Rai (Chairman of the Committee), Shri R.K. Gupta, Shri Vinit Marwaha and Shri Suresh Kumar Kinra*.

Shri R.K. Gupta, Whole-time Director & Company Secretary, is the Compliance Officer who oversees the investor's grievances including related to Transfer/ Transmission of shares, Non-receipt of Annual Reports, dividend, interest and redemption proceeds on Debentures etc.

Six meetings of the said Committee were held during the Financial Year 2010-11, ended 31st March 2011, on 8th April 2010, 5th May 2010, 5th July 2010, 5th October 2010, 30th December 2010 and 2nd February 2011. The Company received 7 complaints which were promptly attended.

*Shri Suresh Kumar Kinra was appointed by the Board as a Member of the Shareholders/ Investors Grievance Committee w.e.f. 3.1.2011.

The Company has also a Committee of Directors(COD), which approves registration of transfer and transmission of

shares in physical mode. During the period, 3 meetings of the COD were held. All the valid requests for transfer of shares were processed in time and there are no pending transfers of shares.

6. GENERAL BODY MEETINGS

Location and time for the last three Annual General Meetings (AGM):

Year	Location	Date	Time
2006-2007	Maharani Palace, Station Road, Jaipur (Rajasthan)	25.06.2008	11.00 A.M.
2007-2008	Same as above	20.06.2009	11.00 A.M.
2009-2010	Same as above	17.09.2010	11.00 A.M.

Special Resolution regarding re-appointment of Shri R.K. Gupta, Whole-time Director of the Company for a period of three years w.e.f. 26th May 2008 was passed at the Annual General Meeting held on 25th June 2008.

No Special Resolutions were required to be put through postal ballot last year.

7. DISCLOSURES

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large: None. Suitable disclosure as required by Accounting Standard (AS-18) - Related party transactions, has been made in the Annual Report.

There were no materially significant transactions with related parties, which were in conflict with the interests of the Company.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

Due to extremely difficult liquidity position arising out of stoppage of plant operations as reported in the Directors' Report, the Company could not make certain essential payments including Interest and Redemption on Debentures/Term Loans and listing fees to the Stock Exchanges and NSDL/CDSL. The

Stock Exchange, Mumbai had suspended trading in the scrips of the Company w.e.f. 3.2.2003. NSDL/CDSL has also stopped downloading of data regarding Beneficial ownership (Benpos).

8. MEANS OF COMMUNICATION

Due to stoppage of plant operations throughout the financial year 2010-11 as reported by the Directors in their Report to the Members, the Company was not in a position to publish unaudited financial results for the quarters from April '10 December'10. The Unaudited Results for the Quarter ended 31st March 2011 were published in the leading English newspaper "Financial Express" and one regional daily "Rajasthan Patrika" (Jaipur), having wide circulation and promptly furnished to the Stock Exchanges for display on their respective websites. The Company has kept the Stock Exchanges informed in this regard, from time to time.

"Management Discussion & Analysis" forms part of the Annual Report.

9. GENERAL SHAREHOLDERS' INFORMATION

(i) ANNUAL GENERAL MEETING

(a) Date and Time : 23rd September 2011 at 11.00 A.M.

Venue : Hotel Maharani Palace, Station Road, Jaipur (Rajasthan).

(b) As required under Clause 49 (IV)(G)(i), a brief resume and other particulars of the appointment and re-appointment of the Directors retiring by rotation at the aforesaid Annual General Meeting and seeking re-appointment are being given in the notes to the Notice convening the said Meeting.

(ii) FINANCIAL CALENDAR (TENTATIVE)

Financial Reporting

• for the quarter ending 30.06.2011	Within 45 days of the end of the quarter
• for the half-year ending 30.09.2011	
• for the quarter ending 31.12.2011	Within 60 days of the end of the financial year
• for the year ending 31.03.2012 (Audited)	
• Annual General Meeting for the Financial Year ending 2011-12	between July and September 2012

(iii) DATE OF BOOK CLOSURE:

20.09.2011 to 23.09.2011 (both days inclusive)

(iv) DIVIDEND: No dividend was declared for the year.

(v) LISTING ON STOCK EXCHANGES (INCLUDING SECURITY CODE)

The Equity Shares of the Company are listed on the Stock Exchanges at Jaipur (548), Mumbai (30131), Ahmedabad (28577) and Delhi (10104). However, trading in the scrips of the Company was suspended by the Bombay Stock Exchange w.e.f. 03.02.2003.

(vi) STOCK MARKET PRICE DATA & COMPANY'S SHARE PERFORMANCE V/S. BSE SENSEX

Trading in the scrips of the Company was suspended by Mumbai Stock Exchange w.e.f. 03.02.2003. Thus, no market price data is available.

(vii) DISTRIBUTION OF SHARE HOLDINGS AS ON 31st March 2011

No. of Equity shares held	No. of shareholders	% of shareholders	No. of shares	% of share-holding
Upto 5000	15780	99.62	7380617	11.70
5001-10000	33	0.21	272500	0.43
10001-50000	15	0.09	305484	0.48
50001-100000	3	0.02	223000	0.37
100000 & above	10	0.06	54911642	87.02
TOTAL	15841	100.00	6,31,03,243	100.00

(viii) SHARE TRANSFER SYSTEM

All valid requests for transfer/transmission of Shares held in physical form are processed within a period of 15-20 days from the date of receipt thereof and the Share Certificates duly transferred are immediately returned to the transferee/lodger. Transactions in the demated shares are processed by NSDL/CDSL through the Depository Participant with whom the Shareholders have opened their demat accounts.

(ix) DEMATERIALISATION OF SHARES AND LIQUIDITY

Trading in the equity Shares of the Company is permitted only in dematerialised form. Shareholders may therefore, in their own interest, dematerialise their holdings in physical form, with any one of the Depositories namely NSDL and CDSL. The ISIN No. for Equity Shares of the Company for both the depositories is **INE225C01011**. As on 31st March 2011, 82.19% of the Equity Shares stand dematerialised. It may be noted that

UDAIPUR CEMENT WORKS LIMITED

in respect of Shares held in demat form, all the requests for nomination, change of address, ECS, Bank Mandate and rematerialisation etc. are to be made only to the Depository Participant (DP) of the Shareholders.

(x) OUTSTANDING GDRs AND LIKELY IMPACT ON EQUITY: Not Applicable

(xi) PLANT LOCATION: Shripati Nagar, P.O. C.F.A., Distt. Udaipur- 313 021, Rajasthan.

(xii) ADDRESS FOR CORRESPONDENCE

<p>1 Udaipur Cement Works Limited Secretarial Department : Gulab Bhawan (Rear Block) 6A, Bahadur Shah Zafar Marg New Delhi- 110 002 Tel.Nos.(011) 30179861 & 30179862 Fax Nos.91-11-23739475 Email:rgupta@jkmil.com</p>	<p>2 Registrar & Share Transfer Agents (RTA) : MCS Ltd. Venkatesh Bhawan F-65, First Floor, Okhla Industrial Area, Phase - I, New Delhi- 110 020 Tel. Nos. (011) 41406149, 41406151-52 Fax No.91-11-41709881 Email:admin@mcsdel.com Contact Person: Mr. Aniruddha Mitra (E-mail: amitra@mcsdel.com)</p>
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Shareholders are requested to quote their Folio No./ DP ID- Client ID and details of shares held in physical / demat mode, E-mail Ids and Telephone / Fax No. for prompt reply to their communications.

10. DECLARATION

This is to confirm that for the financial year ended 31st March 2011, all the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management adopted by the Board.

**Auditor's Compliance
Certificate on
Corporate Governance**

To the Members of Udaipur Cement Works Limited.

We have examined the compliance of conditions of Corporate Governance by Udaipur Cement Works Limited for year ended on 31st March, 2011, 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 Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to review of 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. On the basis of our review and according to the information and explanations given to

us, the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges have generally been complied with except, publication/ taking on record by the Board of Directors of unaudited half yearly/quarterly results for the period from 1st April 2010 to 31st December 2010, constitution of Audit Committee w.r.t. minimum number of Non-Executive/ Independent Directors and holding of minimum number of audit committee meetings. There are no investor complaints/ grievances of over 30 days which are remaining unattended as per the record maintained by the Shareholder's/Investor's Grievance Committee.

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

For OM PRAKASH S. CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

Place: Udaipur
Date: 05.08.2011

(O.P.CHAPLOT)
Partner
M.No. 10184

AUDITORS' REPORT

To the members of Udaipur Cement Works Limited

We have audited the attached Balance Sheet of Udaipur Cement Works Limited as at 31st March 2011, the Profit & Loss Account and also the cash flow statement 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.

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 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 presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us during the course of audit, we enclose in the Annexure, a statement on the matters specified in the paragraphs 4 and 5 of the said Order.

2. Further to our comments in the Annexure referred to in paragraph 1 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 those books;

c) The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;

d) In our opinion and to the best of our information, the Profit & Loss Account, Balance Sheet and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956, to the extent applicable **except to the extent of non-provision of interest liability etc. and preparation of accounts on going concern basis (AS-1), non-provision for leave encashment. (Note No. 2-AS 15), Non-determination of current net Realisable Value of Inventory and Non-determination / non-provision of obsolete and unusable assets and inventory, non-provision of depreciation and for impairment of assets (note no.3- AS-2, AS-6, AS-10 and AS-28);**

e) On the basis of written representations received from the directors, as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being re-appointed as a director of the company in terms of the clause (g) of sub- (1) of section 274 of the Companies Act, 1956. **However all the directors of the company except Mr. S.K.Kinra, special director appoints by Hon'ble BIFR are disqualified to be appointed/ re-appointed as directors in any other public company;**

f) Attention is invited to:

- (i) Note no. 1 & 11 of Schedule 13 regarding preparation of accounts on "going concern basis" for the reasons stated in the said notes and

- our inability to comment thereon;
- (ii) Note no. 2 of Schedule 13 regarding non-provision of salary, wages, allowances and other benefit etc. as stated in the said note (amount unascertained).
- (iii) Note no. 3 of Schedule 13 regarding valuation of respective inventories as valued, considered same as in the previous year and have been taken on the same value as in the previous year and non provision of adjustment of lower of net realisable value over cost of inventories and non provision for obsolete, shortages, damaged and non-moving, inventories and fixed assets and for impairment of assets (amount unascertained) and non provision of depreciation as stated in the said note.
- (iv) Note no. 4(a) of Schedule 13 regarding non provision of interest on secured loans, bank borrowings, trade deposits, royalty, dues payable to Ajmer Vidyut Vitaran Nigam Ltd. (AVVNL), excise duty demand and penal interest, liquidated damages, etc. thereon as stated in the said note (amount unascertained) and regarding non-accounting of interest earned on certain deposits.
- (v) Note No. 4(c) of Schedule 13 regarding non-accounting of interest earned on certain deposits as stated in the said note (amount unascertained).
- (vi) Note No. 14 of Schedule 13 regarding non-provision against overdue debtors amounting to Rs. 3,67,79,578 and loans and advances amounting to Rs. 4,71,84,621.
- (vii) Note No. 21, 14, 6 & 11 of Schedule 13 regarding pending reconciliation / confirmation of balances of secured loans, unsecured loans, deferred interest, creditors, other current liabilities, banks, deposits, debtors, loans and advances and contingent liabilities considered to the extent identified by the management and our inability to comment thereon.

- (viii) Note No. 13 of Schedule 13 regarding non-provision of interest on overdue liability of Sundry Creditors under Current Liabilities & Provisions as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" (amount unascertained) and identification of such parties and their dues by the management and our inability to comment on the same.

We further report that the loss for the year, balance in profit & loss account, assets and liabilities as stated are without considering the impact of items mentioned in para (f)(i) to (v), (vii) & (viii) above. Had the observation made in para (f) (iii) & (vi) above been considered, loss for the year would have been Rs. 15,97,41,701 (as against reported figure of Rs 36,85,490), debit balance in profit & loss account would have been Rs. 3,06,43,97,502 (as against reported figure of Rs. 2,90,83,41,291), debtors would have been Rs. Nil (as against reported figure of Rs. 3,67,79,578) and loans & advances would have been Rs. 10,00,00,000 (as against reported figure of Rs. 14,71,84,621).

Subject to the foregoing, in our opinion and to the best of our information and according to the explanations given to us, the said balance sheet, profit & Loss account and the cash flow statement read together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance sheet, of the state of affairs of the Company as at 31st March, 2011;
- In the case of the Profit & loss Account, of the loss for the year ended on that date; and
- In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For OM PRAKASH S. CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

Place: Udaipur
Date: 05.08.2011

(O.P. CHAPLOT)
Partner
M.No. 10184

UDAIPUR CEMENT WORKS LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

[Referred to in Paragraph (1) of the Auditors' Report of even date to the members of Udaipur Cement Works Limited for the year ended 31.03.2011]

- i)
 - a) Records showing full particulars including quantitative details and situation of fixed assets have been maintained by the company. *This should be read with our comments in para (b) below.*
 - b) *Physical verification of fixed assets has not been conducted by the management during the year due to plant operation being under suspension as stated in note no. 3 of Schedule 13. Discrepancy, if any, in this respect could not be ascertained and commented by us.*
 - c) As per information and explanations provided by the management and records made available to us, fixed assets disposed off during the year were not substantial.
- ii)
 - a) *Physical verification of inventories has not been conducted by the Management during the year as stated in note no.3 of Schedule 13.*
 - b) *In our opinion and having regard to our comments in Para (ii)(a) above, the procedures of physical verification of inventory needs to be made adequate in relation to the size of the company and nature of its business.*
 - c) *On the basis of information and records made available, inventory records are maintained (subject to note no.3 of Schedule 13) but in the absence of physical verification report, it is not possible to ascertain and comment on discrepancy between*
book records and physical inventory and adjustments, if any and ascertainment of amount thereof read together with note no.3 of Schedule 13.
- iii) The company has neither granted nor taken any loans, secured or unsecured to and from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clause 4(ii) (b) to (d), (f) & (g) of the order are not applicable.
- iv) *Internal control system require to be strengthened to be made commensurate with the size of the company and the nature of its business for the sale of fixed assets and services and read with our comments elsewhere and note no 3, 14, & 21 of Schedule 13.*
- v) According to the information and explanations provided by the management and based upon audit procedure performed, we are of the opinion that there are no particulars of contracts or arrangements referred to in section 301 of the Act to be entered in the register required to be maintained under that section, accordingly, the provisions of clause 4 (v) (b) of the order are not applicable.
- vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of the directives issued by Reserve Bank of India and the provision of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under. As informed to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard.
- vii) *No Internal Audit has been carried out during the year as stated in note no. 17 of Schedule 13.*

viii) We have broadly reviewed the books of account maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed records have been made and maintained read with Note no. 3 of schedule 13. We have not, however, made a detailed examination of the said records with a view to determine whether they are accurate.

ix) a) According to the legal opinion obtained by the company liability of provident fund contribution arises only when salaries and wages are actually paid, accordingly we are not in a position to express opinion about payable amount in respect of provident fund contribution. As informed to us, Employee State Insurance is not applicable to the company. Further, according to the records of the Company and information and explanations given to us, the company is generally regular (except delay in case of Sales Tax, Excise Duty, Income Tax, Royalty

(including as reported below) in depositing undisputed statutory dues including Investor Education and Protection Fund, Wealth Tax, Service Tax, Custom Duty, Cess and other material Statutory dues with the appropriate authorities to the extent applicable. There are no material statutory dues payable for a period of more than six months from the date they became payable as at 31st March, 2011 except Sales Tax Rs. 13,44,27,346, Excise Duty Rs. 70,54,778, , Electricity dues Rs. 1,83,17,491, Cess Rs. 55,853 and Royalty Rs. 62,61,385, further this is to be read together with note no. 2, 4(a) and 21 of Schedule 13.

b) According to the records and information and explanations given to us, there are no dues in respect of Wealth Tax, Custom Duty and Cess that have not been deposited with the appropriate authorities on account of any dispute and the dues in respect of Income Tax, Excise Duty, Service Tax and Sales Tax that have not been deposited on account of dispute and the forum where the dispute is pending are given below: -

Name of the Statute	Nature of The Dues	Period	Forum where dispute is pending	Amount (In Rs.)
Central Excise Act	Excise Duty	1995-96	High Court	
	Excise Duty (Interest)	2000-01	Assistant Commissioner Central Excise, Udaipur	4,40,017
Service Tax Act	Service Tax	1997-98	Assistant Commissioner of Excise (S.T.)	66,05,892
			Assistant Commissioner (Comm. Tax)	8,14,000
Sales Tax Act	Sales Tax	1999-2000	Assistant Commissioner (Comm. Tax)	9,11,000
	Sales Tax (Interest)	1996-97, 1997-98 & 1998-99	Assistant Commissioner (Comm. Tax)	25,04,900
	Sales Tax	1996-97	Assistant Commissioner (Comm. Tax) Circle 'B' Jammu	
Land Tax Act	Land Tax	2006-07 to 2010-11	Sub-Registrar, Mavli & Vallabh Nagar	18,59,79,044

Above is to be read with note no. 6, & 21 of Schedule 13

UDAIPUR CEMENT WORKS LIMITED

- x) The company's accumulated losses at the end of the financial year are more than fifty percent of its net worth and it has also incurred cash losses in the current financial year and also in the immediately preceding financial year.
- xi) On the basis of records made available and information and explanations given to us, the company has defaulted in repayment of dues, considering restructuring scheme, to financial institutions, banks and debenture holders, the details of which are given below:

Particulars	Amount Over due as on 31.03.2011 (Including accrued interest to the extent provided for)	Maximum Balance outstanding during the year
Debentures holders	Rs. 40,42,34,400 (including carried over Rs. 40,42,34,400 from previous year)	Rs. 40,42,34,400
Banks	Rs 18,92,88,108 (including carried over Rs. 18,92,88,108 from previous year)	Rs. 18,92,88,108
Financial Institutions	Rs 60,84,70,500 (including carried over Rs. 60,84,70,500 from previous year)	Rs 60,84,70,500
Deferred Interest	Rs. 10,82,29,116	Rs. 10,82,29,116
Above is to be read with note no. 4, 5 & 21 of Schedule 13		

- xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit fund or a nidhi/mutual benefit fund/society; therefore the provisions of clause 4 (xiii) of the Order are not applicable to the company.
- xiv) According to the information and explanations provided by the management, the company is not dealing in or trading in shares, securities, debentures and other investments.
- xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) In our opinion and according to the records, information and explanations given to us, the Company has not availed any fresh term loan during the year.
- xvii) Based on the examination of the documents and records made available and on the basis of information and explanations given to us and on an overall examination of financial statements, we are of the opinion that the company has not used funds raised on short-term basis for long-term investment.
- xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares during the year to any parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix) According to information & explanations provided by the management no debentures have been issued during the year. In respect of debentures outstanding during the year security or charge had been created as stated in note no. B 1 of schedule-3.
- xx) The company has not raised any money through a public issue during the year.
- xxi) Based on the audit procedures performed and on the basis of information and explanations provided by the management which have been relied upon by us, no fraud on or by the company has been noticed or reported during the course of our audit or have been informed by the management.

For OM PRAKASH S. CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

Place: Udaipur
Date : 05.08.2011

(O.P.CHAPLOT)
Partner
M.No. 10184

BALANCE SHEET
As at 31st March, 2011

		(Amount in Rs.)	
	SCHEDULE	31st Mar.2011 (12 Months)	31st Mar.2010 (15 Months)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	1,143,223,330	1,143,223,330
Reserves and Surplus	2	<u>608,992,920</u>	<u>608,992,920</u>
		<u>1,752,216,250</u>	<u>1,752,216,250</u>
Loan Funds			
Secured Loans	3	1,201,993,008	1,202,568,008
Deferred interest (Refer Note No.5 - Notes on Accounts)		108,229,116	108,229,116
Unsecured Loan - Trade Deposit		<u>43,902,540</u>	<u>43,902,540</u>
		<u>1,354,124,664</u>	<u>1,354,699,664</u>
	Total	<u>3,106,340,914</u>	<u>3,106,915,914</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block		1,678,960,282	1,678,960,282
Less: Depreciation	4	<u>1,238,774,106</u>	<u>1,238,774,106</u>
Net Block		<u>440,186,176</u>	<u>440,186,176</u>
Current Assets, Loans and Advances			
Inventories	5	84,323,104	84,323,104
Sundry Debtors	6	36,779,578	36,779,578
Cash and Bank Balances	7	6,318,058	6,262,327
Loans and Advances	8	<u>147,184,621</u>	<u>147,028,145</u>
		<u>274,605,360</u>	<u>274,393,154</u>
Less: Current Liabilities and Provisions	9	<u>516,791,913</u>	<u>512,319,218</u>
Net Current Assets		<u>(242,186,553)</u>	<u>(237,926,064)</u>
Profit & Loss Account		<u>2,908,341,291</u>	<u>2,904,655,802</u>
(Balance as per annexed Profit & Loss account)			
	Total	<u>3,106,340,914</u>	<u>3,106,915,914</u>

Notes on Accounts
Schedules 1 to 9 and 13 attached to the Balance Sheet
are an integral part thereof

As per our report of even date
for OM PRAKASH S CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

O.P.CHAPLOT
Partner

UDAIPUR
Date: 05.08.2011

R.K.GUPTA
Whole Time Director &
Company Secretary

Onkar Nath Rai

Vinif Marwaha

S.K.Kinra

Directors

UDAIPUR CEMENT WORKS LIMITED

PROFIT AND LOSS ACCOUNT
For the Year Ended 31st March, 2011

	SCHEDULE	31st Mar.2011 (12 Months)	(Amount in Rs.) 31st Mar.2010 (15 Months)
INCOME			
Sales			
Other Income	10	6,292	375
Increase / (Decrease) in Stocks		6,292	375
		<u>6,292</u>	<u>375</u>
EXPENDITURE			
Employees	11	1,256,146	18,023,065
Other Expenses	12	2,435,636	660,626
		<u>3,691,782</u>	<u>18,683,691</u>
PROFIT / (LOSS) BEFORE DEPRECIATION		(3,685,490)	(18,683,316)
Depreciation			
NET PROFIT/(LOSS) AFTER DEPRECIATION		(3,685,490)	(18,683,316)
NET PROFIT/(LOSS) BEFORE TAX		(3,685,490)	(18,683,316)
NET PROFIT/(LOSS) AFTER TAX		(3,685,490)	(18,683,316)
(Deficit) brought forward from Previous Period		(2,904,655,802)	(2,885,972,486)
(Deficit) carried to Balance Sheet		<u>(2,908,341,291)</u>	<u>(2,904,655,802)</u>

Notes on Accounts
Schedules 10 to 13 and 13 attached to the Profit & Loss Account
are an integral part thereof

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As per our report of even date
for OM PRAKASH S CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

O.P.CHAPLOT
Partner

UDAIPUR
Date: 05.08.2011

R.K.GUPTA
Whole Time Director &
Company Secretary

Onkar Nath Rai

Vinit Marwaha

S.K.Kinra

Directors

**Schedules 1 to 13 annexed to and forming part of the
Balance Sheet as at 31st March, 2011 and Profit & Loss
Account for the year ended on that date.**

	(Amount in Rs.)	
	31st Mar.2011 (12 Months)	31st Mar.2010 (15 Months)
SCHEDULE 1		
CAPITAL #		
Authorised:		
Equity Shares - 6,50,00,000 of Rs. 10 each	650,000,000	650,000,000
Preference Shares - 60,00,000 of Rs. 100 each	600,000,000	600,000,000
	<u>1,250,000,000</u>	<u>1,250,000,000</u>
Issued, Subscribed & Paid Up:		
Equity Shares		
- 63103243 (Previous year 63103243) of Rs. 10 each fully paid up	631,032,430	631,032,430
Add : Forfeited Shares	2,667,900	2,667,900
	<u>633,700,330</u>	<u>633,700,330</u>
Zero Coupon Preference Shares #		
- 4531948 Shares of Rs. 100 each (series-I) fully paid up (issued in consideration other than cash)	453,194,800	453,194,800
- 563282 Shares of Rs. 100 each (series-II) fully paid up (Issued in consideration other than cash)	56,328,200	56,328,200
# Zero Coupon Preference Shares I & II are Redeemable at par in five equal instalments commencing from the last quarter of year 2010-11		
	<u>1,143,223,330</u>	<u>1,143,223,330</u>
SCHEDULE 2		
RESERVES AND SURPLUS		
Capital Reserves		
Share Premium Account	130,800	130,800
	608,862,120	608,862,120
	<u>608,992,920</u>	<u>608,992,920</u>
SCHEDULE 3		
SECURED LOANS		
(i) Debentures		
13.5% Secured Redeemable Partly Convertible Debentures	7,588,500	7,588,500
Non Convertible Debentures of Rs.100 each (Series - I) 2348529 (Previous Year 2354279) 13.5%	234,852,900	235,427,900
Non Convertible Debentures of Rs.100 each (Series- II) 1617930 (Previous Year 1617930) 13.5%	161,793,000	161,793,000
(ii) Loans & Advances from Banks and Financial Institutions		
Term Loans from		
Financial Institutions		
Banks	608,470,500	608,470,500
Working Capital Loans from Banks	11,250,000	11,250,000
	178,038,108	178,038,108
	<u>1,201,993,008</u>	<u>1,202,568,008</u>

UDAIPUR CEMENT WORKS LIMITED

Notes:

A. Terms of Redemption of Debentures

1. 13.5% Secured Redeemable Partly Convertible Debentures of Rs. 90 each are redeemable in three equal annual installments commencing from April, 1 2002 (one installment redeemed)
2. In terms of the sanctioned Scheme of Compromise and / or Arrangement, part of the long term debt of the company stood converted into Debentures on the terms given below:-
-13.5% Non-Convertible Debentures of Rs. 100 each (Series-I) aggregating to Rs. 23,98,76,900/- (out of which Rs. 50,24,000/- paid upto 31.03.2011) and 13.5% Non-Convertible Debentures of Rs. 100 each (Series-II) aggregating to Rs. 16,17,93,000/- are redeemable in 28 quarterly installments of the amount calculated in terms of percentage specified in the scheme commencing from 2003-04 to 2009-10 i.e. 8%, 12%, 12%, 13%, 18%, 18% and 19%.

B. Security

1. 13.5% Secured Redeemable Partly Convertible Debentures (Non Convertible Portion) of Rs. 75,88,500/- and 13.5% NCDs (Series - I) are secured by way of first parri passu charge on all the movable and immovable properties of the company and 13.5% NCDs (Series-II) are secured by way of a second and sub-servient charge on all the movable and immovable properties of the company subject to prior charges in favour of the bankers on specified movable assets for working capital requirements.
2. Term Loans from Financial Institutions and Banks are secured by way of first parri passu charges inter alia on the company's immovable properties at Udaipur and on the company's movable properties except term loans from Financial Institutions amounting to Rs. 4,84,60,500/- are secured by means of second and sub-servient charge on the properties mentioned above subject to prior charges in favour of the bankers on specified movable assets for working capital requirements.
3. The Debentures and Term Loans secured as stated above are inclusive of deferred interest. (Refer Note 5 of schedule-13)
4. Working Capital Loans from Banks are secured against hypothecation of Stocks & Book Debts etc.

SCHEDULE - 4

FIXED ASSETS

PARTICULARS	(Amount in Rs.)									
	1st Apr. 2010 Gross Book Value	Additions/ Adjustment	Sales/ Adjustment	31st Mar. 2011 Gross Book Value	DEPRECIATION			31st Mar. 2011 Net Book Value	31st Mar. 2010 Net Book Value	
					Upto 31.03.2010	For the Period	On Sales/ Adjustment			Upto 31.03.2011
Land	4151259			4151259					4151259	4151259
Leasehold Land	7083706			7083706	6469483			6469483	594223	594223
Building	12675637			12675637	48499194			48499194	78276443	78276443
Furniture & Fixtures	11542082			11542082	10175990			10175990	1366192	1366192
Vehicles	1521737			1521737	1275405			1275405	246332	246332
Plant & Machinery	1484341788			1484341788	1142328746			1142328746	342013042	342013042
Pipeline & Water Works	8495428			8495428	5399467			5399467	3096961	3096961
Railway Siding & Locomotives	20727653			20727653	14568523			14568523	6159130	6159130
Electric Sub Stn. & Tel. Inst. etc.	13435214			13435214	9411974			9411974	4023240	4023240
Weight Bridge	905778			905778	646424			646424	259354	259354
TOTAL	1678960282			1678960282	1238774106			1238774106	440186176	440186176
Previous Year	1678960282			1678960282	1238774106			1238774106	440186176	440186176

Note: Refer Note No. 3 of Schedule 13 regarding non-provision of depreciation for the period.

UDAIPUR CEMENT WORKS LIMITED

	(Amount in Rs.)	
	31st Mar.2011 (12 Months)	31st Mar.2010 (15 Months)
SCHEDULE 5		
INVENTORIES		
(As certified by the Management)		
Stores & Spares		
Raw Materials	65,963,949	65,963,949
Stock-in-Process	7,825,878	7,825,878
Finished Goods	8,893,496	8,893,496
Scrap	1,415,781	1,415,781
	<u>224,000</u>	<u>224,000</u>
	<u>84,323,104</u>	<u>84,323,104</u>
SCHEDULE 6		
SUNDRY DEBTORS		
(Unsecured)		
Exceeding Six Months		
- Considered Good	36,779,578	36,779,578
- Considered Doubtful	12,671,667	12,671,667
Less:- Provision for Doubtful debts	12,671,667	12,671,667
(See Note No. 14 - Notes on Accounts)		
	<u>36,779,578</u>	<u>36,779,578</u>
SCHEDULE 7		
CASH AND BANK BALANCES		
Cash on hand	67,502	11,969
Balance with Scheduled Banks :		
On Current Accounts	773,787	773,590
On Deposit Accounts (Including Employees' Security	5,476,768	5,476,768
Deposit Rs. 75000 - Previous Period Rs.75000)		
(F/D Pledged with Banks Rs. 4514700 Lacs (Previous Period Rs 4514700))		
	<u>6,318,058</u>	<u>6,262,327</u>
SCHEDULE 8		
LOANS AND ADVANCES		
(Unsecured / Considered good)		
Unsecured Loans		
Bengal & Assam Company Ltd.	100,000,000	100,000,000
(Refer Note No. 16 - Notes on Accounts)		
Advances recoverable in cash or in kind or for value to be received	29,421,461	29,264,985
Deposits with Government Authorities and Others	17,763,160	17,763,160
	<u>147,184,621</u>	<u>147,028,145</u>
SCHEDULE 9		
CURRENT LIABILITIES AND PROVISIONS		
Current Liabilities		
Sundry Creditors		
Dues of Micro, Medium and Small Enterprises (Refer Note No. 13)	2,211,239	2,211,239
Others Sundry Creditors	463406071	462625319
Sub-total - Sundry Creditors	465,617,310	464,836,558
Advance from Body Corporate	18,291,322	14,449,000
Other Liabilities	32,883,281	32,883,281
Investor Education and Protection fund (amount paid / adjusted during the year)	-	150,379
# Refer Notes to Schedule 3		
+ Refer Note No. 4(b) of Schedule 13		
	<u>516,791,913</u>	<u>512,319,218</u>

	(Amount in Rs.)	
	31st Mar.2011 (12 Months)	31st Mar.2010 (15 Months)
SCHEDULE 10		
OTHER INCOME		
Rent		
Credit Balances written off	300	375
	<u>5,992</u>	
	<u>6,292</u>	<u>375</u>
SCHEDULE 11		
EMPLOYEES		
Salaries,Wages, Bonus, Gratuity etc.	1,220,146	17,978,065
Contribution to Provident and Other Funds	36,000	45,000
	<u>1,256,146</u>	<u>18,023,065</u>
SCHEDULE 12		
OTHER EXPENSES		
Insurance		
Rent	211,618	
Bank Charges	9,000	30,250
Repairs to Others	8,066	10,984
Postage, Telegrams, Telephones & Telex	52,650	
Travelling, Conveyance & Motor Car Expenses	70,374	66,888
Legal and Professional Fee & Expenses	17,373	
Prior Period Expenses	591,630	222,958
Debit Balances written off	158,477	
Administrative Expenses on Provident Fund	5,992	
Electricity, Gas & Water Charges	84	105
Fees & Subscription (Stock Exchange/Trustee fees)	305,745	232,450
Printing & Stationery	837,466	9,644
Licence Fee & Expenses	25,610	24,804
Office & General Expenses	8,520	2,960
	<u>133,031</u>	<u>59,583</u>
	<u>2,435,636</u>	<u>660,626</u>

UDAIPUR CEMENT WORKS LIMITED

**SCHEDULE 13
NOTES FORMING PART OF ACCOUNTS**

A. SIGNIFICANT ACCOUNTING POLICIES

1. The financial statements are prepared on going concern basis and the accounts are maintained on accrual basis except the claims / refunds / fuel surcharges not ascertainable with reasonable certainty are accounted for on settlement / receipt basis.
2. Fixed Assets are stated at cost of acquisition/purchase.
3. Expenditure during construction/erection period is allocated to the respective fixed assets on completion of construction/ erection. Interest on borrowings as allocated by the Management for new/ expansion project is capitalised/included in Capital Work in Progress.
4. Assets and liabilities related to foreign currency transactions are translated at exchange rate prevailing at the end of the period or at contracted rate. Exchange difference in respect of fixed assets are adjusted to the carrying cost of fixed assets and in respect of other is charged to Profit & Loss Account.
5. Long Term investments are stated at cost.
6. Inventories (except scrap/waste which is valued at net realisable value) are valued at lower of cost and net realisable value. The cost is computed on weighted average basis. Finished Goods and Process stock include cost of conversion and other charges incurred in bringing the Inventories to their present location and condition.
7. Borrowing cost is charged to Profit and Loss Account except cost of borrowing for acquisition of qualifying assets, which is capitalised till the date of commercial use of the assets.
8. Revenue expenditure on research and development is charged to profit and loss account and capital expenditure is added to the fixed assets.
9. (a) Depreciation on Fixed Assets upto 31st December 2008 is provided as per straight line method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. Continuous process plants as defined in Schedule XIV have been considered on technical evaluation. No depreciation is provided w.e.f. 01.01.2009 onwards the plant & machinery remain unutilized.
(b) Leasehold land is being amortised over the lease period.
10. Provision for taxation is made based on the current tax rates in force. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and may be reversed in one or more subsequent periods. Deferred tax assets arising on account of brought forward losses, unabsorbed depreciation and other temporary timing differences are recognised only if there is virtual certainty of realisation.
11. Miscellaneous expenditure are amortised as follows : (Expenses incurred upto 30.09.2003)
 - (i) Preliminary expenses charged to Revenue Account over a period of ten years.
 - (ii) Expenses on issue of shares/debentures over ten years and such amortisation is adjusted against Share Premium Account.
 - (iii) Expenditure incurred upto 30.09.2003 against which benefit was expected to flow into future periods, had been treated as Deferred Revenue Expenditure and charged to Revenue Account over the expected duration of benefit.
12. Retirement benefits are accounted on accrual basis.

B. NOTES ON ACCOUNTS

1. The company is registered as a sick company with BIFR. Due to nonviability, operations of the plant are under suspension since 26th March, 2002. The company has submitted draft rehabilitation scheme which has been sanctioned by Hon'ble BIFR in its hearing on 24.11.2010 subject to completion of certain conditions. BIFR is taking further necessary steps in accordance with the law for issue of the final sanctioned scheme. Accordingly, these accounts have been prepared on "going concern" basis.
2. Dispute regarding salaries, wages, allowances and other benefits etc., to the employees for the period 18th June 2002 onward is pending for adjudication before the Labour Tribunal and therefore the same has not been provided in the books of Accounts (Amount Unascertained). However, the provision in respect of above expenses (except contribution to Superannuation fund for the year period 01.10.2004 to 31.12.2005 and conveyance allowance and leave encashment w.e.f. 01.10.2004 onwards) has been made for those employees who were engaged in essential services including whole time director during this period.
3. For the reasons stated in Note no.1 above physical verification of the Fixed Assets and Inventories of raw materials, process stocks, stores & spares, scrap and finished goods could not be carried out during the year. Fixed assets and inventories have been taken same as in the previous year and inventories have been valued on the same value as in the previous year. Adjustment, if any for lower of net realisable value over cost of inventories and provision for non-moving, obsolete and damaged inventories and fixed assets and for impairment of assets could not be ascertained, hence not provided for. Further, in view of the non-utilization of plant & machinery, depreciation of Rs. 7,20,92,012/- has not been provided for the year ended as on 31st March 2011.
4. (a) Interest on secured loans, bank borrowings, trade deposits, royalty and dues to Ajmer Vidyut Vitran Nigam Limited, Excise duty demand, other deposits and penal interest, liquidated damages etc thereon, if any, has not been provided since the matter relating to rehabilitation is pending with BIFR (Amount Unascertained).
(b) Matured Debentures amounting to Rs.40,42,34,400/- (Previous year Rs. 40,48,09,400/-) have not been shown under current liabilities since the matter relating to rehabilitation is pending with BIFR.
(c) Interest earned on certain deposits will be accounted for on receipt basis (Amount Unascertained).
5. Deferred interest of Rs. 10,82,29,116/- represents amount payable to Term Lenders and Debenture holders commencing from June,2005 and ending on March,2008 (read with note no. B-3 of Schedule 3), pursuant to the Sanctioned Restructuring Scheme and has fallen due for payment as on 31st March 2008, but could not be paid due to suspension of operation.
6. Claims made against the Company, to the extent could be identified from available information, at Rs. 22,45,61,034/- (Previous year Rs. 3,45,44,938/-) disputed/not accepted by the company, hence not provided (excluding Stamp Duty as stated in Note No. 11 below).

	(Amounting in Rs.)	
	31 st Mar'11	31 st Mar'10
a) Excise duty in respect of matters in appeal	7,21,342	4,40,017
b) Sales Tax in respect of matters in appeal	42,29,900	42,29,900
c) Service tax in respect of matters with Asstt. Commissioner	66,05,892	66,05,892
d) Land Tax (disputed)	18,59,79,044	-
e) Other matters	2,70,24,856	2,32,69,129

UDAIPUR CEMENT WORKS LIMITED

7. The liabilities pertaining to the statutory levies and pending legal cases prior to the date of take over of the cement undertaking i.e. 01.12.1993 will be borne by Bajaj Hindustan Limited.
8. In the absence of profit, the required Debenture Redemption Reserve has not been created.
9. The company has only one business segment, i.e. manufacturing and selling of cement.
10. In view of uncertainty to have taxable profits in near future, Deferred Tax Assets in accordance with the Accounting Standard- 22 issued by the Institute of Chartered Accountants of India has not been recognised.
11. In respect of the pending Stamp duty matter the Collector (Stamps), Udaipur vide order dated 29.01.2004 had determined stamp duty liability at Rs. 8,04,28,911 along with equal amount of penalty. The company filed a revision petition against the said order dated 29.01.2004 before the Revenue Board, Ajmer, which was subsequently transferred to Rajasthan Tax Board, Ajmer who vacated the stay order earlier granted by the Revenue Board. Consequently the Collector (Stamps) initiated recovery proceedings by attaching the properties of the company. There upon the company filed a writ petition in the Hon'ble High Court of Judicature for Rajasthan at Jodhpur against the said attachment. The Hon'ble High Court vide order dated 08.05.2006 allowed our writ petition. In the meantime Rajasthan Tax Board dismissed our revision petition on 06.10.2006. The Collector (Stamps) again initiated recovery proceedings by auctioning/ threatening to auction property of the company in spite of the fact that such proceeding cannot be taken in view of Section 22 of SICA and order of Hon'ble High Court dated 08.05.2006. The Company has filed writ petitions intere-alia challenging the impugned order dated 06.10.2006 and action of the Collector (Stamps). The Hon'ble High Court has stayed further action by the Collector (Stamps), Udaipur and petitions are pending disposal.
12. Contingent liability for non-use of Jute bags for Cement packing upto 30th June, 1997, as per Jute Packaging Materials (Compulsory use of Packaging Commodities) Act, 1987 is not ascertained. The Government has excluded Cement Industry from application of the said Order from 1st July, 1997.
13. Disclosure of Sundry Creditors under Current Liabilities & Provisions is based on the information available with the Company regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act, 2006". Principal amount overdue as on 31st March 2011, to "Micro, Small and Medium Enterprises aggregate to Rs. 22,11,239/- (Previous year Rs. 22,11,239/-). No interest has been paid or provided on overdue liability of Micro, Small and Medium Enterprises, since the operations of the plant are under suspension since 26th March, 2002 and matter relating to rehabilitation is pending with BIFR. (Amount Unascertained).
14. Debts over six months and Loans and Advances includes Rs.3,67,79,578/- (Previous year Rs. 3,67,79,578/-) and Rs. 4,71,84,621/- (Previous year Rs. 4,70,28,145/-) respectively, for which legal and other necessary action has been taken for recovery. Provision, if any, will be considered on completion of the reconciliation/confirmation.
15. Interest free demand Loans and Advances include loan to employees of Rs. 7,65,868 (Previous year Rs. 7,65,868) and interest free advances to employees of Rs. 1,41,60,915 (Previous year Rs. 1,41,60,915). Maximum balance outstanding during the year Rs. 765,868 and Rs. 1,41,60,915 respectively.

16. The repayment of zero coupon unsecured loan of Rs. 10 crores payable by Bengal & Assam Company Ltd. on 15.02.2010 has been extended by a period of 18 months on the existing terms.
17. Internal audit has not been conducted during the year since operations of the plant continue to remain suspended as stated in note no. 1 above.
18. Payment to Auditors:-

	(Amount in Rs.)	
	2010-11 (12 Months)	2009-10 (15 Months)
a) Statutory Auditors :		
i) Audit Fee	27,575	28,090
b) Cost Auditors		
i) Cost Audit Fee	14,000	14,000

19. Remuneration to Whole Time Director

	(Amount in Rs.)	
	2010-11 (12 Months)	2009-10 (15 Months)
Salary (Including Allowances)	2,40,000	3,00,000
Contribution to Provident & Superannuation Fund	36,000	45,000
Gratuity	11,538	14,423
Value of Perquisites	-	-
	<u>2,87,538</u>	<u>3,59,423</u>

This is to be read with note no. 2 herein above.

20. Prior Period Expenses include fees & subscription Rs. 1,49,957/- (Nil) and licence fee Rs. 8,520/- (Nil).
21. The balances of Secured loans, Unsecured loans, Deferred interest, Creditors, Other Current liabilities and bank & other deposits are pending for confirmation / reconciliation (Impact unascertainable).
22. Particulars of Capacity (Per annum), Production, Sales and Stocks:

Description	Unit	Installed Capacity (P.A.) Qty. (a)	Production Qty.	Sales		Opening Stocks		Closing Stocks	
				Qty.	Rs.	Qty.	Rs.	Qty.	Rs.
Cement	MT	900000	Nil	Nil	Nil	909	1415781	909	1415781
		(900000)	Nil	Nil	Nil	(909)	(1415781)	(909)	(1415781)

UDAIPUR CEMENT WORKS LIMITED

Note :-

- a) As certified by the Management.
 b) Figures in brackets represent previous year.
 23 Particulars of raw materials consumed, stores and spares consumed, Earning/expenditure on foreign currency Nil. (Previous year Nil).

24 Related Party Disclosure :

List of Related Parties

a) Key Management Personnel :

Shri R. K. Gupta Whole Time Director

b) The following transactions were carried out with related parties in the ordinary course of business:

Nature of transaction	Key Management Personnel
i) Remuneration	2,87,538 (3,59,423)
ii) Outstanding as at year end - Payable (Net)	11,675 (11,675)
- Remuneration Payable	1,38,600 (19,800)

25 Basic and Diluted Earning Per Share (Pursuant to Accounting Standard - 20):

	2010-11 (12 Months)	2009-10 (15 Months)
a) Net (Loss) for the year (Rs.)	(36,85,490)	(1,86,83,316)
b) Weighted Number of Equity Shares of Rs. 10 Each outstanding during the year (Nos.)	6,31,03,243	6,31,03,243
c) Basic / Diluted Earning per share (a/b)	(0.06)	(0.30)

26 The current year figures are for 12 months period from 1st April 2010 to 31st March 2011 and accordingly, these are not comparable with the previous year figures of 15 months. In view of this, previous period figures have been regrouped and recast wherever necessary and are not strictly comparable with current period.

As per our report of even date
for OM PRAKASH S CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

Onkar Nath Rai

Vinit Marwaha

Directors

O.P.CHAPLOT
Partner

R.K.GUPTA
Whole Time Director &
Company Secretary

S.K.Kinra

UDAIPUR
Date: 05.08.2011

CASH FLOW STATEMENT
For the year ended 31st March, 2011

PARTICULARS	(Amount in Rs.)	
	2011 (12 Months)	2010 (15 Months)
A. CASH FLOW FROM OPEARTING ACTIVITIES:		
Net Profit/(Loss) Before Tax And Extraordinary Items	(3,685,490)	(18,683,316)
Adjustments for :		
Depreciation	-	-
Depreciation written Back	-	-
Interest/Dividend	-	-
(Profit)/Loss on Sale of Assets (Net)	-	-
Preliminary & Deferred Revenue expenditure written off	-	-
Operating Profit Before Working Capital Changes	(3,685,490)	(18,683,316)
Adjustments for :		
Trade and Other Receivables	(156,475)	1,332,985
Trade Payables	630,374	17,451,152
Net Cash from Operating Activities	<u>(3,211,591)</u>	<u>100,821</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Investments (Now treated as unsecured loans)	-	-
Unsecured loans (Transferred from investments as above)	-	-
Net Cash Used In Investing Activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Advance from Body Corporate	3,842,322	14,449,000
Payment of Secured Loan	(575,000)	(14,449,000)
Net Cash Used In Financing Activities	<u>3,267,322</u>	<u>-</u>
D. Net increase/(Decerease) in Cash And Cash Equivalents(A+B+C)	55,731	100,821
E. Cash And Cash Equivalents at the beginning of the year	6,262,327	6,161,506
F. Cash And Cash Equivalents at the Closing of the period (D+E)	6,318,058	6,262,327

Note :

1 Cash and Cash Equivalents includes

	As at 31.03.2011 (12 Months)	As at 31.03.2010 (15 Months)
- Cash in hand	67,502	11,969
- Bank balances with Schedule Banks	6,250,556	6,250,358
	<u>6,318,058</u>	<u>6,262,327</u>

2 Figures shown in bracket shows Cash outflow.

As per our report of even date
for OM PRAKASH S CHAPLOT & CO.
Chartered Accountants
FRN: 000127C

Onkar Nath Rai

Vinit Marwaha

Directors

O.P.CHAPLOT
Partner

R.K.GUPTA
Whole Time Director &
Company Secretary

S.K.Kinra

UDAIPUR
Date: 05.08.2011

UDAIPUR CEMENT WORKS LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER SCHEDULE VI, PART (IV) OF THE COMPANIES ACT 1956.

I. Registration Details :

Registration No.	17-07267
State Code	17
Balance Sheet Date	31.03.2011

II. Capital Raised During the Year :
(Amount in Rs. Thousands)

Public Issue	NIL
Rights Issue	NIL
Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds :
(Amount in Rs. Thousands)

Total Liabilities	3,106,341
Total Assets	3,106,341
SOURCES OF FUNDS	
Paid-up Capital	1,143,223
Reserves & Surplus	608,993
Secured Loans	1,310,222
Unsecured Loans	43,903
APPLICATION OF FUNDS	
Net Fixed Assets	440,186
Investments	-
Net Current Assets	(242,186)
Misc. Expenditure	-
Accumulated Losses	2,908,341

IV. Performance of the Company :
(Amount in Rs. Thousands)

Turnover including Other Incomes	6
Total Expenditure	3,691
Profit / (Loss) Before Tax	-3,685
Earnings Per Share (Rs.)	(0.06)
Dividend Rate (%)	NIL

V. Generic Names of Principal Products/Services of the Company
(As per Monetary terms)

Item Code No. (ITC Code)	252329-01
Product Description	Grey Portland Cement

(R.K.Gupta)
Whole Time Director &
Company Secretary

New Delhi
Date : 05.08.2011

Onkar Nath Rai
Vinit Marwaha
S.K. Kinra
Directors